



Mendota Yacht Club

MADISON, WISCONSIN
INCORPORATED 1903

BYLAWS

Amended November 13, 2010

RECORD OF 2010 AMENDMENT APPROVAL PROCESS (Page 1 of 2)

<p><u>August 3, 2010</u> – Proposed Bylaws approved by unanimous approval of Board members present at Board of Directors meeting:</p> <ul style="list-style-type: none"> • Commodore Trey Sprinkman • Vice Commodore Joye Ebert • Rear Commodore D.J. Klauser • Secretary Barbie Stimpson • Nick Haemel • Andrew Lewis <p><u>August 8, 2010</u> – Proposed Bylaws distributed to Club membership via MYC News with notice of review and vote at September 22, 2010 Annual Membership Meeting.</p> <p><u>August 12-31, 2010</u> – Proposed Bylaws approved by unanimous e-mail approval of Board members absent at time of August 3, 2010 Board of Directors vote:</p> <ul style="list-style-type: none"> • Ryan Malmgren • Julie Mills • Bruce Wampold <p><u>September 7, 2010</u> – Commodore Trey Sprinkman announces formation of Bylaws Review Committee in MYC News to address membership comments on proposed Bylaws.</p> <p><u>September 15, 2010</u> – Proposed Bylaws amended and unanimously approved as amended by Bylaws Review Committee:</p> <ul style="list-style-type: none"> • Lon Schoor, past Commodore (1976) • Don Sanford, past Commodore (1997) • Grant Frautschi, past Commodore (2003) • Trey Sprinkman, Commodore • Barbie Stimpson, Secretary <p><u>September 18, 2010</u> – Amendments to proposed Bylaws distributed to membership via e-mail and published on MYC Website.</p>	<p><u>September 22, 2010</u> – Bylaws presented, discussed, and voted, and approved at Annual Membership Meeting:</p> <p><u>Motion:</u> To approve Bylaws in toto. Moved by: Grant Frautschi Seconded by: Dave Gorwitz</p> <p><u>Motion Amendment 1:</u> Refer to attorney for legal review. Moved by: Steve Scheck Seconded by: Lon Schoor Ayes: 40 Nays: 0 Outcome: Motion amended</p> <p><u>Motion Amendment 2:</u> Post on MYC Website as approved. Moved by: Barbie Stimpson Seconded by: Jerry Simon Ayes: 40 Nays: 0 Outcome: Motion amended</p> <p><u>Outcome of Motion as Amended:</u> Ayes: 40 Nays: 0 Outcome: Motion unanimously approved as amended</p>	<p><u>September 22, 2010</u> – Members present and voting at MYC Annual Membership Meeting:</p> <ul style="list-style-type: none"> • Rhonda Arries • Bob Beilman • Bryan Biehl • Carolyn Curry • Jeff Dalsin • Traci Dalsin • Jerry Ebert • Joye Ebert • Martha Florey • Dave Gorwitz • Nick Haemel • Steve Holtzman • Anma Ingeana • Andy Jackson • David Klauser • Robert Krebs • Leigh Leonard • Andrew Lewis • Ryan Malmgren • Julie Mills • Ray Riddle • Don Sanford • Steve Scheck • Stefan Schmidt • Donna Schoor • Lon Schoor • Bill Shelton • Greg Simon • Jerry Simon • Erik Simonson • Myles Sommerfeldt • Wendy Sommerfeldt • Trey Sprinkman • Tim Stanton • Barbie Stimpson • Tom Stitgen • Dary Sugar • Tim Sugar • Jen Swartz • Bruce Wampold
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RECORD OF 2010 AMENDMENT APPROVAL PROCESS (Page 2 of 2)

October 8, 2010 – By laws legal review and recommendations completed and submitted to the MYC Board of Directors by Attorney David Gorwitz.

October 13, 2010 – Bylaws as modified by legal review distributed to Club membership by Secretary Myles Sommerfeldt via MYC News with notice of final vote at Special Meeting of the Members on November 13, 2010.

November 13, 2010 – Bylaws voted and approved at Special Meeting of the Members:

Motion: To approve Bylaws in toto.
Moved by: Joye Ebert
Seconded by: Trey Sprinkman

Outcome of Motion as Amended:

Ayes: 33 (1 by proxy)

Nays: 0

Outcome: Motion unanimously approved

November 13, 2010 – Members present and voting at Special Meeting of the Members:

- Bob Beilman
- Bryan Biehl
- Lyle Bracker
- Carolyn Curry
- Jeff Dalsin
- Paul Dehn
- Craig Doolittle
- Charles Duroni
- Jerry Ebert
- Joye Ebert
- Phyllis Ermer
- Martha Florey
- Larry Freidig
- Patrick Fry
- Ralph Goodwin
- Dave Gorwitz
- Anna Ingeana
- Andy Jackson
- John Kilsdonk
- David Klauser
- Paul McMillan
- Julie Mills
- Larry O'Brien
- Gene Rankin (by proxy)
- Don Sanford
- Stefan Schmidt
- Bill Shelton
- Jerry Simon
- Deanna Simonson
- Erik Simonson
- Trey Sprinkman
- Barbie Stimpson
- Bruce Wampold

BYLAWS OF THE MENDOTA YACHT CLUB

ARTICLE ONE: DIRECTORS, OFFICERS, COMMITTEE CHAIRS AND OFFICIALS

- 1.1 Directors.** Directors shall be chosen by the membership at each annual meeting of the members (“Annual Membership Meeting”), as provided for hereunder in Article 4.3, and shall hold office in accordance with the provisions of the Articles of Incorporation.
- 1.1.1 Representation on the Board of Directors.** At a minimum, the Board of Directors (the “Board”) shall include representation from a scow class boat with currently-paid racing fees, a keelboat with currently-paid racing fees, and a boat with currently-paid storage fees at the official Mendota Yacht Club (“Club”) storage facility.
- 1.1.2 Nominations.** At the Annual Membership Meeting, the current Board shall propose a slate of Director candidates as specified in the Articles of Incorporation, and this slate shall meet the balanced representation criteria as stated in Article 1.1.1 above.
- 1.2 Officers.** At each annual meeting of Directors (“Annual Board Meeting”), as provided for hereunder in Article 4.2, the Board shall elect all Officers designated in the Articles of Incorporation by a majority vote of the Directors, to serve for one year or until the election of their successors.
- 1.2.1 Responsibilities.** Officers shall hold office in accordance with the provisions of the Articles of Incorporation.
- 1.2.2 Removal.** An Officer may be removed at any time by a majority vote of the Board.
- 1.3 Race Committee.**
- 1.3.1 Chair.** The Race Committee shall be chaired by the Vice Commodore.
- 1.3.2 Membership.** The Race Committee shall be comprised of the Vice Commodore, Principal Race Officer, Head Scorer, Protest Committee Chair, Sailing Instructions Committee Chair, and the Fleet Captain of each racing fleet of record

of the Club. The Rear Commodore shall be an *ex officio* member of the Race Committee.

1.3.3 Appointments. The Race Committee Chair shall appoint, subject to the approval of the Board, the following Race Committee members: Principal Race Officer, Head Scorer, Protest Committee Chair, and Sailing Instructions Committee Chair. The Race Committee Chair shall have the power to form additional sub-committees or appoint additional Race Committee members, subject to the approval of the Board, for the purpose of promoting and ensuring the continuity of high quality yacht racing in the Club.

1.3.4 Functions. The Race Committee shall have the following functions:

1.3.4.1 Meetings. The Race Committee shall hold meetings to serve its purposes.

1.3.4.2 Conducting Races. The Race Committee shall organize and carry out the planned on-the-water racing activities including laying marks, setting the starting and finishing lines, signaling, timing, and recording the finishing positions of all competitors.

1.3.4.3 Sub-committee Oversight. The Race Committee shall assure full execution of responsibilities by the Head Scorer, Protest Committee Chair and Sailing Instruction Committee Chair.

1.3.4.4 Reporting. The Race Committee shall report all Race Committee activities to the Board on a timely basis.

1.3.5 Duties of Race Committee Members. The primary duties of the Race Committee members shall be:

1.3.5.1 Rear Commodore. The Rear Commodore is responsible for the care and maintenance of all Club-owned watercraft and racing-related equipment.

1.3.5.2 Principal Race Officer. The Principal Race Officer shall be the head Race Committee official on the water, shall instruct his/her assistants in the performance of their duties, and shall be responsible for laying marks, setting the starting and finishing lines, signaling, timing, recording the finishing positions of all competitors, and managing all peripheral racing equipment.

1.3.5.3 Head Scorer. The Head Scorer shall calculate and post the results of Club races.

1.3.5.4 Sailing Instructions Committee Chair. The Sailing Instructions Committee Chair shall be responsible for preparing and amending, subject to the approval of the Race Committee, the Club's standard sailing instructions ("Standard Sailing Instructions").

1.4 Fleet Captains.

1.4.1 Fleet Captain. Each fleet of record sailing with the Club shall elect a Fleet Captain. Fleet Captains serve as members of the Race Committee, conduct fleet meetings, bring the concerns of their respective fleets to the Race Committee, and present awards for their respective fleets at the annual Commodore's Banquet.

- 1.4.2 Appointments.** A Fleet Captain may appoint another member of his or her fleet to serve on a committee, including the Protest Committee, or to represent the fleet at Race Committee meetings. A fleet member so appointed shall have the authority to vote and otherwise act with the same authority as the Fleet Captain.
- 1.5 Protest Committee.**
- 1.5.1 Protest Committee Chair.** The Protest Committee Chair shall be responsible for conducting Protest Hearings and for resolving requests for redress from competitors.
- 1.5.2 Protest Committee Membership.** The Protest Committee shall be comprised of the Protest Committee Chair and Fleet Captains from all fleets of record racing within the Club. No Protest Committee member may participate in a hearing involving a yacht in a fleet in which the committee member regularly competes.
- 1.6 Trophy Committee.** The Commodore shall appoint a Trophy Chair, subject to the approval of the Board. The Trophy Chair shall be responsible for maintaining an inventory of Club trophies and for the protection, distribution, collection and maintenance of Club trophies.
- 1.7 Directory Committee.** The Commodore shall appoint a Directory Chair, subject to the approval of the Board. The Directory Chair shall be responsible for the editing of and publishing of the annual directory.
- 1.8 Membership Committee.** The Commodore shall appoint a Membership Chair, subject to the approval of the Board. The Membership Chair shall be responsible for distribution of membership cards and directories, and for recommending strategies relating to the retention of existing members and recruitment of new members. The Membership Chair may form subcommittees as the Membership Chair deems necessary to accomplish these tasks.
- 1.9 Social Committee.** The Commodore shall appoint a Social Chair, subject to the approval of the Board. The Social Chair shall be responsible for organizing all social functions of the Club. The Social Chair may form subcommittees as the Social Chair deems necessary to accomplish these tasks.

ARTICLE TWO: MEMBERSHIP

- 2.1 Membership Application.** Prospective new members may register for membership by completing the Club membership application form and paying the annual membership fee. Prospective members who have completed these registration requirements shall be members of the Club. The Board shall determine the annual membership fee. Members shall pay the annual membership fee before competing in their first race each year.
- 2.2 Membership Revocation/Expulsion.**
- 2.2.1 Non-payment of Fees.** After a member has been given 30-day notice that the member has failed to pay annual membership fees, the Board may expel that member by majority vote of the Directors.
- 2.2.2 Other Reason.** After a member has been given 30-day 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 fees) and the member has been given an opportunity to be heard at a special meeting of the Board, a member may be expelled by the vote of a majority of Directors.
- 2.2.3 Release of Rights or Interest.** Termination of membership for any cause whatsoever shall operate as a release of all rights of the expelled member to, or interest in, the property and assets of the Club. Membership shall also be terminated by death, resignation, or failure to pay dues for one year.

ARTICLE THREE: RACING

- 3.1 Registration Requirements.** To be scored in any Club race, a boat owner shall have paid the required racing registration fee as determined by the Board.
- 3.2 Crew Membership Requirements.** All competitors, including crew, shall be members of the Club. A non-member may compete in races on Memorial Day, July 4th, Labor Day, Specialty Races, and not more than two (2) other races per season. A competing boat which uses a non-member crew in violation of this may be disqualified. Boat owners are responsible for ensuring that their crew register and pay any applicable required fees.
- 3.3 Yacht Requirements.** Eligible yachts may be entered by completing registration with the Club in accordance with the conditions and requirements set forth on the Club Membership Application Form.

- 3.4 Racing Rules.** All races will be governed by the rules as defined in the Racing Rules of Sailing (“RRS”), the prescriptions of the United States Sailing Association (“US SAILING”), and by the Standard Sailing Instructions of the Club.

ARTICLE FOUR: MEETINGS

4.1 General Information.

- 4.1.1 Presiding Officer.** The Annual Membership Meeting, the Annual Board Meeting, special meetings of the Board, and special meetings of the membership shall be presided over by the Commodore. In the event the Commodore is unable to preside over a meeting for whatever reason, the Vice Commodore shall preside over the meeting. In the event that both the Commodore and the Vice Commodore are unable to preside over a meeting for whatever reason, the Rear Commodore shall preside over the meeting.

4.1.2 Quorums and Voting.

4.1.2.1 Board Meetings - Quorum and Voting.

- 4.1.2.1.1 Quorum.** Two-thirds of the elected Directors shall constitute a quorum for conducting business at a Board meeting.

- 4.1.2.1.2 Simple Majority.** A vote at any Board meeting at which a quorum of Directors is present shall pass by simple majority vote of those Directors present.

- 4.1.2.1.3 Voting.** At all meetings of the Board, each Director shall be entitled to one vote, and may vote in person or by proxy appointed in writing and filed with the Secretary upon all matters which may come before the meeting, except no proxy vote may be cast for the election of Officers. A Director may cast an absentee ballot for the election of Officers by delivering such ballot to the Secretary before the beginning of the meeting.

4.1.2.2 Race Committee - Quorum and Voting.

- 4.1.2.2.1 Quorum and Notice.** Two-thirds of the duly appointed Race Committee members shall constitute a quorum for conducting business at a Race Committee meeting. The Vice Commodore shall provide seven-day notice to all Race Committee Members of a Race Committee meeting.

- 4.1.2.2.2 Simple Majority.** A vote at any Race Committee meeting at which a quorum of Race Committee members is present shall pass by simple majority vote of those Race Committee members present.

- 4.1.2.2.3 Voting.** At all meetings of the Race Committee, each Race Committee member shall be entitled to one vote and shall vote in person on all matters which may come before the meeting.

4.1.2.3 Membership Meetings Quorum and Voting.

4.1.2.3.1 Quorum. Seven Club members shall constitute a quorum for conducting business at meetings of the membership.

4.1.2.3.2 Simple Majority. A vote at any meeting of the membership at which a quorum is present shall pass by simple majority vote of those Club members present.

4.1.2.3.3 Voting. At all meetings of the membership, each member shall be entitled to one vote, and may vote in person, or by proxy appointed in writing and filed with the Secretary upon all matters which may come before the meeting, except no proxy vote may be cast for the election of Directors. A member may cast an absentee ballot for the election of Directors by delivering such ballot to the Secretary before the beginning of the meeting.

4.1.3 Order of Business. The order of business at the Annual Membership Meeting and all special meetings of the membership shall be as follows:

Roll call.

Approval of minutes of preceding meeting.

Reports of Officers.

Reports of committees.

Unfinished business.

New business.

Elections as applicable.

4.1.4 Notice of Special Meetings of the Members. The Secretary shall distribute a written notice to each Club member of record of any special meeting of the membership at least seven days prior to the meeting. Notice shall be delivered via the prevailing written communication technology of the time to each member's address as shown by the Club records, except that individual members who have duly notified the Secretary in writing shall be notified via U.S. Mail. Notices shall designate the date, time, and address of the meeting, and shall designate the purpose of any special meeting.

4.2 Annual Board Meeting.

4.2.1 Timing of Meeting. At the same location and immediately following each Annual Membership Meeting, the Board shall hold its annual meeting ("Annual Board Meeting"). When a majority of the Board is present at the Annual Board Meeting, no notice of such meeting or its adjournment to either incumbent or newly elected Directors shall be required.

- 4.2.2 Purpose.** The primary purpose of the Annual Board Meeting shall be the nomination and election of Officers for the Club.
- 4.3 Annual Membership Meeting.**
- 4.3.1 Timing and Purpose of Meeting.** Annual meetings of the members (“Annual Membership Meeting”) shall be held at or within 30 days prior to the end of the racing season, but prior to the presentation of awards. The main purpose of the Annual Membership Meeting shall be to elect Directors to fill expired terms.
- 4.3.2 Notice of Meeting.** The Commodore shall designate the date, time and place of each Annual Membership Meeting. The date of each Annual Membership Meeting shall be published in the Club directory.
- 4.3.3 Agenda.** The Annual Membership Meeting shall follow the agenda specified in Article 4.1.3 and additionally shall include the Commodore’s Report in which the Commodore shall read the Club mission statement and give a brief summary of the year’s activities of the Club.
- 4.4 Special Meetings.**
- 4.4.1 Special Membership Meetings.** Special meetings of the members shall be called by the Secretary upon the request of the Commodore or Vice Commodore, or upon the written request of seven members using the then-current written communications medium.
- 4.4.2 Special Board Meetings.** Special meetings of the Board may be called at the request of the Commodore, Vice Commodore, or any two Directors. Notice of such meetings shall be given via the prevailing written or voice communication technology of the time at least two days prior to the meeting, shall state the purpose of the meeting, and shall state the address, date and time of the meeting. Additionally, special meetings of the Directors may be held at any time and at any place when all the Directors are present, however notified, or when all the Directors have consented to the holding of such meeting via the prevailing written or voice communication technology of the time.
- 4.5 Other Meetings.** No type of meeting other than those expressed here will have bearing on Club policy or procedure, nor may such meeting affect the Board, Officers, or membership without the prior approval of the Board.
- 4.6 Conduct of Meetings.** Meetings shall be conducted pursuant to *Robert’s Rules of Order* unless some other procedure is approved by two-thirds vote of those members or Directors present and eligible to vote.

ARTICLE FIVE: OFFICIAL MENDOTA YACHT CLUB SYMBOLS

5.1 Club Pennant. The Club pennant shall be as follows:

A PENNANT SHAPE, WITH A SINGLE RED STAR WITHIN A SMALL BLUE EQUILATERAL TRIANGLE, WHICH IS WITHIN A LARGER RED TRIANGLE. THE LARGE RED TRIANGLE SHALL HAVE TWO LONGER SIDES OF EQUAL LENGTH, WHICH SHALL BE 1 ½ TIMES AS LONG AS THE SHORTER SIDE.

ARTICLE SIX: AMENDMENT OF BYLAWS.

6.1 Amendment of Bylaws. These Bylaws may be altered, amended, added to, suspended, or repealed by a majority of the members voting at any Annual Membership Meeting, or at any special meeting of the members called for that purpose after thirty-day notice of the proposed changes.

ARTICLE SEVEN: INDEMNIFICATION (Proposed)

7.1 Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

ARTICLE EIGHT: FISCAL YEAR (Proposed)

8.1 Fiscal Year. The fiscal year of the Club shall end on December 31.