

BY-LAWS

UPPER LONG LAKE ESTATES ASSOCIATION

ARTICLE I

This Association shall be known as the Upper Long Lake Estates Association, and will hereafter be referred to simply as the "Association".

Revised as of
1-1-67

ARTICLE II

Purposes

The purposes of the Association shall be: (1) To improve and protect the property and property values of the members of the Association; (2) To uphold and enforce the Deed Restrictions as recorded for the Upper Long Lake Estates Subdivision and Upper Long Lake Estates Subdivision No. 1; (3) To develop and administer Lot 16, Lot 64 and Outlot B, as hereinafter provided; and (4) To promote fellowship of the members of the Association.

ARTICLE III

Membership and Membership Fees

Section 1. Eligibility.

All property owners in Upper Long Lake Estates Subdivision and Upper Long Lake Estates No. 1 Subdivision are eligible for membership in the Association.

Section 2. Attainment of Membership.

Application for membership in the Association shall be made in writing to the Board of Directors upon a form prepared and furnished by the Association, in which application the applicant shall agree:

- (A) To abide by the By-Laws of the Association and to support the purposes and principles for which this Association has been incorporated; and
- (B) To remit promptly all dues and assessments levied upon the Members.

An applicant who is eligible for membership becomes a Member in good standing of the Association upon filing his application, and payment of the initiation fee, annual dues, and any current assessment.

Section 3. Classes of Membership.

All Members of the Association are also members of either Group A, Group B, or Group C, defined as follows:

- (A) Group A Members are those Members who own one or more lake front lots; i.e., lots 9 through 15, inclusive, and 17 through 26 inclusive.

ARTICLE III - Continued

- (B) Group B Members are those Members who own one or more of the lots 1 through 8, inclusive, and 27 through 46, inclusive, and who thus have privileges on lot 16.
- (C) Group C Members are those Members who own one or more lots in Upper Long Lake Estates Subdivision No. 1, specifically lots #47 thru #103 inclusive, and who thus have privileges on Lot #64, and Outlot B.

Section 4. Membership Fees.

- (A) The initiation fee shall be five dollars (\$5.00), payable at time of application for membership.
- (B) The annual dues shall be as fixed by the Board of Directors from time to time, but not in excess of an amount previously authorized by the members, and shall be payable upon application for membership, and on the first day of June thereafter.
- (C) The Board of Directors shall have power to levy special assessments upon the Members of the Association, but only after prior sanction therefor has been obtained from the members by a two-thirds vote of those members present at a regular or special meeting duly called for the purpose, such special assessments to be employed for the general purposes of the Association, and for the benefit of the Members at large. No part of such assessment is to be employed for the improvement, protection, or upkeep of Lot 16, Lot 64 or Outlot B.
- (D) Special assessments may be levied from time to time upon either the Group A, Group B, or Group C Members as provided in Article IX.

ARTICLE III - Continued

- (E) There shall be no refund of dues or initiation fees upon the termination of membership.

Section 5. Voting.

Each member of this Association, in good standing, shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote. A member shall be deemed in good standing if he has maintained his eligibility for membership and is not in default in the payment of any sums due the Association for dues, assessments or otherwise. For the purpose of voting, membership shall be on a unit basis, that is, no member shall have more than one vote by reason of ownership of more than one parcel of land, and groups of persons owning land jointly by entireties or in common shall be treated as one member and have not more than one vote for such ownership. A husband and wife shall be treated as one member entitled to cast but one vote where the eligibility of either is dependent upon the status of the other.

ARTICLE IV

Meetings

Section 1. Place of Meeting.

Any or all meetings of the members, and of the Board of Directors, of this Association may be held at such place as the Board of Directors may from time to time determine.

Section 2. Annual Meeting.

An annual meeting of the members shall be held in each year on the third Thursday of September at 8:00 p.m., commencing in the year 1956, one of the purposes of which shall be the election of a Board of Directors.

Section 3. Notice of Annual Meeting.

At least ten (10) days prior to the date fixed by Section 2 of this Article for the holding of the Annual Meeting of members, written notice of the time, place and purpose of such meeting shall be distributed by the Secy. to each member entitled to vote at such meeting.

Section 4. Order of Business at Annual Meeting.

The order of business at the annual meeting of the members shall be as follows:

- (A) Roll call,
- (B) Reading notice and proof of distribution,
- (C) Reading of minutes of last preceding meeting,
- (D) Report of President,

ARTICLE IV - Continued

- (E) Report of Secretary,
- (F) Report of Treasurer,
- (G) Election of Directors,
- (H) Transaction of other business mentioned in the notice,
- (I) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

Section 5. Special Meetings of Members.

A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors or by twenty (20%) percent of the members in good standing. The method by which such meeting may be called is as follows:

Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or by twenty (20%) percent of the members in good standing, the Secretary or other member of the Board shall prepare, sign and mail the notices requisite to such meeting.

Section 6. Notice of Special Meeting of Members.

At least five (5) days prior to the date fixed for the holding of any Special Meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

ARTICLE IV - Continued

Section 7. Organization Meeting of the Board.

At the place of holding the Annual Meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 8. Regular Meetings of Board.

Regular meetings of the Board of Directors shall be held not less frequently than quarter-annually at such time and place as the Board of Directors shall from time to time determine. Written notice by mail of the time and place thereof shall be given to each director as the President in his discretion shall deem sufficient, but action taken at such meetings shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 9. Special Meetings of the Board.

Special meetings of the Board of Directors may be called by the president at any time by means of such notice of the time, place and purpose thereof to each director by mail, telephone, telegraph or otherwise as the president in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

ARTICLE IV - Continued

Section 10. Notices and Mailing.

All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as, "by order of the President," or, "by order of the Board of Directors," as the case may be) and shall bear the written, typewritten or printed signature of the Secretary or other member of the Board. Every notice shall be deemed duly served when the same has been deposited in the United States mail with postage fully prepaid, plainly addressed to the sender at his, her or its last address appearing upon the membership record of this Association.

Section 11. Waiver of Notice.

Notice of the time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by telegram, radiogram, cablegram, or other writing, either before or after such meeting has been held.

ARTICLE V

Quorum

Section 1. Quorum of Members.

Presence in person or by proxy of members representing forty (40%) percent of the members in good standing of this Association shall constitute a quorum at any meeting of the members.

Section 2. Quorum of Directors.

Seven of the Directors shall constitute a quorum, provided however, that if at any time the number of Directors is reduced to five or less, then a majority shall constitute a quorum. A director from each group must also be present to constitute a quorum.

ARTICLE VI

Voting, Elections and Proxies

Section 1. Who is Entitled to Vote.

The voting rights of the members shall be as fixed in Article III of these By-Laws and shall be exercised only at duly called and regularly held meetings of the members.

Section 2. Proxies

No proxy shall be deemed operative unless and until signed by the member and filed with one of the Members of the Board 24 hours prior to the meeting for which it is to be operative.

A proxy shall specify who may vote it, and must expressly designate the meeting at which it is to be operative. No proxy is valid for more than one meeting. A proxy shall be assumed to apply to all items on which a vote is taken at the designated meeting unless the member assigning his proxy otherwise defines in writing the authority he intends to delegate to his proxy. No proxy shall be exercised at any meeting at which the member signing the same is present. In case two or more persons are entitled to sign the proxy for one membership, the signature of one shall be deemed sufficient. In the event of a disagreement among the persons in common ownership representing one membership, the vote for such membership shall not be counted.

Section 3. Vote by Member Corporation.

Any Corporate member of this Association may cast its vote by action of its President or by a proxy appointed by him unless some other person shall be appointed to vote by resolution of the Board of Directors of such member corporation.

ARTICLE VII

Board of Directors

Section 1. Number and Term of Directors.

The business, property and affairs of this Association shall be managed by a Board of Directors composed of 11 persons who shall be members of the Association, three (3) of whom shall be selected from Group A members, four (4) of whom shall be selected from Group B members and four (4) of whom shall be selected from Group C members. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified. Election to the Board of Directors shall be by vote of the members at large.

Section 2. Classification of Directors.

At the first meeting of the Board of Directors, the three directors elected from Group A shall by drawing lots designate one of their number to a one-year term, another to a two-year term, and the third to a three-year term. At each annual meeting of the Association thereafter, a director shall be elected from the Group A members for a three-year term to succeed the director whose term then expires.

At the first annual meeting of the Board of Directors, the four directors elected from Group B shall by drawing lots designate two of their number to serve one-year terms, one to serve a two-year term, and the fourth to serve a three-year term. At each annual meeting of the Association thereafter, there shall be elected from Group B members either one or two directors for three-year terms to succeed the director or directors whose term or terms then expire.

At the first annual meeting of the Board of Directors, the four directors elected from Group C shall by drawing lots designate two of their number to serve one-year terms, one to serve a two-year term, and the fourth to serve a

Article VII - Continued

three-year term. At each annual meeting of the Association thereafter, there shall be elected from Group C members either one or two directors for three-year terms to succeed the director or directors whose term or terms then expire.

Nothing herein shall be construed to prevent the election of a director to succeed himself.

Section 3. Vacancies.

Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director during the unexpired term of the Director whose death, resignation or removal created the vacancy and until his successor has been elected.

Section 4. Power to Elect Officers.

The Board of Directors shall select a President, a Vice-President, a Secretary, and a Treasurer from among the Members of the existing Board.

Section 5. Power to Appoint Other Officers, Agents, and Committees.

The Board of Directors shall have power to appoint such other officers, agents, and committees as the Board may deem necessary for transaction of the business of the Association.

Section 6.

The three members of the Board selected from Group A, together with one member selected from Group B, and one member selected from Group C, shall constitute a standing committee to be known as the Group A Committee, to perform such functions as are described in Article IX.

The four members of the Board selected from Group B, together with one member

Article VII - Continued

selected from Group A, and one member selected from Group C, shall constitute a standing committee to be known as the Group B Committee, to perform such functions as are described in Article IX.

The four members of the Board selected from Group C, together with one member selected from Group A, and one member from Group B, shall constitute a standing committee to be known as the Group C Committee, to perform such functions as are described in Article IX.

Section 7. Removal of Officers and Agents.

Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the best interests of the Association will be served thereby.

Section 8. Power to Fill Vacancies.

The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 9. Delegation of Powers.

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Power to Appoint Executive Committee.

The Board of Directors shall have power to appoint by resolution an executive Committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

Article VII - Continued

Section 11. Power to Require Bonds.

The Board of Directors may require any officer or agent to file with the Association, a satisfactory bond conditioned for faithful performance of his duties, the cost of which shall be borne by the Association.

Section 12. Compensation.

Members of the Board of Directors and the officer and agents of the Association shall serve without compensation, except that in the discretion of the Board there may be an officer designated as Executive Secretary who shall serve at the pleasure of the Board and at such compensation as it may from time to time fix and determine.

ARTICLE VIII

Officers

Section 1. President.

The President shall be selected by and from the membership of the Board of Directors. He shall be the Chief Executive Officer of the Association. He shall preside over all meetings of the Board and of the members. He shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board and membership are carried into effect. He shall be ex-officio a member of all standing committees, except the Group A Committee and the Group B Committee, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall make an Annual Report to the membership.

Section 2. Vice-President.

The Vice-President shall be chosen from the membership of the Board and shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Secretary.

The Secretary shall preserve in books of the Association true minutes of the proceedings of all meetings. He shall safely keep in his custody the seal of the Association, and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by law, or resolution.

Section 4. Executive-Secretary.

When and if designated by the Board, the Executive-Secretary shall perform such duties of the Secretary or such other duties as may be from time to time assigned him by the Board. He shall be ex-officio a member of all committees and boards.

Article VIII - Continued

Section 5. Treasurer.

The Treasurer shall have custody of all Association funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, and shall render an account of all his transactions as Treasurer, and of the financial condition of the Association whenever requested by the President or the Board of Directors. He shall furnish a bond in such form and amount, and with such sureties as required for the faithful performance of the duties of his office, the cost of which shall be borne by the Association. He shall make a report to the membership at the Annual Meeting.

ARTICLE IX

Section 1. Group A Committee.

The Group A Committee shall meet from time to time as required to draft regulations regarding the use of the beaches, and the construction and placement of docks, floats, and rafts in the water adjoining the beaches, of lots 9 through 15 and lots 17 through 26; and such other matters as directly and specifically affect Group A members. The regulations proposed by this Committee, upon approval of a majority of the Group A members, shall be submitted to the membership of the Association for approval, and upon receiving a vote of two-thirds of the members present and voting at a regular or special meeting, such regulations become valid and binding upon the members with the same force and effect as the By-Laws of this Association.

The Group A Committee may from time to time levy an assessment upon the Group A members, subject to the approval of two-thirds of the Group A members at a special meeting called for the purpose, for purposes deemed beneficial specifically to the property owners of Group A. Such assessments shall be payable to the Treasurer of the Association, to be kept apart from the general funds of the Association, and to be expended for only the purposes designated by the Group A Committee. Members must pay such assessments on or before the due date to remain in good standing in the Association.

Section 2. Group B Committee.

The Group B Committee shall meet from time to time as required to draft regulations regarding the improvement, maintenance, use, and protection of Lot 16, including the beach and water adjoining Lot 16; and such other matters as directly and specifically affect Group B members. The regulations proposed by this Committee, upon approval of a majority of the Group B members, shall be

Article IX - Continued

submitted to the membership of the Association for approval, and upon receiving a vote of two-thirds of the members present and voting at a regular or special meeting, such regulations become valid and binding upon the members with the same force and effect as the By-Laws of this Association.

The Group B Committee may from time to time levy an assessment upon the Group B members, subject to the approval of two-thirds of the Group B members at a special meeting called for the purpose, for purposes deemed beneficial specifically to the Group B property owners, and particularly to improve the utility of Lot 16. Such assessments shall be payable to the Treasurer of the Association, to be kept apart from the general funds of the Association, and to be expended for only the purposes designated by the Group B Committee. Members must pay such assessments on or before the due date to remain in good standing in the Association.

Section 3. Group C Committee.

The Group C Committee shall meet from time to time as required to draft regulations regarding the improvement, maintenance, use, and protection of Lot 64, and Outlot B, including the beach and water adjoining Lot 64 and Outlot B; and such other matters as directly and specifically affect Group C members. The regulations proposed by this Committee, upon approval of a majority of the Group C members, shall be submitted to the membership of the Association for approval, and upon receiving a vote of two-thirds of the members present and voting at a regular or special meeting,

Article IX - Continued

such regulations become valid and binding upon the members with the same force and effect as the By Laws of this Association.

The Group C Committee may from time to time levy an assessment upon the Group C members, subject to the approval of two-thirds of the Group C members at a special meeting called for the purpose, for purposes deemed beneficial specifically to the Group C property owners, and particularly to improve the utility of Lot 64, and or Outlot B. Such assessments shall be payable to the Treasurer of the Association, to be kept apart from the general funds of the Association, and to be expended for only the purposes designated by the Group C Committee. Members must pay such assessments on or before the due date to remain in good standing in the Association.

ARTICLE X

Execution of Instruments

Section 1. Checks, etc.

All checks, drafts and orders for payment of money shall be signed in the name of the Association by an officer or officers designated by the Board.

Section 2. Contracts, Conveyances, etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President and the Secretary may execute the same in the name and on behalf of this Association, and may affix the Association seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Association.

ARTICLE XI

Regulation, Removal and Resignation of Members

Section 1. Expulsion of Members.

Any member may be removed from membership by a majority vote of the members present at any regular meeting, or at any special meeting of the members called for the purpose, for conduct deemed prejudicial to the best interests of the Association and members thereof, or for violation of any of the By-Laws, Rules or Regulations of the Association, provided however, that such member shall have first been served with written notice of the specific accusations against him at least ten days prior to the meeting wherein the matter is to be considered, and shall have been given an opportunity to produce his witnesses, if any, and to be heard at the meeting at which such vote is taken.

Section 2. Resignation of Members.

Any member may resign from membership in this Association by written notice to the Board of Directors and payment of all obligations due the Association, provided however, that if such written notice specifies as the reason for resignation an objection to any special assessment levied within the preceding sixty days or such longer time as may be authorized by the Board for cause shown, then such member may resign without being obligated to pay such assessment.

Section 3. Membership Responsibility.

Membership in this Association shall be by individual, firm or corporation, each of whom shall be held responsible to the Association for infringements of the By-Laws, Rules and Regulations of the Association by their co-partners, associates in business, or employees.

Article XI - Continued

Section 4. Good Standing.

Any member of the Association shall be considered to be in good standing who is not under sentence of suspension or expulsion and who is not in arrears in dues or assessments, for a period of sixty (60) days.

Section 5. Obligation of Members.

All members shall, upon election to membership, be bound by the Articles of Incorporation, By-Laws, Rules and Regulations of the Association.

Section 6. Ineligibility of Members.

Any member who becomes ineligible for membership as provided in Article III hereof shall automatically cease to be a member of this Association.

ARTICLE XII

Section 1. Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XIII

Amendments to By-Laws

Section 1.

The By-Laws may be amended, altered or repealed at any regular meeting or at any special meeting of the members of the Association called for that purpose by a two-thirds (2/3) majority of the members voting. Proposed amendments to these By-Laws shall be filed with the Secretary, and spelled out in detail in the notice of the meeting at which they are to be considered. An amendment shall be adopted in the form proposed and shall not be modified, added to, or have deletions made therefrom before adoption. If a proposed amendment fails in passage it shall not be resubmitted for a period of six months.

ARTICLE XIV

Miscellaneous

Section 1.

As used in these By-Laws, wherever the context requires, the singular shall include the plural, and the male gender shall include the female and neuter genders.