

**BYLAWS OF
LINCOLN LAKES AREA SNOWMOBILE CLUB INC.
A Minnesota Nonprofit Corporation**

ARTICLE I – Offices

Section 1. Location: The principal office of the corporation shall be located in Minnesota. The registered office of the corporation required by Chapter 317A, Minnesota Statutes, to be maintained in Minnesota may be, but need not be, identical with the principal office in Minnesota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – Membership

Section 1. Qualifications: Membership in the corporation shall be open to the public.

Section 2. Membership Classes: There shall be two classes of membership.

- A. Active Members:** Active members of the corporation shall be those persons who pay the annual membership fee for active members to the corporation each year.
- B. Honorary Members:** Honorary members of the corporation shall be limited to the discretion of the Board of Directors.

Section 3. Membership Fees/Dues: The Board of Directors may determine from time to time the amount and method of collection of the annual membership fees payable to the corporation by active and honorary members.

Payment of the annual membership fee shall entitle a person to membership for the fiscal year of the corporation in which the payment is made. A member may not transfer a membership or a right arising from it. Members may prepay membership fees for the next fiscal year of the corporation.

Section 4. Resignation: A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the corporation for membership fees.

Section 5. Termination/Reinstatement: Membership in the corporation may be terminated or reinstated as follows:

- A.** Membership in the corporation shall terminate at the end of the fiscal year of the corporation in which a member's annual membership fee is paid.
- B.** Membership in the corporation may be terminated, on 30 days written notice, for nonpayment of the annual membership fee.
- C.** A former member shall be reinstated to membership upon payment of the annual membership fee for the then current fiscal year of the corporation.

Section 6. Termination for Cause: Membership in the corporation may be terminated by a majority vote of the Board of Directors for reasons consistent with the corporation's best interests. Termination of the membership shall not release said member from the obligation to pay all dues and other amounts owed to the end of the period of membership.

ARTICLE III – Board of Directors

Section 1. Board to Manage: The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, subject to the rights of the members of the corporation as provided in these Bylaws or pursuant to Chapter 317A, Minnesota Statutes.

Section 2. Number, Qualifications and Terms: The Board of Directors shall consist of five directors, each of whom shall be an active member of the corporation, and the officers of the corporation. Directors shall be elected at the annual meeting of the membership and take office at the close of the annual meeting. The initial Board of Directors of the corporation shall consist of two active members elected to serve a one year term, two active members to serve two year terms, and one active member elected to serve a three year term. Thereafter, directors shall serve two year terms.

Section 3. Quorum: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of the corporation business. 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.

Section 4. Meetings: Meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors, or by call of the President. The Board of Directors shall hold its regular annual meeting in conjunction with and at the place of the annual meeting of the membership. Upon the written request of a quorum of board members, the Secretary shall call a special meeting of the Board of Directors.

Section 5. Notice: Notice of any meeting shall be given at least five days prior thereto by written notice sent to each director at his or her last known mailing or email address, or at least 24 hours prior thereto by notice delivered personally. The notice need not state the purpose of the meeting.

Section 6. Manner of Acting: Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

Section 7. Resignation: A director may resign at any time by giving written notice to the corporation. The resignation shall be effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 8. Removal: Any one or all of the directors may be removed at any time, with or without cause, by the affirmative vote of the voting members eligible to elect the director(s).

Section 9. Vacancies: Any vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office until a qualified successor is elected by the members at the next regular or special meeting of the members, or until his or her earlier death, resignation, removal or disqualification.

Section 10. Committees: The Board of Directors may, at its discretion, by affirmative vote of a majority of the Board of Directors, appoint an Executive Committee of the Board to act in its stead in

emergencies. The Board of Directors may appoint committees, fill any vacancies or change the membership in committees. The Board may, by resolution, delegate such authority to the President. The Board of Directors shall have the power at all times to abolish any committee.

Section 11. Expenditure of Funds: The Board of Directors may employ whatever personnel it deems necessary, and for which funds are available, to aid in the management and programs of the corporation and may authorize the expenditure of corporation funds in any other manner provided such actions are in the proper furtherance of the purpose of the corporation.

ARTICLE IV – Officers

Section 1. Number: The officers of the corporation shall be President, Vice President, Secretary and Treasurer. The offices of the secretary and the treasurer may be held by the same person. The officers shall also serve as members of the Board of Directors.

Section 2. Election and Term of Office: The officers shall be elected from the membership at the regular annual meeting. Vacancies occurring between such elections may be filled for the unexpired term by the Board of Directors at any Board meeting or by mail in ballot. Any officer may be removed from office by the affirmative vote of two-thirds of the membership at any meeting.

All officers shall take office immediately upon election and hold office for one year or until their successors shall have been elected or qualified.

Section 3. President: The President shall preside at all meetings of the corporation and of its Board of Directors, shall oversee and coordinate such committees as are authorized by the Board of Directors, shall be a member ex officio of all such committees and shall carry on other responsibilities as assigned by him/her by the Bylaws and by the Board of Directors. The President shall have the authority to sign and deliver in the name of the corporation any deeds, 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 or these Bylaws or by the Board of Directors to some other officer or agent of the corporation.

Section 4. Vice President: The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.

Section 5. Secretary: The Secretary shall keep all corporation records, except financial records, including minutes of meetings, roster of members, list of committees and their members. He or she shall also send out notices of meetings, receive applications for memberships, and discharge all of the usual secretarial functions of the office required herein or by the Board of Directors. The Secretary shall also maintain a permanent mailing address, preferably a local post office box, for the corporation and direct incoming correspondence to the appropriate corporate office.

Section 6. Treasurer: The Treasurer shall keep all financial records of the corporation and have charge of its funds. He/she shall keep all of the corporation's funds in the bank approved by the Board of Directors and in the name of the corporation and shall disburse such funds of the corporation under the direction of the Board of Directors. Withdrawals shall be made by checks signed in such manner as may be approved from time to time by the Board of Directors. A Treasurer's Report shall be prepared for each Board meeting and an annual audit shall be prepared and submitted at the annual meeting.

Section 7. Other Duties: All officers shall have such other powers and duties as are required by law.

ARTICLE V – Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December, of each year.

ARTICLE VI – Meetings

Section 1. Annual Meetings: The annual meeting of the members of the corporation shall be held at such time and place as designated by the Board of Directors.

Section 2. Regular Meetings: Regular meetings of the members of the corporation shall be held monthly at such time and place fixed by resolution at the previous meeting or as designated by the President or by the Board of Directors.

Section 3. Notice: Written notices of the time and place of the annual and all other meetings of the membership shall be prepared and distributed to the membership by the Secretary.

Section 4. Special Meetings: Special meetings of the corporation may be called by the Board of Directors, or by the President or by any group of the majority of active members by giving adequate written notice of the time, place and purpose for such special meeting.

Section 5. Quorum: Ten percent of the total number of members entitled to vote at the meeting shall constitute a quorum for the transaction of business. Any formal action taken at any meeting of the membership shall require a majority vote of those active members present.

ARTICLE VII – Election Procedures

Candidates for all offices shall be selected by open nominations at the annual meeting. Voting shall be by written or voice ballot following the nominating process.

ARTICLE VIII – Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of the majority of the active members of the corporation present at the annual membership meeting, or by the affirmative vote of a majority of the active members of the corporation by mail ballot or in such other form as may be approved by the Board of Directors.

ARTICLE IX – Indemnification

The corporation shall indemnify a person made or threatened to be made a party to a proceeding by reasons of the former or present official capacity of the person with the corporation in accordance with, and to the fullest extent provided by, the provisions of Chapter 317A, Minnesota Statutes.

ARTICLE X – Seal

The corporation shall have no corporate seal.

ARTICLE XI – Governing Law

The corporation has been formed under and pursuant to the provisions of Chapter 317A, Minnesota Statutes. All references in these Bylaws to Chapter 317A, Minnesota Statutes, shall mean and include such chapter as currently enacted or hereafter amended.

CERTIFICATION

The undersigned Secretary of the corporation hereby certifies that the foregoing Bylaws of the corporation were adopted by the members and directors of the corporation at a meeting held on November 2, 2013.

John Parker, Secretary