

AMENDED AND RESTATED BY-LAWS
OF
CALHOUN YACHT CLUB
ADOPTED, _____ 2015

These By-Laws are adopted under the authority of the Articles of Incorporation of Calhoun Yacht Club.

SECTION I: DEFINITIONS

- (a) "CYC" means Calhoun Yacht Club, a Minnesota non-profit corporation located and operating on and nearby Lake Calhoun in Minneapolis, MN.
- (b) A "Member" means an individual who has become a member of the CYC as set forth in Section IV of these By-Laws.
- (c) An "Honorary Member" shall consist of Lake Calhoun Sailing School students who participate in races using Lake Calhoun Sailing School-owned 420 yachts, and such other individuals designated by the Board from time to time.
- (d) A "Voting Member" is a Member, other than an Honorary Member, who holds active membership in a class of membership with voting rights as established or changed by the Board from time to time as set forth in Section IV of these By-Laws.
- (e) The "Membership" comprises all Members of the CYC.
- (f) The "Board" or "Board of Directors" means the board of directors of the CYC.
- (g) The "Officers" shall comprise the Commodore, Vice Commodore, Rear Commodore, Sailing Captain, Secretary, and Treasurer.
- (h) The "Sailing Roster" shall comprise the owner or owners of all yachts for which the appropriate registration fee shall have paid for that year, and all of the Members registered as skippers for each of said yachts.
- (i) A "Racing Event" shall comprise any one of a class's season championship, individual series, or individual race, for which a trophy is to be awarded. A Racing Event may include races from one or more other Racing Events.
- (j) "Finishing Position" shall mean first, second, or third place in a multi-race Racing Event, or first place in a single race Racing Event, or such other place as shall be designated by tradition unless altered by action of the Board.
- (k) The "Race Committee" shall comprise the Sailing Captain, and at least one competitor from each fleet for which races are scheduled, including each Fleet Captain, not to comprise less than three Members total.
- (l) The "Fleet Captain" shall be a person from a fleet having at least one Racing Event, and who shall be appointed jointly by the Commodore and Sailing Captain to serve on the Race Committee and to assist the Sailing Captain in discharging his/her duties.

(m) “Head Judge” means the person selected by the Board to serve as judge for races that are part of the Championship Series.

(n) “Scorekeeper” means the person selected by the Board to record, tabulate and publish the results of all CYC races and series as reported by the judges.

(o) “Act” means the Minnesota Nonprofit Corporation Act codified as Chapter 317A of the Minnesota Statutes, as amended.

SECTION II: OFFICERS AND DUTIES OF OFFICERS

The Officers of the CYC shall comprise the Commodore, Vice Commodore, Rear Commodore, Sailing Captain, Secretary, and Treasurer. The Officers shall be elected by the Voting Members, and may be removed by upon a vote of 2/3 of the Directors. Each Officer shall serve a term from the date of his/her election until the next annual meeting of the Membership has been held and his or her successor has qualified and been elected, or until his or her earlier death, resignation, removal or disqualification. Each Officer must be a Member of the CYC. Each Officer shall be, by virtue of his or her office, be a Director of the CYC. The Officers and their duties are as follows.

(a) **COMMODORE.** The Commodore shall serve as the president of the CYC subject to the following:

- (1) The Commodore shall report to the Board and take direction from the Board.
- (2) Preside at meetings of the Membership and the Board; enforce the provisions of these By-Laws and the Articles of Incorporation; and supervise the operations and activities of the CYC.
- (3) Call meetings of the Membership and of the Board as required by the Articles of Incorporation and by these By-Laws.
- (4) Assume the office of Rear Commodore following his/her term of office.
- (5) Communicate relevant information to the Members concerning the CYC as required by these By-Laws or as appropriate.
- (6) The Commodore shall not have the authority to appoint or remove any junior officers.

(b) **VICE COMMODORE.** The Vice Commodore shall serve as a vice-president of the CYC subject to the following:

- (1) The Vice Commodore shall report to the Board and take direction from the Board.
- (2) Assist the Commodore in the discharge of the Commodore’s duties.
- (3) Officiate at Membership and Board meetings in the absence of the Commodore.
- (4) Serve as acting Commodore in the absence or incapacity of the Commodore.
- (5) Gather and coordinate the engraving and repair of all CYC trophies.
- (6) At the direction of the Board, purchase property and equipment suitable for supporting the operations of the CYC, and deploy and maintain CYC property and equipment, appointing and obtaining assistance from such other Members as necessary to perform these duties.

(c) REAR COMMODORE. The Rear Commodore shall serve as a vice-president of the CYC subject to the following:

- (1) Unless determined otherwise by the Board, the outgoing Commodore shall serve as the Rear Commodore in the year immediately following his or her service as the Commodore. The Rear Commodore shall report to the Board and take direction from the Board.
- (2) The current Rear Commodore, together with the two most recent ex Rear Commodores who are still Members, shall submit to the Board a slate of nominees to serve as Officers and Directors for the following year.
- (3) The Rear Commodore shall perform such duties as may be assigned to him from time to time by the Board.

(d) SECRETARY. The Secretary shall serve as a vice-president of the CYC subject to the following:

- (1) The Secretary shall report to the Board and take direction from the Board.
- (2) Make and maintain minutes and other records of all meetings of the Membership and of the Board in a manner suitable for these purposes.
- (3) With the Treasurer, coordinate collection of Members' dues and yacht registration fees.
- (4) Cooperate with the Treasurer to maintain a current copy of the Sailing Roster and make same available to the Scorekeeper, the Membership roster, and the members of the Race Committee by the start of the sailing season, and to periodically update the Sailing Roster during the season.
- (5) Notify the Members of every Membership meeting, and the Directors of every Board meeting.
- (6) Disseminate such other notices as required by the Articles of Incorporation or these By-Laws.
- (7) Conduct such correspondence as the Commodore or the Board may direct.
- (8) Prepare such reports of the activities of the CYC that he/she, the Commodore, or the Board may deem advisable.
- (9) With the Treasurer, maintain appropriate records of the CYC as specified by the Board or required by prudent business practices. These include but are not limited to copies of insurance policies, licenses, permits, and other legal, operating, and financial documents.

(e) TREASURER. The Treasurer shall serve as a vice-president of the CYC subject to the following:

- (1) The Treasurer shall report to the Board and take direction from the Board.
- (2) Maintain records of all CYC assets, property, and equipment and the locations thereof.
- (3) Propose an annual budget following the annual meeting of the Membership appropriate for funding CYC activities during the following year.
- (4) Monitor the CYC financial condition, and alert the Commodore and Board of unexpected expenses.

- (5) Provide notices by March 1 to all of the previous year's Members and to each person indicating an interest in membership, that such persons should provide membership applications and associated fees for the current year by April 15.
- (6) On May 1 of each year, send a notice to all persons who received the March 1 notice and have not yet provided membership application and the associated fees, reminding them that no races by them or their yacht will be counted for trophy purposes until such application and fees have been remitted.
- (7) On May 15 of each year create a list of the previous year's Members who have not yet provided an application and fees for the current year.
- (8) Receive all monies paid to the CYC, and deposit same in the name of the CYC in such bank as may be designated by the Board.
- (9) Pay obligations of the CYC as authorized by the Board.
- (10) Maintain financial records and make a financial report to the Board at each regular Board meeting and to the Membership at each annual meeting.
- (11) Make available the financial records to the Board for inspection and review prior to each annual meeting.
- (12) File tax returns as state and federal tax laws shall require.

(f) **SAILING CAPTAIN.** The Sailing Captain shall serve as a vice-president of the CYC subject to the following:

- (1) The Sailing Captain shall report to the Board and take direction from the Board.
- (2) By February 15 of each year, prepare racing, judging, safety boat, and tender boat schedules (Schedules) and present same to the Board for discussion and approval.
- (3) Each winter, prepare a proposed set of Sailing Instructions that specify local rules governing the conduct of races.
- (4) Serve as the chair of the Race Committee.
- (5) With the Race Committee and the Head Judge, manage and direct the conduct of races.
- (6) Appoint protest committee members as necessary to decide protests.
- (7) Select individual Racing Event award trophies and cause the appropriate engraving of permanent (traveling) CYC trophies for presentation to winners of them.
- (8) Serve as chair for the committee managing any regatta sponsored by the CYC.

SECTION III: OPERATION AND DUTIES OF THE BOARD OF DIRECTORS

- (a) The Board shall be involved with and have the responsibility for the general management of the CYC's operations and affairs, overseeing the conduct and performance of the Officers and their duties, and for executing the duties and responsibilities as specified throughout these By-Laws.
- (b) The Board shall comprise the Officers, who shall serve as Directors by virtue of being Officers ("Ex Officio Directors") and up to six additional Directors, all of whom shall be Members. Subject to the Board's authority to appoint individuals to fill vacant seats on the Board as set forth in these By-Laws, Directors (other than Ex Officio Directors) shall be elected by the Members and shall

hold office for a period of two years and until the director's successor is elected and qualifies or until the earlier death, resignation, removal or disqualification.

(c) The Board will consist of the Ex Officio Directors and two additional classes of Directors solely for purposes of staggering the terms of the Directors on the Board, and each additional class shall, to the extent possible, have an equal number of Directors. Directors in the first additional class shall be elected in even numbered years and Directors in the second additional class shall be elected in odd numbered years.

(d) Vacancies in the Board (other than with respect to Ex Officio Directors) resulting from the death, resignation, removal or disqualification of a Director may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors, although less than a quorum. Newly created seats resulting from an increase in the authorized number of Directors by action of the Board as permitted by these By-Laws may be filled by a majority of the Directors serving at the time of such increase, and each such Director appointed pursuant to this Section III shall serve until such Director's successor is elected by the Members at their next annual meeting, or his or her earlier death, resignation, removal, or disqualification.

(e) The Board shall meet once a month, January through July inclusive of each year, on a date as selected by the Commodore. Special Board meetings may be called by the Commodore, the Treasurer or by any two Directors upon one week's notice.

(f) A majority of the Directors then in office shall constitute a quorum to transact business. Unless a greater number is required by the Act, Articles of Incorporation or these By-Laws, the board shall act by a majority of the Directors present at a meeting at which a quorum is present.

(g) The Board shall:

(1) review and if they deem it appropriate, authorize payments of CYC funds by the Treasurer.

(2) review the annual budget proposed by the Treasurer, modify the annual budget as appropriate to provide for funding of CYC activities, and approve a final annual budget.

(3) Annually review and propose changes deemed necessary to the proposed Sailing Instructions provided by the Sailing Captain, and approve the final Sailing Instructions.

(4) Annually set the dues for each class of Member and the racing fees for yacht registration.

(5) Annually appoint the Head Judge and the Scorekeeper for that year.

(6) Name such informal committees of Members and volunteers and committee chairpersons as they deem necessary to further the activities and operations of the CYC.

(h) No Director may vote on a motion for his or her expulsion.

SECTION IV: MEMBERSHIP

(a) Any person who, for the year in question, has submitted a completed membership application to the Treasurer and paid the prescribed membership fee for the class of membership involved, and which application has not been rejected by the Board of Directors, shall be a Member. Any person who shall meet the requirements of Member as specified in this Section IV is a Member in the specified class, and has the rights and responsibilities thereof.

(b) A Member joins and rejoins the CYC with a term running from May 1 of each year to April 30 of the following year. The Board may for good cause expel any Member by the affirmative vote of 2/3 or more of the Directors then in office.

(c) The Board may, subject to these By-Laws and the Articles of Incorporation, on an annual basis, change or eliminate existing classes or establish one or more new classes of membership and the specific rights (including voting rights), privileges and membership fees of each such class. Any such change shall become effective on May 1 of each year.

(d) Each Voting Member has one vote for each matter presented to the Members for a vote. Non-Voting Members shall not have any right to vote on matters presented to the Members.

(e) Each person seeking to become a Member in any category shall provide to the Secretary or the Treasurer a written application for membership, which shall state the type of membership desired, the applicant's and other family members' full name(s) when a family membership is desired, address, age if relevant, and the associated yacht ownership or affiliation if relevant. In a case where the applicant is under eighteen (18) years of age at the time of applying, the applicant shall include a parent's full name and a signature of that parent agreeing to the membership. Each application shall include the applicant's signature agreeing to be bound by the Articles of Incorporation and By-Laws of the CYC, and by any liability waivers on the part of the Member with respect to the CYC, its directors, officers and volunteers. Payment of the annual membership dues and racing fees, if any set for the requested category of membership, shall be included with the application.

(f) The CYC shall provide to each Racing Member a copy of the Sailing Instructions and a copy of the Racing Schedule. Such copies may be provided by making same available on a CYC web site.

SECTION V - MEMBERSHIP MEETINGS

(a) ANNUAL MEETING. Before September 15 of each calendar year, the Commodore shall select a date between October 1 and November 30 of that year for an annual Membership meeting, and substantially concurrently provide notice of the annual meeting to all Voting Members.

(b) SPECIAL MEETINGS. The Commodore, any two Directors or any three (3) Voting Members may call a special meeting of the Members by providing written demand thereof to the Commodore. Upon receipt of such demand, the Commodore shall call a special meeting of the Members within one month by providing notice to the Members. This notice shall be mailed at least five (5) days prior thereto and no earlier than sixty (60) days prior thereto. However, notice of a meeting at which a plan or agreement of merger, liquidation, dissolution, or sale of substantially all of the assets of the CYC is to be considered shall be mailed to the Members not less than fourteen (14) days nor more than sixty (60) days prior thereto. Every notice of any special meeting called pursuant to this Section shall state the purpose or purposes for which the meeting has been called, and the business transacted at all special meetings shall be confined to the purpose stated in the notice.

(c) ORDER OF BUSINESS. At all annual Membership meetings, the order of business shall be substantially as follows:

- * Minutes of the previous annual meeting
- * Report of the Commodore
- * Report of the Secretary

- * Report of the Treasurer
- * Old business
- * New business
- * Presentation of nominations for Officers and Directors (if appropriate)
- * Nominations from the floor (if appropriate)
- * Voting on nominated Officers and Directors (if appropriate)
- * Adjournment

(d) QUORUM. Ten percent of the Voting Members shall constitute a quorum at a Membership meeting. The Members may take action by the affirmative vote of a majority of the Voting Members present at a meeting at which there is a quorum, except as expressly provided otherwise in these By-Laws, the Articles of Incorporation or the Act. In case a quorum shall not be present at a meeting, those Voting Members present may adjourn to such day as they shall, by majority vote, agree upon, and a notice of such adjournment shall be mailed to each Voting Member at least five (5) days before such adjourned meeting. If a quorum is present, a meeting may be adjourned from time to time without notice other than announcement at the meeting. At adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. If a quorum is present when a duly called or held meeting is convened, the Voting Members present may continue to transact business until adjournment, even though the withdrawal of a number of Voting Members originally present leaves less than a quorum.

(e) VOTING. Voting shall be conducted by ballot if requested by three (3) Voting Members present. There shall be no voting by proxy.

SECTION VI - CONDUCT OF RACES

SAFETY PRINCIPLE: All Members recognize that yacht racing activities occur on relatively large bodies of water and that weather conditions may change quickly, and thus create a risk of harm to all participants. All Race Committee decisions shall first of all reduce this risk to the degree reasonably possible. No Race Committee decision shall conflict with this safety principle for the participants.

(a) Races shall be conducted according to the most current version of The Racing Rules of Sailing published by US Sailing, as modified by the CYC Sailing Instructions, and shall comply with all applicable governmental laws and regulations. The Race Committee shall be responsible for the conduct of races, provided that after the first sound or other indication (Signal) given by the Head Judge or other judge (Judge) that begins the management of a race, the Judge shall decide all details regarding safe and efficient race management.

(b) The Race Committee shall:

(1) Make race-day decisions regarding the conduct and management of races, not to conflict with the Sailing Instructions, and not to conflict with the Judge's responsibility for race management after the Signal.

(2) Prepare prior to April 15 of each year, Sailing Instructions providing:

(A) Instructions for starting each race.

- (B) Definitions of courses for each class.
- (C) Authority for the Judge to alter a course after its announcement or during a race.
- (D) Criteria for postponing or canceling a race.
- (E) Criteria for rescheduling postponed and cancelled races. Notice shall be given to all Members on the Sailing Roster at least three days before the date of a rescheduled race.
- (F) Select an official scorer and the Judge. The Judge conducting each race shall record the starting and finishing yachts for each race on a score sheet, starting and finishing times where appropriate, and provide each such score sheet to the official scorer. Other information pertinent to the conduct and scoring of races shall also be recorded.
- (G) Procedures for scoring races and determining series and season standings.
- (H) Hear appeals of the decisions of a Protest Committee.
- (I) Provide for training and instruction of Members in safe operation of CYC equipment, individual yachts, and Park Board equipment.
- (J) Assist Members and others in understanding the Racing Rules and Sailing Instructions.

SECTION VII – GENERAL PROVISIONS

- (a) COMMUNICATIONS AND NOTICES. Communications and notices from Officers or the Board to Members may be given by e-mail directed to each Member affected by the content of the e-mail.
- (b) CHANGES IN THE ARTICLES AND BY-LAWS. The Articles of Incorporation and the By-Laws may be amended or new ones adopted in accordance with Article X of the Articles of Incorporation.
- (c) RECORDS. Records shall be maintained to comply with pertinent statutes and regulations, and in a manner that appropriately records the history and activities of the CYC.

IN WITNESS WHEREOF, I hereby certify that the foregoing Amended and Restated By-Laws were duly adopted as the By-Laws of Calhoun Yacht Club effective as of _____
 ____.

By: _____

Its: _____