

BY-LAWS

OF

TALL TIMBERS HOMEOWNERS ASSOCIATION

January 29 2012

**ARTICLE I.
NAME AND LOCATION**

The name of the Association is TALL TIMBERS HOMEOWNERS ASSOCIATION. The principal office of the Association shall be located in Minnesota. Meetings of Members and Directors may be held at such places within the State of Minnesota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

**ARTICLE II.
DEFINITIONS**

1. "Association" shall mean and refer to TALL TIMBERS HOMEOWNERS ASSOCIATION, its successors and assigns.

2. "Common Area" shall mean and refer to any real property in which the TALL TIMBERS HOMEOWNERS ASSOCIATION shall have reserved certain exclusive and/or nonexclusive easements, rights or obligations for itself and/or specific Owners as more fully described in this Declaration.

3. "Lot" shall mean and refer to that certain real property platted in the plat of said Tall Timbers.

4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to Lots 1 through 19, Block 1; Lots 1 through 18, Block 2; and Lots 1 through 11, Block 3; Tall Timbers, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

5. "Declaration" shall mean and refer to the Declaration of Protective Covenants, Easements and Restrictions applicable to Tall Timbers recorded in the Office of the County Recorder, Chisago County, Minnesota.

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

A-544734

**ARTICLE III.
MEETING OF MEMBERS**

1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of the forming of the Association. Subsequent regular annual meeting of the Members shall be held on the date and at the time and at a place within the State of Minnesota, fixed by the Board of Directors.

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 one-fourth (1/4) of the Members who are entitled to vote. Special meetings shall be held on the date and at the time and at a place within the State of Minnesota fixed by the President or the Board of Directors.

The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

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 mailing or hand delivering a copy of such notice at least fifteen (15) days prior to such meeting to each Member entitled to vote. Said notice shall state the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

4. Quorum. The presence of sixty (60) percent of the Lots represented by one Owner in person or by proxies entitled to cast a vote shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If such quorum shall not be present or represented at any meeting, the Lots represented by one (1) Owner in person or by proxy entitled to vote thereat shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present or represented.

5. Proxies. At all meetings of Members, one (1) Member from each Lot may vote in person or by proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

6. Member Register. The officer or agent having charge of the share register of the corporation shall maintain a member register, not more than one year old, containing a complete list of the members and their addresses. The member register shall be kept on file at the principal executive office of the corporation, or at another place or places within the United States determined by the Board of Directors, and shall be subject to inspection by any member, upon written demand, at any time during usual business hours.

**ARTICLE IV.
BOARD OF DIRECTORS
SELECTION AND TERM OF OFFICE**

1. Number. The business affairs of this Association shall be managed by a Board of not less than five (5) Directors who must be members of the Association.

2. Term of Office. At the first annual meeting the Members shall elect two (2) Directors for a term of three (3) years, two (2) Directors for a term of two (2) years and one (1) Director for a term of one (1) year. Upon the expiration of the initial term, each Director shall be elected for a term of three (3) years. Directors may serve on the Board for a maximum of two consecutive terms

3. Removal. Any Director may be removed from the Board with or without cause, by a majority vote of the Members of Association. In the event of the death, resignation or removal of a Director, the Director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. In the event a Director no longer owns his lot said Director shall immediately resign and a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for the Director's actual expenses incurred in the performance of the Director's duties.

5. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. Such nominations must be made from among Members.

**ARTICLE V.
MEETING OF DIRECTORS**

1. Regular Meetings. Regular meetings of the Board of Directors shall be held at a minimum of quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

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 (2) Directors, after not less than three (3) days notice to each Director.

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 VI.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

1. Powers. The Board of Directors shall have power to:

A. 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 these By-Laws, or the Declaration.

B. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

C. Employ an independent contractor or such other employees as they deem necessary and to prescribe their duties.

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 affairs and to present a statement thereof to the Lots represented by one (1) Owner or by proxy at the annual meeting of the Lots represented by one (1) Owner or by proxy or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Lots represented by one (1) Owner or by proxy.

B. As more fully provided in the Declaration, to:

1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

2. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

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.

C. 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.

D. Procure and maintain adequate liability and property insurance on the common area and common facilities.

E. Cause the Common Area to be maintained.

**ARTICLE VII.
OFFICERS AND THEIR DUTIES**

1. Enumeration of Offices. The officers of this Association shall be a President, Vice-President, a Secretary and a Treasurer, who shall at all times be members of the Board of Directors.

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.

3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve. The President and Vice President may hold the same office for a maximum of two consecutive terms.

4. Resignation and Removal. Any officer resigning or being removed from the Board of Directors shall automatically resign or be removed from office. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary.

5. Vacancies. A vacancy in any office may be filled by appointment of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

6. Duties. The duties of the Officers are as follows:

A. 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 written instruments and shall co-sign all checks and promissory notes.

B. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, 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. 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 sign all checks and promissory notes of the Association, keep proper books of account, and shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE VIII. BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours be subject to inspection by any Member. The Declaration and 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 IX. ASSESSMENTS

As more fully proved in the Declaration, each Member is obligated to pay to the Association annual 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 percent (8%) 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 attorney's 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 herein by non use of the Common Area or abandonment of his Lot.

ARTICLE X. AMENDMENTS

1. These By-Laws may be amended at a regular or special meeting of the Lots represented by one (1) Owner or proxy by a vote of 2/3 of a quorum of Lots represented by one (1) Owner or proxy present in person or by proxy.

2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XI.
INDEMNIFICATION**

The association shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with the corporation in accordance with, and to the fullest extent provided by, the provisions of Chapter 317A, Minnesota Statutes.

**ARTICLE XII.
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

544734

The undersigned hereby executes these By-Laws and certify there were adopted by the Tall Timbers Home Owners Association; a non-profit corporation, incorporated under the Laws of the State of Minnesota effective as of the date hereof.

Date: January 29, 2012




Vincent D. Schoon
President: TTHA

STATE OF MINNESOTA)
COUNTY of CHISAGO)ss

The foregoing instrument was acknowledged before me this

Date: 5/22/2012 by Vincent D. Schoon, the President of Tall Timbers Homeowners Association, a Minnesota non-profit corporation on behalf of the corporation.

Drafted by: Vincent D. Schoon 
37447 Hallmark Dr
North Branch, MN 55056

Date: 5/22/2012

Notary Public; 

