

CONFORMED COPY

AMENDED AND RESTATED BY-LAWS
OF
LAKE WASHINGTON CLUB, INCORPORATED

**ARTICLE I.
OFFICES AND CORPORATE SEAL**

Section 1.01. Registered and Other Offices. The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Secretary of State of Minnesota changing the registered office in the manner prescribed by law. The corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors shall, from time to time, determine.

Section 1.02. Corporate Seal. If so directed by the Board of Directors, the corporation may use a corporate seal. The failure to use such seal, however, shall not affect the validity of any documents executed on behalf of the corporation. The seal need only include the word "seal", but it may also include, at the discretion of the Board, such additional wording as is permitted by law.

**ARTICLE II.
PURPOSE**

Section 2.01. Purpose. The purpose of this organization is to own, operate and maintain, for the benefit of its members and their families, a social club with waterfront activities and other games, sports and amusements, and to promote the social welfare of its members and their families, and to do any and all things incident thereto. This corporation may engage in any lawful non-profit activity.

**ARTICLE III.
MEMBERS**

Section 3.01. Members. This corporation shall have members who may be admitted to the corporation upon application made to and approved by the Board of Directors. The membership of this corporation shall consist of not to exceed one hundred seventy-five (175) members in the aggregate, as determined and approved by the Board of Directors. There shall be two classes of members, namely members who have been granted the right to use a wet slip at the waterfront ("Slip Members") and members who have not been granted such rights ("Social Members"). Until the provisions of Section 3.03 of these Bylaws are adopted by the Board of Directors, each Slip Member and each Social Member shall be entitled to one vote.

Section 3.01.1. The Board of Directors may admit honorary members who shall be admitted without charge and who may enjoy membership benefits. Honorary members shall not be obligated to pay membership fees or assessments. Honorary members shall have no voting rights, shall not be qualified to serve as Directors of the Corporation, and shall not be eligible to purchase slip certificates.

Section 3.02. Membership Applications. All applications for membership shall be submitted in writing upon forms prescribed by the Board of Directors. The Board of Directors shall, in its sole discretion, determine the terms and conditions of membership, the amount of any application fee payable with the application, and whether an application for membership shall be accepted or rejected. Persons whose membership applications are approved by the Board shall have probationary status for the first full year of membership.

Section 3.02.1. Number of Social Membership Certificates. The corporation shall issue Social Membership Certificates ("Membership Certificates") to its Members, which grant to the holder (the "Member") and his or her spouse, and the children of a member age 25 or under, the right to use the picnic grounds, beach, boat ramp and related facilities at the Marina Facilities. The total number of Membership Certificates shall not exceed the maximum number of members established by Section 3.01 of these Bylaws.

Section 3.02.2. Eligibility for Membership Certificates Membership Certificates shall be offered only to members.

Section 3.02.3. Use of Privileges of Membership Certificate Upon payment of the required purchase price and the appropriate dues, assessments and charges, Members in good standing holding a Membership Certificate shall be entitled to the use of the picnic grounds, beach, boat ramp and related facilities at the Marina Facilities.

Section 3.02.4. Purchase Price Members desiring to acquire a Membership Certificate will be required to pay a purchase price established in the Membership Purchase Agreement. The amount of the purchase price will be set by the Board of Directors prior to the initial sale of all Membership Certificates issued by the Corporation and by the Board of Directors thereafter. The purchase price for the Membership Certificates may be increased or decreased from time to time.

Section 3.02.5. Voting On all matters to be voted on by members of the corporation, Members holding a Membership Certificate will be entitled to one vote each.

Section 3.02.6. Membership Certificate Purchase Agreement

a. Members desiring to purchase a Membership Certificate will be required to submit an Information Statement and Membership Certificate Purchase Agreement, together with the required payment. A Membership Certificate Purchase Agreement is irrevocable after it has been mailed or delivered.

b. Within thirty days after receiving the required information, the Board of Directors will determine whether the purchaser satisfies the eligibility requirements for acquisition of a Membership Certificate. If the Board of Directors determines that the conditions have been satisfied, then the purchaser will be notified in writing that the Membership Certificate Purchase Agreement has been accepted.

Section 3.02.7. Certificates

a. Membership Certificates issued or issuable by the Corporation shall be uncertificated. Each certificate shall carry a par value of (\$1.00). Issued certificates are subject to the Articles of Incorporation, By-Laws and Marina Rules as they are now or may be amended and shall be subscribed by the President or Vice-President and Secretary of the Corporation.

b. Certificates are not redeemable or transferable except as specifically provided by these By-Laws and then only through the Treasurer. Upon the resignation or termination of a Membership Certificate, the Member shall surrender the certificate to the Secretary.

Section 3.02.8. Resignation - Transferability of Membership Certificates

a. Membership Certificates are not transferable or assignable except as provided in this Section or Section 3.02.9 hereof.

b. Except as provided in Section 3.02.9, a Member may sell or otherwise transfer a Membership Certificate only to the Corporation. A Member who desires to sell his or her Membership Certificate to the Corporation must give the Corporation written notice that the Member is resigning and the Membership Certificate is available for the Corporation to repurchase. The Corporation will only be required to repurchase a resigned Membership Certificate when the total Membership in good standing exceeds 60 Members, and a purchaser is acquiring the resigned Membership Certificate in accordance with these By-Laws. Once a Member resigns, he or she may not thereafter revoke the resignation. The resignation shall become effective upon repurchase of the resigned Membership Certificate.

c. In the event there are no eligible members who desire to purchase a Membership Certificate in the resigned category of Membership Certificate, the Membership Certificate will be placed on a waiting list to be repurchased and reissued by the Corporation (the "Sellers' Waiting List"). A member must remain in good standing with the Corporation in order to be placed upon or to maintain the assigned place on the Seller's Waiting List.

d. In the event there is a list of persons waiting to purchase Membership Certificates in a category ("Buyer's Waiting List"), resigned Membership Certificates in that category will be offered to the first person on the Buyer's Waiting List.

e. A resigned Member is entitled to repayment only after the Membership Certificate has been resigned to and resold by the Corporation. The amount of the purchase price which the resigned Owner is

entitled to receive will be the lesser of 80% of the purchase price paid by the new purchaser of the resigned Membership Certificate, or the original purchase price paid by the resigned Member.

The Corporation will deduct from the amount to be paid to the resigned Membership Member any amount which the resigned Membership Member owes to the Corporation.

The Corporation will retain the difference between the purchase price paid by the successor Member of the Membership Certificate and the amount repaid to the resigning Member of the Membership Certificate.

f. The Corporation may, but is not required to, repurchase a resigned Membership Certificate on the waiting list prior to another individual acquiring the resigned Membership Certificate as set forth above.

g. A Member who has resigned his or her Membership Certificate will continue to be obligated to pay all dues and assessments associated with the Membership Certificate being resigned, as established by the Corporation from time to time, until the resigned Membership Certificate is repurchased by the Corporation. As long as the Member continues to be a member in good standing, the Member may continue enjoy all rights and benefits of a member in good standing.

If a Membership Certificate is repurchased during a fiscal year, the resigned Member will be entitled to a refund or a pro rata portion of any dues paid in advance for the remainder of the fiscal year in which the resignation occurs.

Section 3.02.9. Transfer upon Death or Divorce.

a. Upon the death of a Member, the Membership Certificate automatically passes to the surviving spouse without fee. If the deceased member is not survived by a spouse, then the Membership Certificate shall be deemed to have been resigned and the transferability of the Membership Certificate shall be governed by the provisions of Section 3.02.8; provided, however, that if the last will and testament or trust instrument of a deceased member by its terms distributes the member's interest in the Membership Certificate to a direct descendant of the deceased member, then the Board of Directors may consider such descendant's application for Membership upon submission of an approved application and upon payment of a fee equal to twenty percent (20%) of the then prevailing price determined by the Board of Directors. In this event, the direct descendant shall be required to notify the Corporation in writing of the desire to so acquire the deceased member's Membership within sixty days of the member's death.

b. In the event married Membership Certificate owners are legally separated or divorced, title to the Membership Certificate, including all rights and benefits given to the holder thereof, shall vest in the spouse awarded the Membership Certificate.

Section 3.02.10. Multiple Ownership Membership Certificates must be acquired in the name of a member. Multiple ownership is prohibited.

Section 3.03. Slip Members. The Board of Directors may, by resolution adopted by a vote of 2/3 of its number, enact this Bylaw governing the issuance of Slip Certificates.

Section 3.03.1. Number of Slip Certificates. The corporation shall issue Slip Certificates to its Members, which grant to the holder special voting rights pursuant to Section 3.03.5 hereof and grant to the holder (the "Slip Member") the exclusive right to use an assigned wet slip at the Marina Facilities. Existing slip members shall be granted the first opportunity at the initial sale of slip certificates to purchase an available slip certificate. The total number of Slip Certificates will be equal to the number of wet slips available at the Marina Facilities. The corporation shall initially issue three categories of Slip Certificates as follows:

Deep Water Slip
Shallow Water Slip
Personal Watercraft Slip

In the event new wet slips are constructed, additional Slip Certificates will be issued. If the sizes of the wet slips do not fit within the categories of the Slip Certificates currently available, new Slip Certificate categories will be authorized by the Board of Directors.

Section 3.03.2. Eligibility for Slip Certificates Slip Certificates shall be offered only to members.

The Corporation will, to the extent previously unsold slips are available, attempt to accommodate owners of Slip Certificates who desire to upgrade to a larger slip or downgrade to a smaller slip. However, the Corporation is not required to repurchase a Slip Certificate or refund any amount to a downgrading Owner until his original Slip Certificate is resold.

Section 3.03.3. Use of Privileges of Slip Certificate Upon payment of the required purchase price and the appropriate dues, assessments and charges, Slip Members shall be entitled to exclusive use of their assigned wet slip. A vessel docked in a slip must be approved by and registered with the Corporation prior to being moored in a Slip. The Board of Directors shall approve the vessel for compliance with standards imposed by the Board of Directors, as the same may be amended from time to time.

Slip Members shall provide their own boat lifts except when excused by the Board of Directors. A Slip Member may not lengthen his or her assigned slip. Once an upgrade of any kind is installed, it shall become the property of the Corporation, unless the upgrade is installed at the Slip Member's sole cost and expense and may be removed without damage, as determined in the discretion of the Board of Directors.

The Corporation will keep a waiting list of persons desiring to move Slip locations. When a Slip Certificate is resigned, other Slip Certificate owners will have the opportunity to move their vessel to the vacated Slip. *Slip Certificates within each category are not permanently assigned to any particular wet slip.*

In the event there are members on a Buyer's Waiting List, the privileges of a slip member, including the privilege of using an assigned wet slip, may not be assigned or sublet, in whole or in part.

Section 3.03.4. Purchase Price Members desiring to acquire a Slip Certificate will be required to pay a purchase price established in the Slip Membership Purchase Agreement. The amount of the purchase price will be set by the Board of Directors prior to the initial sale of all Slip Certificates issued by the Corporation and by the Board of Directors thereafter. The purchase price for the Slip Certificates may be increased or decreased from time to time.

Section 3.03.5 Voting On all matters to be voted on by members of the Corporation, Slip Members will be entitled to one vote in addition to any vote granted to them as a Social Member pursuant to Section 3.02.5 of these Bylaws, by reason of their dual status as a Social/Slip Member.

Section 3.03.6. Slip Certificate Purchase Agreement

a. Members desiring to purchase a Slip Certificate will be required to submit an Information Statement and Slip Certificate Purchase Agreement, together with the required payment. A Slip Certificate Purchase Agreement is irrevocable after it has been mailed or delivered.

b. Within thirty days after receiving the required information, the Board of Directors will determine whether the purchaser satisfies the eligibility requirements for acquisition of a Slip Certificate and the vessel complies with the Marina Rules. If the Board of Directors determines that the conditions have been satisfied, then the purchaser will be notified in writing that the Slip Certificate Purchase Agreement has been accepted.

Section 3.03.7. Certificates

a. Slip Certificates issued or issuable by the Corporation shall be uncertificated. Each certificate shall carry a par value of (\$1.00). Issued certificates are subject to the Articles of Incorporation, By-Laws and Marina Rules as they are now or may be amended and shall be subscribed by the President or Vice-President and Secretary of the Corporation.

b. Certificates are not redeemable or transferable except as specifically provided by these By-Laws and then only through the Treasurer. Upon the resignation or termination of a Slip Certificate, the Slip Member shall surrender the certificate to the Secretary.

Section 3.03.8. Resignation - Transferability of Slip Certificates

a. Slip Certificates are not transferable or assignable except as provided in this Section or Section 3.03.9 hereof.

b. Except as provided in Section 3.03.9, a Slip Member may sell or otherwise transfer a Slip Certificate only to the Corporation. A Slip Member who desires to sell his or her Slip Certificate to the Corporation must give the Corporation written notice that the Slip Member is resigning and the Slip Certificate is available for the Corporation to repurchase. The Corporation will only be required to repurchase a resigned Slip Certificate when a purchaser is acquiring the resigned Slip Certificate in accordance with these By-Laws. Once a Slip Member resigns, he or she may not thereafter revoke the resignation. The resignation shall become effective upon repurchase of the resigned Slip Certificate.

c. In the event there are no eligible members who desire to purchase a Slip Certificate in the resigned category of Slip Certificate, the Slip Certificate will be placed on a waiting list to be repurchased and reissued by the Corporation (the "Sellers' Waiting List"). A member must remain in good standing with the Corporation in order to be placed upon or to maintain the assigned place on the Seller's Waiting List. Until the initial issuance of 30 available Slip Certificates, every fifth Slip Certificate issued in each category will be a resigned Slip Certificate from the Seller's Waiting List, provided the category of Slip Certificate desired by a purchaser is available for repurchase. The other four Slip Certificates issued will be from the Corporation's unissued Slip Certificates. After the initial issuance of all Slip Certificates, each resigned Slip Certificate from the Sellers' Waiting List will be reissued in the order resigned.

e. In the event there is a list of persons waiting to purchase Slip Certificates in a category ("Buyer's Waiting List"), resigned Slip Certificates in that category will be offered to the first person on the Buyer's Waiting List.

f. A resigned slip member is entitled to repayment only after the slip certificate has been resigned to and resold by the Corporation. The amount of the purchase price which the resigned owner is entitled to receive will be the lesser of 80% of the purchase price paid by the new purchaser of the resigned slip certificate, or the original purchase price paid by the resigned slip member.

The Corporation will deduct from the amount to be paid to the resigned slip member any amount which the resigned slip member owes to the Corporation.

The Corporation will retain the difference between the purchase price paid by the successor slip member of the slip certificate and the amount repaid to the resigning slip member of the slip certificate.

g. The Corporation may, but is not required to, repurchase a resigned Slip Certificate on the waiting list prior to another individual acquiring the resigned Slip Certificate as set forth above.

h. A Slip Member who has resigned his or her Slip Certificate will continue to be obligated to pay all dues and assessments associated with the Slip Certificate being resigned, as established by the Corporation from time to time, until the resigned Slip Certificate is repurchased by the Corporation. As long as the Slip Member continues to be a member in good standing, the Slip Member may continue to use the assigned slip. The Corporation will attempt to rent Slip Certificates of resigned Slip Members to offset dues and assessment obligations. Rentals will be subject to the Marina Rules.

If a Slip Certificate is repurchased during a fiscal year, the resigned Slip Member will be entitled to a refund or a pro rata portion of any dues paid in advance for the remainder of the fiscal year in which the resignation occurs.

Section 3.03.9. Transfer upon Death or Divorce.

a. Upon the death of a Slip Member, the Slip Certificate automatically passes to the surviving spouse without fee. If the deceased member is not survived by a spouse, then the Slip Certificate shall be deemed to have been resigned and the transferability of the Slip Certificate shall be governed by the provisions of Section 3.03.8; provided, however, that if the last will and testament or trust instrument of a deceased member by its terms distributes the Slip Member's interest in the Slip Certificate to a direct descendant of the deceased member, then the Board of Directors may consider such descendant's application for Slip Membership upon submission of an approved application and upon payment of a fee equal to twenty percent (20%) of the then prevailing price determined by the Board of Directors. In this event, the direct descendant shall be required to notify the Corporation in writing of the desire to so acquire the deceased member's Slip Certificate within sixty days of the Slip Member's death.

b. In the event married Slip Certificate owners are legally separated or divorced, title to the Slip Certificate, including all rights and benefits given to the holder thereof, shall vest in the spouse awarded the Slip Certificate.

Section 3.03.10. Multiple Ownership Slip Certificates must be acquired in the name of a member. Multiple ownership is prohibited.

Section 3.04. Rights and Obligations. Except as otherwise provided in these Bylaws, members shall have the following rights and obligations:

- a. Each member shall be assessed an annual membership fee, which shall be determined and established from time to time by the Board of Directors. In addition to the annual membership fee, the Board of Directors may, from time to time, in its discretion specially assess each member a capital assessment fee to fund capital improvements authorized by the Board of Directors. The annual membership fees shall be paid on or before April 1 of each year. The Board of Directors will establish the due dates, if any, for payment of capital assessment fees.
- b. Each member shall have the right to information regarding activities of any working committee or any project supported by the corporation.
- c. Each member shall be obligated to support the goals of the corporation and shall take an active role in support thereof.
- d. Each member must be in good standing to vote at the annual meeting of the members, and to enjoy the privilege of being placed upon, or to maintain the assigned place on a Seller's Waiting List. "Good standing" means that the member shall not be in violation of these Bylaws or other rules adopted by the Corporation, and that the member shall have timely paid all membership fees, dues and charges assessable by the Corporation.

Section 3.05. Termination of membership. A member's membership shall terminate and his privilege to the use of the facilities of the corporation shall terminate:

- a. Upon death of the member. Provided, however, that upon the death of a member, the membership privileges shall automatically transfer to the deceased member's spouse, who may maintain the membership until his or her death, at which time the membership shall revert back to the corporation;
- b. By voluntary resignation of the member, upon three months' written notice to the Board of Directors. Except as otherwise provided in these Bylaws, all voluntary resignations shall be effective as of the last day of the calendar year in which the resignation is submitted, provided that the proper notice has been given;

- c. By removal by the Board of Directors, for failure to pay the annual membership fee after two separate notices of failure to pay such fees has been mailed to such member at his last known mailing address.

Section 3.06. Time and Place of Meetings. Regular or special meetings of members, if any, shall be held on the date and at the time and place fixed by the President, except that a special meeting called by, or at the demand of a member pursuant to the Minnesota Nonprofit Corporation Act, shall be held in the county where the majority of the members reside.

Section 3.07. Annual Meetings. At each annual meeting of the members there shall be an election of qualified successors for directors who serve for an indefinite term or whose terms have expired or are due to expire within six months after the date of the meeting. Any business appropriate for action by the members may be transacted at the annual meeting. No meeting shall be considered an annual meeting unless specifically designated as such in the notice of meeting or unless all the members are present in person or by proxy and none of them objects to such designation. Annual meetings may be held no more frequently than once per year.

Section 3.08. Demand by a member. Regular or special meetings may be demanded by a member or members, pursuant to the provisions of the Minnesota Nonprofit Corporation Act.

Section 3.09. Quorum; Adjourned Meetings. Twenty per cent (20%) of the membership entitled to vote at a meeting shall constitute a quorum for the transaction of business; said members may be present at the meeting either in person or by proxy. 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 withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum. In case a quorum shall not be present in person or by proxy at a meeting, those present in person or by proxy may adjourn to such day as they shall, by majority vote, agree upon, and a notice of such adjournment shall be mailed to each member entitled to vote at least five (5) days before such adjourned meeting. If a quorum is present in person or by proxy, a meeting may be adjourned from time to time without notice, other than announcement at the meeting. At adjourned meetings at which a quorum is present in person or by proxy, any business may be transacted at the meeting as originally noticed.

Section 3.10. Voting. (a) At each meeting of the membership, every member having the right to vote shall be entitled to vote either in person or by proxy. Unless otherwise provided by the Articles of Incorporation or a resolution of the Board of Directors filed with the Secretary of State, each member shall have one vote. Upon demand of any member the vote upon any question before the meeting shall be by ballot.

Section 3.11. Notice of Meetings. Notice of all meetings of the 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. Notice may be given by mail, facsimile communication, electronic mail, posting on an electronic network, or any other form of electronic communication by which the member has consented to receive notice. The notice shall be given at least two (2), but not more than sixty (60) days before the date of the meeting. Every notice of any special meeting shall state the purpose or purposes for which the meeting has been called, and the business transacted at all special meetings shall be confined to the purpose stated in the call, unless all of the members are present in person or by proxy and none of them objects to consideration of a particular item of business.

Section 3.12. Waiver of Notice. Any member may waive notice of any meeting of the membership. A waiver of notice by a member entitled to notice is effective whether given before, at or after the meeting and whether given in writing, orally or by attendance.

Section 3.13. Authorization without a Meeting. Any action required or permitted to be taken at a meeting of the membership may be taken without a meeting as authorized by law.

Section 3.14. Record Date. The Board of Directors may fix a time, not exceeding sixty (60) days preceding the date of any meeting of the membership, as a record date for the determination of the membership entitled to notice of and to vote at any meeting.

Section 3.15. Powers. All corporate powers shall be exercised by or under authority of the Board of Directors, and the management and affairs of the corporation shall be controlled by the Board of Directors.

ARTICLE IV. DIRECTORS

Section 4.01. General Purposes. The business and affairs of the corporation shall be managed by or shall be under the direction of the Board of Directors.

Section 4.02. Number, Qualifications and Term of Office.

(a) Until the first meeting of the incorporator and directors, the directors shall be the persons named as directors in the Articles of Incorporation. Thereafter, the number of directors shall be the number last appointed by the Board of Directors which shall not be less than three nor more than seven.

(b) At the first meeting of incorporator and directors, and not less than thirty days prior to each annual meeting of the Board of Directors, thereafter, the Board of Directors shall appoint a nominating committee of three members of the Board of Directors, which committee shall make and report nominations to the Board of Directors for those positions on the Board of Directors whose terms are set to expire at the end of the first meeting, or that annual meeting, as the case may be. At each annual meeting, the membership shall elect members to fill the Board positions then coming due and shall make its selection from the slate of nominees included in the report of the nominating committee.

(c) All Directors of this Corporation shall be members. No member shall be appointed or elected as a Director of this Corporation unless such member shall have been a member in good standing for at least three consecutive years prior to such appointment or election. A majority of the Directors shall be slip members.

(d) Each Director shall be appointed for a term of three years. The terms of office of the directors shall be staggered, such that 1/3 of the directors' terms shall expire at the end of the annual meeting of any given year. Each of the directors shall hold office until the end of the annual meeting of the year in which his term shall expire, until his successor shall have been elected and shall qualify, or until he shall resign or shall have been removed as hereinafter provided.

Section 4.03. Board Meetings; Place and Notice. Meetings of the Board of Directors may be held from time to time at any place within or without the State of Minnesota that the Board of Directors may designate. In the absence of designation by the Board of Directors, Board meetings shall be held at the registered office of the corporation, except as may be otherwise unanimously agreed orally or in writing or by attendance. Any director may call a Board meeting by giving two (2) days' notice to all directors of the date and time of the meeting. The notice need not state the purpose of the meeting. Notice may be given by mail, telephone, telegram, or in person. If a meeting schedule is adopted by the Board, or if the date and time of a Board meeting has been announced at a previous meeting, no notice is required.

Section 4.04. Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director is effective, whether given before, at or after the meeting and whether given in writing, orally or by attendance.

Section 4.05. Quorum. A majority of the directors currently holding office is a quorum for the transaction of business.

Section 4.06. Vacancies. Vacancies on the Board resulting from the death, resignation or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Each director appointed under this Section to fill a vacancy holds office until a qualified successor is appointed by the Board of Directors at the next annual meeting of the membership.

Section 4.07. Removal. The entire Board or any individual director may be removed from office, with or without cause, by a majority vote of the membership entitled to vote, except as otherwise provided by the Minnesota Non-Profit Corporation Act.

Section 4.08. Committees. The Board may by resolution establish committees in the manner provided by law. Committee members need not be directors.

Section 4.09. Absent Directors. A director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of, or against, the proposal and shall be entered in the minutes or other record of action of the meeting if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

ARTICLE V. OFFICERS

Section 5.01. Number. The officers of the corporation shall consist of a President, Vice-President, Secretary and a Treasurer, all of which offices may be held by the same person. The Board may elect or appoint any other officers it deems necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms of office determined by the Board from time to time. Any number of offices or functions of those offices may be held or exercised by the same person. If specific persons have not been elected as President or Treasurer, the person exercising the principal functions of the President or Treasurer is considered to have been elected to that office.

Section 5.02. Appointment and Term of Office. The Board of Directors shall from time to time appoint a President, Secretary and Treasurer and any other officers or agents the Board deems necessary. Such officers shall hold their offices until their successors are elected and qualified, and shall hold such offices at the pleasure of the Board.

Section 5.03. President. The President shall preside over all the meetings of the stockholders and Directors. The Vice-President shall act in his absence.

Section 5.04. Secretary. The Secretary shall keep a true and correct record of the proceedings of all the meetings of the Board of Directors and stockholders and shall provide a book and keep therein a register of all members of the corporation and the address of each. When required, it shall be the duty of the Secretary to mail all notices required by these By-Laws, or by order of the Board of Directors. It shall be the duty of the Secretary to collect all dues or special assessments and pay them over to the Treasurer. He shall make a detailed report of each Annual Meeting of the corporation and at such other meetings as the Board of Directors shall require. It shall be the duty of the Secretary to perform such other duties as the Board of Directors may require.

Section 5.05. Treasurer. The Treasurer shall receive and disburse all moneys and keep all accounts and vouchers of the corporation, and shall perform such other duties as the Board of Directors may require.

Section 5.06. Delegation of Authority. An officer elected or appointed by the Board may delegate some or all of the duties or powers of his office to other persons, provided that such delegation is in writing.

ARTICLE VI. BOOKS AND RECORDS, AUDIT, FISCAL YEAR

Section 6.01. Books and Records. The Board shall cause kept at such place as the Board may determine:

- (1) A register of the Board of Directors, giving the names and addresses of the current directors and date on which their terms expire; and
- (2) A register of the membership, including their names and addresses; and
- (3) Appropriate and complete books or account.

Section 6.02. Documents Kept at Registered Office. The Board shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) Records of all proceedings of directors;
- (2) Its By-Laws and all amendments thereto;
- (3) A statement of the names and post office addresses of its principal officers, which shall be kept open to public inspection, provided however, that the presence in such office during the usual business hours of any one of such officers shall excuse compliance with this subdivision.

Section 6.03. Audit. The Board may cause the records of account of the corporation to be audited at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

Section 6.04. Fiscal Year. The fiscal year of the corporation shall be determined by the Board.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01. The Corporation shall indemnify each officer and director, including former officers and directors, to the extent permitted by the Minnesota Non-Profit Corporation Act.

ARTICLE VIII. THE MINNESOTA NON-PROFIT CORPORATION ACT

Section 8.01. Whenever reference is made herein to any section of the Minnesota Non-Profit Corporation Act, such reference shall be to such section of the Act as in effect on August 1, 2000, or as thereafter amended or superseded.

ARTICLE IX. NONDISCRIMINATORY POLICY

Section 9.01. Membership in this corporation shall be available on equal opportunity, and this corporation shall not discriminate on the basis of color, creed, religion, sex, or national origin.

ARTICLE X. AMENDMENTS

Section 10.01. Voluntary Amendment. These By-Laws may be amended or altered by a vote of the majority of the whole Board at any meeting provided that notice of such proposed amendment shall have been given in the notice of such meeting given to the directors.

Section 10.02. Involuntary Amendments. These By-Laws have been drafted so as to comply with the laws of the United States of America and with the Minnesota Statutes, Chapter 317A, as in effect on August 1, 2000. Should any provision of any applicable statute be amended or superseded, or should the construction of any such provision be changed by a final decree of the Supreme Court of the State of Minnesota or of any court of competent jurisdiction of the United States federal judiciary, in such manner that any provision of these By-Laws shall thereafter be unlawful, such provision of these By-Laws shall thereupon be deemed to be revoked and the Board shall enact an amendment to these By-Laws to reflect the change in the law as soon thereafter as may be reasonably practicable. In the interim between the involuntary revocation of any provision of these By-Laws and the adoption by the Board of an amendment to these By-Laws, the officers and directors of the corporation may act in reliance upon the opinion of legal counsel to the corporation as to a course of conduct which would then be both lawful and as close as may be to the philosophy of the involuntarily revoked provision of these By-Laws.

History: Article I-X of the Bylaws were adopted May 12, 2001. Amendments and additions to Sections 3.01.1, 3.02, 3.03.1, 3.03.3, 3.03.8(f), 3.04(a) and 4.02(c) were adopted May 4, 2006. Section 3.03 was implemented by the Board by Resolution dated July 6, 2006. Sections 3.02.1-3.02.10 were adopted and Section 3.02.5 was

amended September 14, 2006. Amendments and additions to Sections 3.02.1, 3.02.8(b), 3.02.8(c), 3.02.9(a), 3.03.8(b), 3.03.8(c)3.03.9(a), 3.03.8(c), and 3.04 (d) were adopted May 7, 2011. Amendments and additions to Sections 3.02.7, 3.03.7, 3.04 and 3.11 were adopted on May 3, 2012.