



BYLAWS SOUTH HAVEN YACHT CLUB

ARTICLE I NAME

Section 1.1 This organization shall be known as the South Haven Yacht Club (the "Club").

ARTICLE II PURPOSE

Section 2.01 The purpose of the Club is to encourage the sport of boating, to promote the science of seamanship and to provide and maintain a clubhouse and docks for its members.

ARTICLE III MEMBERS

Section 3.01 **Membership Classes:**

- A. Junior Members are those under thirty (30) years of age at the beginning of the calendar year.
- B. Honorary Members shall consist solely of those Members who are granted this classification at the discretion of the Board of Governors, and, when granted, the member(s) will be announced and recognized at the annual meeting.
- C. Life Members are those who have attained the age of 65 years and have been Voting Members for 25 years or more.
- D. Standard Members are those who are not Junior, Associate, Honorary or Life Members. Standard Membership includes spouses or domestic partners, and the Standard Member's children under the age of 22 (as of January 1st) provided that each Standard Member unit (e.g. spouses and minor children) shall have only one vote.

Section 3.02 **Definitions and Limitations:**

- A. "Member" refers to Junior Members, Associate Members, Honorary Members, Life Members and Standard Members, collectively.
- B. "Voting Member" refers to Junior Members, Life Members and Standard Members, collectively.
- C. Only Voting Members are permitted to vote and hold a Club office.
- D. Membership and any attendant rights may not be assigned or transferred except as provided herein. In the event of the divorce of Standard Member spouses or the separation of Standard Member domestic partners, the spouses or partners, as the case may be, shall designate which of them shall retain the membership and attendant rights. If they fail to do so in a timely manner, the Board shall make such decision which decision shall be final. If both spouses and domestic partners wish to remain as members, they may do so. In such event they shall designate how their accumulated membership rights shall be allocated between them. If they fail to do so in a timely manner the Board shall make such decision which decision shall be final. In the event of the death of either Standard Member spouse or domestic partner, the survivor shall remain a Standard Member with all attendant rights.
- E. Subject to subparagraph D, above, upon the death, resignation or expulsion of a Member, all of the Member's right and interest in the Club shall cease.

Section 3.03 Eligibility:

Any person over the age of 18 and recommended, in writing, by two (2) or more Voting Members, shall be eligible for membership in the Club, without regard to race, creed, gender or religion.

Section 3.04 Application for Membership:

An applicant shall complete an Application for Membership and will obtain the written recommendation of two (2) or more Voting Members. The completed Application for Membership will be submitted to the Board of Governors who will vote on the acceptance/rejection of the application. Notice of approval or rejection of the application will be communicated to the applicant promptly.

Section 3.05 Approval:

If accepted, the Secretary will send the applicant an invitation to join the Club along with a member information sheet. The applicant must return the completed member information sheet, accompanied with all initiation fees and dues for the remaining portion of the year within the time period specified in the invitation. Upon receipt of the required information, fees and dues, the Secretary will enter the name of the new member on the Club roster and provide membership cards, a member directory, a copy of these Bylaws and all Club Rules to the new Member.

Section 3.06 Limit of Membership:

Until otherwise provided by the Board of Governors, the Club shall be limited to 300 Voting Members.

Section 3.07 Waiting List:

When the limit of membership has been reached, the names of all approved applicants for membership shall be placed upon a waiting list and thereafter any vacancies that occur in the Voting Members of the Club, shall be filled from the waiting list in the order in which such completed applications have been received.

Section 3.08 Suspension, Expulsion or Reprimand:

Any Member may be reprimanded, suspended or expelled from membership for:

- A. Violation of these Bylaws or any Club Rules.
- B. Failure to meet any financial obligations to the Club.
- C. Repeated violation of the recognized standards and rules of rights of way and safety in the operation of a vessel during Club events.
- D. Conviction of a felony or crime of moral turpitude.
- E. Committing or expending the club's money without prior board approval.

Section 3.09 Resignations:

Any Member may resign by notifying the Secretary in writing.

Section 3.10 Membership Cards:

Upon election to membership and payment of any fees and dues, the Secretary shall issue membership cards to each Member.

Section 3.11 Member Meetings:

- A. **Annual Meetings.** The Annual Meeting of Members shall be held on the date and at the time as designated by the Board of Governors.
- B. **Special Meetings.** The Commodore may call, or upon request of 20% of the Voting Members, will call, a Special Meeting of Members.
- C. **Quorum; Voting; Proxy.** At any Member meeting, twenty-five (25%) percent of the Voting Members, present in person or by written proxy, shall constitute a quorum. Proxies must be in such form as designated by the Board of Governors. A majority of those present shall be required to approve all matters except as otherwise required by law or these Bylaws.

- D. **Place of Meeting.** All Member meetings shall be held at the Club or such other place in the City of South Haven designated by the Commodore and identified in the Notice of Meeting.
- E. **Telephonic or Electronic Participation.** A Member may participate in a meeting telephonically or through other electronic participation, provided all persons participating in the meeting can hear or otherwise communicate with each other.
- F. **Notice of Meetings.** Written or electronic notice of all Member meetings shall be given by the Secretary to each Member at least ten (10) days prior to such meeting, stating the time and place of the meeting, accompanied by an agenda, an approved proxy form, and such additional material as designated by the Board. Only the business identified in the notice or agenda may be carried on at a Special Meeting. Notice shall be deemed complete upon mailing, personal delivery or electronic transmission.

Section 3.12 Duties of the Voting Members:

- A. **Election of the Board of Governors.** At their Annual Meeting, the Voting Members shall elect successors to the Board of Governors whose terms have or are about to expire.
- B. **Obligations.** At any meeting, review and either approve or disapprove of the Club's incurring a capital expenditure obligation greater than \$50,000.

ARTICLE IV BOARD OF GOVERNORS

Section 4.01 Board of Governors:

The Board of Governors shall consist of seven (7) to ten (10) Voting Members. Seven (7) of the Board shall be elected by the Voting Members. In addition, the past Commodore, the Treasurer, and Secretary and Communications Officer (if not selected from the elected Board members) and the current Commodore (if his or her term as Commodore extends beyond his or her term as a Board member) shall all be full members of the Board.

Section 4.02 Election:

Successors to the Board of Governors whose terms have or are about to expire shall be elected at the Members Annual Meeting. The election shall be by secret ballot and a majority of votes cast shall be necessary for election. Each Voting Member in good standing shall be entitled to one vote.

Section 4.03 Nomination of the Board:

Forty-five (45) days prior to the Members Annual Meeting, the Nominating Committee shall transmit to the Secretary a list of candidates to be nominated to the Board. The Secretary shall also post the report of the Nominating Committee on the Club bulletin board and on the Club's website. At the Members Annual Meeting, nominations from the floor, made and seconded by Voting Members, will be received.

Section 4.04 Term of Office:

The Governors shall be elected for a term of three years. No Governor shall serve for more than two consecutive full terms without a two-year break in service.

Section 4.05 Resignation:

Any Governor may resign by notifying the Commodore or Secretary in writing.

Section 4.06 Meeting of the Board of Governors:

- A. **Regular Meetings.** The Board of Governors shall hold regular meetings for the transaction of business of the Club. Regular Meetings may be held telephonically or electronically. The Secretary shall provide the Board notice of the time and place of each Regular Meeting, an agenda, and such other information as may be appropriate. The business identified in the notice or agenda and such additional business as is appropriately brought before the Board may be conducted at Regular Meetings.

- B. **Special Meetings.** Special meetings of the Board of Governors may be held telephonically or electronically, upon the call of the Commodore or five (5) Members of the Board on not less than seventy-two (72) hours' notice given by the Commodore or the Secretary of the time, place and object of such meeting. Only the business identified in the notice may be carried on at a Special Meeting.
- C. **Emergency Meetings.** Emergency Meetings of the Board of Governors may be held telephonically or electronically, upon the call of the Commodore or four (4) members of the Board on not less than five (5) hours' notice given by the Commodore or the Secretary of the time, place and object of such meeting, but only if such Emergency Meeting is required by extraordinary circumstances and at least five (5) members of the Board can attend. Only the business identified in the notice may be carried on at an Emergency Meeting.
- D. **Notice of Meetings.** Written or electronic notice shall be given by the Secretary to the Board of Governors of all regular meetings. Written, electronic or telephonic notice shall be given by the Commodore or the Secretary of all Special or Emergency Meetings.
- E. **Quorum; Voting.** At any meeting of the Board, a majority of the Board then in office shall constitute a quorum. A majority vote of those present shall be required to approve all matters except as otherwise required by law or these Bylaws.
- F. **Place of Meeting.** All meetings not held telephonically or electronically shall be held at the Club or such other place in the City of South Haven designated by the Commodore and identified in the Notice of Meeting.
- G. **Telephonic or Electronic Participation.** A Governor may participate in a meeting telephonically or electronically, provided all persons participating in the meeting can hear or otherwise communicate with each other.

Section 4.07 Duties of the Board of Governors:

- A. **Generally; Limitation:** The Board shall have general charge of the affairs, funds and property of the Club and full power to carry out the purposes of the Club according to its Charter and Bylaws, but shall not incur any capital expenditure obligation greater than \$50,000 without the approval of the Voting Members. The Board shall not approve a club budget that projects a deficit.
- B. **Appointment of Officers; Vacancies:** The Board shall appoint the Club's officers and fill vacancies occurring in the Board or among officers of the Club. The person appointed to fill such vacancies shall serve the unexpired term of the person they are replacing.
- C. **Appointment of Permanent Committee:** The Board shall appoint the members of the Permanent Committees.
- D. **Fees and Dues:** The Board shall determine the fees and dues to be paid by Members.
- E. **Removal, Reprimand, Suspension, Expulsion:** The Board shall have the power, by the affirmative vote of a majority plus one (1) of Board Members to:
 - 1. Remove any Club officer with or without cause.
 - 2. Reprimand, suspend or expel any Member for conduct described in paragraph 3.08.

A copy of the charges preferred against an officer or Member shall be served upon him or her at least ten (10) days prior to the meeting of the Board at which time such charges shall be considered, together with notice of the time and place of the meeting, at which meeting he or she will have the opportunity to be heard in his or her defense. The determination of the Board shall be final.

ARTICLE V OFFICERS

Section 5.01 Commodore:

The Commodore shall be appointed from the membership of the Board and shall:

- A. Command the fleet.
- B. Preside over all meetings of the Board or Members.
- C. Appoint the Chair of all committees.
- D. Appoint the Members of all ad hoc committees.
- E. Perform such other duties and responsibilities as are assigned by the Board.

Section 5.02 Vice Commodore: The Vice Commodore shall:

- A. Assist the Commodore in the discharge of his or her duties and in his or her absence act as the Commodore.
- B. Perform such other duties and responsibilities as are assigned by the Board.

Section 5.03 Rear Commodore: The Rear Commodore shall:

- A. Assist the Commodore and Vice Commodore in the discharge of their duties and in the absence of the Vice Commodore, act as Vice Commodore; and in the absence of both Commodore and Vice Commodore, and act as Commodore.
- B. Perform such other duties and responsibilities as are assigned by the Board.

Section 5.04 Secretary: The Secretary shall:

- A. Keep a current roll of the Members, including all contact information.
- B. Keep a current list of all vessels enrolled in the Club.
- C. Take and maintain minutes of all Board and Member meetings.
- D. Provide notices of all Board and Member meetings as required by these Bylaws.
- E. Conduct all required Board or Officer Correspondence.
- F. Perform such other duties as are assigned by the Board.

Section 5.05 Treasurer: The Treasurer shall:

- A. Have charge of all money belonging to the Club and keep and provide correct accounts of all money received and expended.
- B. Deposit all Club funds in the depository designated by the Board.
- C. Prepare and provide to the Board periodically, and annually to the Members, a report of the financial condition of the Club including statements of assets and liabilities and of income and expense.
- D. Sign or supervise the signing of all checks drawn on funds of the Club. In the Treasurer's absence checks may be signed by either the Commodore, Vice Commodore or Rear Commodore.

- E. Periodically review the Club's insurance coverages and assess its insurance needs.
- F. Be bonded at the expense of the Club in such amount as the Board determines.
- G. Perform such other duties as are assigned by the Board.

Section 5.06 **Communication Officer:** The Communication Officer shall:

- A. Communicate to the Members on all Club matters.
- B. Publish, both on paper and electronically, the Club newsletter, the Sextant, and such other information as required by law, these Bylaws or the Board.
- C. Maintain and improve the Club's website.
- D. Communicate with the media on behalf of the Club.
- E. Develop advertising and promotions.
- F. Perform such other duties as are assigned by the Board.

Section 5.07 **Term.** Appointed Officers (Secretary, Treasurer, Communications Officer) shall serve no longer than two (2) year terms. Flag officers (Commodore, Vice Commodore, Rear Commodore) will be determined by a majority vote of the Board and will serve a one-year term.

ARTICLE VI COMMITTEES

Section 6.01 Finance Committee:

The Finance Committee shall be a permanent committee appointed by the Board and shall consist of a minimum of three Voting Members, including the Treasurer. It shall perform monitoring, analysis, guidance and recommendations to the Board on all financial matters including the establishment of bank accounts, financing, taxes, slip rates, employee compensation, membership dues, current financial performance and short and long-term financial planning.

Section 6.02 Nominating Committee:

The Nominating Committee shall be a permanent committee appointed by the Board and shall consist of a minimum of three Voting Members. No later than forty-five (45) days before each Annual Members Meeting, it shall recommend to the Board those Voting Members whose names should be placed in nomination for the Board of Governors. Each such name shall be accompanied by a short biography and listing of such nominee's relationship with the Club. It shall examine the qualifications and investigate all applicants for admission to the Club. It shall promptly report to the Board its recommendation for each applicant. It shall perform such other duties as may, from time to time, be assigned by the Commodore.

Section 6.03 Fleet & Docks Committee:

The Fleet and Docks Committee shall be a permanent committee and shall consist of a minimum of three Voting Members. It shall have full charge of and be responsible for the Club dock, fleet and fleet storage facilities. Subject to Board approval, this committee shall develop and implement a Dock Policy to determine how and when dock space and/or slips shall be allocated or leased; provided that neither dock space nor slips can be allocated or leased to any vessel used for commercial purposes. It shall perform such other duties as may, from time to time, be assigned by the Commodore.

Section 6.04 Race Committee:

The Race Committee shall be a permanent committee and shall consist of a minimum of three Voting Members. It shall make arrangements for all races held or sponsored by the Club and appoint race judges and other race officers. In conformity with race rules it shall decide all questions that may arise respecting any Club race and shall have the right to penalize or disqualify any contestant that has violated race rules. It shall keep a record of all race results including points won by each participant and shall post the same. It shall perform such other duties as may, from time to time, be assigned by the Commodore.

Section 6.05 House & Grounds Committee:

The House & Grounds Committee shall be a permanent committee and shall consist of a minimum of three Voting Members. It shall supervise the maintenance and repairs to the Club property including building furniture, fixtures and equipment. It shall draft Club house rules and regulations which shall be subject to the Board's approval. It shall develop and maintain a long-range plan for the use, maintenance and improvement of the Club's facilities. It shall perform such other duties as may, from time to time, be assigned by the Commodore.

Section 6.06 Additional Permanent Committees:

The Board may, from time to time, establish additional permanent committees.

Section 6.07 Ad Hoc Committees:

The Commodore may, from time to time, establish such ad hoc committees as he or she determines is appropriate and shall appoint its members.

Section 6.08 Committee Members' Tenure:

Each committee member shall hold office until the second Annual Meeting of the Board following the committee member's appointment and until his or her successor is appointed and qualified. A committee member's service term may be extended beyond two years at the board's discretion.

Section 6.09 Management Committee:

The Management Committee consists of the Commodore, Vice Commodore and Past Commodore. Its purpose is to direct the overall operation of the Club by setting operational goals in collaboration with the General Manager. The Management Committee shall develop a clear job description, communication of expectations, conduct performance appraisal, as well as recommend compensation and ongoing oversight of the position.

ARTICLE VII INDEMNIFICATION

Section 7.01 Right to Indemnification:

Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she is or was a Governor, officer or committee member of the Club, or is or was serving at the request of the Club as director, officer, partner, trustee, or agent of another entity or enterprise, whether for profit or not, shall be indemnified and held harmless by the Club to the fullest extent authorized by the Michigan Business Corporation Act (MBCA), as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the Club to provide broader indemnification rights than the MBCA permitted the Club to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, or penalties and amounts to be paid in settlement) reasonably incurred by such person. The indemnification shall continue for a person who has ceased to be a Governor, officer or committee member and shall inure to the benefit of his or her heirs, executors and administrators. Except with respect to proceedings seeking to enforce rights to indemnification, the Club shall indemnify any such person seeking indemnification in connection with a proceeding initiated by the person only if the proceeding was authorized by the Board of Governors. To the extent authorized by the MBCA, the Club may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this Article shall be a contract right.

Section 7.02 Nonexclusively of Rights:

The right to indemnification conferred in this Article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, vote of stockholders or Board of Governors, or otherwise.

Section 7.03 Insurance:

The Club may maintain insurance, at its expense, to protect itself and any governor, officer, employee, or agent of the Club or of another club, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporations would have the power to indemnify the person against the expenses, liability or loss under MBCA.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

Section 8.01 These Bylaws, or any of them, may be amended or repealed by vote of two-thirds of a quorum present at an Annual or Special Meeting of the Members, provided that timely and adequate notice of such amendments or repeal has been given to the Members.

ARTICLE IX DISSOLUTION Dissolution of this Yacht Club can only be initiated by a majority vote of all members of the Board of Governors and must be approved by two-thirds of the active membership with the vote to be made at any annual, special meeting or electronic vote. No part of its funds or property shall be distributed to, or among its members. Upon the termination, dissolution or winding up of the Yacht Club, all remaining assets of the Yacht Club will be distributed for a purpose or organizations described in Section 501(c) of the Code.

Adopted: May 26, 2007

Amended: October 19, 2019 South Haven Yacht Club

Commodore, Patrick Miller

Secretary, Mike McCarthy
