

**BY-LAWS**  
**OF**  
**THE FLEMING LAKE ASSOCIATION**

**ARTICLE I.**

**Offices, Corporate Seal**

Section 1.01. Registered Office. The registered office of the Association in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolution of the Directors filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. The Association may have such other offices, within the State of Minnesota, as the Directors shall from time to time determine.

Section 1.03. Corporate Seal. (To be determined and registered at a later date.)

**ARTICLE II.**

**Members and Meetings of Members**

Section 2.01. Eligibility.- Membership in the Association shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Association and (b) owns or leases property within Fleming Township.

Section 2.02 – Dues. Dues shall be \$25 per property owner(s) due at the annual meeting held in May of each year. New members may join at any time by contacting a member of the Board of Directors, but dues will not be prorated. Dues may be adjusted.

Section 2.03. Property. No member shall have any right, title or interest in or to the property of the Association.

Section 2.04. Meetings. The first meeting of the members was held on July 6, 1991. Each subsequent meeting shall be held on such date(s) as the membership shall determine each year.

Section 2.05. Special Meetings. A special meeting of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President or by majority of the Board of Directors or by petition of not less than five (5) voting members.

Section 2.06. Place of Meeting. Each meeting of the members of the Association shall be held at any place within the vicinity of Fleming Lake.

Section 2.07. Notice of Meeting. Except as otherwise provided by statute and in

these By-laws, written notice of each meeting of the members, whether annual or special, shall be given not less than five (5) nor more than 60 days before the day on which the meeting is to be held, to each member by mailing such notice in a postage prepaid envelope addressed to the member at the member's post office address as shown on the books of the Association.

Section 2.08. Quorum. No formal business may be conducted at membership meetings unless at least five (5) non office holding members, President or Vice President, and one Director are present. Updated 5/03 1 Updated 5/03 2

Section 2.09. Voting. Only the person(s) listed as a legal owner(s) by Aitkin County may cast a vote on any question presented to the membership, with a maximum of two votes allowed per dues-paying property. Voting is only allowed if membership dues are current. If the dues paying member(s) is listed as the legal owner of more than one property, they may only cast a maximum of two votes.

Section 2.10. Casting Ballots. A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballot. All votes shall be cast by secret paper ballot and shall be counted by a minimum of two members of the Board of Directors or Officers of the Association.

Section 2.11. Referenda. The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have thirty (30) days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

### **ARTICLE III**

#### **Board of Directors**

Section 3.01. General Powers. The property, affairs and business of the Association shall be managed by its Board of Directors.

Section 3.02. Number, Qualifications and Term of Office. Until the first annual meeting of the members in 1991, the number of Directors shall be the number named in the Articles of Incorporation. Thereafter, the number of Directors shall be established from time to time by resolution of the voting members (subject to the authority of the Board of Directors to increase the number of Directors as permitted by law), but shall be not less than two (2). In the absence of such resolution, the number of Directors shall be the number last fixed by a resolution of the voting members or by the Board of Directors, or, if none has been so fixed, the number named in the Articles of Incorporation. Each Director named in the Articles of Incorporation shall hold office until the annual meeting of the voting members occurring in the year in which his or her term expires, as set forth opposite his or her name in the Articles of Incorporation, and until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she shall resign. At each annual meeting of the voting members, commencing with the first annual meeting held in 1991, first terms of office shall consist of one Director one (1) year term, one Director two (2) year term, one Director three (3) year term. Commencing May of 1992 a new Director shall be elected each year at the first meeting of the year. Successors to the Directors whose terms expire in the year of such annual meeting shall be elected for three (3) year terms, and each such successor shall hold office until his or her term expires and until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she resigns.

Section 3.03. Organization. At each meeting of the Board of Directors, the President of the Association or, in his or her absence, such person as is chosen by a majority of the Directors present, shall preside as Chairperson of such meeting. The Secretary/Treasurer of the

Association or, in his or her absence, any person whom the Chairperson shall appoint, shall act as secretary of the meeting.

Section 3.04. Resignation. Any Director of the Association may resign at any time by giving written notice to the President or to the Secretary/Treasurer of the Association. The resignation Updated

5/03 3

of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, may be filled for the unexpired term by a vote of the remaining Directors (though less than a quorum), and each Director so chosen shall hold office until the expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

Section 3.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07. Meetings. As soon as practicable after each annual election of Directors, and preferably on the same day, the Board of Directors shall meet, at the place where such annual election of Directors is held, for the purpose of electing the Officers of the Association and for the transaction of such other business as shall come before the meeting.

Section 3.08. Regular Meetings. The Board of Directors need not hold regular meetings. If the Board of Directors determines to hold regular meetings, they shall be held at such time and place as set forth in Article 2, Section 2.06.

Section 3.09. Special Board of Directors Meetings Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the Directors. Notice of each such special meeting shall be mailed to each Director, addressed to the Director's residence or usual place of business, at least seven (7) days before the day on which the meeting is to be held, or be delivered personally or by telephone, not later than three (3) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Notice of any meeting of the Board need not be given to any Director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Association then in office shall be present thereat.

Section 3.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-laws, two (2) of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.11. Compensation. No Director shall receive any compensation for any service that he or she may render to the Association in his or her capacity as such Director; provided that Directors may be reimbursed for out-of-pocket expenses incurred in rendering services to or for the Association.

Section 3.11A. Compensation. Directors shall not be compensated for their time and effort. The Board may authorize Officers, Directors, and committee members to be paid actual and necessary expenses incurred while on Association business. President, Vice President, Secretary/Treasurer, and three (3) Directors; no two (2) offices may be held by the same person.

## **ARTICLE IV**

### **Officers**

Section 4.01. Terms of Office. Officers and Directors are elected for three (3) year term. The exception to the Section shall be the Vice President. The Vice President shall automatically succeed the President at the end of his/her term, unless the Vice President elects to resign, in which case the Vice President shall also be elected by the membership. Their terms shall expire after the annual meeting or upon the election of new Director or Officers, whichever occurs later.

Section 4.02. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary/Treasurer of the Association. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.03. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-laws for election or appointment to such office.

Section 4.04. President. This shall be a three (3) year term. The President shall be the Chief Executive Officer of the Association and shall have general active management of the business of the Association. The President shall, when present, preside at all meetings of the members and Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Association any contracts or other instruments pertaining to the business of the Association, including, without limitation, any instruments necessary or appropriate to enable the Association to donate income or principal of the Association to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the Association as the Association was organized to support; shall have such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of President.

Section 4.05. Vice President. The Vice President shall have such powers and shall perform such duties as may be specified in the By-laws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President; and in the event of a vacancy in the office of the President, such vacancy shall be filled by the Vice President. In the event of absence or disability but not a vacancy in the office of any other officer, the Vice President shall succeed to the powers and duties of such other Officer.

Section 4.06. Secretary/Treasurer. The Secretary/Treasurer shall be Secretary/Treasurer of, and, when present, shall record proceedings of meetings of the members and Board of Directors; shall, when directed to do so, give proper notice of meetings of members and Directors; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties incident to the office of Secretary/Treasurer.

Section 4.07. Secretary/Treasurer. The Secretary/Treasurer shall maintain the official records of the Association as well as an archives. The Secretary/Treasurer shall record and distribute the minutes of member meetings and Board meetings. The Secretary/Treasurer shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary/Treasurer shall prepare publicity for the Association newsletter or solicit an editor to carry out the task. Updated 5/03 5

Section 4.08. Secretary/Treasurer. The Secretary/Treasurer shall maintain the financial records of the Association and shall sign all checks. The Secretary/Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting.

Section 4.09. Other Offices. The Association may have such other Officers and Agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.10. Compensation. No Officer shall receive compensation for any service that he or she may render to the Association in his or her capacity as such Officer.

## **ARTICLE V.**

### **Books and Records, Audit, Fiscal Year**

Section 5.01. Books and Records.

The Board of Directors of the Association shall cause to be kept:

- (1) records of all proceedings of members and Directors; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Association originals or copies of:

- (1) records of all proceedings of members and Directors; and
- (2) Articles of Incorporation and By-laws of the Association and all amendments thereto.

Section 5.03. Audit. The Board of Directors may, but shall not be required to, cause the records and books of account of the Association to be audited each fiscal year and at such other times as it may deem necessary or appropriate.

Section 5.04. Fiscal Year. The fiscal year of the Association shall end on the last day of April in each year.

## **ARTICLE VI.**

### **Waiver of Notice**

Whenever any notice whatsoever is required to be given by these By-laws or the Articles of Incorporation of the Association or any of the Corporate Laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether



before, at or after the time stated therein or before, at or after the meeting. Updated 5/03 6 **ARTICLE VII.**

### **Authorization Without a Meeting**

Any action that may be taken at a meeting of the voting members may be taken without a meeting if authorized in writing and signed by all the voting members who are entitled to notice of the meeting for such purpose. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the Directors.

## **ARTICLE VIII.**

### **Committees**

Section 8.01. Executive Committee. The persons who are from time to time the officers of the Association shall constitute the Executive Committee of the Association. The Executive Committee shall have full power and authority of the Board of Directors in the management of the property, affairs and business of the Association, provided, however, that the Executive Committee shall act only in the interval between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

Section 8.02. Other Committees. The Association may have such additional committees, with such membership, authorities and duties, as may from time to time be prescribed by the Board of Directors.

## **ARTICLE IX.**

### **Indemnification**

The Association shall indemnify such persons for such expense and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Section 317.16, Subdivision 2 (14) of the Minnesota Statutes, as now enacted or hereafter amended.

## **ARTICLE X.**

### **Amendments**

These By-laws may be amended from time to time by a vote of simple majority who are present and entitled to vote on such amendments, at any meeting, provided that notice of such proposed amendment shall have been given in the notice given to the Directors of such meeting. Such authority in the Board of Directors is subject to the power of the voting members to change or repeal such By-laws by a majority vote of the voting members present in person or by proxy at any annual or special meeting of voting members called for such purpose, and the Board of Directors shall not make or alter any By-laws fixing their qualifications, classifications, term of office, or number, except that the Board of Directors may make or alter any By-law to increase their number.