

SECOND AMENDED AND RESTATED BY-LAWS

OF

TIMBERSHORE HOME OWNERS' ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is Timbershore Home Owners' Association (hereinafter referred to as "Association"). The principal mailing office of the corporation shall be P.O. Box 5, Rosemount, MN 55068. Meetings of Members and Directors may be held within the County of Dakota and State of Minnesota.

ARTICLE II

DEFINITIONS

Terms used herein shall have the meanings ascribed to them in the Amended and Restated Declaration for Timbershore Home Owners' Association (CIC No. 650) dated April 4th, 2019, and which are recorded in the offices of the Office of the Dakota County Recorder ("Declaration"). The terms of the Declaration incorporated herein by reference.

ARTICLE III

MEETING OF MEMBERS AND VOTING

- Section 1. **Annual Meetings.** The Annual Meeting shall be held at such date and time and at such place as shall be designated by the Board in a Notice of an Annual meeting to be furnished to the Members in a manner required by law.
- Section 2. **Special Meetings.** Special meetings of the members may be called at any time by the President or by 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 in the Association.
- 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

or electronically, provided the Association has complied with the applicable laws relating to notice by electronic means, to each member at least twenty-one (21) days, but no more than thirty (30) days, in advance of any Annual meeting of the Owners, and at least seven (7) days, but no more than thirty (30) days, in advance of any Special meeting of the Owners. The notice shall be addressed to the Member's address last appearing on the books of the Association or supplied by such Member in writing 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. **Adjourned Meetings.** If any meeting of the Unit Owners cannot be organized because a quorum has not attended, the Unit Owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 5. **Order of Business; Parliamentary Procedure.** The order of business at all annual meetings and, to the extent practicable, at all special meetings of the Unit Owners shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of inspectors of election.
- (g) Election of directors.
- (h) Unfinished business.
- (i) New business.

Robert's Rules of Order shall be used solely as a guide in running the Member meetings and need not be followed verbatim or even generally.

Section 6. **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) 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 these By-Laws. If, however, such quorum shall not be present or represented at any meeting the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 7. **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing in a form acceptable to the Association and filed with the secretary or management company at or prior to any scheduled meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

Section 8. **Voting by Mail Ballot.** The entire vote on any issue, except the removal of directors, may be determined by mailed ballots, subject to the following requirements:

- (a) The notice of the vote shall: (i) clearly state the proposed action; (ii) indicate the number of responses needed to meet the quorum requirements; (iii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iv) specify the time by which a ballot must be received by the Association in order to be counted.
- (b) The ballot shall: (i) set forth each proposed action ; and (ii) provide an opportunity to vote for or against each proposed action.
- (c) The Board of Directors shall set the time for the return of ballots, which shall not be less than fifteen (15) days nor more than forty-five (45) days after the date of mailing of the ballots to the Owners. The Board of Directors shall provide notice of the results of the vote to the Owners within ten (10) days after the expiration of the voting period.
- (d) Approval by written ballot under this Section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 9. **Voting Electronically.** The entire vote on any issue, except the removal of directors, may be taken by electronic means, in compliance with the applicable statute, in lieu of holding a meeting of the Unit Owners, subject to the following requirements:

- (a) The notice of the vote shall: (i) clearly state the proposed action, (ii) indicate the number of responses needed to meet the quorum requirements, (iii) state the percentage of approvals necessary to approve each matter other than election of directors, and (iv) specify the time by which the electronic response must be received by the Association in order to be counted.
- (b) The notice must comply with the statute, and, must: (i) set forth each proposed action and (ii) provide an opportunity to vote for or against each proposed action.
- (c) The Board of Directors shall set the time for the return of the electronic response, which shall not be less than fifteen (15) days nor more than thirty (30) days after the date of sending of the electronic notice to the Owners. The Board of Directors shall provide notice of the results of the vote to the Owners within ten (10) days after the expiration of the voting period.
- (d) Approval by electronic means under this Section is valid only if the number of votes cast by electronic means equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by electronic means.

Section 10. Vote Required. A majority of the votes cast at any properly constituted meeting of the Members or cast by mail in accordance with Sections 8 or 9, above, shall decide all matters properly brought before the Member, except where a different vote is specifically required by the Governing Documents. The term "majority" as used herein shall mean fifty-one percent (51%) of the votes cast at a meeting, in person or by proxy, or voting by mailed ballot, in accordance with the allocation of voting power set forth in the Declaration. Cumulative voting shall not be permitted.

ARTICLE IV
BOARD OF DIRECTORS
SELECTION – TERM OF OFFICE

- Section 1. **Number.** The affairs of the Association shall be managed by a Board of seven (7) Directors each being a homeowner within the Association.
- Section 2. **Term of Office.** Directors shall be elected for a term of three (3) years.
- Section 3. **Removal.** Any director may be removed from the Board, with or without cause, or by a majority vote of the total Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.
- 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. **Restriction.** Only one (1) Director from a Unit may serve on the Board of Directors during the same time.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

- Section 1. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than number of vacancies that are to be filled. Such nominations may be made from among members of non-members.

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 person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. **Organization Meeting.** The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to constitute such meeting, providing a majority of the whole Board shall be present.

Section 2. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by US mail or by telephone or email (per §317A.485 – remote communication), at least three (3) days prior to the day named for such meeting.

Section 3. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by US mail or by telephone or email (per §317A.485 – remote communication), which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon the written request of at least three Directors.

Section 4. **Meetings through Electronic Means.** A meeting of the Directors or any committee of the Board may be conducted by a telephone conference or any means of communication through which all of the participants may simultaneously hear each other during the meeting, if notice of the meeting has been given as would be required for a meeting and if the number of persons participating in the conference is sufficient to

constitute a quorum. Participating in a telephone conference constitutes personal presence at the meeting.

Section 5. **Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by the Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 6. **Board of Directors' Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice; provided, however, that the quorum required by the first sentence of this Section 13 shall be present at such adjourned meeting.

Section 7. **Action Without a Meeting** - Any action that could be taken at a meeting of the Board of Directors **to address an emergency** may be taken without a meeting be written action signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action or actions taken thereby.

Section 8. **Member Attendance of Board Meetings.** Except as otherwise provided in this Section, meetings of the Board of Directors must be open to the Owners. To the extent practicable, the Board shall give reasonable notice to the Owners of the date, time, and place of a Board meeting, either by announcing the same at a previous meeting of the Board, posting the

same on the bulletin boards of each building, adding the same to the Association's website, and/or in any other fashion the Board designates from time to time, or if an emergency requires immediate consideration of a matter by the Board, notice is not required. Pursuant to Section 515B.3-103(g) of the Act, meetings may be closed to discuss the following:

- (1) personnel matters; or
- (2) pending or potential litigation, arbitration or other potentially adversarial proceedings between Owners, between the Board or Association and Owners, or other matters in which any Owner may have an adversarial interest, if the Board determines that closing the meeting is necessary to discuss strategy or to otherwise protect the position of the Board or Association or the privacy of an Owner or Occupant of a Unit; or
- (3) criminal activity arising within the common interest community if the Board determines that closing the meeting is necessary to protect the privacy of the victim or that opening the meeting would jeopardize investigation of the activity.

The minutes of any part of a meeting that is closed under this section may be kept confidential at the discretion of the Board. Nothing in this Section imposes a duty on the board to provide special facilities for meetings. The failure to give notice as required by this Section shall not invalidate the Board meeting or any action taken at the meeting.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association as set forth in Minn. Stat. §515B.3-102 of the Act and may do all such acts and things as are not by law, by the Declaration, or by these By-Laws directed to be exercised and done by the Unit Owners. The Directors are subject to the provisions of Minn. Stat. §317A.251, 317A.255, and 515B.3-103 governing Director standard of care, and conflict of interest.

Section 2. **Other Duties.** In addition to duties imposed by these By-Laws, by resolutions of the Association or the Act, the Board of Directors shall be responsible for the following:

- (a) Care, upkeep and supervision of the Property in the Association.
- (b) Collection of monthly assessments from the Unit Owners.
- (c) Designation and dismissal of the personnel necessary for the maintenance and operation of the Association.
- (d) To elect annually the officers of the Association.
- (e) To prepare and render to the Members annually, on or before thirty (30) days prior to the first day of each fiscal year, a statement showing anticipated income and operating expenses, including reasonable reserves.
- (f) To submit at each annual meeting of the Members (or to submit the same in the Meeting notice packet ahead of the meeting) a statement of the business transacted during the preceding year, a report of the general financial condition of the Association and its tangible property, and the proposed budget for the current fiscal year. This statement and report may be incorporated in an Annual Report, which the Directors shall also prepare and mail to the Members in the same manner as provided in Article III, Section 5 of these By-Laws. The Annual Report shall contain, at a minimum, the following:
 - (i) A statement of any capital expenditures in excess of two percent (2%) of the current budget or \$5,000, whichever is the greater, anticipated by the Association during the current year and succeeding two (2) fiscal years;
 - (ii) A statement of the status and amount of any reserve or replacement fund and any portion of the fund designated for any specified project by the Board of Directors;
 - (iii) A copy of the statement of financial condition for the Association for the last fiscal year;

- (iv) A statement of any suits, judgments, or settlements, to which the Association is, or has been a party to, over the previous twelve (12) months;
 - (v) A statement of the insurance coverage provided by the Association; and
 - (vii) A statement of any unpaid assessments by the Association on individual Units identifying the Unit number and the amount of the unpaid assessment.
- (g) To use the proceeds of assessments in the exercise of its powers and duties.
 - (h) To restore improvements after damage and to make improvements and replacements, except as provided for in the Declaration.
 - (i) To establish and amend rules and regulations respecting the use of the Common Elements and Units, as described in the Declaration.
 - (j) To appoint committees from the Members as it deems advisable for the purpose of recommending action or policy in respect to any matter otherwise within the control of the Directors.
 - (k) To enforce by legal means the provisions of the Declaration and the Articles of Incorporation, By-Laws, and the rules and regulations of the Association.
 - (l) To purchase such policies of insurance as are permitted or required under the Declaration or the Act.
 - (m) To pay all statements rendered for Common Expenses.
 - (n) To employ personnel at a reasonable compensation to perform the services required for proper administration of the purposes of the Association.
 - (o) To give any mortgagee of a Unit which has filed a written request for notice with the Association notice in writing of any loss to, or

taking of, Common Elements if such loss or taking exceeds \$10,000 or if damage to a Unit covered by a mortgage exceeds \$1,000.

- (p) To perform all other acts required or permitted to be performed by the Association pursuant to the terms of the Declaration or the Act.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

- Section 1. **Enumeration of Offices.** The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and treasurer and such other officers as the Board may from time to time be by resolution created.
- 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 service.
- 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 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 more than one of any of the other offices except in the case of special offices 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 carried out; shall sign all leases, mortgages, deeds and other written instruments and shall approve all checks and co-sign all 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 may be required of him by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceeding of the Board and of the members; keep the corporate seal if any 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 approve all checks and sign all promissory notes of the Association; keep proper books of account. A review of the Association records by a Certified Public Accountant shall be done annually. A full audit may be ordered as deemed necessary by the Board of Directors. The treasurer 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
BOOKS AND RECORDS

The books, records and papers of the Association including separate books for reserved accounts shall at all times, during reasonable business hours be subject to inspection by any member or First Mortgagee, as required by Minn. Stat. Sec. 515B.3-118.. The Declaration, the Articles of Incorporation and 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 a reasonable cost.

ARTICLE X
INDEMNIFICATION

In addition to any other indemnification provisions, the Association shall, to the extent the alleged liability is not covered by insurance, indemnify any individual acting in any official capacity on behalf of the Association.

ARTICLE XI
AMENDMENTS

- Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of voting members present in person or by proxy at a meeting called for that purpose, or through a mailed ballot process.
- Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the By-Laws shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII
MISCELLANEOUS

- Section 1. **Notices.** Unless specifically provided otherwise in the Declaration or these By-Laws, all notices required to be given by or to the Association, the Board of Directors, the Association Officers or the Owners or Occupants shall be in writing and shall be effective upon hand delivery, mailing if properly addressed with postage prepaid and deposited in the

United States mail; or, if the Association has complied with all requirements as to electronic transmission (per Chapter 317A) by electronic transmission.

- Section 2. **Severability.** The invalidity or unenforceability of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.
- Section 3. **Captions.** The Captions herein are inserted only as a matter of convenience and for reference and in no way limit or proscribe the scope of these By-Laws or the intent of any provision hereof.
- Section 4. **Conflicts in Documents.** In the event of any conflict among the provisions of the Act, Declaration, By-laws, Articles of Incorporation, or the Rules and Regulations, the following rules of construction shall apply: as among the Act, Declaration, By-Laws, Articles of Incorporation and Rules and Regulations, the Act and then the Declaration shall control, and as between the By-laws and the Articles of Incorporation and Rules and Regulations, the By-laws shall control.
- Section 5. **Waiver.** No restriction, condition, obligation or provision contained in these By-laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.
- Section 6. **No Corporate Seal.** The Association shall have no corporate seal.
- Section 7. **Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

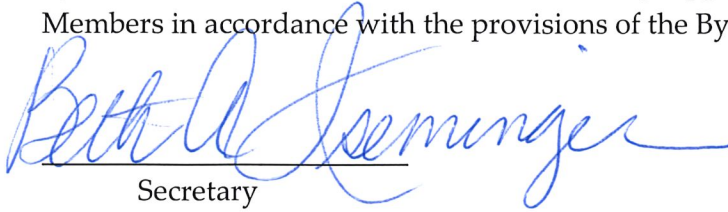
The undersigned hereby executes these Second Amended and Restated By-Laws and certifies that they were adopted by Timbershore Home Owners' Association, a non-profit corporation incorporated under the laws of the State of Minnesota, effective as of the date hereof.

Dated: 4/4/19

By 

President, Timbershore Home Owners' Association

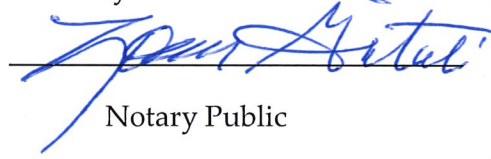
The undersigned Secretary of Timbershore Home Owners' Association, being first duly sworn on oath, hereby swears and certifies, pursuant to the applicable provisions of the original By-Laws, that this instrument has been duly approved by the Board of Directors and the Members in accordance with the provisions of the By-Laws.



Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF Dakota)

Subscribed and sworn to before me, a Notary Public, this 4 day of April, 2019, by Beth Iseninger, the Secretary of Timbershore Home Owners' Association, a Minnesota non-profit corporation.



Notary Public

