ARTICLE I. NAME

Bylaw 1.1 The name of the corporation shall be St. Croix Sailing Club

ARTICLE II. OBJECTS OF THE CLUB

Bylaw 2.1 The objects and purposes of this Club shall be:

(a) Emphasize and promote the sport and recreation of family sailing on the St. Croix River and elsewhere;

(b) Provide a means for those persons interested in the sport of sailing to associate with other such persons to further their skills and enjoyment of sailing;

(c) Sponsor and promote such races, competitions, cruises and other events as its members may desire;

(d) Provide a means by which its members may become more proficient in the arts of seamanship and navigation and the application of the racing rules and rules of the road in yachting;

(e) Provide facilities for Cub activities, services, food and refreshments for Club members and their guests.

ARTICLE III. OFFICES

Bylaw 3.1 Place. The domiciliary office of the Club shall be in Washington County, Minnesota. Other offices may be maintained by the corporation at any other place or places which the directors may designate.

Bylaw 3.2 Maintenance of Records The official books and records of the Club shall be maintained in the custody of the Secretary who shall make them available for inspection and examination by the members.

ARTICLE IV. MEMBERSHIPS

Bylaw 4.1 Classes of Membership. There shall be four (4) classes of membership, designated as "Regular Membership," "Crew Membership," "Associate Membership" and "Honorary Membership." Memberships shall be open to all persons with a sincere interest in sailing and who will support and further the objects and purposes of the club.

Bylaw 4.2 Regular Membership

(a) A Regular Membership shall include the household, each of which persons shall be a member, but for purposes of voting, receiving Club mailings and such other activities as the officers or committees shall from time to time determine, all of the persons included in a Regular Membership shall be deemed to be one person.

(b) A Regular Membership shall be renewable annually on a calendar year basis.

(c) Each regular member who is not in arrears on dues or Assessments shall be entitled to vote in the manner hereinafter provided at membership meetings, shall receive Club mailings, may hold office in the Club and may participate in Club activities.

(d) Any member's vessel taking part in a sailing event organized and sponsored by the Club shall have on board a member of the Club who, in the absence of the owner, shall be the representative of the owner.

Bylaw 4.3 Crew Membership

(a) A Crew Membership shall be an individual membership offered persons crewing on a Regular Member's boat.

(b) A Crew Membership will have full privileges and responsibilities of regular club membership except for voting, holding office, and participation in Club events with their own boat and such other activities as the officers or committees shall from time to time determine.

Bylaw 4.4 Associate Membership

(a) An Associate Membership will be an individual with full Privileges and responsibilities of regular club membership except for voting, holding office, and participation in Club events with their own boat and such other activities as the officers or committees shall from time to time determine.

Bylaw 4.5 Honorary Membership

(a) Honorary Membership shall be conferred, by unanimous vote of the officers, to any individual who is determined by such officers to be deserving of special consideration.

(b) An Honorary Member shall not be required to pay dues and shall have all the privileges of a Regular Member, except the right to vote at membership meetings and the right to hold office in the club.

ARTICLE V. MEMBERSHIP VOTING

Bylaw 5.1 Each Regular Membership shall be entitled to one vote at any membership meeting. Cumulative voting shall not be allowed. A vote may not be cast by proxy at any meeting. Except as may be provided by express provision of these Bylaws, the vote of a majority of memberships represented at any membership meeting shall decide any questions before the meeting.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Bylaw 6.1 Place. All meetings of the membership shall be held at such place as the directors may designate in the notice thereof or as the members may give their consent.

Bylaw 6.2 Annual Meetings. The annual meeting of the members of the Club shall be held in the last quarter of the year, commencing with the year 1979, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Notice of the annual meeting shall be ~~given by mail~~ directed to the members at their last reported address at least ten (10) days prior to the time appointed for the meeting.

Bylaw 6.3 Special Meetings. Special meetings of the Regular Members of the Club may be called at any time by the Commodore, and must be called at any time by the Commodore, or in his absence, by the Vice Commodore or Secretary, on the written request of not less than one-fifth (1/5) of the regular memberships. Ten days notice of any special meetings must be given to the regular members, and the notice shall state the purpose or purposes of such meetings. Business transacted at any such meeting shall be confined to the purposes stated in the notice of the meeting.

Bylaw 6.4 Quorum: Adjournment. The presence at a meeting of a majority of the members entitled to vote shall constitute a quorum at that meeting. In the absence of a quorum, those present mat adjourn the meeting from day to day or time to time without notice other than announcement at the meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notice.

ARTICLE VII. MEMBERSHIP DUES

Bylaw 7.1 The annual dues required of Memberships in the Club shall be determined by the officers, shall be based on the calendar year and shall be payable by May 1 of each year. Memberships that are not maintained by the payment of dues on or prior to such date shall forfeit all privileges of membership in the Club and shall not be permitted to participate in events, races and competitions sponsored by the Club until such time as the dues and assessments in arrears are paid. The schedule of dues determined by the officers shall remain in effect for the then current calendar year, except in the event of exceptional or unforeseen circumstances requiring discretionary action by the officers.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Bylaw 8.1 Officers. The officers of the Club shall include a Commodore, who shall be president; a Vice Commodore, who shall be Vice President; a Secretary; a Treasurer; a Race Committee Chairperson; a Rating Committee Chairperson; a Program Chairperson; a Cruise Chairperson; and a rear Commodore. All of the officers, except the Rear Commodore, shall be chosen by the membership at the annual membership meeting; the Rear Commodore, shall be the immediate past Commodore. Any two offices, except those of commodore and Vice Commodore and those of Commodore and secretary, may be held by the same person; the Rear Commodore shall hold no other office.

Bylaw 8.2 Term of Office. Each officer shall serve for one calendar year, beginning immediately following the meeting at which they are elected, or until their successors shall have been duly elected.

Bylaw 8.3 Vacancies. If a vacancy occurs in the office of Commodore, the Vice Commodore shall thereby become Commodore for the unexpired term of that office. If a vacancy occurs in the office of Rear Commodore, the most immediate past Commodore able to serve shall become the Rear Commodore. If vacancies occur in any other office, such vacancies shall be filled by appointment by the Commodore with the approval of a majority of the Board of Directors.

Bylaw 8.4 Duties of the Officers. The duties of the officers of the Club shall be:

(a) Commodore. It shall be the duty of the Commodore to take command of the fleet, to preside at all meetings of the Club membership and to enforce the laws and regulations of the Club. The Commodore may call a meeting of the Club membership at his discretion, and shall do so at the written request of not less than one-fifth (1/5) of the membership. The Commodore shall appoint a chairperson of such special committees as the Directors may establish pursuant to Bylaw 9.6. The Commodore may also appoint such other committees as he/she shall see fit.

(b) Vice Commodore. It shall be the duty of the Vice Commodore, in the absence of the Commodore, to assume all the duties of Commodore. The vice Commodore shall succeed to the office of Commodore in the event of resignation or incapacity of the commodore, and at all other times shall act on behalf of the Club and the Commodore in such capacities as the Commodore may direct. It shall be the duty of the Vice Commodore to canvas and solicit new membership

(c) Secretary. It shall be the duty of the secretary to keep a record of the meeting of the Club membership and of the officers; to serve as Club historian; to act as a corresponding secretary; to publish such bulletins and notices as may be required in the operation of the Club; and to perform the other usual duties of a secretary.

(d) Treasurer. It shall be the duty of the Treasurer to receive and account for all money due the Club; to keep a correct roll of all members and their boats; to maintain books of account and record all transactions and to disburse, upon the authorization of the officer, such moneys necessary to pay bills and obligations contracted by the Club. All disbursements, other than routine operating expenses, must be approved by a majority of the Board of Directors. Any disbursement of $1000 or more will require the signatures of two (2) members of the Board.

(e) Race Committee Chairperson. It shall be the duty of the Race Committee Chairperson to recommend to the

Board a schedule of races, to supervise and manage the Club's racing activities; to provide sailing instructions, marks, judges and paraphernalia necessary in the management of races and regattas. The Chairperson shall, with the assistance of the Race Committee of not less than two other members, approved by the Board, compile race data and results, maintain the same and report the results thereof to the membership. The Chairperson shall appoint, with the approval of the Commodore, committees of juries of three or more Members to hear and determine such protests as may be made which involve (1) alleged violations of the Yacht Racing Rules of the International Yacht Racing Union, as adopted by the United States Sailing Association, (2) alleged violations of the published Sailing Instructions of the Club then in effect and (3) the application of the rating system to a member's yacht or a group of yachts.

(f) Rating committee Chairperson. It shall be the duty of the Rating Committee Chairperson to conduct the activities of the Rating Committee and to appoint members thereof, to recommend to the Board the selection and utilization of a rating system or systems providing fair and equitable handicaps for the types of yachts sailed by the membership and to maintain a rating record of all member yachts.

(g) Program Chairperson. It shall be the duty of the Program Chairperson to supervise the Club's social, recreational and educational activities. The Program Chairperson may from time to time establish such committees as he or she may deem appropriate to assist in the conduct of such activities.

(h) Cruise Chairperson. It shall be the duty of the Cruise Chairperson to recommend to the Board, a schedule of cruising activities for the Club, to plan and supervise such activities, and to establish criteria for the selection of the recipient of the Annual Cruising Award.

(i) Rear Commodore. It shall be the duty of the Rear Commodore to assist and advise the officers and to maintain continuity from one year to the next. In the absence or disability of the Commodore or the Vice Commodore, the Rear Commodore shall act in their place and stead.

In addition, each officer shall have the duties otherwise prescribed by these Bylaws, and such other responsibility and authority as the Board of Directors may delegate.

Bylaw 8.5 Other Officers. The directors may elect or appoint such other officers as they shall deem necessary from time to time, who shall exercise such powers and perform such duties as shall be delegated to them from time to time by the directors.

ARTICLE IX. BOARD OF DIRECTORS

Bylaw 9.1 Number and Members. The business, property and affairs of this Club shall be managed by a Board of Directors composed of nine (9) persons who shall be members of this Club. Each director shall hold office for a term of one (1) year or until his successor shall have been duly elected. Each of the officers of the Club duly elected at the annual meeting of the membership shall be a director and a member of the Board of Directors of the Club who, along with the Rear Commodore who shall also be a director, shall take office immediately following the meeting at which they are elected.

Bylaw 9.2 Duties. The Board of directors shall transact all business of the Club. It shall determine the policies, fiscal matters, assessments, dues and in general assume responsibility for the guidance and conduct of the affairs of the Club.

Bylaw 9.3 Meetings. The annual meeting of the Board of Directors shall be held ~~immediately~~ following the annual meeting of the membership each year at such time as agreed upon by the outgoing and incoming Board of Directors. Special meetings of the Board of Directors may be called by the Commodore, Vice Commodore or Rear Commodore at any time. At least seven (7) days notice shall be given to each of the members of the Board of Directors stating generally the purpose for which such meetings are called, and any other matter required by the Bylaws to be stated with such notice, except a meeting may be called at any time upon the waiver of notice by not less than five (5) Board members. A special meeting of the Board shall be called by the Commodore upon the written petition of one-fifth (1/5) of the regular membership to consider and take action upon those matters specified in said petition.

Bylaw 9.4 Quorum. The presence of a majority of the directors shall be necessary at a meeting whether annual or special, to constitute a quorum to transact business. The act of the majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Bylaw 9.5 Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining directors. Each person so elected to fill a vacancy shall remain a director until a successor has been elected by a vote of the membership at its annual meeting.

Bylaw 9.6 Appointment of Committees. Except as otherwise herein provided, the Board of Directors shall have the power to create and appoint members to any committee it shall deem advisable.

ARTICLE X. COMMITTEES

Bylaw 10.1 Executive Committee. The directors may by unanimous affirmative action of the entire Board, designate two or more of their number to constitute an Executive Committee, which to the extent determined by unanimous affirmative action of the entire board, shall have and exercise the authority of the Board and the management of the business of the Club, with the exception of the power to elect officers. Any such Executive Committee shall act only in the interval between meetings of the Directors, and shall be subject at all time to the control and direction of the Directors.

Bylaw 10.2 Standing Committees. There are hereby created five (5) standing committees, each of which shall consist of the Chairperson and at least two appointed members. The standing committees are (1) Race Committee; (2) Rating Committee; (3) Program Committee; (4) Cruise Committee; (5) Labor Day Regatta Committee. The standing committees shall assist the Chairperson of each such committee in carrying out and discharging the duties and responsibilities assigned to each such Chairperson. Unless otherwise specifically provided herein, appointments to each of such committees are subject to the approval of a majority of the members of the Board of Directors.

Bylaw 10.3 Special Committees. The Board of Directors shall establish such committees as it may determine to be necessary, and shall define the duties of such committees. The Chairperson of each of such committees shall appoint members to serve upon the committee to assist him or her in accomplishing the purposes of such committees. Special fees, assessments and disbursements being necessary for any such committee must receive the prior approval of a majority of the Board of Directors.

Bylaw 10.4 Nominating Committee. The Commodore shall appoint a nominating committee consisting of three members of the Club, which shall include the past two Commodores, no later than August 15 of each year, whose duties shall be to canvas the membership and nominate a slate of qualified members for election as officers and directors. The names of the slate so selected for nomination shall be sent to each member in good standing as part of the notice of the general membership meeting (see 6.2). Additional nominations for any office may be made by regular members at the annual membership meeting. No officer shall be nominated by the nominating committee or any member without first obtaining approval of that nominee.

ARTICLE XI. AMENDMENTS

Bylaw 11.1 Amendments. These Bylaws may be amended, revised, repealed or replaced in whole or in part at any annual or special meeting of the corporation by a three-fourth (3/4) vote of the regular membership represented, providing notice containing the substance thereof is contained in the notice of the meeting at least thirty (30) days in advance of such meeting.

Bylaw 11.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by the Commodore or Treasurer, or by such other officers or agents as may from time to time be designated by resolution of the directors. All checks over $500 will require 2 signatures; i.e. the Commodore and/or Treasurer and/or such other officer or agent as may be designated by resolution of the directors.

ARTICLE XII. MISCELLANEOUS

Bylaw 12.1 Directors Annual Statement. The directors shall at each annual meeting and when called for by a vote of the members, present a full and clear statement of the business and condition of the Club.

Bylaw 12.2 Funds. This Club is not intended to be a corporation organized for profit, nor was it founded with the expectation of making a profit. This Club shall use its funds only for the objects and purposes specified in these Bylaws.

Bylaw 12.3 Compensation. No compensation shall be paid to any officer or director or member for services performed by them for the Club in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors.

Bylaw 12.4 Other Activities. Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, this Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7), Internal Revenue Code of 1954, or any section successor thereto.

Bylaw 12.5 Dissolution. The corporate existence of this Club may be dissolved upon the vote of two-thirds (2/3) of the regular membership. Upon dissolution of the Club as herein provided, and termination of its legal existence, all moneys, funds and properties of the Club shall be distributed to organizations which qualify for exemption under Section 501(c)(7), Internal Revenue Code of 1954, or any section successor thereto, or shall be distributed to the United States of America or the State of Minnesota for public purposes