

BY-LAWS OF THE LAKES MELISSA AND SALLIE  
IMPROVEMENT ASSOCIATION  
A CORPORATION – REVISED JUNE 2, 2007

ARTICLE I

Section 1.

The principal place of business of the corporation shall be the office of the Secretary or its designee.

ARTICLE II

Section 1.

The members of the corporation shall all be one class. Every person, partnership, corporation, association or organization which shall contribute annual dues, to be determined by the Board of Directors, to the Corporation in furtherance of its objective and purposes and whose contribution shall be accepted by the corporation, shall be a member of the corporation of the calendar year.

ARTICLE III

Section 1.

This corporation shall incur no indebtedness except as may have previously from time to time been authorized or approved by the Board of Directors, and no member, director or officer of this corporation shall be personally liable on account of any corporation debt or obligation which has been duly authorized or approved by the Executive Board or Board of Directors.

ARTICLE IV

Section 1.

The regular annual meeting of the members of the corporation shall be held at the Shoreham Chapel in June of each year or at such place as the Executive Board shall determine.

Section 2.

Special meetings of members may be called by the President or by the Vice President if the President is unable to act for any reason, or by any two (2) Executive Board members.

Section 3.

Notice of meetings of members shall be given by mail, through the newsletter or in a special mailing.

Section 4.

At all meetings each member shall be entitled to cast one vote in person or by proxy. The President and Secretary shall constitute a committee to pass of the sufficiency and authenticity of proxies, subject to the approval of the members.

Section 5.

Twenty-five members present in person or by proxy at any meeting of the members shall constitute a quorum for the transaction of business. A majority vote of the members present in person or by proxy shall control questions.

Section 6.

The President and Secretary of the corporation shall act as Chairman and Secretary respectively of the meetings of the members.

ARTICLE V

Section 1.

The Board of Directors shall consist of the Executive Board, ad hoc committee chairs and Beach Captains. Standing Committee Chairs, ad hoc Committee Chairs and Beach Captains shall be elected by the members at the regular annual meeting and shall hold office for one year and until their successors are elected. The Executive Board shall consist of the officers and standing Committee Chairs. The Executive Board shall have entire control and management of, and shall make all contracts touching all of the affairs, business and property of the corporation, and all of the corporate powers, business and property of the corporation shall be exercised, conducted and controlled by such board. A majority of the Executive Board shall constitute a quorum. Unless a quorum is present no business performed or act done is valid against the corporation. Any vacancies may be filled by the remaining members of the Executive Board until there is an election.

Section 2.

The annual meeting of the Executive Board shall be held immediately after the annual meeting of the members and at the same place; all Directors and Executive Board meetings shall be held at the place designated by the President or a majority of the Executive Board. Special meeting shall be called at any time by the President or any two Executive Board members, by notice given by mail, telephone, email or orally. A meeting can be conducted in person, by telephone, or in writing through the US mail or email.

Section 3.

At any regular or Special meetings of the Board of Directors a majority of the Directors present may transact business, provided a minimum of 10 Directors are present to constitute a quorum.

Article VI.

Section 1.

The officers of the corporation shall be a President, a Vice President and a Secretary/Treasurer. They shall be elected by the Board of Directors at the annual meeting immediately after the members meeting and shall hold offices for one year and until their successors are elected. The Executive Board shall have power, by a majority vote, to remove all officers with or without cause and to fill vacancies, however caused,



including the appointment of chairpersons for each standing committee and the membership thereof.

Section 2.

Only members of the Board of Directors shall be eligible to the Office of President or Vice President.

Section 3.

PRESIDENT: The President shall preside at all meetings of the Board of Directors and members, shall prepare and present at each annual members meeting a report of the business of the corporation of the presiding year and a statement of its present condition, shall have general supervision, direction and control of the business of the corporation, subject to the control of the Executive Board and shall at all times keep the Executive Board advised as to the affairs of the corporation and shall otherwise perform generally all of the duties usually pertaining to the office of the President of a corporation.

Section 4:

VICE PRESIDENT: The Vice President shall preside at any meeting of the members and of the Executive Board from which the President may be absent, and he/she may perform any act of the other duties of the President in the President's absence or inability to act.

Section 5.

SECRETARY-TREASURER: The Secretary/Treasurer shall keep the minutes of the members and Executive Board meetings and all books of account of the corporation and shall be custodian of all records, papers, files and books of the corporation and shall perform generally all the duties usually pertaining to the office of secretary of a corporation. The Secretary/Treasurer may designate assistants to help in discharging her duties with the consent and approval of the Executive Board. The Secretary/Treasurer or its designee shall have the custody of all money and funds of the corporation in ties name in some bank or banks to be designated by the Executive Board. The Secretary/Treasurer and such other persons as authorized by the Executive Board shall have the authority to sign checks of the corporation, with a requirement of two signatures for all transactions.

Section 6.

The Secretary-Treasurer shall at the annual meeting present a report showing the receipts and disbursement of the preceding year and the present financial condition of the corporation.

Section 7.

An individual Secretary and an individual Treasurer may be elected and, if so, all those duties having to do with the financial matters shall be performed by the Treasurer and the remainder of above specified duties shall be performed by the Secretary.

Section 8.

The officers and chairpersons of the standing committees shall constitute the Executive Board which shall be empowered to do all things authorized by this constitution and by-laws, subject, however, to review by the Board of Directors.

Section 9.

The Chairpersons of the standing committees and ad hoc committees shall be elected and appointed by the Executive Board. The number of , names and duties of the standing committees and the ad hoc committees shall be determined by the Executive Board and altered at the discretion of the Executive Board.

ARTICLE VII

Section 1.

These By-laws, or any one of them or more than one of them, may be altered, amended, added to or repealed by the Board of Directors or by the members.

BOARD OF DIRECTORS CERTIFICATE

*We, the undersigned Directors of the Lakes Melissa and Sallie Improvement Association, a corporation, do hereby certify that the within and foregoing revised by-laws have been duly and regularly adopted and constitute the code of by-laws of such corporation.*

## Amendments to the Articles of Incorporation of the Lakes Melissa and Sallie Improvement Association

As adopted by the Members at the Annual Meeting  
June 16, 2007

1.

The registered office address will be the office of the current Secretary/Treasurer or their designee.

2.

The Directors of the corporation shall be known as the Board of Directors and shall consist of the officers of the corporation, standing committee chairs, ad hoc committee chairs and the Beach Captains.

3.

The Executive Board shall consist of the Officers (President, Vice President, and Secretary/Treasurer), and the standing committee chairs.

4.

The annual meeting of this corporation for the election of Directors shall be held in the Shoreham Chapel at Shoreham, Minnesota, at 10:00 a.m. the first or second Saturday in June, or at such other time as may be fixed by the Executive Board.

Signed

Jane Gillam, Secretary/Treasurer

MaryAnn Bond, President