

BY-LAWS OF NAGAWICKA LAKE YACHT CLUB

Purpose: Nagawicka Lake Yacht Club was founded in the spirit of sailing. The club is dedicated to the support, promotion and advancement of competitive sailing.

ARTICLE I. OFFICES

The principal office of the corporation in the State of Wisconsin shall be located at Nagawicka Lake in Waukesha County. The corporation may have such other offices as the Board of Directors may designate or as the interest of the corporation may require from time to time.

ARTICLE II. MEMBERSHIP

SECTION 2.01 MEMBERSHIP CLASSIFICATION

(A) Family Membership:

A Family Membership shall consist of any person who is married and their spouse, and single parents and all their dependent children. Dependent children shall be defined as a person fitting either of the following criteria:

- (i) Any child of a member under the age of 18 as of the beginning of the membership year.
- (ii) Any unmarried child of a member who is under the age of 24 as of the beginning of the membership year, and who is a dependent due to continuing education.

A Family Member is entitled to all club privileges, including the right to vote (1 vote per membership), hold office, sponsor prospective members, rent club facilities, skipper in club sanctioned races, and launch watercraft from club property. These privileges extend only to the persons named in the membership.

(B) Single Membership

A Single Membership shall consist of any person who is unmarried, has no dependent children, and is 24 years of age or more as of the beginning of the membership year. A Single Member is entitled to all club privileges, including the right to vote, hold office, sponsor prospective members, rent club facilities, skipper in club sanctioned races, and launch watercraft from club property. These privileges extend only to the persons named in the membership.

(C) Junior Membership

A Junior Membership shall consist of any unmarried person under the age of 24 as of the beginning of the membership year, and who does not otherwise qualify under a family membership. A Junior Member under 24 years of age must be sponsored in writing by a member in good standing willing to assume financial responsibility for the Junior Member. A Junior Member is entitled to skipper in club sanctioned races, and launch club sanctioned sailboats from club property. These privileges extend only to the person named in the membership, and voting rights and other privileges apply only for those 18 to 24 years of age.

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(D) Senior Membership:

A Senior Membership shall consist of a person who has attained the age of 70 years, has belonged to the Nagawicka Lake Yacht Club for at least 30 years, and who maintains a residence for part or all of the year in Wisconsin. The Senior's spouse will also be considered part of the membership.

A Senior Member is entitled to all club privileges, including the right to vote (1 vote per membership), hold office, sponsor prospective members, rent club facilities, skipper in club sanctioned races, and launch watercraft from club property. These privileges extend only to the persons named in the membership.

(E) An Emeritus Status shall consist of any member who has been a member of the Club as an adult for 50 years or more. This status will be recognized in the Club, and the person(s) will be entitled to a Yearbook and other Club mailings. No voting rights or any other privileges of the Club are available, except for attending Social functions.

(F) Correspondent Status

A Correspondent Status shall be granted to any person/family that lives permanently out of state, wishing to maintain or establish a news and information link to the club. A Correspondent Status is entitled to receive all regular club mailings pertaining to recent and upcoming news and events, and a copy of the annual yearbook. These privileges extend only to the person(s) named in the status, and no voting rights or other privileges apply. In-state persons living permanently at a great distance from the Club might be granted this status at the discretion on the Board.

SECTION 2.02 MEMBERSHIP QUALIFICATION

(A) Membership in the corporation shall be by invitation only. A person who is, or becomes a member, and that person's spouse and dependent children, shall constitute one and only one membership.

(B) Any person in good standing shall become a member of the corporation (Club) upon election by the Board of Directors and payment of the initiation and annual dues. No candidate shall be considered for election to membership unless he or she intends to actively participate in sailing events or other supporting activities sanctioned by the Club. Every person proposed for membership shall complete an application form provided by the Membership Committee. Each such application shall be accompanied by a letter of endorsement from at least two members in good standing, conveying sponsorship and belief of the applicant's intent to actively participate as previously outlined. All applications and endorsements shall be reviewed and applicants personally interviewed by the Membership Committee to confirm the applicants understanding of conditions, regulations and obligations of membership. Pursuant to such review, the Membership Committee shall forward all applications to the Board of Directors with a majority recommendation for either acceptance or rejection. Candidates for membership shall require the approval of two-thirds (2/3) of all Directors. If two-thirds majority is not achieved, such candidate shall not be reconsidered for a period of one year. The proceedings of the Board of Directors upon the question of an admission to membership shall be strictly private and confidential. All applicants approved for membership by the Board of Directors will serve a probationary period of two (2)

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- years following their election. At the end of this period, the Membership Committee shall review activities of probationary members to determine their compatibility and compliance with the rules, regulations and objectives of the Club. The Membership Committee shall forward acceptable/unacceptable opinions for each probationary member to the Board of Directors who will vote for final approval/disapproval in the same manner as for initial membership election.
- (C) Upon initial acceptance of membership, the new member will pay the predetermined initiation fee, unless one of the following conditions exist:
 - (i) The application is for a Junior Membership or a Correspondent Status.
 - (ii) The applicant at the time of application for membership was an existing member in good standing under an existing Family Membership.
 - (D) The following membership classifications (Family, Single, Senior or Junior) applied at the beginning of the membership year shall apply through the end of the current membership year, regardless of an age or marital status change that would require a change of membership type for the next season.
 - (E) Membership cannot be assigned or transferred.
 - (F) Voting power: Each Family, Senior, Junior or Single Membership shall be entitled to one vote at all membership meetings of the corporation.
 - (G) Any member may be suspended for just cause by an affirmative vote of eight (8) of nine (9) directors.

SECTION 2.03 INITIATION FEES, DUES, YACHT CLUB REGISTRATION, AND MISCELLANEOUS FEES

- (A) At the first meeting of the Board of Directors in each calendar year, initiation fees, dues and yacht registration fees will be established.
- (B) A membership year shall run from January 1st to December 31st. Dues are payable on or before April 15th.
- (C) Any member in arrears with any fees due the Club after June 1st will be given 30 days written notice. If after July 1st, there is no payment, the member shall be automatically suspended, and all membership privileges withdrawn. The suspension may be terminated upon payment of all the dues and fees in arrears.
- (D) Yacht registration fees and all skipper membership fees, initiation fees, any outstanding bills, and annual dues must be paid prior to the yacht being sailed in any club sanctioned race, series or regatta. Payment shall constitute physical receipt of the payment by the Treasurer of the Corporation, or mailing to the Treasurer with postmark no later than the day prior to the race date in question.
- (E) No points shall be awarded any yacht sailing in any club sanctioned race, series or regatta unless registration and all fees stated in paragraph (D) above are paid prior to sailing, unless otherwise noted in NLYC Sailing Instructions.
- (F) Active military personnel who, at the time of his or her induction into the military, are members in good standing of this corporation, shall be relieved from payment of dues until his or her return from such service to civilian life.

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(G) The Board of Directors may, at its discretion, from time to time levy special assessments.

ARTICLE III. BOARD OF DIRECTORS

SECTION 3.01 ELECTION

Board members must be members in good standing and are nominated by the nomination committee, or by individual members at the annual meeting of the corporation as described under Section 6.03. The nominations must then be approved of by the current Board of Directors. The candidates are then voted upon by the members of the corporation at the annual meeting.

SECTION 3.02 TERM OF OFFICE

There shall be three (3) classes of directors, to be known as Class One, Class Two, and Class Three respectively, with three (3) directors in each class. At the first annual meeting of the members, the membership shall elect three (3) directors to each said class. The term of office for class One directors shall expire at the second annual meeting of the members; the term of Class Two directors shall expire at the third annual meeting of the members; and term of the Class Three directors shall expire at the fourth annual meeting of members. Upon expiration of the terms of office of the directors as classified above, their successors shall be elected for the term of three (3) years each, so that one-third (1/3) of the directors of the Corporation shall be elected annually. If, by some reason of death or resignation, or otherwise, there should at any time be a vacancy on the Board of Directors, the remaining directors, by majority vote of a quorum of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacated, and until the election and qualification of a successor. The ex-commodore will remain on the Board of Directors in an advisory, non-voting capacity, for one year following his three year term on the Board.

SECTION 3.03 DUTIES

- (i) The management and control of the Corporation shall be in the hands of the Board of Directors, consisting of nine (9) members elected at the annual meetings.
- (ii) In case of tie votes, there shall be a run-off vote taken by the members, between the tied candidates. In case of two consecutive ties in the run-off, the winner shall be determined by drawing lots.
- (iii) At the first meeting of the Board of Directors in each calendar year, initiation fees, dues and yacht registration fees will be established.
- (iv) The Board of Directors may, at its discretion, from time to time levy special assessments.

ARTICLE IV. OFFICERS OF THE CORPORATION

The principal officers of the Corporation shall be as follows:

COMMODORE

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VICE-COMMODORE

REAR-COMMODORE

SECRETARY

TREASURER

SECTION 4.01 ELECTION

At the first meeting of the Board of Directors following the annual meeting of the members of the Corporation, the Board shall elect from their number a Commodore and a Vice-Commodore. In addition, the Board of Directors will elect, within or without their number, a Rear-Commodore, Secretary and Treasurer, and any other officers that may be deemed advisable.

SECTION 4.02 TERM OF OFFICE

The offices shall be held until the next annual meeting of the members of the Corporation, or until a successor is elected and qualified, provided, however, that any such officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. A vacancy in the office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4.03 COMMODORE

- (i) The Commodore shall have general charge of the Corporation, and generally conduct the affairs of the corporation.
- (ii) Chairman of Board of Directors
- (iii) Sets agendas for meetings
- (iv) Presides at all meetings
- (v) Identifies appointed officers
- (vi) Appoints committees and their members
- (vii) Welcome letters to new members, approved by Board
- (viii) Present the trophies at the annual Award Program
- (ix) Other duties as assigned

SECTION 4.04 VICE COMMODORE

- (i) Assist the Commodore
- (ii) Preside over meetings in the absence of the Commodore
- (iii) Chairman of the Trophy Committee
- (iv) Oversee the Building and Grounds
- (v) In charge of Spring and Fall Cleanups
- (v) Other duties as assigned

SECTION 4.05 REAR COMMODORE

- (i) Chairman of the Race and Regatta Committee
- (ii) Recorder for all Fleets
- (iii) Maintain all equipment and supplies related to racing and judging
- (iv) Other duties as assigned

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SECTION 4.06 SECRETARY

- (i) Attend all Board of Director meetings
- (ii) Keep accurate minutes of the Board meetings
- (iii) Keep a registration of all fleets
- (iv) Keep a record of all trophies and who currently has them
- (v) Conduct necessary correspondence and keep an accurate file of correspondence
- (vi) Other duties as assigned

SECTION 4.07 TREASURER

- (i) Collect all dues and money of the corporation, with accurate records
- (ii) Sign all checks, etc. issued on behalf of the corporation
- (iii) The Commodore can authorize disbursements under \$500. The Board of Directors must approve all others.
- (iv) Keep an accurate record of all members of the Yacht Club
- (v) Other duties as assigned

ARTICLE V. APPOINTIVE OFFICES

SECTION 5.01 ELECTION

The commodore shall fill the following appointive offices with a majority approval by the board of directors.

SECTION 5.02 TERM OF OFFICE

The office shall be held until the next annual meeting of the members of the corporation or until their successor is appointed and qualified, provided, however, that any such officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. A vacancy in the office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the commodore for the unexpired portion of the term.

SECTION 5.03 CHIEF JUDGE

- (i) The Chief Judge will be in general charge of the races and shall have the responsibility to provide sufficient judges to adequately judge all races.
- (ii) Handle all protests in conjunction with the judges of the day.
- (iii) Report results of the protests to the Recorder

SECTION 5.04 FLEET CAPTAINS

- (i) Spokesman for the Fleet
- (ii) Elected by the Fleet that is represented, at the end of the prior year.

SECTION 5.05 Other Appointive Offices

- (I) Other offices are required to operate the Club. A list of these offices is maintained by the Board of Directors and can be modified by the Board at any time.

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ARTICLE VI. STANDING COMMITTEES

SECTION 6.01 TERM OF OFFICE

Committees are formed each year by the Board of Directors. A review of the membership on a Standing Committee is required annually, but members may serve for consecutive terms as long as they are willing and the Board is in agreement. The following committees are required at all times:

SECTION 6.02 MEMBERSHIP COMMITTEE

(A) Election

- (i) 5 members of the Corporation form the committee.
- (ii) At the annual meeting of the Board of Directors, the Board shall elect from within or without their number the Committee Chairman. The additional 4 members will be approved by the Board of Directors.

(B) Duties

- (i) Review for approval applications for membership in the corporation.
- (ii) Interview applicants for membership to confirm the applicants understanding of conditions, regulations and obligations of membership
- (iii) Pursuant to such review, submit the applications to the board for approval as discussed in Section 2.02(B).
- (iv) The Membership Committee shall at the end of a membership's probationary period review the activities of the probationary members to determine their compatibility and compliance with the rules, regulations and objectives of the Club
- (v) The Membership Committee shall forward acceptable/unacceptable opinions for each probationary member to the Board of Directors who will vote for final approval/disapproval in the same manner as for initial membership election.

SECTION 6.03 NOMINATING COMMITTEE

(A) Election

- (i) 3 members of the Corporation form the committee.
- (ii) Appointed by the Commodore. Whenever possible, the three members will consist of the current Commodore and the past two Commodores.

(B) Duties

- (i) At the annual meeting, the Nominating Committee will present a slate of three (3), to replace the three members who have been on the Board the longest. If there is a dispute regarding who has served the longest, the Nominating Committee will determine the three people to be replaced. The Nominating Committee may NOT nominate for reelection any of the three members of the Board who are being replaced.
- (ii) The three members of the Board who are being replaced because they have served the longest shall not be eligible for nomination from the floor at the annual meeting.
- (iii) Slate is approved by the Board of Directors

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SECTION 6.04 RACE AND REGATTA COMMITTEE

- (A) Election
 - (i) 5 to 7 members
 - (ii) Chairman is the current Rear Commodore. Other members are the Chief Judge, Fleet Captains of E, C, MC and Cub Fleets and the Cub Counselor. Other members as appointed by the Rear Commodore.
- (B) Duties
 - (i) Send out letters to Park Commission and Police Department to announce regattas for the year
 - (ii) Setting up the race schedule for the year and communicate this to the year book editor.
 - (iii) Sailing instructions for the Fleets
 - (iv) Scoring of all races
 - (v) General supervision of all Races and Regattas
 - (vi) Races are run under the current ILYA rules

SECTION 6.05 OTHER COMMITTEES AS NEEDED

- (i) Other committees are required to operate the Club. A list of these committees is maintained by the Board of Directors and can be modified by the Board at any time.

ARTICLE VII. MEETINGS

SECTION 7.01 MEETINGS OF THE CORPORATION

- (A) The time of the annual meeting of the members of the Corporation shall be on the Sunday preceding Labor Day at 4:00 p.m.
- (B) Twenty (20) voting members shall constitute a quorum.
- (C) The purpose of this meeting shall be to elect the Directors and to consider other proper business.
- (D) The Board of Directors may designate a place proximate to Nagawicka Lake, Wisconsin, as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors.
- (E) Written notice stating the place, day and hour of all meetings and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the Secretary to all members at least ten (10) days prior to the date of the meetings. Whenever any notice whatever is required to be given to any member of the corporation under the Articles of Incorporation, by by-laws, or any provision of law, a waiver hereof in writing, signed at any time whether before or after the time of the meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under any provision of Chapter 181 of the Wisconsin Statutes, shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.
- (F) Special meetings of the members may be called by the Commodore, or by the written request to the Secretary by any twenty (20) members.

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SECTION 7.02 MEETINGS OF THE BOARD OF DIRECTORS

- (A) The annual meeting of the Board of Directors shall be held as soon as reasonably possible following the annual meeting of the corporation, for the purpose of electing officers and other proper business.
- (B) Additional Board meetings shall be held at such a time and place as agreed upon by the members of the Board of Directors, or upon written request of three (3) Board Members.
- (C) Notice of all meetings shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each Director. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or by-laws or any provision of law, a waiver thereof in writing, signed by the Director entitles to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- (D) Any action required or permitted by the Articles of Incorporation or by-laws or any provision of the law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

ARTICLE VIII. AMENDMENTS

- (A) Amendments to the by-laws may be made when presented in writing to the membership at least ten (10) days prior to any regular or special meeting of the membership when approved by a vote of two-thirds (2/3) of the members present at such meeting, providing a quorum is present.
- (B) Amendments to the by-laws may also be made by unanimous consent of all the members of the Board of Directors. Written notice of such amendments shall be given to the membership within sixty (60) days of such action.

ARTICLE IX. HOLD HARMLESS AGREEMENT

Participants in any sailing event agrees to his/her responsibility for safe and proper operation of watercraft and for the safety and welfare of other boaters and persons. Participant agrees and understands that they will indemnify and hold harmless the Nagawicka Lake Yacht Club Inc. (including its judges, officers, and the Board of Directors) from any and all claims for loss or damage to property or injury (including death) to persons (including the participants themselves) resulting from the participation in any sailing event.