

**AMENDED AND RESTATED
BYLAWS OF
LITTLE SAND LAKE AREA ASSOCIATION**

These Bylaws shall be amended and restated to supersede and take the place of the existing Bylaws. This instrument constitutes the Bylaws of LITTLE SAND LAKE AREA ASSOCIATION, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

**ARTICLE I
CORPORATE SEAL**

This corporation shall not have a seal.

**ARTICLE II
PURPOSE**

Section 2.1 The Association shall promote and maintain the environmental, economic, and recreational protection of Little Sand Lake (hereinafter referred to as the “lake”) and its vicinity.

Section 2.2 The Association shall work in conjunction with Federal, State, and local agencies, public and private, to maintain the quality of the lake.

Section 2.3 The Association shall keep abreast of DNR plans and activities for the lake with regard to stocking, water quality and/or AIS presentation and inform the membership as new information is available.

Section 2.4 The Association shall provide educational resources relating to the protection of Little Sand Lake and its wildlife.

Section 2.5 The Association shall inform the general membership of civil concerns relating to the purposes of the Association.

Section 2.6 The Association shall be a non-profit, non-stock organization.

**ARTICLE III
MEMBERS**

Section 3.1 Classes of Members. The membership of the corporation shall consist of the following class(es) of Members:

Three membership levels will be available including:

Property Owner: (hereinafter “Voting Member”): One membership shall be open to a designated property owner with one vote per property for all voting matters as per the address according to the county record. This membership could include members owning multiple PID or lot numbers. This member shall have full access to all member information including financial data for the association along with access to the member directory with paid and current dues.

Secondary Member: Membership(s) shall be open to additional property owners and/or immediate family members of the property owner(s). When voting is required, one property owner shall be designated for the voting right. Immediate family members shall include a spouse and/or children age 18 or older.

Associate Membership: Membership shall be open to interested parties who share a concern for the purposes of the Association. This includes property owners on adjacent land and lakes. These members do not have voting rights, but have access to public information, the Facebook page and social calendar.

Section 3.2 Members’ Rights/Term of Membership. Voting Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board.

Section 3.3 Non-transferability of Memberships. A Member may not transfer a membership in the corporation or a right arising from it.

Section 3.4 Membership Fees. The Board of Directors may determine from time to time the amount and method of collection of the annual membership fee payable to the corporation. The Board of Directors may establish different dues for different Members or different classes of Members.

Section 3.5 Annual Dues. Annual dues shall be due January 1st of the current calendar year, payable no later than the annual meeting, to remain a voting member in good standing of the Association for the current calendar year.

Section 3.6 Resignation. A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligations the Member may have to the corporation for membership fees, assessments, or fees or charges for goods or services.

Section 3.7 Acceptances of Membership. A person or organization shall not be deemed to be a Member of the corporation unless and until the person or organization has been accepted as a Member in accordance with policies and procedures established by the Board of Directors.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.1 Annual Meetings. The Board of Directors shall cause a meeting of the Members to be held on an annual basis for the transaction of such business as may come before the meeting. The President and Treasurer shall also report at the annual meeting on the activities and financial condition of the corporation. Such annual meeting shall be held in the month of June with the date and location set no later than May 15, by the Board of Directors. If an annual meeting of Members has not been held during the immediately preceding fifteen (15) months, at least fifty (50) Members or ten percent (10%) of the Members, whichever is less, may also demand an annual meeting of Members.

Section 4.2 Special Meetings. Special meetings of the Members may be called for any purpose or purposes at any time, by: the President; the Board of Directors; or at least fifty (50) Members or ten percent (10%) of the Members, whichever is less. Special meetings shall be held on the date and at the time and at a place, within or without the State of Minnesota, fixed by the President or the Board of Directors, except that a special meeting called by or at the demand of the Members pursuant to Section 4.3 of these Bylaws shall be held in the county where the corporation's registered office is located. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

Section 4.3 Demand by Members. The demand for an annual or a special meeting of Members shall be given in writing to the President. Within thirty (30) days after receipt of the demand by the President, the Board of Directors shall cause a meeting of Members to be called and held no later than ninety (90) days after receipt of the demand, all at the expense of the corporation. If the Board of Directors fails to cause a meeting of the Members to be called and held as required by this Section, the Members making the demand may call the meeting by giving notice as required by Section 4.4 of these Bylaws, all at the expense of the corporation.

Section 4.4 Notice. Notice of all meetings of Members shall be given to every Member, except where the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall be given at least ten (10) days before the date of the meeting, and not more than ninety (90) days before the date of the meeting. The notice shall contain the date, time, and place of the meeting, and any other information required by these Bylaws or applicable law. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the Board of Directors, or by any other person or persons calling the meeting. Notice may be sent by United States mail and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may also be given by a form of electronic communication consented to by the Member to whom the notice is given. Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The corporation is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the corporation of revocation of the consent. Electronic notice is deemed given:

4.4.1 If by facsimile communication, when directed to a telephone number at which the Member has consented to receive notice;

4.4.2 If by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice;

4.4.3 If by a posting on an electronic network on which the Member has consented to receive notice, together with separate notice to the Member of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and

4.4.4 If by any other form of electronic communication by which the Member has consented to receive notice, when directed to the Member.

4.4.5 A Member may waive notice of a meeting of Members. A waiver of notice by a Member shall be effective whether given before, at or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting shall be a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 4.5 Quorum. The presence of twenty-five percent (25%) of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a number of Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.6 Manner of Acting. Except as otherwise required by law, the Members shall take action by the affirmative vote of a majority of the Voting Members present, in person or electronically, at a duly held meeting.

Section 4.7 Members' List for Meeting. After fixing the date for a meeting of the Members, the corporation shall prepare an alphabetical list of the names of its Members. The list of Members shall be available for inspection by Members beginning two (2) business days after notice of the meeting is given, and continuing through the meeting, at the corporation's registered office or at a reasonable place identified in the notice of meeting in the city where the meeting will be held. The list shall also be available at the meeting. A Member, or a Member's agent or attorney may on written demand inspect and copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

Section 4.8 Voting Rights. Each Voting Member shall have one (1) vote on each matter voted on by the Members. Proxy votes in writing or pre-authorized shall be allowed.

Section 4.9 Action by Written Ballot. Any action that may be taken at an annual or special meeting of the Members may be taken without a meeting by written ballot. A ballot may be sent to a Member electronically if the corporation complies with the requirements for electronic notices as set forth in Section 4.4 above. Each written ballot shall:

- a. set forth each proposed action and indicate the proposed action has been approved by the Board of Directors or endorsed by one-third (1/3) of the Members;
- b. indicate the number of responses needed to meet the quorum requirements;
- c. state the percentage of ballots which would need to be cast in favor of a matter in order to approve each matter; and
- d. specify the time by which a ballot must be received by the corporation in order to be counted.

Approval by written ballot is valid only when the ballot provides an opportunity to vote for or against each proposed action and the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Members, and the number of ballots cast in favor of the action 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. A written ballot may not be revoked.

Section 4.10 Remote Communications for Meetings.

4.10.1 To the extent determined by the Board, an annual or special meeting of Members may be held solely by one or more means of remote communication, if notice of the meeting is given to every Member, and if the number of Members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a Member by that means constitutes presence at the meeting in person if all the other requirements of these Bylaws and applicable law are met.

4.10.2 To the extent determined by the Board, a Member not physically present in person at an annual or special meeting of Members may, by means of remote communication, participate in a meeting of Members held at a designated place. Participation by a Member by that means constitutes presence at the meeting in person if all the other requirements of these Bylaws and applicable law are met.

4.10.3 In any meeting of Members held solely by means of remote communication under subsection 4.10.1, or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication under subsection 4.10.2, the corporation shall: (1) implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and (2) provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to (a) read or hear the

proceedings of the meeting substantially concurrently with those proceedings; (b) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and (c) if otherwise entitled, vote on matters submitted to the Members.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1 Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors.

Section 5.2 Number. The Board of Directors shall consist of one Board Member to represent each 25 members, or such greater number as may be established by the Board. Board members can be property owners or immediate family members of the property owner(s), and immediate family members include spouse and/or children age 18 or older, with a vested interest in Little Sand Lake. The immediate Past president shall serve on the Board of Directors as a voting member and to advise the Board. In the absence of an immediate Past President, the Board shall appoint a previous past president. If none is available, the Board may discretionally appoint an advisor. The Past President will lead the election of officers at the annual Association meeting.

Section 5.3 Household Members on the Board. Two (2) individuals residing in the same household may serve simultaneously as voting members of the Board of Directors. No more than two (2) directors from the same household may serve at the same time, and such service shall not constitute a conflict of interest.

5.3.1 Limitation on Control. At no time shall a majority of the Board of Directors consist of individuals residing in the same household or who are related by blood, marriage, or domestic partnership.

Section 5.4 Be it Further Resolved. That the Board hereby adopts a Conflict of Interest Policy, effective immediately, applicable to all directors, officers, and committee members. A Conflict of Interest Disclosure Form at Exhibit A is attached and included with these Bylaws.

Section 5.5 Election of the Board. The members of the Board of Directors shall be elected at the Annual Meeting by a simple majority.

Section 5.6 Terms of Directors. Directors shall serve for a term of two (2) years each, and shall be so elected that approximately one-half (1/2) of the directors is elected each year. A director may not serve more than two (2) consecutive terms in the same office. A director may return in a different role immediately. A person is eligible for the same office after another individual has served at least one term.

Section 5.7 Resignation. A director may resign at any time by giving written notice to the

corporation. The resignation shall be effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 5.8 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining directors provided that the director is given not less than fifteen (15) days' prior written notice of the proposed removal, and the reasons for it; and an opportunity to be heard by the Board of Directors, orally or in writing, at the meeting of the Board of Directors at which such removal is to be considered.

Section 5.9 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. A director elected to fill a vacancy shall hold office until his or her successor is elected, or until his or her earlier death, resignation, removal, or disqualification provided.

Section 5.10 Compensation. Directors shall not receive compensation for their services to the corporation.

Section 5.11 Regular Meetings. The Board of Directors will have quarterly meetings at a minimum. The Board may have meetings more frequently based on the need determined by the Board or the Executive Officers, or by any state licensing requirements.

Section 5.12 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request.

Section 5.13 Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by electronic communication. Notice may also be given by a form of electronic communication consented to by the director to whom the notice is given, and written notice mailed to each director at his or her business address, or by notice delivered personally or by facsimile. Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication. The corporation is entitled to rely on any consent so given until revoked by the director, provided that no revocation affects the validity of any notice given before receipt by the corporation of revocation of the consent. Electronic notice is deemed given:

5.13.1 If by facsimile communication, when directed to a telephone number at which the director has consented to receive notice;

5.13.2 If by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice;

5.13.3 If by a posting on an electronic network on which the director has consented to receive notice, together with separate notice to the director of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and

5.13.4 If by any other form of electronic communication by which the Director has consented to receive notice, when directed to the director.

Section 5.14 Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5.15 Quorum. A majority of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. A simple majority of Board Members voting is sufficient to carry a motion.

Section 5.16 Manner of Acting. Except as otherwise required by law, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting. Voting by proxy is not permitted.

Section 5.17 Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the Members, such action 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 of Directors at which all directors were present. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide the notice shall not invalidate the written action. A director who does not sign or consent to the written action shall have no liability for the action or actions taken thereby.

Section 5.18 Action by Electronic Communication.

5.18.1 Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the

same notice is given of the meeting required by Section 4.11, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

5.18.2 A director may participate in a board meeting by means of electronic communication or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

5.19 Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. Members of a committee need not be directors and shall hold such office for a term of two (2) years from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, the chair of the committee or any two (2) committee members.

5.19.1 Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

5.19.2 Committees can include any or all of the following as approved by a majority of the Board at any regular meeting. Committee chairs would provide an update to the Board at regular meetings and/or as information is available.

5.19.3 Healthy Lakes Committee: Functions shall include, but may not be limited to: Educating lake owners and/or members, Maintenance of the Public Launch, Hubbard County Coalition of Lake Associations (COLA), Loon Counters, Aquatic Invasive Species (AIS) monitoring, Dissolved Oxygen (DO) Water Quality, Fisheries/DNR reporting, Secchi disk monitoring, and representing the Association for Land Use or Zoning planning or discussions.

5.19.4 Communications: Functions shall include, but may not be limited to: the Newsletter, membership directory, distribution of materials from the Board, or other committees, Website content in partnership with the Website lead and oversee social media site and/or content.

5.19.5 Membership Committee: Functions can include, but may not be limited to: membership recruitment and welcoming new members.

5.19.6 Social Committee: Functions can include but may not be limited to Social activities and events.

5.19.7 Standing committees have a minimum of three (3) members, either by volunteer or appointment.

5.19.8 The President shall be an “ex officio” member of all committees.

5.19.9 Ad Hoc Committees can be appointed by the President/Board of Directors to fulfill the functions of the Association as needed.

ARTICLE VI **OFFICERS**

Section 6.1 Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Past President, and such other officers as the Board of Directors may, from time to time appoint. Officers, except for the Past President, shall serve a term of two (2) years and shall be elected at the annual meeting by a simple majority. Terms shall be set up so that one half of the officers come up for election each year. With the exception of the Treasurer, an individual may not serve more than two (2) consecutive terms in the same office. An Officer may return in a different role immediately. An Officer is eligible for the same office after another individual has served at least one term.

Section 6.2 Duties. The duties of the officers of this corporation shall be:

6.2.1 The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. The President shall preside at all annual, board and special meetings of the Association and shall represent the Association at official functions. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.

6.2.2 The Vice President shall, in the absence of the President, fulfill the duties of the President. Further, the Vice President shall fulfill other duties as designated by the President, the Board, or the general membership. In addition, the Vice President shall lead the recruitment of candidates to fill open board roles.

6.2.3 The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, manage all routine correspondence and perform such other duties as may be determined from time to time by the Board of Directors.

6.2.4 The Treasurer shall maintain all revenues of the Association and shall disburse expenditures as designated by the Board or the general membership. The Treasurer can be bonded at the expense of the Association with a simple majority approval by the Board. The Treasurer shall present a yearly report of income and expenditures at the annual meeting of the Association.

6.2.5 The Past President shall serve a term of two (2) to four (4) years, depending on the length of service. The Past President shall serve as an advisor and mentor to the incoming

President, the Executive Officers, and the Directors at large.

Section 6.3 Gambling Manager. The Association may appoint a Gambling Manager. If the Association engages in lawful charitable gambling activities, the following provisions of Section 6.3 shall apply.

6.3.1 Purpose and Status. The Association may conduct lawful charitable gambling in accordance with Minnesota law and applicable regulations. The position of Gambling Manager is hereby established as a special selected voting member of the Corporation with voting rights as set forth in these Bylaws.

6.3.2 Appointment. The Gambling Manager shall be appointed by the Board of Directors based on qualifications appropriate to charitable gambling management and regulatory compliance. The appointment shall be recorded in the Board minutes.

6.3.3 Voting Rights. The Gambling Manager shall have voting rights limited on issues directly related to the Corporation's charitable gambling operations and compliance. The Gambling Manager shall not vote on unrelated corporate matters except as otherwise provided by these Bylaws. The Gambling Manager's voting rights shall be equivalent to those of other voting members unless otherwise specified in these Bylaws.

6.3.4 Duties and Responsibilities. The Gambling Manager shall:

- a. Supervise and manage all charitable gambling activities conducted by the Association as required under Minnesota law, including ensuring lawful conduct of gambling operations.
- b. Maintain all required records and reports for gambling activities and provide them to the Board of Directors and relevant state authorities as required.
- c. Maintain any fidelity bond required under Minnesota charitable gambling statute.
- d. Perform other duties as assigned by the Board of Directors.

6.3.5. Term and Removal. The Gambling Manager shall serve for a term of one (1) year and may be reappointed. The Gambling Manager may be removed by a majority vote by the Board of Directors without cause. The Gambling Manager serves at the pleasure of the Board of Directors and may be removed at any time with a majority vote of the Board of Directors and a quorum has been established.

6.3.6 The Board may determine that compensation is appropriate for the Gambling Manager. The compensation determined will be agreed upon by the Board and will follow all state and federal guidelines. All compensation will be documented in an agreement by the Gambling Manager and the Board. The Treasurer will prepare and file all necessary financial compensation, tax documentation etc. Vacancies shall be filled by Board appointment.

6.3.7. Compensation. The Gambling Manager shall serve without compensation unless

otherwise authorized by the Board of Directors in compliance with the Association's conflict of interest policy and applicable law.

Section 6.4 Resignation. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 6.5 Removal. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 6.6 Vacancies. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE VII **FINANCE**

Section 7.1 Receipt of Monies. Any dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 7.2 Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.3 Contracts and Funds. All contracts, checks and orders for the payment, receipt, or deposit of money, shall be as provided by the Board of Directors.

Section 7.4 Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

7.4.1 The budget will provide information on any compensation to the Association's Gambling Manager, costs of licensure and other expenses related to management of the Gambling License as required by the State of Minnesota.

Section 7.5 Title to Property. Title to all property shall be held in the name of the corporation.

Section 7.6 Report to the Board. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VIII
MISCELLANEOUS

The Association may receive mail at the address of the Treasurer of the Association.

ARTICLE IX
PARLIAMENTARY PROCEDURE

All meetings of the Association and the Board of Directors shall be conducted in accordance with these bylaws.

ARTICLE X
INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, 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 and by whomsoever brought (including any such proceeding, by or in the right of this corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of this corporation, or he or she is or was serving at the specific request of the Board of Directors of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by this corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust, or other enterprise. The indemnification provided by this Article 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 provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by this corporation with respect to any threatened, pending, or civil, administrative, arbitration, investigative, or other proceeding brought by or in the right of this corporation against such person.

ARTICLE XI
AMENDMENT

A quorum of the Board of Directors can recommend an amendment to these bylaws at any meeting of the Association, provided that written notice is given to the general membership at least fifteen (15) days in advance of the meeting at which action is to be taken.

These bylaws can be amended by a two-thirds (2/3) vote of the majority, present and voting at a meeting of the Association.

The above Bylaws are certified to have been adopted by the Board of Directors as of the date below.

President

Dated:

Exhibit A

CONFLICT OF INTEREST DISCLOSURE FORM

(IRS-Expected / Minnesota-Appropriate)

Name: _____

Position/Role: _____

Date: _____

The undersigned affirms that they have read and understand the Corporation's Conflict of Interest Policy and agrees to comply with it.

Disclosure Questions

Please answer YES or NO to each question. If YES, explain below.

1. Do you or a member of your household have any financial interest in, or receive compensation from, any entity that does business with or seeks to do business with the corporation?

Yes No

2. Do you serve as an officer, director, employee, or consultant of any organization that has a relationship with the corporation?

Yes No

3. Do you reside in the same household as another director, officer, or key employee of the corporation?

Yes No

4. Is there any other situation that could give rise to an actual or perceived conflict of interest?

Yes No

If you answered YES to any question above, please explain:

Certification

I certify that the information disclosed above is true and complete to the best of my knowledge. I agree to promptly disclose any future conflicts and to recuse myself from discussions and votes where a conflict of interest or appearance of a conflict exists.

Signature: _____ Date: _____

