

**AMENDED AND RESTATED
BYLAWS OF THE WEST BATTLE LAKE
LAKESHORE ASSOCIATION, INCORPORATED**

ARTICLE I.

The principal place of business of the West Battle Lake Lakeshore Association, Incorporated (the “Corporation”) shall be at and in the city of Battle Lake, Minnesota.

ARTICLE II.

2.1) Membership. The members of the Corporation shall consist of individuals who are primarily devoted to the Corporation’s mission, which is to preserve and enhance the West Battle Lake ecology so that it may be enjoyed by current and future generations. Members also shall pay annual dues, as from time to time determined by the Board of Directors.

2.2) Classes of Members. There shall be two classes of members:

(a) Voting Members. Voting members are individuals who meet the requirements of membership set forth in Section 2.1 of these Bylaws, and are either (i) individuals who are members of the Corporation as of [date Board approves these Amended and Restated Bylaws], as determined by the records of the Corporation as of [date Board approves these Amended and Restated Bylaws], or (ii) individuals who either own a residence located on, or that have an easement to, West Battle Lake. Each voting member has right to vote one (1) vote in the election of members of the Board of Directors of the Corporation, and in other matters properly coming before the members; provided, however, that in the event more than one individual owns a particular residence on, or has rights in a particular easement to, West Battle Lake, such residence or easement shall be entitled to a maximum of one (1) vote in the election of members of the Board of Directors of the Corporation, and in other matters properly coming before the members, regardless of the number of individuals that own a particular residence on, or have rights in a particular easement to, West Battle Lake.

(b) “Friends of” Members. “Friends of” members are individuals who meet the requirements of membership set forth in Section 2.1 of these Bylaws, but do not qualify as voting members. “Friends of” members have no voting rights.

2.3) Admission of Members. The Corporation may invite new members to join, or prospective members may apply to the Corporation for membership. The Board of Directors shall have the sole discretion to determine whether the applicant meets the requirements of membership set forth in Section 2.1 of these Bylaws, and whether such applicant qualifies as a voting or a “friends of” member. Members shall be admitted by majority vote of the Board of Directors.

2.4) Termination of Membership. If a member fails to continue to meet the requirements and qualifications of membership, its membership may be terminated by the Board of Directors. The Board of Directors shall provide at least fifteen (15) days’ prior written notice of termination to a member whose membership is so terminated. Such notice shall state the reasons for and the effective date of such termination. The member whose membership is proposed to be

terminated shall be given an opportunity to be heard in writing sent to the President for circulation to the Board, not less than five (5) days before the effective date of the termination. Termination shall not relieve the member so terminated of the obligation to pay dues accrued and unpaid at the time the termination becomes effective.

2.5) Resignation. A member may resign from membership at any time. Resignation shall not relieve the member so resigning of the obligation to pay dues accrued and unpaid at the time the resignation becomes effective.

2.6) Transferability. A member may not voluntarily or involuntarily transfer or assign its membership or any right arising therefrom.

2.7) Dues. Dues of all classes of members shall be as from time to time established by the Board of Directors.

ARTICLE III.

The Corporation shall incur no indebtedness except as may have previously been authorized or approved by the Board of Directors, and no member, director or officer shall be personally liable on account of any Corporation debt, or obligation which has been duly authorized or approved by the Board of Directors.

ARTICLE IV.

4.1) Annual Meetings. An annual meeting of the members shall be held between June 1st and September 10th of each calendar year. At that meeting, the voting members shall elect directors, the President and Treasurer shall report on the activities and financial condition of the Corporation, and the members shall transact any other business properly coming before the meeting. The time and place for the annual meeting shall be established by the Board.

4.2) Special Meetings. Special meetings of the members may be called for any purpose at any time by the President, the Vice President if the President is unable to act for any reason, by any four directors, or by demand of the voting members as provided by law.

4.3) Place of Meetings; Presiding Officers of Meetings. Meetings of the members shall be held in Battle Lake, Minnesota, or at such other place as may be designated by the Board of Directors, except as otherwise required by law. The President and Secretary of the Corporation shall act as Chairman and Secretary, respectively, at meetings of the members.

4.4) Notice of Meetings. Except as otherwise required by law, a written notice setting out the place, date and hour of any annual or special meeting shall be given to each member not less than five (5) days nor more than sixty (60) days prior to the meeting, (a) at the mailing address contained in the corporate records for a member, (b) by electronic mail, when directed to an electronic mail address at which a member has consent to receive notice, (c) by publication in the print version of the local newspaper of Battle Lake, Minnesota, or (d) by directing such notice to a member by any other form of electronic communication by which the director has consented to

receive notice or by electronic communication. Notice of a special meeting must contain a statement of the purpose of the meeting.

4.5) Waiver of Notice. A member may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (a) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (b) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting. All waivers shall be filed with the records of the Corporation.

4.6) Quorum. Five percent (5%) of the total number of voting members shall constitute a quorum for the transaction of the business at any meeting of members. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

4.7) Voting. The affirmative vote of the majority of the voting members, present in person at a duly-held meeting shall constitute the act of the members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Voting by proxy is prohibited.

4.8) Remote Communication Meetings; Participation in Meetings by Remote Communication. An annual or special meeting of members may not be held solely by one or more means of remote communication. A member not physically present in person at an annual or special meeting of members may not participate in such a meeting by means of remote communication.

4.9) Action Without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all voting members. Any such written action shall be filed with the minutes of the Corporation.

ARTICLE V.

5.1) General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

5.2) Number, Qualification, Election. The number of directors shall not be less than three (3) and not more than fifteen (15). All directors must be voting members of the Corporation. At least one (1) month prior to the annual meeting, a Nominating Committee composed of three (3) members of the Board of Directors shall be appointed by the President, to select candidates for directorship to fill all vacancies on the Board of Directors due to resignation or expiration of terms. Nominations will also be accepted from the membership at the annual meeting. At each annual meeting, the voting members shall determine the number of directors and elect directors.

5.3) Term. Each director shall serve for a three (3) year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director. Directors shall be elected by the voting members for

staggered three-year terms, such that at each annual meeting, five (5) of the directors will be eligible for election.

5.4) Removal. A director may be removed at any time, with or without cause, by the voting members of the Corporation; provided, however, that a director may be removed at any time, with or without cause by the other directors if (a) the director to be removed was named by the Board of Directors to fill a vacancy; (b) the voting members have not elected directors in the interval between the time of the appointment to fill the vacancy and the time of the removal; and (c) a majority of the remaining directors affirmatively vote to remove the director. Removal shall be effective upon the mailing of a written notice to the director who is removed.

5.5) Resignation. Any director may resign at any time by giving written notice to the Secretary or President. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

5.6) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

5.7) Quorum; Voting. 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 or held 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. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

5.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing officers and transacting any other business coming before it. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at Battle Lake, Minnesota. The President or any director may call a special Board meeting.

(b) Notice. Notice of Board meetings shall be made by giving forty-eight (48) hours' oral notice or five (5) days' written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice may be given by (i) mailing such notice to a director at the address of the director in the corporate records, (ii) handing such notice to a director, (iii) faxing such notice to a director, when directed to a telephone number at which the director has consented to receive notice, (iv) mailing such notice to a director by electronic mail, when directed to an electronic mail address at which the director has consent to receive notice, or (v) directing such notice to a director by any

other form of electronic communication by which the director has consented to receive notice. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been accounted at a previous Board meeting, no notice is required.

5.9) Waiver of Notice. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the Corporation.

5.10) Electronic Conference Meetings. A director may participate in a Board meeting by means of conference telephone 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.

5.11) Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors. Any such written action shall be filed with the minutes of the Corporation.

5.12) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving proper compensation therefor.

ARTICLE VI.

6.1) General. The Corporation shall have a President, Vice President, Secretary, and Treasurer, and such other officers or agents as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive such compensation for their services and reimbursement for their expenses as determined from time to time by the Board.

6.2) Election, Term, and Removal. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

6.3) Resignation. Any officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.

6.4) Vacancies. If a vacancy in any office of the Corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

6.5) President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the Corporation, and have general active management of the business of the Corporation; (b) preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the Corporation; (e) maintain records of and certify proceedings of the Board; and (f) perform such other duties as may from time to time be prescribed by the Board.

6.6) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the Corporation; (b) deposit all monies, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

6.7) Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the Corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

6.8) Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Board of Directors may designate a Vice President or Vice Presidents to succeed to the power and duties of the President.

6.9) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

6.10) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE VII.

7.1) Executive Committee. The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in

the management of the business of the Corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.

7.2) Advisory Committee. The Board of Directors may, by action of the entire Board, designate certain persons to serve as an Advisory Committee to the Board. The Board may designate one or more persons, including without limitation, current Board members and persons who have served as Board members, to serve on the Advisory Committee. The Advisory Committee shall have such powers as the Board may grant such Advisory Committee, including but not limited to providing advice to the Board relating to general management, policy and administration of the Corporation, including the investments of corporate funds and charitable distributions from the Corporation. The Advisory Committee also shall at all times be subject to the control and direction of the Board, and the Board shall have the sole authority and discretion to decide whether the Board will act on any Advisory Committee advice to the Board.

7.3) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

ARTICLE VIII.

8.1) Indemnification. The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended; provided, however, that no indemnification shall be provided, or advances made pursuant to Minnesota Statutes, Chapter 317A, with respect to any threatened, pending, or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the Corporation against a person.

8.2) Conflicts of Interest. The Corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the Corporation or between the Corporation and an organization in which a director of the Corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended, and in accordance with the Corporation's conflict of interest policy in effect and as amended from time to time.

8.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

8.4) Fiscal Year. The fiscal year of the Corporation shall be established by the Board of Directors.

ARTICLE IX.

9.1) Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of a majority of the directors; provided, that all directors shall be notified of the proposed amendments at least seven (7) days before such action takes place.

The undersigned, Steve Kirchner, Secretary of West Battle Lake Lakeshore Association, Incorporated, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation by the Board of Directors of said Corporation effective as of June 14, 2019.

Steve Kirchner
June 14, 2019, Secretary