

**BYLAWS
Of
RIO VISTA WINDSURFING ASSOCIATION, INC
A California Nonprofit Mutual Benefit Corporation**

SECTION 1. NAME AND LOCATION

The name of this corporation is Rio Vista Windsurfing Association, Incorporated. The principal office of the activities, affairs and business of the corporation shall be at P.O. Box 547, Rio Vista, CA 94571

SECTION 2. PURPOSE

The purpose of the corporation is to further the sports of windsurfing and kiting in the Sacramento River Delta area. Towards that end this corporation is intended to aid in the preservation of the delta environment, increase the safety awareness of the sailing and kiting population using the delta sailing and kiting areas, provide its members with opportunities to improve their sailing and kiting skills, and keep abreast of current issues in the sport. Information shall be disseminated through scheduled meetings, newsletters, group e-mails and special events. Its activities include, but are not limited to annual sailing and kiting site cleanups, promoting access to and preservation of sailing and kiting sites, and cooperating with other Sacramento River Delta area governmental and community groups with similar aims.

SECTION 3. MEMBERS

The corporation may have 4 (four) classes of membership. Individual membership, Family membership (family members residing in the same household), Sustaining membership, and Corporate membership. Membership is on an annual basis and becomes effective upon delivery of a completed membership application and payment of dues as fixed by the board. Individual and Sustaining memberships shall each have one vote in elections, Family and Corporate memberships shall each have two votes in elections.

SECTION 4. TERMS OF OFFICE

Board members and officers shall be elected to serve for terms of two (2) consecutive years.

SECTION 5. ELECTIONS, VOTING AND QUORUM

Elections shall be held every two years. Members age 16 (sixteen) years of age or over who are in good standing on the date ballots are mailed shall have the right to one vote for the election of officers and directors. There shall be a meeting in the Fall of an election year for the purpose of arranging an election of officers and directors with 10 (ten) days notice given as allowed by law. A quorum for the election of officers and directors shall be 20 (twenty) percent of the voting members in good standing. The president shall appoint a nominating committee to select qualified candidates for election as officers and directors. The nominating committee shall be appointed at least 60 (sixty) days prior to the date ballots shall be mailed or e-mailed for the election of officers and directors. The nominating committee shall report it's selection of qualified candidates for election as officers and directors to the board of directors and to the membership at the fall election meeting or by notice as allowed by law. Nominations from the floor at the Fall meeting or any duly noticed election meeting shall be included on the ballot pending acceptance of nominee. Ballots shall be mailed or otherwise delivered as allowed by law approximately 30 (thirty) days after the Fall meeting or the duly noticed election meeting. Ballots must be postmarked and mailed to the corporation's address, or otherwise delivered to the corporation as allowed by law no later than 30 (thirty) days) after the delivery to the membership. The results shall be compiled and announced by e-mail and/or on the next available newsletter. In the case of a tie, the winner shall be selected by coin toss at the next officers and directors meeting.

SECTION 6. MEETINGS

There shall be an Annual Meeting in the fall for the purpose of carrying out regular and/or special business, and when applicable, electing Officers and Directors. Thus, there shall be at least two (2) meetings annually, and others as duly scheduled and noticed by the Officers and Directors. Written notice of the meetings shall be given to those members then in good standing at least ten (10) days prior to the meeting date. There shall be a meeting in the spring for the purpose of carrying out the regular business of the corporation.

SECTION 7. OFFICERS AND DIRECTORS

The corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the Board of Directors. There shall be not less than 6 (six) nor more than 16 (sixteen) directors, which directors shall include the president, vice president, secretary, treasurer, and may also include sailing site representatives and at-large directors. All officers and directors shall be members in good standing of the association. A majority of the directors, but no less than 4 (four), shall constitute a quorum for the transaction of business. Vacancies on the board and vacancies of office may be filled by a member in good standing as appointed by the remaining directors.

Responsibilities of Officers:

President - The president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The president shall preside at meetings and shall have such other powers and duties as the board or bylaws may prescribe.

Vice President - In the absence of the president, the vice-president shall have all powers and be subject to all restrictions of the president. The vice-president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Treasurer - The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of the corporation's membership, properties, and transactions. The treasurer shall send or cause to be given to members and directors such financial statements and reports as required by law, these bylaws or by the board. The books of account shall be open to inspection by any director at all reasonable times. The treasurer shall deposit or cause to be deposited all money and valuables in the name of the corporation and have such other powers and duties as the board or bylaws may prescribe.

Secretary - The secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings and actions of the board, of all committees of the board, and of members' meetings. The secretary shall keep or cause to be kept a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, a record of the corporation's members, showing each member's name, address, telephone number, and class of membership. The secretary shall give or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by these bylaws to be given. The secretary shall have such other powers and duties as the board or bylaws may prescribe.

Responsibilities of Directors

In addition to those normal duties as provided by law, and in addition to those duties otherwise set forth herein, Directors shall also be empowered as the Board may choose to oversee and coordinate activities and membership, public relations, sailing sites and special functions, as delegated by the board.

SECTION 8. INDEMNIFICATION OF OFFICERS COMMITTEE MEMBERS AND DIRECTORS

Each Director, Officer and Committee Member shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such person by judgment or settlement in connection with any proceeding to which such person may be a party, or may become involved, by reason of being or having been a Director, Officer, or Committee Member of the corporation, so long as such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. In this regard, the provisions of Corporations Code Section 7237 shall apply in their entirety.

SECTION 9. INSPECTION OF BOOKS, RECORDS and PROPERTY

All members including officers and directors shall have the right at any reasonable time to inspect the corporation's books, records and property excluding personal information provided by members, i.e., addresses, e-mail addresses and phone numbers.

SECTION 10. TERMINATION AND SUSPENSION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events: Resignation of a member or expiration of the period of membership, unless the membership is renewed. Failure of a member to pay dues, fees or other assessments as set forth by the board after they become due and payable. Expulsion of the member as set forth herein based on the good faith determination by the board or a committee or person authorized by the board to make such a determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A member may be suspended or expelled as set forth herein, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended or who has been expelled shall not again become a member during the period of suspension or expulsion and also until such time as a hearing shall be held or a written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or expulsion should be rescinded. If grounds appear to exist for expulsion or suspension of a member the procedure set forth below shall be followed: The member shall be given 15 days' notice of the proposed expulsion or suspension and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion should take place. The board, committee or person shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. The decision of the board, committee or person shall be final. Any action challenging an expulsion, suspension or termination of membership, including a claim of defective notice must be commenced within one year after the date of expulsion, suspension or termination.

SECTION 11'. AMENDMENTS BY THE BOARD

The board may adopt, amend or repeal bylaws unless the action would: materially and adversely affect the members' rights as to voting or dissolution or change the authorized number of directors. Without the approval of the members, the board may not adopt, amend or repeal any bylaw that would: increase or extend the term of directors, allow any director to hold office by designation or selection rather than by election by the members, except as provided in paragraph 9, increase the quorum for members' meetings, repeal, restrict, create, expand or otherwise change proxy rights or, authorize cumulative voting.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws, consisting of four pages, were duly adopted by the board of directors of the corporation on the date set forth below.

Dated:

Renee MacDougal, Secretary

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