

AMENDED AND RESTATED BYLAWS

OF

ANACORTES YACHT CLUB

ARTICLE I

CORPORATE OFFICERS

The principal office of the Corporation shall be located in the city of Anacortes, county of Skagit, state of Washington, as from time to time determined by the Board of Directors. The Corporation may also have such offices at such other places within or without the state as the Board of Directors may from time to time determine.

ARTICLE II

DEFINITIONS

The term "Club" and "Corporation" as used in these Bylaws or otherwise shall be interchangeable. The term "officer" and "director" shall likewise be deemed interchangeable as applicable. Communication terms as used in these Bylaws such as "in writing", "written notice", "published", "notice in writing", and "written notice by mail" may be accomplished by hard copy or appropriate form of electronic communication.

ARTICLE III

MEMBERSHIP

1. Classes of membership in the Club shall be as follows:

(a)Preferred. A preferred membership may be granted to any individual 21 years of age or over. The preferred membership shall include a spouse or domestic partner. Each preferred membership shall own at least one preferred share in the Corporation.

(b)Life memberships. Life memberships in existence on November 12, 1988, shall remain in effect. No new life memberships shall be admitted.

(c)Honorary Memberships. The Board of Directors may grant honorary memberships upon a majority vote of the then members of the Board of Directors. An honorary membership shall be limited to a one (1) year term. No more than twelve (12) honorary members may be admitted in any one calendar year.

(d) Associate. An associate membership may be granted to any individual 21 years of age or over, provided that they do not have any substantial (25% or more) interest in a boat whose length exceeds sixteen (16) feet in overall length and whose primary means of propulsion is either by power or sail. The associate membership shall include a spouse or domestic partner. An associate member may not vote, own shares (except as a result of previously being a preferred membership), enjoy reciprocal privileges or financially benefit from the Club.

(e) Junior. A junior membership may be granted to any individual who has not attained the age of 21 years. A junior membership shall expire on December 31 of the year of their 21st birthday, at which time they may apply for either an associate or preferred membership.

ARTICLE IV

APPLICATION FOR MEMBERSHIP

1. Applications for all current classes and changes in class of membership must be proposed in writing on a form then approved by the Board of Directors. Each application for membership must bear the signature of one preferred member in good standing proposing such new member.
2. The Club Secretary, upon receipt of an application for membership, shall refer such application to the next meeting of the Board of Directors. All applications for membership then pending shall be considered. The applicant must receive at least a seventy-five percent (75%) super majority of the Directors voting to be accepted as a member. The Commodore shall then refer the application to the Secretary with instructions to place the applicant's name, if accepted, upon the membership roster. The Secretary shall then notify the applicant of acceptance or rejection.
3. An initiation fee, dues and share purchase price must accompany each application for membership as applicable.

ARTICLE V

DUES AND INITIATION FEE

Membership dues and initiation fees will be established from time to time by the Board of Directors. Annual membership dues are payable in advance. The Board of Directors may waive the payment of the annual dues and/or initiation fees for any reason they deem appropriate.

ARTICLE VI

TERMINATION AND RENEWAL OF MEMBERSHIP

1. A membership in the Club shall be terminated upon any of the following events:

(a) Voluntary Termination: Members may voluntarily resign from the Club by filing a written notice with the Secretary. Upon the receipt of written voluntary notice of termination by the Board of Directors, all interest of the member in the Club or Club's property (except for liquidation rights represented by share of stock) shall revert to the Club, and all Club property then held by the member shall be contemporaneously with the delivery of the voluntary written termination be returned to the Club Treasurer.

(b) Involuntary Termination. Members may be expelled for any one of the following reasons:

- (1) Violation of these Bylaws and / or any other club rules or operating policies.
- (2) Conduct unbecoming a member.
- (3) Actions injurious or prejudicial to the welfare of the Club.
- (4) Failure of any member to pay the annual dues by the later of December 31 or sixty (60) days after receiving notice that the same are due and payable.
- (5) Failure of any member to pay an indebtedness due **to** the Club within sixty (60) days of the receipt of a notice indicating that such member is indebted to the Club.

Involuntary termination by reason of items 4 or 5 in subparagraph (b) above shall be automatic; involuntary termination by reason of items 1, 2 or 3 above shall require action of the Club as described in paragraph 2 below. Upon involuntary termination, for any of the above reasons, all interest of the terminated member in the Club or Club's property (except for liquidation rights represented by shares of stock) shall revert to the Club and all Club property then held by the member shall be returned to the Club Treasurer.

2. The involuntary termination of a membership shall be initiated by a petition requesting the involuntary termination of a membership. The petition must be signed by ten (10) preferred memberships of the Club. The petition must set forth the acts and/or actions of the member and/or members to be involuntarily terminated, constituting the basis for involuntary termination. The petition, signed by the ten (10) preferred memberships, shall then be presented to the Board of Directors for disposition. The member shall be involuntarily terminated only after a hearing at a regular or special meeting of the Board of Directors. The member

to be terminated shall be given ten (10) days' written notice of the basis for involuntary termination and the hearing date. The member shall have the right to respond to the petition requesting involuntary termination before the Board of Directors. A two-thirds (2/3) majority of those members signing the petition must be present at the hearing. Failure of two-thirds (2/3) of the members signing the petition to be present at the hearing shall nullify the petition requesting involuntary termination. A member shall not be involuntarily terminated unless and until two-thirds (2/3) of the Board of Directors shall vote in favor of involuntary termination of the member. An expelled member may appeal to the general membership from the decision of the Board of Directors at the next regular or special meeting following the hearing of the Board of Directors at which the member was involuntarily terminated. The involuntarily terminated member shall remain terminated unless a two-thirds (2/3) vote of the preferred memberships, present and voting upon the involuntarily terminated member's appeal, vote to reinstate and/or reverse the decision of the Board of Directors and to restore the member to good standing in the Club, provided, however, the next regular meeting or special meeting of the general membership, for the purpose of this section, shall be no sooner than thirty (30) days nor later than ninety (90) days after notice of the member's appeal. Notice of the member's appeal and the date of such hearing before the general membership shall be given through the normal channels of communication. If a membership is involuntarily terminated under these provisions, all interest of the member in the Club or Club's property (except for liquidation rights represented by shares of stock) shall revert to the Club and all Club property then held by the member shall be returned to the Club Treasurer.

3. A former member's membership may be renewed in any one of the following manners:
 - (a) Any member in the Club, who has voluntarily terminated while in good standing and who wishes to renew a membership, must apply in the same manner as set forth in Article IV.
 - (b) Any member involuntarily terminated from the Club membership by the Board of Directors may make application for membership in the manner as set forth in Article IV. The application for membership cannot be made prior to one (1) year after the member has been involuntarily terminated.

ARTICLE VII

MEMBERSHIP MEETINGS

1. The annual meeting of the Club membership shall be held during November of each year, at a time and date fixed by the Board of Directors. Notice of the annual meeting shall state that the purpose of the meeting is to elect the officers of the Club for the ensuing year and for the transaction of such other business as may properly come before the meeting. The notice shall state the time and place of the meeting and shall be mailed by the Secretary to each member not less than ten (10) days nor more than sixty (60) days before the date of the annual meeting.
2. The Flag Officers shall, at each annual meeting of the membership, present an annual report. The report shall be filed with the records of the Corporation and entered into the minutes of the Corporation.
3. Special meetings of the membership may be called at any time by the Board of Directors or by any officer of the Corporation. Notices of special meetings shall state the purpose or purposes for which the meeting is called. The notice of the special meeting shall be given either personally or by first-class mail not less than ten (10) days nor more than sixty (60) days, to each member at the member's address as shown upon the corporate books and records or at such other address as the member may request in writing to the Secretary, before the date of such special meeting. Notice shall be deemed to have been given when deposited with postage prepaid in the post office or other official depository under the exclusive jurisdiction of the United State Post Office.
4. Meetings of the members shall be presided over by any one of the following officers, in the following order: the Commodore, Vice Commodore, Rear Commodore, Secretary or Treasurer. A Chairman, if none of the foregoing officers are in office or present at the meeting, may be chosen by a majority vote of the members present to act over any general and/or special meeting. The Secretary of the Corporation shall act as Secretary of each meeting. The presiding officer at any general and/or special meeting may appoint a Secretary of the meeting if the regularly elected Secretary is not present.
5. A quorum shall be necessary to conduct any business at the annual membership or at any special membership meeting as defined in Paragraph 3 above. Thirty (30) voting members present and in good standing shall constitute a quorum for all member meetings except those meetings at which it is planned to amend the Club Bylaws; the quorum requirements for Bylaw amendments are contained in Article XV.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

1. The Corporation shall be managed by a board of nine (9) elected directors and two (2) appointed directors. Each director shall be at least 21 years of age and shall be a preferred member in good standing while holding office. The nine (9) elected directors shall be: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, the most recently retired Commodore, and three (3) at large directors. The Board of Directors shall additionally consist of two (2) appointed directors consisting of: the Race Chairman and the Cruise Chairman.
2. To be eligible to be Commodore, Vice Commodore, Rear Commodore, Secretary or Treasurer (collectively known as flag officers), a member must be a yacht owner or have owned a yacht while being a member in good standing. A yacht shall be a marine vessel of at least sixteen (16) feet in overall length and whose primary means of propulsion is either power or sail.
3. Directors shall be elected by the general membership of the Club as follows: for one (1) year term the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and position 1 at large director; for a (2) year term positions 2 and 3 at large directors with position 2 at large director being filled at an election by the general membership on even numbered years and position 3 at large director being filled by election of the general membership on odd numbered years.
4. The ninth position upon the Board of Directors shall be filled by the retiring Commodore. The ninth position, if the retiring Commodore shall fail to fill the ninth position, shall be filled by appointment to the Board of Directors upon a majority vote of the Board of Directors. The retiring Commodore shall fill this position for a period of one (1) year following the retiring Commodore's initial elective term of office.
5. The tenth and eleventh positions on the Board of Directors shall be filled by appointment by the newly-elected Board of Directors plus the directors fulfilling the balance of their terms. The tenth position on the Board of Directors shall be and consist of the Race Chairman. The eleventh position on the Board of Directors shall be and consist of the Cruise Chairman. The tenth and eleventh positions on the Board of Directors shall be for a term of one (1) year.
6. The number of directors may be increased or decreased by action of the Board of Directors, provided, however, any action of the Board of Directors to effect such an increase or decrease shall require a majority vote of the entire Board of Directors. No decrease in the number of directors shall shorten and/or terminate the term of any director then in office.
7. Any or all of the Board of Directors may be removed with or without cause by a majority vote of the preferred memberships.

8. The Board of Directors may remove any director for cause only. A quorum, at any meeting held to remove one or more director, shall be necessary and shall consist of a majority of the directors. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors, excluding the vacancy. A two-thirds (2/3) vote of those directors present at such meeting shall be required to remove a director from office.
9. Vacancies occurring on the Board of Directors shall be filled by appointment by the Board of Directors. Nominations to fill the appointment shall be made by the members of the Board of Directors. Ballots shall be cast for the nominees by the members of the Board of Directors until one nominee has received a number of votes equal to a majority of the Board of Directors. The nominee receiving the least number of votes upon each ballot shall be deleted from the following ballot until such time as one nominee has received a majority vote from the members of the Board of Directors. The person so elected to a position upon the Board of Directors shall serve the unexpired term of his / her predecessor, provided, however, in the event the of a vacancy of the Commodore the Vice-Commodore shall assume the duties of Commodore or a vacancy of the Vice-Commodore's the Rear Commodore shall assume the duties of Vice-Commodore and the position of Rear Commodore shall then be filled by special election.
10. A director may resign at any time by giving written notice to the Board of Directors. The resignation, unless otherwise specified in the notice, shall take effect upon receipt of the resignation by the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective.
11. The Board of Directors shall be the legal custodians of the property of the Club. The Board of Directors shall manage the business and control the affairs and funds of the Club. The Board of Directors shall have the right to borrow money and to make contracts binding upon the Corporation. No document, action or act by any director shall be binding upon the Club until such time as it has been approved by a majority vote of the then Board of Directors.
12. The election of directors shall be accomplished by the Commodore selecting a nominating committee, subject to approval of the Board of Directors. The nominating committee shall consist of three (3) preferred members of the Club. The Commodore shall select the nominating committee at a regular Board meeting to be held two (2) months prior to the annual meeting of the members. The nominating committee shall nominate at least one (1) member for each director's position to be filled by election. The nominating committee shall report to the director who will be serving his (her) second year as a director in the ensuing year, who shall then present the list of nominations made by the nominating committee to the membership of the Club at the membership meeting immediately preceding the annual meeting. The person presenting the nominations then shall call for additional nominations from the preferred

memberships. The nominations made by the nominating committee and from the preferred memberships shall constitute the ballot for the directors' positions. The list constituting the ballot for the election of directors shall be delivered by mail to each member of the Club at least two (2) weeks prior to the date of the election, which election shall be held at the annual meeting of the membership.

13. The election of the directors shall take place at the annual meeting of the membership. A preferred membership, in order to vote, must be in good standing and may vote by mail (provided the envelope containing the ballot is postmarked two days prior to the annual meeting) or in person. Each preferred membership may cast one (1) vote for each director's position. The votes cast shall be counted by the nominating committee. There shall be no votes cast by proxy.
14. The directors so elected shall take office as of January 1st and shall be installed at the annual Commodore's Ball, the date for which shall be announced at the annual membership meeting.
15. No member shall be elected to the position of Commodore for more than two (2) successive terms. No member shall be eligible for the office of Commodore until such person has served one term in an elective position upon the Board of Directors of the Club.
16. No member of the Club shall hold more than one elective position upon the Board of Directors.
17. The Board shall prepare, adopt and publish a set of Rules of Procedure to guide those responsible for operating the Club in its the routine functioning following the regulations of the public agencies involved and also in using sound organizational and business practices including financial policies, practices and auditing. The Rules of Procedure shall be published and be available to all members. They may be revised by the Board as necessary to remain current and meet Club needs.

ARTICLE IX

DIRECTOR DUTIES

1. The duties of the directors shall be as set forth below. The duties may be modified from time to time by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. It shall not be necessary to modify these Bylaws in order to modify the duties of the below listed officers. The minutes of any meeting of the Board of Directors may be appended to the Bylaws and at such time shall constitute a modification of the director's duties. The minutes of any such meeting must bear the signature of either the Commodore, Vice Commodore, Rear Commodore and/or Secretary to constitute such a modification.
 - (a) COMMODORE: The Commodore shall be the presiding officer at all membership and board meetings and shall act in the capacity of the chairman of any such meetings. The Commodore shall appoint all committees and delegates and shall oversee the accomplishment of all undertakings of any such committees and delegates.
 - (b) VICE COMMODORE: The Vice Commodore shall assist the Commodore in the discharge of the Commodore's duties. The Vice Commodore, in the Commodore's absence, shall officiate in the Commodore's stead. The Vice Commodore shall immediately succeed without appointment or election to the office of Commodore upon the vacancy in the Commodore's position. The Vice Commodore shall additionally organize and present special interest entertainment/programs at each meeting of the membership.
 - (c) REAR COMMODORE: The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of the Commodore's and Vice Commodore's duties. The Rear Commodore, in the absence of the Commodore and Vice Commodore, shall act in their stead. The Rear Commodore shall immediately succeed without election or appointment to the office of Vice Commodore, if the office of the Vice Commodore shall be come vacant, and to the office of Commodore, if both the office of Vice Commodore and Commodore become vacant.
 - (d) SECRETARY: The Secretary shall keep full and complete minutes of the membership and Board of Directors' meetings. The Secretary shall prepare and deliver to the directors a copy of the previous month's minutes of the Board of Directors. The Secretary shall maintain and protect the records of the Club, including the Articles of Incorporation, Bylaws and minutes of the Board of Directors and membership. The Secretary shall maintain, pursuant to law, the corporate status of the Club and shall accomplish all necessary correspondence necessary for the proper operation of the Club.

- (e) TREASURER: The Treasurer shall keep full and complete records of the financial transactions of the Club. The Treasurer shall pay all indebtedness cleared by the Club and shall be in charge of collecting the income of the Club. The Treasurer shall further cause the Club to conform to all the rules and regulations of any and all taxing authorities. The Treasurer shall meet at least once yearly with a certified public accountant for the purposes of a review of the status of the Corporation for the purposes of meeting the rules and regulations of any and all taxing authorities. The Treasurer is to act as the transfer agent for any shares being resold or transferred by members. A transfer fee to be established by the board of directors shall be paid at the time of the transfer of a share certificate will be charged and is to be paid by the party receiving ownership of the shares. The Treasurer will maintain a list of members having shares available for sale and will make this list available to all persons making application for membership and to all other interested parties upon written request.
- (f) The duties of the balance of the directors shall be as set forth from time to time in the minutes of the Board of Directors.

ARTICLE X

BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall meet on a regular monthly basis, to be announced from time to time. The meeting shall commence at a published time and continue until adjourned.
2. Special meetings of the Board of Directors may be held from time to time upon ten (10) days' notice in writing to the members of the Board. The notice of a special meeting shall specify the purpose for such meeting. The notice requirement for any special meeting of the Board of Directors shall have been deemed to have been waived by any member who signs a Waiver of Notice or who voluntarily attends any such special meeting of the Board of Directors without giving written notice of protest.
3. A majority of the entire members of the Board of Directors shall constitute a quorum sufficient to transact any and all business coming before the Board of Directors.
4. Any director who shall absent himself for three (3) consecutive meetings of the Board of Directors shall be deemed susceptible to immediate removal without notice and the Board may immediately declare such position vacant and fill the same without notice.

ARTICLE XI

PENNANTS

The Club pennant shall be as from time to time determined by a majority vote of the membership. Pennants for the Commodore, Vice Commodore, Rear Commodore, Race Chairman and other members of the Board of Directors shall be as may be determined from time to time by the Board of Directors.

ARTICLE XII

ASSESSMENTS AND CLUB DEBT

1. The Board of Directors shall have the power to levy assessments in addition to the annual dues payable by the members, provided, however, no such assessment shall be binding upon any member until such time as the Board of Directors, by a majority vote, shall have approved the assessment and further that a majority of the preferred memberships present at a meeting of the general membership shall vote approval of such assessment. No assessment, however, shall be voted upon by the membership at a meeting called for the purposes of voting upon such assessment without prior written notice by mail sixty (60) days or more.
2. The Club shall not incur long-term debt (terms of which are five (5) years or more), exclusive of normal operating accounts payable, without approval of a majority of the preferred memberships.

ARTICLE XIII

MEMBER DEBTS

Neither the Corporation nor the Club shall pay or be liable for any obligation incurred by any member. Any obligation incurred by any member shall be the sole responsibility and obligation of the member incurring the obligation. The Yacht Club will not pay or recognize any obligation incurred by any member.

ARTICLE XIV

REGISTERED AGENT

The registered agent of the Corporation shall be changed annually. The registered agent shall be the Commodore elected, upon said Commodore assuming the role and duties of Commodore, which shall be no later than February 1st of each calendar year.

ARTICLE XV

BYLAW AMENDMENT

1. The Bylaws shall be maintained and made available to the directors and members of the Club.
2. The Bylaws may be amended by a two-thirds (2/3) vote of the preferred memberships present or voting by absentee ballot at any regular or special meeting of the Club called for the purpose of amending these Bylaws, provided, however, that any proposed amendment shall not be made or voted upon until and unless the members have been given forty-five (45) days' notice prior to a meeting called for the purposes of voting upon any amendment to these Bylaws, and further provided that at least twenty-five percent (25%) of the preferred memberships participate in the vote.

ARTICLE XVI

DISSOLUTION

This Corporation may be dissolved only pursuant to the then applicable laws, both federal and state. The assets shall be distributed in such manner as then may be required by law, both federal and state.

ARTICLE XVII

ANNUAL MEETING

The annual meeting of the Corporation shall be held at the regular meeting of the Club in November of each year.

ARTICLE XVIII

FISCAL YEAR

The fiscal year of the Club shall be January 1st through December 31st of each year.

ARTICLE XIX

STOCK

A share of stock represents an equity interest in the assets of the Club. Members or former members may only transfer their stock to a person who is a current

member or has been approved by the Board of Directors for membership. Only members who are stockholders in the Corporation may vote, and there shall be only one vote per preferred membership, regardless of the number of shares owned by the member. The Board of Directors shall, from time to time, establish the issue price of a share of stock. Only members who are stockholders in the Corporation shall share in the assets upon dissolution of the Corporation in proportion to the number of preferred shares owned by each member.

ARTICLE XX

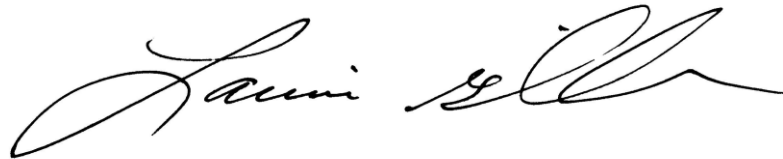
GUESTS, VISITORS AND RECIPROCAL PRIVILEGES

1. Guests. Guest cards may only be issued by members in good standing to persons residing outside an area fifteen (15) miles from the Club premises. Such guest cards will be valid, for a period not to exceed two (2) weeks from the date of issue, and shall be numbered serially and a record kept of each issuance.
2. Visitors. Visitors may be introduced when accompanied at all times by a member in good standing and may remain as long as such member is present in the Club. A visitor may only enjoy the privileges of the Club a reasonable number of times in any calendar year.
3. Reciprocal Privileges. Persons who are members in good standing of other yacht clubs licensed as private fraternal clubs may enjoy the privileges of the Club (except for moorage privileges) without the restrictions imposed by paragraphs 1 and 2 above.
4. Rules. All guests, visitors and those authorized reciprocal privileges shall adhere to the House Rules as promulgated by the Board of Directors.

DATED: November 11, 2011



Commodore



Secretary