

BYLAWS

OF

WHITE BEAR LAKE MAIN STREET, INC.

A Minnesota Non-profit Corporation

ARTICLE I

NAME

Section 1.01 The name of the organization shall be White Bear Lake Main Street, Inc. (Hereinafter referred to as the "corporation".)

ARTICLE II

PURPOSE

The purpose and objectives of the corporation shall be:

Section 2.01

White Bear Lake Main Street, Inc. is committed to promotional efforts and improving the quality and diversity of business by encouraging economic, cultural and recreational development, and also creating excitement and activity while building a strong business image through a combined effort from businesses, services and community residents now and in the future.

ARTICLE III

OFFICE OF RECORD

Section 3.01 The principal office of the corporation in the State of Minnesota shall be located in the City of White Bear Lake, Ramsey County, at 2202 5<sup>th</sup> Street, Suite 24. The corporation may have such other offices within the City of White Bear Lake, as the Board of Directors may require from time to time.

Section 3.02 The registered office of the corporation required by the Minnesota Non-Profit Corporation Act to be maintained in the State of Minnesota may be, but need not be, identical with the principal office in the State of Minnesota, and the address of the registered principal office in the State of Minnesota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

TERM

Section 4.01 The term of the corporation shall be perpetual.

ARTICLE V

AREA INCLUDED

Section 5.01 For the purpose of the Organization, the corporation shall generally be defined by and include the area described by the map of the defined area as is attached hereto as Exhibit "A".

ARTICLE VI

MEMBERSHIP

Section 6.01 The corporation shall consist of one class of members which are defined as those individual or entities who are required to pay into a Business Special Service Tax District, as well as all business owners having a lease with a taxed entity within the previously described Special Service Tax District. Business owners are defined as those owners of a business who maintain an established and operating business within the previously defined area and which business has been in existence for at least thirty (30) days prior to his or her exercising any of his or her membership rights herein.

ARTICLE VII

VOTING RIGHTS

Section 7.01 A member is described as each individual property owner, business entity (i.e., partnership or corporation), and business tenant within the established Special Service Tax District, and as described and defined in Section 6.01 above. Each such member will be entitled to one (1) vote, however, any such individual who has more than one interest as a property owner, business entity, or business tenant shall not be entitled to have any more than one (1) vote. A majority of the votes entitled to be cast on a matter by the members present or represented by proxy shall be necessary for the adoption of any matter brought on for a vote at any meeting of the membership, unless a greater proportion is required by law, the Articles of Incorporation, or the bylaws. In the case of election of Directors, such may be conducted by mail in such manner as the Board of Directors shall prescribe not otherwise inconsistent with these bylaws.

## ARTICLE VIII

### Membership Meetings

Section 8.01 Time An annual meeting of members after the year 1993, shall be held in February of each year when they shall by majority vote elect a Board of Directors for the ensuing year and transact such other business as may be proper before the meeting. Special meetings of members may be called at any time by the President of the corporation, or shall be called by the Secretary upon the written request signed by five (5) or more members in good standing. All meetings of members shall, unless otherwise determined by the Directors, commence at a time to be designated by the Board.

Section 8.02 Place All meetings of members shall be at such places as shall be announced from time to time at the preceding meeting of members, unless otherwise notified by mail or telephone.

### Notice of Meetings

Section 8.03 Annual and Special Meetings Notice will be given of annual and special meetings of members.

Section 8.04 Special Meetings Notice of special meetings, including information as to the business to be thereby transacted, shall be given by the Secretary or person/persons designated by him/her, as early as practicable, but not less than five (5) days prior to the date of said special meeting, either by mail or telephone.

Section 8.05 Quorum Voting by proxy, if in writing and filed with the Secretary prior to the voting shall be permitted. The presence at any meeting in person or by proxy, of members constituting at least twenty-five percent (25%) of the total membership then in good standing, shall constitute a quorum for the transaction of business. Each member shall be entitled to one (1) vote, subject to the terms and conditions of these Bylaws. If however, such quorum shall not be present in person or by proxy, those present shall have the power to adjourn the meeting from time to time, without notice other than at the meeting, until the requisite number to constitute a quorum shall be present in person or represented by proxy. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Section 8.06 Voting Voting shall be pursuant to the terms and conditions of these bylaws. Upon demand of any three (3) or more members, the vote for Directors or upon any questions before the meeting shall be by secret ballot. All elections shall be had and all questions decided by a majority vote of those present or represented by proxy, except as otherwise required by statute or other of the bylaws herein.

ARTICLE IX

Board of Directors

Section 9.01 Election of Directors The property and business of this corporation shall be managed by its Board of Directors, which shall be fifteen (15) in number. They shall be elected at the annual meeting of members, by majority vote and each Director shall be elected to serve for three (3) years or until his successor shall have been elected and duly qualified. Five (5) Board members will be elected every three (3) years. The first Board of Directors, however, will have staggered terms, as to be determined by that first Board of Directors.

Section 9.01a A member of Main Street may designate in writing a person from his/her business to represent him/her as a Director on the Board.

Section 9.02 Annual Meetings The regular annual meeting of the Board shall be with notice at the time and immediately following the adjournment of the annual membership meeting, for the purpose of election of officers for the ensuing year end to transact such business as may properly come before it.

Section 9.03 Regular Meetings Regular meetings of the Board shall be held with notice at such times as shall from time to time be determined by the Board.

Section 9.04 Special Meetings Special meetings of the Board may be called by the President at any time, and shall be called by him/her at any time whenever requested to do so by any three (3) members of the Board. Notice of special meetings shall be given to each Director, verbally or in writing, at least twenty-four (24) hours in advance of such meeting. A special meeting may be called without notice if the full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken



at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all the Directors.

Section 9.05 Quorum At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 9.06 Absences A Director on the Board may be removed from office, by a majority vote of the Board, in the event that he/she misses three (3) consecutive monthly meetings. The Board will then fill that position as stated in Section 11.06 Vacancies.

## ARTICLE X

### POWERS OF DIRECTORS

Section 10.01 The Board of Directors shall have the responsibility for the management of the property and affairs of the corporation, and for such purpose shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the corporations that are not conferred upon the members by these Bylaws, or the

Articles of Incorporation, or by Statute. Specifically, but not by way of limitation, the Board of Directors are authorized to expend funds and incur liabilities on behalf of the corporation, and may authorize the Secretary and/or Treasurer to make limited expenditures on his/her own authority for postage, office supplies and items of a similar nature.

## ARTICLE XI

### OFFICERS

Section 11.01 Election The Board of Directors at its first meeting shall elect a President, a Vice President Promotions, a Secretary and a Treasurer. Such officers shall hold office until their successors in office have been elected and duly qualified.

Section 11.02 President The President shall be the Chief Executive Office of the corporation. He/she shall preside at all meetings of the members and directors; he/she shall have general active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be an ex-officio member of all standing and specially appointed

committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 11.03 Vice President Promotions The Vice President Promotions shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 11.04 Secretary The Secretary shall attend all meetings of members and Directors and record all votes and the minutes of all proceedings in a book kept for that purpose. He/she shall give, or cause to be given, all notices of meetings of members and Directors as required in these Bylaws, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he/she shall be.

Section 11.05 Treasurer The Treasurer shall have the custody of the corporate funds and assets and shall keep full and accurate account of receipts and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositions as may be designated by the Board of Directors. He/she shall

disburse the funds of the corporation as may be, and in the manner ordered by the Board of Directors, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. He/she shall give the corporation a bond if required by a majority of the Board of Directors in such amount as they may determine, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration to the corporation in case of his/her death, resignation, retirement or removal from office, of all books, papers, money and other property, of whatever kind in his/her possession or under his/her control, belonging to the corporation.

Section 11.06 Vacancies If the office of any Director or any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 11.07 Signature on Checks All checks issued for disbursement of funds of the corporation shall bear the signature of either the President, Vice President Promotions, Treasurer, or authorized paid staff.

## ARTICLE XII

### COMMITTEES

Section 12.01 The Board of Directors shall authorize and define the powers and duties of all committees. Except as provided hereinafter and subject to confirmation by the Board of Directors, the President shall appoint all committees and their chairs. The committee shall be for a period not to exceed the term of the appointing officer.

Section 12.02 It shall be the function of the committees to make investigations, conduct hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board of Directors. Committees may originate and report to the Board such views as they may deem proper for the Board's consideration.

Section 12.03 No committee or any member thereof shall enter into any contract, incur any debt, or engage in any

transaction on behalf of the corporation without authority of the Board of Directors, except as otherwise provided by these Bylaws.

### ARTICLE XIII

#### MISCELLANEOUS

Section 13.01 Inspection of Books Members shall be permitted to inspect the books of the corporation at all reasonable times.

Section 13.02 Directors Annual Statement The Board of Directors shall, at each annual meeting and when called for by majority vote of members, present a full and clear statement of the business and condition of the members.

### ARTICLE XIV

#### AMENDMENTS

Section 14.01 The right to amend Article of Incorporation and Bylaws of the corporation shall be reserved in the Board of Directors by a majority vote. No such action shall be taken if it would in any way adversely affect the corporation's qualifications, under Section 501(c)(4) of

the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

#### ARTICLE XV

##### SEVERABILITY

Section 15.01 Any Article, Section, or Provision of these Bylaws which, if construed in the manner expressed herein, should be contrary to, or inconsistent with, any applicable provision of law, shall be severed from the remainder of these Bylaws and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

#### ARTICLE XVI

Section 16.01 The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January in each year, and shall end on the 31<sup>st</sup> day of December in each year, unless the Board of Directors shall otherwise determine and designate.

These Bylaws were adopted as and for the Bylaws of White Bear Lake Main Street, Inc., a Minnesota Non-profit Corporation, at the First Meeting of Incorporators and at the First Meeting of the Board of Directors held on the 1<sup>st</sup> day of February, 1993. These Bylaws were amended the 3<sup>rd</sup> day of September, 2002.

By: Joan Storey  
Joan Storey  
Its President

By: Deb Farrell  
Deb Farrell  
Its Secretary