



MID-CANADA MARINE DEALERS ASSOCIATION INC.

(the “Corporation”)

BY-LAW NO. 3/86

BE IT ENACTED as a Bylaw of the Corporation

1. That in addition to the undertakings of the Corporation set out in Article 5 of the Corporation’s Articles of Incorporation, the aims and objectives of the Corporation are:
 - (a) To promote the marine industry;
 - (b) To enable the provision educational programs for marine mechanics and/or members;
 - (c) To enable the provision scholarships for training of marine mechanics and/or members;
 - (d) To bring together those Marine Dealer members into a body that can speak to the issues affecting the marine dealers industry as well as providing a medium for interchange in dealing with common problems;
 - (e) The Corporation will promote the understanding and conversation among members to promote and maintain high standards of business ethics among marine dealers and members;
 - (f) To enable the Corporation to develop information pertaining to its members’ industries and circulate such information amongst its members;
 - (g) To provide a broader base of representation in dealing with governmental entities in respect of matters germane to its members;
 - (h) To provide direct business information of common interest to its members;

- (i) The Corporation will coordinate and expedite the best approach to showing new products to the buying public in the form of an annual boat show sponsored exclusively by the Corporation.
2. The members shall agree to the right of the Corporation to retract such member's membership if at a duly called and properly held Meeting of Directors the majority of such Directors determine that a member persists in business practices below the standard the Corporation sets for its members, and further subject to the provision that such retraction shall not take place unless same shall have been approved by a two-thirds (2/3) majority vote of those members of the Board of Directors present at a duly called meeting of the Board of Directors with a proper quorum present.
3. The Board of Directors shall fix the amount and time of payments of transfer fees, annual dues and other charges to members.
4. The Board of Directors shall consist of the following:

The President, the immediate past President, the Vice-President, the Treasurer and such number of additional Directors as the members shall determine from time to time. At all times at least 60% of the Board of Directors must be comprised of representatives of Dealer Members.
5. Past Presidents who continue to be members of the Corporation shall constitute an Advisory Committee of the Board of Directors and any of them shall be entitled to attend any meetings thereof, but except for the immediate past President, such past Presidents shall not be entitled to any vote at any Directors' Meeting or notice of such Directors' Meeting unless duly elected as a Director of the Corporation.
6. That each member shall exercise their best efforts to attend all members' or other meetings of the Corporation and to assist in every way possible to accomplish the purpose of the Corporation and ensure that each member, and the Corporation or business which each member is associated with or involved with, meets and continues to meet standards of the Corporation.
7. That the following standing committees may be constituted or disbanded by resolution of the board and the President shall appoint the Chairman and Vice-Chairman of the standing or special committees who shall then select the committee members subject to the approval of the Board of Directors. Standing committees will be responsible to report to the Board:
 - (a) Membership and Attendance Committee
 - (b) Program Committee
 - (c) Business Ethics and Efficiency Committee

- (d) Boat Show Committee
 - (e) Nominating Committee consisting of three members
8. That the Membership Committee, which shall include at least two past Presidents if available, or the Association Manager shall take charge of all matters relating to requests for the issuance of shares in the Corporation. The Attendance Committee or the Association Manager shall promote and develop the attendance of the members at meetings of members of the Corporation.
 9. The Program Committee shall see that a program is provided for each members' or other meeting of the Corporation and for any other activities authorized by the Board of Directors.
 10. The Business Ethics and Efficiency Committee which shall include at least two past Presidents, if available, shall originate, develop and promote the highest possible standard of ethics and efficiency of all members.
 11. Subject to the terms of any resolution of the board of directors, the Boat Show Committee shall design, develop and manage all aspects of the annual Boat show including without limitation exercise in its discretion the acceptance of applications, the allocation, re-allocation, alteration and withdrawal of allocation of display or exhibition space.
 12. The term(s) of each standing committee shall be as set by the Board and may be extended or sooner terminated as directed by the Board of Directors.
 13. The term of each special committee shall expire with the performance of the duty with which it was appointed to perform or by direction of the Board of Directors.

PASSED AND ENACTED THIS _____ day of October, 2008.

PRESIDENT

SECRETARY/TREASURER