

**SNIFE CLASS INTERNATIONAL RACING ASSOCIATION – USA
SECOND AMENDED AND RESTATED BYLAWS**

ARTICLE I.

PURPOSE

The purpose of the Snipe Class International Racing Association – USA (the “Corporation”) shall be set forth in the Corporation’s Articles of Incorporation and in harmony with the purposes of the Snipe Class International Racing Association.

ARTICLE II.

MEMBERS AND MEMBERS' MEETINGS

SECTION 1. Members. Any person may be admitted as a Member in the Corporation provided that he/she meets all requirements, including the payment of dues, as may be determined by the Board of Directors from time to time.

SECTION 2. Classification of Members. The Board of Directors shall have the power to establish different classifications of membership, along with corresponding dues for each classification.

SECTION 3. Meetings of the Membership. The annual meeting of the Members shall be during the Snipe Class United States National Championship of each year, the date and time to be determined by the Board of Directors.

SECTION 4. Suspension or Expulsion of a Member. Unless the Corporation, in good faith, believes that the health or safety of any of its volunteers, employees, or other Members is at risk, the Corporation shall first notify any Member who is being suspended or expelled by notifying the Member, either by hand-delivery or by first class or certified mail, sent to the last known address of the Member, providing that such suspension or expulsion shall take effect 20 days from the date of the notice and further providing that the Member may appeal such decision to the President, either orally or in writing. The Member may request that the President either hear or read his or her appeal within five (5) days of receiving notice of the proposed suspension or expulsion, and the President shall allow the Member to be heard, either orally or in writing, at least five (5) days before the suspension or expulsion is to go into effect. If the Corporation, in good faith, believes that the health of safety of any of its volunteers, employees, or other Members is at risk, it may suspend or expel the Member immediately and without advance notice to the Member. In such event, the suspended or expelled Member will receive subsequent notice, either hand-delivery or by first class or certified mail, and shall have five (5) days to appeal the suspension or expulsion to the President. The President shall promptly allow the Member an opportunity to be heard, either orally or in writing, regarding the suspension or expulsion. The President may then decide to either reverse the suspension/expulsion or uphold the decision. The

President's decision will be final.

ARTICLE III.

BOARD OF DIRECTORS

SECTION 1. Powers and Authority. The Board of Directors shall have the general supervision and control of the work and policy of the Corporation in all of its details. The Board of Directors shall have all of the powers set forth in the Articles of Incorporation, these Bylaws or by law.

SECTION 2. Committees. The Board of Directors shall provide for its own government and for the government of the Corporation in a manner not inconsistent with the Articles of Incorporation, as amended, or these Bylaws and appoint such committees as may be necessary for the carrying on of the work of the Corporation.

SECTION 3. Vacancies. Vacancies in membership of the Board of Directors shall be filled by the U.S. National Secretary or the remaining Members of the Board of Directors, as further described below, for the unexpired term of the former incumbents.

SECTION 4. Perpetual Fund. The Corporation shall maintain a separate fund titled "The U.S. Perpetual Fund", which shall be a permanent fund and the principal of which shall be permanently invested and reinvested, the interest and net income only to be used for the purposes as previously designated by the Snipe Class International Racing Association. The Fund will be managed by at least three (3) Trustees, which shall include the U.S. National Secretary (who shall also be the President of the Corporation) and two other persons appointed by the U.S. National Secretary with the approval of the Board of Directors.

SECTION 5. Meetings of the Board. The annual meeting of the Board of Directors shall be held during the United States National Snipe Championship, the date and time to be determined by the Board of Directors. Special meetings may be called by the President, or upon written request of five (5) directors or the written request of fifty (50) Members of the Corporation. The object of any meeting shall, if possible, be stated in the call.

SECTION 6. Composition of Board. The membership of the Board of Directors shall be limited to:

- (1) the United States National Secretary of the Snipe Class International Racing Association;
- (2) all of the U.S. District Governors;
- (3) the U.S. Chief Measurer;
- (4) the United States Vice National Secretary of the Snipe Class International Racing Association;
- (5) a Director of Finance to be appointed by the U.S. National Secretary, who shall not have voting status (unless elected as a member at large);

- (6) four members at large to be elected by the Board of Directors as described in the Bylaws;
- (7) the Publisher of the *US Snipe Sailor Magazine*, who shall not have voting status;
- (8) the Executive Administrator, who shall not have voting status; and
- (9) the Corporation's legal counsel, who shall not have voting status.

Members of the Board of Directors may hold more than one position on the Board of Directors, provided, however, in no event shall any director have more than one vote on any matter brought before the Board of Directors. All voting and non-voting members of the Board of Directors must be, at the time of their nomination, citizens or have been legal residents of the United States for at least one year and current members of the Snipe Class International Racing Association and the Corporation to serve on the Board of Directors. All voting and non-voting members of the Board of Directors must maintain their membership in the Snipe Class International Racing Association and the Corporation and their citizenship or legal resident status during their term on the Board of Directors.

SECTION 7. Powers of Directors. All sitting Members of the Board of Directors shall be counted for purposes of establishing a quorum and will have the power to make and second motions, but only voting members shall be entitled to vote on motions or on any other matter requiring a vote by the Board of Directors.

SECTION 8. Approval of Snipe Class International Racing Association. All actions of the Board of Directors are subject to modification, clarification, and veto by corporate resolution of the Board of Governors of the Snipe Class International Racing Association.

SECTION 9. Terms of Directors. The terms of the voting and non-voting Members of the Board of Directors shall be based on the calendar year.

SECTION 10. National Secretary. The Corporation's National Secretary:

- Shall serve a term of two years;
- Shall be nominated by the Nominating Committee and then elected by a majority vote of the Board of Directors;
- May run for re-election and serve multiple consecutive or non-consecutive terms with a limit of two additional consecutive two year terms.

SECTION 11. Vice National Secretary. The Corporation's Vice National Secretary:

- Shall serve a term of two years coinciding with the term of the National Secretary;
- Shall be nominated by the Nominating Committee and then elected by a majority vote of the Board of Directors;

- May run for re-election and serve multiple consecutive or non-consecutive terms with a limit of two additional consecutive two year terms.

SECTION 12. District Governors. The Corporation's District Governors:

- Shall serve a term of not more than two years;
- Shall be elected by the District the Governor represents in a fashion proscribed by that District;
- May run for re-election and serve multiple consecutive or non-consecutive terms with a limit of one additional consecutive two year term.

SECTION 13. Chief Measurer. The Corporation's Chief Measurer:

- Shall serve a term of four years;
- Shall be nominated by the Nominating Committee;
- The nomination shall be approved or disapproved by the National Secretary concurring as required by the Rules of the Snipe Class International Racing Association;
- May run for re-election and serve multiple consecutive or non-consecutive terms.

SECTION 14. Director of Finance. The Corporation's Director of Finance:

- Shall be appointed by the National Secretary;
- Is eligible to be selected as a Member at Large to the Board of Directors.

SECTION 15. Publisher of the *US Snipe Sailor Magazine*. The Publisher of the *US Snipe Sailor Magazine*:

- Shall be appointed by the National Secretary, subject to approval by a majority vote of the Board of Directors;
- Shall serve a term of two years;
- May run for re-election and serve multiple consecutive or non-consecutive terms.

SECTION 16. Members at Large. The four Members at Large to serve on the Board of Directors:

- May be any Member of the Corporation who meets the requirements set forth herein with preference being given to those that have served or are serving on the Board of Governors of the Snipe Class International Racing Association;
- Shall serve a term of two years (50% of the Members at Large shall initially serve a term of one year);
- Shall be nominated by the Nominating Committee and then elected by a majority vote of the Board of Directors;
- May run for re-election and serve multiple consecutive or non consecutive terms.

SECTION 17. Executive Administrator. The Corporation's Executive Administrator:

- Shall be appointed by the National Secretary;
- The term of the contract and service on the Board of Directors (non-voting) shall be one year.

SECTION 18. Legal Counsel. The Corporation's Legal Counsel:

- Shall be appointed by the National Secretary;
- Shall serve at the pleasure of the National Secretary.

SECTION 19. Board Participation.

- Voting members of the Board of Directors shall attend at least one Board of Directors' meeting in each calendar year, either in person or electronically;
- Voting members of the Board of Directors shall cast their vote in person or electronically on at least 75% of the motions put forward during any calendar year;
- The Recording Secretary shall keep the records of attendance at Board meetings and all votes taken;

Voting members who fail to actively participate in Board of Director activities at least to the

above standards will be deemed to have forfeited their position and a replacement will be nominated by the President (National Secretary) and voted on by the Board of Directors to fill out the remainder of their term at the earliest possible opportunity.

ARTICLE IV.

DUTIES OF OFFICERS

SECTION 1. The President will be the United States National Secretary of the Snipe Class International Racing Association. In addition to any duties prescribed by the Snipe Class International Racing Association, the President shall perform the following duties:

- A. Perform any and all duties delegated to him/her by the Board of Directors;
- B. Appoint and remove, and employ and discharge, volunteers and employees, and, except as otherwise provided, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- C. Supervise any agent, volunteer, or employee, of all US District Governors, and also supervise any National Committee Members to assure proper performance of their requisite duties;
- D. Schedule and conduct annually a U.S. Board of Directors meeting and a General Meeting of Members at the U.S. Snipe National Championship.
- E. Serve as the Chairman of all meetings of the Board of Directors;
- F. Prepare and present to the Board of Directors an annual budget and the assignment of the operational resources and assets of the Corporation;
- G. On behalf of the Corporation insure the maintenance of United States records, collection of all dues and receipts, the payment of all debts, expedite communications from Snipe Class International Racing Association (including the Official Handbook and any international publications, record and cause to be published the minutes of the Board of Directors meetings, and to provide membership services to the Members.
- H. Initiate, collect, record, and report in a timely manner any ballot votes.
- I. Formally represent to Snipe Class International Racing Association and US Sailing the concerns and positions of the Corporation of the policies and requirements of Snipe Class International Racing Association and US Sailing.

- J. Serve as a Trustee of the US Perpetual Fund in accordance with Article III, Section of these Bylaws.

SECTION 2. The Vice President will be the United States Vice National Secretary of the Snipe Class International Racing Association. The Vice-President shall perform all duties of the President, in the event the President is unavailable or unable to perform his/her duties. The Vice-President shall also perform such other functions as the National Secretary may determine.

SECTION 3. The Secretary shall keep a record of the minutes of all business meetings of the Corporation and of the Board of Directors. The Secretary shall notify all directors of all business meetings of the Corporation and shall maintain the minutes of all business meetings in the Corporation's registered office.

SECTION 4. The Treasurer shall report to the Director of Finance, shall direct the duties of the Finance Committee, and shall make regular reports on finances to the Board of Directors at the annual meetings, and at other times as may be required.

ARTICLE V.

DISTRICT GOVERNORS

SECTION 1. The United States shall be divided into administrative districts, and each district shall be represented on the Board of Directors by its District Governor, who shall be elected by that district's members at that annual district championship.

SECTION 2. Each district may also elect or appoint a Secretary/Treasurer to help promote and administer the business of the Corporation within that district.

SECTION 3. The District Governors shall: (a) promote and schedule inter-fleet and inter-district racing and develop new fleets; (b) shall enforce Snipe Class International Racing Association and Corporation rules, restrictions, and policies; (c) arrange all district schedules and regatta dates before their submission for official Corporation sanction; (d) annually shall cause to be scheduled and conducted sanctioned and championship racing using the proper Rules of Conduct; (e) may be called on to investigate any dispute within his/her district and may be designated by the U.S. National Secretary to resolve a dispute; and (f) shall perform such other duties as the U.S. National Secretary shall require.

ARTICLE VI.

COMMITTEES

SECTION 1. Committees are established by the Board of Directors to expedite the business of the Snipe Class in the United States. The President may initiate the

establishment of Committees. They may be either permanent Standing Committees or *Ad Hoc* committees. The Standing Committees shall be: Membership; Promotion; Juniors; Fundraising; and Finance. The Nominating Committee shall be an *Ad Hoc* type.

SECTION 2. All committees will normally be chaired by a U.S. Member of the Snipe Class International Racing Association and, if possible, the chairperson shall also be a Member of the Board of Directors of the Snipe Class International Racing Association. The chairman shall issue the committee's written annual report to the U.S. National Secretary no later than forty-five (45) days prior to the Corporation's annual meeting.

SECTION 3. The Nominating Committee:

- Shall be composed of three Corporation Board Members;
- Shall be chaired by the President, except in cases where the President is eligible for re-election, in which case the other two shall select another Board Member to serve on the Committee and then those three shall select a Chairman;
- Members of the Nominating Committee shall be appointed by the President and then approved by a majority vote of the Board of Directors;
- Shall serve a term of one year beginning after the annual Summer Meeting of the Board of Directors and running thru the subsequent annual Summer Meeting of the Board of Directors (nominations for fall);
- The Nominating Committee shall actively solicit input regarding the nominations from the Corporation's Membership;
- Should any nomination by the Nominating Committee be rejected by the Board, nominations to fill that position shall be possible from the floor.

SECTION 4. All Members of the Board of Directors should serve on at least one (1) Committee.

ARTICLE VII.

BOARD ACTION

SECTION 1. The Board of Directors may not make or sustain a policy or motion that is in direct conflict with the intent of the Snipe Class International Racing Association rules, requirements or procedure.

SECTION 2. Any act of the majority of the voting directors of the Corporation

present at a meeting at which quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

SECTION 3. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors, or any committee thereof, may be taken by telephone conference or a similar means of communication by which all directors participating may simultaneously hear each other during the meeting. Any director participating in a meeting by such means shall be deemed to be present in person at such meeting.

SECTION 4. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the Corporation's records reflecting the action taken. Any action taken by such means is effective as of the date the last director signs the consent, unless the consent specifies a different effective date. A consent signed in such a manner has the effect of a vote taken a meeting of the Board of Directors.

SECTION 5. A written motion under the signature of three or more of the current Corporation's Fleet Captains may be made to the U.S. National Secretary and scheduled for a vote at a meeting.

ARTICLE VIII.

REMOVALS AND RESIGNATIONS

Any District Governor and any non-voting member of the Board of Directors may be removed from his/her position by the affirmative vote of a majority of the voting members of the Board then in office. Any Member of the Board of Directors who serves by virtue of his/her position with either the Snipe Class International Racing Association or by virtue of his/her position with the Corporation, shall no longer be a Member of the Board if he/she is removed from his/her position. Any Member may resign by tendering written notice to the President.

ARTICLE IX.

INQUIRIES AND PETITIONS

All inquiries and petitions made by Members of the Corporation to the Board of Directors shall be made in writing to the President (U.S. National Secretary). If the inquiry or petition involves an issue or concern that has either precedent or if it is resolved by the application of the Snipe Class International Racing Association rules, the U.S. National Secretary shall make that communication to the petitioner, copy the Chairman of the Rules Committee, and report the disposition of the petition to the Board of Directors at the next Annual Meeting. All inquiries and petitions should be submitted with sufficient supporting

detail to reasonably explain the full dimension of the issue.

Any inquiry or petition to the Board of Directors which is not satisfactorily resolved by precedent or by the application of the Snipe Class International Racing Association rules shall be forwarded to the appropriate National Committee(s) for review and recommendation. If the inquiry or petition involves a Snipe Class International Racing Association rules change, it shall be forwarded to the Chairman of the Rules Committee for comment and review.

ARTICLE X.

AMENDMENTS

These Bylaws may be amended at any duly noticed meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of those voting Directors attending, provided a quorum is present and the proposed amendment is approved of by at least eight directors.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Snipe Class International Racing Association – USA, a Nebraska nonprofit corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said Corporation, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned and the seal of the Corporation this ____ day of August, 2010.

Mary Buckley, Secretary