

# AMENDED AND RESTATED BYLAWS OF

## Kenwood-Isles Area Association

### A MINNESOTA NONPROFIT ASSOCIATION

#### ARTICLE I

##### Offices

The registered office of the association shall be located in the State of Minnesota, County of Hennepin. The address of the registered office may be changed from time to time by the Board of Directors. The association may have such other offices, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the association may require from time to time.

#### ARTICLE II

##### Members

Section 2.01. Class; Qualifications. The association shall have one class of membership. Membership shall be open to residents of the area represented by the association (the "Neighborhood"). Members of the association shall be those persons who reside in the Neighborhood.

Section 2.02. Membership Fee. The Board of Directors may assess an annual membership fee and may determine from time to time the amount and terms of payment of the annual membership fee payable to the association by the members.

Section 2.03. Termination; Reinstatement. Membership in the association may be terminated as follows:

(a) Membership in the association shall terminate in the event any member fails to meet the residency requirements.

(b) Membership in the association may be terminated by a member at any time by submission to the association at its registered office of a written notice of his or her desire to withdraw from membership specifying the date on which such termination shall become effective.

A former member shall be reinstated to membership upon requalification as a resident of the Neighborhood.

Section 2.04. Annual Meeting. An annual meeting of the members shall be held each calendar year, on the date and at the time and place set by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated as provided herein for any annual meeting of the members, or at any

adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2.05. Special Meeting. Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the Chair or by the Board of Directors, and shall be called by the Chair at the written request of not less than one-tenth of all the members of the association.

Section 2.06. Place of Meeting. The Board of Directors may designate any place within the State of Minnesota as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the association in the State of Minnesota.

Section 2.07. Notice. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the Chair or the Secretary, or the officer or persons calling the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the member register of the association with postage thereon prepaid.

Section 2.08. Quorum. Fifteen (15) members of the association, represented in person, shall constitute a quorum at any meeting of members. If less than fifteen (15) members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 2.09. Proxies. Voting by proxy shall not be permitted.

Section 2.10. Voting. Each member shall be entitled to cast one vote, in person, upon each matter submitted to a vote at a meeting of members.

Section 2.11. Voting for Directors. Each member shall be entitled to cast one vote, in person, for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

Section 2.12. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

## ARTICLE III

### Board of Directors

Section 3.01. General Powers. The business and affairs of the association shall be managed by its Board of Directors.

Section 3.02. Number, Tenure and Qualifications. The number of directors of the association shall be determined by the members, within a maximum of twenty and a minimum of three. Each director shall hold office for a one year or shorter term as may be specifically provided at the time of his or her election and until his or her successor is duly elected and has qualified. Each director shall be a natural person of full age and shall be a member of the association.

Section 3.03 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Minnesota, for the holding of additional regular meetings without other notice than such resolution.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the Vice Chair or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within the State of Minnesota, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.05. Notice. Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except when required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.06. Quorum. One-third of the number of directors fixed pursuant to section 3.02 hereof, but no fewer than three (3) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.08. Resignation. Any director may resign at any time by giving written notice to the Chair or the Secretary of the association. Any such resignation shall take effect at the time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.09. Removal. Any director may be removed, either with or without cause, at any time, by a vote of seventy five percent (75%) of the total number of Directors of the corporation voting at a special meeting called for that purpose.

Section 3.10. Vacancies. Any vacancy occurring on the Board of Directors because of death, resignation, removal, or increase in the number of directors or any other cause, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and each director so elected shall hold office for the unexpired term of his or her predecessor in office.

Section 3.11. Compensation. By resolution of the members, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No Director shall receive a salary as director. This Section 3.11 shall not preclude any director from serving the association in any other capacity and receiving compensation therefor.

Section 3.12. Presumption of Assent. A director of the association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.13 Informal Action by Directors. An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the members, such action may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the directors at which all directors were present.

## ARTICLE IV

### Executive Committee

The Board of Directors may at any time, by resolution adopted by two-thirds of the total number of directors, designate two or more of their number to constitute an Executive Committee, of which committee the Chair shall be one of the members and its chairman. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the association in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board; provided, that no rights of third parties shall be affected by any such revision or

alteration. Regular minutes of the proceedings of the Executive Committee shall be kept in a book provided for that purpose. Vacancies in the Executive Committee shall be filled by the Board of Directors. A majority of the committee shall be necessary to constitute a quorum, and in every case the affirmative vote of a majority of the members of the committee shall be necessary for the passage of any resolution. The Executive Committee may act by a written consent setting forth the action and signed by a quorum thereof although the committee has not formally convened. It shall fix its own rules of procedure, and shall meet as provided by such rules or by resolution of the Board of Directors, and it shall also meet at the call of the chairman or of any member of the committee.

## ARTICLE V

### Officers

Section 5.01. Number. The officers of the association shall be a Chair, a Secretary, a Treasurer, and, if the Board of Directors so elects, one or more Vice or Co Chairs. Each of the officers of the association shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Vice Chair, and the offices of Chair and Secretary.

Section 5.02. Election and Term of Office. The officers of the association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as maybe convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 5.03. Resignation. Any officer or agent may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chair or the Secretary of the association. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by a vote of the Board of Directors, and each officer so elected shall hold office for the unexpired term of his or her predecessor in office.

Section 5.06. Chair. The Chair shall be the principal executive officer of the association and, subject to the control of the Board of Directors, shall in general supervise and

control all of the business and affairs of the association. The Chair shall, when present, preside at all meetings of the members and, except as otherwise provided by resolution, at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall also be custodian of the corporate records.

Section 5.07. The Vice Chair. In the absence of the Chair or in the event of her or his death, inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs in the order designated by the Board of Directors) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Each Vice Chair shall have such powers and shall perform such duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 5.08. The Secretary. The Secretary shall: (a) keep the minutes of the members' and the directors' meetings in one or more books designated for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) keep a register of the names and addresses of all members of the association; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 5.09. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the association, receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the Chair or by the Board of Directors.

Section 5.10. Other Officers, Agents and Employees. The association may have such other officers, agents and employees as may be deemed necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such powers and duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 5.11. Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the association.

Section 5.12. Bond. The Board of Directors of the association shall from time to time determine which, if any, officers of the association shall be bonded and the amount of the bond.

## ARTICLE VI

### Contracts, Loans, Checks and Deposits

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances.

Section 6.02. Loan. No loans shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VII

### Fiscal Year

The fiscal year of the association shall begin on the first day of June and end on the thirty-first day of May, next succeeding.

## ARTICLE VIII

### Indemnification

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

## ARTICLE IX

### Seal

The association shall have no corporate seal.

## ARTICLE X

### Waiver of Notice

Whenever any notice is required to be given to any member or director of the association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Minnesota Nonprofit Association Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### Amendment

These Bylaws and the Articles of Incorporation may be altered, amended or repealed and new Bylaws or Articles of Incorporation may be adopted as follows:

(a) By the affirmative vote of a majority of the members voting on the proposed amendment or amendments, at any regular or special meeting of members, as provided by law; or,

(b) If the Board of Directors has been duly authorized by the members to exercise from time to time the power of amendment, by the affirmative vote of two-thirds of the directors who are present and entitled to vote on the proposed amendment or amendments, at any regular or special meeting of the Board of Directors, as provided by law.

Notice of the meeting of members or the Board of Directors and of the proposed amendment or amendments shall be given.

These amended and restated Bylaws were duly adopted at a meeting of the Board of Directors on the 2<sup>nd</sup> day of May, 2005

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Kathy Williams, Secretary