

BY-LAWS
of
BLUE VALLEY YACHT CLUB, INC

ARTICLE I. MEMBERSHIP

Section 1. Any person who is interested in sailing, whether or not an owner of a sailboat, may become a member upon payment of annual dues as fixed by current club regulations.

Section 2. A membership shall be available to a single person or family in a single household. Each membership shall entitle the holder or holders thereof, whether a family or single person, to one vote on any matter coming before the membership at any meeting of the members.

Section 3. Each member entitled to vote under these by-laws shall be entitled to one vote on each matter at any meeting of the membership, either in person or by a written proxy.

Section 4. The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 5. Membership in this corporation is not transferable or assignable.

ARTICLE II. PARKING AND MOORING OF BOATS

Section 1. A copy of this Article shall be prominently posted on the Club Grounds.

Section 2. Members shall have the privilege of leasing boat parking spaces on the Club grounds and/or moorings in the Club mooring area at such rates and upon such terms as the Board of Directors shall set from time to time.

Section 3. Each boat or other property - hereafter referred to as 'boat' - parked or moored on the Club grounds must be traceable to a member of the Club in good standing, where possible via the registration number assigned by the State of Kansas, or equivalent.

Section 4. At any time, the Board may make an inventory of boats found on the Club grounds. If the records show that no fees have been paid for a boat, the owner or owners may be held liable for payment of such fees. Owners who fail to pay such fees on demand may have their membership suspended or revoked.

Section 5. If a boat, not owned by a current member in good standing, is found on the Club grounds, the Board may proceed as follows:

Section 6. If ownership is known, the Board may direct the owner or owners, by first-class mail to the last-known address of the owner(s), to remove the boat by a set date that shall not be sooner than 14 days after the notice is sent. The notice shall include a statement that the owner(s) may choose to appear before the Board at a date not less than 7 days before the removal date, to show cause why removal should not be necessary.

Section 7. If no owner is known, or if no known owner responds, the Board may proceed to establish the status of the boat as abandoned property, by publishing notice weekly in the Manhattan Mercury for three consecutive weeks. That notice shall include a description of the boat in question, a summary of proposed action for disposal, and a statement that if storage and other costs are not paid within 15 days from publication of notice, the status of the boat will thereby become that of abandoned property.

Section 8. Upon establishment of the boat as abandoned property as described above, the Board shall file all relevant evidence supporting such establishment with the Riley County Clerk, and may then proceed to dispose of the boat at its discretion. Owners will remain responsible for any net costs accrued to the Blue Valley Yacht Club for storage, disposition and removal of the boat. If any net proceeds remain after disposition of the boat, and if an owner is known, then such proceeds shall be transmitted by first-class mail to that owner at the last known address.

Section 9. Members are expected to keep their boats and other property safe and secure and in assigned or designated areas. The Board of Directors is authorized to move boats, trailers, vehicles and other property of members and their guests whenever the Board deems necessary to provide for the safety, security or maintenance of the Club Grounds and harbor, Club property or the property of others.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. An annual meeting of the members shall be held during the month of November of each year at a time and place designated by the Board of Directors, for the purpose of electing officers and directors, and for the transaction of such other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the Commodore, the Board of Directors, or not less than one-tenth of the members.

Section 3. The Board of Directors may designate any place within Riley or Pottawatomie Counties, state of Kansas as the place of the annual meeting or any special meeting called by the Board of Directors.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically or by mail, at least ten days prior to the meeting to each member entitled to vote at such meeting. The purpose or purposes of the meeting 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/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. 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. A quorum for the transaction of business at any meeting of the corporation shall

be 25% of the members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. The number of directors shall be seven. All directors shall be members of the corporation elected by the members at the annual meeting as officers of the corporation. Two persons maybe elected as co-holders of a directorship; however, co-holders shall each be entitled to one half vote on matters brought to a vote at board meetings.

Section 3. The term of each director shall be one year and each shall serve until his/her successor is elected.

Section 4. Any director elected by members may be removed by a vote of two thirds of the members present at a special meeting of the membership.

Section 5. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, concurrent with, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for holding regular meetings of the Board without other notice than such resolution.

Section 6. Special 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 special meetings of the Board may fix any place in Riley or Pottawatomie Counties as the place for holding special meetings of the Board called by them.

Section 7. Notice of any special meeting of the Board of Directors shall be given at least ten days previous thereto by written notice delivered personally, electronically, or sent by mail to each director at his/her 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.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board.

Section 9. 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.

Section 10. Directors as such shall not receive pay for their services, but nothing herein contained shall be construed to preclude a director from serving the corporation in any other paid capacity.

Section 11. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 12. Any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors.

Section 13. The Board of Directors may adopt rules and regulations, consistent with these By-Laws and the Articles of Incorporation, for the further governance of this corporation.

ARTICLE V. OFFICERS

Section 1. The officers of the corporation shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary, a Treasurer, a Social Director and a Race Director.

Section 2. The Commodore shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation.

Section 3. In the absence of the Commodore or in the event of his/her inability to act, the Vice Commodore 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.

Section 4. The Rear Commodore, when possible, shall be the most immediate past commodore who is still a member. He shall perform duties as prescribed by the Board of Directors.

Section 5. The Secretary shall keep the minutes of the meetings of the Board of Directors, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 6. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive moneys due the corporation and deposit all such moneys 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 bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

Section 7. The Social Director plans and directs the social activities of the club and performs such other duties as may be assigned by the Board of Directors.

Section 8. The Race Director plans and directs the racing activities of the club and performs such other duties as may be assigned by the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. The Commodore shall appoint a nominating committee of three members to propose names of nominees for officers for election at the annual meeting. When possible, the chairman shall be the Rear Commodore.

Section 2. The Commodore shall appoint members of other committees as deemed necessary.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 4. The corporation may accept donations of tangible property or restricted gifts of intangible property only by a majority vote of the board of directors. Unaccepted donations shall be returned to the potential donor at the potential donor's expense.

ARTICLE VIII. OFFICES

The principal office of the corporation in the State of Kansas shall be located in the City of Manhattan, County of Riley. The corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The address of the principal office may be changed from time to time.

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 and Board of Directors and shall keep 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/her agent or attorney, at any reasonable time.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year of the Corporation shall coincide with the calendar year.

ARTICLE XI. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days' notice is given to the membership of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Notice may be given either personally, electronically, or by United States mail, addressed to the member at his/her address as it appears on the records of the corporation, with any applicable postage prepaid.

These By-Laws were adopted by the Board of Directors of the Blue Valley Yacht Club, Inc., at a regular meeting thereof held at Manhattan, Kansas, this 6th day of April 2009.

Daryl Strouts, Secretary