

BY-LAWS OF
THE WALLOON YACHT CLUB

ARTICLE I

NAME AND COLORS

The name of this corporation shall be "The Walloon Yacht Club".

The Club flag shall be triangular with a white background and a complete red border; with two blue stars, one each in the upper and lower corners, and the letters W.Y.C. in blue through the center; and with a hoist two thirds the length of the fly.

ARTICLE II

PURPOSES

The Purposes of the Club shall be to:

1. Encourage Boating and Sailing in all their forms, to support an educational sailing program, and to promote interest, participation, and good sportsmanship in yacht racing.
2. Support conservation of the natural beauty of the main bodies, shores and surroundings of Walloon Lake and the purity of its waters; and to propagate and protect the game, wildlife, and fish therein.
3. Foster friendship among the residents of Walloon Lake and provide a center of activity as a means for their better acquaintance and comradery.

ARTICLE III

MEETINGS

Section 1. Place of Meetings. Meetings may be held electronically. Any and all In-Person meetings of the members of this corporation shall be held at any place within the counties of Charlevoix and Emmet in the State of Michigan as may be selected by resolution of the Board of Directors.

Section 2. Annual Meeting of Members. An annual meeting of the members shall be held each year during the month of July or August at a time and place to be fixed by resolutions of the Board of Directors.

Section 3. Notice of Annual Meeting of Members. At least ten days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be mailed or e-mailed to each member entitled to vote at such meeting; provided, however, for family memberships notice sent to one family member shall constitute notice to all members who are entitled to vote by reason of such family membership.

Section 4. Delayed Annual Meeting. If, for any reason, the actual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting and the same proceedings may be had thereat as at an annual meeting; provided, however, the notice requirements for such meeting shall in all respects be the same herein required for the annual meeting.

Section 5. Order of Business at Annual Meeting. The order of business at the annual meetings of the members shall be as follows:

- (a) Reading call of the meeting.
- (b) Reading, correction and approval of minutes of last annual meeting and intervening special meetings of members.
- (c) Reports of Officers.
- (d) Reports of Committees.
- (e) Election of Directors.
- (f) Election of the Operating Staff or Discussion of Staffing.
- (g) Transaction of unfinished business.
- (h) Transactions of new business.
- (i) Adjournment.

Provided that in the absence of any objection, the presiding officer may vary the order of business at his discretion.

Section 6. Special Meeting of Members. A special meeting of the members may be called at any time by the Chair of the Board of Directors or by a majority of the Board of Directors or upon written request of five or more Club members. The method of which said meeting may be called is as follows: Upon receipt of a request in writing setting forth the date and objects of such proposed special meeting, signed by the Chair of the Board of Directors, or by a majority of the Board of Directors, or by five or more members, the Recording Secretary or a person designated by either the Chair of the Board or by the Corporate Officer for such purposes, shall prepare and mail or email the notice requisite to such meeting.

Section 7. Notice of Special Meetings of Members. At least seven days prior to the date fixed for the holding of a special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed or emailed to each member entitled to vote at such meeting; provided, however, for family memberships notice sent to one family member shall constitute notice to all members who are entitled to vote by reason of such family membership. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Meetings of the Board. A meeting of the Board of Directors shall be held not less frequently than once a year in the months of June, July or August of each year at such time and place as the Chair of the Board of Directors shall determine. Meetings may be held electronically. No formalized notice of this meeting of the Board of Directors shall be required. A special meeting of the Board of Directors may also be called by any two members of said Board upon giving 3 days notice of the time, place and purpose thereof to each Director.

ARTICLE IV

QUORUM

Section 1. Quorum of Members. Quorum of Members shall be counted by current Memberships. Votes shall be counted by Members of current Memberships. Memberships are current when their appropriate Membership Dues & Boat Fees have been paid. Ten (10) percent of the current Memberships who are present in person or by proxy shall constitute a quorum at any meeting of the Members.

Section 2. Quorum of Directors. A majority of the directors shall constitute a quorum.

ARTICLE V

VOTING, ELECTIONS AND PROXIES

Section 1. Who Entitled to Vote. Except as the Articles, or an amendment, or amendments, thereto otherwise provide, each Member who is, or is part of, a current Membership of this corporation shall, at every meeting of the Members, be entitled to one vote in person, or by proxy, or by email if the vote permits, upon each subject properly submitted to vote. With respect to family Memberships, each Member who is part is of a current family Membership and who has attained 16 years of age on July 1st, is entitled to vote.

Section 2. Proxies. No proxy will be deemed operative unless and until signed by the member giving such proxy and filed with the corporation. A proxy once given shall remain in force for the meeting for which it is given, and any recessed meeting thereof. Proxies may be made by email.

Section 3. Voting by Email. Any vote which could be made in person may be held electronically under the following circumstances: the Board of Directors or its designated officer shall provide email notice to all members regarding the issue to be voted upon. The notice must provide for a 7-day comment period, during which time all members can submit comments on the issue, followed by 7 days for voting. At the end of the total of 14 calendar days, the votes will be counted by the Board or its designated officer. If a majority of existing members do not vote, the results are invalid due to failure to gain a quorum. If a majority of voting members vote in favor of the motion, the motion carries. The Recording Secretary places a written record of the vote in the minutes, as the vote of a special meeting. The designated officer sends notice of the result to all members by email.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and term of Directors. The policies, property and affairs of this corporation shall be directed and managed by a Board of Directors composed of five to ten persons, all of whom shall be members of this corporation. The Board of Directors shall be elected by the membership, and the Commodore of the Walloon Yacht Club is automatically an additional Board member. Each Director shall hold office for a term of two years, except the Commodore of the Walloon Yacht Club, who shall be a Director during his term of office. Each Director shall remain in office until his successor is elected and qualified.

Section 2. Election of Directors. Two or more Directors shall be elected for a term of two years each at the annual members meeting of this corporation. Election of Directors shall be by majority vote of those members present in person or by proxy, provided there is a quorum.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by a majority of the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 4. Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. Written consent may be by email.

Section 5. Officers of the Board of Directors. A Chair of the Board of Directors shall be elected by and from the Board of Directors, at the meeting of the Board. The Chair shall preside over all meetings of the Board. The Commodore shall be the Vice Chair of the Board. In the absence of the Chair, the Vice Chair shall preside over all meetings of the Board.

Section 6. Power to Elect the Corporate Officer. At the meeting of the Board, the Board of Directors shall elect the Corporate Officer. The Corporate Officer will be the President, Secretary, and Treasurer of the corporation.

Section 7. Power to Appoint Other Officers and Agents. The Board of Directors shall have power to appoint each other officers and agents as the Board may deem necessary for transaction of the business of the corporation.

Section 8. Removal of Officers and Agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the corporation will be served thereby.

Section 9. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

ARTICLE VII

CORPORATE OFFICES

Section 1. Corporate Officer – (President, Secretary and Treasurer). The Corporate Officer shall be elected by, and from the membership of, the Board of Directors. For purposes of the Michigan Business Corporation Act, he shall be the only person who is an officer of the corporation. He shall see that all orders and resolutions of the Board are carried into effect. The Corporate Officer shall act as the President, Secretary and Treasurer of the corporation.

Section 2. President. As President of the corporation the Corporate Officer shall be the Chief Executive Officer of the corporation. He shall have responsibility for the general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general power and duties of management usually vested in the office of president of a corporation.

Section 3. Secretary. As Secretary of the corporation the Corporate Officer shall perform such functions as are delegated by the Board of Directors, and shall have such duties as usually vested in the office of Secretary of a corporation.

Section 4. Treasurer. As Treasurer of the corporation the Corporate Officer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; the Treasurer shall deposit all monies, securities and other depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board; taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall also be the Treasurer and a member of the Operating Staff.

ARTICLE VIII

OPERATING STAFF

Section 1. Operating Staff. The Operating Staff shall consist of the following: Commodore, Rear Commodore, Race Manager, Recording Secretary, and the Corporate Officer acting in his capacity as Treasurer of the corporation. The Operating Staff may also include any of the following, as desired by the Board of Directors: WSI Liaison, Membership Chair, Social Chair and Historian.

Section 2. Election of Operating Staff. The members of the Operating Staff, excepting the Corporate Officer and the Race Manager, shall be elected at the annual meeting of members of the corporation. Election of the Operating Staff shall be by majority vote of those members present in person or by proxy, provided there is a quorum.

Section 3. Nominations to the Board of Directors and the Operating Staff. Prior to the annual meeting of the members of the corporation, the Chair shall submit to the Board of Directors, a list of nominations, for the Board of Directors and for the various positions on the Operating Staff (except for the positions of Treasurer and Race Manager). The Commodore, other Board Members, Officers and interested members of the WYC may make recommendations for nominations, to the Chair. The Chair's list of nominations will be approved, or revised as agreed at a meeting of the Board. This list of nominations from the Board, will be submitted to the membership of the WYC and will be approved, or revised as agreed, at the annual meeting of the membership, as described in Section 2 above. Other nominations may be made from the floor.

Section 4. Race Manager. The Race Manager shall be selected and hired by the Rear Commodore, in consultation with the Commodore and the Race Manager is automatically a member of the Operating Staff.

Section 5. Term. The members of the Operating Staff shall hold office until the next succeeding annual meeting of the members of the corporation or until their successors are elected.

Section 6. Vacancies. In the event any member of the Operating Staff, except the Corporate Officer (as Treasurer), or the Race Manager, is unable to serve out his or her full term, the remaining members of the Operating Staff are hereby empowered to fill such vacancy.

Section 7. Duties. The Operating Staff shall have authority to approve or disapprove all actions of the Race Committee. The Operating Staff shall be responsible for establishing the racing schedule and social calendar, as well as for supervising the Race Manager, setting official fleets, determining eligibility for and acquiring all prizes, trophies, and pennants. It shall also be responsible for the care and maintenance of the corporation's teaching boats, building and docks.

Section 8. The Members of the Operating Staff shall have the following Duties:

- a. Commodore. The Commodore shall preside at all meetings of the members of the Walloon Yacht Club, shall be ex-officio a member of all committees of the Operating Staff and shall automatically be a member of the Board of Directors. The Commodore shall maintain a current list of email addresses, as provided by the Members.
- b. Rear Commodore. The Rear Commodore shall preside as Chair of the Race Committee, and is responsible for all aspects of racing. With the assistance of the Race Manager, the Rear Commodore will establish the location of the buoys, setting of courses and location of starts. The Rear Commodore should also assume such other duties as conferred upon him by the "Rules of Racing". In the absence of the Commodore, the Rear Commodore shall act in their place. In the absence of the Rear Commodore, the Rear Commodore shall appoint an Acting Rear Commodore.
- c. Recording Secretary. The Recording Secretary shall attend all meetings of the members of the corporation, all meetings of the Operating Staff and (in an ex-officio capacity if not a Board member) all meetings of the Board of Directors. The Recording Secretary shall record and preserve in books of the corporation true minutes of the proceedings of all such meetings. The Recording Secretary shall publish and/or give all notices required by by-laws or by resolution and shall perform such other duties as may be delegated to him by the Board of Directors and/or by the Operating Staff.
- d. Race Manager. The Race Manager shall carry out all activities associated with and necessary to the managements of all racing activities. As a member of the Race Committee and Operating Staff, the Race Manager shall also feed back his observations and suggestions for the betterment of the sailing and teaching activities and participate in the formulation of their actions. The Race Manager shall be the Official Starter. In the absence of the Race Manager, the Rear Commodore shall appoint an Acting Race Manager.

- e. Corporate Officer –Treasurer. The Corporate Officer in his capacity as Treasurer, shall participate as a member of the Operating Staff to provide financial counsel and information, and to be kept properly informed of financial actions as needed. The Treasurer shall collect dues and pay legitimate bills in communication with the Commodore.
- f. WSI Liaison. The WSI Liaison shall be responsible for the promotion of sailing instruction, junior sailing activities and cooperation with Walloon Sailors Inc. (WSI)
- g. Membership Chair. The Membership Chair shall be responsible for the recruitment of new members, and all activities related thereto. The Membership Chair may recruit and/or appoint an organization or committee to support these activities.
- h. Social Chair. The Social Chair shall be responsible for all social events, and all activities related thereto. The Social Chair may recruit and/or appoint any special persons or committees to support the organizing, managing, and coordinating of these events.
- i. Historian. The Historian shall keep and preserve the official records of each race and any other records or reports which will serve to present a factual and informative history of the Club's activities.

ARTICLE IX

RACE COMMITTEE

Section 1. Members. The Race Committee shall consist of the following members: Rear Commodore, Fleet Captains, Race Manager, and Commodore. The Rear Commodore shall act as Chairman of the Race Committee.

Section 2. Duties. The Race Committee shall initiate, conduct, supervise, and judge all regular and special race activities. It shall frame measurements, create racing classes, and establish special racing rules. It shall have the authority to: appoint judges of various races, and to provide for the hearing and resolution of all protests. The Race Committee shall be responsible for the care and maintenance of club buoys, flags, course boards and all equipment for races, and for directing the activities of the Race Manager.

Section 3. Racing Rules. The Race Committee shall formulate and present to the members of the corporation (after approval by the Operating Staff) at the first meeting of the members of the corporation in each calendar year, a complete set of "Rules of Racing" governing the conduct of all races for that year. These rules shall set forth the various classes of yachts, the rules governing the running of races, the manner of presenting and deciding protests, and any other matters deemed necessary by the Race Committee to be included therein. The Racing Rules shall also include a detailed listing of duties and yacht registration fees as established by the Board of Directors. Any additions, deletions, substitutions, or corrections in said "rules" may be made from the floor upon suitable motion. The members of the corporation shall adopt the "Rules" as proposed or with such amendments or modifications as may be made by suitable motion and approved by the corporation's membership. Upon adoption, said "Rules of Racing" shall remain in effect until changed at an Annual Meeting or a Special Meeting of the members of the corporation called for such purpose.

Section 4. Fleet Captains. At the annual meeting of the members of the corporation, the skippers of each fleet shall elect a Fleet Captain to serve for the following year. The duties of the Fleet Captain shall start with the year-end planning for the next season.

- a. Duties. The Fleet Captains shall be members of the Race Committee and are responsible for carrying on all activities related thereto. The Fleet Captains are also responsible for keeping the skippers of their respective fleets informed of all decisions made by the Race Committee, and conversely, shall

bring any suggestions made by members of their fleet to the Race Committee. The Fleet Captains shall be responsible for contacting all members of their fleet in the event of a change in the racing schedule. They shall serve on the Protest Committee as required. They shall maintain a list of the registered boats in their fleet. They shall assist the Official Starter and Rear Commodore in notifying all skippers of postponed or cancelled races or changes in the Racing Rules pertaining to their fleet. They shall obtain the race results from the Official Starter and distribute the place pennants accordingly. They shall assist the Membership Chair in calling on owners of unregistered boats in their fleet to invite participation.

ARTICLE X

MEMBERSHIP AND MEMBERSHIP DUES AND BOAT FEES

Section 1. Members. Membership is open to all. It is to be expressly understood that no person shall be denied membership in the Walloon Yacht Club for reasons of race, creed, color, or national origin.

Any person desiring to be a member in good standing must submit on an application form prescribed by the corporation: the applicant's name, winter address and summer address, email address and phone number(s), Boats to be registered, together with any other pertinent information which the corporation may require. These completed Membership Applications, together with applicable Membership Dues and Boat Fees, shall be submitted to the Treasurer.

Section 2. Membership Year. The Membership Year will run from September 1st to August 31st.

Section 3. Payment of Membership Dues and Boat Fees. As set forth in this Article, once elected to membership, as long as one wants to remain a Member in good standing, an individual will be responsible for the payment of applicable Membership Dues and Boat Fees, by the Due Date, March 1st of each year.

Section 4. Amount of Membership Dues and Boat Fees. The Board of Directors shall from time to time set the annual Membership Dues and Boat Fees. Any proposed changes in such Membership Dues and Boat Fees shall be presented to the full membership of the club at its next scheduled meeting for approval by majority vote and shall be made a part of the annual Racing Rules.

Family memberships shall cover the parents and all unmarried children who are, on July 1, under the age of twenty-two (22) years or a full time student. Junior memberships shall cover all individuals under the age of 22 years on July 1st, or who are a full time student.

Contributing Memberships are available to anyone. They carry no special privileges and are designed for those who wish to provide Additional Financial Support to the corporation.

Other special memberships and yacht registration fees may be designated by the Board of Directors.

Any applicable Federal or State taxes levied on dues shall be paid by the member or members whose dues are subject thereto.

Section 5. Membership Obligation: By accepting membership in the Walloon Yacht Club, each member accepts and subscribes to these Bylaws, and agrees to observe and obey any regulations, rules, or procedures established herein or established under the authority granted herein.

ARTICLE XI

EXECUTION OF INSTRUMENTS

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and may be counter-signed, by such officers or agents as the Board of Directors may from time to time designate for that purpose.

Section 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the executing officers, the Chair of the Board of Directors and/or the corporate Officer may execute the same in the name and behalf of this corporation; provided, however, the Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall be January 1st to December 31st.

ARTICLE XIII

AMENDMENT OF BY-LAWS

Section 1. Amendments, How Effected. These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the Board of Directors present and entitled to vote at any regular or special meeting of the Board of Directors, if the proposed changes have been provided to the Board of Directors at least (7) seven days prior to the meeting. These By-Laws may also be amended by the affirmative email vote of a majority of the existing Board of Directors, provided the electronic voting requirements of Article V are followed.