BY-LAWS

of

THE FOREST LAKE IMPROVEMENT ASSOCIATION, INC.

NOTE: THESE BYLAWS REPLACE IN ITS ENTIRETY THE ORIGINAL BYLAWS OF SAID CORPORATION DATED 10/01/56 AS AMENDED 6/30/75 AND 3/15/02

The purpose of the Association is to preserve and protect Forest Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Forest Lake, as a public recreational asset for today and for future generations.

ARTICLE I. STATUS, LIMITATIONS, and OFFICES

To carry out the program of the Association and to make effective use representations on behalf of itsmembers, the Association shall be organized as a nonprofit, non-stock Corporation under Chapter 181 of the Wisconsin Statutes and maintain status as a "Qualified Lake Association" as defined in Wisconsin Statute 30.92(1) (br) and described in Wis. Stat. 281.68(3m) (a) and (b). No asset of the Association shall benefit any officer or member. The Association shall not participate in partisan political activity. The principal office of the Corporation in the State of Wisconsin shall be in the Town of Auburn, Fond du Lac County, State of Wisconsin.

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

ARTICLE II. MEMBERSHIP

Section 1. Eligibility. Individuals having property or business interest located on Forest Lake, in the Town of Auburn, Fond du Lac County, State of Wisconsin, shall be eligible for membership in the corporation. Association membership is also open to any individual who resides or owns real estate on or within (1) one mile of Forest Lake, at least (1) one month of each year. The required annual membership Fee shall not be less than $5 no more than $50 determined by an annual budget review by the Board of Directors, or as revised by administrative rule for Qualified Lake Associations.

Section 2. Termination. Membership shall be terminated by death, voluntary withdrawal, failure to pay dues and assessments, expulsion, and the sale or other transfer of the property as described in Article II Section 1, and thereafter all the rights of the member in the corporation or in its property shall cease. Members may be expelled by a majority vote of the Board of Directors. No member may transfer his membership or any right arising therefrom.

Section 3. Dues, Assessments, Initiation Fees. The Board of Directors shall fix the initiation fee, if any, and may assess annual dues or special assessments as it deems necessary. Association members not terminated per the above provisions shall be considered Eligible Voting Members in Good Standing ("members eligible to vote") pursuant to the guidelines further described in Article II Sections 8 and 11.

Section 4. Annual Meeting. The annual meeting of the members shall be held on the Sunday the preceding Labor Day in each year. Beginning at the hour of 11:00 A. M. for the purpose of electing and/or re-electing officers and directors as required by the terms of these By-Laws, as well as for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding Sunday, or as soon thereafter as practical. If the election and/or re-election of directors and officers shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as practical.

Section 5. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than one-tenth of the members in good standing of the corporation entitled to vote at the meeting or by a majority of the Board of Directors.

Section 6. Place of Meeting. The Board of Directors may designate any place within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place within the State of Wisconsin as the place for the holding of such meeting. If no designated place is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

Section 7. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than five business days before the date of the meeting, either personally, or posted on the FLIA website, or by mail/email, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 8. Fixing of Record Date. Eligible members entitled to notice and to vote at any meeting of members, shall be defined as those fully paid-up members current with their dues, as shown by the books of the corporation, as of the time of the meeting.

Section 9. Quorum. Thirty percent (30%) of the eligible members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 10. Proxies. At all meetings of the members a property owner entitled to vote may vote by proxy appointed in writing by the member or by his/her designated attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 11. Voting. Each property owner (i.e each individual address) eligible to vote (dues in good standing) shall be entitled to one vote upon each matter submitted for a vote at a meeting of the members.

Section 12. Waiver of Notice by Members. Whenever any notice whatever is required to be given to any member of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of the statutes, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of Chapter 181, Wisconsin Statutes, shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may appoint Committees as deemed necessary to support the efforts of the Board.

Section 2. Number, Tenure, and Qualifications. The number of directors of the corporation shall be five, consisting of the President, Vice-President, Secretary, Treasurer, and one director elected by the members of the association at an annual meeting. All the directors shall hold office for a term of two years or until his/her successor shall be elected. Directors need not be a resident of the State of Wisconsin but shall be an eligible voting member in good standing at the time of election and thereafter.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law as soon as practical following the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, within the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, Secretary, Treasurer or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Wisconsin, as the place for holding any special meetings of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least forty-eight hours prior to the meeting via email or text. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director, or his/her designated proxy, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects

thereat to the transaction of any business because the meeting is not convened as described above. Neither the business to be transacted at, nor the purpose of any regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this ARTICLE III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the articles of incorporation or these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

Section 9. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. Liability of Directors. The corporation hereby indemnifies and holds harmless each person who shall serve at any time as director or officer of the corporation from and against any and all claims and liabilities, whether the same proceed to judgment or are settled with the corporation's consent to which such person shall have become subject by reason of his/her having heretofore been, or hereafter being, a director or officer of the corporation or by reason of any action alleged to have been heretofore, or will be hereafter, taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any gross negligence or willful misconduct. The Board of Directors shall, prior to authorizing reimbursement for such settlement or adjudication, determine that the director or officer is not liable to the corporation or its security holders for gross negligence or willful misconduct while in the performance of his duties as such officer or director. The rights accruing to any person under the provisions of this section shall not exclude any other rights to which he/she may belawful entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for.

Section 11. Informal Action by Directors. Any nonroutine action required may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE IV. OFFICERS

Section 1. Number. The principal officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and one Director, each of whom shall be elected by and from the membership.

Section 2. Election and Term of Office. The officers of the corporation are to be elected by the members and are to be elected for a 2-year term. If the election of officers shall not be held a such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the membership eligible to vote may be removed by said membership whenever in its judgment is in the best interests of the corporation. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Treasurer or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates of membership in the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these by-laws to another officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-President. In the absence of the President or in the event of his/her death, inability,or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President may sign, with the Treasurer, certificates of membership in the corporation; and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the membership and of the Board of Directors meetings using a standardized template in one or more books provided for that purpose and communicate the completed minutes template to the FLIA website administrator for posting within 30 days of the meeting; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address, phone number and email address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership books of the corporation, and (f) in general,

perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President, or by the Board of Directors. ,

Section 8. The Treasurer. The Treasurer shall: (a) sign with the President or the Vice-President, certificates of membership in the corporation, if any, the issuance of which have been authorized by resolution of the Board of Directors, (b) if required by the Board of Directors, the Treasurer shall give a bond for the faithful sureties as the Board of Directors shall determine, (c) have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation into such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of ARTICLE V of these by-laws, (d) complete all state filing requirements of the entity, (e) assist in the filing requirements of any changes to the entity, (f) support committees in researching and writing any grant requests; and (g) in general, perform all of the duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may, upon concurrence of a quorum of the general membership eligible to vote, authorize any officer or officers, agent, or agents, to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and concurred by a quorum of the general membership eligible to vote.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for a payment of money, notes orother evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents, of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VI. CALENDAR YEAR

The Calendar Year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VII. AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by the Board of Directors, and approved by a quorum of the membership eligible to vote, provided that no less than five (5) days written notice of such intent is given to the general or said membership.

ARTICLE VIII. USE OF COMMON AREAS

Common areas owned by the Association, including but not limited to Tax Parcels T03131999FL01000 (Lot 2, a designated preserve not for recreational or common use) and T03131920400200 (commonly referred to as the Green Space, a designated recreation space), and any future boat launch ramp(s) are the exclusive use of members who are current with their annual dues' payment. All posted Rules and Regulations related to the use of common areas must be adhered to. In the event a member violates the posted Rules and Regulations of a common area, the member will be prohibited from using the common area for a period of 1 year from the date of the violation.

ARTICLE IX. MOTOR AND SPEED RESTRICTIONS

As recorded with the Town of Auburn, no person shall operate a motor-propelled craft of any kind in any manner except battery-powered electric motors at a slow, no-wake speed and at no time to exceed 5 mph.

APPROVED

BY BOARD OF DIRECTORS 10/27/2022

AND BY MEMBERS 05/28/2023