

BYLAWS OF
FOREST LAKE SPORTSMENS CLUB OF FOREST LAKE, MINNESOTA
ADOPTED February 18, 2016

**ARTICLE I
DIRECTORS**

Section 1. The business and charitable affairs of this corporation shall be managed by and under the direction of a Board of Directors ("Board"), subject to the rights of the members as provided by the Articles of Incorporation or by law.

Section 2. The Board shall consist of seven (7) members

Section 3. Membership in this corporation in good standing for a minimum of 1 year prior to either election or appointment to the Board in this corporation shall be a necessary qualification for any member of the Board.

Section 4. The term for a position as a director shall be two (2) years. No individual may hold a position as a director for more than six (6) consecutive years. Following such consecutive six-year period, after an additional period of one year, an individual may be appointed or elected back to the Board.

Section 5. A member of the Board may resign at any time by mailing or delivering written notice to this corporation at its registered office. The resignation is effective immediately without acceptance unless a later effective time is specified in the notice.

Section 6. Any member of the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the remaining members of the Board. Any or all of the Board members may be removed at any time with cause, by the affirmative vote of the holders of a majority of the voting power of the membership shares of this corporation entitled to vote. Any Board member who does not attend a meeting in which a vote for removal is exercised shall be deemed to have voted to retain the Board member(s).

Section 7. Vacancies on the Board resulting from the death, resignation, removal, disqualification of a director, or otherwise, may be filled by appointment by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Each director appointed under this section to fill a vacancy shall hold office until the earlier of (i) expiration of the term for that vacated director's position; or (ii) a successor director is elected by the members to complete the term of the vacated director's term at the next annual meeting. If the term of the vacated director would have exceeded such annual meeting, the members shall, at such annual meeting, elect a director to finish the term of the vacated director, which may or may not be the individual appointed by the Board to fill the vacant Board position.

Section 8. Meetings of the Board shall be held monthly or at such other intervals and from time to time at any time and place that the Board may select. The meetings shall be held at the offices of the corporation near Forest Lake, Minnesota, unless otherwise designated by a majority of the members of the Board.

Section 9. The President or any member of the Board may call a meeting of the Board by giving five (5) days notice to all Board members of the date, time and place of the meeting. If the date, time and place of a meeting of the Board have been announced at the previous meeting of the Board, no additional notice of such meeting is required. Notice of a meeting of the Boards need not state the purpose of the meeting.

Section 10. A director may orally or in writing waive notice of meeting of the Board before, at, or after such meeting. Attendance by a Board member at a meeting of the Board is also a waiver of notice of such meeting, except where the director appears and objects at the beginning of the meeting because the meeting is allegedly not lawfully called or convened and does not participate thereafter in the meeting.

Section 11. At least four of the Board members currently holding office must be present at a meeting in order to attain a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, as long as there remain at least four Board members, the Board members who are in attendance at such meeting may continue to transact business until adjournment. The Board shall not conduct business with fewer than four Board members.

Section 12.. Except where a larger proportion or number is required by law, the Board may take action by the affirmative vote of a majority of directors present at a duly held meeting.

Section 13. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its taken and effective date, except that failure to provide such notice does not invalidate the written action. Electronic mail of motions and votes done outside of meetings constitute written and signed action by directors. These motions and actions are subject to the bylaws where applicable and shall be recorded and denoted as written actions outside of a meeting in the minutes of the next meeting of the Board.

Section 14. The Board, by the affirmative vote of a majority of its members, may establish one or more committees having the authority of the Board in the management of the business and affairs of this corporation. A committee may consist of three (3) or more natural persons, who need not be Board members, appointed by an affirmative vote of a majority of the directors present. A majority of the members of a committee shall constitute a quorum for the transaction of business. Minutes, if any, of committee meetings shall be made available upon request to other members of the committee and to all members of the Board.

Section 15. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee unrelated to service as a director, and directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 16. Directors are expected to attend a minimum of 2 meetings per annual quarter, based on year commencing March 1. Any director not fulfilling such attendance requirement may, in the discretion of the Board, be removed by majority vote of the Board. Any vacancy resulting therefrom shall be filled pursuant to Section 7 above. The Board may, in its discretion, adopt additional rules concerning attendance policies not inconsistent with the foregoing.

ARTICLE II OFFICERS

Section 1. The officers of this corporation shall consist of four (4) members of the Board and shall be elected by a majority vote of the Board. The officers shall include a president, a vice president, a secretary, a treasurer, and such other officers as the Board may, from time to time, appoint. No individual may hold two or more officer positions at the same time. Additionally, the remaining members of the Board may be appointed to specific roles at the Board's request. These roles are subject to change over time as activities and interests at the club change.

Section 2. The president shall be the chief executive officer of this corporation and shall have responsibility for the general active management of its business. The president shall preside at all meetings of the Board and all general meetings of the members and shall see that all orders and resolutions of the Board are carried into effect. The president shall have the general powers and duties usually vested in the office of a president or chief executive officer of a corporation and shall have such other powers and perform such other duties as may from time to time be prescribed by the Board.

Section 3. The vice president shall preside at all meetings of the Board and all general meetings of the Members in the absence of the president and shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or by the president.

Section 4. The secretary shall attend all meetings of the Board and of the Members and record all votes and minutes of all proceedings of the Board and of the Members in a book to be kept for that purpose, and shall keep the stock books of this corporation. He or she shall give or cause to be given notice of all meetings of the Board and of the members and shall perform such other duties as may from time to time be prescribed by the Board or by the president.

Section 5. The treasurer shall be the chief financial officer of this corporation and shall have the care and custody of the corporate funds and securities and shall disburse the funds of this corporation as may be ordered from time to time by the Board. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to this corporation and shall deposit all monies and other valuable effects and all securities of this corporation in the name and to the credit of this corporation in such depositories as may be designated from time to time by the Board. The treasurer shall make, execute and endorse all checks and other commercial paper on behalf of this corporation. The treasurer shall report the financial condition of the corporation upon request of the Board or the president and shall perform such other duties as may from time to time be prescribed by the Board or the president.

Section 6. The president shall remain on the board as a non-voting member, president emeritus, for a term of one (1) year following the end of the presidential term to provide guidance and continuity to the voting members of the Board with respect to historical and strategic matters. The president emeritus shall be included in all meetings and communications between voting members of the Board.

ARTICLE III SHARES AND MEMBERS

Section 1. The certificates representing membership shares of this corporation shall be numbered and shall be entered on the books of this corporation as they are issued. They shall show the holders name and address and shall be signed by the president and counter signed by the secretary and shall have the corporate seal, if any, of this corporation affixed thereto.

Section 2. This corporation shall be entitled to treat the holder of record of any share or shares as the Member in fact thereof for all purposes whatsoever and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any person except as may be expressly provided by the laws of the State of Minnesota.

Section 3. Transfer of shares shall be made on the books of this corporation only by the order of the person named in the certificate representing such shares or by a power of attorney lawfully constituted in writing. No transfer of shares shall be made unless the certificate representing such shares is surrendered to this corporation.

Section 4. Any person claiming a certificate to be lost or destroyed shall make an affidavit of that fact and present the same in such manner as the Board may require and shall, if the Board members so require, give to this corporation a bond of indemnity in form and with one or more sureties satisfactory to the Board in any amount double the value of the stock represented by said certificate, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed.

Section 5. This corporation shall not pay dividends to its members.

Section 6. The annual meeting of the members shall be set by the Board at a place and time between February 15 and before the end of February each year. At each annual meeting of the members, there shall be an election of Board members whose terms have expired or who have been appointed pursuant to Article II, Section 7 above. Any business appropriate for action by the membership may also be conducted at the annual meeting. Notice containing the date, time and place of such meeting shall be given at least ten (10) and not more than sixty (60) days before the date of the meeting. If a regular meeting of the members has not been held during the preceding fifteen (15) months, at least 90 members with voting rights, or 15% of the members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the president or the treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.

Section 7. Special meetings of the members may be called for any purpose at any time by the president, the treasurer or two (2) or more members of the Board. Special meetings of the members may also be called by members holding 15% or more of the outstanding member shares of this corporation. Notice setting forth the date, time and place of a special meeting and a statement of the purposes of the meeting shall be given to all members holding shares of this corporation at least ten (10) days and not more than sixty (60) days of the date of the meeting. The business transacted at a special meeting shall be exclusively limited to the purposes stated in the notice of the meeting. Any business transacted at a special meeting that is not included in those stated purposes is avoidable by or on behalf of this corporation, unless all members have waived notice of the meeting to the extent permitted by law.

Section 8. A member may orally or in writing waive notice of a meeting of the members before, at or after such meeting. Attendance by a member at a meeting is also a waiver of notice of such meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and does not participate thereafter in the meeting.

Section 9. A quorum for the transaction of business at a meeting of the members shall be fifteen percent (15%) of the members. If a quorum is present when a duly called or held meeting, including the annual meeting, is convened, the members who are in attendance at such meeting may continue to transact business until adjournment even though the withdrawal of a number of members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 10. 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 shares present and entitled to vote at a duly held meeting.

ARTICLE IV NOTICE

Whenever under the provisions of these Bylaws, notice is required to be given to any Board member, officer, committee member or general member, such notice is deemed to have been given when mailed to the person at an address designated by the person or at the last known address of the person or when communicated to that person orally, or when handed to the person, or when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office, or when left at the dwelling house or usual place of abode of the person or with some person of suitable age and discretion then residing therein. Notice by mail is deemed given when deposited in the United States mail with sufficient postage affixed.

ARTICLE V INDEMNIFICATION

To the extent permitted by law, any former or present Board member or officer of this corporation who was or is a party or is threatened to be made a party to any proceeding, wherever, and by whomever brought, by reason of his or her former or present office capacity as an Board member or officer of this corporation shall be indemnified by this corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding unless such Board member or officer shall be shown to have acted fraudulently or illegally. Such reimbursement shall be made in advance of the final disposition of the proceeding to the extent provided by law. Except as expressly provided herein, no other person shall be indemnified by the corporation for expenses incurred in connection with a law suit.

ARTICLE VI MISCELLANEOUS

Section 1. This corporation shall have no corporate seal.

Section 2. All proper and necessary books of account and other books necessary to a full and complete record of the business transaction of this corporation shall be kept in such a manner as is usual in like corporations or as shall be directed by the Board.

Section 3. All checks, promissory notes, and other commercial paper and all other contracts necessary or proper to be executed in the current business of this corporation may be signed by such officer or officers or such person or persons as the Board shall by resolution from time to time authorize for that purpose.

Section 4. Subject to the restrictions set forth below, these Bylaws may be amended or altered by the vote of a majority of the Board present at any meeting, provided that notice of such proposed amendments shall have been given and the notice given to the directors of such meeting. Such authority of the Board is subject to the power of the Members to change or repeal such Bylaws as prescribed by statute, and subject to any other limitations on such authority prescribed by statute.

Section 5. These Bylaws shall control and completely restate and amend all previous Bylaws of this Corporation, including any amendments thereto.

Section 6. Notwithstanding, and specifically limiting the foregoing and the balance of these Bylaws, the Board of Directors of this corporation shall not, without an affirmative vote by a majority of the Members of this corporation, have the authority to:

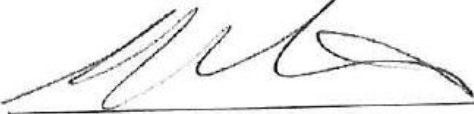
- a. Enter into any contract, for service or otherwise, that runs for period greater than two years;
- b. Enter into any contract that obligates the corporation to more than \$50,000;
- c. Encumber by mortgage or other lien any real property of the corporation;
- d. Sell, transfer or assign any real estate, or interest therein, owned by this corporation;
- e. Change the number of members required for a quorum;
- f. Sell, transfer or assign any portion of the assets exceeding \$50,000 of this corporation; or
- g. Dissolve this corporation.

These Bylaws shall control and completely restate and amend all previous Bylaws of this corporation, including any amendments thereto.

The undersigned hereby executes these Bylaws and certifies that they were adopted by FOREST LAKE SPORTSMENS CLUB OF FOREST LAKE, MINNESOTA, a nonprofit corporation incorporated under the laws of the State of Minnesota, and effective as of

3/6/16

Date



Secretary

Roger P. Wilson