

**BY-LAWS
OF
TANA RIDGE HOMEOWNER'S ASSOCIATION**

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ARTICLE I Name and Location

The name of the corporation is Tana Ridge Homeowner's Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at Minnesota 55042-8582, but meetings of members and directors may be held at such places within the State of Minnesota, County of Washington, as may be designated by the Board of Directors.

ARTICLE II Definitions

Section 1. "Association" shall mean and refer to Tana Ridge Homeowner's Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to Lots 1-5, inclusive, Block 1; Lots 1-10, inclusive, Block 2; Lots 1 and 2, Block 3; Lot 1, Block 4; Lots 1 and 2, Block 5; and Outlots A-D, inclusive, all in Tana Ridge.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties and described in the Declarations.

Section 4. "Owner" shall mean and refer to the owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties (excluding contract sellers and including in place thereof their contract purchasers) and excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to Board of Directors. The Board of Directors as declarants, assumes responsibilities indicated in the instrument of conveyance.

Section 6. "Declaration" shall mean and refer to the Declaration of Protective Covenants and Easements applicable to the Properties recorded in the Office of the County Recorder and/or Registrar of Titles, Washington County, Minnesota.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 p.m. If the day of the Meeting of the Members is a legal holiday, the meeting will be held the same hour on the first day following which is not a legal holiday.

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 of the Class A 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 mailing a copy of such notice, postage prepaid, not less than five nor more than 30 days before such meeting to each 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 the hour of the meeting and, in the case of special meeting, the purpose of the meeting.

Section 4. Quorum. All Members present at the meeting of Members entitled to cast a vote along with all votes entered by Members as proxy will constitute a quorum with a majority of the vote ruling the action. Any action between meetings requires a vote will be taken with votes cast by proxy with the total votes received constituting a quorum and a majority of the vote ruling the action.

Section 5. Proxies. At all meeting of Members, each Member may vote in person or by proxy. All proxies shall be in writing and shall be filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his lot.

ARTICLE IV

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors, is open for self-nomination to all Members of the Association and are made by contacting the Secretary of the Board of Directors. Nominations may also be made from the floor at a Members meeting. Nominations will be sought for position not less than the number of vacancies that are to be filled. Such nominations may be made from among Members only.

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 each vacancy, as many votes as they are entitled to exercise under the provision of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

ARTICLE V

Meeting of Directors

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held without notice, at such place and hour as may be deemed needed by the board.

Section 2. Special Meetings. Special meeting 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.

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 VI

Powers and Duties of the Board of Directors

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

- a) adopt and publish rules and regulations governing the Common Area and facilities, if any, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- b) suspend the voting rights during any period in which such 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 these By-Laws, the Articles of Incorporation or the Declaration;
- d) 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 meetings of the Board of Directors; and
- e) employ a manager, an independent contractor or such other employees as the deem necessary, and to prescribe their duties.

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-fourth (1/4) of the Class A Members who are entitled to vote;

- b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- c) as more fully provided in the Declaration to:
 - i. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - ii. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - iii. foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owners personally obligated to pay the same.
- d) issue, or 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 made conclusive evidence of such payment;
- e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f) cause all officer or employees having fiscal responsibilities to be bonded as it may deem appropriate;
- g) cause the Common Area to be maintained;
- h) cause the performance of maintenance and enforcement as provided in the Declaration of Protective Covenants and Easements and act as an Architectural Control Committee or appoint an Architectural Committee pursuant to the provisions of the Declaration of Protective Covenants and Easements.

Section 3. 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.

Article VII 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 may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first annual meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected by the Members and each shall hold office for two (2) years unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Terms will be served with: President and Vice President being elected in alternating years; and Secretary and Treasurer being elected in alternating years. Terms begin on January first immediately following the election.

Section 4. Special Appointments. The board may elect such other officers and 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 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. 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/she replaces.

Section 7. Multiple Offices. The office of Secretary may be held by Vice President. No person shall simultaneously hold more than one (1) 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 be the Chief Executive Officer and 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 may co-sign or 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; 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 be the Chief Financial Officer and 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, cause an audit as deemed necessary by the Board of Directors of the Association, to be made by a public accountant at the completion of specified fiscal years; and shall prepare an annual budget and state of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Article VIII Committees

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

Article IX 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, 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 reasonable costs.

Article X Assessments

As more fully provided 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. If the assessment is not paid within fourteen (14) days after the due date, a late fee of \$25 will be applied to the assessment and \$25 every fourteen days following. 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 reasonably attorney's fees of any such action shall be added to the amount of such assessment. Full annual payment in January will be required of homeowners having two quarterly overdue payments in one year or for nonpayment of \$25 late fees. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

Note: April 20, 2005

Article VII, Section 4 Special Appointments, has been exercised in establishing the Office of Waste Water and Architecture. Officer duties include: representation at all meetings relevant to the waste water system; review and approval of all architectural proposals by property owners; and communication of both with Members.