

**BY LAWS OF
KUEBLER'S NAVY**

ARTICLE I – NAME AND LOCATION

Section 1 – Name: The name of this organization shall be ***Kuebler's Navy, Inc.***

Section 2 – This organization shall be a non-profit corporation incorporated under the laws of the State of Ohio, with its principle address and place of business in Avon Lake, Ohio. This Corporation may have such other offices, either within or without the State of Ohio, as business of this organization may require from time to time.

ARTICLE II – PURPOSE

Purpose: ***Kuebler's Navy, Inc.*** (hereinafter the "Corporation"), is organized exclusively for charitable, scientific and educational purposes. The Corporation shall operate exclusively as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or similar provision of any future revenue law) (hereinafter the "Code") without profit to any officer, director, employee, representative or employee of the Corporation. The Corporation is incorporated under the laws of the State of Ohio for the specific charitable purposes indicated herein. Subject to the foregoing, the Corporation may also engage in all other activities which are permitted by law.

The exclusively charitable purposes of this Corporation include, but are not limited to:

- * Providing free recreational boating opportunities and charters, including, but not limited to, fishing, cruising and SCUBA diving, for seriously wounded veterans of the Iraqi War, Operation Enduring Freedom, the Afghanistan War, Vietnam War, Korean War and World War II, children with Down's Syndrome, and handicapped and terminally ill children;**
- * Providing a platform for interested state universities to study and conduct scientific research on the navigable waters of the United States and its territories;**
- * Providing a vessel for boater education, search and rescue, boater safety instruction, harbor patrol, and similar activities to local governments and the U.S. Coast Guard Auxiliary.**

ARTICLE III – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the Board of Directors which is the policy-making body and may exercise all the powers and authority granted to the Corporation. The Corporation shall have no other members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board Role, Size and Composition: The Board of Directors is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to **5** but no fewer than **3** members. An individual Director may hold more than one office. The members of the Board shall receive no compensation and each member of the Board shall be responsible for ordinary expenses incurred while performing duties on behalf of the Corporation.

Section 2 – Terms, Tenure and Disqualification: All members of the Board shall serve three-year terms, but are eligible for re-election for up to five consecutive terms. Each Director shall hold office for the term for which the Director is elected or until the Director’s successor shall have been elected and qualified. The terms of the Directors need not be staggered. Directors need not be residents of the State of Ohio. Any Director who does not, or becomes unwilling to follow the terms of these By-Laws shall be immediately disqualified, with a special election to fill the unexpired term. Such special election shall be conducted in the same manner specified in herein.

Section 3 – Meetings and Notice: The Board of Directors shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each Board member have written notice at least two weeks in advance of such meeting.

A. Regular Meetings:

Regular meetings of the Board of Directors shall be held with notice stated herein on the first Monday of each quarter (January, April, July, October) at a time and place stated in the Notice. If there is no business to be conducted at a regular meeting of the Board of Directors, the President of the Corporation may cancel the regular meeting by giving at least 24-hours prior telephonic notice of such cancellation to each of the Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Ohio, for the holding of regular meetings without other notice than such resolution. If any day fixed for the regular meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

B. Special Meetings and Notice:

Special meetings of the Board of Directors may be called by or at the request of any officer, or at least two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board of Directors as call by them. Notice of any special meeting of the Board of Directors shall be given at least ten days prior to such meeting by written notice delivered personally or via certified mailed to each Director at the Director's residence address in a sealed envelope with postage prepaid thereon. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any 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 or is in contravention of these By-Laws. Except as otherwise provided by these By-Laws, neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such notice of such meeting.

C. Annual Meetings:

The Annual meeting of the Board of Directors shall be held on the Second Monday in December of each fiscal year for the purpose of electing new directors and officers and the transaction of such business as may come before the meeting. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any election or business transacted at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

D. Action by Consent:

Any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

E. Participation by Telephone:

Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all such participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. All action taken by the Board of Directors using such means shall be as valid as if all Directors were physically present at such meeting.

Section 4 – Board Elections: During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during the annual meeting of the Directors, called in accordance with the provisions of these By-Laws. Directors shall be elected by majority vote.

Section 5 – Election Procedures: The individual Directors shall be elected by the Board of Directors at the annual meeting of Directors. Newly elected Directors shall assume their duties at the Corporation's first regular meeting held in January of each year.

Section 6 – Quorum: At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person shall constitute a quorum of the transaction of business, but a lesser number (not less than two) may adjourn any meeting and the meeting may be held as adjourned without further notice. Except as otherwise specified herein, all decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 7 – Management, Officers and Duties:

The Board of Directors shall manage the business of the Corporation. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of Ohio or any other state in which this Corporation transacts business, the Code, the Articles of Incorporation, or with these By-Laws. There shall be four Officers of the Board of Directors, consisting of a Chair, Vice-Chair, Secretary and Treasurer. An individual director may hold more than one officer position. Their individual duties are as follows:

The *Chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer. The Chair shall execute his/her signature to any amendments to these By-Laws.

The *Vice-Chair* shall chair committees on special subjects as designated by the Board of Directors. The Vice-Chair shall preside at meetings of the Board of Directors in the absence of or at the request of the Chair.

The *Secretary* shall be responsible for keeping accurate records of board actions, including overseeing the taking of minutes of all meetings of the Board of Directors, maintaining records of such minutes, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that all other corporate records are maintained and available for inspection by board members, officers, government agencies and the public. The Secretary shall perform all other duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In the Secretary's absence at any meeting, the Treasurer shall execute and perform the duties of the Secretary at such meeting.

The *Treasurer* shall make a report at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to board members, officers, government agencies and the public. The Treasurer, subject to the order of the Board of Directors, shall also take care and custody of the money, funds, valuable papers and documents of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all of the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks, notes and other negotiable financial instruments payable to the Corporation or to its order, may accept drafts on behalf of the Corporation. The Treasurer shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and shall be subject at all times to the inspection and control of the Board of Directors.

Section 8 – Vacancies: Any vacancies shall be filled in the manner specified in Section 9. When a vacancy on the Board arises mid-term, the Secretary may receive nominations for new members from present Board members two weeks of a board meetings. Such nominations shall be disseminated to Board members with the regular board meeting announcement, to be voted upon at the next board meeting. Any Director or Officer of the Corporation may nominate a new or replacement director or officer.

Section 9 – Resignation, Termination, and Absences: Any Director may resign by giving written notice to the Secretary of the Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified. Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of any increase in the number of directors, may be filled by the Directors in the manner specified herein. A Director elected to fill a vacancy

shall be elected for the unexpired term of the Director's predecessor in office. Replacement of a Director under this Section may be accomplished by majority vote of the Directors at any special meeting of the Board of Directors

Section 10 – Compensation: The Directors and Officers of the Corporation shall not receive any compensation, directly or indirectly, for their services as Directors or Officers. However, the Board of Directors may authorize reimbursement for any reasonable and necessary expenses which are directly incurred by Directors on behalf of the Corporation, with proper documentation and prior approval.

Section 11 – Removal of Directors: A Director of the Corporation may be removed by a vote of two-thirds vote of all of the Directors at any special meeting of the Directors call for the specific purpose of removing such Director. Such removal may only be made upon a showing of “good cause” which includes, but is not limited to, any matter that adversely affects the Corporation or its operations. Replacement of a removed Director shall be accomplished in the manner specified in Section 9.

Section 12 – 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 full Board of Directors, except as provided by the law or by these By-Laws.

Section 13 – Rules of Order: All questions of parliamentary procedure which are not specifically covered by provisions of these By-Laws shall be governed by ***Roberts Rules of Order, Revised.***

ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 – Committee Formation: The Board may, by resolution adopted by a majority of the Directors in office, create and establish committees of the Board as needed , such as fund-raising, business development, service expansion, etc. The committees shall be composed of at least two persons who, except for the Executive Committee, may include non-Board members. One member of each committee shall be appointed Chair. The Board Chair shall appoint all committee chairs other than the Finance Committee. The Board may establish such procedures to govern committee activities, and delegate thereto such authority as be necessary or desirable for the efficient management of the property, affairs, business or other activities of the Corporation.

Section 2 – Executive Committee: The Executive Committee shall be comprised of all of the officers of the Corporation. During the interval between meetings of the Board of Directors, the Executive Committee shall have all of the power and authority of the Board of Directors in the management of the Corporation, subject to the direction and control of the Board of Directors, except with regard to the election or removal of Officers or Directors of the Corporation, the power to amend or repeal the Articles of Incorporation or these By-Laws, or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Corporation or these By-Laws to act.

The Executive Committee shall advise the Board of Directors on all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. The Executive Committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 3 – Finance Committee: The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund-raising plan, an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available upon request to officers, directors, Board members, government agencies and the public on the Corporation's web site. The Treasurer shall be the Chair of the Finance Committee.

Section 4 – Other Committees: Other committees may be created by the Board Chair with the concurrence of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision or alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization to act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as if were the act or authorization of the Board of Directors. Any such committee may act by a majority vote of its members present at a duly constituted meeting or by writing or writings signed by all of its members. The Board Chair appoints all such committee Chairs.

ARTICLE VI – OFFICERS, DIRECTOR AND STAFF

Section 1 – Number: The Officers of the Corporation shall be a Chief-Executive Officer/President and a Vice-President/Chief Financial Officer, and such other officers [e.g., Chief Operating Officer] as the Board of Directors may designate by resolution. Any two or more offices may be held by the same person, except the offices of Chief Executive Officer/President and Vice-President/Chief Financial Officer.

Section 2 – Election and Term of Office: The Officers of the Corporation shall be elected by a majority vote at the annual meeting by the Board of Directors. Each officer elected at the annual meeting of the Board of Directors shall take office immediately upon election at such annual meeting. Terms of office may be established by the Board of Directors, but shall not exceed three years. Officers shall hold office until a successor is duly elected and qualified. All Officers shall be eligible for re-appointment.

Section 3 – Removal and Resignation: Resignations are effective upon receipt by the Secretary of the Board of Directors of a written notification. An Officer may be removed by the Board of Directors at any meeting whenever in the Board’s judgment the best interests of the Corporation will be served thereby. A two-thirds vote of the quorum of the Board is necessary to effect removal. Removal may also be accomplished in writing without a meeting if all of the members of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 – Vacancies and Appointment: In the event of removal, disqualification, death, resignation or other vacancy, the Board of Directors at a duly called special meeting shall elect an interim Officer who shall act with all powers of the office granted by these By-Laws during the unexpired term of the preceding Officer. At the expiration of said term, the Board of Directors shall elect a permanent officer in the manner prescribed herein.

Section 5 – President, Executive Director, Chief Executive Officer: The President shall be the Chief Executive Officer of the Corporation. The President, unless some other person is specifically authorized by majority vote of the Board of Directors, shall sign, or delegate to other officers of the Corporation, the power to negotiate, sign, execute all deeds, mortgages, extension agreements, modification of mortgage agreements, leases, and contracts of the Corporation. The President shall perform all of the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The President shall be an *ex-officio* member of all committees and shall be a Director and attend at all meetings of the Board of Directors.

Section 6 – Vice-President, Chief Financial Officer: Except as specially limited by a majority vote of the Board of Directors, the Vice-President shall perform the duties and have the powers of the President during the absence or disability of the President. The Vice-President shall perform such other duties and possess such other powers as the Board of Directors shall designate, or as requested and assigned by the President, subject to control of the Board of Directors. The Vice-President may be a Director.

Section 7 – Treasurer: The Treasurer shall be a Board member and shall possess and exercise the duties stated herein.

Section 8 – Secretary: The Secretary shall be a Board member and shall possess and exercise the duties stated herein.

Section 9 – Assistant Officers and Assistant Secretaries: The Board of Directors may appoint or may authorize Assistant Secretaries or other Officers to perform such duties as shall be assigned to them by the Board of Directors or by the President.

Section 10 – Compensation/Salaries: The Officers shall not receive compensation for their services performed as Officers, but the Board of Directors may authorize reimbursement for reasonable and necessary out-of-pocket expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

ARTICLE VII – FISCAL YEAR

The fiscal year for the Corporation shall be the period commencing on January 1 and ending on December 31 of each calendar year.

ARTICLE VIII – FINANCIAL ADMINISTRATION: CONTRACTS, LOANS, INVESTMENT

Section 1 – Contracts: The Board of Directors may authorize any officer, officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 – 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 of Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts and Other Financial Instruments: For the purpose of deposit and for the purpose of collection for that account of the Corporation, all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed or endorsed by at least two officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 – Deposits and Accounts: 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 of Directors may select.

Section 5 – Investments: The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its sole discretion may deem desirable without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Code. No investment may be made unless approved by two-thirds of the Directors.

ARTICLE IX – CORPORATE SEAL

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity or enforceability of any document or the terms thereof, or any business conducted thereunder, which have been properly executed on behalf of the Corporation.

ARTICLE X – ADVISORY BOARD

The Corporation may have an Advisory Board made up of *ex-officio* directors who shall be elected by a majority vote of the Board of Directors at the annual meeting. The *ex-officio* directors may advise and consult with the Board of Directors but they shall have no vote on any corporate matter. The *ex-officio* directors must comply with Article X and they shall receive no compensation for their services. Only direct out-of-pocket expenses, such as travel expenses, reasonably incurred to conduct business on behalf of the Corporation shall be reimbursed.

ARTICLE XI – NO CONFLICT OF INTEREST

There shall be no contract or other transaction for financial gain or otherwise between the Corporation and any director, officer, employee or agent of the Corporation, or between the Corporation and any other corporation, partnership, association, entity, organization or any other enterprise in which one or more of the Corporation's directors, officers, employees or agents has/have any direct or indirect financial interest. Any such contract or other transaction shall be void or voidable.

ARTICLE XII – OTHER NOTICES

Section 1 – Notices: Whenever other written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, such notice may be given by certified mail, addressed to such director or member of a committee, at such person's address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given three days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of the personal delivery.

Section 2: Whenever any other notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of any committee, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to one or more non-profit domestic or foreign corporations, or non-profit organizations, or governmental entities, as shall then be exempt organizations with the meaning of Section 501(c)(3).

ARTICLE XIV – NON-DISCRIMINATION POLICY

This Corporation, and no officer, director, employee, agent or representative of this Corporation, shall engage in, acquiesce in, ratify or tolerate any act of discrimination based on race, ethnicity, sex, age, physical condition, socio-economic status, political views or other similar classification. Any such act shall constitute grounds for immediate termination or removal from the Corporation. Appointments of directors and officers, hiring and retention of employees, and compensation shall be made in a manner which complies with this policy.

ARTICLE XV – INDEMNIFICATION

Section 1 – Power to Indemnify: The Corporation shall not indemnify any officer or director for any legal action or proceeding, whether civil, criminal, administration or investigative, brought or threatened to be brought against an officer or director.

Section 2 – Insurance: The Director's and Officer's shall purchase and maintain on their own a personal policy of insurance which protects them from any legal liability incurred in the performance of their duties on behalf of the Corporation. The Corporation may also separately purchase and maintain an insurance policy on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under provisions of this Article.

ARTICLE XVI – AMENDMENTS

Section 1 – Amendments:

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the board of Directors of the Corporation: Provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws must be contained in the notice of such meeting of the Board of Directors. All amendments, alterations, etc., shall be considered only at the annual meeting or a duly noticed special meeting of the Board of Directors. Notice may not be waived. All such amendments, alterations, etc., must be approved by an affirmative vote of at least two-thirds of the entire Board of Directors then in office at the time of the meeting.

ARTICLE XVI – BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include all financial statements and records, a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, a copy of the Articles of Incorporation, and all minutes of meetings of the Board of Directors

CERTIFICATION

These By-Laws were approved and ADOPTED at a meeting of the Board of Directors by a two-thirds majority vote on this _____ day of _____, 2010.

By: _____ Date: _____
Director

By: _____ Date: _____
President and Director

ATTEST:

Secretary

Date: _____

KUEBLER'S NAVY, INC.

CERTIFICATE OF SECRETARY

The undersigned Secretary of *Kuebler's Navy, Inc.*, hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of the Corporation at a duly noticed meeting.

Secretary