

BYLAWS OF SILVER LAKE IMPROVEMENT ASSOCIATION, INC.

Article 1. - Offices

1.01 Offices

The principal office of the corporation shall be ~~2894 N. Lake Blvd, North St. Paul, MN 55109~~ the home address of the current Board president. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

Article 2. - Membership

2.01 Voting Members

This corporation shall have members with voting rights. Individuals who desire to become members of this corporation shall become members of this corporation by applying for such membership and by paying the annual dues in advance.

2.02 Dues

The Board of Directors shall have the right to determine the dues or other payments to be made by the members of the corporation from time to time. The membership year for the members of the corporation shall be the same as the fiscal year of the corporation.

2.03 Interest in property

The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

2.04 Resignation

Any member may resign his or her membership at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to the corporation.

2.05 Annual meeting

The annual meeting of the members of the corporation held for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such time and place, within or without the State of Minnesota, as may be designated from time to time by the Board of Directors.

2.06 Special meetings

Special meetings of the members of the corporation may be called at any time (a) by the President or a Vice President, (b) by the Board of Directors, or (c) upon written request of fifty (50) members of the corporation or ten (10) percent of the members, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the President shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held within sixty (60) days after receiving the request. If the President fails to give notice of the meeting within thirty (30) days from the date on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

2.07 Notice of Meeting

Written notice of each meeting of the members, stating the time and place thereof, shall be emailed or mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each member of the corporation. Notice of each special meeting of the members shall also state the purpose thereof, and no business shall be transacted at a special meeting other than the business specified in such notice. Any member may make written waiver of notice before, at or after a meeting, and such waiver shall be filed with the person who has been designated to act as Chairperson of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

2.08 Voting; quorum

At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Cumulative voting and voting by proxy shall not be permitted. The presence of ten percent (10%) of the members in person shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A Majority Vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

2.09 Written action

Any action that may be taken at a meeting of the members may be taken without a meeting if authorized in writing and signed by all of the members who are entitled to vote on that action.

2.10 Action by written ballot

An action that may be taken at a regular or special meeting of members may be taken without a meeting if the corporation mails or delivers a written ballot to every member entitled to vote on the matter.

A written ballot must:

1. set forth each proposed action; and
2. provide an opportunity to vote for or against each proposed action

Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitations for votes by written ballot must:

1. indicate the number of responses needed to meet the quorum requirements;
2. state the percentage of approvals necessary to approve each matter other than election of directors; and
3. specify the time by which a ballot must be received by the corporation in order to be counted

Article 3. - Directors

3.01 General Powers

The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

3.02 Qualification, number and method of election

A director of this corporation must be a natural person and a majority of the directors of this corporation must be adults and lakeshore owners. The Board of Directors of this corporation shall consist of no fewer than three (3) and no more than seven (7) persons, and subject to such limitations, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors.

3.03 Term

Each director shall serve for a three (3) year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director. ~~However, the directors serving as of 2005, shall be divided into three classes, with Class A directors serving for up to a one (1) year term until the expiration of their terms during the year 2006, Class B directors will serve for up to a two (2) year term until the expiration of their terms during the year 2007, and Class C directors will serve for up to a three (3) year term until the expiration of their terms during the year 2008.~~

3.04 Removal

A director may be removed at any time, with or without cause, by a majority of the other directors of the corporation. Removal shall be effective upon the mailing of a written notice to the director who is removed.

3.05 Resignation

Any director may resign at any time by giving written notice to the President. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.06 Vacancies

Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term of the vacant position filled, and until his or her successor has been elected and qualified.

3.07 Annual Meeting

The annual meeting of the Board of Directors held for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of the corporation at the time and place designated from time to time by the Board of Directors.

3.08 Other regular meetings

The Board of Directors shall have at least three (3) regular meetings each year. Regular meetings may be held at the registered office of this corporation or at such other place or places as the Board of Directors may from time to time designate.

3.09 Special meetings

Special meetings of the Board of Directors may be called at any time (a) by the President or a Vice President, (b) by the Board of Directors, or (c) upon the written request of three (3) or more members of the Board of Directors. Anyone entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between twenty-four (24) hours and thirty (30) days after receiving the request. If the President fails to give notice of the meeting within five (5) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

3.10 Notice of meetings

Written notice of each annual meeting of the Board of Directors stating the time and place thereof shall be emailed or mailed, postage prepaid, not less than five (5) no more than thirty (30) days before the meeting, excluding the day of the meeting, to each director serving at the time notice is given, at his or her address according to the last available records of this corporation. Written notice of each other regular or special meeting of the Board of Directors stating the time, place and purpose thereof shall be emailed or mailed, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting,

excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation or shall be given by telephoning each director at least twenty-four (24) hours before the meeting. No business shall be transacted at any special meeting other than the business specified in such notice. Any director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the Person who has been designated to act as Chairperson of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

3.11 Quorum and voting

At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. The presence of ~~one-third (1/3)~~ one half (1/2) of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

3.12 Adjourned meetings

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

3.13 Action without meeting

An action required or permitted to be taken at a Board meeting may be taken:

1. by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; or
2. by email sent by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present, and copying all other directors

provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the corporation.

3.14 Telecommunications

A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A

conference among directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of Persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

3.15 ~~Action without meeting Reserved~~

~~An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the corporation.~~

3.16 Compensation

Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any director from serving this corporation in any other capacity and receiving proper compensation therefore.

Article 4. - Officers

4.01 General

The corporation shall have a President and Treasurer and such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person except the offices of President and Vice President. Officers may receive reimbursement for their expenses as determined from time to time by the Board. All officers shall be directors of this Corporation.

4.02 Election, Term, and Removal

At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office for a term of one (1) year and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such offices; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board.

4.03 Resignation

Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is received by the corporation, unless a later date is specified in the notice.

4.04 Vacancies

If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

4.05 President

Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the corporation, and have general active management of the business of the corporation; (b) preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (e) maintain records of and certify proceedings of the Board; and (f) perform such other duties as may from time to time be prescribed by the Board.

4.06 Treasurer

Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.07 Secretary

The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

4.08 Vice President

Each Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Board of Directors may designate a Vice President or Vice Presidents to succeed to the power and duties of the President.

4.09 Other Officers

Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

4.10 Delegation

Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

4.11 Additional powers

Any officer of this Corporation in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

Article 5. - Committees

5.01 Authority

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities with respect to the development and implementation of the corporation's policies as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. The President shall appoint the members of each committee.

5.02 Executive Committee

The Board of Directors shall elect an Executive Committee composed of three (3) directors: the President, the Vice-President, the Secretary. The Executive Committee shall have and exercise the authority of the Board of Directors in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

5.03 Nominating Committee

Prior to December first of each year, the President, subject to the approval of the Board of Directors, shall appoint a Nominating Committee of not fewer than three (3) members whose duties shall be to nominate officers and directors for the ensuing year. Said committee shall report its nominations for directors at the annual meeting of the members and it shall report its nominations for officers at the first meeting of the Board immediately following such annual meeting of the members.

5.04 Meetings and voting

Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chairman of that committee, or by the President. Two days' notice by mail, e-mail, or telephone ~~or telegraph~~ shall be given of any special meeting of a committee. Appearance at a meeting is deemed to be a waiver of notice unless the appearance is solely for the purpose of asserting the illegality of the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any

meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

Article 6. - Fiscal Year

6.01 Fiscal year

Unless otherwise fixed by the board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

Article 7. - Miscellaneous

7.01 Corporate seal

The corporation shall have no seal.

7.02 Amendments

These Bylaws may be amended from time to time in the manner prescribed by law.

7.03 Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person:

- a) is or was a director, officer, employee or member of a committee of this corporation or,
- b) while a director, officer or employee of this corporation, is or was serving as a director, officer, partner, trustee, employee or agent of another organization or employee benefit Plan at the request of this corporation or pursuant to his or her duties as a director, officer or employee of this corporation,

against expenses, including attorneys' fees, judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actually and reasonably incurred by such person in connection with such action, suit or proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

1. has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
2. acted in good faith;

3. received no improper personal benefit and Minnesota Statute Section 317 A.255, if applicable, has been satisfied;
4. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
5. in the case of acts or omissions occurring in the official capacity described in MSA 317A.521 subdivision 1, paragraph (c), clause (1) or (2), reasonably believed that the conduct was in the best interests of the corporation, or in the case of acts or omissions occurring in the official capacity described in MSA 317 A.521 subdivision 1, paragraph (c), clause (3), reasonably believed that the conduct was not opposed to the best interests of the corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

7.04 Authority to borrow, encumber assets

No officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

7.05 Deposit of funds

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

7.06 Certain records

The corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of members, Board of

Directors, and committees having any of the authority of the Board of Director for the last six (6) years.

Bylaws adopted 05/13/2005

Amended 02/04/2013

~~The undersigned, B. Michael Manthei, Incorporator of Silver Lake Improvement Association, Inc., hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Incorporator of said corporation on _____.~~

Dated: _____

B. Michael Manthei, Incorporator