

**AMENDED AND RESTATED
BY-LAWS OF
KEY WEST COMMUNITY SAILING CENTER, INC.
The "Corporation"**

ARTICLE I: OFFICES

The principal office of the Corporation shall be located at 705 Palm Avenue, in the City of Key West, Monroe County, Florida 33040. The mailing address is P. O. Box 828, Key West, Florida 33041-0828. The Corporation may also have offices at such places as the Board of Directors may from time establish.

ARTICLE II: PURPOSE

The purposes for which this Corporation is formed are:

- A. To advance sailing education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To establish and sustain ongoing programs for sailing, education and community involvement in regard to the community and the city of Key West, Florida.
- C. To advance the sport of sailing.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility for Membership -- Application for membership shall be open to any person or business that supports the purpose stated in Article II. Membership is granted after completion and receipt of a membership application and the annual dues.

Section 2: Annual Dues -- The Annual dues for membership shall be a sum fixed by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues. The Board of Directors may terminate the membership of any member for failure to pay the annual dues.

Section 3: Rights of Members -- Each member shall be eligible to cast one vote in the Corporation's elections. There shall be no proxy voting.

Section 4: Resignation and Termination -- Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated

upon notice and by a two-thirds (2/3) vote of the Board of Directors at a Regular scheduled meeting or at a Special Meeting called for that purpose, after following the procedures laid down in the General Policies and Procedures.

Section 5: Subscription to By-Laws -- Each member of the Corporation shall subscribe to and agree to be bound by these By-Laws at the time he is admitted to membership.

ARTICLE IV: MEETING OF MEMBERS

Section 1: Annual Meeting -- The Annual Meeting of the members of the Association shall be held in the State of Florida at a place, date and time designated by the Board of Directors. The Annual Meeting will be held during the month following the end of its fiscal year.

Section 2: Special Meetings-- Special Meetings of the Association may be called by a written request of five (5) percent or more of the membership, directed to the Commodore. Said request shall set forth the matters which are to be presented at said meeting. Thereupon, it shall become the duty of the Commodore to issue a call for such meeting.

Section 3: Notice -- Notice of the time and place of the holding of the Annual Meeting or Special Meeting shall be delivered to each member at least ten (10) days in advance of the date fixed for such meeting.

Section 4: Voting -- Each member in good standing shall be entitled to one (1) vote at the Election of Officers and upon any questions coming before any meeting of the members.

Section 5: Quorum -- Five (5) percent of the members shall constitute a quorum for the transaction of business.

ARTICLE V: OFFICERS

Section 1: Officers -- All Officers shall be Directors of the Corporation. Unless otherwise provided for in the Articles of Incorporation, the Corporation shall have a Commodore, a Vice-Commodore; a Rear-Commodore; a Secretary; a Treasurer; and such other Officers-at-Large, as may be determined by the Board of Directors. All Officers shall have the authority and perform the duties prescribed, from time-to-time, by the Board of Directors. There shall be a minimum of seven (7) Officers.

Section 2: Election and Term of Office -- The Officers of the Corporation shall be elected annually by the members at the regular Annual Meeting of the members. If the election of Officers is not held at such meeting, such election shall be held as soon

thereafter as is convenient. Each Officer shall hold office until his successor has been duly elected and qualified. Officers shall serve one-year terms with no term limits.

Section 3: 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.

Section 4: Power and Duties -- The several Officers shall have such powers and shall perform such duties as may from time-to-time be specified in resolutions or other directives of the Board of Directors.

Section 5: Commodore -- The Commodore shall be the Chief Executive Officer of the Corporation. The Commodore shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Commodore shall be an ex-officio member of all committees.

Section 6: Vice-Commodore -- During the absence or disability of the Commodore, the Vice-Commodore, or if there is more than one, the Executive Vice-Commodore shall have all the powers and functions of the Commodore. Each Vice-Commodore shall perform other duties as the Board of Directors shall prescribe.

Section 7: Rear-Commodore -- The Rear-Commodore shall assist the Commodore in the Commodore's duties. The Rear-Commodore shall organize and supervise all non-sailing activities of the Club.

Section 8: Secretary -- The Secretary shall keep the minutes of the meetings of the Board of Directors and also of the Proceedings of this Corporation in books belonging to the Corporation. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned, and perform all duties incidental to the office.

Section 9: Treasurer -- The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board of Directors may elect. And shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the Commodore; and shall also sign all checks, drafts, notes and orders for the payment of money; which shall be duly authorized by the Board of Directors and shall be countersigned by the Commodore. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation or Member of the Corporation, upon application at the office of the Corporation during ordinary business hours. At the end of each fiscal year, the Treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the Board of Directors, and shall deliver such audit in writing at the Annual Meeting of the membership, and at such time shall also present an annual report setting

forth in full the financial condition of the Corporation. The Treasurer shall prepare an Annual Budget for approval by the Board of Directors.

Section 10: Officers-at-Large -- Officers-at-Large serve at the pleasure of the Board as directed.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: General Powers -- The general affairs of the Corporation shall be managed by its Board of Directors. Duly elected Officers of the Corporation shall serve as the Directors of the Corporation. The Board is responsible for overall policy and direction of the association and may delegate responsibility of day-to-day operations to the staff and committees. The Board of Directors may issue from time-to-time standing directives and policies to be used by the Officers to govern the use of the facilities. Directors need not be residents of the State of Florida. Each Director shall be at least 18 years old.

Section 2: Election and Term of Directors - The Directors are the Officers of the Corporation. The number of Directors may be up to thirteen (13). The Directors shall be appointed by election of Officers at the regular Annual Meeting of the members. Each Director shall hold office until the expiration of his term as an officer, for which elected, or until a successor has been elected and shall have qualified, or until resignation or removal. Officers and directors may serve consecutive terms. Each Director shall be allowed unlimited consecutive terms.

Section 3: 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 may be filled by majority vote of the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. A Director appointed to increase the number of Directors shall serve until the next Annual Meeting of the members and the election and qualification of his or her successor.

Section 4: Absences -- Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board of Directors, without notice to the Board of Directors, the member's seat on the Board of Directors may be declared vacant by a majority vote of the Directors present and the director recommended for removal under Section 6 of this Article.

Section 5: Resignation -- A Director may resign at any time by giving written notice to the Commodore or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors and the acceptance of the resignation shall not be necessary to make it effective.

Section 6: Removal -- Any member of the Board of Directors may be removed from office with or without cause by:

- A. A majority of all votes of the Directors, at a Board Meeting if the Director was elected or appointed by the Directors; or
- B. A majority of all votes of the members at a Member's Special Meeting, if the Director was elected or appointed by the members.

Notice of Intent to remove must be provided to the Director ten (10) days prior to the meeting at which the vote to remove will be taken.

Section 7: Board of Directors' Decisions -- The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws. Each member of the Board of Directors is entitled to only one (1) vote on any issue of matter or business.

Section 8: Quorum -- A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, if the Board of Directors has fewer than seven (7) members then serving, vacancies in the Board of Directors shall be filled by an affirmative vote of not less than a majority of the Directors serving. Further the Board of Directors may only propose amendments to the Articles of Incorporation and By-laws by an affirmative vote of not less than two-thirds (2/3) of the then-serving members of the Board of Directors.

Section 9: Board of Directors' Meetings -- The Board of Directors shall hold monthly meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time-to-time determine.

Section 10: Chairperson -- At all meetings of the Board of Directors, the Commodore, Counsel to the Board, or the Commodore's appointee shall preside. In the event of the Commodore's or Counsel to the Board's absence, the Chairperson chosen by the Board of Directors, at the meeting, shall preside.

Section 11: Special Meetings -- Special Meetings of the Board of Directors may be called by or at the request of the Commodore or by request of three (3) Directors, and shall be held at the-office of the Corporation or at such other place as the Directors may determine.

Section 12: Telephonic Meetings/Written Actions -- Members of the Board of Directors shall be determined to be at a meeting of the Board of Directors, or any committee thereof, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. Directors may take action by email by a majority of the Board of Directors, said action must be ratified at the next Board Meeting.

Section 13: Notice -- Notice of any Special Meeting of the Board of Directors shall be posted on the Corporation's website and given at least two- (2) days previously thereto

by written notice delivered personally, through an electronic communication (i.e., email) or five- (5) days if sent by regular mail to each Director at his address as shown by the records of the Corporation. The business to be transacted at the meeting shall be specified in the notice or waiver of notice of such meeting.

Section 14: General Policies and Procedures -- The Board of Directors may issue from time-to-time General Policies and Procedures. Changes to the General Policies and Procedures shall be made at a regular Scheduled Meeting of the Board of Directors where the purpose of change has been formally announced and the changes distributed for review prior to the meeting.

Section 15: Adjournment of the Board of Directors' Meeting -- A majority of the Directors present, whether or not quorum is present, may adjourn any meeting to another place and time. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such other time and place are announced at the meeting, to the other Directors.

Section 16: Procedure at Board of Directors' Meetings -- Where procedure is not otherwise provided, Roberts' Rules of Order shall control the procedures at the meetings.

Section 17: Self-Dealing -- No Director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain at the detriment of the Corporation. Any Director who so abuses confidential information shall be removed from the Board of Directors by a supermajority vote of the Board of Directors at a meeting wherein prior notice of the nature of the proposed removal has been given to each other.

Section 18: Compensation -- Directors shall not receive any compensation nor benefit in kind for their services.

ARTICLE VII: INFORMAL ACTION

Section 1: Waiver by Notice -- Whenever any notice whatsoever is required to be given under the provisions of the law, the Articles of Incorporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a Special Meeting of the Board of Directors, specify the general nature of the business to be transacted.

Section 2: Action by Consent -- Any action required by law or under the Articles of Incorporation or by 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 persons entitled to vote with

respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE VIII: COMMITTEES

Section 1: Committees of Directors -- The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, including, but not limited to, a Finance Committee and a Sailing Education Committee, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. The Finance Committee is authorized to take all final action relation to banking arrangements. Notice of all Committee Meetings shall be posted at the Center's website and notice by email shall be provided to all Directors two- (2) days prior to any such meeting.

Section 2: Other Committees -- Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Board of Directors. Such committees may be composed of Directors and other individuals as determined by the Board of Directors.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts -- The Board of Directors may authorize, with a majority vote any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf to the Corporation, and such authority may be general or may be confined to specific instances.

Section 2: Deposits -- All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, saving and loan association, or other depositories as the Board of Directors may select.

Section 3: Gifts -- The Board of Directors may accept on behalf of the Corporation any contribution gift bequest or device for any purpose of the Corporation.

ARTICLE X: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and such other records as

shall be necessary to operate the Corporation. All books and records of the Corporation may be inspected by any Director or by his or her agent or attorney or by any Member, for any purpose at any reasonable time.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall be the twelve- (12) month period commencing on January 1st of each year.

ARTICLE XII: SEAL

The Corporate Seal of the Corporation shall bear the words "KEY WEST COMMUNITY SAILING CENTER, INC." which shall be between two (2) concentric circles and on the inside of the inner circle shall be the words "Florida" "Corporation Not For Profit" and the figures 1981, an impression of said seal appearing in the margin hereof.

ARTICLE XIII: CONSTRUCTION

If there be any conflict between the provisions of the Articles of Incorporation and these By-Laws, the provisions of the Articles of Incorporation shall govern.

ARTICLE XIV: PUBLIC STATEMENT

Section 1: Authority to Make Statements -- No person shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

Section 2: Limitation on Statements -- Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE XV: AMENDMENT OF BY-LAWS

These By-Laws may be adopted, altered, amended, or repealed by a majority of all votes of the members at the Annual Meeting or a Special Meeting of the membership.

ARTICLE XVI: INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of this Corporation shall be indemnified by this Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from these By-Laws.

ARTICLE XVII: CERTIFICATION

I hereby certify that these Amended and Restated By-Laws of Key West Community Sailing Center, Inc. were adopted by the Board of Directors of the Key West Community Sailing Center, Inc. by a two-thirds (2/3) vote at a meeting on January 7, 2015.

Jane Rohrschneider - Commodore