

TRADEWINDS YACHT CLUB BY-LAWS

DATE: October 21, 2006 *(as amended by Amendment 2)*

APPROVED: *by majority vote* by the Members of Tradewinds Yacht Club.

ARTICLE I NAME

The name of this club shall be the Tradewinds Yacht Club (TYC), hereinafter called the Club.

ARTICLE II PURPOSE

The purpose of the Club shall be to: *promote and encourage safe boating; provide an organization for cruising; conduct competitive events and social activities, pursuant to and in compliance with the Articles of Incorporation.*

ARTICLE III MEMBERS

A member is any person with an interest in boating and in good standing with the Club.

ARTICLE IV BOARD OF DIRECTORS

SECTION A – CREATION & DESCRIPTION:

- a). The Board of Directors shall consist of three (3) Directors. One of the Directors shall be the most recent past Commodore. The remaining two (2) Directors shall be elected at large from the members. Members nominated for election to the position of a Director must have been a member of the Club for the last two (2) consecutive years.
- b). To establish the Board of Directors, one Director shall be elected and serve for two (2) years and two Directors shall be elected and serve for one (1) year. Thereafter each year, one (1) Director will be elected to serve for a two (2) year term, with the remaining Director position being assumed by the past Commodore.
- c). The current Commodore will serve as ex-officio, non-voting members of the Board of Directors. At the expiration of the Commodore's term of office, that Commodore will start a one (1) year term as a Director.
- d). The Board shall elect from its membership one person to serve as Chairman of the Board and one person to serve as Secretary to the Board. The Chairman and Secretary shall serve for one year consistent with the fiscal year hereinafter described in these By-Laws. The duties of the Chairman of the Board of Directors shall be to conduct the meetings of the Board of Directors and to act as a spokesman in behalf of the Board. The Secretary of the Board of Directors' duties shall be to prepare minutes of the meetings of the Board of Directors and to preserve the same.

e). The Board shall appoint a Club Media Representative(s). Appointment from the general membership shall be based on ability to provide media services needed by the club and as confirmed by the Board of Directors.

SECTION B – VACANCY MANAGEMENT:

a). Whenever a vacancy occurs in the position of an elected Director, that Director's position shall be replaced by the remaining Directors selecting a member to serve in the vacant position until the next regular election at which time the members are to elect someone to finish out that particular Director's remaining term, if any. Whenever a vacancy occurs in the position of an elected officer the vacancy shall be filled by the Directors selecting a member until the next election at the Annual General Meeting.

b). The Board of Directors shall have the power to remove any Director or elected officer by majority vote of the Directors, Commodore and Staff Officers, excluding the Director or officer subject to removal. Prior to holding a vote to remove a Director or officer, the other Directors must give the Director or officer to be removed at least fifteen (15) days written notice of the meeting before it is called for that purpose. A Director or officer may only be removed for failing to perform his duties as a Director or Officer: not attending meetings; failing to give his or her time and interest in the operation and management of the Club; or in the case of elected officers, failing to perform the duties prescribed in Article V.

c). Any Director or officer removed from office by the Board of Directors has the right of appeal to the Club at a special meeting called for that purpose, and the membership may, by majority vote of those present, reverse the action of the Board and set aside the removal of that board member or officer.

SECTION C – DUTIES:

a). The Board of Directors shall provide general guidance and direction of the policies of the Club. Specific day-to-day administration of Club activities and events shall be the responsibility of the Commodore and Officers as defined in ARTICLE V. The Board of Directors may require the Officers and Committees to report when deemed necessary. The Board of Directors shall not permit the Officers or any Club member to incur debts in excess of annual income and dues without approval of a majority of members at a general or special meeting.

b). The Directors shall share in the accomplishment of the duties of Social Chairperson with the club Officers in addition to their duties of the Board. See Article V Officers, Section B Duties, Paragraph F. (*Added by AMENDMENT 1, October 10, 2004.*)

SECTION D – PROPERTY: All property of the Club shall be vested in and the responsibility of the Board of Directors as trustee for the members thereof, and the Board shall have power to act for and bind the members of the Club, as their agent, in all transactions relating to such property.

SECTION E – RESIDENCY REQUIREMENT: At least one (1) director must be able to claim Illinois state residency to retain a "Not-For-Profit" status for the Club, should the Club be incorporated as such. In the event that the Board of Directors will not have the required Illinois

state resident through attrition and/or election, the Board of Directors will appoint one (1) Illinois resident Club member as a “Director Pro Tem” to retain the “Not For Profit” status for the Club as required. An appointed Director Pro Tem will act as a temporary representative for the Club in matters impacting or actions based on the Club’s “Not-For-Profit” status until the Board of Directors meets the needed residency requirement. The Director Pro Tem position is a non-voting, temporary position of the Board of Directors. A Director Pro Tem may be relieved of his or her responsibilities by personal request to, or a majority vote of the Board of Directors at any time wherein the Board of Directors will appoint a new Director Pro Tem as needed.

ARTICLE V OFFICERS

SECTION A - CREATION & DESCRIPTION:

- a). The elected officers of the Club shall be designated Commodore, Vice Commodore, Power Squadron Commander, Sail Fleet Commander, and Secretary/Treasurer. These positions shall be designated as the Club Officers. All terms of office are one (1) year terms, except for the Secretary/Treasurer, which is a two (2) year term, for the Club’s fiscal year as described in ARTICLE IX. All Officers may not serve for more than two (2) consecutive terms.

- b). To be qualified to hold the position of Commodore, the member must have been a member in good standing of the club for the past two (2) consecutive years. To be qualified to hold the position of any other elected Officer, the member must have been a member in good standing of the Club for the last year prior to the date that member would assume office.

SECTION B – DUTIES OF THE OFFICERS:

- a). Commodore:
 - 1). It shall be the duty of the Commodore to direct the Club, to preside at all meetings of the Club, to officially represent the Club in all external affairs, and to enforce its laws, regulations, and the decisions of the Board of Directors.
 - 2). The Commodore shall ensure that the Club information is disseminated on a periodic basis to the Club Media Representative(s), provide information beneficial to the Club membership and present a favorable image of the Club.
 - 3). The Commodore will ensure the interests of both fleets are considered when making decisions for the Club.

- b). Vice Commodore
 - 1). It shall be the duties of the Vice Commodore to ensure considerations of the interests of both fleets (power/sail) are included in all Club activities.
 - 2). It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his/her duties, and in Commodore’s absence, to act in his/her stead. In the event the Commodore is unable to complete his or her term of office, the Vice Commodore will assume the position of Commodore until the election at the next Annual General Meeting.
 - 3). Prepare and submit articles to the Club Media Representative(s) for periodic newsletters, announcements or updates for the benefit of the Club membership as needed.

c). Power Squadron Commander

- 1). Represent the interests and concerns of the power boating members of the Club in all meetings and Club activities.
- 2). Assist the Commodore and Vice Commodore in the discharge of their duties.
- 3). *(Deleted IAW AMENDMENT 1, October 10, 2004.)*

d). Sail Fleet Commander

- 1). Represent the interests and concerns of the sail fleet members of the Club in all meetings and Club activities.
- 2). Assist the Commodore and Vice Commodore in the discharge of their duties.
- 3). Act as the Race Chairperson to direct and conduct racing events for the Club ensure race event information is disseminated in a timely basis to the Club Media Representative(s).

The Race Chairperson's responsibilities include:

- (a). Overall responsibility for the operation and administration of the Race Program and all related events as determined by the Commodore and agreed to by the Race Chair.
- (b). Preparation of the schedule of races and events to be presented to the membership by the Club including all series racing, special club events and lake-wide events which involve racing.
- (c). Preparation and circulation of a committee boat schedule including alternates to encompass the year's activities.
- (d). Calculation and circulation of most recent PHRF ratings for the Club.
- (e). Coordinate race generated financial records and monies with the Treasurer.
- (f). Conduct skipper's meetings for racing events.
- (g). Procure and award trophies.
- (h). Prepare and submit race event articles to the Club Media Representative(s).
- (i). The Race Chair shall lead all race committees. Race Committees shall have authority to regulate and control the races and regattas held by the Club.

e). Secretary/Treasurer

- 1). It shall be the duty of the Secretary/Treasurer to keep a record of all Club meetings.
- 2). Keep a roster of the officers and committees and keep a roll of the members and their yachts.
- 3). Report to the Club at its Annual General Meeting and to the Board of Directors as required.
- 4). Collect all monies due the Club, make such disbursements as are ordered or approved by the Officers, keep account of all Club monetary investments, and make a financial report to the Club at General Membership Meetings.

5). Prepare and submit rosters, reports and articles to the Club Media Representative(s).

e). Club Media Representative(s)

The appointed position(s) of the Club is (are) the Media Representative(s) who will provide media support services to the Club (i.e.: web site, e-mail lists, electronic newsletters, etc.) The Board of Directors appoints the Club Media Representative(s) and the term(s) of appointment shall be undefined until self-terminated by the representative or terminated by the Board of Directors.

(1). Establish and maintain a club web site for the timely dissemination of club information and present a favorable image of the Club.

(2). Publish and disseminate a Club Newsletter as needed.

f). Social Chairperson (*IAW AMENDMENT 1, October 10, 2004*)

All Board of Directors and Officers shall accomplish the duties of the Social Chairperson as needed to direct and conduct social events for the Club and ensure social event information is disseminated in a timely basis to the Club Media Representative(s).

The Social Chairperson's responsibilities include:

(a). Set the social calendar.

(b). Recruit party hosts as needed for Club parties.

(c). Lead any social committees, when established per Article VI.

(d). Coordinate with the Treasurer for availability of budgeted funds for each scheduled social event.

(e). Accept volunteers to help plan and organize, procure provisions for, set-up, run, and/or clean-up after all social events.

(f). Prepare and submit social event articles to the Club Media Representative(s).

ARTICLE VI COMMITTEES

There shall be no standing committees. However, the Officers may appoint committees such as a social, race, or event committee as the need arises or by request of the general membership.

ARTICLE VII MEETINGS

SECTION A – GENERAL MEMBERSHIP MEETINGS:

a). General membership meetings shall be held a minimum of three (3) times a year, within the months of January or February, September and October or November. However, the Officers may set a different date for the meetings to allow for maximum participation of Club members. The Secretary/Treasurer shall mail, e-mail or post to the Club web site, notification of the meeting at least fifteen (15) days prior to the meetings.

- b). The Tradewinds General Membership Meeting shall be held in January or February for the primary purpose of installing the newly elected Club Directors and Officers while recognizing the departing Directors and Officers.
- c). The Annual Nominations Meeting shall be held in September for the primary purpose of nominating officers for election in accordance with ARTICLE VIII.
- d). The Elections General Membership Meeting shall be held after the last Club event of the season, in October or November, for the primary purpose of electing Club Officers and receiving a post-season financial status report by the Club Secretary/Treasurer.
- e). Special meetings of the members may be called at the request of the Commodore, or by the written request of ten (10) of the members, or at the request of the Board of Directors. Such special meetings shall have power to transact only that specific business for which the meeting was called. The Secretary/Treasurer shall mail, e-mail or post to the Club web site, notification of the meeting at least fifteen (15) days prior to any special meeting, and state the business under consideration for such special meeting.

SECTION B – BOARD OF DIRECTORS MEETING:

- a). The annual Board of Directors meeting shall be held prior to the start of the Club Fiscal Year in accordance with ARTICLE IX or before the first Club event. Invited to this meeting shall be the current Commodore and Officers and the Commodore-elect and Officers-Elect.
- b). Other Board of Director meetings may be called as deemed necessary by the Board of Directors.

SECTION C – GENERAL ORDER OF BUSINESS AT MEETINGS:

- a). The general order of business at all meetings shall be as follows as practical and applicable:
 - 1). Call to Order (presence of quorum)
 - 2). Reading of minutes of previous meetings
 - 3). Communications
 - 4). Reports of officers
 - 5). Reports of committees
 - 6). Elections
 - 7). Unfinished business
 - 8). New business
 - 9). Adjournment.

ARTICLE VIII NOMINATIONS AND ELECTIONS

SECTION A – NOMINATIONS:

- a). Nomination of candidates to succeed vacating Board of Directors or Officers may be made by any Club member in good standing at the Annual Nominations Meeting. Nominations will

not be accepted from the floor at the Fall General Membership Meeting. Officer nominees must have been a member in good standing of the Club for the previous year prior to the date that member would assume office. The Commodore and Board of Director nominees must have been a member in good standing of the Club for the previous two (2) years prior to the date that member would assume office.

b). Club members in good standing who are unable to attend the Annual Nominations Meeting may make absentee nominations. Absentee nominations shall be made by notarized written nominations containing the nominee's name as well as the clearly written name of the Club member making the nomination. The Secretary/Treasurer must receive such written nominations a minimum of four (4) calendar days prior to the Annual Nominations Meeting.

c). It is the duty of the Secretary/Treasurer to verify that all persons nominated are Club members in good standing, meeting the qualifications of office, that their nominations have been seconded and that they are willing to serve the term of office if so elected.

d). The Secretary/Treasurer shall include all nominees on the ballot and mail the ballot to all members at least fifteen (15) days prior to the Fall General Membership Meeting. The Secretary shall also notify the members of the election procedures, the mailing address for Absentee Ballots as well as the proposed slate of nominees.

SECTION B – ELECTIONS:

a). All vacancies on the Board of Directors or Officers shall be elected at the annual meeting each year by a majority of the members present.

b). Voting shall be by secret ballot, except in the case of Absentee Ballots and based on one (1) vote per family membership, per ARTCILE IX. Ballots containing write-in names for Officers or Directors will not be accepted. Voting by proxy is not authorized. No member of the Board of Directors or Officers shall divulge the name of anyone submitting an absentee ballot or how they voted.

c). Upon the completion of the voting at the Fall General Membership Meeting, the Officers shall excuse themselves from the meeting to review the ballots and count the votes for each candidate. Upon completion of the count of votes, the Commodore shall announce the Officers and Directors-elect.

d). Only club members in good standings and who have paid their dues 30 days prior to the voting date may participate in any TYC voting. (*IAW Amendment 2, October 21, 2006*)

SECTION C – COMMENCEMENT OF TERM OF OFFICE:

a). The term of office shall commence immediately upon installation of said Officers at the Tradewinds General Membership Meeting held in January or February (reference Article VII, paragraph b).

ARTICLE IX MEMBERSHIP

a). Membership is open to anyone with an interest in boating. Members shall be required to pay annual dues, based on a by-family basis to establish an active membership. Active membership shall entitle all dependents resident in the family household to general privileges of the Club.

b). Any member accused in writing of conduct unbecoming or damaging to the good name of the Club, shall be notified of such charges and details by the Secretary, and be given an opportunity to be heard in that member's own behalf before the Board of Directors. Upon such hearing or upon failure of the member to appear, the Board may, if it finds the charges proved, admonish or suspend said member, or, upon vote of a majority of Directors, declare that membership forfeited. Such member has the right of appeal to the Club at a special meeting called for that purpose and the membership may, by majority vote of those present, reverse the action of the Board and set aside all penalties.

c). The fiscal year of the Club shall be observed as March 1 of the current year through February 28 of the next year. Dues shall be due and payable on or before March 1st of each year. Failure to renew membership, including payment of dues by March 31st of each year, shall automatically result in suspension of membership until dues are paid in full.

(1). Failure to pay renew membership by March 1, shall incur a \$10.00 surcharge onto their membership fee. *(IAW Amendment 2, October 21, 2006)*

(2). Membership dues collected after October 1 shall be applied to the next fiscal year. (Reference Article VIII, Section B, Paragraph d.)) *(IAW Amendment 2, October 21, 2006)*

d). Dues for Club membership may be increased or decreased by a vote of a majority of the members present at any General Membership Meeting or special meeting called for that purpose. Prior to the dues being changed, the Secretary/Treasurer shall include specific detail that dues will be under consideration within the meeting notification per ARTICLE VII.

e). Club members are highly encouraged to access Club information to the greatest extent possible via the Club web site.

f). Club members are highly encouraged to volunteer or answer requests to assist the elected and appointed officials accomplish their duties.

SECTION A - NOTIFICATION TO MEMBERSHIP:

a). US Mail and Electronic Mail (e-Mail) shall be accepted as an accepted form of communication for all TYC functions including nominations, elections and general meeting announcements. The method of notification will be determined by each member and will be indicated on each yearly membership form and recorded by the Secretary/Treasurer.

ARTICLE X AMENDMENTS

a). Any Club Member in good standing may submit a change request or amendment consideration to these By-Laws. Submissions shall be in writing and submitted to the Club

Secretary. The Club Secretary shall include the submission in the agenda of the next General Membership Meeting for discussion and consideration.

b). Amendments and changes accepted to these By-Laws shall be by a two-thirds (2/3) majority vote of those members present at any meeting that includes consideration of an amendment or change to these By-Laws.

c). Each year the Board of Directors shall review these by-laws and recommend appropriate changes if they believe same desirable.

ARTICLE XI NO DISCRIMINATION

No person shall be denied membership in this Club, nor shall the Club discriminate in any manner against any member by reason of race, religion, color, sex, or creed.

AMENDMENT 1

Title: *Reassignment of Social Chairperson Duties*

Accepted October 10, 2004

Summary: Amendment 1 seeks to relieve the Power Squadron Commander of *sole* responsibility for the duties of the Social Chairperson and assign those duties as shared duties across the Board of Directors and Officers.

Discussion: Amendment 1 was proposed to the general assembly of club members on Saturday, September 18, 2004, during the meeting held for annual nominations for Board of Director and Officer elections. As presented by David Isom, Commodore - The duties of Social Chair are extensive and often involve more work than a single person can effectively accomplish. Sharing the duties for Social Chair across the Board of Directors and Officers ensures that several members will be involved in the planning, support and execution of social events to vastly increase the probability of success of club social events.

By-Law Changes:

ARTICLE IV, Board of Directors, Section C, Duties – designated the original single paragraph as Paragraph A without changing the verbiage.

ARTICLE IV, Board of Directors, Section C, Duties – added Paragraph B: *“The Directors shall share in the accomplishment of the duties of Social Chairperson with the Club Officers in addition to their duties of the Board. See ARTICLE V, Officers, Section B Duties of the Officers, Paragraph F.”*

ARTICLE V, Officers, Section B, Duties of the Officers, Paragraph C, Power Squadron Commander, Number 3 – Deleted and annotated.

ARTICLE V Officers, Section B, Duties of the Officers – added Paragraph F, Social Chairperson: *“All Board of Directors and Officers shall accomplish the duties of the Social Chairperson as needed to direct and conduct social events for the Club and ensure social event information is disseminated in a timely basis to the Club Media Representative(s).*

The Social Chairperson’s responsibilities include:

- (a). Set the social calendar.*
- (b). Recruit party hosts as needed for Club parties.*
- (c). Lead any social committees, when established per Article VI.*
- (d). Coordinate with the Treasurer for availability of budgeted funds for each scheduled social event.*
- (e). Accept volunteers to help plan and organize, procure provisions for, set-up, run, and/or clean-up after all social events.*
- (f). Prepare and submit social event articles to the Club Media Representative(s).”*

AMENDMENT 2

Title: *Further Defining Voting Eligibility and Dues Collection*

Accepted October 21, 2006

Summary: Amendment 2 further defines a member in “good standing” for voting purposes and establishes a cut-off date for dues payment to retain membership without a break and consequences for paying dues after a cut-off date for members renewing their annual membership.

Discussion: Amendment 2 was proposed to the general assembly of club members on Saturday, October 21, 2006, during the meeting held for annual voting for Board of Director and Officer elections. Commodore Stephen Hollingsworth presented a summary of the amendment as described above, with Secretary/Treasurer Bill Mackenzie providing the specific verbiage to be used in the TYC By-Laws.

By-Law Changes:

Article VIII Nominations and Elections

Section B - Elections:

ADD: d). Only club members in good standings and who have paid their dues 30 days prior to the voting date may participate in any TYC voting.

Article IX Membership

Paragraph c.)

ADD (as sub-indented paragraphs (1) and (2):

(1). Failure to pay renew membership by March 1, shall incur a \$10.00 surcharge onto their membership fee.

(2). Membership dues collected after October 1 shall be applied to the next fiscal year. (Reference Article VIII, Section B, Paragraph d.)

Article IX Membership

ADD: SECTION A - NOTIFICATION TO MEMBERSHIP:

a). US Mail and Electronic Mail (eMail) shall be accepted as an accepted form of communication for all TYC functions including nominations, elections and general meeting announcements. The method of notification will be determined by each member and will be indicated on each yearly membership form and recorded by the Secretary/Treasurer.