

BYLAWS

SMITH MOUNTAIN LAKE BOATING ASSOCIATION

ARTICLE I

Address

Section 1. Mailing Address.

The current mailing address for the Corporation shall be SMLBA, PO Box 748, Hardy, VA 24101. The mailing address may be changed with notice at any time by the Board of Directors.

ARTICLE II

Membership

Section 1. Requirements for membership.

Any natural person who has attained the age of (18) eighteen years and wishes to support the purpose and values of the SMLBA shall be eligible for consideration for membership.

Section 2. Dues and Fees.

Annual dues and other fees will be determined by the Board of Directors. Non-payment of dues or fees will be cause for removal of the member from the active membership role.

ARTICLE III

Meetings of the Members

Section 1. Annual Meetings.

The annual meeting of the members of the Corporation shall be held at the registered office of the Corporation or at such other place at such time and on such date as the Board of Directors shall determine from time to time, for the purpose of electing directors and transacting such other business as may properly be brought before the meeting.

Section 2. Special Meetings.

Special meetings of the members shall be held at the registered office of the Corporation or at such other place as may be designated in the notice of said meetings, and shall be called by the President or when so directed by a majority the Board of Directors.

Section 3. Notice of Meetings.

The Corporation shall notify members by mail of the date, time, and place of each annual and special member's meeting no fewer than ten (10) nor more than sixty (60) days before the meeting date. The Corporation is required to give notice only to members.

Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. When mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage thereon prepaid, and addressed to the member at the address as it appears on the Corporation's record of members. If emailed, such notice shall be deemed to be delivered the day such notice is emailed to the member.

Section 4. Quorum.

Members entitled to vote may take action on a matter at a meeting only if a quorum of those members, present in person or represented by proxy, exists with respect to that matter. Unless the Articles of Incorporation or other provisions of these Bylaws provides otherwise, ten percent (10%) of the votes entitled to be cast on the matter by the members constitutes a quorum for action on that matter. When a quorum is once present at a meeting, it is not broken by the subsequent withdrawal of any of those present.

Section 5. Voting.

If a quorum exists, action a matter (other than the election of directors) by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action. Unless otherwise provided in the Articles of Incorporation, directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Each member is entitled to one vote in person or by proxy on each matter voted on at a member's meeting. A member may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for him/her by signing an appointment form. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 30 days from its date unless a longer period is expressly provided in the appointment form. An appointment of a proxy is revocable by the member.

Section 6. Members' List for Meeting.

After fixing a date for a meeting, the Corporation shall prepare a list of the names of all its members who are entitled to notice of a member's meeting. The list must show the name and address of each member who is entitled to vote at the meeting. The members' list shall be available for inspection by any member. The Corporation shall make the list of members available at the meeting, and any member is entitled to inspect the list at any time before or during the meeting.

ARTICLE IV

Directors and Committees

Section 1. Powers.

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation managed under the direction of, it's Board of Directors, subject to any limitation set forth in the Articles of Incorporation or other provisions of these Bylaws duly approved by the Members.

Section 2. Number and Election.

The initial Board shall consist of Eleven (11) persons and four (4) alternates. The members by a majority vote may change the number of directors or may establish a variable range for the size of the Board of Directors by fixing a minimum and maximum number of directors; provided, however, that the Board of Directors must at all times consist of six (6) or more natural persons. If a variable range is established, the number of directors may be fixed or changed from time to time, within the minimum and maximum, by the members. After initial election directors and alternates are elected at each annual member's meeting unless their terms are staggered.

Section 3. Term.

The terms of the initial directors of the Corporation expire at the first members' meeting at which directors are elected unless they are staggered. The terms of all other directors expire at the next annual members' meeting following their election unless their terms are staggered. A decrease in the number of directors does not shorten an incumbent director's term. An alternate selected to fill a vacancy shall be selected for the unexpired term of their predecessor in office. Despite the expiration of a directors' term, he/she continues to serve until a successor is elected and qualifies or until there is a decrease in the number of directors.

Section 4. Qualifications.

Directors shall be natural persons who have attained the age of eighteen (18) years and who are members of the SMLBA.

Section 5. Vacancies.

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors the alternate(s) would fill the vacancy. Absent alternates: (1) the members may fill the vacancy, (2) the Board of Directors may fill the vacancy, or (3) if the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 6. Resignation.

A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the president or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal of directors.

The members may remove a director with cause. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing him/her and the meeting notice must state that the purpose, or one of the purposes of the meeting is removal of the director.

The directors may remove a director with cause by the vote of a 2/3 majority of the directors then in office. If, at the beginning of a director's term on the Board, the Articles of Incorporation or these Bylaws provide that the director may be removed for missing a specified number of meetings, the Board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for removal.

Section 8. Committees.

The Board of Directors may create one or more committees and appoint members to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors.

ARTICLE V

Meetings and Action of the Board of Directors

Section 1. Meetings of Board and Committees.

The Board of Directors shall hold an annual board meeting each year, with call. By resolution, the Board may establish a date or dates on which regular meetings of the Board or any committee shall be held between annual meetings. A committee of the Board may meet on the dates so established or, if none, on the date set at its previous meeting or when earlier called by its chairman or a majority of its members. Special meetings of the Board may be called at any time by the President or by all or any three Directors.

Section 2. Place of Meetings.

Meetings of the Board of Directors or committees of the Board shall be held at such other place as shall have been designated in the notice of the meeting.

Section 3. Meetings by Conference Telephone or Similar Equipment

Members of the Board of Directors or any committee designated by such Board may participate in a regular or special meeting of such Board or committee by means of conference telephone or similar communications equipment if all persons participating in the meeting can simultaneously hear each other during the meeting. A director participating in a meeting pursuant to this Section is deemed to be present at the meeting.

Section 4. Notice of Meeting.

Notice of date, time, place, or purpose of annual and other regular meetings of the Board of Directors or any committee need not be given. Notice of any special meeting, setting forth the date, time and place of the meeting, shall be given to each director or committee member, as the case may be, by oral, telegraphic or written notice served on each director or committee member personally not less than two (2) days before the meeting, or by written notice deposited in the United States mail, first class postage prepaid, postmarked at least three (3) days prior to the date of the meeting. The notice need not describe the purpose of the special meeting unless otherwise required by the Articles of Incorporation or other provisions in these Bylaws.

Section 5. Quorum and Voting.

A quorum of the Board of Directors consists of a majority of the fixed number of directors. If a variable range for the size of the Board is established pursuant to Article III, Section 2 of these Bylaws, a quorum shall consist of a majority of directors prescribed or, if no number is prescribed, the number in office immediately before the beginning of the meeting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors. If a quorum is not present at any meeting of the Board or committee, the members present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Presumption of Assent.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he/she objects at the beginning of the meeting (promptly upon his/her arrival) to holding it or transacting business at the meeting, (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) he/she delivers written notice of dissent or abstention by mail, or other medium of data transmission to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 7. Action Without Meeting.

Unless otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if the action is taken by all members of the Board or of any committee thereof. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

ARTICLE VI

Officers

Section 1. Designation.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer who shall be elected by the Board of Directors.

The Board of Directors may appoint such officers and agents as it shall deem necessary that shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 2. Qualifications.

Officers shall be natural persons who have attained the age of eighteen (18) years, who are members of the SMLBA and who are directors.

Section 3. Compensation.

No individual officer or board member shall directly receive a salary or other compensation for services provided to the Corporation other than reasonable re-imbusement for expenses incurred in the performance of their individual duties as they directly relate to SMLBA.

Section 4. Term of Office.

Unless otherwise provided by resolution of the Board of Directors, the principal officers shall be chosen annually by the Board at the first meeting of the Board, or as soon thereafter as is conveniently possible. Each officer shall serve until expiration of the term for which he/she was elected or until the successor shall have been chosen and qualified, or until his/her death, resignation or removal.

Section 5. Resignation and Removal.

An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause.

Section 6. Vacancies.

Any vacancy in an office resulting from any cause may be filled by the Board of Directors.

Section 7. Powers and Duties.

President. As prescribed by the Board of Directors, the President shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Corporation; and, unless the Board of Directors otherwise determines, he/she shall, in the absence of the Chairman of the Board or if there be no Chairman of the Board, preside at all meetings of the members and of the Board of Directors; and shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to him by the Board of Directors.

Vice President. In the absence of the President, or in the event of the inability or refusal to act, the Vice President shall perform the duties of the President, as the case may be, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Treasurer. The Treasurer shall have the responsibility for the custody and control of all the funds and securities of the Corporation. He/She shall perform all acts incident to the position of Treasurer subject to the control of the President and the Board of Directors. He/she shall, if required by the Board of

Directors, give such bond for the faithful discharge of his/her duties in such form as the Board of Directors may require.

Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members, in books provided for that purpose; he/she shall attend to the giving and serving of all notices. He/She shall have charge of such books and papers as the Board of Directors may direct, all of which shall at all times be open to inspection by any director upon request and shall in general perform all duties incident of the office of Secretary, subject to the control of the President and the Board of Directors.

ARTICLE VII

Loans

Section 1. Restrictions on Loans.

No loans shall be contracted on behalf of the Corporation and on indebtedness shall be issued or incurred in its name unless authorized by a resolution of the Board of Directors. Such resolution may grant general authority or may be confined to specific instances.

ARTICLE VIII

General Provisions

Section 1. Distributions.

The Board of Directors may authorize and the Corporation may make distributions only to

- (i) Organizations (whether or not incorporated) that are organized and operated for the same or similar purposes as the distributing Corporation;
- (ii) Organizations (whether or not incorporated) that are organized and operated for religious, charitable, safety, fire prevention, ecological or educational purposes.

No part of the net earnings may inure to the benefit of any private member or individual, a state or possession of the United State, or any political subdivision of any of the foregoing, or the United States Government or the District of Columbia.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 4. Annual Statements.

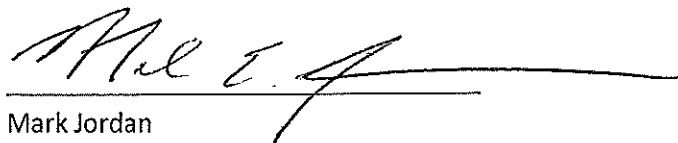
No later than three (3) months after the end of the fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its immediately preceding fiscal year, and a profit and loss statement showing the results of its operations during the preceding fiscal year. Upon written request, the Corporation shall promptly mail to any member of record a copy of the most recent such balance sheet and profit and loss statement.

ARTICLE IX
Amendment of Bylaws

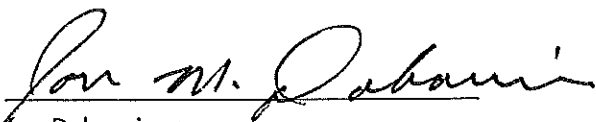
These Bylaws may be amended by a 2/3 majority vote of the Board of Directors of the Corporation or by a majority vote of the members, provided that the members may provide by resolution that any Bylaw provision repealed, amended, adopted or altered by them may not be repealed, amended, adopted or altered by the Board of Directors.

Approved by Officers 10/10/2018

Revised & Approved by Board of Directors 10/10/2018



Mark Jordan
Secretary



Jon Dabareiner
President