

**BYLAWS
OF
DEER LAKE ASSOCIATION OF ITASCA COUNTY**

Adopted by the Board of Directors on June 11, 2022.

Adopted by the Voting Membership on July 15, 2022.

**ARTICLE I
MEMBERSHIP**

Section 1. Voting membership. Any person, family, firm, association, corporation, or other legal entity owning property or residing during all or part of the year within 1,000 feet of the ordinary high-water mark of Deer Lake is eligible for membership. “Family” shall mean any two adults who live in the same household and share a common budget. DLA encourages extended family or members of a cabin partnership who share a Deer Lake cabin but live separately, each to buy their own DLA membership. The Board will establish a process for application for membership in the corporation, including any requirement to pay dues. Membership in the corporation is subject to approval by the Board. A list of the voting membership shall be kept by the Secretary of the corporation, as required by Article III, Section 4 of these Bylaws.

Section 1.1. Lifetime Membership. Any person or family owning property or residing during all or part of the year within 1,000 feet of the ordinary high-water mark of Deer Lake may purchase a Lifetime Membership via a one-time non-refundable payment. The Lifetime Membership is valid only for the lifetime of the one or two persons named on the original Lifetime Membership application. Not transferable.

Section 1.2. Non-voting membership. Any person, family, firm, association, corporation or other legal entity that does not qualify for membership is eligible to be an Associate Member. Associate Members have the same rights as Voting Members, except they cannot vote or nominate directors.

Section 2. Voting rights. Each voting membership shall have 1 vote, except for family memberships which may have one vote each for the two adult members of the family.

Section 3. Altering classes of members. The Board of Directors may establish or restrict classes of voting members, but no changes to existing voting members’ rights may be made without first obtaining approval from the affected membership class.

Section 4. Membership year and dues. The Board of Directors will establish dues for Voting and Associate Members by a 2/3rds vote. Membership is granted on an annual basis and the membership year run from May 1st to April 30.

Section 5. Interest in property. The members of this corporation shall not, solely due to their status as members, have any right, title or interest in the real or personal property of this corporation.

Section 6. Resignation. A member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Resignation is effective as of the date it is given, or at any later time specified in the written notice. Acceptance of a member's resignation is not necessary to make it effective. A member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

ARTICLE II BOARD OF DIRECTORS

Section 1. Appointment or election. The number of members of the Board of Directors of this corporation shall be no fewer than 3 persons nor greater than 11. Within that range, the exact number of members of the Board of Directors shall be determined by the Board of Directors. Election of directors shall be accomplished at each Annual Meeting.

Section 2. Ex-Officio and Honorary Directors. The Board of Directors may elect one or more ex-officio or honorary directors of this corporation who shall serve in an advisory role to the Board of Directors. Any such election shall be for such term and based on such criteria as the Board of Directors deems appropriate. All ex-officio and honorary directors shall be non-voting directors of this corporation. The Executive Director of the corporation, if any, shall be an ex-officio member of the Board of Directors.

Section 3. Terms. Except as otherwise provided in these bylaws or at the time of election, each director of this corporation shall be elected to serve for a term of 3 years. A director shall hold office for the term for which they were elected and until the end of the meeting at which their successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Service of consecutive terms shall be limited to 2 terms and an individual shall not be eligible to serve again until they have taken at least two years off of the board. At the time of their election, each director shall be assigned to Class A, Class B and Class C and efforts shall be made to keep each class of directors of approximately equal size.

Section 4. Removal and vacancies. Any director may at any time be removed with or without cause by a 2/3rds vote of the members present at any Association meeting if notice of the proposed removal was included with the meeting notice a minimum of 10 days prior to the meeting. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members shall be held at the principal office of the corporation, or at any other location, as designated in the notice, during the month of July, at a date and time to be determined by the Board of Directors.

Section 2. Special meetings. Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation. Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting in accordance with Section 3, below. If the President fails to give notice of the meeting within thirty days from the date on which they receive the request, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in accordance with Section 3, below. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice. Written notice of each meeting of the members, stating the time and place of the meeting, shall be mailed, postage prepaid, not less than 5 nor more than 60 days before the meeting, excluding the day of the meeting, to each member of this corporation at the last known address of the member. Notice may also be given by email, when directed to an email address at which the member has consented to receive notice; or by any other form of electronic communication by which the member has consented to receive notice. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless their only participation is either to raise an objection that the meeting is not lawfully called or convened, or to raise an objection before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 4. Members list for meeting. The Board of Directors shall fix a date not more than 60 days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board fails to set a date, the date shall be the 60th day before the date of the meeting. After fixing a record date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communicating with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

Section 5. Voting, proxy voting and quorums. The presence of 30 of the voting members shall be considered a quorum at any meeting of the membership. If a quorum is not present, the members at the meeting may take no official action. If there was quorum at a meeting but some members leave and less than a quorum remains, then the members still present may continue to transact business

until adjournment. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present must be cast to transact any business, unless otherwise stated in these bylaws. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting only needs to be given by announcement at the meeting at which adjournment is taken. A member may cast or authorize the casting of a vote by (1) filing a non-electronic written appointment of a proxy, signed by the member, with an officer of the corporation, at or before the meeting at which the appointment is to be effective, or (2) telephonic transmission or authenticated electronic communication of an appointment of a proxy with the corporation at or before the meeting at which the appointment is to be effective. An appointment of a proxy is effective when it is received by the officer authorized to tabulate votes. Revocation of a proxy, its effective period, and other matters regarding proxy votes shall be governed by the provisions of Minnesota Statutes Section 317A.453, or its successor.

Section 6. Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure in Minnesota Statutes Section 317A.447.

Section 7. Unanimous Action Without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action. Any filing made with the Minnesota Secretary of State reflecting action taken without a meeting must state that the action was taken pursuant to Minnesota Statutes Section 317A.445, or its successor.

Section 8. Remote Communication for Meetings. Meetings of the members may be held solely by one or more means of remote communication, if notice of the meeting is given to every member entitled to vote as provided in Section 3 of this Article, and if the number of voting members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a member remotely constitutes presence at the meeting. If a meeting of members is held entirely remotely, the meeting must conform to the requirements of Minn.Stat. Section 317A.450, or its successor.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings. Regular meetings of the Board of Directors may be held at a time and place as determined by resolution of the Board. After the time and place of regular meetings has been established, no notice of regular meetings needs to be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given in accordance with Section 4 of this Article, to all directors who were absent at the time such action to schedule the meeting was taken.

Section 2. Other meetings. Other meetings of the Board of Directors outside of the Regular meeting schedule may be held at a time and place announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. The business transacted at all other meetings of directors shall be confined to the subject(s) stated in the notice, unless all directors of the corporation are present at the meeting and consent to the transaction of other business. Anyone entitled to call a meeting of the Board of Directors may make a written request to the President to call the meeting. The President shall give notice of the meeting in accordance with Section 3 of this Article, setting the time, place and purpose, to be held between 2 and 30 days of the request. If the President fails to give notice of the meeting within 7 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 provided by Section 3 of this Article.

Section 3. Notice of Meetings; Waiver of Notice. Notice of each meeting of the Board of Directors for which written notice is required shall be given personally, or by mail, telephone, or other mode of electronic communication consented to by the Director (for example, email or fax), and except as otherwise noted in these Bylaws, shall state the time, place and purpose of the meeting. Unless otherwise stated in these Bylaws, required notice shall be given no less than 2 nor more than 30 days before the meeting, excluding the day of the meeting, to each director at their address according to the last available records of this corporation. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and they do not participate in the meeting.

Section 4. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though directors leaving the meeting result in a number less than otherwise required for a quorum. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting at which there is 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 themselves or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 5. Meetings solely by means of "remote" communications and/or participation by "remote" communication. A director or committee member may participate in a meeting by any means of communication through which they, other persons participating by that means, and everyone physically present at the meeting may simultaneously hear each other during the meeting. A conference among directors or committee members, even if one or more individuals is participating by electronic means, is a meeting of the directors or a committee if 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 a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 6. Written action (action without meeting). An action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, 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. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors must be notified immediately of the text of the written action and its effective date. A director who does not sign or consent to the written action is not liable for the action.”

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation include a President, a Vice President, a Secretary, and a Treasurer. This corporation may also have other officers as the Board of Directors may determine. Officers shall be elected by membership at the Annual Meeting to serve for a term of one year, and until their respective successors are elected and have qualified. Any officer may be removed at any time by the Board of Directors with or without cause. Officers who are compensated to serve in such capacity shall serve in accordance with the terms of their compensation agreements. Any officer may resign at any time by giving written notice to the President or the Secretary and shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring in office shall be filled by the Board of Directors. The same person may hold more than one office at the same time, except that the same person should not simultaneously occupy the offices of President and Treasurer. The officers need not be directors of the corporation.

Section 2. President. The President shall preside at all meetings of the Board of Directors which shall be responsible for the general supervision, direction and management of the affairs of this corporation. The President shall have general active management of the business of the corporation; see that orders and resolutions of the board are carried into effect; may execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation; maintain records of and, when necessary, certify proceedings of the board; and perform other duties as may be assigned to them from time to time by the Board of Directors.

Section 3. Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability.

Section 4. Secretary. The Secretary shall keep the corporation's records and minutes, be the custodian of the records, documents and papers of this corporation, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may be assigned to them from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer shall keep accurate financial records for the corporation and is responsible for safeguarding the assets of this corporation. They shall present a report of this corporation's financial transactions and status to the Board of Directors no less than annually, and shall from time to time make such other reports to the President and the Board of Directors as those parties shall direct or require. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Authority. The Board of Directors may act through committees as authorized in resolutions adopted by a majority of the members of the Board of Directors. Each committee shall have such duties and responsibilities specifically granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors. No committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or any officer of this corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke voluntary dissolution proceedings; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered, or repealed by any committee of this corporation.

Section 2. Meetings and Voting. Meetings of each committee shall be called and held in the same manner required for meetings of Board of Directors.

Section 3. Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee has the authority of the Board of Directors, subject to the limitations in this Article, in the business and management of the corporation in the interval between meetings of the full Board of Directors.

ARTICLE VII CONFLICT OF INTEREST/INDEMNIFICATION

Section 1. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate

family of a director or officer of a related organization (within the meaning of *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts of the contract or transaction and the interests of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not automatically invalidate any contract or transaction to which this corporation is a party.

Section 2. Conflicts of interest: definitions. For purposes of the prior section, “immediate family” encompasses the following individuals: spouses, domestic-partners, parents, children, children’s spouses or children’s domestic-partners, siblings, or spouses or domestic-partners of siblings, aunts, uncles, first cousins, step-parents and step-children of a Responsible Person. “Domestic-partner” is used with respect to those designated as the intended life partner of an individual, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Corporation Act, a “material financial interest” includes, but is not limited to, an individual's relationship to an organization in which they have rights, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization. For purposes of the prior section “material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Section 3. Conflict of interest policy. The Board of Directors shall adopt and annually review a conflict of interest policy. At a minimum, such policy shall require all individuals subject to the policy to certify annually that they agree to abide by it, and they shall provide on at least an annual basis to the Secretary of this corporation an annual disclosure of any existing or potential conflicts of interest, as defined in the policy.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in that capacity.

Section 5. Indemnification. To the full extent permitted by any applicable law, and subject to the procedures and limitations noted in *Minnesota Statutes Chapter 317A* and in the following, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the person’s current or former status as:

- (a) a director, officer, employee or member of a committee of this corporation, or
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation,

is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation
against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Advances of expenses incurred which are payable shall not be made prior to a final determination in a proceeding, unless the advances are paid from insurance policies held by the corporation.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the corporation shall be from January 1st to December 31st.

Section 2. Amendment. These bylaws may be amended by a majority vote of the Board of Directors. Proper notice of the proposed amendment or repeal must precede a Board meeting at which the amendment will be considered and must include the substance of the proposed amendment. The power of the Board of Directors to amend (or repeal) Bylaws shall be subject to the power by law retained by the voting members of the corporation to subsequently overturn such amendment or repeal.”]