

**AMENDED* BYLAWS
OF
TURTLE LAKE HOMEOWNERS ASSOCIATION OF SHOREVIEW**

**ARTICLE 1
Membership**

Section 1.1 The membership of the corporation shall consist of regular voting members. Any person owning a parcel of property abutting Turtle Lake shall be eligible for regular voting membership in the corporation. Each person must affirmatively state their intention to be a member of the corporation.

Section 1.2 The Board of Directors shall establish the voluntary dues to be paid by those regular voting members.

Section 1.3 Membership in the corporation may be terminated by the voluntary resignation of a member tendered in writing addressed to the secretary of the corporation. Membership in the corporation may be terminated by the Board of Directors for violation of the Bylaws. Any such action by the Board shall require the affirmative vote of two-thirds (2/3) of all members of the Board at a duly held meeting of the Board.

Section 1.4 Each individually owned parcel of land abutting Turtle Lake shall be entitled to one vote on matters before the association. The owners of the parcel shall cast the one vote, and voting by proxy shall not be permitted.

Section 1.5 The business of the corporation may be conducted by those regular voting members present at a meeting of the members.

Section 1.6 Except where a larger proportion or number is required by law, the members may take action by the affirmative vote of a majority of the regular voting members present at a duly held meeting.

Section 1.7 An annual meeting of the members shall be held each year as determined by the Board of Directors.

1.7.1. A nominating committee appointed by the Board shall nominate persons to serve as directors. Any regular voting member is eligible to serve on the Board of Directors. Notice of the slate of candidates for the election of the Board of Directors shall be given at the same time as the notice of the annual meeting and nominations from the floor shall be accepted.

1.7.2. A member may secure an absentee ballot prior to the annual meeting by contacting the secretary of the Board. In order to be counted, the absentee ballot must be completed and returned to the secretary prior to the annual meeting.

* Section 2.1.1 was amended by vote of the TLHA Board of Directors on April 7, 2004.

Section 1.8 A special meeting of the members may be called at any time by the Board of Directors, or on the request of the President. Regular voting members may make a request to the Board for a special meeting, specifying the purpose of the meeting.

Section 1.9 Notice of every annual or special meeting of the members shall be given to every member before the date of the meeting and notice of special meetings shall state the purpose for which the meeting is called, and the Board may conduct other business as needed.

Section 1.10 All meetings of the members shall be held in the City of Shoreview, Minnesota or adjacent community.

ARTICLE 2

Board of Directors

Section 2.1 The affairs of the corporation shall be managed by a Board of Directors of up to twelve (12) persons selected as follows:

- 2.1.1. There shall be up to twelve (12) directors, up to six (6) of whom shall be elected by the members every other year at the annual meeting of the members. Directors shall hold office for a term of four (4) years or until their successors are elected and qualified. They shall be elected so that the terms of six of the elected directors expire every other year. To the extent reasonably possible, two (2) directors shall represent each of the four (4) sides of Turtle Lake, i.e., north, south, east, and west.

In the initial year following this bylaw change, those directors elected in 2003 shall hold office until 2006 or until their successors are elected and qualified.

- 2.1.2. From the duly elected directors, a president, vice president, secretary and treasurer shall be elected by the Board of Directors.

Section 2.2 At all meetings of the Board of Directors, a simple majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present when a duly held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum. The Board of Directors shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 2.3 Except where otherwise provided by law, the Articles of Incorporation, or these Bylaws, in the absence of any Board meeting, the affirmative vote of a simple majority of the directors shall be sufficient for any action but each board member must be contacted. If any board member requests a meeting, one must be convened.

Section 2.4 The Board of Directors shall hold the annual members meetings and any necessary board meeting as determined by the Board. Reasonable notice shall be given.

Section 2.5 A director may be removed from office, with cause, by the affirmative vote of two-third (2/3) of all members of the Board of Directors at a duly held meeting, with notice of

the meeting given to each director stating that removal of one of the directors is to be on the agenda for the meeting.

Section 2.6 In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a simple majority of the directors present at a duly held meeting.

Section 2.7 The president, vice president, secretary, and treasurer shall constitute an executive committee which shall act only in the interval between meetings of the Board and shall at all times be subject to the control and direction of the Board. To the extent determined by the Board, and as permitted by law, the executive committee shall have the authority of the Board in the management of the corporation between meetings of the Board.

Section 2.8 Any director may waive notice of any meeting required to be given by statute or by any provision of these Bylaws, either before, at, or after that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice unless the appearance is solely for the purpose of objecting to the meeting.

Section 2.9 Whenever under the provisions of these Bylaws notice is required to be given to any directors, it shall be construed to require personal notice.

Section 2.10 Directors shall not be compensated for their duties as directors, but may be reimbursed for expenses actually incurred on behalf of the corporation.

Section 2.11 The Board of Directors may establish one or more committees with such powers and duties as the Board may determine.

ARTICLE 3

Officers

Section 3.1 The officers of the corporation shall be a president, vice president, secretary, and treasurer elected by the board of directors at a meeting of the directors, and they shall hold office for a period of up to two (2) years, and until their successors are elected and qualified.

Section 3.2 The president shall preside at all meetings of the members, the Board of Directors, and the executive committee and enforce all laws and regulations of the corporation. The president shall perform other duties as are incident to the office as shall be imposed upon the president by resolution of the Board. In the absence of the treasurer, the president may sign checks. The president, or such other officer as the Board may direct, shall sign all written contracts and written obligations of the corporation.

Section 3.3 In the absence of the president, the vice president shall perform the duties of the president. In the event of the death or disability of the president, the vice president shall act until the board of Directors fills the office of president. If neither the president nor the vice president is present at any meeting, a chair shall be chosen by the Board of Directors, to conduct the meeting and business of the Board.

Section 3.4 The secretary shall keep the minutes and the official records of the corporation. The Secretary shall keep all records, books, documents and papers relating to the corporation. The secretary shall be copied on all official correspondence of the corporation.

Section 3.5 The treasurer shall keep account of all monies received by the association, and shall deposit them in the association's name in one or more banks designated by the Board of Directors, and disburse funds by check, countersigned by other person or persons, if any, designated by the Board, and in payment only of items approved by the Board.

Section 3.6 An officer may be removed from office, with cause, by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors at a duly held meeting, with notice of the meeting given to each director stating that removal of one of the officers is to be on the agenda for the meeting.

ARTICLE 4

Indemnification

Section 4.1 Consistent with Minnesota Statutes, no person who serves without compensation as a director, incorporator, officer, trustee, member or agent of the Corporation shall in any way be personally or individually liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the Corporation. To the fullest extent permitted by Minnesota law, the Corporation shall indemnify and hold harmless every such person serving the Corporation up to a limit of \$5,000 for any and all expenses, damages, fines, judgments, awards or costs incurred in connection with the defense of any action, suit or proceeding in which such person may be made a party by reason of being a director, incorporator, officer, trustee, member or agent.

ARTICLE 5

Amendments

Section 5.1 Amendment by Directors. These Bylaws may be amended at any time by the Board of Directors, by the affirmative vote of two-thirds (2/3) of all members of the Board at a duly held meeting of the Board for which notice both of the meeting and the proposed amendment has been given. Written notice of adopted amendments to these bylaws shall be given to regular voting members within six months of adoption by the Board of Directors.