

# **Waubesa Sailing Club, Inc.**

## **BY-LAWS**

January 3, 2006

### **ARTICLE 1**

#### **PURPOSE**

The primary purpose of the Waubesa Sailing Club, Inc. (WSC) shall be to promote sailboat racing. In addition it will also: encourage all age groups and skill levels to participate and enjoy the sport of sailing, promote youth sailing, share basic sailing knowledge and safety practices among members, encourage members to actively participate in the Clubs organization and management, promote growth, accommodate all types of sailboats and to do all other things agreeable and necessary to carry out the purposes of these by laws and the laws of the State of Wisconsin.

### **ARTICLE 2**

#### **MEMBERSHIP AND DUES**

**2.1 Eligibility.** Any person age eighteen (18) or older may register for membership by completing the Club membership application form or by registering on-line at the Club's web site and paying the annual membership fee set forth in this Article 2. Prospective members who have completed these registration requirements shall be Members of the Club. Persons under the age eighteen (18) may register as Youth Members but shall not have voting rights. The Board of Directors shall have the power to designate additional requirements for membership. The methods and conditions upon which Members shall be accepted, discharged or expelled shall be by vote of two-thirds (2/3) majority of the Board of Directors.

**2.2 Dues Assessment.** Dues for Members and Youth Members shall be determined annually by the Board of Directors. Additional dues may be assessed by the Board of Directors to cover additional costs related to specific activities that are undertaken by the Club throughout the year. These dues and

fees are subject to limitations set forth in Article 4 below.

**2.3 Rights of Members.** Each Member is entitled to one vote. Youth Members shall have no voting rights.

**2.4 Termination of Membership Rights.** A Member's right to vote and participate in club events shall cease upon failure to pay dues or by resignation, expulsion or suspension.

**Failure to Pay Dues.** Annual Membership dues must be received by May 31st of each year to maintain membership for the membership year April 1st through March 31st

**Other Failure.** After a Member has been given thirty (30) days notice by the Commodore (or any two Directors) of intent to seek expulsion for a reason stated in the notice (other than nonpayment of annual membership dues) and the Member has been given an opportunity to be heard at a special meeting of the Board of Directors, a Member may be expelled by the vote of at least two-thirds (2/3) majority of the Directors.

### **ARTICLE 3**

#### **MEMBERSHIP MEETINGS**

**3.1 Annual Meeting.** The Club shall hold one Annual Meeting at a time and place to be fixed by the Board of Directors. The Annual Meeting shall be used to elect Directors to fill expired terms. Directors shall be chosen by the membership and shall hold office in accordance with the provisions of the Articles of Incorporation. The Commodore shall give a review of the year's activities at the Annual Meeting.

**3.2 Special Meetings.** Special meetings of the Members may be held at the call or the request of the Commodore, a majority of the Board of Directors, or the request of at least twenty percent (20%) of the Members. If Members call the meeting, then the agenda must be submitted to the Board of Directors with the meeting notice. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

**3.3 Attendance and Voting.** The attendance at the Annual Meeting and any Special Meeting is open to all Members and Youth Members. A quorum of Members must be present (or represented by absentee ballot) to officiate a voting. Each Member has one vote on any matter submitted to the members. All matters submitted to the members are determined by a majority vote of those present and voting. A Member may vote in person or by absentee ballot upon all matters that may come before the meeting. A Member may cast an absentee ballot by delivering such ballot to the Secretary/Treasurer before the beginning of the meeting.

**3.4 Quorum.** Except as otherwise provided in these By-laws, the presence in person (or by absentee ballot) of Members who have at least twenty-five (20% percent of the total voting power of the membership constitutes a quorum at all meetings of the Members.

**3.5 Conduct of Meetings.** The Commodore shall preside over all meetings of the Members. The Secretary/Treasurer shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

**3.6 Informal Action.** In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by Members holding at least two-thirds (2/3) majority of the voting power of the Club. Any such consent signed by two-thirds (2/3) majority of the Board of Directors has the same effect as a two-thirds (2/3) majority vote of those Directors.

**3.7 Notice of Meetings.**

(a) The Secretary/Treasurer (or Commodore) shall mail (or deliver by electronic means such as E-mail) to each Member a notice of each annual and each special meeting, stating the date, time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. The date of each annual meeting shall be published in the club calendar of events.

(b) Notice of a Member meeting shall be given not less than five (5) days, nor more than sixty (60) days, before the date scheduled for the meeting referred to in the notice.

(c) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the By-laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 4**

**BOARD OF DIRECTORS**

**4.1 General Powers.** The management, control and operation of the affairs and properties of this Club are vested in the Board of Directors of the corporation. The Board of Directors is responsible for planning, coordinating, communicating and managing all Club activities. The principal duties of the Board of Directors shall be to elect the officers of the Club, and to exercise general supervision and control over them, and to care for and manage the property, affairs, and business of the Club. The Directors shall have power to borrow money for the purposes of the Club and to acquire, sell, lease, mortgage, or otherwise dispose of any of its property, and to adopt by-laws for the Club and to alter, amend, suspend, or repeal the same, provided that any action regarding the by-laws shall not be repugnant to action taken by the Members of the Club in relation to the same and is subject to the following limitations.

**4.1.1 Borrowing Limit**

The total Club 's debt is limited to \$500 without membership approval. Property purchase totaling more than \$500 in any fiscal year requires membership approval.

**4.1.2 Annual Dues**

Annual dues, special dues and initiation fees that exceed \$75 annually require membership approval.

**4.2 Number of and Criteria for Directors.**

The Board of Directors will consist of no more than five (5) nor fewer than three (3) persons. The number of Directors shall be set from time to time by resolution of the Board of Directors. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board of Directors.

**4.3 Term.** Each Director shall serve a term of three (3) years and shall serve until his/her successor is elected, with terms of office so arranged that approximately one-third of the Directors' terms shall expire each year. Vacancies on the Board of Directors that occur by reason of resignation, failure of qualification, or otherwise, between annual elections may be filled by election of the Board of Directors, but in no event will the number of Directors be fewer than three. These interim Directors will continue to hold office until the end of the original Director's term.

**4.4 Nominations and Election.**

Recommendations for director-nominees may be submitted by Members, incumbent Directors, officers, or any other interested persons, unless otherwise determined by the Board of Directors. The slate of director-nominees shall be presented to the Members at the Club's annual meeting. The Members shall elect the Board of Directors from this slate of nominees or such other persons as it may wish to consider. Each Member shall vote for the number of directors to be elected. The nominees with the greatest number of votes are elected.

**4.5 Regular and Special Meetings.** Regular meetings of the Board of Directors shall be held at such times as the Commodore may designate at such places the Commodore designates. Special meetings of the Board of Directors may be called by the Commodore of the Club, or by at least two Directors of the Club at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

**4.6 Quorum.** A two-thirds (2/3) majority of the Board of Directors in office shall constitute a

quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a two-thirds (2/3) majority of the Board of Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

**4.7 Manner of Acting.** The act of a two-thirds (2/3) majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these By-laws. The presiding Director may participate in the meeting as desired including introduction of motions and voting on motions.

**4.8 Informal Action.** In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing (including e-mail) setting forth the action to be taken, shall be signed by two-thirds (2/3) majority of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) majority of the Directors has the same effect as a two-thirds (2/3) majority.

**4.9 Compensation.** Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Club in another capacity.

**4.10 Meetings by Electronic Means of Communication.** Members of the Board of Directors or any committee of the Board of Directors may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is transmitted, in a timely manner (within 24 hrs.), to each participating Director and each participating Director is able to send messages, in a timely manner, to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be

informed that a meeting is taking place at which official business may be transacted.

**4.11 Notice.** Meetings must be preceded by at least forty-eight hours verbal notice to each Director, or seven (7) days notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the By-laws or the adoption of new By-laws or the removal of a Director is to be considered requires seven (7) days advance written notice.

**4.12 Removal of a Director.**

- (a) The Board of Directors may remove a Director for cause, such as failure to attend meetings without excused absences. After a Director has been given thirty (30) days notice by the Commodore (or any two Directors) of intent to seek expulsion for a reason stated in the notice and the Director has been given an opportunity to be heard at a special meeting of the Board of Directors, a Director may be expelled by the vote of at least two-thirds (2/3) majority of the Directors present.
- (b) The Members may remove a Director for any reason at a properly called Member meeting specified by Article 3. A Director may be expelled by the vote of at least two-thirds (2/3) majority of the Members present

**ARTICLE 5**

**OFFICERS**

**5.1 Officers.** The general officers of the Club shall be one (1) Commodore, (1) Vice Commodore, and (1) Secretary/Treasurer. Each of the officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-laws. The Board of Directors may provide for additional offices and prescribe the duties and elect the incumbents thereof. The Board of Directors may elect such other officers, as it deems desirable. Only the Commodore of the Club need be a Director. The Vice Commodore may be a Director.

**5.2 Election and Term of Office.** At the first meeting of the Board of Directors following the annual meeting, the newly constituted Board

of Directors shall elect the officers of the Club. Officers shall be elected for one-year terms and shall serve until their successors are elected.

**5.3 Commodore.** The Commodore's principal duties shall be to preside at all meetings of the Members and of the Board of Directors, and, with the said Board of Directors, to have general supervision of the affairs of the Club. The Commodore will have the necessary authority and responsibility for the administration of the affairs of the Club subject only to such By-laws as may be adopted and such orders as may be issued by the Board of Directors. The Commodore will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Club. The Commodore may sign with the Secretary/Treasurer or other proper officer of the Club authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Commodore and such other duties as may be prescribed by the Board of Directors.

**5.4 Vice-Commodore.** The Vice Commodore's principal duties shall be to assist the Commodore in the performance of his/her duties and to discharge the duties of the Commodore in the event of the absence or disability of the latter.

**5.5 Secretary/Treasurer.** The Secretary/Treasurer's principal duties shall be to countersign all deeds, leases and conveyances executed by the Club, and to keep a record of the proceedings of the Members and Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the Club or pertaining to its business, keep and account for all moneys, credit, and property of the Club which shall come into his/her hands, and to keep an accurate account of all moneys received and disbursed by him/her and proper vouchers for moneys disbursed, and to render such accounts, statements, and inventories as shall be required by the Board of Directors.

## ARTICLE 6

### COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors by resolution adopted by a majority of the number of Directors may designate one or more committees, each committee to consist of at least one Director elected by the Board of Directors.

The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law. The Board of Directors may also designate one or more advisory committees to assist it in any capacity as it directs.

## ARTICLE 7

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**7.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

**7.2 Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, will be signed by such officer or officers, agent or agents of the Club and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Secretary/Treasurer and, if needed, countersigned by the Commodore or Vice-Commodore of the Club.

**7.3 Deposits.** All funds of the Club will be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may elect.

**7.4 Gifts.** The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Club.

**7.5 Books and Accounts.** The Club will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Club will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

## ARTICLE 8

### INDEMNIFICATION

The Club shall, to the fullest extent authorized by ch. 181, indemnify each Director and officer of the Club against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Club. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Club shall, to the fullest extent authorized by ch. 181, indemnify any employee who is not a Director or officer of the Club, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Club. The Club may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of Directors, officers, or employees.

## ARTICLE 9

### FISCAL YEAR

The fiscal year of the Club is the calendar year.

## **ARTICLE 10**

### SEAL

The Club has no seal.

## **ARTICLE 11**

### OFFICES

The Club shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

## **ARTICLE 12**

### AMENDMENTS

**12.1 By Members.** These By-laws may be amended or repealed and new By-laws may be adopted by a two-thirds (2/3) majority of the total voting power of the membership, represented in person or via absentee ballot, at an annual or special meeting, provided that thirty (30) days notice of the meeting is given stating the proposed amendment, repeal or new By-laws to be considered.

**12.2 By Directors.** These By-laws may be amended by the Board of Directors at any meeting upon the vote of two-thirds (2/3) majority of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting; but no By-law adopted or amended by the Members shall be amended or repealed by the Board of Directors unless the By-law adopted by the Member confers such authority upon the Board of Directors.