

BY-LAWS  
OF  
WILDERNESS PARK HOMEOWNERS ASSOCIATION

ARTICLE I.  
NAME AND LOCATION

The name of the corporation is Wilderness Park Homeowners Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at Leader, Minnesota, but meetings of members and directors may be held at other places within the State of Minnesota as may be designated by the Board of Directors.

ARTICLE II.  
DEFINITIONS

Section 1: "Association" shall mean and refer to Wilderness Park Home Owners Association, a Minnesota non-profit corporation, its successors and assigns.

Section 2: "Wilderness Park" shall mean and refer to all properties subject to the Declaration of Covenants, Conditions and Restrictions ("Declaration"), as therein described.

Section 3: "Common Properties" and/or "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the owners, as described in the Declaration.

Section 4: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat described in Exhibit "A" attached to and made a part of the Declaration, with the exception of the Common Properties.

Section 5: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon Wilderness Park, but notwithstanding any applicable theory of mortgage shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 6: "Present Owner" shall mean and refer to the owner of record (other than Wilderness Park, Inc.) or purchaser as vendee of Lot situate in the Existing Property, as defined in Section 1 of Article II of the Declaration.

Section 7: "Co-Owners" shall mean and refer to all persons, whether natural or legal, owning any estate or having any interest in the same lot, including but not limited to joint tenants, tenants in common, life tenant and remainderman, lessor and lessee, and contract for deed vendor and vendee, who shall be considered a single owner.

Section 8: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9: "Recreational Facility" shall mean and refer to structures, buildings and personal property, whether attached to detached from the Common Areas, acquired by the Association for the use and enjoyment of the Owners, including but not limited to the Clubhouse, swimming pool and ski hill, and structures located thereon.

Section 10: "Exterior Maintenance" shall mean and refer to the painting, repairing, replacement and reconditioning of roofs, gutters, downspouts, exterior building surfaces, trees, shrubs, grass and walks not dedicated to a governmental subdivision, and all recreational facilities, structures, buildings and improvements located upon the Common Area.

Section 11: "Capital Improvement" shall mean and refer to any construction of, reconstruction of, substantial alteration of, substantial repair of, or substantial addition to the physical amenities on the Common Area, except that installed or constructed by Wilderness Park, Inc. at its expense, or by governmental bodies.

### ARTICLE III. MEETING OF MEMBERS

Section 1. ANNUAL MEETINGS; The first annual meeting of the members shall be held within one year of the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held at 11:00 a.m. on the third Saturday of August of each year unless changed by the Board of Directors. Should the Board decide to change the date for the annual meeting, then any such change shall be mailed by written notice to the members of the Association at least thirty (30) days before said changed annual meeting date. Said annual meeting shall be held at the Clubhouse at Wilderness Park unless otherwise designated by the Board on the same notice in writing as set forth above.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by any two or more members of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership or who have a right to vote one-fourth (1/4) of the votes of Class A membership or by written request of the Class B membership.

Section 3: NOTICE OF MEETINGS: Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by delivering written notice, either personally or by mail, postage prepaid, at least thirty (30) days, but not more than sixty (60) days, before such meeting, to each voting member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4: QUORUM: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, sixty per cent (60%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-laws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called, subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting; but no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5: PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV.  
BOARD OF DIRECTORS  
SELECTION - TERM OF OFFICE

Section 1: NUMBER: The affairs of the Association shall be managed by a Board of nine directors, who need not be members of the Association. The members, at each annual meeting, shall elect three Directors each year who shall serve for a term of three years so that each year three vacancies shall occur on the Board. The developer of Wilderness Park, Inc., shall be classified as a Class B member of the Association and all other members shall be Class A members. The developer shall be entitled to three votes for each lot owned by it in Wilderness Park, but said voting rights shall be deemed suspended and inoperative pursuant to the Declaration of Covenants, Conditions and Restrictions dated 9-1-75 while the Developer is a party to an active management agreement with the Homeowners Association and the Association is not in default under said management agreement. In any event, the Class B membership shall cease and terminate upon the happening of either event of the following events, whichever occurs first: (A) When the last lot in Wilderness Park is sold by the Developer or (B) on January 1, 1995.

Section 2: TERM OF OFFICE: At each annual meeting, the members shall elect three directors for a three year term as set forth above, and such directors shall hold office for said three years unless sooner removed or their resignation is had pursuant to these By-laws.

Section 3: REMOVAL OF DIRECTOR: A director may be removed for failure to attend three successive meetings or for failure to fulfill the duties and obligations set forth in these By-laws. In the event such removal or the resignation of a Board member during the term of office, the successor shall be selected by the remaining members of the Board and shall fill the unexpired term of such vacancy.

Section 4. COMPENSATION: No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION: Nomination for election of the Board of Directors shall be by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall be appointed by the President of the Association and shall seek qualified candidates for election to the Board. Names of candidates for the Board shall be stated on the written notice of annual meeting except for those who may be nominated at the meeting itself. Any nominations from the floor at the annual meeting shall be received if made by two members then present and any candidate so nominated must be present at said meeting and indicate consent to his or her name being submitted.

Section 2. ELECTION. Election to the Board of Directors shall be by secret written ballot. At such election, the members, or their proxies, may cast, in respect to any vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE VI. MEETING OF DIRECTORS

Section 1. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of

the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2: SPECIAL MEETINGS: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each Director.

Section 3: QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

#### ARTICLE VII.

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. POWERS. The Board of Directors shall have power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- B. Suspend the voting rights and right to use of the Common Area of a member during any period in which said member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of the By-Laws, the ARTicles of Incorporation or the Declaration;
- D. Declare the office of a member of the Board of Directors elected by the Class A Members to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- E. Employ a manager, an independent contractor or such employees as they deem necessary, and to prescribe their duties;
- F. Maintain the Common Propertie's and REcreation Facilities; and

- G. Fix, and thereafter amend from time to time, as permitted and prescribed by the Declaration, the monthly assessment, additions to monthly assessments and special assessments for capital improvements.

Section 2: DUTIES. It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the Class A members who are entitled to vote;
- B. Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- C. As more fully provided in the Declaration, to:
- 1) Fix the amounts of the monthly, additions to monthly and special assessments against each Lot, as required in the Declaration.
  - 2) Send written notice of each assessment to every Owner subject thereto, as required in the Declaration; and
  - 3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- E. Procure and maintain adequate liability and hazard and other insurance on property owned by the Association.
- F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

- G. Cause the Common Area to be maintained; and
- H. Suspend the voting rights and right to use of the Common Area of an Owner for any period during which any assessment against his Lot remains unpaid; and for a period not to exceed sixty (60) days for any infraction of its published rules and regulations.

Section 3. RESERVE FUND. After consideration of the future requirements for capital improvements, existing or planned, the Board of Directors shall have the power and authority to levy, as part of the monthly assessment, such sums of money as they shall determine necessary to provide for the payment thereof, provided that:

- A. Such sum does not cause the monthly assessment to exceed the maximum sum permitted by the Declaration.
- B. The portion of the monthly assessment which constitutes the Member's contribution to the Reserve Fund be specifically identified as such and maintained in separate, special bank account, or as otherwise prescribed in Section 4 hereof.
- C. Such monies shall be credited to an appropriate account on the books of the Association with the designation "RESERVE FUNDS - CAPITAL IMPROVEMENTS": and
- D. Such reserves will be in addition to and separate from the reserves for contingencies regularly maintained by the Association.

Section 4. INVESTMENT OF RESERVE FUND: It shall be a duty of the Board of Directors to identify, on a quarterly basis, that portion of the maintenance fees receipts which constitute Reserve Funds, as above defined. The Board of Directors shall, on a quarterly basis, cause those funds to be invested in Certificates of Deposit, Savings Accounts, United States of America Government Bonds or State or Municipal Bonds. No other investment of the reserve funds shall be permitted.

#### ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICES: The officers of this Association shall be a President and Vice President, who shall, at all times, be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. TERM: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time determine.

Section 5. RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. MULTIPLE OFFICES: The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold ore than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. DUTIES. The duties of the officers are as follows:

- A. PRESIDENT: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carriedf out; shall sign all leases, mortgages, deeds and other written instruments, when necessary, and shall co-sign all checks and promissory notes.
- B. VICE PRESIDENT: The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- C. SECRETARY: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers



requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Board.

- D. TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

#### ARTICLE IX. COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-laws and such other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X. BOOKS AND RECORDS

The books, records and papers of the Association, at all times, during reasonable business hours, shall be subject to inspection by any member. The Declaration, the Articles of Incorporation and by the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE XI. ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association monthly, additional monthly and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight (8) per cent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for therein by non-use of the Common Area.

ARTICLE XII.  
CORPORATE SEAL

The Association shall have no seal.

ARTICLE XIII.  
AMENDMENTS

Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of each class of voting members present, in person or by proxy, but if the voting rights of Class B members are suspended pursuant to Section 2, Article III of the Declaration, then such shall not be considered for purposes of determining a quorum.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

ARTICLE XIV.  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end the last day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of Wilderness Park Homeowners Association, have hereunto set our hands this 30<sup>th</sup> day of July, 1980.

Walter L. Hutton

Ronald M. Russ

Opal A. Bandy

Rodney B. Kumball

Parson Janson

Gray L. Phelan

Merle O. Eastberg

Howard S. Smith

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Dennis L. Houston

Ronald M. Russ

Opal A. Bandy

Rooney B. Kurbell

Dwain Jansior

Gregory L. Phillips

Wynne O. Eastberg

Harold L. King

AMENDMENT TO BY-LAWS

The following amendment to the by-laws were unanimously passed at the annual meeting of the Association held on August 15, 1981:

ARTICLE IV, Section 3:

REMOVAL OF DIRECTOR. A director may be removed for failure to attend three successive meetings or for failure to fulfill the duties and obligations set forth in these by-laws. In the event of such removal or of the resignation of a Board member during the term of office, a successor shall be selected by the remaining members of the Board of Directors and shall fill the unexpired term of such vacancy, such selection to be made in the order of the next highest vote getter at the prior annual meeting.

Attest: \_\_\_\_\_

\_\_\_\_\_  
Secretary

Date: \_\_\_\_\_

Sept 2, 1981