

BY-LAWS OF DILLON YACHT CLUB OF COLORADO

ARTICLE I

Members

1. Classes and Qualifications of Members. There shall be seven classes of membership: life, regular, junior, non-resident, social (crew), honorary and members in suspense. Voting members shall constitute life, charter, regular and junior members. Non-resident, social (crew) and honorary members and members in suspense shall be non-voting. Any person of the age of 18 or older, filing a written application on a form prescribed by the Board of Directors reflecting a consent to be bound by the Articles of Incorporation, By-Laws, Amendments thereto, and the policies, rules and regulations at any time adopted by the Corporation in accordance with the By-Laws, and containing the signatures of two members, may be admitted as a voting or non-voting member upon the approval of a majority of the Board of Directors. Every application shall be accompanied by a payment of an initiation fee in an amount established for the current year by the Board of Directors. A life or honorary membership may be conferred on any person of the age of 18 or older at the discretion and upon approval of the Board of Directors.

2. Membership Privileges. The privileges conferred on the eight classes of members are:

a. Voting Membership. (Regular Membership) Voting members shall be entitled to utilize all of the club facilities, participate in all club activities, receive the club newsletter and all notices- of meeting of members, hold office in the club, and vote at any meeting of members, all as provided in these By-Laws and subject to such rules, regulations, and policies as may be promulgated by resolution of the Board of Directors. Members and spouses will have one vote and shall inform the Board of Directors as to which spouse is entitled to vote before any single issues are voted upon.

The husband, wife, and unmarried children under the age of 21 of such member shall be entitled to all of the benefits of such membership except voting. Upon attaining the age 21 or becoming married, whichever first occurs, a child of a voting member may apply for a voting membership and shall be given highest priority on the waiting list of voting membership applicants immediately behind any non-voting members applying for voting membership.

b. Non-Voting Membership. Non-voting social (crew) members shall have all of the privileges of voting members except the privilege of voting at any meeting of members and of holding office. Members in suspense shall have no privileges or vote. Social members making application for a voting membership shall be given the highest priority (directly behind those on the waiting list) on the waiting list of voting membership applicants.

c. Honorary Membership. Honorary members shall have all of the privileges and obligations of voting members except the privileges of voting at any meeting of the members and of holding office, and the obligations of paying any initiation fee, dues, or assessments.

d. Life Membership. Life members shall have all of the privileges and obligations of voting members except the obligation of paying any initiation fee, dues, or assessments. Life members will be obligated to pay racing fees if they participate in the racing program.

3. Limitation of Membership. The maximum number of voting members shall be 250 and the maximum number of non-voting members shall be 50.

4. Termination of Membership. The Board of Directors, by affirmative vote of 2/3 of all the members of the Board may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any annual or special Board of Directors' meeting, may terminate, suspend, or expel any member who shall be in default in the payment of dues for the period fixed in Article VII of the By-Laws.

5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

6. Reinstatement. Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of the majority of the Board of Directors, may reinstate such former member to membership upon such terms as the Board may deem appropriate.

7. Transfer of membership. Membership in the Corporation is not transferable or assignable.

ARTICLE II

Meetings of Members

1. Annual Meetings. The annual meeting of the members of the Corporation shall be held at the office of the Corporation or at any other place designated in the notice of the meeting on the first Friday of November in each year, 8:00 P.M. or on such other date in October or November as may be designated by the Board of Directors. At such meeting, the officers and directors shall be elected pursuant to Article II, Section 5. The officers of the Corporation shall present their annual reports, and the Secretary shall have on file an accurate current listing of all the members. All business pertaining to the Corporation shall be reviewed, and any business may be considered.

2. Special Meetings. Special meetings of the members may be held at any time at the office of the Corporation or at any other place designated in the notice thereof pursuant to a resolution of the Board of Directors, or by a call of the President, or by a call of one third or more of the voting members. At any meeting of the members, notice of which indicates such purpose, directors may be removed with or without cause by a vote of the majority of the members entitled to vote at an election of directors.

3. Notice of the Meetings. Notice of the time and place of all meetings shall be prepared by the Secretary and delivered personally or deposited in the Post Office properly addressed to each member at least 10 days but not more than 50 days before such meeting. Notices of special meetings shall state the purposes thereof. If any member fails to furnish the Secretary with his correct Post Office address, he shall not be entitled to the separate personal notice referred to herein.

4. Voting. All voting members shall be entitled to vote at the annual and special meetings of the members and at such meetings each voting member shall be entitled to one vote which must be exercised in person or by proxy. A voting list shall be prepared and be available at any meeting, which list shall show the members entitled to vote; however, failure to comply with this provision will not affect any action taken at any meeting.

5. Election of Officers and Directors. At the annual meeting of the members, the members shall elect a commodore, vice-commodore, secretary, and treasurer, and serve until the election of their successor the next year.

Said officers shall be members of the Board of Directors. The balance of the Board of Directors shall be elected pursuant to the provisions of Article III, Paragraph 1, provided, however, that additional candidates for any office may be nominated from the floor at the annual meeting by motion of a voting member, seconded by three additional voting members.

6. Quorum. A Quorum shall consist of 10% of the voting membership as long as the actions of the meeting are ratified in writing by at least 35 voting members.

7. Proxies. Any member entitled to vote may be represented at any annual or special meeting of the members by a duly executed proxy. The proxy shall be in writing and properly signed, and no proxy shall be valid after 11 months from the date of its execution.

8. Order of Business.

- a. Call of roll.
- b. Proof of due notice of meeting or waiver thereof.
- c. Presentation of the list of members.
- d. Announcement of a quorum.
- e. Reading and disposal of any unapproved minutes.
- f. Annual reports of officers and committees.
- g. Election of Directors and Officers.
- h. Unfinished business.
- i. Ratification of Directors' and Executive Committee's acts.
- j. New business.
- k. Adjournment.

ARTICLE III

Directors

1. Board of Directors. The affairs of the club shall be managed by a Board of Directors consisting of the elected officers, elected fleet captains from fleets of 5 or more boats, the immediate past Commodore, and two members elected at large who are not members of any fleet. The Board of Directors may appoint individuals to the at large position if not filled by a vote of the membership. On or before 15 days following the annual meeting of the members of the club, the Fleets shall meet and select Fleet Captains. Five or more boats of the same class at Lake Dillon shall constitute a Fleet. In addition, all other boats racing on Lake-Dillon shall constitute the Handicap- Fleet. Said Fleet Captains shall become members of the Board of Directors, to serve until their successors are elected.

2. Nominating Committee for Directors and Officers. The Board of Directors shall, prior to the annual meeting, nominate candidates for the offices of Commodore, Vice Commodore, Secretary and Treasurer. These candidates shall be submitted at the annual meeting, and additional nominations for the offices may be made from the floor by motion of a voting member seconded by three additional voting members. Each voting member shall be entitled to cast one vote for each office, and each additional seat on the Board of Directors to be filled. The nominees for each office receiving the highest number of votes shall be elected to such office and persons nominated for the Board of Directors who have the highest number of votes in consecutive order shall be elected to the Board of Directors. No cumulative voting shall be permitted.

3. Vacancies. Any vacancy occurring in the Board of Directors may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors, even though less than a Quorum of the Board of Directors.

ARTICLE IV

Meetings of Directors

1. Annual and Special Meetings. The annual meeting of the Board of Directors shall be held at the office of the Corporation, or at any other place designated in the notice of the meeting, on the first Friday of November in each year following the annual meeting of the members. Special meetings of the Board of Directors may be held on the written call of the Commodore or any two members of the Board.

2. Notice of Meetings. No notice shall be necessary for the annual meeting of Directors. The Secretary shall notify each member of the Board of all special meetings by delivering to him personally, or by mailing at least three days before any such meeting, a written or printed notice thereof, giving the time, place, or by verbal notification three days prior thereto, giving the time and place. A signed waiver of notice of any meeting, special or annual, or the attendance thereat shall have the same effect and shall at all times receive the same construction as though a regular notice had been properly given to each Director providing the waiver or attending. No statement of purpose of business need be given for any meeting.

3. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, set forth the actions so taken, shall be signed by all of the Directors.

4. Quorum. A majority of the Board of Directors as fixed in the By-Laws shall constitute a Quorum, and the majority of the members in attendance at any board meeting shall, in the presence of a Quorum, decide its action. A minority of the Board present at any annual or special meeting may, in the absence of a Quorum, adjourn to a later date, but may not transact any business until a Quorum has been secured.

ARTICLE V

Officers

1. Election and Qualification. The officers of the Corporation shall be a Commodore, who shall carry the additional title of President, Vice Commodore, who shall carry the additional title of Vice President, Treasurer, and Secretary. They shall be elected by the members at the annual meeting in the manner set forth in Article n of these ByLaws. Offices shall be held for the period set forth in Article II, section 5 until their respective successors are duly elected and qualified, unless they sooner resign or unless removed by a majority of the voting members. Any vacancies that occur may be filled for the unexpired term by the voting members, or by the Board of Directors if the members fail to fill such vacancy within 30 days. More than one office may not be conferred on one person.

2. Commodore (President). The Commodore shall preside at all meetings of the members and Directors and shall sign all membership certifications. He shall si~ when duly authorized, all contracts, orders, deeds, leases, licenses, and other instruments of special nature. He shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of the company's business. He shall also, in the absence or disability of the Treasurer, endorse checks, drafts, and other negotiable instruments for deposit of collection, and shall, with the Secretary, sign the minutes of all meetings over which he may have presided. He shall have such usual powers of supervision and management as may pertain to the office of President, and perform such other duties as may properly be required of him by the Board of Directors.

3. Vice Commodore (Vice President). The Vice Commodore, in the absence, disability, or refusal to act of the Commodore, shall possess all of the powers and perform any of the duties of that office and perform such other duties as may properly be required of him by the Board of Directors.

4. Treasurer. The Treasurer shall have custody of and be responsible of all monies and securities of the Corporation. He shall keep full and accurate records and accounts and books belonging to the Corporation, showing its accounts, liabilities and financial condition, and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. He shall deposit in the name of the Corporation and in such depository or depositories as are approved by the Board of Directors all monies which may come into his hands for the Corporation's account, yet granting hereby reasonable latitude in handling petty cash and holding funds for a short period of time. His books and accounts shall be open at all times to the inspection of any Director or any member of the Corporation. The Treasurer shall payout money, either by special or

general direction of the Board of Directors. He shall endorse for collection or deposit all bills, notes, checks, and other negotiable instruments of the Corporation. He shall make a full report of the financial condition of the Corporation for the annual meeting of the members, together with such other reports and statements as may be required of him by the Board of Directors, or by the Federal or State laws. The signature of the Treasurer also is sufficient as drawer of any Corporate check.

5. Secretary. The Secretary shall keep the Corporate records; issue and cancel membership certificates; and sign, with the Commodore, contracts, deeds, and other instruments whenever so ordered or required by these By-Laws. He shall keep the seal of the Corporation and affix the seal, attested by his signature, to such instruments as may require same. He shall keep full minutes of all meetings of the members and the Board of Directors, and issue calls for meetings of the members, and give due notice thereof. He shall make such reports to the Board of Directors as they may request, and shall prepare such reports and statements as are required by Federal and State laws. He shall attend to such correspondence and such other duties as may be incident to his office or be properly assigned to him by the Board of Directors.

ARTICLE VI

Committees

1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; subject, however, to the limitations contained in the Colorado Non-Profit Corporation Act; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors at a meeting at which a Quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the Corporation, and the Commodore of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the Corporation shall be served by such removal.

3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.

4. Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a Quorum and the act of a majority of the members present at a meeting at which a Quorum is present shall be the act of the committee.

7. Quorum. Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

Dues, Initiation Fee and Assessments

1. Annual Dues and Fees. The Board of Directors may determine, from time to time, the amount of initiation fee, if any, annual dues, and racing fees payable to the Corporation by its members.

2. Payment of Dues. Dues shall be payable in advance of the first day of January each year. Dues of new members shall be in an amount equal to the dues for the entire year notwithstanding the time of year such new member became a member of the Corporation.

3. Assessments. The Board of Directors may, by majority vote, levy assessments other than dues upon the members solely for the purpose of providing funds to carry out the purposes and objectives of the Corporation. Such assessments will be levied on all members equally and shall be payable at such time as the Directors may prescribe.

4. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of 60 days from the date such dues become payable, his membership may thereupon be terminated by the Board of Directors in the same manner provided in Article I of the By-laws.

ARTICLE VIII

Membership Cards

1. Membership cards. Membership in the Corporation may be evidenced by a membership card which shall be in such form as may be determined by the Board of Directors. If any membership card shall become lost, mutilated or destroyed, a new membership card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

2. Issuance of Membership Cards. When an member has been elected to membership and had paid any initiation fees and dues that may then be required, a membership card shall be issued in his name and delivered to him by the Secretary or Treasurer, if the Board of Directors shall have provided for the issuance of membership cards under the provisions of this Article.

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 his attorney for any proper purpose at any reasonable time.

ARTICLE X

Racing Rules

1. All races will be conducted pursuant to the sailing instructions as published by the DYCC and the racing rules in effect from time to time.

2. No boat shall be allowed to race for points unless at least one of its owners is a voting member of the DYCC.

3. In any club race no boat shall qualify for points unless a member or a member of his or her immediate family is aboard.

4. In one design fleet racing the participating boats shall be governed by class rules.
5. All DYCC fees must be paid before a skipper is eligible to qualify for points achieved in any race.

ARTICLE XI

Amendments

These ByLaws may be amended, repealed or altered, in whole or in part, at the annual or special meeting of members.