

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF SNIPE CLASS INTERNATIONAL RACING ASSOCIATION – USA**

**July 7, 2014**

The undersigned, constituting the full voting Board of Directors of Snipe Class International Racing Association - USA, a Nebraska non-profit corporation (the "SCIRA USA"), in accordance with the provisions of Section 21-1981 of the Nonprofit Corporation Act of the State of Nebraska and the Bylaws of SCIRA USA, without the formality of convening a meeting, do hereby consent to and adopt the following resolutions, effective as of the date of receipt by the SCIRA USA National Secretary of written, email or facsimile transmitted consent by each of the voting members of the Board (the "Effective Date").

**Approval of Amendment of the SCIRA USA National Championship Regatta - Rules for Conducting Event and Deeds of Gift**

**WHEREAS**, the Board granted one-time exceptions to the SCIRA USA National Championship Regatta - Rules for Conducting Event and Deeds of Gift (the "Deeds of Gift") allowing non-US competitors to participate in the US National Championship in 2012 and 2013, subject to certain limitations.

**WHEREAS**, the Board has discussed and considered amending, and believe it is in the best interests of SCIRA USA and its members to amend, the Deeds of Gift to make the US National Championship permanently open to non-US competitors, subject to the following general limitations:

- (i) non-US participants are members in good standing of SCIRA International and their respective national SCIRA organizations at the time of the event;
- (ii) only participants that are US citizens or that have been residents of the US for at least one year preceding the event and are members in good standing of SCIRA International and SCIRA USA at the time of the event are eligible to win any US Perpetual Trophies awarded at the event;
- (iii) only participants that are US citizens or that have been residents of the US for at least one year preceding the event and are members in good standing of SCIRA International and SCIRA USA at the time of the event are eligible to qualify to represent the United States at any international events for which the event is a qualifying event, subject to the restrictions on eligibility applicable to non-resident US citizens as set SCIRA USA's Policy on Eligibility of Residents of US Territories Who Are US Citizens for US Qualifying Positions for International Events, as adopted by SCIRA USA on February 18, 2010.

**RESOLVED**, that the amendments to the Deeds of Gift, in the form attached hereto as Exhibit A, are hereby approved and adopted.

## **Omnibus Resolutions**

**RESOLVED FURTHER**, that the appropriate officers of SCIRA USA be, and each of them hereby is, authorized and empowered, on behalf and in the name of SCIRA USA, to execute and deliver any and all additional documents and take any and all additional action not inconsistent with any provision of the foregoing resolutions, which any such officer may deem to be in the best interests of SCIRA USA in connection with any transaction, document, or matter provided for by any of the foregoing resolutions and any matter incidental thereto, and the taking of such action or the execution of such document by any such officer shall be conclusive evidence that such officer deems such action or the execution and delivery of such document to be proper or in the best interests of SCIRA USA.

**RESOLVED FURTHER**, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of SCIRA USA.

**IN WITNESS WHEREOF**, the undersigned have approved this Action by Written Consent as of the Effective Date. The undersigned direct that this consent be filed with the proceedings of the Board of Directors of SCIRA USA.

\_\_\_\_\_  
Brainard Cooper, National Secretary

Date: July 3, 2014

\_\_\_\_\_  
**VACANT**  
Vice National Secretary

Date: \_\_\_\_\_

\_\_\_\_\_  
Lee Griffith, Member at Large

Date: July 7, 2014

\_\_\_\_\_  
David Tillson, Member at Large

Date: July 8, 2014

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**VACANT**  
Member at Large

Date: \_\_\_\_\_

\_\_\_\_\_  
Art Rousmaniere, Member at Large

Date: July 7, 2014

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**VACANT**  
Chief Measurer

Date: \_\_\_\_\_

\_\_\_\_\_  
Sarah Levinson, District One Governor

Date: July 29, 2014

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Steve Tautz, District Two Governor

Date: July 8, 2014

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Matt Heywood, District Three Governor

Date: July 8, 2014

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Steve Lang, District Four Governor

Date: July 7, 2014

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John Fretwell, District Six Governor

Date: July 9, 2014

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**VACANT**  
District Seven Governor

Date: \_\_\_\_\_