

BYLAWS OF THE FISH HOOK LAKE & RIVER ASSOCIATION, INC.

ARTICLE I. MANAGEMENT

1. Management. The management of the business and affairs of the Corporation shall be in the hands of a Board of Directors, who shall be chosen by a majority vote of all members present at the annual meeting of said Corporation.

2. Election. At such annual meeting, the Corporation shall elect up to 11 directors. The term for directors shall be three years. Board members must be composed of both Lake and River members. The COLA representative and the Membership chair can be elected members of the Board or can be positions appointed by and reporting to the Board of Directors. The immediate past president may serve on the Board of Directors in an advisory capacity with no voting privileges and is in addition to the 11 elected directors.

3. Vacancies. The Board of Directors shall have the power to fill any vacancies occurring in said Board for any cause other than expiration of term of office. Persons appointed to fill such vacancies shall only serve until the next annual meeting.

Should any member of the Board of Directors miss three consecutive meetings of the Board, the office may be declared vacant on vote of the majority of all members of the Board of Directors.

4. Officers. At the first meeting of the Board of Directors after the annual meeting, the Board of Directors shall elect officers for the coming year. The officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer and shall be chosen from the Board of Directors. The Secretary and Treasurer may be combined into a single office. A simple majority in number of the Board of Directors shall constitute a quorum.

5. President. The President, and if absent, the Vice-President, shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. The President shall have the power to appoint such committees as may be necessary, with the approval of the Board of Directors. These committees shall act under the direction of the Board of Directors.

6. Secretary. The Secretary shall keep a record of all meetings of the Corporation and of the Board of Directors and perform such duties as are usually performed by secretaries of such corporations.

7. Treasurer. The Treasurer shall keep safely all the funds of the Corporation and remit funds as provided by the constitution and by-laws of the Corporation. At each annual meeting, the Treasurer shall render a complete statement of the finances of the Corporation for the past year, and such other statements from time to time as shall be required by the Board of Directors.

8. Removal. Any officer of the Corporation may be removed from office for malfeasance of duties by two-thirds vote of the Board of Directors.

9. Quorum. A Quorum shall consist of ten percent of the total number of members.

10. Meetings of Directors. Regular meetings of the Board of Directors shall be held at least 4 times a year at such time and place as shall be designated by the President. Directors shall be notified prior to the date of the meeting. Special meetings may be held at the call of the President or at the request of any director submitted to the Secretary who will notify the President.

ARTICLE II. MEMBERSHIP

1. Classes. The membership of the Corporation shall be made up of a single class.

2. Membership. Any owner or occupier of lands within 1000 feet of Fish Hook Lake or Fish Hook River in Hubbard County, Minnesota, is eligible for membership. Any interested person may become an associate member by paying the annual dues. However, they shall not have voting privileges.

3. Voting. Each member who has paid annual dues shall have one vote. A household is viewed as a single member and shall have only one vote. However, if each household member has paid their annual dues, then each of them shall have one vote.

4. Members meeting. The annual meeting of the Corporation for the selection of a Board of Directors and other business shall be held during the summer months at the discretion of the Board of Directors. Meetings of the Corporation may be called at any time by order of any officer or by three members of the Board of Directors or by ten members upon notification to the Secretary, who shall notify all members by mail or telephone at least three days prior to the date for such special meeting.

ARTICLE III. DUES AND FEES

1. Dues. The annual dues shall be set by the Board of Directors and are due and payable by July 1st. The Membership chairperson shall mail bills to the members on or about May 1st of each year.

2. Reductions. No reductions in dues shall be made to persons paying dues after July 1st.

3. Refunds. Members resigning shall receive no refunds.

4. Membership List. The Membership chairperson shall maintain a list indicating each member's name, address, phone number, e-mail and dues status. The list shall be confidential with the exception of COLA.

5. Assessment of members. The Board of Directors may assess the membership during the course of the year to support special projects or extraordinary expenses. Statements or bills for assessments shall be sent at the direction of the Board of Directors, all such bills payable within 30 days.

ARTICLE IV. SPECIAL COMMITTEES

1. Appointment. The President and the Board of Directors shall appoint such special committees as they deem fit.

2. Duties. Special committees shall perform such duties as shall be designated by the Board of Directors.

3. Expenses. All expenses incurred in the special committees shall be audited, checked, and approved for payment by the Chairperson of the committee under whom such expenses is incurred before being paid by the Treasurer.

ARTICLE V. FINANCES

1. Limit of Indebtedness. The Board of Directors shall not incur any indebtedness on the part of the Corporation in excess of money in the hands of the Treasurer, and the debts, dues, and obligations in process of collection from the membership, less amount of unexpected appropriations unless such indebtedness be authorized by the Corporation at the annual meeting or at a special meeting called for that purpose.

2. Allocations. The Board of Directors shall not allocate more than \$1000 from the Corporation's treasury to be spent without the approval of the membership at a membership meeting or by a vote of the membership by mail.

3. Scholarship fund. The FHLRA Board may award to "COLA Children's Freshwater Festival" an annual monetary scholarship toward the Festival from donations and memorials received by the FHLRA.

4. Special Funds. An Environmental Fund shall be set aside for a major crisis or pollution clean-up. This fund shall come from 25% of the dues collected each year.

5. Money Requests. Any requests for money from the Corporation's funds must be submitted in writing to the President at least 14 days before the next Board meeting. There shall be a form to fill out to make the request.

6. Annual Report. The Board of Directors shall at the annual meeting report on the condition of the Corporation including membership, a complete account of the financial transactions of the past year, and offer suggestions for the welfare and improvement of the Corporation. Any written reports shall be kept on file in the archives of the Corporation and shall be subject to the inspection of any member.

ARTICLE VI. SEAL

1. Seal. The Corporation shall act without seal.

ARTICLE VII. AMENDMENTS

1. Amendments. The By-Laws may be modified, altered, or amended by two-thirds vote of the members present at the annual meeting of the Corporation, or at a special meeting called for that purpose, provided that due notice of any proposed modification, alteration, or amendment shall be given to all members, giving the substance of such modification, alteration, or amendment.

Adopted by the Board of Directors in May 2001; ratified by the membership at the annual meeting on July 13, 2001. Amended by the membership at the annual meeting on June 6, 2008.