



**AMENDED AND RESTATED BYLAWS
OF
LINDSAY PARK YACHT CLUB, INC.**

The appearance in these bylaws of any word connoting gender is to be construed as including both male and female.

**ARTICLE I
OBJECTIVES**

1. This corporation's name is "Lindsay Park Yacht Club, Inc.", an Iowa nonprofit corporation (hereinafter called the "Club").
2. The principal place of business of this Club shall be located in Davenport, Iowa.
3. The objectives of this Club are promotion and enhancement of navigation and encourage the interest in boating and similar sports on the Mississippi River and other navigable waters, fostering fellowship among Club members and their families interested in boating, refinement of seamanship and boating educational skills, promotion of marine safety and preservation of the natural beauty and environment of the Mississippi River and its tributaries.

**ARTICLE II
MEMBERS**

1. Any person interested in the objectives of the Club may become a member. Memberships may only be issued in the name of one person.
2. Members of this club shall be persons of good character who are interested in the objectives of the Club and who have been admitted into membership by the board of directors. Each member shall have the right to attend all meetings of members and, except for honorary members, to cast one vote on any question where a vote of members is taken. Members having a right to vote are referred to in these bylaws as voting members.
3. Spouses and other family members of Club members are welcome to attend and participate in Club events and activities as determined by the board of directors, but voting members in good standing shall have the only right to vote at meetings of members and to hold elected office in the Club. Nothing in the bylaws is intended to limit a family to one voting member. The board of directors may from time to time establish separate voting or non-voting classes of membership as the board of directors deems appropriate. Members of each non-voting class shall have the qualification, right and privilege established by the board of directors for such class.

4. Honorary members shall be such persons as shall have made special contributions to, or whose selection is in the advancement of the objectives of this Club. They shall be elected to such membership by the board of directors for one year, but may be re-elected by the board of directors in succeeding years. Honorary members shall not be required to pay a fee and shall not have a right to vote, but may speak at any general or special meeting of the members.

5. A procedure for dissociation of a member whose conduct, behavior or activities is or has been contrary to the objectives of the Club or impugns its reputation, may be established and maintained by the board of directors. It shall include suitable opportunity for the member to refute allegations and to offer a claim of mitigating or extenuating circumstances.

6. Upon acceptance of any person as a member, and the timely receipt of all dues and fees, there shall be issued a membership card which, together with the membership application form, shall be considered the contract between the member and the Club and all rights under these bylaws shall be construed under the laws of the State of Iowa.

ARTICLE III BOARD OF DIRECTORS

1. Board of Directors. The board of directors shall consist of not less than five (5) nor more than nine (9) members in good standing, the immediate past commodore (if available and a member in good standing) and the Judge Advocate. All directors other than the past commodore shall be elected by the voting members at the annual meeting for a period of three (3) years. The officers are elected by the board of directors from the members of the board of directors. The commodore shall be elected by the board of directors for a two year term and must be a member of the board of directors. The Judge Advocate shall be elected by the board of directors for a term as determined by the board of directors. Other officers shall hold office for one year or until their successor is elected and qualified unless removed as provided in the bylaws. The board of directors, within the limits stated in the articles of incorporation, has the right to fix the number of its members. All election of directors shall be by ballot of a majority of the members present at the annual meeting. The term "immediate past commodore" shall mean the person who served as commodore for the full term of office prior to the individual (not himself) elected to that office by the board of directors at the annual meeting of the board or any special meeting. In the event the commodore resigns or is unable to act during the two (2) year term, the board of directors may, but is not required to, allow the individual to qualify as "Immediate Past Commodore" for purposes of these bylaws. Unless otherwise decided by the board of directors, if the commodore resigns or is unable to act during the two (2) year term, the immediate past commodore then sitting shall retain the position of immediate past commodore for purposes of these bylaws.

2. Vacancy. In case of a vacancy arising in any official position or of a director, the board of directors may fill the same by appointment until the next annual meeting, at which time the position shall be filled by vote of the membership. All directors shall hold office until their successor is elected and qualified.

3. Management and Control. The board of directors shall manage and control the affairs and assets of the corporation and the appropriation of its funds; shall make all contracts and purchases, shall interpret the bylaws, which interpretation shall be binding and conclusive; and shall have such other powers as are given to it by these bylaws.

4. Meetings. Regular meetings of the board of directors may be held as often as the directors by resolution or the commodore determine but at least quarterly, except the annual meeting of the directors shall be held not later than thirty (30) days after the annual meeting of the corporation in the Month of March or any adjournment thereof. A majority of the number of directors shall be sufficient to constitute a quorum for the transaction of business. Special meetings may be called by the commodore or at the request of three (3) directors. Notice of the date, time and place of such special meeting shall be communicated by the secretary to each director not less than five (5) days prior to the scheduled date, unless notice is waived by each director not so notified.

5. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business but if less than a majority is present, a majority of directors present may adjourn the meeting from time to time without further notice.

6. Manner of Acting. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

7. Resignation. A director may resign at anytime by delivering a notice in writing to the Commodore or to the Board of Directors which is effective on delivery unless the notice specifies a later date and such later date is acceptable to a majority of the remaining Board.

8. Informal Action. Any action required by law to be taken by the board of directors at a meeting, may be taken without a meeting by consent in writing setting out the action to be taken and signed by all the directors, which consent and votes may be transmitted electronically. A director's consent may be withdrawn by a written revocation delivered to the board prior to the action taken by the un-revoked written consents signed by the other directors.

ARTICLE IV MEETING OF MEMBERS

1. Annual Meeting. The annual meeting of the Club shall be held on the third Thursday of March of each year unless the board of directors specifies a different date and time. At the annual meeting directors whose terms are expiring shall be elected by a majority vote of the members present and such other business as may properly be presented at such meeting.

2. Special Meeting. Special meetings of the members may be called by the Commodore or the board of directors, and shall be called by the board of directors upon the written demand, signed, dated and delivered to the secretary by not less than one-tenth of the members having voting rights. Such written demand shall state the purpose or purposes for which such meeting is to be called. The

time, date and place of any special meeting shall be determined by the board of directors or by the Commodore. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the Club prior to the receipt by the Club of demands sufficient in number to require the holding of a special meeting.

3. Place of Meeting. The board of directors may designate any place, either within or outside of the State of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Club in the State of Iowa.

4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be communicated to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting or if notice is mailed by other than first class or certified mail not less than thirty (30) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the Club to its members is effective according to one of the following: (i) upon deposit in the United States mail, if mailed postage paid and correctly addressed to the member's address shown in the Club's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

5. Waiver of Notice.

a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the Club for inclusion in the minutes or filing with the corporate records.

b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6. Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting. When a determination of members entitled to vote at any meeting of members has been

made as provided in this section, such determination shall apply to any adjournment thereof, unless the board of directors selects a new record date or unless a new record date is required by law.

7. Members' List. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. The list must show the address of and number of votes entitled to be cast at the meeting by the member. The members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Club's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Club shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at anytime during the meeting or any adjournment.

8. Quorum and Action. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If a quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A member or member's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Article XII (Electronic Transmission) of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

10. Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in these bylaws. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with these bylaws.

11. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with these bylaws. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten (10) days after such written notice is given. A written consent may be revoked by a writing to that effect received by the Club prior to the receipt by the Club of un-revoked written consents sufficient in number to take the corporate action.

ARTICLE V OFFICERS

1. Officers. The officers of the Club shall be a commodore, vice commodore, rear commodore, judge advocate, secretary and treasurer. Only one office may be held by the same person.

2. Election and Term of office. The officers of the Club shall be elected by the board of directors at the annual meeting of the board of directors for the terms as provided in Article III of these bylaws. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Club would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

5. Commodore. The commodore shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club. The commodore shall preside at all meetings of the members and of the board of directors. The commodore may sign, with the secretary or any other proper officer of the Club authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Club; and in general the commodore shall perform all duties incident to the office of commodore and such other duties as may be prescribed by the board of directors.

6. Vice Commodore. In the absence of the commodore or in event of the commodore's inability or refusal 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. The vice commodore shall perform such other duties as may be assigned by the commodore or by the board of directors.

7. Rear Commodore. In the absence of the vice commodore or in event of the vice commodore's inability or refusal to act, the rear commodore shall perform the duties of the vice commodore, and when so acting, shall have all the powers of and be subject to all the restrictions upon the vice commodore. The rear commodore shall perform such other duties as may be assigned by the board of directors.

8. Judge Advocate. The judge advocate shall act as legal advisor to the board of directors and officers of the Club and be a member of the Club in good standing.

9. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source, and deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the commodore or by the board of directors.

10. Secretary. The secretary shall keep the minutes of the meetings of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; 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 commodore or by the board of directors.

11. Other Officerships. If elected and required by the board of directors, other officerships may be established to discharge the duties as the board of directors shall determine.

ARTICLE VI COMMITTEES AND DUTIES

1. Executive Committee. The executive committee shall consist of the commodore, vice commodore and rear commodore and such other directors as the board of directors may designate. It shall carry on the administration of the Club with full powers of the board of directors between meetings of the board, provided that its actions shall be subject to review and modification at the next meeting of the board.

2. Nominating Committee. The nominating committee shall consist of the immediate past commodore and from two (2) up to four (4) members appointed by the commodore and approved by the board of directors not later than immediately prior to the November meeting of the board of directors. No more than two (2) members of the nominating committee shall be members of the board of directors whose term is not expiring for the vacancy to be filled. The chair of the nominating committee shall be the immediate past commodore who has fulfilled the commodore's term prior to the commodore then in office. If the commodore shall fail to appoint the nominating committee, the board of directors shall do so at the

November meeting. No member of the nominating committee may be nominated for the office of commodore or vice commodore. The nominating committee shall prepare and transmit to the secretary no later than January 15 a slate of nominees for election to the board of directors for terms expiring during the current year.

3. Other Committees. The board of directors may establish such other committees with such duties and responsibilities as the board of directors determine.

4. Appointments. The commodore, with the approval of the board of directors, shall appoint the members of each committee no later than the second meeting of the board of directors following the annual meeting or the next meeting of the board of directors for other committees established by the board of directors. The commodore shall ex-officio be a member of all committees except the nominating committee.

ARTICLE VII NOMINATIONS AND ELECTIONS

1. Slate of Candidates. The secretary shall cause notice of the slate of candidates selected by the nominating committee to be mailed to the membership not later than the first day of February of each year. Five voting members in good standing may make additional nominations in writing signed by them, which shall be transmitted to the secretary either by mail or electronic transmission, not later than the first day of March. Such additional nominations shall be accompanied by a statement signed by the candidate(s) so nominated that if elected, they will serve as a director. In the event no additional nominations are received, the secretary is to cast one ballot at the annual meeting to elect the candidates selected by the nominating committee.

2. Additional Nominations. In the event additional nominations are received as provided in these bylaws, the secretary shall cause a ballot to be prepared and made available at the annual meeting. The ballot shall list all the candidates nominated as provided under these bylaws. There shall be an indication as to which candidates have been nominated by the nominating committee. Only ballots voted at the annual meeting shall be counted. The ballot shall provide for only one vote per candidate and shall specify the number of vacancies being voted on. The candidates with the largest total number of votes to fill the number of open vacancies shall be elected. In case of a tie vote, the board of directors shall select the candidate by majority vote at the next meeting of the board of directors. The results shall be reported at the annual meeting. Any person nominated for a directorship who is unable to act because of death, incapacity or unwillingness to serve after the slate has been mailed to the membership shall be filled by the board of directors at a subsequent meeting of the board of directors and the person selected shall serve until the next annual meeting.

**ARTICLE VIII
DUES, ASSESSMENTS, INITIATION FEES**

1. Each application for membership shall be accompanied by the appropriate fees and dues unless the board of directors waives or reduces such fees or dues. Membership fees or dues shall be established by the board of directors and renewal fees or dues shall be payable in advance not later than March 1 of each year. The board of directors shall establish such policies as it shall decide with reference to delinquent members and, at its first regular meeting following the deadline for renewal, shall fix a date on which delinquent members shall be considered as resigned.

**ARTICLE IX
BURGEE**

1. The burgee of the Club shall be a red white and blue pennant on which are the letters "LPYC". The hoist shall be two-thirds of the fly.

**ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the Club, shall be signed by those officers or agents of the Club and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the commodore or a vice commodore of the Club.

3. Deposits. All funds of the Club shall be deposited to the credit of the Club in the banks, trust companies or other depositories as the board of directors may select.

4. Gifts. The board of directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club.

**ARTICLE XI
INDEMNIFICATION**

1. The Club shall maintain Director & Officer Liability Coverage for individuals who are parties to a proceeding because the individual is or was a director or officer of the Club.

**ARTICLE XII
ELECTRONIC TRANSMISSIONS**

1. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission.

**ARTICLE XIII
AMENDMENTS TO BYLAWS**

These bylaws may be amended and new bylaws may be adopted by a majority vote of the directors at any regular or special meeting if at least five (5) day's notice in writing is given of the intent to alter, amend, repeal or adopt new bylaws at the meeting and submitted for approval by the members of the Club at any special or annual meeting by a vote in the manner as provided in these bylaws.

Approved by the Directors this 10th day of November, 2008

Rick Wahlig, Commodore