

BY-LAWS OF PELICAN LAKE YACHT CLUB, INC.

ARTICLE I. OFFICES

The principal office of the Corporation in the State of Minnesota shall be located in the state of Minnesota. The Corporation may have such other offices either within or without the State of Minnesota, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Minnesota a registered office as required by the Minnesota Non-Profit Corporation Act. The registered office may be, but need not be identical with the 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 II. MEMBERS

Section 1. General Member. All persons who own sailboats, or who regularly sail on Pelican Lake, or who rent slips from the Corporation shall be eligible as a general member. Spouses, domestic partners, and their children 25 and under in the same household shall be treated as members.

Section 2. Associate Member. All persons interested in supporting the sport of sailing are eligible for an associate membership. Spouses, domestic partners, and their children 25 and under in the same household shall be treated as members.

Section 3. Voting Rights. Each general member in good standing shall be entitled to one vote on each matter submitted to a vote of the members, but not more than one vote per paid membership. An associate member shall not have the right to vote on any matter.

Section 4. Approval of Members. Members shall be approved by the Board of Directors.

Section 5. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all of its members may suspend or expel a member for cause.

ARTICLE III. DUES

Section 1. Annual Dues. The dues of the general and associate members shall be set by the Board of Directors. Fees may be based on their level of activities or other criteria.

Section 2. Good Standing. All dues must be paid annually by the date established by the board for a member to be in good standing.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual meeting. An annual meeting of the members shall be held each year. The date and time and place being set by the Directors for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special Meetings of the members may be called by the President or the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings. A notice stating the place, day and hour of any meeting of members shall be delivered either electronically, or by mail, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the Commodore, or the Secretary, or the Officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these By-Laws, the purpose or

purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Eleven general members entitled to vote at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. Live electronic attendance is permitted and counts as toward the quorum.

Section 7. Proxies. No proxies shall be valid.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed solely by its Board of Directors who shall have complete power and authority to carry out the stated purposes of the Corporation. Directors need not be residents of the State of Minnesota, but must be general members of the Corporation.

Section 2. Tenure and Qualifications. The number of directors shall be a minimum of 5 and a maximum of 11. Each director shall be elected to a term of one year and shall hold office until a successor shall have been elected and qualified. The directors shall be composed of the following:

Commodore
Vice Commodore
Secretary
Treasurer
Racing Fleet Captains
At Large Members

Most Recent Commodore Retired

The Board of Directors shall be elected by the members at the annual meeting.

Section 4. Meetings. Meetings of the Board of Directors may be called by or at the request of the Commodore or any two Directors. The person or persons authorized to call meetings of the Board may fix any place, either within or without the State of Minnesota, as the place for holding any meeting of the Board called by them.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least two days previously thereto by oral notice or by written notice delivered personally or sent by mail or electronically to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. One half or more of the Board of Directors including the Commodore or Vice Commodore shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting. The act of a 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 these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy must meet the qualifications of the Director whose vacancy such person is being elected to fill and will serve in office for the unexpired term of his predecessor in office.

ARTICLE VI. OFFICERS

Section 1. Officers. Officers shall be the Commodore (President), Vice Commodore (Vice President), Secretary, Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers as it shall deem desirable. Such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Commodore and Secretary, and Commodore and Vice Commodore.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the members at the regular Annual Meeting of the membership.

Section 3. Removal. Any Officer may be removed at any time by the Board of Directors with or without cause by unanimous vote of the Directors other than the person being removed. An Officer removed by the Directors shall remain as a Director, however, until removed by the membership or until the next meeting for the election of Directors.

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

Section 5. Commodore (President). The Commodore (President) shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, 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 or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of Commodore and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Commodore (Vice President). In the absence of the Commodore or in the event of his inability or refusal to act, the Vice Commodore (or in the event there be more than one Vice Commodore, the Vice Commodore in the order of their election) shall perform the duties of the Commodore, and when so acting shall have all the powers of and be subject to all the restrictions upon the Commodore. Any Vice Commodore shall perform such other duties as from time to time may be assigned to him by the Commodore or by the Board of Directors. The Vice Commodore will assist the Commodore wherever and whenever possible.

Section 7. Treasurer. The treasurer or his/her designate shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Commodore or by the Board of Directors.

Section 8. Secretary. The Secretary or his/her designate shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation, if any; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Commodore or by the Board of Directors.

ARTICLE VII. COMMITTEES

Section 1. Committees. Committees may be designated by resolution of the Board of Directors.

Section 2. Nominating Committee. The nominating committee for the Board of Directors and Officers shall be selected by the Commodore and approved by the Board of Directors. The nominating committee's candidates shall be approved by the Board of Directors prior to the General Member's vote.

Section 3. Fleets. The Fleets for racing shall be established by the Board of Directors who may set a minimum number of boats to be a qualified fleet. Each Fleet shall have its own captain who is given responsibilities established by the board of directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Commodore of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or by his agent or attorney for any purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be calendar year.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the members present at any Regular Meeting or at any Special Meeting of the members. The Board of Directors may propose an amendment to the By-Laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members or any five members may set forth a proposed amendment by petition by them subscribed which petition shall be filed with the Secretary of the Corporation. At least ten (10) days' notice of the meeting of the members stating the purpose, including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment and to each Officer and Director regardless of his voting rights.