

By-Laws
Of
Fish Trap Lake Property Owners Association

ARTICLE I

Section 1 Name. The name of the corporation is The Fish Trap Lake Property Owners Association. It is referred to in these by-laws as the corporation. The corporation has no seal.

Section 2. Registered Office. The registered office of the corporation is P.O. Box 85, Cushing, Minnesota 56443.

ARTICLE II

Section 1. Membership. The corporation has no capital stock but is organized on a membership basis. The terms "member" or "membership" shall mean a status extended to an individual, a family unit or other entity who qualifies for such status as hereinafter provided. An individual, family unit, or other entity shall not hold more than one membership in the corporation and each voting membership shall be entitled to only one vote irrespective of the amount or number of persons in the family or other entity seeking to become a member of the corporation, provided however, that a "member" of the Board of Directors shall be an individual person who owns, or is part of an entity owning membership in the corporation.

Section 2. Eligibility. Members shall include:
Those persons who are the registered owners, or the designees in writing of such owners, of property abutting in any way on the shoreline of Fish Trap Lake.

Section 3. Voting. Only members are entitled to vote and each member shall be entitled to one vote. A member may vote by proxy in the manner provided by statute. There shall be no cumulative voting and no voting by mail.

Section 4. Associate Members. By a two-thirds (2/3) vote of ALL the Board of Directors, any person who subscribes to the purposes of this corporation, but does not qualify for regular membership, may become an Associate Member by a two-thirds (2/3) vote of ALL the Board of Directors. Associate Members shall be non-voting.

ARTICLE III

Section 1. Annual Meeting. There shall be an annual meeting of the members held in Morrison County, Minnesota at such place as may be designated by the Board of Directors, on the third Saturday of June of each year, or at such other time as the directors may set.

Section 2. Special Meetings. Special meetings of the members may be called for any purpose at any time in the manner provided by statute and these By-Laws.

Section 3. Notice of Meeting. Notice of each meeting of the members shall be given in the manner provided by M.S. 317.02(6). Any meeting of members maybe adjourned to another time and place and no notice as to the adjourned meeting need be given other than by announcement at the meeting at which the adjournment is taken.

Section 4. Quorum. A quorum for the transaction of business at the meeting of the members shall be at least 5% of the total voting membership present in person by or proxy.

ARTICLE IV

Section 1. Number and Qualification. The business and affairs of the corporation shall be managed by a Board of 13 Directors, all of whom shall be members of the corporation. In addition, the past president may serve for one year as a voting member of the board, pending board approval.

Section 2. Election. Members of the first Board of Directors shall hold office until the first annual meeting of the members and until their successors shall have been elected and qualified. At the first annual meeting of the members, and at each annual meeting thereafter, the members shall elect directors to hold office for the term provided. For the first elected Board of Directors, four directors shall be elected for a term of one year, four directors shall be elected for a term of two years, and five directors shall be elected for terms of three years; and thereafter all directors shall be elected for a term of three years. Each director shall hold office for the term for which he is elected and until his successor shall be elected and qualified.

Section 3. Place of Meetings. Meetings of the Board of Directors, Annual and Special, may be anywhere the Board of Directors may designate.

Section 4. Annual Meeting. The Board of Directors shall meet each year immediately following the meeting of the members and at the same place. This annual meeting shall be held for the purpose of organization, election of officers and consideration of any other business that properly may be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 5. Special Meetings. Special meetings of the Board of Directors may be held upon email or other written notice to members of the Board of Directors sent no later than the third day immediately preceding the day for such meeting, or telephone received no later than the second day immediately preceding the day of the meeting, upon the call of the secretary or president of the corporation.

Section 6. Quorum. A quorum to transact business at any meeting of the Board of Directors shall be six directors. The act of the majority of the directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors though less than a quorum of the Board of Directors. Directors elected to fill a vacancy shall be elected to fill the predecessor member's unexpired term.

Section 8. Board Action Without A Meeting. Any action that could be taken at a Board of Directors' meeting may be taken without meeting when approved by a super majority of at least 9 board members. A non-response by a board member counts as a no vote. Any vote must be preceded by notice on the association website stating both the action and the intent to decide the action by an electronic vote. The notice must be posted on the website at least three days prior to any vote by the Board of Directors.

Section 9. Remote Participation. A board member may participate in a meeting by means of remote communication such as a conference telephone or other means by which persons not physically present in the same location may communicate with each other during the meeting. Member participation by remote communication constitutes presence at the meeting and entitles that member to vote. At least one board member must be present at the scheduled meeting location.

ARTICLE V

The Officers

Section 1. Officers. The officers of the corporation shall consist of a president, vice president, secretary and treasurer, and such other officers as may be deemed necessary from time to time by the Board of Directors.

Section 2. Vacancies. Whenever a vacancy shall occur in any office by death, resignation or increase in the officers of the corporation, or otherwise, it shall be filled by the Board of Directors and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3. President. The president shall preside at all meetings of the directors, discharge the duties which devolve upon presiding officer, and perform such other duties as the bylaws of the Board of Directors may prescribe.

Section 4. The Vice President. The vice president shall perform the duties of the president during the absences or disability of the president and shall perform such other duties as by the bylaws of the Board of Directors prescribe.

Section 5. The Secretary. The secretary shall attend all meetings of the shareholders and the Board of Directors and keep or cause to be kept a true and complete record of the proceedings of those meetings. He will serve all notices for the corporation. He will perform such other duties as the bylaws or the Board of Directors may prescribe.

Section 6. The Treasurer. The treasurer shall keep correct and complete records of account showing the financial condition of the corporation at all times; he shall be the legal custodian of all money, securities, and other valuables which from time to time come into the possession of the corporation; he shall deposit funds of the corporation coming into his hands in the bank designated by the Board of Directors and keep such bank account in the name of the corporation; he shall furnish at the meetings of the Board of Directors, or whenever requested a statement of the financial condition of the corporation, and he may be required to furnish bond in such amount as determined by the Board of Directors. He shall perform such other duties as the bylaws or the Board of Directors may prescribe.

ARTICLE VI

A Bylaw may be amended by the majority of the directors at a meeting of the Board of Directors, provided at least five days written notice of the meeting has been given to all directors in which the proposed amendment is set out.

Bylaws amended 5-25-1976, 6-10,1989, 4-9-05, 8-27-05, 8-31-2019,