

The
ARTICLES OF INCORPORATION
and the
BYLAWS
of the
TWIN CITIES REGIONAL SAILING ASSOCIATION



TWIN CITIES REGIONAL SAILING ASSOCIATION.

Organized in 2016

Member

UNITED STATES SAILING ASSOCIATION

EXECUTIVE SECRETARY

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TWIN CITIES REGIONAL SAILING ASSOCIATION
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ARTICLES OF INCORPORATION

ARTICLE I

The name of the association shall be the TWIN CITIES REGIONAL SAILING ASSOCIATION

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The object and purposes of the corporation shall be to encourage, develop, promote and foster amateur yachting and yacht racing on the lakes of Minnesota of the United States; to conduct yacht races and regattas; to establish and enforce rules and regulations for the government of races and for the construction, design and rigging of sailing yachts; to accept donations of, to hold in trust or otherwise, and to administer trophies and other types of property; and to carry on such other activities as may be necessary, proper or expedient in furtherance of the foregoing objects and purposes. However, notwithstanding any of the foregoing to the contrary, said corporation is organized exclusively to foster national sports competition as defined under sections 501(c)(3) and 501(j)(1) of the Internal Revenue Code of 1954 and acts amendatory thereof (or the corresponding provisions of any future United States Internal Revenue Law), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

No part of the net earnings or income of this corporation shall inure to the benefit of any member or individual.

ARTICLE V

Location of the principal office shall be at 1201 Marquette Ave. S., Minneapolis, MN 55403.

ARTICLE VI

The name of the initial registered agent is Jeffery L. Cameron.

ARTICLE VII

The name of the present registered agent is Jeffery L. Cameron, and the address of the present registered office is 1201 Marquette Ave. S., Minneapolis, MN 55403.

ARTICLE VIII

The number of directors may be fixed by by-law but shall be not less than one. The directors, other than the first board of directors, which shall be named in the Article of Incorporation, shall be elected or appointed in the manner and for terms provided in the by-laws.

ARTICLE IX

The number of directors constituting the initial board shall be one (1).

ARTICLE X

The names and address of the initial directors are as follows:

Jeffery L. Cameron
27695 Island View Rd
Shorewood, MN

ARTICLES

ARTICLE XI

The corporation may have such classes of members with such designations, qualifications, rights and method of acceptance and discharge of members as shall be set forth in the by-laws.

ARTICLE XII

The name and address of the incorporator is:

Jeffery L. Cameron, 27695 Island View Rd, Shorewood, Minnesota

ARTICLE XIII

These Articles of Incorporation may be amended at any special meeting of the members duly called for that purpose or at any annual meeting thereof, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting, by the affirmative vote of two-thirds of all of the members of the corporation having voting rights.

ARTICLE XIV

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XV

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVI

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation (not held in trust, which such assets shall be distributed pursuant to the terms of the trust agreement) exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, or such other purpose or purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**BY-LAWS OF THE
ASSOCIATION**

ARTICLE ONE

1.01 Introduction

These by-laws constitute the code of rules adopted by the Twin Cities Regional Sailing Association, Inc. (the "Corporation") for the regulation and management of its affairs.

1.02 Purpose and Powers

The Corporation will have such purposes as may be stated in its Articles of Incorporation and such powers according to the laws of the State of Minnesota. The powers of the Corporation are further limited as follows:

(a) Notwithstanding any other provision of the Articles of Incorporation or these By-laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

1.03 Distinguishing Signal

The distinguishing signal or burgee of the Association shall be a pointed pennant with a red outline and blue inner triangle, the letters TCRSA in blue running diagonally lengthwise through it in the middle on a white field with red border and a red state of Minnesota shape in the area near the large end.

ARTICLE TWO -- OFFICES AND AGENCY

2.01 Principal and Branch Offices

The principal office of the Corporation in Minnesota will be located at such place as the Board of Directors from time to time may designate by resolution. In addition, the Corporation may maintain other offices either within or without the State of Minnesota, as its business requires.

2.02 Location of Registered Office

The registered office of the Corporation may, but need not be the same as its principal office. The address of the registered office will be identical with the office of the Registered Agent of this Corporation. Such office will be continuously maintained within the State of Minnesota for the duration of the Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office.

2.03 Selection of Registered Agent

The Registered Agent of the Corporation may be either an individual, resident in the State of Minnesota, or a domestic or foreign corporation, authorized to act as such agent. The Corporation will continuously maintain such an agent in the State of Minnesota. A new Registered Agent may be appointed if the office of such agent becomes vacant for any reason, or if such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State's office. Such Registered Agent will be recognized as an agent of the Corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

ARTICLE THREE -- MEMBERSHIP

3.01 Definition of Membership

The Members of the Corporation are those organizations and natural persons having membership rights in accordance with the provisions of the Articles of Incorporation and these By-laws.

3.02 Classes of Members

The Corporation shall have three Classes of Members that are designated as: Regular Members; Individual Members; and Corporate Members.

3.03 Qualifications of Members

The qualifications and rights of the members of the membership classes of the Corporation are as follows:

(a) Regular Members

Regular Members shall be organized yacht clubs or associations whose purposes include the fostering of wind-powered sail yachting or yacht racing and which have made application to become Members of the Corporation and have been elected to membership by the Board of Directors.

(b) Individual Members

Individual Members shall be natural persons having made application to become members of the corporation and having been elected to membership by the Board of Directors. Individual Members shall be categorized as follows according to the amount of annual dues paid (such dues for each category shall be as established by resolution of the Board of Directors: Life; Benefactor; Sponsoring; Supporting; Sustaining; Family; Contributing and Associate. Natural persons under the age of 21 shall be deemed Associate Individual Members.

(c) Corporate Members

Corporate Members shall be corporations having made application to become Members of the Corporation and having been elected to Membership by the Board of Directors.

3.04 Individual Members' Advisory Councils

There shall be two Advisory Councils, composed of Individual Members of the Corporation, whose functions it shall be to provide guidance to the Corporation in the conduct of its affairs. The Advisory Councils shall be named as follows: One Design Racing Advisory Council and Youth Sailing/Racing Advisory Council. Individual Members shall indicate upon become Members of the Corporation which Advisory Council they choose to join. Thereafter a Member may resign from one council and join another council at any time by notifying the Secretary of the Corporation.

3.05 Members' Dues

The annual dues payable to the Corporation by members of each class will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable on the first day of each fiscal year.

3.06 Transferability of Membership

Membership in this Corporation is nontransferable and nonassignable.

3.07 Termination of Membership

Membership will terminate in the Corporation on any one of the following events, and for no other reason:

- (a) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney in fact.
- (b) On the death of a Member.
- (c) On the failure of a Member to pay the annual dues on or before its due date.
- (d) For cause, inconsistent with membership, after appropriate hearing.

However, the Board of Directors of a resolution acknowledging such termination may completely and automatically reinstate a Member terminating membership status for reasons other than (b) above if correcting the cause of termination before formal adoption.

ARTICLE FOUR -- MEETINGS

4.01 Place of Members' Meetings Meetings of Members will be held at the principal office of the Corporation in the State of Minnesota or at any other place within or without the State of Minnesota as may be chosen by the Board of Directors.

4.02 Annual Meeting

The Annual Meeting of Members will be held on the second Saturday of November of each year, of if such date is impracticable, then on such date within either one month before or after that date as determined by the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting.

4.03 Special Meetings

Special Meetings of the Members may be called either by the Commodore, the Board of Directors or any number of Members having not less than five percent (5%) of the total votes entitled to be cast at such meeting.

4.04 Notice of Meetings

Written or printed notice, stating the place, day, and hour of the meeting and (in the case of a special meeting) the purpose or purposes of which the meeting is called, must be delivered not less than twenty (20) nor more than forty (40) days before the date of the members' meeting, either personally, by email, or by mail, by or at the direction of the Commodore, the Directors or Members calling the meeting, to each member entitled to vote at such meeting. Notice, whether mailed or emailed, will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as

it appears on the records of the Corporation, with postage prepaid, or when "Sent to All" (or equivalent) via email.

4.05 Voting Rights of Members

Each Regular Member shall be entitled to one vote on each matter submitted to a vote of Members except in the election of Directors from either Advisory Council. Individual members shall be entitled to vote only for the election of Directors belonging to the Class of Directors corresponding to the Advisory Council to which each Individual Member belongs. Corporate Members shall not be entitled to vote.

4.06 Members' Proxy Voting

A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney in fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

4.07 Elections by Mail

In the election of Directors or Officers of the Corporation, such election shall be conducted by mail or email in the event an opposition slate is filed with the Secretary as prescribed in Section 7.04(a) according to any procedure instituted and adopted by resolution of the Board of Directors. Advisory Council Directors shall be nominated and elected at the Annual Meeting of Members.

4.08 Quorum of Members

The number or percentage of members entitled to vote represented in person or by proxy which constitutes a quorum at a meeting of Members will be Members holding ten percent (10%) of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by any provision of these By-laws. For email, a quorum shall be a percentage of the number of total members as compared to the number that have responded to the email communication requiring a quorum.

ARTICLE FIVE -- DIRECTORS

5.01 General Powers

Management of the affairs of the Corporation shall be vested in its Board of Directors.

5.02 Number and Tenure

The number of Directors serving on the first Board of Directors of the Corporation shall be one, until the first annual meeting of Members, after which the number of Directors shall be determined, until increased or decreased by resolution of the Board of Directors. Each Director shall hold office until the next annual meeting of Members or until his successor shall be elected and shall have qualified.

5.03 Classes; Selection of Directors

The Board of Directors shall be divided into three classes of Directors as follows:

(a) Officers

All Officers, by virtue of holding their offices, shall be members of the Board of Directors. The Immediate Past Commodore, by virtue of his position as such, shall also be a Director.

(b) One Design Racing Advisory Council Members

One Member of the One Design Racing Advisory Council shall be elected at the Annual Meeting of Members to serve as a Director.

(c) Youth Sailing/Racing Advisory Council Members

One Member of the Youth Sailing/Racing Advisory Council shall be elected at the Annual Meeting of Members to serve as a Director.

5.04 Vacancies

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 appointment of the Board of Directors.

5.05 Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this By-law, immediately before the Annual Meeting of Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

5.06 Special Meetings

Special meetings of the Board of Directors may be called at the request of the Commodore or any three directors. The person or person authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting called by them.

5.07 Notice of Special Meetings

Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than 3 or more than 30 days before the date of the meeting, either personally, by email, or by mail, by or at the direction of the Commodore or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in

the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage prepaid. Such notice shall state the purpose of such meeting.

5.08 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such 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.

5.09 Quorum

A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the General Not for Profit Corporation Act, the Articles of Incorporation of the Corporation, or any provision of these By-laws.

5.10 Informal Action By Consent

Any action required by law or under the Articles of Incorporation of the Corporation or these By-laws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent will have the same force and effect as a unanimous vote.

5.11 Teleconference Meetings

Regularly scheduled or specially called meetings of the Board of Directors may be conducted with all or some members of the Board participating by teleconference call on a telephone equipped to provide speaker phone participation by all members of the Board.

Teleconference meeting may include telephone conference calls, internet phone calls; internet instant messaging and also video teleconferencing via internet where in all members have full access to all conversation in real time or near real time participation.

The act of a majority of the Directors present at a meeting at which a quorum is present in person or by teleconference shall be the acts of the Board of Directors, unless the acts of a greater number is required by law or by these bylaws.

ARTICLE SIX -- OFFICERS

6.01 Number

The Officers of the Corporation shall be a Commodore, and preferably one Vice Commodore representing each of the Corporation's geographic areas, a Secretary, and a Treasurer. The Board of Directors may designate one Vice Commodore to serve as Senior Vice Commodore. The Board of Directors at their discretion may combine any of the TCRSA geographic areas with a single Vice

Commodore to represent them and may appoint an additional Vice Commodore-at-Large to fill the vacancy on the Board.

6.02 Selection and Tenure

The Officers of the Corporation shall be elected annually by the Members entitled to vote at the annual meeting of the Members. Each Officer shall hold office until his successor shall have been elected and shall have qualified.

6.03 Commodore

The Commodore will be the principal Executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of, supervise and control the affairs of the Corporation. The Commodore shall preside as chairman of all meetings of Members and the Board of Directors, and may execute on behalf of the Corporation any contract, other instrument or document, which the Board of Directors has authorized. The Commodore shall perform all duties as may be prescribed in these By-laws or from time to time by the Board of Directors.

6.04 Vice Commodore

The Vice Commodore (or Senior Vice Commodore when so designated by the Board of Directors) shall perform all duties and exercise all powers of the Commodore when the Commodore is absent or is otherwise unable to act. Each Vice Commodores shall assist the Commodore in the discharge of his duties and perform such other duties as from time to time may be assigned to him by the Commodore or the Board of Directors.

6.05 Secretary

The Secretary shall: (a) record the minutes of the Members' and of the Board of Directors' in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post-office address of each Member which shall be furnished to the Secretary by such Member; (e) sign with the Commodore, or a Vice Commodore, or any other Officer thereunto authorized by the Board of Directors, any contract, other instrument or document which the Board of Directors has authorized to be executed; (f) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Commodore or by the Board of Directors.

6.06 Treasurer

The Treasurer shall be the principal accounting and financial Officer of the Corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor and for the receipt and distribution thereof; and (c) 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.

ARTICLE SEVEN -- COMMITTEES

7.01 Authorization of Directorial Committees

The Corporation may have certain Directorial Committees, each of which will consist of one (1) or more Directors, which Committees will have and exercise some prescribed authority of the Board of Directors in the management of the Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following: Articles of Incorporation; By-laws; resolution of the Board of Directors which by their terms provide against such action by a Directorial Committee; holding of any corporate directorship which by their terms provide against such action by a Directorial Committee; plans of merger or consolidation; transfer of substantially all the assets; voluntary dissolution or plan of asset distribution of the Corporation.

7.02 Creation of Directorial Committees

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directorial Committees and delegate to such committees specific and prescribed authority of the Board of Directors to exercise in the management of the Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed on such personnel otherwise by law.

7.03 Functionary Committees

The Board of Directors by resolution may designate and appoint certain functionary committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. Such Committees may be chaired by a Director or Individual member as designated by the Board, which Chairman, subject to Board approval, will proceed to select the remaining members up to the number set by the Board, or terminate such memberships or appoint successors in such Chairman's discretion. The Board may terminate any such committee by resolution.

7.04 Standing Committees

The Corporation may have the following standing committees, each of which may be chaired by a Director or Individual member designated by the Board of Directors, and may, subject to Board approval, consist of any other Members of the Corporation appointed by such chairman. The Nominating Committee shall be selected in the manner prescribed in Section 7.04(a).

(a) Nominating Committee

The Nominating Committee shall consist of seven members to be named by the Board of Directors. The committee shall include one individual member from each of the Areas and shall include the

Commodore and the most immediate past living Commodore who consents to serve on the committee. The Committee shall nominate the Regular Slate, which shall include candidates for the Board of Directors and Officers. An Opposition Slate may be nominated by petition signed by fifty Individual Members. Candidates may appear on both slates if they consent to do so in writing. The Nominating Committee report shall be filed with the Secretary 45 days before the Annual Meeting and the Opposition Slate, if any, shall be filed 30 days before the Annual meeting. Advisory Council directors shall be nominated and elected at the Annual meeting of Members as prescribed in Sections 5.03 (b), (c) and (d).

(b) Membership Committee

The Membership Committee shall have charge of solicitation of prospective Members, shall keep an updated list of Members and shall be responsible for proposing new Members for approval of the Board of Directors.

(c) Publications Committee

The Publications Committee shall have charge of disseminating information concerning the Corporation to Members and non-Members as well as publication of the Corporation's newsletter.

(d) Championship Committee

The Championship Committee shall have charge of the supervision and conduct of all championships conducted under the auspices of the Corporation.

(e) Measurement Committee

The Measurement Committee shall have charge of the administration of all measurement rules of the United States Yacht Racing Union in all racing events under the auspices of the Corporation.

(f) Appeals Committee

The Appeals Committee shall have jurisdiction to settle disputes involving racing rules of the United States Yacht Racing Union reaching the appellate level in all racing events under the auspices of the Corporation.

(g) Advisory Committee

The Advisory Committee shall have charge of the promotion of public awareness of the Corporation and its functions.

(h) Finance Committee

The Finance Committee shall have budgetary oversight responsibility and shall advise the Board from time to time of the finances of the Corporation. The Committee shall oversee operations of the TCRSA Endowment Fund in accordance with Board policies. The Treasurer and the Chairman of the Grants-in-Aid Committee shall be members of the Finance Committee.

(i) Race Management Committee

The Race Management Committee shall have charge of the establishment and development of all educational programs.

(j) Grants-in-Aid Committee

The Grants-in-Aids Committee shall have charge of acceptance of all contributions made to the Corporation's Grants program and shall review and approve or deny all applications made for financial assistance. The Committee shall be composed of current and/or former Corporation officers and Board members. Additional functions of each standing committee may be established from time to time by resolution of the Board of Directors.

ARTICLE EIGHT -- OPERATIONS

8.01 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

8.02 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, 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.

8.03 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.04 Checks, Drafts, etc.

All checks, drafts or other 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.

8.05 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.06 Books and Records

The Corporation will keep correct and complete books and records of account, including minutes of meetings of Members, Board of Directors and Directorial Committees. The Corporation will keep at its principal office a record giving the names and addresses of its Members entitled to vote.

8.07 Seal

The Corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Minnesota". The seal may be used by causing it or a facsimile thereof to be impressed or affixed in any manner reproduced.

8.08 Judge Advocate

The Commodore shall appoint, with the approval of the Board of Directors, an Individual Member who is an attorney to serve as counsel to the Corporation. The Judge Advocate shall also serve in the capacity of Assistant Secretary of the Corporation.

8.09 Roberts' Rules of Order

Business of all meetings shall be conducted in accordance with "Roberts' Rules of Order" unless otherwise provided herein.

ARTICLE NINE -- AMENDMENT

9.01 The power to make, alter, amend or repeal these By-laws of the Corporation shall be vested in the Regular Members. Any such action with respect to the By-laws must first be approved by a majority of the entire Board of Directors and then submitted to a vote of the Regular Members pursuant to the General Not for Profit Corporation Act, the Articles of Incorporation and these By-laws.