

Bylaws of the Great Lakes Cruising Club

As amended through the annual meeting of 13 October 2012

1. INTERPRETATION

- 1.1. The appearance in these bylaws of any word connoting gender is to be construed as embracing both male and female.
- 1.2. Paragraph numbers are for reference only and do not form part of the text.

2. OBJECTIVES

- 2.1. The objectives of this Club are promotion and enhancement of cruising on the Great Lakes and their tributary and connecting waters; compilation and dissemination of cruising information; fostering of fellowship among Corinthian yachtsmen; refinement of seamanship and navigational skills; promotion of marine safety; establishment and improvement of harbors, anchorages and yachting facilities; and preservation of the natural beauty of traditional cruising areas.

3. MEMBERS

- 3.1. Members of this Club shall be persons of good character who are owners of cruising yachts or who are interested in cruising on the Great Lakes and, in any case, who have been admitted to membership by the board of directors. Each member shall have the right to attend all meetings of members and (except in the case of honorary members) to cast one vote on any question where a vote of members is taken. Members having such right to vote are herein referred to as voting members.
- 3.2. While spouses and other family members of Club members are welcome to attend and participate in Club events and activities, only voting members shall have the right to vote at meetings of members and to hold elected office in the Club. Nothing in these bylaws is intended to limit a family to one voting member.
- 3.3. The board of directors may from time to time establish additional separate sub-classes of voting membership for such purposes as the board deems appropriate, including, without limitation, for the purpose of reduction of membership fees in exchange for fewer Club services. Members of each sub-class shall have the qualifications, rights and privileges established by the board of directors for such class.
- 3.4. Honorary members shall be such persons as shall have made a special contribution to, or whose selection is in the interest of, the advancement of the objectives of this Club. They shall be elected to such membership by

the Board of Directors for a period as designated by the Board at the time of their election. Honorary members shall not be required to pay a fee and shall not have any voting rights, but are entitled to speak at any general meeting of members.

- 3.5. A procedure for disassociation of a member whose conduct or activities is or has been contrary to the objectives of this Club or impugns its reputation may be established and maintained by the board of directors. It shall include suitable opportunity for the member to refute allegations and to offer a claim of mitigating or extenuating circumstances.

4. OFFICERS

- 4.1. Officers shall be elected by the voting members at each annual meeting. Their titles and duties shall be as follows:
 - a. The commodore shall be the chief executive officer of the Club and shall preside at all meetings of the membership and of the directors. He shall be *ex officio* a member of all committees except the nominating committee.
 - b. The vice commodore shall, in the absence of the commodore, act in his place and stead, and shall have such further duties as from time to time may be assigned to him by the commodore or the board of directors.
 - c. There shall be as many rear commodores as the board of directors from time to time shall determine to properly represent the Club in respective geographic regions and for other purposes as the board shall deem necessary. They shall have duties as may be assigned to them by the commodore or the board of directors.
 - d. The secretary shall cause full and complete minutes of the proceedings of all meetings of the Club and of the board of directors to be kept. He shall cause a copy of the minutes to be furnished to each officer, director and port captain prior to the next subsequent meeting of directors. He shall cause a full and correct list of Club members with their addresses to be maintained and shall cause written notice to be given of all meetings of the members and of the board of directors. Upon receipt of appropriate evidence that a member has paid his current dues he shall cause a membership card or other evidence of membership to be issued.
 - e. The treasurer shall supervise the receipt of all revenues of the Club from whatever source, cause the issuance of receipts therefor, as necessary, and cause all funds to be deposited to the credit of the Club in such bank or banks as the board of directors may designate. He shall cause to be paid, in such manner as determined from time to

time by the board of directors. The treasurer shall cause full and accurate records of all receipts and disbursements and other financial transactions to be kept and shall perform such other duties as may be assigned to him by the commodore or the board of directors.

- f. The fleet captain shall perform such duties and engage in such activities as benefits the fleet.
 - g. The fleet surgeon shall be the medical officer of the Club, and shall provide appropriate information and assistance.
 - h. The judge advocate shall act as legal advisor to the board of directors and officers of the Club; provided that the board may appoint one or more other legal advisors with respect to any particular matter or with respect to the laws of any jurisdiction where the judge advocate is not admitted to the practice of law.
- 4.2. In the absence of the commodore and vice commodore, the commodore shall appoint one of the rear commodores to act in his place and stead. If the commodore fails to make such appointment, the board of directors shall do so.
- 4.3. The commodore, secretary, and treasurer shall make oral reports to the members at the annual meeting and file written annual reports with the secretary. Lifeline shall be used to inform all members of the Club as to the substance of such reports.
- 4.4. No person who is not a voting member in good standing shall be elected to or hold any elected office; provided that any member in good standing, whether or not a voting member, may be appointed to serve as a member of a committee or as a port captain or in any other capacity as determined from time to time by the board of directors. In the event that a vacancy occurs in any of the foregoing offices, the same shall be filled by the board of directors. Each officer shall hold office until his successor is elected and qualifies for office.
- 4.5. Officers shall be allowed such necessary and proper expenses as may be approved by the board of directors.

5. BOARD OF DIRECTORS

- 5.1. The board of directors shall manage and control the affairs and assets of the Club and the appropriation of its funds; shall approve all contracts and purchases (either by approval of annual budgets or otherwise); shall interpret the bylaws, its interpretation to be binding and conclusive; and shall have such other powers as are given to it by these bylaws.

- 5.2. The board of directors shall consist of the officers, the immediate past commodore (if available and a member in good standing) and nine directors-at-large.
- 5.3. Each director-at-large shall be elected for a term of three years with three directors-at-large being elected each year.
- 5.4. Directors shall hold office until their successors are elected and qualified.
- 5.5. Any director who shall be absent from three consecutive directors' meetings without an excuse satisfactory to the board may be deemed by the board of directors to have vacated his seat or office.
- 5.6. Any vacancy in the office of a director-at-large shall be filled for such director's unexpired term by the remaining directors.
- 5.7. The term "immediate past commodore" shall be construed to mean the person other than the incumbent commodore who served as commodore immediately preceding the individual elected as commodore at the most recent annual meeting.
- 5.8. Meetings of the board of directors shall be held as follows:
 - a. Regular meetings of the board of directors shall be held in the months of February, April, June, July, September, October and December unless the directors shall otherwise determine.
 - b. In order to ensure compliance with the board's obligations regarding election of officers and directors, meetings for the months of June and September may neither be cancelled nor waived if, in the case of the June meeting, the nominating committee has not been appointed and approved as provided in these by-laws and if, in the case of the September meeting, there has been duly received one or more nominations in addition to the slate of nominees selected by the nominating committee; said meetings are to take place no later than the fifteenth day of the month.
 - c. Special meetings may be held at any time by direction of the commodore or at the request of three directors.
 - d. Not less than three days' prior notice of all meetings of the board shall be given to each director by the secretary.
 - e. One-third of the number of directors provided for in these bylaws shall constitute a quorum for the transaction of business.
 - f. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of meetings of directors and

members of the Club in all cases to which they are applicable and not inconsistent with the bylaws or any special rules the Club may adopt.

6. COMMITTEES

6.1. Standing committees and their duties shall be as follows:

- a. The executive committee shall consist of the commodore, vice commodore, secretary and treasurer. It may carry on the administration of the Club with full powers of the board of directors between meetings of the board, provided, however that its actions shall be subject to review at the next meeting of the board.
- b. The nominating committee shall consist of five members appointed by the commodore and approved by the board of directors not later than the June meeting of the board of directors. No more than two members of the nominating committee may represent any single region represented by a rear commodore. If the commodore shall fail to appoint this committee in a timely manner, the board of directors shall do so at its June meeting. No member of the nominating committee may be nominated for either the office of commodore or vice commodore. The nominating committee shall prepare and transmit to the secretary no later than 15 July a slate of nominees for election to all Club offices with terms expiring during the current year.
- c. The finance committee shall concern itself with the finances of the Club generally, the preparation of budgets from time to time as required, the raising of funds and the allocation of the expenditures thereof, and the auditing of accounts of the Club when so directed by the board of directors.
- d. The Port Pilot and Log Book committee shall revise and add to the Club's "Port Pilot and Log Book", and shall assemble and disseminate it and other useful information with reference to cruising and yachting on the Great Lakes. It shall establish and maintain relations with city, harbor or club representatives, port captains, or others in furtherance of this objective.
- e. The admissions committee shall conduct such activities to obtain new members as the board of directors shall direct and shall arrange and submit to the board of directors its program for accomplishing said work.
- f. The Lifeline committee shall be responsible for formulating, editing and publishing the official Club periodical, entitled "Lifeline", at such intervals as the committee and the board of directors deem advisable.

- 6.2. In addition to the foregoing, committees shall have such duties as may be assigned to them from time to time by the commodore or the board of directors.
- 6.3. The commodore, with the approval of the board of directors, shall appoint the members of each of the standing committees, except the nominating committee, no later than at the second meeting of the board of directors following the annual meeting. He may from time to time appoint such additional committees and their members as he deems advisable.
- 6.4. All committees shall prepare written reports of their activities which shall be filed with the secretary prior to the annual meeting, unless the board of directors shall waive this requirement.

7. PORT CAPTAINS

- 7.1. Port captains shall be appointed for such harbors and waterways as the board of directors may deem advisable, each to serve for one year or until a successor shall be appointed. In considering such appointments the board of directors or its designee shall consult with the rear commodore for the relevant region and may consult with members of the Club resident in, or active in yachting in, the port and the territory adjacent thereto to which the port captain is to be appointed.
- 7.2. Port captains shall report to the rear commodore supervising their respective areas.
- 7.3. The duties of each port captain shall be to represent the Club in the port for which he is appointed; to keep contact with the headquarters of the Club, reporting to the Club matters of interest; to obtain information with respect to cruising and yachting facilities relating to the port for which he is appointed and the adjacent territory; to welcome and provide information and assistance to Club members visiting his port; and to perform such other duties as may be assigned to him from time to time by the relevant rear commodore or other officer appointed for such purpose.
- 7.4. In large ports where management by a single Port Captain is difficult, a Deputy Port Captain may be appointed. A Rear Commodore or a Port Captain may recommend for appointment one or more Deputy Port Captains for a port. The procedure is similar to that for Port Captain except that Board of Directors may delegate to the cognizant Rear Commodore its authority for approval. The duties of Deputy Port Captain are to assist the Port Captain, act in his stead in the event he is absent and perform such duties as may be assigned by his superiors.

8. INDEMNIFICATION

- 8.1. Each person who is or has been a director, officer, port captain or committee member of the Club (hereinafter called an "official"), and his heirs, executors or administrators, shall be indemnified by the Club against the costs and reasonable expenses actually sustained in connection with any threatened, pending or completed action or suit or settlement thereof to which he was or is or is threatened to have been made a party by reason of his having been an official, except in matters as to which he shall be finally adjudged liable for (a) breach of a director's duty of loyalty to the Club; (b) an act or omission that is not in good faith, is negligent or involves intentional misconduct or knowing violation of law; or (c) a transaction from which he derived an improper personal benefit.

9. MEMBERSHIP MEETINGS AND ELECTIONS

- 9.1. The annual meeting of members shall be held in the month of October of each year, on a date and in a place (within or without the state of Illinois) designated by the board of directors, at which officers and directors for the ensuing terms shall be elected by a majority vote of voting members in good standing present in person or by proxy.
- 9.2. A special meeting of the membership may be called by the board of directors; and a special meeting shall be called by the secretary within forty-five days of receipt by him of a written application signed by at least fifty voting members in good standing, provided such application shall state in reasonable detail the purpose for which such meeting is called. The board of directors shall determine the time and location of such meeting. Not less than ten days notice of any such meeting shall be given to all voting members and no business other than that stated in the call shall be transacted thereat.
- 9.3. Fifteen voting members in good standing shall constitute a quorum for the transaction of business at an annual meeting or at a special meeting of members convened by the board of directors. Fifty voting members in good standing shall constitute a quorum at any special meeting convened by petition of members.
- 9.4. All resolutions shall be presented in writing if so called for by the secretary.
- 9.5. Voting members shall each have one vote. Any voting member not present in person at any meeting of members may designate any other willing voting member as his proxy or may designate the secretary as his proxy with written directions as to the manner in which his vote shall be cast on any designated question before the meeting. The secretary shall cast all proxy votes in accordance with individual instructions.

- 9.6. Not less than thirty days before the date of the annual meeting, the secretary shall cause notice in writing to be given to members of the time and place thereof.
- 9.7. The secretary shall cause notice of the slate of nominees selected by the nominating committee to be mailed to the membership not later than the first day of August. Fifteen voting members in good standing may make additional nominations in writing, signed by them, which shall be transmitted to and received by the secretary, either by mail or electronic transmission, not later than 1 September. Such additional nominations shall be accompanied by a statement signed by candidates so nominated that if elected they will serve in the indicated office. In the event no additional nominations are received, the secretary is to cast one ballot at the annual meeting to elect the candidates selected by the nominating committee.
- 9.8. In the event additional nominations are received, as provided herein, the secretary shall cause a ballot to be prepared. The ballot shall list all candidates nominated, as provided under these bylaws, according to the office for which each has been nominated. There shall be an indication as to which candidates have been nominated by the nominating committee. The secretary is to cause ballots thus prepared to be mailed to each voting member, not later than 15 September. A ballot may be voted only by a voting member and is to be returned in an envelope signed by such voting member and addressed as designated by the board of directors at its September meeting. Only ballots received by the fourth day of October are to be counted. Any candidate who has not been nominated by the nominating committee may appoint a representative who shall be entitled to be present at the counting of the ballots and the determination of the validity of ballots. The secretary shall report the results to the annual meeting.
- 9.9. In the event of the death, incapacity or unwillingness of a candidate to serve:
- a. If discovered prior to 15 September and the candidate has been nominated by the nominating committee, the nominating committee is to submit a new candidate for the office in question. The secretary is to notify the membership of such a substitute nomination by a mailing made no later than 22 September.
 - b. In the event the candidate in question was not nominated by the nominating committee, his or her name will be stricken from the ballot and the election for the office shall take place as if the nomination had not been made.

- c. In the event discovery is made after 15 September, the office in question will be filled by the board of directors elected at the annual meeting and the person so elected shall serve until the next annual meeting.

10. DUES, ASSESSMENTS, INITIATION FEES

- 10.1. Each application for membership shall be accompanied by the appropriate fees, unless the board of directors waives or reduces such fees or dues. Membership fees shall be established by the board of directors and renewal fees shall be payable in advance not later than 1 March of each year. The board of directors shall establish such policies as it shall see fit with reference to delinquent members, and at its first regular monthly meeting following the deadline for renewal shall fix a date on which delinquent members shall be considered as having resigned.

11. BURGEE

- 11.1. The burgee of the Club shall be a blue pennant on which is centered a white device depicting five chain links, emblematic of the five Great Lakes, connected so as to form a circle. The hoist shall be two-thirds of the fly.

12. DISSOLUTION

- 12.1. In the event of the Club's dissolution, no part of its assets shall accrue to any member nor shall any liabilities be charged thereto; rather, any assets remaining after the satisfaction of obligations and the costs of dissolution shall be donated to another non-profit organization whose objectives, in the opinion of the board of directors (or, if none, by the person or agency acting to conclude such dissolution), closely parallel those of this Club and which is exempt from certain taxation under provisions of Section 501(c) of the U.S Internal Revenue Code.

13. AMENDMENTS

- 13.1. These by laws may be amended by a two-thirds affirmative vote of voting members in good standing present in person or by proxy and voting at any regular or special meeting of this Club called for that purpose and at which a quorum is present, provided that not less than ten days' written notice of the proposed amendment shall have been given to all voting members.