

JACKSON PARK YACHT CLUB BY-LAWS

ARTICLE I NAME AND PURPOSE

- Sec. 1. **Name.** The name of this organization shall be the Jackson Park Yacht Club.
- Sec. 2. **Object and Purpose.** The object of the organization is for the social pleasure and entertainment of its Members, and its purpose is to foster, develop, and encourage Corinthian yachting on the Great Lakes and inland waters and tributaries thereto, in the United States of America.

ARTICLE II MEMBERSHIP

Sec. 1. **Membership Categories, Approval and Application.**

- (a) **Membership Categories.** The Membership of the Club shall be divided into eight categories:
- (1) Resident,
 - (2) Associate,
 - (3) Non-resident,
 - (4) Water Sports,
 - (5) Student,
 - (6) Junior,
 - (7) Intermediate, and
 - (8) Honorary.
- (b) **Approval of Members.** All Members and all changes from one class of Membership to another class of Membership shall be ruled on by the Board of Directors. Two negative votes shall reject an applicant.
- (c) **Application.** Applications must be in writing, on such form as is approved by the Board of Directors and must bear the name of the proposer and the name of one endorser, both of whom are Resident Members of the Club in good standing. No application shall be considered until the same has been posted on the bulletin board of the Club for a period of five (5) days.

Sec. 2 **Resident Membership.**

- (a) **Eligibility Requirements for Resident Membership.** Any person owning an interest in a yacht may apply for Resident Membership. No person owning an interest in a yacht regularly kept in any Lake Michigan harbor in the States of Illinois or Indiana shall be elected to any class of Membership other than Resident Membership, except that if such a yacht has multiple owners and one owner is a Resident Member, the other owners may be elected Associate Members. If a Resident Member moors more than one yacht in a Lake Michigan harbor in the States of Illinois or Indiana, the Board of Directors may, in its sole discretion, provide that Resident Membership fees and charges include all such yachts.
- (b) **Rights of Resident Members.** Only Resident Members shall have a right or interest in the property of the Club, and such rights shall cease with the termination, expiration or non-renewal of Resident Membership.
- (c) **Voting.** Only Resident Members whose obligations to the Club are fully paid and who are in good standing may vote at any meeting of the Club. The privileges of Resident Membership shall extend to all adult members of the household of a person elected to Resident Membership, but only one vote shall be allowed to each Resident Membership on any matter which may come before the Membership of the Club or the Board of Directors.

(d) **Definition of Resident Membership for Household.** Any number of members of a household may be elected separately to Resident Membership as provided herein, but each shall be required to pay all dues, assessments and charges and satisfy all other obligations of Resident Membership. If the members of a household cease to be a single household, Resident Membership shall remain with the person originally elected a Resident Member. If a person elected to Resident Membership dies, the adult members of their household may select which of them shall become a Resident Member.

(e) **Change to Associate Membership.** A Resident Member may apply to the Board of Directors for temporary status as an Associate member. The Board of Directors shall grant the request if it concludes that either (1) the Member has temporarily ceased to own an interest in a yacht or that the Member's yacht is temporarily not being moored (including dry mooring) in any Lake Michigan harbor in the State of Illinois or Indiana, or (2) special circumstance exist which warrant granting it. The Member may return to Resident Member status without payment of any additional fees when the conditions justifying temporary Associate Member status cease to exist. Sec.3 **Associate Membership.**

(a) **Eligibility Requirements for Associate Membership.** Associate Membership shall be available to any person demonstrating a serious interest in the purposes, activities and affairs of the Club.

(b) **Rights of Associate Members.** Associate Members shall have all privileges of the Club except voting and holding elective office.

(b) **Change to Resident Membership.** An Associate Member who acquires an interest in a yacht regularly kept in any Lake Michigan harbor in the States of Illinois or Indiana shall be required to resign or to apply for Resident Membership unless the requirements of Section 2(a) hereof are met with respect to that yacht. Any application for transfer from Associate Membership to Resident Membership, other than an application for reinstatement under Section 2(10), shall be accompanied by a transfer fee equal to the percentage of the initiation fee then in effect determined by the length of time the applicant has been an Associate Member as follows:

- (i) Period of membership Transfer Fee 1 year or less 100%;
- (ii) Over 1 year and less than 2 years 80%;
- (iii) Over 2 years and less than 3 years 60%;
- (iv) Over 3 years and less than 4 years 40%;
- (v) Over 4 years and less than 5 years 20%; and
- (vi) Over 5 years 0.

Sec. 4 **Non-Resident Membership.** Non-Resident Membership shall be available to any former Resident or Associate member who has permanently ceased to keep a boat in any Lake Michigan harbor in the States of Illinois or Indiana and who resides more than 75 miles from the Club. Non-Resident Members shall be entitled to receive the Club publications and shall be entitled to all privileges of the Club when visiting. Non-Resident Members shall not be entitled to vote or to hold any elective or appointed office. Non-Resident Members shall not be entitled to race their yachts under the Club burgee.

Sec. 5 **Water Sports Membership.**

(a) **Eligibility for Water Sports Membership.** Any person owning an interest in a water craft may apply for Water Sports Membership. No person owning an interest in a motor craft regularly kept in any Lake Michigan harbor in the States of Illinois or Indiana shall be elected to any class of Membership other than Water Sports or Associate Membership, except that if such water craft has multiple owners and one owner is a Water Sport of Associate Member, the other owners may be elected Associate Members. If a Water Sports Member moors more than one yacht in a Lake Michigan harbor in the States of Illinois or Indiana, the Board of Directors may, in its sole discretion, provide that Water Sports Membership fees and charges include all such yachts.

(b) **Rights of Water Sports Members.** Water Sports Members shall have all privileges of the Club except voting and holding elective office.

(c) **Change to Resident Membership.** A Water Sports Member who acquires an interest in a yacht regularly kept in any Lake Michigan harbor in the States of Illinois or Indiana shall be required to resign or to apply for Resident Membership unless the requirements of Section 2(a) hereof are met with respect to that yacht. Any application for transfer from Water Sports Membership to Resident Membership, other than an application for reinstatement under Section 2(10), shall be accompanied by a transfer fee equal to the percentage of the initiation fee then in effect determined by the length of time the applicant has been an Associate Member as follows:

- (i) Period of membership Transfer Fee 1 year or less 100%;

- (ii) Over 1 year and less than 2 years 80%;
- (iii) Over 2 years and less than 3 years 60%;
- (iv) Over 3 years and less than 4 years 40%;
- (v) Over 4 years and less than 5 years 20%; and
- (vi) Over 5 years 0.

(d) **Definition of Water Craft.** Water craft, includes, but is not limited to, jet skis, canoes, kayaks, kite boards, paddleboards, dingy sailboats under 16 ft. and other vessels as determined by the Board of Directors in its sole and absolute discretion.

Sec. 6 **Student Membership.** Student Membership shall be available to participants in the sailing and boating programs of educational and charitable institutions and to participants in Club instructional programs on such terms as the Board of Directors may provide. Student Members shall not have the right to vote or to hold any elective or appointive office.

Sec. 7 **Junior Membership.**

(a) **Eligibility for Junior Membership.** Persons not less than twelve nor more than twenty years of age shall be eligible for Junior Membership. Junior Membership shall not exceed twenty percent of the total of the Club membership, provided, however, that when that number shall have been reached, such limitation shall not apply to persons who are children or wards of Resident Members. The number of Junior Memberships shall be determined by the Board of Directors, and all or any Junior Memberships may be terminated by the Board of Directors, to take effect immediately, provided that the pro-rata portion of dues paid shall be refunded to any Junior Member for the unexpired period for which such dues were paid..

(b) **Rights of Junior Members.** Junior Members shall have such privileges of the Club as may be granted by the Board of Directors except Junior Members shall not be entitled to vote, hold office or introducing guests. Junior Members may own yachts or interests therein.

(c) **Application.** The application for Junior Membership shall be upon a form approved by the Board of Directors, and shall state the date of birth of the applicant and bear the written consent and approval of parent, guardian or physician. The signature of such application shall be verified by the Membership Committee.

(c) **Change to Intermediate Membership.** Any Junior Member shall, before February 15th of the year of his/her 21st birthday, notify the Secretary of a desire to become an Intermediate Member, otherwise Junior Membership status shall terminate on such Junior Member's 21st birthday. No fee, other than annual dues, shall be paid for a Junior Member to become an Intermediate Member. In the event that there is a subsequent application for Resident Membership, the period of continuous Junior Membership shall be added to the period of continuous Intermediate Membership in computing any fees.

Sec. 8 **Intermediate Membership.**

(a) **Eligibility for Intermediate Membership.** Persons, not less than 21 years nor more than 25 years of age may be eligible for Intermediate Membership.

(b) **Rights of Intermediate Members.** Intermediate Members shall have such privileges of the Club as may be granted by the Board of Directors except Intermediate Members shall not be entitled to vote, hold office or introducing guests. Intermediate Members may own yachts or interests therein.

(c) **Change to Resident or Associate Membership.** Any Intermediate Member shall, before February 15th of the year of his/her 26th birthday, notify the Secretary of a desire to become a Resident or Associate Member, otherwise Intermediate Membership status shall terminate on such Intermediate Member's 26th birthday. Application by an Intermediate Member for Resident Membership shall be accompanied by a transfer fee equal to the percentage of the initiation fee then in effect determined by the continuous length of time such person has been an Intermediate and/or Junior Member as follows:

- (i) Period of membership Transfer Fee 1 year or less 100%;
- (ii) Over 1 year and less than 2 years 80%;
- (iii) Over 2 years and less than 3 years 60%;

- (iv) Over 3 years and less than 4 years 40%;
- (v) Over 4 years and less than 5 years 20%; and
- (vi) Over 5 years 0.

Sec. 9 **Honorary Membership.**

- (a) **Honorary Membership.** Honorary Members shall be entitled to all the privileges of the Club except voting and holding elected or appointed office, and shall be exempt from initiation fees, dues and special assessments of every nature. Persons eligible to Resident, Associate, or Non-Resident Membership shall be eligible to Honorary Membership and may be elected to Honorary Membership by a majority vote of the Board of Directors, for such period as may be petitioned, upon a written request signed by ten Resident Members in good standing.
- (b) **Automatic Honorary Membership.** The Governor of the State of Illinois, the Mayor and Harbormaster of the City of Chicago, the President, the Commissioners and the General Superintendent of the Chicago Park District, the officers of the United States Navy on duty at Chicago, the Commanding officers of United States vessels stationed on the Great Lakes, the United States Engineer in charge of Harbor Improvements, and the Commander and other appropriate officers of the 9th District of the United States Coast Guard, shall be Honorary Members of the Club ex-officio during their term of office.
- (c) **Termination of Honorary Membership.** Any Honorary Membership may be terminated at any time upon a request signed by ten Resident Members in good standing, presented to the Board of Directors, requesting termination of such Honorary Membership, and a majority vote of the Board of Directors shall be necessary to terminate such Honorary Membership.

Sec.7. **Termination, Expiration and Non-Renewal of Membership**

- (a) **Termination of Membership.** Membership of any category in the Club shall be terminated upon:
 - (1) Death of a Member;
 - (2) Written resignation to the Board of Directors, provided that the resigning Member has paid all indebtedness to the Club prior to the acceptance of such resignation;
 - (3) Failure to pay any amounts to the Club when due and owing;
 - (4) Expulsion.
- (b) **Effect of Termination, Expiration and Non-Renewal of Membership.** Termination, expiration or non-renewal of Membership by any means shall operate as a release of all right, title, and interest in the use of the Club and, if applicable, termination of any voting rights and term as an Officer, Director or Committee Member of the Club, whether elected or appointed.

Sec. 8 **Improper Conduct, Investigation and Hearing.**

- (a) **Investigation.** The Board of Directors, on its own motion or on any complaint filed with it, may investigate any charge of improper conduct made against a Member which is considered by it to be injurious to the good order, peace, interest, or welfare of the Club, or at variance with its by-laws and rules. Any such investigation shall be conducted in such a manner as the Board shall see fit. If, upon a hearing, the Board determines that the Member is guilty of improper conduct which is considered by the Board to be against the good order, peace, interest, or welfare of the Club or at variance with its by-laws and rules, the Board of Directors may vote to censure or suspend such Member; or, if in the Board of Director's sole and absolute judgment, the interests of the Club demand such action, it may ask such Member to resign, or it may expel him and thereby terminate his membership. The affirmative vote of at least two-thirds of the Board of Directors shall be required to censure, suspend, or expel a Member.
- (b) **Notice of Hearing and Termination.** Before any Member is censured, suspended, or expelled by the Board of Directors, the Board of Directors shall send such Member written notice at least ten days prior to the hearing date when such action will be considered. Such notice must list the reason for potential termination and the time and place of the hearing. Such notice shall be sent as set forth in Article VIII, Sec. 8. Such Member shall be entitled to attend such hearing in person and be heard in his own behalf upon such charges.

Sec. 9 **Notice of Failure to Pay Dues.** On March 1st of each year, and on the first day of each succeeding month, the Treasurer shall post upon the bulletin board of the Club the names of all Members who have failed to pay their dues or other indebtedness to the

Club. The total amount of each Member's indebtedness shall be shown opposite his/her name. All Members so posted shall be denied all privileges of the Club while they are delinquent. Such delinquent names shall remain upon the bulletin board for the period of one month, or until the obligation is satisfied, but after the expiration of said month such delinquent Member shall be to expulsion from the Club. The treasurer, with the concurrence of the Board of Directors, may arrange with a member for indebtedness to the Club to be satisfied over a period of time not to extend beyond the end of the fiscal year. A member current in paying under such an arrangement shall not be considered delinquent.

- Sec. 10 **Application for Re-Instatement.** Any member of the Club whose membership has expired or who has resigned or has been expelled must re-apply, in the same manner as applying for a new membership, to be reinstated. If such applicant receives the three-fourths vote of the Board of Directors and pays such sum as the Board of Directors shall deem proper under the circumstances, Membership shall be restored without again paying the initiation fee.

ARTICLE III **OFFICERS AND APPOINTMENTS**

- Sec. 1 **Officers.** The officers of the Club shall be and rank as follows:

- (1) Commodore;
- (2) Vice-Commodore;
- (3) Rear Commodore;
- (4) Recording Secretary;
- (5) Membership Secretary; and
- (6) Treasurer.

- Sec. 2 **Commodore.**

- (a) **Commodore.** The Commodore shall command the fleet and enforce all rules and regulations, with the exception of decisions made by the Racing, Race Protest, or Power Yacht Committees, regarding Club racing. The Commodore shall preside at all meetings of the Club and all meetings of the Board of Directors and shall be an ex-officio member of Club committees. The Commodore shall enforce all provisions respecting the conduct of the various Officers of the Club, the conduct of the Club Members, and the general provisions for the welfare of the Club. The Commodore shall call special meetings of the Club, whenever he/she shall deem it necessary or upon written request of ten Resident Members in good standing. The Commodore shall submit a full and comprehensive report of the Club affairs at the December meeting of the Members.
- (b) **Appointments.** The Commodore, with the consent of the Board of Directors, shall appoint the Club's representatives and delegates to yachting, racing and other organizations in which the Club is entitled to representation.

- Sec. 3 **Vice-Commodore.** The Vice-Commodore shall assist the Commodore in the discharge of his/her duties, and, in his/her absence, shall officiate in his/her stead.

- Sec. 4 **Rear Commodore.** The Rear-Commodore shall assist the Commodore and the Vice-Commodore in the discharge of their duties, and their absence shall officiate in their stead.

- Sec. 5 **Secretaries.**

- (a) **Recording Secretary.** The Recording Secretary shall keep a full and complete record of the proceedings of all meetings of the Club, and of the Board of Directors, and shall make a full annual report at the December meeting. All annual reports shall be kept in a legible and comprehensive form, and shall be the permanent property of the Club. The Recording Secretary shall give notice of all meetings of the Board of Directors as required by these bylaws and have such other duties as may be assigned to him/her by the Commodore or by the Board of Directors.
- (b) **Membership Secretary.** The Membership Secretary shall maintain at the Club a full and correct list of Club Members, with their addresses, shall give Members all notices as required and provided in these by-laws, and shall notify Members of their election, expulsion, or suspension, and of acceptance of their resignations. The Membership Secretary shall furnish all Members with a copy of the by-laws and house rules. The Membership Secretary shall also conduct all of the official correspondence of the Club, forward immediately to the Commodore any correspondence received from the Lake

Michigan Yachting Association, and perform such other duties as may be assigned to him/her by these by-laws, by the Commodore, or by the Board of Directors.

(c) **Definition.** The use of the word Secretary in these By-laws shall apply equally and jointly to both the Recording Secretary and the Membership Secretary, each of whom shall carry a full vote in the Board of Directors.

Sec. 6. **Treasurer.** The Treasurer shall receive all revenues for the Club, from whatever source give receipts therefore, and deposit all funds received to the credit of the Club in such bank or banks as the Board of Directors may designate. The Treasurer shall pay by check, countersigned by any officer of the Club, all bills which have been approved by the Board of Directors. The Treasurer shall render a periodic statement to each Member indebted to the Club showing the particulars of such Member's indebtedness, and shall direct the Membership Secretary issue a Membership card when a Member has paid his/her current dues. The Treasurer shall keep a full and accurate account of all receipts and disbursements, in a suitable book or books provided by the Club for that purpose, and shall, when requested by the Board of Directors, open such books to their inspection and exhibit proper vouchers for disbursements made by him/her. The Treasurer shall submit a written report to the Club at each regular meeting, and a full report at the December meeting, which report, together with his/her vouchers, shall be duly filed and remain in the permanent custody of the Club. The Treasurer shall also perform such other duties as may be assigned to him/her by these by-laws, by the Commodore, or by the Board of Directors.

Sec. 7. **Other Officers.** The Commodore may appoint a fleet captain, judge advocate, fleet surgeon, and other appointive officers; all of whom shall have such authority as the Commodore may delegate to them.

ARTICLE IV DUES AND FINANCES

Sec. 1. **Financial Report.** At the annual meeting, the Treasurer shall present a financial report for the preceding year, a tentative budget for the coming year, and a proposed schedule of dues for each class of Membership for the coming year.

Sec. 2. **Financial Reserves.** The Board of Directors shall provide for creation and maintenance of financial reserves appropriate to provide for the continued operation and repair of the Club's facilities and shall maintain financial systems appropriate to that end.

Sec. 3. **Fiscal Year.** The fiscal year of the Club shall end November 30th.

Sec. 4. **Expenditures.** No expenditures of Club funds may be made by any Officer, Committee, or Member, unless duly authorized by the Board of Directors.

Sec. 5. **Initiation Fees and Dues.**

(a) **Amount of Initiation Fees and Dues.** The initiation fee and dues for each category of Membership, other than Student Membership, shall be set at the annual meeting by a majority vote of those voting, provided, however that the vote of 2/3 of those voting shall be required to increase the dues or initiation fee for any category of Membership by more than 20% above the previous year's level.

(b) **Dues Due Date.** Dues for Resident Members shall be due on January 1 of each year, but a Resident Member may choose to pay in installments, at least 50% on or before January 1st, and the remainder no later than February 1st of that year.

(c) **Dues Reductions and Pro Rations.** The Board of Directors may, in its sole and absolute discretion, waive or remit all or a portion of any Member's dues in meritorious cases. The Board of Directors may establish a generally applicable policy of reducing the dues of new Members elected after the commencement of the boating season.

(d) **Senior Member Dues.** Any member who pays membership dues continuously for 30 consecutive years and who is over 65 years of age shall retain Resident Membership but shall thereafter pay annual dues equal to the dues charged Non-Resident Members. Any Member who pays Membership dues for 40 consecutive years shall thereafter retain Resident Membership and shall be exempt from the payment of dues

Sec. 6. **Rental Rates and Fees.**

- (a) **Fees and Rates.** The Board of Directors shall have power to establish rates of rental for the use of Club lockers, dinghy floats or other Club accessories and to fix the conditions governing such use.
- (b) **Lockers.** Leases for lockers shall expire on April 1st of each year. Members wishing to rent a locker used by them during the previous season may do so, by remitting the locker rental fee to the Treasurer, on or before March 1st in the year of the existing lease; otherwise, after April 1st the locker may be rented to the first applicant. The Club is not responsible for the content of lockers.
- (c) **Dingy Docks.** Space on dinghy floats or racks shall be rented only for the duration of the yachting season. Members who have rented space on dinghy floats in the immediately preceding season, and who wish to rent space for the current season, shall be favored in the assignment of available space, provided they have paid for such space no later than March 1st.
- (e) **Good Standing.** Only Members in good standing may lease lockers or dinghy floats. Any Member who is subsequently expelled for non-payment of indebtedness to the Club forfeits his/her lease, and the unearned rental shall be applied in partial liquidation of his/her delinquent account. Any Member expelled for any other reason shall be refunded his/her unearned rental.

Sec. 7 **Assessments.**

- (a) **Assessments.** The Club may, by 2/3 vote of the Members voting at any regular or special meeting, levy an assessment on the Members. Assessments may only be levied on Resident Members. In any fiscal year, the total amount of assessments levied shall not exceed 20% of the annual dues for a Resident Member in that year.
- (b) **Voting for Assessments.** No assessment shall be voted on at any meeting, except the annual meeting, unless the call for such meeting includes notice that a motion proposing an assessment will be made.
- (c) **Galley Assessment.** Notwithstanding the other provisions of this section, the Board of Directors may impose a minimum use requirement to support the operation of the Galley. The requirement may take such form as the Board of Directors may determine, but, unless otherwise approved by a majority vote of the Members at the annual meeting, the amount levied shall entitle the Member to Galley service in that amount. Unless a larger amount is approved by a majority vote of the members at the annual meeting, the minimum use requirement established by the Board of Directors shall not exceed \$192 for Resident Members and \$96 for Associate Members per season.

Sec. 8 **Late Payment of Dues.** Any member in arrears with any installment of dues, fees, charges or other amounts outstanding to the Club may be charged late fees pursuant to the late fee schedule established by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

Sec. 1 **Board of Directors.**

- (a) **Board of Directors.** The Club shall elect a Board of Directors consisting of the Commodore, Vice-Commodore, Rear Commodore, Recording Secretary, Membership Secretary, Treasurer, and six directors. At each annual election three Directors of the Club shall be elected for a term of two years.
- (b) **Immediate Past Commodore.** The immediate past Commodore shall become a member of the Board of Directors until such time as his/her successor ceases to serve as Commodore.

Sec. 2. **Term.** The officers and members of the Board of Directors elected for the ensuing year shall be installed and take office at the December meeting of the members.

Sec. 3 **Regular Meetings.** Regular meetings of the Board of Directors shall be held on or before the second Tuesday in each month, and special meetings may be held at any time by direction of the Commodore or at the request of two members of the Board. At least

three days prior notice of all such meetings of the Board shall be given to each member thereof by the Recording Secretary. Six members of the Board of Directors shall constitute a quorum for the transaction of business.

Sec. 4 **Absences at Board Meetings.** Any Director who shall absent himself/herself from three consecutive meetings of the Board of Directors, without permission or excuse, shall be deemed to have resigned as an Officer or Director of the Club and the position held by him/her shall be declared vacant.

Sec. 5 **Vacancies.**

- (a) **Vacancies Prior to August 1st.** In the event one or more vacancies occurs on the Board of Directors prior to August 1st of any year, the remaining members of the Board of Directors shall nominate a candidate for each such office and shall cause a notice of such nominations to be posted on the bulletin board in the Club at least ten days before an election meeting. The Recording Secretary shall, within five days after the posting of the nominations, mail notice thereof to all Members of the Club entitled to vote. The election to fill such vacancy shall be held on the third Tuesday following the date that the Recording Secretary sent notice to the Members of the nominations and election date.
- (b) **Nominations.** The Members shall have the privilege of nominating any candidate to fill any vacancy. Such nomination shall be in writing and endorsed by ten Resident Members and shall be files with the Recording Secretary at least seven days before the election. If no nominations are received from the Members within the time period, the Recording Secretary shall cast a unanimous ballot on the date of the election for those nominated by the Board of Directors. Otherwise, the same method of voting shall be used as in the annual election.
- (c) **Vacancies After August 1st.** In the event of any vacancy in office occurring on or after August 1st in any year, the remaining members of the Board of Directors shall fill such vacancy by a vote of the majority of those present at a regular or special meeting of the Board. Any persons so elected shall hold office until the next annual election.

Sec. 6 **Authority of Board of Directors.** The Board of Directors shall manage and control the affairs and properties of the Club, and the appropriation of its funds, and shall make all contracts and purchases, provided, however, that the Board of Directors shall not have the power to make any lease, encumbrance, mortgage, or disposition, or transfer of any of the real estate or buildings of the Club, except upon the consent of the Club expressed by a vote of three-fourths of the voting Members thereof at any regular or special meeting of the Club. Notice of the consideration of any such proposed action shall be mailed to each voting Member of the Club, at least twenty days prior to the date of such meeting. Without intending to limit the powers of the Board of Directors otherwise conferred upon it by these by-laws, the Board of Directors shall have the power to:

- (a) Elect applicants to Membership, to censure, suspend, or expel Members, and to reinstate former Members;
- (b) Make, alter, and amend rules for its own government, and fix and enforce penalties for the violation of such rules;
- (c) Engage and discharge employees;
- (d) Appoint from their own members or from the Membership of the Club, such Committees as occasion may require, or as they may deem necessary;
- (e) Delegate to such Committees as may be appointed and define such duties and powers as may, in the Board of Director's sole judgment, from time to time be deemed proper;
- (f) Instruct the Officers and Committees in their duties, and overrule and set aside any action of, or decide any matter in dispute between such Officers and Committees, with the exception of decisions made by the Racing, Protest, and Power Yacht Committees regarding Club racing and contests;
- (g) Fix, enforce, and remit penalties for violations of the by-laws and rules of the Club;
- (h) Prescribe and publish rules regulating the use and occupancy of the Club property and its rooms, and the care and protection of this property;
- (i) Prescribe and publish rules governing the admission of guests and other persons to the privileges of the Club;
- (j) Call special meetings of the Club to consider specific subjects;
- (k) Interpret the by-laws; the Board of Director's decision on all such questions to be final, binding, and conclusive; and

- (l) Decide all questions not covered by the by-laws.

Sec. 7 **Indemnification.** Each Officer, Director, and Committee chairman shall be indemnified against all expenses and costs reasonably incurred by him/her in connection with or resulting from any action, suit, or proceeding brought by, on behalf or against the Club or himself/herself, to which he/she may be made a party by reason of his/her being or having been an Officer, Director or Committee chairman of the Club or by reason of lawful conduct in any capacity, except in relation to matters as to which he/she may be finally adjusted therein to have been liable for or to have been guilty of gross or willful negligence or misconduct in the performance of his/her duties to and for the Club. The Board of Directors shall have the power to assess all Members equally to guarantee this indemnification. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such Officer, Director or Committee chairman may be entitled to as a matter of law. Retroactive application of this indemnification to past Officers, Directors, and Committee chairmen can apply at the time of adoption of these by-laws by resolution of the Board of Directors.

ARTICLE VI COMMITTEES

Sec. 1 **Standing Committees.** The standing Committees of the Club, all of which act with the consent and under the direction of the Board of Directors, shall be as follows:

- (i) **Entertainment.** The Entertainment Committee shall consist of at least three Members. The Entertainment Committee shall have the responsibility over all Club entertainment. With approval from the Board of Directors it shall determine the number, types of affairs and make all necessary arrangements to conduct them.
- (ii) **Finance.** The Finance Committee shall be composed of the Treasurer and at least two additional Members. Such Committee shall advise the Board of Directors in all matters financial, maintaining a continuous review of the Club's financial status and shall recommend measures to maintain the fiscal health of the Club. This committee shall also prepare a budget for submission to the Board of Directors for approval on or before the Board's Annual Meeting.
- (iii) **Foghorn, Publicity and Outreach.** The Foghorn Committee shall consist of Members and shall have the responsibility for all Club publications, including, but not limited to the Foghorn newsletter, and publicity. The Committee is charged with identifying and promoting participation in the Club, in developing and implementing community programs that are water-oriented and/or have strong community affiliation and impact among our Members, the community, the yachting community and/or the City of Chicago.
- (iv) **Galley.** The Galley Committee shall consist of at least three members. The Galley Committee shall be responsible for Galley services, including food and food services. The Galley Committee will provide feedback to the Board of Directors on food pricing and promotions that will encourage strong utilization of the Club's Galley.
- (v) **House.** The House Committee shall consist of at least three Members. The care and maintenance of the Clubhouse shall be the responsibility of this Committee in cooperation with the Finance Committee.
- (vi) **Information and Technology.** The Information Technology Committee shall consist of three Members. The Information Technology Committee shall be responsible for policy and planning for information technology throughout the Club.
- (vii) **Junior Program.** The Committee shall consist of at least three members, including the Vice Commodore or Rear Commodore. The Junior Program Committee shall be responsible for maintaining and developing the Club's Junior sailing and sailing education programs. It shall also develop programming and events to attract and involve young people in the club by making them feel welcome and providing opportunities for participation. The Junior Program Committee shall work with the Board of Directors in assuring certified, quality sailing instruction is provided.
- (viii) **Membership.** The Membership Committee shall consist of at least three Members. At least one Member, but not more than two, shall be from the Board of Directors. The Membership Committee shall be responsible for all matters concerning processing applications for Membership in the Club, as detailed in Article II, herein.
- (ix) **Planning Committee.** The Planning Committee shall consist of at least three members. The Planning Committee shall focus on the long-range planning and recommendations of Club goals and objectives on Membership, facilities, and other matters as directed by the Board of Directors. Committee meetings will be held as needed and the Committee shall report to the Board of Directors and Members annually regarding matters under its consideration. Recommendations of the Committee shall be advisory only.

- (ix) **Power Boat Committee.** The Power Boat Committee shall consist of at least three Members. The Power Boat Committee shall plan and carry out programming for power boats and other club members.
- (x) **Racing.** The Racing Committee shall consist of at least three Members. The Racing Committee shall plan and carry out the racing program of the club, including the judging of said events and the determination of protests arising therefrom, in accordance with the current rules of the United States Yacht Racing Union as they may be adapted by the Committee, and including any appeal authorized by those rules as the Committee may deem appropriate for a given race or event.
- (xi) **Sea Scouts.** The Sea Scouts Committee shall consist of at least three members. The Sea Scouts Committee is responsible for the implementation of the Sea Scouts program that provides adventure, training, and events for young men and women who are interested in sailing and the sea.
- (xii) **Security.** The Safety Committee shall consist of at least five Members. The Safety Committee shall ensure the safe usage of all Club facilities, including moorings, clubhouse and grounds. The Safety Committee shall review all facilities and report its findings and recommendations at least annually to the Board of Directors. It shall also hold safety meetings as necessary and required. However, the ultimate responsibility for safe operation and usage of the club facilities shall be the responsibility of the Member and/or any guest.

The Board of Directors shall designate the chairman of each committee.

Sec. 2 **Other Committees.** The Board of Directors shall appoint such other Committees from time to time as it deems appropriate. All Committees shall have such duties and responsibilities as the Board of Directors shall specify

ARTICLE VII ELECTIONS

- Sec. 1 **Annual Elections.** The annual election of Officers and Directors shall be held at the annual meeting. No candidate shall be elected to any office unless he shall have been nominated as provided in this Article.
- Sec. 2 **Nominations.** For each office, a majority of the votes cast for candidates nominated as provided in this Article shall be required for election. In the event no candidate receives a majority, a run-off ballot shall be conducted between the two candidates receiving the largest number of votes.
- Sec. 3 **Eligibility for Office.** Only Resident Members whose obligations to the Club are fully paid and who are in good standing shall be entitled to vote.
- Sec. 4 **Nominating Committee.** The Board of Directors shall appoint a Nominating Committee at or before its September meeting. The Nominating Committee shall prepare a ticket to fill the elective offices of the Club. No later than the October meeting of the Board of Directors, this ticket shall be filed with the Recording Secretary of the Club and shall be accepted or modified by the Board of Directors. The ticket as finally approved by the Board of Directors shall be posted on the Club bulletin board. In the event any nominee becomes unable or unwilling to serve prior to the annual meeting, the Board of Directors shall designate a replacement nominee. No person shall be nominated without their consent.
- Sec. 5 **Member Nominations.** For the annual election, any ten Resident Members in good standing may nominate candidates who are Resident Members in good standing, for any or all offices, by filing with the Recording Secretary, at least ten days before the date of such annual election, the name of such candidate or candidates for the office or offices for which he/she or they are nominated. Such nominations shall be in writing and signed by the ten Resident Members. No Member shall be nominated for any office without his/her consent. The Recording Secretary shall, with due promptness, post a copy of such ticket conspicuously on the Club bulletin board. Upon the expiration of the time in which to make such nominations, the Recording Secretary shall have printed a ticket containing a list of the offices to be filled at the election, together with the several candidates therefore. This ticket shall be in one column only, with the Officers arranged in the order of their rank from the top downward, commencing with the office of Commodore, and immediately beneath the name of each office shall appear the number to be elected, and the names of the several candidates nominated therefore, in alphabetical order. At the left of the name of each candidate shall be printed a square in which the voter's mark may be placed. Such squares shall be in a straight line, from top to bottom of the ticket, and in no case shall there be any distinguishing marks between the candidates for any office, either in size or style of type or otherwise. The Recording Secretary shall have a copy of this ticket mailed to each member of the Club at least 10 days before the date of the election. Members may

cast their ballot in person on election day or by marking the ballot mailed by the Recording Secretary and returning it to the address indicated on the ballot not later than one day prior to the election. Members electing to vote by mail must sign the envelope in which their ballot is returned to the Recording Secretary, but not the ballot. The Recording Secretary shall give the legal ballots received by mail and a record of those Members who voted by mail to the Nomination Committee on the day of the election. If no nominations for any elective office are made other than the ticket approved by the Board of Directors, it shall not be necessary to prepare and distribute ballots as provided for in this Section.

ARTICLE VIII MEETINGS AND NOTICES

- Sec. 1. **Annual Meeting.** The annual meeting of the Members of the Club shall be held on the second Tuesday in December at a time specified by the Commodore and provided in the notice of the meeting.
- Sec. 2. **Member's Meeting.** In addition to the annual meeting, one additional Member's meeting shall be held on the second Tuesday of May at a time specified by the Commodore and provided in the notice of the meeting.
- Sec. 3. **Special Meetings.** Special meetings may be called, on written application to the Recording Secretary, by ten Resident Members in good standing, provided that such application shall state the purpose for which such meeting is called, and that no business other than that stated in the call shall be transacted at such special meeting. Such meeting shall not be called for on Sunday or any legal holiday.
- Sec. 4. **Rules of Meetings.** Robert's Rules of Order shall govern in all meetings when not in conflict with these by-laws. All motions and resolutions shall be presented in writing if called for by the Recording Secretary.
- Sec. 5. **Quorum.** Fifteen Resident Members, all of whom are in good standing, shall constitute a quorum for the transaction of business at any meeting of the Club. If no quorum appears within thirty minutes after the hour named in the notice of meeting, no meeting shall be held.
- Sec. 6. **Rules of Meetings.** Robert's Rules of Order shall govern in all meetings when not in conflict with these by-laws. All motions and resolutions shall be presented in writing if called for by the Recording Secretary.
- Sec. 7. **Proxy.** A Member having the right to vote, if not personally present at the meetings, may be represented by another member eligible to vote; provided that such representation is authenticated by an instrument in writing filed with the recording secretary at such meeting.
- Sec. 8. **Notices.** All notices, requests, claims, demands and other communications hereunder shall be in writing and shall be given (i) by delivery in person; (ii) by a nationally recognized next day courier service, (iii) by U.S. mail, (iv) by facsimile, or (v) by electronic mail, to the address of the party to whom notice is being sent to the last address on file with the Club or such other address as such party may specify in writing. Notices so given shall be effective upon (i) receipt by the party to which notice is given, (ii) on the next day if delivered by a nationally recognized next day courier service, (iii) on 5th day following mailing if sent by U.S. mail, (iv) immediately if sent by fax if a confirmation is received, or (v) immediately if sent by electronic mail if the email does not "bounce" or cause an error message.

ARTICLE IX INSURANCE AND INDEMNIFICATION

- Sec. 1. **Club Insurance.** The Club shall, at all times, maintain in full force and effect such insurance coverage as is necessary and appropriate to protect the Club from liabilities, including, but not limited to property, fire, casualty, accident and personal liability insurance. The Board of Directors shall insure that the Club develops and implements such risk management policies and procedures are necessary and appropriate for the safe use of the Club and Club property.
- Sec. 2. **Member Insurance.** Every Member of the Club, by virtue of his or their use of the property of the Club or engaging in any activity of the Club, shall, on behalf of himself and any other member of his family or guest be deemed to agree to release from any claim or liability arising from the participation of any such persons or the boats or other property or any of them in any phase of the Club's activities, the Club, the Board of Directors, Officers, Members, employees and representatives and each person or organization whose property is used in connection with such activities, and to agree to indemnify and hold each of the foregoing harmless any loss, damage, claim or liability arising from any such use or participation.

ARTICLE IX
CLUB FLAGS AND UNIFORMS

- Sec. 1 **Club Burgee.** The burgee of the Club shall be a pointed flag, blue field, the hoist being two thirds of the fly. The device shall be a white chevron in width one-fifth of that of the signal, the two arms of which rest on the sinister and dexter bases of the field (the inner sides or points of the arms rest at extreme hoist). The center of the width of the chevron at point shall be at one third the length of the signal from its head.
- Sec. 2 **Officer Flags.** Flag officers flags should approximate one half inch on the fly for each foot of the highest truck above the water on sailing yachts, and for each foot of overall length of power yachts. The hoist shall be two-thirds of the fly. The flags of the officers shall be as follows:
- (a) **Commodore:** A rectangular blue flag with a white device consisting of a fouled anchor set at an angle in the center of a circle of thirteen stars.
 - (b) **Vice-Commodore:** A rectangular red flag, device same as commodore.
 - (c) **Rear-Commodore:** A rectangular white flag, device same as commodore, substituting red anchor and stars.
 - (d) **Fleet Captain:** A rectangular white flag with a blue device consisting of a fouled anchor set at an angle.
 - (e) **Past –Commodores.** A rectangular blue flag with the white device consisting of a row of three stars set vertically nearest the hoist, and a fouled anchor, set at an angle, placed nearest the fly.
- Sec. 3 **Race Committee Flag.** A rectangular flag with a red, vertical, fouled anchor, supported by the two letters R. C. in white on a blue field.
- Sec. 4 **Night Signal.** The distinguishing night signal shall be a coston light showing the colors green, white, green in succession.
- Sec. 5 **Yacht Routine Flags.** Yacht routine and size of flags shall be as prescribed by the Lake Michigan Yachting Association.
- Sec. 6 **Cap Devices.**
- (a) **Commodore:** Two crossed fouled anchors, with flukes down, embroidered in gold; at their intersection a raised disc 5/8 inch in diameter, showing a dark blue ground, with a white chevron pointing to the left inlaid across the face of the disc. the disc to be enameled on metal and surrounded by narrow gold rope bullion and a gold star 2 inch in diameter at each end of, and one above, the device to be worn on band.
 - (b) **Vice-Commodore:** Same as for Commodore, omitting the star above device.
 - (c) **Rear-Commodore:** Same as for Commodore, omitting the stars at each end of device.
 - (d) **Ex-Flag Officers:**
 - (e) **Recording Secretary:** Same as for Commodore, omitting stars and placing small gold maple leaf above device.
 - (f) **Treasurer:** Same as Recording Secretary, substituting a small acorn.
 - (g) **Fleet-Captain:** Same as Recording Secretary, substituting fouled anchor in gold 2 inch long placed horizontally
 - (h) **Race Committee:** Same as Recording Secretary, substituting 1/4 inch by 3/4 inch silver bar.
 - (i) **Owner:** Same as for Commodore, omitting stars.
 - (j) **Member:** Same as for owner, omitting one anchor, the remaining anchor to be vertical.
- Sec. 7 **Sleeve Ornaments.**

- (a) **Commodore:** Five stripes of heavy mohair braid 3/8 inch wide, the first placed 2 inches from end of cuff; the others above 1/4 inch apart, the upper stripe ending in a trefoil extending up with 2 inch gold star embroidered in center of each loop of trefoil.
- (b) **Vice-Commodore:** Same as for Commodore, omitting one stripe and star in upper loop of trefoil.
- (c) **Rear-Commodore:** Same as for Commodore, omitting two stripes and stars in lower loops of trefoil.
- (d) **Ex-Flag Officers:** Ex-flag officers shall be entitled to wear on the sleeve the designation of their rank, but without the stars, excepting past-Commodores will substitute three 1/4 inch gold stars triangularly placed in upper loop of trefoil.
- (e) **Recording Secretary:** Same as for Commodore, omitting three stripes and stars and placing small gold maple leaf in upper loop of trefoil.
- (f) **Treasurer:** Same as for Recording Secretary, substituting small gold acorn.
- (g) **Fleet Captain:** Same as for Recording Secretary, substituting fouled anchor in gold 2 inch long placed horizontally.
- (h) **Race Committee:** Same as for Recording Secretary, substituting 1/4 inch by 3/4 inch horizontal silver bar.
- (i) **Owner:** Same as for Recording Secretary, omitting device.
- (j) **Member:** Same as for owner, omitting one stripe.

Sec. 8 **Service Uniforms.** Service Uniforms for Officers, Members, and Crews as prescribed by the Lake Michigan Yachting Association.

ARTICLE X **AMENDMENTS TO THE BY-LAWS**

These by-laws may be amended by 2/3 vote of the members voting at any meeting of the Club, but no proposal to amend the by-laws may be brought before any meeting unless the notice for such meeting included information that a motion to amend the by-laws would be presented at that meeting. The notice shall specify the general nature of the proposed motion. Any person intending to present such a motion shall inform the Recording Secretary of that intent in sufficient time for the Recording Secretary to include it in the notice for the meeting.