

NCMA, INC.
DBA: NORTHERN CALIFORNIA MARINE ASSOCIATION

BY-LAWS

Table of Contents

Article/Section Subject

ARTICLE I PRINCIPAL OFFICE

- Sec. 1.1 Principal Office
- Sec. 1.2 Other Offices

ARTICLE II MEMBERSHIP

- Sec. 2.1 Classes of Members
- Sec. 2.2 Powers of the Board
- Sec. 2.3 Dues and Initiation Fees
- Sec. 2.4 Expulsion of Members and Termination of Membership
- Sec. 2.5 Voting Rights

ARTICLE III MEETINGS

- Sec. 3.1 Place of Meetings
- Sec. 3.2 Annual Meetings
- Sec. 3.3 Special Meetings
- Sec. 3.4 Entry of Notice
- Sec. 3.5 Voting
- Sec. 3.6 Quorum
- Sec. 3.7 Action Without Meeting
- Sec. 3.8 Proxy
- Sec. 3.9 Adjourned Meeting and Notice

ARTICLE IV DIRECTORS

- Sec. 4.1 Powers
- Sec. 4.2 Number and Qualification of Directors
- Sec. 4.3 Election and Term of Office
- Sec. 4.4 Vacancies
- Sec. 4.5 Place and Time of Meetings
- Sec. 4.6 Organization Meeting
- Sec. 4.7 Special Meetings
- Sec. 4.8 Notice of Regular or Special Meetings
- Sec. 4.9 Entry of Notice
- Sec. 4.10 Waiver of Notice
- Sec. 4.11 Quorum
- Sec. 4.12 Adjournment
- Sec. 4.13 Fees and Compensation

ARTICLE V OFFICERS

- Sec. 5.1 Officers
- Sec. 5.2 Election
- Sec. 5.3 Subordinate Officers, Etc.
- Sec. 5.4 Removal and Resignation
- Sec. 5.5 Chairman of the Board
- Sec. 5.6 President
- Sec. 5.7 Vice President
- Sec. 5.8 Secretary
- Sec. 5.9 Treasurer

ARTICLE VI MISCELLANEOUS

- Sec. 6.1 Certificate of Membership
- Sec. 6.2 Checks and Drafts
- Sec. 6.3 Contracts, Etc., How Executed
- Sec. 6.4 Inspection of By Laws

ARTICLE VII AMENDMENTS

- Sec. 7.1 Power of Members
- Sec. 7.2 Power of Directors
- Sec. 7.3 Certification by Directors
- Sec. 7.4 Certificate of Secretary

of NCMA, INC.

ARTICLE I

Section 1.1 PRINCIPAL OFFICE: The principal Office for the transaction of the business of the corporation shall be located in the County of Alameda, State of California, at such place in said County as the Board of Directors may establish. The Board of Directors is hereby granted full power and authority to change said principal office location to another in said County.

Section 1.2 OTHER OFFICES: Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II MEMBERSHIP

Section 2.1 There shall be one class of Membership only known hereinafter as REGULAR MEMBERS and any other class of members as determined by the Board of Directors. Any person, firm, association or corporation engaged in manufacturing, selling, distributing, constructing, designing, repairing or furnishing facilities to or with respect to boats, yachts of every kind and description and engines, accessories, electronics, equipment, appliances, material and services used in the construction, repair or operation thereof or in financing the construction or sale of boats and vessels or insuring the same and the owners thereof and any publishers of any publication devoted in whole or in part to the furthering of the interest of any such person, firm, association or corporation so engaged is eligible to become a member of this corporation and other such businesses as determined by the Board of Directors. No person shall hold more than one membership. Each person, firm, or corporation who becomes a Regular Member prior to June 1, 1972, shall be a Charter Regular Member. When the word "member" is used by these By-Laws, it shall refer to a Regular Member, unless otherwise specifically designated; provided, however, that whenever reference herein is made to a "member" entitled to vote, to give proxies to vote, or to give written consents, the use of such word "member" shall be construed to mean only a "Regular" member.

Section 2.2 POWERS OF THE BOARD OF DIRECTORS: Subject to the foregoing provisions, the Board of Directors shall have the right to determine what person, association or corporation shall be permitted to become a member of this corporation, and the decision of the Board of Directors shall be final, provided, however, that the Board of Directors shall have the right to delegate to a committee composed of not less than five (5) directors the right to determine what person, association or corporation shall be permitted to become a member of this corporation. The Board of Directors may make such rules and regulations governing the admission of members to this corporation as it may deem necessary, so long as the same are not contrary to or inconsistent with the laws of the State of California, the Articles of Incorporation, and the By-Laws of this corporation. All proceedings of the Board of Directors or the Committee in passing on the admission of members to this corporation shall be secret and confidential. A membership shall not be assignable and shall not be transferable, and upon the death of a member or the dissolution of any association or corporation which may be a member, the membership thereof shall cease and terminate.

Section 2.3 DUES AND INITIATION FEES: The initiation fee for each new member shall be payable at the time of application for membership. The dues for each member is payable in advance. Each dues year shall begin as of the first day of April and end on the succeeding March 31st. Initiation fees and dues shall be established by the Board of Directors.

Section 2.4 EXPULSION OF MEMBERS AND TERMINATION OF MEMBERSHIP:

Any member of this corporation may be expelled or his membership terminated by the Board of Directors with or without cause. All such proceedings by the Board of Directors shall be secret and confidential. Any member who has been expelled or whose membership has been terminated shall have the right to be again admitted as a member upon approval of the Board of Directors, in the same manner as if he were applying for an original admission as a member. Members may resign at any time by giving written notice to the Board of Directors, provided that no dues and initiation fees paid in advance need be refunded.

Section 2.5 VOTING RIGHTS: Each regular Member in good standing shall be entitled to one vote.

ARTICLE III MEETINGS OF MEMBERS

Section 3.1 PLACE OF MEETINGS: All annual meetings and/or other meetings of members shall be held at the principal office of the corporation or at any other place within the State of California, which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board.

Section 3.2 ANNUAL MEETINGS: The Annual Meetings of the members shall be held during the last quarter of each fiscal year at a date, time and location selected by the Board of Directors. Written notice of each annual meeting shall be given to each Regular Member, either personally or by mail or other means of written communication, charges prepaid, and addressed to such member at his address appearing on the books of the corporation or furnished by him to the corporation for the purpose of such notice. If a member gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communications addressed to the place where the principal office of the corporation is situated, or published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days before each annual meeting, and shall specify the place, the day, and the hour of such meeting, and shall also state the general nature of the business or proposal to be considered or acted upon at such meeting.

Section 3.3 SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by members holding not less than one half of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of the members. Notice of any special meetings shall specify, in addition to the place, day, and hour of such meeting, the general nature of the business to be transacted.

Section 3.4 ENTRY OF NOTICE: Whenever any member entitled to vote has been absent from any meeting of members, whether annual or special, an entry in the minutes to the effect that such notice had been duly given shall be conclusive evidence that due notice of such meeting was given to such members, as required by law and the By-Laws.

Section 3.5 VOTING: At all meetings of members, every Regular Member shall have one vote and every Regular Member entitled to vote may do so either in person or by a written proxy executed by him and filed with the Secretary, provided that the agent authorized by said written proxy to so vote must be a bona fide employee, shareholder, officer or a partner of such Regular Member and the proxy shall so state. Such vote may be by voice or by ballot.

Section 3.6 QUORUM: The presence in person or by proxy of not less than a majority of the Regular Members entitled to vote at any meeting shall constitute a quorum for the transaction of business. The Regular Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum.

Section 3.7 ACTION WITHOUT MEETING: any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by a majority of all Regular Members who would have been entitled to vote upon such action at a meeting. Such writing shall be filed with the Secretary of the corporation.

Section 3.8 PROXY: Every member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy executed by such person and filed with the Secretary as provided by Section 3.5 hereof. No such proxy shall be valid except for an annual or special meeting of the members which has already been called in accordance with these By-Laws. Such proxy shall be dated not more than ten (10) days prior to the date of the holding of such meeting.

Section 3.9 ADJOURNED MEETING AND NOTICE: any meeting of members, annual or special, whether or not a quorum is present may be adjourned from time to time by a vote of a majority with enough regular Members who are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting. When any meeting of members, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided in this Section it shall be necessary to give any further notice of adjournment or the business to be transacted at an adjourned meeting other than the announcement of such at the meeting which has been adjourned.

ARTICLE IV DIRECTORS

Section 4.1 POWERS: Subject to the limitations of the Articles of Incorporation, the By-Laws and the laws of the State of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors; without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

First - To select and remove all officers, agents and employees of the corporation and fix their powers and duties, their compensation and require from them, if necessary, security for faithful service.

Second - To conduct, manage and control the affairs and business of the corporation as they shall deem necessary.

Third - To change the principal office for the transaction of the business of the corporation from one location to another within the same county and to fix from time to time such other offices of the corporation as they deem necessary; to designate any place within the State of California for the holding of any members' meetings; and to adopt, make, and use a corporate seal, and to prescribe the forms of membership certificates.

Fourth - To borrow money and incur indebtedness on behalf of the corporation and to execute and deliver in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt.

Fifth - To appoint and Executive Committee and such other committees as they may deem necessary and to delegate such committees any other powers and authority of the Board of Directors that they may deem necessary to manage the business and affairs of the corporation. Irrespective of any provisions contained herein, the power to adopt, amend or repeal By-Laws or to call annual or special meetings of the members shall not be delegated. The Executive Committee shall be composed of the elected officers of the corporation.

Sixth - To set the classes of membership as well as initiation fees and dues.

Section 4.2 NUMBER AND QUALIFICATION OF DIRECTORS: The number of Directors shall be nine (9). All Directors shall be Regular Members of the corporation or the bona fide employee, officer, director or a partner of a Regular Member.

Section 4.3 ELECTION AND TERM OF OFFICE: The term of office shall be for 3 years. All directors shall have equal powers. 1/3 of the directors terms will expire each year. The election of directors shall be by ballot. The ballot shall be mailed to each Regular Member at least twenty (20) days prior to the date set for the annual meeting of the members. The ballots shall be returned to the principal office of the corporation or such other place as may be designated by the Board of Directors in the ballot at least five (5) days prior to the date set for the annual meeting of the members. Each ballot shall contain such instructions for completion as the Board of Directors may prescribe. The candidates receiving the greatest number of votes shall be elected to fill the vacancies in office. The results of the election shall be furnished to the members in writing within ten (10) days after the date set for the annual meeting whether or not the meeting is held. Directors shall be nominated by a Nominating Committee appointed by the Board of Directors consisting of three (3) persons, one (1) Board Member and two (2) Regular Members in good standing. The nominating committee shall solicit from the membership suggested candidates. Also, provision shall be made on the ballot for write-in candidates. Further, the nominating committee shall make every effort to insure the broadest geographic distribution of directors.

Section 4.4 VACANCIES: A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, resignation or removal of any director, or if the authorized number of directors be increased, or if the Regular Members fail to elect the full authorized number of directors provided by Section 4.3. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, and each director so elected shall hold office until his successor is elected at an annual meeting or a special meeting of the members. The Regular Members may elect a director or directors at any time to fill a vacancy or vacancies not filled by the directors. If the Board of Directors accept the resignation of a director intended to take effect in the future time, the Board or the Regular Members shall have the power to elect a successor to take office when the resignation is to become effective. Should a director be absent for three (3) or more consecutive meetings or a total of five (5) meetings of the Board of Directors during the fiscal year April 1st to March 31st after due notice of such meeting has been given to him and unless that absence is occasioned by illness or some other reason beyond his control, such director shall be deemed to have tendered his resignation and a vacancy in the Board of Directors will exist. The Board of Directors shall be the sole judge of whether or not any absence is excusable as being beyond the control of such director. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his regular term of office.

Section 4.5 PLACE AND TIME OF MEETINGS: Regular meetings of the Board of Directors shall be held monthly. Regular meetings of the Board of Directors shall be held at any place and time within the State of California as designated by resolution of the Board. In the event that the Board fails to designate the meeting place, the place and time of such meetings shall be designated by the president. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held at a place so designated or at the principal office of the corporation.

Section 4.6 ORGANIZATION MEETING: Immediately following the election of directors, the directors shall hold their Regular Annual Meeting for the purpose of organization, election of officers and the transaction of other business. This meeting will be held during the last month of the fiscal year.

Section 4.7 SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Secretary or, if he is absent or refuses to act, by the President or by any four directors.

Section 4.8 NOTICE OF REGULAR MEETINGS: Written notice of the time and place of regular and special meetings shall be delivered personally to the directors, or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as shown upon the records of the corporation, or if it is not so shown, at the principal office of this corporation. In the event that such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the State of California at least ten (10) working days prior to the holding of the meeting. Such mailing, telegraphing or delivery, as above provided, shall be due legal and personal notice to such Director.

Section 4.9 ENTRY OF NOTICE: Whenever any director has been absent from any special meeting of the Board of Directors, any entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such director as required by the By-Laws of the corporation.

Section 4.10 WAIVER OF NOTICE: The transaction of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.11 QUORUM: A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 4.12 ADJOURNMENT: A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 4.13 FEES AND COMPENSATION: Directors shall not receive any salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation

therefore, which compensation shall be fixed by resolution of the Board.

ARTICLE V OFFICERS

Section 5.1 OFFICERS: The officers of the corporation shall be the President, one or more Vice Presidents, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the President and the Chairman of the Board shall be directors. One person may hold two or more offices, except those of president and Secretary. All of the aforesaid officers must be Regular Members of this corporation in good standing or a bona fide employee or a partner of a regular member.

Section 5.2 ELECTION: The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve or his successor shall be elected and has qualified.

Section 5.3 SUBORDINATE OFFICERS, ETC.: The Board of Directors may appoint such officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided by the By-laws or as the Board of Directors may from time to time determine.

Section 5.4 REMOVAL AND RESIGNATION: Any officer may be removed either with or without cause by the vote of at least two thirds of the directors at the time in office at any regular or special meeting of the Board or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. In case any officer is removed by a vote of the Board of Directors, such vote shall be by written ballot. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 CHAIRMAN OF THE BOARD: The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the By-Laws.

Section 5.6 PRESIDENT: Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members, and in the absence of the Chairman of the Board, or, if there be none, at all meetings of the Board of Directors. He shall be ex-officio a member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 5.7 VICE PRESIDENT: In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

Section 5.8 SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of members present or represented at membership meetings, and the proceedings thereof. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws. The Secretary shall notify the members of all meetings and shall notify the directors of all directors' meetings; he shall keep a complete and accurate record of the status of each member of the corporation and attend to all correspondence of the corporation; he shall, when retired from office, deliver to his successor the corporate seal, a statement of all moneys, bonds or other securities, and a complete inventory of all property of every description of the corporation, and shall deliver all corporate property in his possession or under his control.

Section 5.9 TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as ordered by the Board of Directors. He shall render to the President and directors, annually, or whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE VI MISCELLANEOUS

Section 6.1 CERTIFICATE OF MEMBERSHIP: A certificate of membership in such form as may be prescribed by the Board of Directors, and which shall be in accordance with the laws of the State of California, the Articles of Incorporation and the By-Laws of this corporation, shall be issued upon membership and updated when necessary, to each member upon payment of his Initiation Fee and Dues.

Section 6.2 CHECKS AND DRAFTS: All checks, drafts, or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 6.3 CONTRACTS, ETC., HOW EXECUTED: The Board of Directors, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any

power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 6.4 INSPECTION OF BY-LAWS: The corporation shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during the office hours.

ARTICLE VII AMENDMENTS

Section 7.1 POWER OF MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by two-thirds (2/3) of the members voting.

Section 7.2 POWER OF DIRECTORS: Subject to the right of members as provided in Section 1 of this Article VII to adopt, amend or repeal By-Laws, By-Laws other than a By-Law or amendment thereof changing the authorized number of Directors, may be adopted, amended or repealed by the Board of Directors.

Sec. 7.3 Certification by Directors

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the Directors of N.C.M.A., Inc., a corporation organized and existing under the laws of the State of California, do hereby certify that the foregoing By-Laws as amended, consisting of seven Articles, were duly adopted as the By-Laws of said corporation this 15th day of February, 1984.

Robert W. Gorman, President
Svend Svendsen, 1st Vice President
Jim Boyd, 2nd Vice President
Chuck Thomson, Secretary
David Anderson, Treasurer
Whit Newton, Director
Dean Willis, Director
Sally Hess, Director

Sec. 7.4 Certificate of Secretary

CERTIFICATE OF SECRETARY
KNOW ALL PERSONS BY THESE PRESENTS:

That I, the Undersigned, Secretary of N.C.M.A., Inc., a corporation incorporated, organized and existing under the laws of the State of California, do hereby certify that the foregoing By-Laws as amended, consisting of seven(7) Articles, were duly adopted as the By-Laws of said corporation on the 15th day of February, 1984.

James Boyd
Secretary of the N.C.M.A., Inc.

AMENDMENT

Section 7.2 POWER OF DIRECTORS: Subject to the right as provided in Section 1 of this Article to adopt, amend or repeal By-Laws other than a By-Law or amendment thereof changing the authorized number of Directors, may be adopted, amended or repealed by the

Board of Directors. Proposed Amendments of the By-Laws must be sent to all Board Members by mail at least seven calendar days before the Board meeting where a vote will be taken. Affirmative votes of 2/3 of those voting shall be required for passage of amendments.
By resolutions of the Board of Directors 12/13/90