

BYLAWS

OF

LONG LAKE IMPROVEMENT ASSOCIATION, INC.

A non-profit corporation duly organized
under the Laws of the State of Minnesota

ARTICLE I.

OFFICES

Section 1. The registered office of the corporation shall be at 1732 - 14th Avenue N.W., New Brighton, Minnesota, 55112, and the corporation shall have other offices at such places as the Board of Directors may from time to time determine.

ARTICLE II.

MEMBERSHIP MEETING

Section 1. Place. All meetings of the membership shall be held at the registered office of the corporation or at such other place as may be designated by the Board of Directors or consented to in writing by all the members entitled to vote there at.

Section 2. Time. An annual meeting of the membership after the year 1982 shall be held on the first Tuesday of August of each year, or at such other time as the Board of Directors may designate, when they shall elect by a majority vote a Board of Directors.

Section 3. Notice of Meetings. Written notice stating the place, day and hour of the meetings, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or personally delivered not less than Five (5) days prior to the date of the meeting, by the secretary, to each member of record entitled to vote at such meeting. Waiver by a member of notice of a membership meeting, signed by him, whether before or after the time of such meeting shall be the equivalent of the giving of such notice. Any member who shall attend such annual meeting, in person or by proxy, shall be deemed to have received such notice. In the case of adjournment of a meeting from time to time, no further notice of the adjourned meeting shall be necessary if an

announcement is made at the meeting where the adjournment is had, specifying the place, day and hour of the adjourned meeting.

Section 4. Special Meetings. Special meetings of the membership shall be called by the Secretary at any time upon request of the president, any vice-president or a majority of the members of the Board of Directors or upon a request in writing to the president, any vice-president or the Board of Directors by one or more members. Business transacted at all special meetings shall be confined to the purposes stated in the call unless all the shareholders shall consent to any other business proposed to be considered.

Section 5. Quorum. A majority of those members present and entitled to vote at a meeting shall constitute a quorum for the transaction of business. The president, or in his absence, the vice-president or any other person designated from time to time by the Board of Directors, shall preside at all meetings of the membership.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Election of Directors. The property and business of this corporation shall be managed by its Board of Directors, which shall be not less than four in number and not more than fifteen. Directors need not be members and officers need not be directors. They shall be elected at the annual meeting of the members by majority vote, and each director shall be elected and qualified.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors or by election at a meeting of the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3. Meetings and Notice. The Board of Directors shall meet each year immediately after the annual meeting of membership, and at the same place as the meeting of shareholders. No notice either to old or new members of the Board of Directors shall be required for such annual meeting or for any regular meeting of the directors fixed from time to time by resolution of a majority of the Board of Directors. Other meetings of the Board of Directors may be held upon one day written notice upon the call of the president or any director. Either may be waived in writing before or after the time of such meeting, and attendance of a director at a meeting shall

constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meeting.

Section 4. Quorum. At all meetings of the board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors. Provided, however, that if any vacancies exist for any reason, the remaining directors shall constitute a quorum for the filling of such vacancies.

Section 5. The Salaries of the officers of the corporation shall be fixed by the Board of Directors, and no officer or director shall be entitled to receive any salary for any services performed by him for the corporation unless such salary shall have been first approved by the Board of Directors.

Section 6. The order of business at meetings of the Board of Directors shall be as follows, as applicable and unless otherwise provided by the board:

1. Record of previous meeting.
2. Reports.
3. Unfinished business.
4. Election of officers.
5. Other new business.
6. Changes in Bylaws.
7. Adjournment.

Section 7. Executive Committee. The Board of Directors may, by unanimous, affirmative action of the entire board, designate four or more of their number to constitute an executive committee, which, to the extent determined by unanimous, affirmative action of the entire board, shall have and exercise the authority of the board in the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the board, and shall be subject at all times to the control and direction of the board.

ARTICLE IV.

POWERS OF DIRECTORS

Section 1. Issuance of Membership Certificates. The Board of Directors is authorized and directed to issue membership certificates of the corporation, to the full amount authorized by these Bylaws, at such times as may be determined

by the board and as may be permitted by law.

Section 2. Closing of Books. The Board of Directors may fix a time, not exceeding Forty (40) days preceding the date of any meeting of membership, as a record date for the determination of the members entitled to notice of and to vote at such meeting. The Board of Directors may close the books of the corporation against transfer of membership during the whole or any part of such period.

Section 3. Other Powers. In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the corporation that are not conferred upon the members by the Bylaws or by the Articles of Incorporation, or by statute.

ARTICLE V.

OFFICERS

Section 1. The Board of Directors, at its first meeting and at its first meeting after each annual meeting of membership, shall elect a president, a vice-president, a secretary, and a treasurer. No officers need be directors. No two offices may be held by the same person. The president shall hold office until his successor is elected notwithstanding an earlier termination of his office as director.

Section 2. Other Officers. The board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 3. Terms of Office. The officers of the corporation shall hold office for one year or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors with or without cause.

Section 4. President. (a) The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect. (b) He shall execute all bonds, mortgages, and other contracts. (c) He shall be ex-officio a member of all standing committees, and shall have the general

powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 5. Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Secretary. The secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall be sworn to the faithful discharge of his duty.

Section 7. Treasurer. (a) The treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. (b) He shall disburse the funds of the corporation as may be ordered by the board, taking the proper vouchers for such disbursements and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. (c) He shall give the corporation a bond, if required by a majority of the Board of Directors, in such amount as they may determine, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in his possession or under his control, belonging to the corporation.

Section 8. None of the officers of said corporation shall sign any notes or bonds for others without first securing the written consent of the other officers of this said corporation.

Section 9. Vacancies. If the office of any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise,

the directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI.

MEMBERSHIP

Section 1. The membership of this corporation shall be open to all people who believe and support the purposes of the corporation outlined in its Articles of Incorporation.

Section 2. The directors shall fix the amount of dues and assessments from time to time and determine the method of collection.

Section 3. The membership certificate of this corporation shall be in a form approved by the directors and statute and the member's name shall be issued and recorded by the corporation as the membership fees are paid. The certificate shall exhibit the member's name, the date, and shall be signed by the president or vice-president and the secretary.

Section 4. Each member who has paid his annual dues and been issued a membership certificate shall be entitled to one vote at any membership meeting. Nonpayment of dues shall result in cancellation of membership on reasonable notice.

Section 5. Seal. The corporation shall not have a seal.

ARTICLE VII.

Section 1. Inspection of Books. Members shall be permitted to inspect the books of the corporation at all reasonable times.

Section 2. Checks. All checks and notes of the corporation shall be signed by the president or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors.

Section 3. Earnings of the Corporation. Earnings of the corporation may not be paid to the members of the corporation.

Section 4. Directors' Annual Statement. The Board of Directors shall, at each annual meeting and when called for by vote of members, present a full and clear statement of the business and condition of the corporation.

Section 5. Amendments to Bylaws. These Bylaws may be amended or altered by the vote of two-thirds of the whole Board of Directors at any meeting. Such authority in the Board of Directors is subject to the powers of the members to change or repeal such Bylaws by a majority vote of the membership present and represented at any annual meeting or at any special meeting called for that purpose, and the Board of Directors shall not make or alter any Bylaws fixing their number, qualification or term of office.

Section 6. Amendments to Articles of Incorporation. The Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors at any duly constituted meeting, provided that the written notice of such proposed change over the signature of an officer, shall be mailed to each member of the Board of Directors at least fourteen days prior to the meeting at which such proposed change shall be submitted to vote.

Section 7. Upon dissolution of the corporation, any remaining property, funds or assets shall be made liquid and divided among the members of the corporation to the extent of their contribution. Any proceeds remaining shall be distributed to a charitable organization or organizations as agreed upon by the Board of Directors, provided each organization qualifies under Section 501 of the Internal Revenue Code.

Dated: _____

Patricia A. Commers, President

Barbara DuFrane, Secretary