

**BY-LAWS
OF
FARM ISLAND LAKE IMPROVEMENT ASSOCIATION**

**ARTICLE I.
REGISTERED ADDRESS**

The principal address of the Association shall be Box 135, Aitkin, Minnesota 56431.

**ARTICLE II.
MEMBERSHIP**

Section 1. MEMBERS. Members of the Association shall consist of any person who is interested in the stewardship of Farm Island Lake. There shall be only one class of membership and there shall be no limitation on the number of members in the Association.

Section 2. DUES. Members shall pay membership dues to the Association annually, in an amount set by the Board of Directors. A portion of such annual dues in an amount set by the Board of Directors may be dedicated to various funds for maintaining the quality of Farm Island Lake.

Section 3. LOSS OF MEMBERSHIP. Any member of the Association may withdraw from membership by failure to pay membership dues. If any such member is also a director of the Association, their resignation shall also include resignation as a director.

**ARTICLE III.
MEMBERSHIP MEETINGS**

Section 1. Place. All meetings of the membership shall be held at a location as determined by the Board of Directors.

Section 2. ANNUAL MEETING. Meeting of the Association shall be held each year at such time and place designated by the Board of Directors. The meeting will be for the purpose of reviewing any annual reports, the transaction of other business and for the election of directors and an update on other matters.

Section 3. VOTE. At every meeting of the Association each dues paying member shall be entitled to vote.

Section 4. PRESIDING OFFICER. The President of the Board of Directors shall preside at all meetings of the Association. If the President is unable to preside, the Vice President shall preside. If neither of them is present, any other member of the Board of Directors present at the meeting may be designated to preside.

Section 5. ORDER OF BUSINESS. Order of business at the annual meeting and as much as possible at all other meetings of the members shall be as follows:

1. Call meeting to order
2. Guest Speaker (optional)
3. Reading of the previous meeting minutes.
4. Reports of officers, annual reports, and other.
5. Election of Board of Directors.
6. Unfinished business.
7. New business.
8. Adjournment.

Section 6. PARLIMENTARY PROCEDURE. On questions of parliamentary procedure not covered by these by-laws, Roberts Rules of Order, Revised, shall prevail.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. NUMBER. All affairs of the Association shall be managed by a Board of Directors, seven (7) in number; all of whom shall be members of the Association. The Board of Directors shall exercise all powers of the Association.

Section 2. TERMS. The seven (7) members of the Board of Directors will serve their terms such that in any one year a maximum of three (3) of such directors' terms shall expire and be subject to an election. All directors shall be elected for a period of three (3) years and are eligible to serve successive terms.

Section 3. RESIGNATION. Any member of the Board of Directors may resign by resignation in writing lodged with the duly appointed Secretary of the Association.

Section 4. REMOVAL. Any member of the Board of Directors may be removed from their position with or without cause, by vote of a 2/3 majority of the Board of Directors of the Association, present at a regular meeting or a special meeting duly called for that purpose. The director whose removal is being considered shall be given an opportunity to be heard at such a meeting.

Section 5. VACANCIES. Vacancies on the Board of Directors, however arising, may be filled for an unexpired portion of a term by majority vote of the directors present and constituting a quorum at any regular meeting or at a special meeting duly called for that purpose.

ARTICLE V. OFFICERS

Section 1. NUMBER. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The offices of Secretary and Treasurer can be combined. Any two offices may be held by the same person, except President and Vice President. Officers must be members of the Board of Directors.

Section 2. ELECTION AND TERM. The officers of the Association shall be elected annually by the Board of Directors at the fall meeting of the Board of Directors. If the election of officers shall not be held at such

meeting, such election shall be held as soon as convenient. Each officer shall hold office until a successor has been duly elected.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby or with or without cause, by an affirmative vote of a 2/3 majority of the Board of Directors of the Association at a regular or special meeting called for such purpose.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors, shall be a member ex officio of all committees, shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as deemed necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, authorized by resolution of the Board of Directors, and may authorize any other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments. In general, all duties incident to the office of President and such other duties may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. The Vice President shall, in the absence 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 7. SECRETARY. The Secretary shall: (a) keep the minutes of the membership meetings and the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each member which shall be furnished to the Secretary by such member; and (e) in general, perform all duties incident to the office of Secretary and such other duties, as from time to time may be assigned by the President or by the Board of Directors, and be sworn to the faithful discharge of their duties.

Section 8. TREASURER. The Treasurer shall be the chief financial officer of the Association. If required by the Board of Directors, the Treasurer and any Assistant Treasurer selected by the Board of Directors shall be bonded for the faithful discharge of assigned duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of the bond shall be paid by the Association. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties, as assigned by the President or by the Board of Directors.

Section 9. FILLING MORE THAN ONE OFFICE. Any two offices of the Association may be held by the same person, except President and Vice President, but no officer shall execute, acknowledge or verify any instrument in more than one capacity except if the offices of Treasurer or Secretary are combined, in which case, the Secretary-Treasurer may execute, acknowledge or verify any instrument in that dual capacity.

ARTICLE VI. DIRECTORS' MEETINGS

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time as shall be determined by the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President at any time and shall be called, whenever requested to do so in writing by any member of the Board. Notice of special meetings may be given to each director personally or by mail (electronic or physical) or otherwise at least three (3) days prior to the meeting. A special meeting may be called without notice to the directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing or electronically, signed by a majority of all the directors.

Section 3. QUORUM. The majority of the authorized number of members of the Board of Directors shall constitute a quorum for the transaction of business at the meeting of the Board of Directors and if such number is not present at any meeting, the presiding officer may adjourn the meeting until such number is present. Any meeting may also be held without notice provided that all the members of the Board waive notice thereof.

Section 4. PRESIDING PERSON. At all meetings of the Board of Directors, the President shall preside if present, or if not present, any director may be designated to preside.

Section 5. ORDER OF BUSINESS. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meeting shall be as follows:

1. The meeting is called to order by the President at the time and on the date of the meeting.
2. A determination as to whether a quorum is present before the meeting proceeds with business.
3. Reading by the Secretary of the minutes of the previous meeting for their consideration and approval.
4. Report of officers.
5. Report of committees.
6. Consideration of communications.
7. Unfinished business.
8. New business.
9. Motion to adjourn.

