

AMENDED AND RESTATED BYLAWS OF
AMERICAN DRAGON BOAT ASSOCIATION
Dated October 29, 2016

ARTICLE I

OFFICES

The principal office of the corporation in the State of Iowa shall be located in the City of Cedar Rapids, Iowa. The corporation may have such other offices as the Board of Directors may designate, or as the business of the corporation may require from time to time.

The registered office of the corporation may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Board of Directors. The Directors shall consist of the officers of the corporation and an appointee elected from each affiliate association (as defined in Article VI below) to serve as a Director. If the appointee is unable to attend a board meeting, such affiliate may designate an alternate appointee to attend the board meeting. If there is not a sufficient number of affiliated associations appointing directors to the ADBA board, the existing ADBA directors may appoint additional directors ("Additional Directors") to the board to carry out the business of the ADBA. These Additional Directors shall have the same authority and responsibility of the regular directors, with the exception of voting to add or remove directors (both regular and additional).

Section 2. Tenure and Qualifications. The tenure of each of the Directors appointed by an affiliate association shall be one (1) year or until such Director's successor has been elected or appointed. The tenure of the Additional Directors shall be one (1) year or until such Director's successor has been elected or appointed. The tenure of the officers of the Corporation shall be consistent with their term of office. The qualifications of the Directors shall be that each be a resident of the United States of America and have actively participated in ADBA functions.

Section 3. Vacancies on the Board of Directors. The Directors shall fill any vacancies on the Board of Directors by a majority vote of the remaining Directors. Any Director so elected shall serve the shorter of the remaining unexpired term of his or her predecessor or until the next annual meeting. Three consecutive unattended and unexplained absences from board meetings shall constitute a vacancy.

Section 4. Responsibilities. The Board of Directors shall have full charge of the property and business of the corporation. It shall plan and direct the work necessary to carry out the objectives and goals. It shall create such special committees as it deems necessary and shall perform such other duties as are specified in these Bylaws.

Section 5. Meetings. There shall be a minimum of six (6) meetings of the Board of Directors annually.

Section 6. Quorum. A majority of the number of Directors as fixed by these Bylaws shall constitute a quorum for the purpose of any annual or special meeting, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Executive Committee. The Executive Committee shall consist of the four (4) elected officers of the corporation: President, Vice President, Secretary and Treasurer. The Board of Directors may appoint other Directors to the Executive Committee by resolution. The Board of Directors may delegate to the Executive Committee authority to exercise all of the powers of the Board of Directors, except power to amend the Articles of Incorporation or Bylaws. The President shall serve as Chairperson of the Executive Committee. All such business transacted by the Executive Committee shall be submitted to and subject to review of the Board of Directors at the next regular Board of Directors' meeting.

Section 8. Other Committees. A majority of the full Board of Directors may by resolution establish committees and appoint members to committees. A minimum of one (1) Director will sit on each such committee and report on committee activity to the Board of Directors. The Board of Directors may delegate authority to committees for the transaction of corporate business. The Board at any time may dissolve any committee(s) it has created.

Section 9. Place and Notice of Directors' Meetings. Notice of any meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each Director at his or her business address, or by e-mail or other electronic communication to the person's e-mail address or other electronic communications method supplied by the person to the Secretary of the Corporation for the purpose of notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail or other electronic communications method, such notice shall be deemed to be delivered when the communication is "sent". Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Special meetings may be called by the President or by a majority of the Board of Directors as then constituted.

Section 10. Removal of a Director. One or more of the Directors may be removed, with or without cause, at a meeting of the Board of Directors by the affirmative vote of a majority of the Board, except that no Director shall be removed at a meeting of the Board unless the notice of such meeting shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and then only the named Director or Directors may be removed at such meeting.

ARTICLE III

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 1. President. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section 2. Vice President. In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice President shall perform 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; and in addition thereto, shall perform such other duties as may be assigned to him or her by the President or by the Board of Directors or prescribed by the Bylaws.

Section 3. Secretary. The Secretary shall:

- (a) Keep the minutes of the Board of Directors' meetings;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records;
- (d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws;
- (b) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5. Board of Directors. In addition to the other duties and requirements of the officers, they shall each serve as a member of the Board of Directors.

ARTICLE IV

NON-LIABILITY AND INDEMNIFICATION

Section 1. Non-Liability. The Directors, officers, members, employees or other volunteers of the corporation shall not be liable for the corporation's debts or obligations, and a Director, officer, member, employee, or other volunteer is not personally liable in that capacity for a claim based on an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, or for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law or for a transaction from which the person derives an improper personal benefit. If this limitation is too broad, then the above provision shall be enforced to the fullest extent as provided by law. If the law is hereafter changed to permit further elimination or limitation of the liability of Directors, officers, members, employees, or other volunteers for monetary damages to the corporation, then the liability of such Director, officer, member, employee, or other volunteer of the corporation shall be eliminated or limited to the full extent then permitted. The Directors, officers, members, employees, or other volunteers of the corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Section 2. Indemnification. The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors, officers, employees, members or volunteers of this corporation or who with the knowledge of the Board of Directors of the corporation may serve or at any time have served as Directors, officers, employees, members or volunteers of another corporation in which the corporation at such time was or may be a creditor, debtor or with which such other corporations this corporation holds contract rights, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or a director, officers or an officer, employees or an employee, members or a member, volunteers or a volunteer of the corporation, or of such other corporation, except in relation to matters as to which any such director, officer, employee, member or volunteer or former Director, officer, employee, member or volunteer or person shall be adjudged in any action, suit, or proceeding to be liable for breach of director's duty of loyalty to the corporation or its members for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law for a transaction from which said person draws an improper personal benefit. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

ARTICLE V

ANNUAL MEETING AND ELECTION OF OFFICERS

Section 1. Annual Meeting. The annual meeting of the Board of Directors of this corporation shall be held during the first quarter of the year, at a time and place agreed upon by the Executive Committee, for the purpose of electing officers and for the transaction of all other business as may come before the meeting.

Section 2. Notice of Annual Meeting. Written or printed notice stating the place, day, and hour of the meeting shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, or by e-mail or other electronic communication, by or at the discretion of the President, the Secretary, or other Executive Committee member, to each Director of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If notice be given by e-mail or other electronic communications method, such notice shall be deemed to be delivered when the communication is "sent" to the person's e-mail address or other electronic communications method supplied by the person to the Secretary of the Corporation for the purpose of notice.

Section 3. Election of Officers. The number of officers to be elected shall be those as fixed by the Bylaws in effect on the date of the annual meeting immediately preceding such election. Until changed by amendment to these Bylaws, the number of officers shall be four. These four shall be the President, Vice President, Treasurer, and Secretary.

Section 4. Proxies. At all meetings of the Board, a Director may vote by proxy executed in writing by the Director or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 5. Tenure and Qualifications. The officers shall be elected to two (2) year terms on a rotating basis. The President and Secretary shall hold an interim one year term, until elections are held at the next annual meeting. The qualifications for officers shall be that each be a resident of the United States of America and have actively participated in ADBA functions.

ARTICLE VI

MEMBERS

This corporation shall have one class of voting membership called affiliate association member.

An affiliate association member is defined as an organization organized for purposes of promoting one or more festivals or races, and which has an organizational structure, including members and/or a Board of Directors. The membership fee for an affiliate association member shall be determined by the Board of Directors.

Each affiliate association member shall have one vote on each matter submitted to a vote of the Board of Directors, including but not limited to the election of officers, the recall of officers and any special elections and resolutions deemed appropriate by the Board of Directors.

ARTICLE VII

DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation, in such banks, trust companies, and other depositories as the Board of Directors may select, provided, however, any such bank, trust company or other depository account shall be insured by an agency of the federal government.

ARTICLE VIII

RECORDS AND ANNUAL REPORTS

The Board of Directors shall ensure that the following records are maintained:

- (a) Complete and accurate books of accounts of all funds received and spent;
- (b) Minutes of the meeting of the Board of Directors;
- (c) The Board of Directors shall ensure that an annual report is filed with the Secretary of State as required by law, and available for review by members and the general public.
- (d) A record of the names and addresses of its members entitled to vote, which record shall be kept at this corporation's registered office.

ARTICLE IX

COMPENSATION OF DIRECTORS OR OFFICERS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the Directors, officers, volunteers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

ARTICLE X

NEGOTIABLE INSTRUMENTS

Checks, promissory notes and other instruments for the payment of money shall be signed by the President or Treasurer or such other person or persons as may from time to time be designated by the Board of Directors.

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) majority vote of those members of the Board of Directors present at any regular meeting, provided that the full amendment proposed has been read at one previous regular meeting of the Board of Directors and included in full in the minutes of such meeting.

ARTICLE XII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of voluntary dissolution of the corporation as authorized by Chapter 504A of the 1991 Code of Iowa, any assets remaining after the payment of corporate debts and obligations shall be distributed only to legal entities which qualify for exemption from income taxation under the Internal Revenue Code. Such distribution shall be made pursuant to a resolution of the Board of Directors of this corporation and may be made to one or more legal entities of the type authorized herein and in the Articles of Incorporation.