

**BYLAWS**  
**LONG LAKE AREA ASSOCIATION (HUBBARD COUNTY)**  
**FOUNDATION**

**ARTICLE I - OBJECTIVES**

Section 1.1. Objectives. The objectives of this Long Lake Area Association (Hubbard County) Foundation (“Foundation”) shall be as established in the Foundation's Articles of Incorporation.

Section 1.2. Not for Profit. This Foundation is not organized for profit or organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will inure to the benefit of any member or individual.

Section 1.3. Purpose. The Foundation is organized exclusively for charitable, scientific, and educational purposes.

The purpose of this corporation is to provide financial support to protect, preserve, and enhance the quality of Long Lake (located in Hubbard County, Minnesota) and its environs, including, but not limited to its water quality and fishery by (i) improving the understanding of the various threats through educational programs and studies, (ii) taking action to protect against activities or conditions that could pollute, impair or destroy water and land resources, including, but not limited to, aquatic invasive species, unsound growth and development and poor land use and environmental policies, and (iii) engaging in charitable activities and projects such as testing and improving water quality, pest and insect control, weed control and protection of shorelines from erosion.

Section 1.4. Terms and Definitions.

1.4.1. “Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

1.4.2. “Foundation” means the Long Lake Area Association (Hubbard County) Foundation.

1.4.3 “Long Lake Area Association (Hubbard County), Inc.” means the “LLAA.”

## **ARTICLE II - OFFICES**

Section 2.1. Principal Office. The principal office of the Foundation in the State of Minnesota shall be located at 14388 Chippewa Loop, Park Rapids, MN 56470. The Foundation may have other offices, either within or without the State of Minnesota, as the Board of Directors may determine, or as the affairs of the Foundation may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Foundation shall have and continuously maintain in the State of Minnesota a registered office and may have a registered agent. The registered office may be, but need not be, the same as its principal office in the State of Minnesota. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Board of Directors by compliance with the applicable provisions of the Minnesota Nonprofit Corporation Act.

## **ARTICLE III - MEMBER**

Section 3.1. Classes of Members. The Foundation shall have one member, which shall be the Long Lake Area Association (Hubbard County), Inc. ("LLAA").

Section 3.2. Voting Rights. The LLAA shall be entitled to one vote on each matter submitted to a vote of the LLAA.

## **ARTICLE IV - MEETINGS OF THE FOUNDATION**

Section 4.1. Annual Meeting. The day, time, and location of the annual meeting of the Foundation will be set by the Board of Directors of the LLAA for the purpose of electing directors and conducting any other needed business of the Foundation. In the event the Board of Directors does not fix a day and time for the annual meeting of the Foundation for any year prior to the first day of March of that year, the annual meeting of the Foundation for that year shall be held at the same time as the annual meeting of the Board of Directors of LLAA.

Section 4.2. Special Meetings. Special meetings of the Foundation, for any purpose or purposes, may be called by the President or by a majority of the LLAA Board of Directors, and shall be called by the President at the request of the Foundation.

Section 4.3. Place of Meeting. The LLAA Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting of the Foundation called by the Board of Directors or the President. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be remotely in an electronic format.

Section 4.5. Informal Action by the Foundation. Any action required or permitted by law to be taken at a meeting of the Foundation may be taken without a meeting or vote if consent in writing setting forth the action taken shall be signed and dated by the Foundation.

## **ARTICLE V – FOUNDATION BOARD OF DIRECTORS**

Section 5.1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors.

Section 5.2 Number, Tenure, Qualifications and Election.

- a. The number of Directors shall be determined by the Board of Directors but shall not be more than seven (7) people, nor less than three (3) people.
- b. Except for the initial terms of the Directors, each Director shall hold office for a term of one (1) year and until his or her successor shall have been elected.
- c. Each Director shall be elected by the LLAA. In electing Directors, LLAA may seek recommendations from the Foundation's Board of Directors or a committee of the Board. The President of LLAA shall serve as the President of the Foundation.

Section 5.3. Regular Meetings. If not otherwise held at a time and place selected by the Board of Directors, 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 the LLAA. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution. Meetings may be held remotely by video conference or phone call.

Section 5.4. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meetings of the Board of Directors called by them.

Section 5.5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, or via electronic transmission (email) to each Director at such Director's address as shown by the records of the Foundation. Such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need to be specified in the notice or waiver of notice of such meeting.

Section 5.6. Quorum. A majority of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. If a

quorum is not present at any meeting of the Board of Directors, a majority of the Directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

Section 5.7. Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.8. Vacancies. Any vacancy occurring on the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of Directors, shall be filled by appointment by the LLAA. A Director appointed to the Board shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship.

Section 5.9. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Foundation or from serving the Foundation in any other capacity and receiving reasonable compensation.

Section 5.10. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing or by email, setting forth the action so taken, shall be signed by all of the Directors entitled to vote. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Written or email consents may be delivered to the Foundation by electronic transmission. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Foundation prior to the delivery to the Foundation of unrevoked written or emailed consents signed by all of the Directors.

Section 5.11. Remote Communications for Meetings. To the extent determined by the Board, an annual or special meeting may be held solely by one or more means of remote communication, if notice of the meeting is given to the Board and if the meeting has sufficient attendance to constitute a quorum. Participation by that means constitutes presence at the meeting in person if all of the requirements of these Bylaws and applicable laws are met. All persons participating in the meeting must be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article IX of these Bylaws.

Section 5.14. Removal. A Director may be removed from the Foundation Board by the LLAA without cause. A Director may be removed by the LLAA whenever in its judgement the best interest of the Foundation would be served by such Director's removal. Failure to attend more than two (2) consecutive Foundation meetings may be grounds for the replacement of such a Director. Also, Foundation board members are responsible for attending to matters of the board in a timely, conscientious manner.

Non-responsiveness to communications, voting, and engaging in the work of the board are also grounds for replacement.

## **ARTICLE VI - OFFICERS**

Section 6.1. Officers. The officers of the Foundation shall be a President, a Secretary and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors and shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 6.2. Election and Term of Office. The term of each of the officers shall be one year. Each officer, other than the President, shall be elected annually by the LLAA Board of Directors at the regular annual meeting of the LLAA Board of Directors. The President of LLAA shall serve as the President of the Foundation. New offices may be created and filled at any meeting of the Board of Directors. 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 6.3. Qualifications. A person does not need to be a member of the Foundation Board of Directors to serve as an officer.

Section 6.4. Resignation and Removal. An officer may resign at any time by delivering notice to the LLAA Board of Directors or its Secretary. A resignation is effective when notice is delivered unless the notice specifies a later effective date. Any officer may be removed by a vote of a majority of the members of the LLAA Board whenever in their judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the LLAA Board of Directors for the unexpired portion of the term.

Section 6.6. President. The President shall preside at all meetings of the Foundation Board of Directors. He or she may sign, with the Treasurer or Secretary or any other proper officer of the Foundation 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 or by statute to some other officer or agent of the Foundation, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.7. Secretary. The Secretary, or their delegate shall keep the minutes of the meetings of the Foundation Board of Directors in one or more books provided for that purpose and 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 President or by the Board of Directors.

Without limiting the foregoing, the Secretary shall be responsible for maintaining and authenticating the following records: (i) minutes of all meetings of the LLAA and Board of Directors; (ii) all actions taken by the LLAA or Board of Directors without a meeting; (iii) all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Foundation; (iv) Articles or Restated Articles of Incorporation and all amendments to them currently in effect; (v) Bylaws or Restated Bylaws and all amendments to them currently in effect; (vi) all written communications to the Member within the past three years, including the financial statements furnished for the past three years; (vii) list of names and business addresses of the current directors and officers; and (viii) the Foundation's most recent report delivered to the Secretary of State.

Section 6.8 Treasurer. If required by the Board of Directors, the Treasurer may give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by the Foundation. He or she shall have charge and custody of and be responsible for all funds and securities of the Foundation, and shall receive and give receipts for moneys due and payable to the Foundation and from any source whatsoever and deposit all such moneys in the name of the Foundation in such banks or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws.

Section 6.9 Voting of Shares Owned by the Foundation. Subject always to the specific directions of the LLAA Board of Directors, any share or shares of stock issued by any other corporation and owned or controlled by the Foundation may be voted at any shareholders' meeting of such other corporation by the President of the Foundation if he or she be present, or in his or her absence by the Secretary or Treasurer of the Foundation. Whenever, in the judgment of the President, or in his or her absence the Secretary or Treasurer, it is desirable for the Foundation to execute a proxy or give a shareholders' consent in respect to any share or shares of stock issued by any other corporation and owned by the Foundation, such proxy or consent shall be executed in the name of the Foundation by the President or the Secretary or Treasurer of the Foundation and shall be attested by the Secretary or Treasurer of the Foundation without necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of the Foundation shall have full right, power and authority to vote the share or shares of stock issued by such other corporation and owned by the Foundation the same as such share or shares might be voted by the Foundation.

## **ARTICLE VII - COMMITTEES**

Section 7.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more

committees, each of which shall have at least one person who is a Director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approve, or recommend to the member dissolution, merger, or sale, pledge, or transfer of all or elect, appoint, or remove Directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Articles of Incorporation or Bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. Each committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request.

Section 7.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be appointed by the President for such purposes and for such duration as the President may from time to time designate. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Foundation shall be served by such removal. The President may terminate any committee so appointed as the President deems appropriate.

Section 7.3. Term of Office. Except as otherwise provided by the Board of Directors in the resolution appointing a committee member as provided in Section 7.1 of these Bylaws or by the President in appointing a committee member as provided in Section 7.2 of these Bylaws, each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.5. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.6. Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7.7. Informal Action. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if consent in writing or by email, setting forth the action so taken, shall be signed by all of the members of the committee. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date. Written or email consents may be delivered to the Foundation by electronic transmission. Consent documents may be signed in multiple counterparts, all of which taken together, constitute one document.

A committee member's consent may be withdrawn by revocation signed by the committee member and delivered to the Foundation prior to the delivery to the Foundation of unrevoked written consent signed by all of the committee members.

Section 7.8. Remote Communications for Committee Meetings. Members of the committee may participate in a meeting of the committee by one or more means of remote communication. All persons participating in the meeting must be able to hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article IX of these Bylaws

## **ARTICLE VIII - CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS**

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and consented to by the LLAA Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks or other depositories as the Board of Directors may elect.

Section 8.5. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or device consistent with the objectives of the Foundation.

## **ARTICLE IX - BOOKS AND FINANCIAL RECORDS**

Section 9.1. Books and Records Maintained. The Foundation shall keep correct and complete books and records, including financial records of account and shall also keep minutes of the proceedings of its LLAA, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the name and address of the member entitled to vote.

Section 9.2. Inspection. All books, records and financial records of the Foundation may be inspected by the LLAA, or its agent or attorney, for any proper purpose at any reasonable time.

Section 9.3. Audit. The Board of Directors may have the books, records and financial records of accounts of the Foundation audited by a certified public accountant as required by law and shall present the report at the annual meeting of the LLAA.

## **ARTICLE X - FISCAL YEAR**

Section 10.1. Fiscal Year. The fiscal year of the Foundation shall begin on January 1 of each year and shall end on December 31 of each year.

## **ARTICLE XI - MISCELLANEOUS**

Section 11.1. Facsimile and Electronic Signatures. To the fullest extent permitted by applicable law, any signature required or permitted in these Bylaws or for any official action of the corporation, including but not limited to resolutions, consents, waivers, meeting notices, and contracts, may be executed or delivered (i) in writing on paper, (ii) by facsimile transmission, (iii) through email approval that clearly identifies the sender and intent to approve, or (iv) via other reliable forms of electronic signature (i.e., DocuSign, Adobe Sign, typed name in an email reply). Such signatures shall be deemed valid and binding with the same force and effect as an original, handwritten signature and shall be effective for all corporate purposes. The Foundation may rely on electronic communications to the same extent as paper originals, provided the appropriate records are retained for documentation and audit purposes.

Section 11.2. Corporate Seal. The Foundation shall not adopt an official seal.

Section 11.3. Corporate Records. The financial records and other documents of the Foundation shall be kept at the principal office of the Foundation or otherwise made available to the LLAA by electronic means.

Section 11.4. LLAA's Right to Information.

- a. The LLAA is entitled to inspect and copy, any of the following records of the Foundation: (i) Articles or Restated Articles of Incorporation and all amendments currently in effect; (ii) Bylaws or Restated Bylaws and all amendments currently in effect; (iii) minutes of all LLAA's meetings and records of all action taken by the LLAA without a meeting; (iv) all written communications to the LLAA; (v) a list of the names and business addresses of the Foundation's current Directors and officers; (vi) the Foundation's most recent report delivered to the Minnesota Secretary of State; and (vii) accounting records of the Foundation; provided the LLAA shall have given the Foundation written notice of the LLAA's demand at least ten (10) business days before the date on which the LLAA wishes to inspect and copy.

- b. Upon written request from the LLAA, the Foundation, at its expense, shall furnish to the LLAA the annual financial statements of the Foundation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.
- c. The Foundation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the LLAA. The charge shall not exceed the estimated cost of production or reproduction of the records.

Section 11.5. Director's Access to Records. A Director is entitled to inspect and copy the books, records, and documents of the Foundation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Foundation.

## **ARTICLE XII - INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 12.1. Insurance. The Foundation may purchase and maintain insurance, at its expense, to protect the Foundation and any person who is or was a director, officer, employee or agent of the Foundation, or of any subsidiary of the Foundation, or is or was serving as a member of a committee of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether nonprofit or for profit), or employee benefit plan against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article, the Minnesota Nonprofit Corporation Act, or otherwise.

Section 12.2. Indemnification. The Foundation's obligation to make indemnification and pay expenses pursuant to the Articles of Incorporation shall be in excess of any insurance purchased and maintained by the Foundation as provided in the Articles of Incorporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to Section 12.1 are paid on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Foundation's obligation to such person to make indemnification and pay expenses pursuant to the Articles of Incorporation.

## **ARTICLE XIII - AMENDMENTS TO BYLAWS**

Section 13.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of the entire Foundation Board at a meeting of the Board of Directors, provided, however, that any such alteration, amendment or repeal is not effective unless and until approved in writing by the Member by a vote of the LLAA Board of Directors. Notice of the meeting setting forth the

proposed amendment or a summary of the changes to be effected thereby shall be given to each Director, and to the member of the Foundation, at least ten (10) days prior thereto by written notice delivered personally or sent by mail or electronic transmission to each Director and the LLAA at the addresses as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, or when successfully transmitted electronically.

#### **ARTICLE XIV - DISSOLUTION**

Section 14.1. Distribution Upon Dissolution. Upon the dissolution of the Foundation or in the event it ceases to carry out the objects and purposes herein set forth, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Foundation, may make distributions to another organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or may make distributions to its Member as permitted by the Minnesota Nonprofit Corporation Act and the applicable sections of the Internal Revenue Code.

LONG LAKE AREA ASSOCIATION (HUBBARD COUNTY) FOUNDATION

Signed By:Carolynne White, SECRETARY

Adopted May 28, 2026