

BYLAWS  
OF  
THE MID-COLUMBIA DUCK RACE, INC.

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ARTICLE I. OFFICES

The principal office of the corporation shall be located at 8478 West Gage Boulevard, Kennewick, Washington 99336. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. MEMBERS

ANNUAL MEETING. The annual meeting of the members shall be held on the second Wednesday of February in each year at the principal place of business or such other place as may be designated in the notice, for the purpose of electing directors and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for the annual meeting of the members, or at any adjournment thereof, the elections shall be held at a special meeting of the members called as soon thereafter as practicable.

SPECIAL MEETINGS. The President or the Board may call special meetings of the members for any purpose. At the request of not less than fifty percent (50%) of the members of the corporation entitled to vote at the meeting, the President shall call a special meeting of the members.

PLACE OF MEETING. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board or by a waiver of notice signed by all of the members entitled to vote at the meeting.

NOTICE OF MEETING. The President or the Board when calling an annual or special meeting of members shall cause to be delivered to each member entitled to vote at the meeting either personally or by mail or electronically, not less than 10 nor more than 50 days before the meeting, written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

ACTION BY MEMBERS WITHOUT A MEETING. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of a members' meeting.

QUORUM. A majority of the members of the corporation entitled to vote, represented in person, or telephonically, or by proxy, shall constitute a quorum at a members' meeting. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without notice. At an adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

VOTING. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Prior to any meeting of the members, each member shall designate the person who is entitled to represent the member for all purposes of the By-laws and who will be entitled to cast the member's vote on matters coming before the meeting. Any member may also designate an alternate representative who is entitled to represent the member and cast a vote for the member, if the primary representative is unable to attend.

### ARTICLE III. BOARD OF DIRECTORS

GENERAL POWERS. The business and affairs of the corporation shall be managed by the Board.

NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of at least six and no more than fifteen directors, provided, however, that the number of directors may be changed from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed.

REGULAR MEETINGS. A regular Board meeting shall be held without notice immediately after and at the same place as the annual meeting of members. By resolution, the Board may provide the time and place either within or without the State of Washington for holding additional regular meetings without notice other than such resolution.

SPECIAL MEETINGS. Special Board meetings may be called at the request of the President or by a majority of directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

NOTICE. Written notice of each special Board meeting shall be delivered personally, electronically or mailed to each director at the director's business address at least seven days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is sent electronically, it shall be deemed to be delivered when the content of the message is sent to a director's listed electronic address. The attendance of a director at a meeting shall constitute a waiver 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 need be specified in the notice or waiver of notice of such meeting.

QUORUM. A majority of the directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

VACANCIES. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special members' meeting called for that purpose.

REMOVAL. At a meeting of members called expressly for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote on election of directors. If less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board.

COMPENSATION. By Board resolution, directors may be paid their expenses, if any, of attendance at each Board meeting.

PRESUMPTION OF ASSENT. A director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A director who voted in favor of such action may not dissent.

ACTION BY DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### ARTICLE IV. OFFICERS

NUMBER. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board at the Board meeting held after the 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 a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed.

REMOVAL. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

PRESIDENT. The President shall be the principal executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. When present, he shall preside over all member meetings and over all Board meetings. With the Secretary or other officer of the corporation authorized by the Board, he may sign certificates for shares of the corporation, deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

VICE PRESIDENT. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice President who was first elected to such office) 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. Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

THE SECRETARY. The Secretary shall: (a) keep the minutes of the member's and Board meetings in one or more books provided for that purpose; (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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member as furnished to the Secretary by each member; (e) sign with the President, or a Vice President certificates for shares of the corporation, the issuance of which has been authorized by resolution of the Board; (f) have general charge of the stock transfer books of the corporation; and (g) 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 by the President or by the Board.

THE TREASURER. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall 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 these Bylaws and 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 by the President or by the Board.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

LOANS TO OFFICERS AND DIRECTORS. No loans shall be made by the corporation to its officers or directors.

CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

#### ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

#### ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of the bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Washington Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VIII. INDEMNIFICATION

To the full extent permitted by the Washington Statutes the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with

such action, suit or proceedings; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Business Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE IX AMENDMENTS

The bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the Board. All amendments to the bylaws must be approved by a majority of the members entitled to vote before the amended bylaws shall become effective.

ADOPTED BY BOARD OF DIRECTORS this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

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