

**BY-LAWS
OF
EL NAUTICA BOAT CLUB CORPORATION**



ARTICLE I - OFFICES

The EL NAUTICA BOAT CLUB is located on the West shore of Utah Lake, in Utah County, State of Utah. The corporation shall have a permanent mailing address located in Utah County, Saratoga Springs, Utah, which shall be EL NAUTICA BOAT CLUB, 3192 South, Redwood Road, Saratoga Springs, UT 84045. The corporation may have such other offices, either within or without the State of Utah, as the Board of Trustees may designate or as the business of the corporation may require from time to time.

The registered office of the corporation to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah or in any other state and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II - BOARD OF TRUSTEES

1. General Powers

The business and affairs of the corporation shall be governed and managed by its Board of Trustees.

2. Number, Tenure and Qualifications

The number of the Trustees of the corporation shall be nine (9). The Trustees shall be elected by the membership of the corporation and they shall serve in the following capacities:

- a. Commodore and President of the Board;
- b. Vice Commodore and Executive Vice President of the Board;
- c. Secretary;
- d. Treasurer;
- e. Past Commodore (previous year's Commodore)
- f. Member-At-Large;
- g. Member-At-Large;
- h. Member-At-Large;
- i. Member-At-Large

All Officers and Trustees shall be members in good standing of the corporation and shall serve in their respective offices for the term of one (1) year, with the exception of the Members-At-Large. They shall serve for two (2) years. Two Members-At-Large (2) are elected one year and the other two (2) Members-At-Large elected the following year.



3. Vacancies

Any vacancies occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. The Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Trustee position to be filled by reason of a decrease in the number of Trustees shall be filled by election at regular meeting or at a special meeting of the Trustees called for that purpose.

4. Regular Meetings

A regular meeting of the Board of Trustees shall be held without other notice than this Bylaw at a designated time of place minimum once each quarter of each fiscal year of incorporation. The Board of Trustees may provide, by resolution, the time and place, either within or without the State of Utah for the holding of additional regular meetings without other notice than such resolution.

5. Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any three Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without the State of Utah, as the place for holding any special meetings of the Board of Trustees called by them.

6. Notice

Notice of any special meetings shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each trustee at their home or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may be given by e-mail, in which case such notice shall be deemed to be delivered when confirmation of delivery is received by the sender. Any Trustee may waive notice of the meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver or notice of such meeting

7. Quorum



A majority of the number of Trustees fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such a majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice..

8. Document Retention

El Nautica Boat Club maintains all important records, including meeting minutes, financial statements, contracts, membership records, and key correspondence, for a minimum of **10 years** from their creation or receipt. After this time, records will be securely destroyed. In cases of pending or anticipated audits, disputes, or investigations, relevant records must be retained until the matter is fully resolved. All board members, officers, and staff are expected to comply with this policy.

9. Manner of Acting

An act, within the corporate purposes as stated in Article III of the Articles of Incorporation, of the majority of the Trustees present at a meeting at which there is a quorum will be the act of the Board of Trustees.

10. Presumption of Assent

A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who votes in favor of such action.

ARTICLE III - OFFICERS

1. Number

As indicated in Article II above, there shall be nine (9) officers of the corporation who serve also as the Board of Trustees of the Corporation. They are the Commodore, Vice Commodore, Past Commodore, Secretary and Treasurer, and four (4) Members-at-Large. There shall be one (1) officer appointed by the Commodore having non-voting status with respect to the management and operation of the corporation. It shall be the Harbor Master.

2. Election of Officers and Term of Office



The Secretary and Treasurer will be elected by the majority of the members eligible to vote and present at the election, and will serve one (1) year terms of office. The Vice Commodore will likewise be elected by the majority of the members eligible to vote and present at the election and he/she will succeed the office of Commodore and President of the corporation and will act in that capacity for a term of (1) year.

The election of officers will be conducted at the annual meeting of the membership. If election cannot be conducted at this meeting, such election shall be conducted as soon thereafter as convenient.

3. Removal

A two-thirds (2/3) majority of the membership present at a meeting where no less than one third (1/3) of the total membership constitutes a quorum may remove a member of the Board for cause. The vote may be taken at any regularly scheduled meeting of the membership or at any such special meeting as may be requested by no less than five (5) members subject to the notice requirements contained herein.

4. Vacancies

A vacancy in any office of the Board of Trustees because of death, resignation, removal, disqualification, or otherwise, may be filled by a member of the Board of Trustees or any person elected from without for the unexpired portion of the term.

ARTICLE IV - POWERS AND DUTIES OF THE BOARD OF TRUSTEES

1. Meetings

The Board of Trustee shall meet at least once in every three (3) months, as directed by the Commodore.

2. Quorum

Five (5) members shall constitute a quorum of the Board of Trustees.

3. Management Authority

The Board of Trustees shall have entire authority in the management of the affairs and finances of the corporation and shall have general control of all its property. All rights and powers connected therewith shall be vested in said Board.

4. Rules



The Board of Trustees shall make such rules as they deem proper respecting the use of the ClubHouse and grounds; prescribe rules for the admission of non-members; fix penalties for offenses against the rules and make rules for their own government and for the government of the Committee appointed by them.

5. Appropriations

All appropriations of the funds of the corporation shall be made by the Board of Trustees except for amounts over \$2,000.00, which will require two-thirds (2/3) vote of members present in regular meetings. This may be exceeded when necessary to protect the health, safety, and welfare of the club and its members. The Board shall have authority to make, in their discretion, appropriations for the clerical assistance of the Secretary.

6. Audits

The Board of Trustees shall audit the accounts of the Secretary, Treasurer, and of the Committees.

7. Debts

The Board of Trustees shall have power to limit indebtedness of a member to the corporation, except for dues.

8. Discipline

The Board of Trustees shall have the power to suspend or expel any member for violation of the By-Laws or terms of membership, or for conduct which they shall deem improper or prejudicial to the Corporation, but no member shall be expelled or suspended for longer than thirty (30) days without a hearing. The Board shall have authority, as hereinafter provided, to drop from the roll any delinquent member, and also to reinstate such members as hereinafter provided.

9. Readmission

The two-thirds (2/3) majority of membership may, at a regular meeting of the corporation, readmit to membership--without payment of a second initiation fee--any former member whose resignation has been fully accepted. Such readmission must be by ballot, and two (2) negative votes shall reject. No rejected candidate shall again be proposed for reinstatement within six (6) months after rejection.



ARTICLE V - DUTIES OF OFFICERS

1. Commodore

- a. It shall be the duty of the Commodore to command the membership.
- b. During assignment the Commodore will be responsible to appoint a Harbor Master and Membership Committee (recommended — three members).
- c. Enforce the Laws and Regulations of the corporation.
- d. Preside at all meetings of the corporation.
- e. At each meeting:
 - i. Direct meeting's agenda.
 - ii. Monitor financial statements for accuracy.
 - iii. Review prior meeting minutes
- f. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).
- g. Make recommendations of all standing committees to the Board for their approval.
- h. Appoint such other committees as are necessary.

2. Vice Commodore



- a. Backup all functions of the commodore when there is an absence of the commodore.
- b. Assist in enforcing the Laws and Regulations of the corporation
- c. Preside at all meetings possible of the corporation i. Direct meeting's agenda ii. Monitor financial statements for accuracy iii. Report issues to the board.
- d. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).
- e. Year End: Make preparations to assign next year's selected Harbor Master and Membership Committee, House Committee (leader) and Entertainment Committee for the time to assign to commodore.

3. Secretary

- a. Keep the minutes of the meeting of the corporation and of the Board of Trustees.
- b. Have the custody of all reports and documents connected with the proceedings of the corporation.
- c. Keep a correct roll of the members, together with the dates of their election.
- d. Update to all members' contact information is to be distributed to all members on an annual basis of updates.
- e. Receive applications for membership from the membership committee (transmit the same to the Membership Committee)
- f. Preside at all meetings of the corporation
 - i. Monitor financial statements for accuracy
 - ii. Review prior meeting minutes and record current minutes
 - iii. Report issues to the board.
- g. Post an updated list of current members and board members within the Club for review;
- h. Render a statement of the affairs of the corporation at each stated meeting of the corporation
- i. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).
- j. Newsletters: Within the reports conduct the correspondence of the corporation.
- k. Give notice of:
 - i. All meetings of the corporation
 - ii. Special meetings to state the business intended
- l. Notify members of their election to office and of their appointment to serve on committees
- m. Report memberships for sale
- n. Report summaries of financial transactions
- o. Perform such other services as may be required by the corporation or by the Trustees.



- p. Backup all functions of the commodore when there is an absence of the commodore.
 - q. Assist in enforcing the Laws and Regulations of the corporation
 - r. Preside at all meetings possible of the corporation i. Direct meeting's agenda ii. Monitor financial statements for accuracy iii. Report issues to the board.
 - s. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).
 - t. Year End: Make preparations to assign next year's selected Harbor Master and Membership Committee, House Committee (leader) and Entertainment Committee for the time of assignment to commodore.
4. Treasurer
- a. Collect all monies due;
 - i. Workday (Spring /Fall)
 - ii. Dues
 - iii. All other related activity transactions
 - b. Keep a correct account of all monies received and paid out in a ledger provided for that purpose, and under the direction of the Board of Trustees, to disburse the funds.
 - c. Keep original documentation of all transactions incurred to the corporation and retain financial records of the corporation in accordance with the law.
 - d. Provide financial documentation to the board of trustees upon request.
 - e. Accurately report the financial statements to the Board of Trustees and general membership upon assigned meetings.
 - f. Deposit the corporation's funds in the name of the corporation in a depository or depositories approved by the Board of Trustees;
 - g. Supervise all Federal and State Tax Reports and provide the Secretary with copies of the same.
 - h. Report yearly Federal and State Tax Reports after filing to the board of trustees.
 - i. Require membership signature of rules and regulations when updates are made that are approved by the board.
 - j. Distribute gate keys to members upon yearly dues being paid, hours worked, and proper signatures are provided for required documentation.
 - k. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).



5. Past Commodore

- a. Assigned to the membership committee
- b. Preside at all meetings possible of the corporation
 - i. Monitor financial statements for accuracy
 - ii. Review prior meeting minutes
 - iii. Report issues to the board.
- c. Nominating committee consisting of the board of trustees will be responsible to have elections of new officers at the general meeting held annually (during boating season).

ARTICLE VI- NON-CORPORATE MEMBERS

There shall be one (1) non-corporate officer who shall be appointed by the Commodore and shall serve at his pleasure during his term of office.

1. Harbor Master

The Harbor Master shall be the Executive Officer of the Commodore and shall hold office during his pleasure. It shall be the duty of the Harbor Master:

- a. Identify projects to be worked on for the club throughout the year.
- b. Assign projects to members working on spring and fall workdays.
- c. Record and monitor hours worked by each member throughout the year.
- d. Report maintenance issues to the board.
- e. Year End: Report to the Board of trustees all memberships that have not completed their full hours required per year.

In the event that the Board of Trustees (Section 2 of Article It of the Bylaws) are unable to constitute a quorum as indicated in section 7 of Article II for the transaction of business at any meeting of the Board of Trustees then the Harbor Master will qualify as an additional trustee to make a quorum for the transaction of business.

ARTICLE VII - STANDING COMMITTEES

The Standing Committees shall be: Membership Committee, the House Committee, and Entertainment Committee. They shall be appointed annually by the Board of Trustees at the first regular meeting after the annual election.



1. Membership Committee

The Membership Committee shall consist of three (3) members. They shall investigate and pass upon the qualifications of all candidates for membership, and report their conclusions to the Board of Trustees. Additional responsibilities include:

- a. The membership committee is responsible to assign a meeting with the board of trustees (usually on assigned monthly meeting dates) for new members purchasing into the club. At the meeting the following are required:
 - i. The Membership Committee will have proper documentation prepared for the meeting:
 1. Lot Lease Agreement (Signature required)
 2. Application Form - Pink (Signature required)
 3. Rules and Regulations (Signature required)
 4. New Member Orientation
 5. Indemnity Agreement
 - ii. New members purchasing into the club sign required documents
 - iii. Once new members have signed required documentation, they are to receive a copy of the:
 1. Rules and Regulations
 2. By Laws
 3. Lot Lease Agreement
- b. Inform new members of Article XII, Section 7 of the Bylaws.

2. House Committee

The House Committee shall consist of three (3) members. They shall arrange for a meeting place. It shall be the duty of the House Committee:

- a. House Committee Leader (assigned by the Commodore) is responsible to assign the other four members of the committee,
- b. Ensure lots are maintained and within rules and regulations.
- c. They shall have general management and control of the house, grounds, and employees of the corporation. They shall receive and redress complaints.

3. Entertainment Committee



The Entertainment Committee shall consist of three (3) members. They shall provide and take charge of all entertainment given to/by the corporation.

ARTICLE VIII - NOMINATING COMMITTEE

There shall be a Nominating Committee consisting of the Board of Trustees. The Nominating Committee shall nominate candidates for all elective offices to be filled, and shall cause the names of such candidates, with the offices for which they are nominated to be announced at the annual meeting.

Any six (6) members in good standing may nominate candidates for any office by advising the Nominating Committee of the names of such candidates, with the offices for which they are nominated, two (2) weeks prior to the annual meeting. Such nomination shall be endorsed and signed by the members nominating.

No candidate shall be elected to any office unless he shall have been nominated as hereinbefore provided.

ARTICLE IX - MEMBERSHIP

1. Application

Each candidate for active membership must be proposed by a member. Applications for membership must be subscribed by the candidate, must state his name, occupation, and address, and include an agreement to comply with the By-laws. Candidates must be presented to the Board in regular Board meetings and voted on in the next following meeting. The vote must be two-thirds (2/3) majority of members in good standing present.

2. Dues and Assessments

Dues will be payable January 1, and past due April 1. Tax assessment will be due September 30, and past due December 31. Any assessment made becomes payable on the date the assessment is made and must be paid within 90 days of that date. If dues and assessments are not paid within this time limit, a notice will be sent to the member by the Secretary, at which time he will lose his privileges and use of the Club facilities. If after an additional 30 days these obligations are not met, the Board of Trustees shall proceed to try and sell said membership and any monies derived from the sale thereof shall first apply to the indebtedness and any further equity shall then be turned over to the person for which it was sold.



3. Voting

No member in arrears for dues, or other indebtedness, shall be eligible to hold office or entitled to vote. Absentee ballots will be accepted by the Secretary if received twenty-four (24) hours prior to the annual meeting. Subject to the limitations set forth elsewhere in these bylaws, each membership shall be entitled to one (1) vote.

4. Resignation

Any member not in arrears for dues, or other indebtedness, may tender a written resignation of his membership to the Secretary who shall report the same to the Board of Trustees at their next meeting for their action.

5. Conduct

Members shall be responsible for the conduct and indebtedness of all persons admitted to the Club House or grounds at their request.

6. Trailers

Any type of units (Trailers) that will be parked on the grounds of the El Nautica Boat Club (Lots) require formal approval in writing of the board of trustees before the unit may enter the grounds of El Nautica Boat Club. The board of trustees can disapprove a unit if it is not compliant with rules and regulations of the company or is not compliant with current law. This applies to all new and existing memberships.

ARTICLE X - MEETINGS

1. Annual Meetings

The annual meeting shall be held as the first meeting in October, preferably on the first Saturday of the month. The Secretary shall call special meetings at the direction of the Commodore, in his/her discretion, or upon the written request of ten (10) members. Fifty-one percent (51) of the members, either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting, including the annual meeting.

Notices of any meetings shall be mailed to every member at least ten (10) days in advance. No business shall be transacted at any special meeting except that of which notice was given.

Eighty percent (80%) of the members must be present to vote in person or may vote by proxy or absentee ballots in order to make significant changes with regard to the Company. "Significant changes" as used in this paragraph shall mean a change of the manner or method of ownership of



the Company and the sale or lease of any real property owned by the Company or a change to section 2 Article X of the bylaws. If members are not present to vote in person or by proxy or absentee ballots in order to make significant changes with regard to the Company then notification to vote will be sent by certified letter on the next business day. The certified letter (notification) will require the absent member to vote within ten days from receipt. Absent memberships that fail to submit the requested vote within the ten days requirement relinquish their vote to be applied in the total membership vote related to the significant change.

ARTICLE XI - DUE AND ASSESSMENTS

The amounts of the initiation fee, dues and assessments shall be determined by a two-thirds (2/3) majority of members present at the membership meeting and may be changed from time to time as is necessary or desirable.

ARTICLE XII - MEMBERSHIP PRIVILEGES

1. Memberships

A membership is for the family. Any member of a family may bring their boat and use the facilities. Married children and children 18 years and older will not fall under family membership but will be considered as guests and will follow that guideline. Members' children under 18 years need to be accompanied by the member. Club member(s) may or shall lease or occupy two lots that are adjoined or adjacent to each other.

2. Prospective Members

Prospective members may use the harbor facilities twice without charge. However, they must be accompanied by a club member in good standing.

3. Guest Privileges

Guests may be brought to the club by a member. These guests are to be the responsibility of the club members. That is, their safety, conduct, etc. If a guest has a boat and wishes to use the facilities, a member may bring the boat into the club facilities. Guest boats must be pulled out if there are no slips for a members' boat.

4. Gate Key

A gate key will be issued to Club members upon payment in full of all dues and assessments. This key is not to be loaned, copied, or given to guests. If the key is lost, a replacement key may be procured upon payment of a \$25.00 fee,



5. Work Hours

Two workdays (16 hrs.) will be assigned to keep up the facilities, and to build new items, etc. Each member has an obligation to complete his workday/work hours assignments. If a member does not keep his assignments or make arrangements for someone to keep them for him, or transfer his work assignment to another day, he will be assessed \$30.00 per hour for each workday/work hours assignment not completed. Members will be assessed as determined by the Board of Trustees. Work hours are for working on club common areas only, not members' personal lots.

6. Harbor Speed Limits

Harbor speed limits are to be determined by the Board of Trustees, or in the absence of a determined speed limit set by the Trustees, it is to be determined by the Harbor Master.

ARTICLE XIII - TRANSFER OF MEMBERSHIP

No membership may be transferred except as set forth herein. Any member desiring to transfer a membership must notify the Board of Trustees of EL NAUTICA BOAT CLUB CORPORATION, in writing (signed by member(s)) who may, in their sound discretion and on behalf of the Corporation, exercise the option to purchase the membership at the price set by the member(s) within fourteen (14) days from the date of notification. In the event the El Nautica Boat Club Corporation does not exercise its option to purchase the membership, the member(s) may sell it on his/her own behalf subject to the final approval of the new member(s) by the Board of Trustees of the El Nautica Boat Club Corporation. Said approval of the new member(s) shall not be withheld unreasonably. Any transfer of a membership will result in a transfer fee payable to El Nautica Boat Club Corporation in the amount of ten percent (10%) of the sale price OR ten percent (10%) of the average of the last three (3) sales, whichever is higher. Any new member(s) must be approved by the Board of Trustees in the manner stipulated by the By-Laws of El Nautica Boat Club Corporation. A club membership may, or shall have the opportunity to, lease or occupy two lots that are adjoined or adjacent to each other. Club membership may lease no more than (2) two lots.

ARTICLE XIV - CONTRACTS, LOANS CHECKS AND DEPOSITS

1. General Powers

The corporation, acting through its Board of Trustees, shall have all powers and rights incident to its non-profit corporate purpose. The Board of Trustees shall have the power and authority to issue bonds for financing, to contract for the purpose of construction of the facility and to



execute leases and other agreements incident to the operation of the facility. The power and authority of the Board of Trustees is limited to executing only those contracts, loans, checks, deposits, and other legal instruments which are necessary and essential to the furtherance of the non-profit corporate purpose.

2. Contracts

The Board of Trustees may authorize an 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 which will enable it to accomplish any and all its purposes.

3. Loans

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

4. Checks Drafts etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence 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 Trustees.

5. 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 Trustees may select.

6. Other

The Corporation, acting through its Board of Trustees, shall have the following additional powers, to be exercised only to prosecute and further its non-profit purposes: to invest its funds in real or personal property from time to time; to lend money for its corporate purposes; to take and hold real or personal property for security for payments of funds so invested or loaned, to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, franchise and income; to acquire and deal in any real or personal property or any interest therein situated in or out of the State of Utah, as may be necessary and proper for carrying on its legitimate affairs; to acquire and hold any real or personal property in trust for such purposes as



might be necessary and proper or conducting its legitimate affairs; and to execute and perform all such trusts in accordance with the terms, conditions, limitations and restrictions; to dispose by sale, conveyance, mortgage, pledge, lease as lessor, or otherwise of all or any part of its property.

ARTICLE XV - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE XVI - CORPORATE SEAL

The Board of Trustees shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XVII - WAIVER OF NOTICE

Whenever any notice is required to be given to any Trustee of the corporation under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the laws of the State of Utah, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE - XVIII

1. Indemnification

No officer or director shall be personally liable for any obligations arising out of any acts or conduct of said officer or director performed for or on behalf of the Company. Except as otherwise prohibited by law, no director shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty, except for a breach of the director's duty of loyalty to the Company or its shareholders, or for acts or omissions not in good faith, or for intentional misconduct or a knowing violation of law. The Company shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a director or officer of the Company from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a director or officer of the Company, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him as such director or officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, including power to



defend such person from all suits as provided for under the provisions of the Utah Revised Business Corporations Act; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Company to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Company, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of counsel.

2. Other Indemnification

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. Insurance

The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Company, or is or was serving at the request of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against liability under the provisions of this Article VIII or any provisions of the Utah Revised Business Corporations Act.

4. Settlement by Company

The right of any person to be indemnified shall be subject always to the right of the Company by its Board of Directors, in lieu of such indemnity, to settle any such claim, action, suit, or proceeding at the expense of the Company by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

ARTICLE XIX - AMENDMENTS



These By-laws may be altered, amended, or repealed and new By-laws may be adopted by two thirds (2/3) majority vote of the membership at any regular or special meeting.



special meeting:

Final signature
DATED this June 10 day of 10th, 2023

Joseph, M. Day
COMMODORE

Kent Silliman
VICE COMMODORE

Bill Savio
PAST COMMODORE

Cynthia Noy
SECRETARY

Julie Moore
TREASURER

Angie L. Smith
MEMBER-AT-LARGE

Mike J. Brown
MEMBER-AT-LARGE

Donna Lindall
MEMBER-AT-LARGE

David Bess
MEMBER-AT-LARGE