

**BY-LAWS OF GROSSE POINTE SAIL CLUB
JANUARY, 2009**

**ARTICLE I.
MEMBERSHIP**

SECTION 1. CLASSES OF MEMBERSHIP: The membership of the Grosse Pointe Sail Club (the "Club") shall consist of such persons as are elected to membership by the Board of Directors, and shall be divided into classes, with the following privileges and obligations:

(a) **Active:** Active membership shall be open to any person 21 years of age and over. Active members shall have the right to vote and to hold office in the Club. Active members shall have all the privileges of the Club, and their spouse and unmarried children (except 21 years of age and over) shall be extended the privileges of the Club except to vote or hold office. Active members shall pay an initiation fee in such amount as shall be determined from time to time by the Board, payable in such installments as the Board deems appropriate. Active members shall pay dues in such an amount as shall be determined from time to time by the Board at an annual meeting or a special meeting of the membership convened for that purpose, subject to approval of two-thirds (2/3) of the members present and voting, as indicated by secret ballot. Active members shall pay a building fund subscription in the amount of zero (\$0.00) dollars per year, payable at the time of payment of dues. Dues and building fund subscriptions shall be subject to late payment fees in an amount and duration as determined by the Board from time to time. Active membership shall be limited to one hundred fifty (150) persons.

(b) **Active Spouse:** Active Spouse membership shall be open to any spouse of an active member. Active Spouse members shall have the right to vote and hold office in the Club. Active Spouse members shall pay dues in the amount of fifty percent (50%) of the active member rate per year. Active Spouse members will not be required to pay any initiation fees or building fund subscriptions.

(c) **Active Intermediate:** Active Intermediate membership shall be open to any person between 21 and 30 years of age. Active Intermediate members will have the right to vote and have all the privileges of the Club. Active Intermediate members will pay an initiation fee and yearly dues that are fifty percent (50%) of the active member rate. Building fund subscriptions will not be assessed on intermediate members. Intermediate membership will convert to Active member status at age 31 without additional initiation fees.

(d) **Non-Resident:** Non-Resident membership shall be available to any active member who is not a resident of the counties of Wayne, Oakland, Macomb, Washtenaw, Monroe or St.Clair in the State of Michigan, nor in the county of Essex in the province of Ontario, Canada; all of which constitute the area of active membership. Non-Resident members shall pay dues and building fund subscriptions in an amount fixed by the Board from time to time but which shall not exceed one-half (1/2) of the Active membership dues and building fund subscriptions. Non-Resident members shall neither vote nor hold office.

(e) Associate: Associate membership shall be open to any widow(er) of a deceased member upon written application to the Board within six (6) months after the death of such member. The widow(er) may, via his or her written request to the Board within twelve (12) months after the death of such member, be considered by vote of the Board for Active membership status with all of its rights and responsibilities, while retaining credit for initiation fees paid, dues paid, building fund subscriptions paid, and years of membership served by the deceased member. This option shall be available to all Associate members previous to the date of membership vote and must be acted upon within six (6) months of the membership vote. Associate members shall have all the privileges of the Club and their unmarried children (except 21 years of age and over) shall be extended the privileges of the Club. Associate members shall not have the right to vote or hold office. Associate members shall not be required to pay any initiation fees, dues, or building fund subscriptions. Associate members forfeit such membership upon remarriage.

(f) Armed Forces: Active membership serving duty with the Armed Forces of the United States shall be eligible for Armed Forces Active Duty membership upon written application to the Board with evidence of duty status, and they shall be placed in this class for the duration of their service period. Such members shall be exempt from the payment of dues and building fund subscriptions and shall have the full privileges of the Club, as shall their spouses and unmarried children (except 21 years of age and over). Armed Forces members shall not have the right to vote or hold office.

(g) Life: Any active member who has been an Active Member and paid dues as such for twenty-five (25) years is eligible for Life membership upon written application to the Board. Life members shall have all the privileges of the Club, and their spouses and unmarried children (except 21 years of age and over) shall be extended the privileges of the Club. Life members shall have the right to vote but not to hold elective office. Life members shall pay dues in the amount of one-third (1/3) of those of Active membership dues. Those who joined the Club before 1988 and have continued membership are grandfathered as non-dues paying Life members if they apply to the Board for this classification.

(h) Contributing Life: Any life member is eligible for Contributing Life membership. Contributing Life members shall have the right to vote and hold elective office. Contributing life members shall pay dues at the yearly rate of two-thirds (2/3) of the Active member rate.

(i) Honorary: Honorary membership shall be open to such persons as the Board in its discretion determines are in a position to render or have rendered the Club a valuable service. They shall be admitted annually and only by the express invitation of the Board. This class of membership shall be limited to twenty-five percent (25%) of the then current Active membership. Honorary members shall not be required to pay any initiation fees, dues, or building fund subscriptions.

(j) Courtesy: Courtesy membership shall be open to such persons as are currently Commodores of other clubs which are members of Detroit Regional Yacht-Racing Association and who the Commodore of the Club, in his/her discretion, determines are qualified for such

membership. Courtesy members shall be entitled to all of the privileges of the Club. Courtesy members shall not have the right to vote or hold office. Courtesy members shall not be required to pay any initiation fees, dues, or building fund subscriptions.

SECTION 2. ADMISSIONS: All applicants for admission to membership in the Club shall file a written application with the chairman of the Membership Committee of the Club, in such form as the Board shall from time to time determine. Such applications shall be signed by one Active member as the sponsor and one additional Active member as the endorser, neither of who shall be members of the Board or chairman of the Membership Committee. All prospective members shall be introduced personally to at least one member of the Board, who shall indicate same by his/her signature on the application. The Membership Committee shall investigate each applicant and deliver the application to the Board with its recommendation for election or rejection. The affirmative vote of five (5) members of the Board shall be necessary to elect any applicant to membership.

SECTION 3. TRANSFERS: Any Active member may, upon written application to the Board, be transferred to Non-Resident membership in the discretion of the Board when, because of circumstances, he/she is compelled to be absent from the Active membership territory for more than one (1) year. He/she may, in the discretion of the Board, be readmitted to Active membership without the payment of any admission fee. Non-Resident members who were not formerly Active members may, upon written application to the Board and payment of the then current initiation fee, be transferred to Active membership.

SECTION 4. TAXES: All applicable taxes in connection with any class of membership shall be borne and paid by the member.

SECTION 5. SUSPENSIONS: The Board, by a vote of five (5) of its members, may suspend any member for a violation of the by-laws of the Club or for acting in a manner improper or prejudicial to the interests of the Club. The suspension shall be effective for a period to be fixed by the Board but not to exceed one (1) month. The Board shall notify the member of the reasons for the suspension, and the member shall not enjoy the privileges of the Club during his/her suspension.

SECTION 6. EXPULSIONS: The Board shall have the power to expel any member subject to suspension under Section 5 above, and said member shall be notified of the reasons for his/her expulsion and of a time and place where he/she may be heard. Such a member may be expelled by a vote of not less than five (5) members of the Board.

SECTION 7. REINSTATEMENT: All applicants for reinstatement to Active membership who have previously resigned in good standing by letter may be readmitted by the Board in its discretion upon receipt of a written application. A reinstated member shall not pay a further initiation fee but shall pay the current applicable dues, building fund subscriptions and taxes. All applicants for reinstatement who have previously been suspended or expelled shall make applications and be considered as new applicants.

SECTION 8. HARDSHIP: Any unusual or extreme cases which may, in the opinion of the Board, result in an injustice or impose a hardship on any member of the household family of any member may be specially dealt with by the Board in its discretion.

SECTION 9. ASSESSMENTS: No assessment, by whatever terms described, shall be levied upon members except as herein otherwise provided.

SECTION 10. PROPERTY INTEREST: No member of any class shall have any right, title or interest in any of the property or assets of the Club.

ARTICLE II. **GOVERNMENT**

SECTION 1. BOARD: The Club shall be managed and controlled by a Board of Directors consisting of eight (8) Active members, who shall be the Flag Officers (Commodore, Vice Commodore, and Rear Commodore), immediate Past Commodore and four (4) Directors. They shall make and enforce rules for the government of the Club and its members. The power of the Board to enforce and interpret these by-laws and Club rules shall be absolute.

SECTION 2. MEETINGS:

(a) The Board shall hold meetings, not less than four (4) per year, and at such times and places as they shall determine. The Board may hold special meetings upon twenty-four (24) hours written notice to each member, signed by the Commodore or any other two of its members. Any member of the Board who shall be absent from three (3) consecutive meetings regularly called may be removed from the Board upon the majority vote of the remaining members.

(b) A quorum of the Board shall consist of five (5) members. Except as herein otherwise provided, a majority vote of all members present at any meeting thereof shall be necessary to affirm or reject any actions taken by the Board. Unless otherwise provided by these by-laws, the current edition of "Robert's Rules of Order" shall govern all meetings.

(c) The Commodore shall preside at each meeting and in the event of his/her absence, inability or unwillingness to serve, the Vice Commodore shall perform his/her duties, or, in turn, the Rear Commodore shall perform his/her duties.

SECTION 3. VACANCIES: The Board may appoint any Active member to fill any vacancy in the Board or in any office resulting from death, removal, resignation or otherwise and the appointee shall hold office until the next succeeding election.

SECTION 4. OFFICERS:

(a) The officers of the Club shall be: Commodore, who shall also be the President; Vice-Commodore, who shall also be the Vice-President; Rear-Commodore; Secretary; Treasurer; Fleet Captain; Fleet Measurer; and Fleet Surgeon. Any of these appointive offices may, but need

not, be held by the same person. The officers shall have the powers, duties and responsibilities usually associated with their respective offices.

(b) **Removal:** Any appointed officer may be removed at the pleasure of the Board. The membership shall have the power to remove from office any elected officer or director for misconduct, misfeasance, or malfeasance. Such action shall require a majority vote of the members present at a meeting called for the purpose on fifteen (15) days written notice, provided that such officer or director shall have thirty (30) days notice of the charges preferred against him/her; that member shall be entitled to a hearing on the charges, confronted with witnesses and the evidence, and allowed a self-defense.

SECTION 5. PAST COMMODORES: Past Commodores of the Club shall receive notice of and shall have the privilege of attending all meetings of the Board in an advisory capacity only; they shall have voice but no vote.

SECTION 6. RECORDS: The Board shall keep a record of its proceedings and this record shall be open for inspection by any Active member at any reasonable time, except that all communications concerning applications for membership and the suspension or expulsion of any member shall be kept confidential by the Board and its individual members and shall be recorded in a book retained for this specific purpose only.

SECTION 7. BONDS: When the available funds of the Club shall exceed forty thousand (\$40,000.00) dollars, all officers responsible for disbursements of funds shall be bonded, the cost of such bonds to be paid by the Club.

ARTICLE III. **MEETINGS – ANNUAL AND SPECIAL**

SECTION 1. There shall be an annual meeting of the membership of this Club in the month of December at a time and place, within Wayne County, selected by the Board. At such meeting will be held the annual election of Flag Officers and Directors.

SECTION 2. The Board may call a special meeting of the members, and any twenty (20) Active members may call a special meeting of the membership upon their written request to the Board.

SECTION 3. NOTICE OF MEETINGS: Notice of each annual and special meeting shall be mailed not less than fifteen (15) days prior to the date of the meeting and shall include the time and place of the meeting and the purpose for which it is called. The business transacted at any special meeting and/or any adjournments thereof shall be confined to the purposes stated in the notice.

SECTION 4. QUORUM: A quorum shall consist of twenty (20) Active members *eligible to vote* for the transaction of any business or election, provided, however, that when the number of Active members shall have reached one hundred (100), then a quorum shall consist of twenty percent (20%) of the current Active membership *eligible to vote*. If a sufficient number

to constitute a quorum is not present, any meeting may be adjourned from time to time until a quorum has been obtained.

SECTION 5. VOTING: There shall be no voting except in person at the times and places specified by the Board. The election of Flag Officers and Directors shall be by secret ballot. No ballot shall be valid unless one vote is cast for each office and directorship to be filled. In the election of Flag Officers and Directors, a plurality of vote shall be sufficient to elect. In all other matters not otherwise provided for in these By-Laws a majority vote of those present shall prevail. In all matters pertaining to the purchase, lease, disposal of interest in Club property; the relinquishment, transfer or disposal of any easements or privileges belonging to the Club; or any substantial changes in conditions affecting the Club or its interest; or the levying of assessments, a two-thirds (2/3) affirmative vote of those present shall prevail.

SECTION 6. REPORTS TO MEMBERS: At each annual meeting the Commodore, for the Board, shall make a report to the members of the Club's activities, and the Treasurer shall present a report of the financial condition of the Club. When the assets of the Club shall have reached the sum of fifty thousand (\$50,000.00) dollars, the financial statement shall have been prepared by an independent, certified public accountant appointed by the Board.

SECTION 7. CONDUCT OF MEETINGS: The Commodore shall preside at each annual or special meeting; in his/her absence or unwillingness to do so, the Vice Commodore or his/her designated successor, shall do so. The order of business at each annual meeting shall be:

- (a) Roll call of members
- (b) Reading of the minutes of the previous meeting
- (c) Report of the Treasurer
- (d) Report of the Commodore for the Board
- (e) Committee reports
- (f) Old and new business
- (g) Election of Officers and Directors
- (h) Report of the Judges of Election
- (i) Installation of Officers and Directors

All meetings shall be governed by the current edition of "Robert's Rules of Order" unless specifically provided to the contrary by the current edition of these By-Laws.

ARTICLE IV. **ELECTIONS**

SECTION 1. The Board of Directors shall be divided into three (3) classes; the first shall consist of the Commodore, Vice Commodore, Rear Commodore, and the immediate Past Commodore; each of the other two classes shall consist of two (2) Directors, each in accordance with the expiration date of their term of office. On the day of each annual meeting there shall be elected by the Active members by secret ballot three (3) Active members to be, respectively, Commodore, Vice Commodore and Rear Commodore who shall serve a term of one (1) year and until their successors have been elected and qualify; and two (2) Active members for the office

of Director who shall serve a term of two (2) years and until their successors have been elected and qualify.

SECTION 2. NOMINATING COMMITTEE: At least forty (40) days prior to each annual meeting, the Board shall appoint a nominating committee of five (5) Active members to elect candidates for the offices about to expire in term. Members of the Board shall not serve on the nominating committee. The nominating committee shall meet at least thirty (30) days prior to each annual meeting and select one (1) Active member as the candidate for the office of Commodore; one (1) for Vice Commodore and two (2) for Rear Commodore; and two (2) for each of the vacant offices of Director.

SECTION 3. CANDIDATES: The names of the candidates and the offices to which they were nominated by the nominating committee shall be filed with the Secretary and he/she shall notify the Active membership of such nominations at least fifteen (15) days prior to each annual election meeting by whatever means the Board deems appropriate. Any Active member of the Club may be nominated for any of the officers to be filled at the annual meeting by a petition signed by not less than ten (10) days prior to each meeting, and the Secretary shall notify the membership at least seven (7) days prior to each such meeting as provided for. In the event of the death, incapacity or unwillingness to serve of a candidate, the nominating committee shall select an alternate candidate. There shall be no nominations from the floor.

SECTION 4. VOTING. Each Active member in good standing shall be entitled to cast one (1) vote, as provided for in Article III, Section 5, for each office to be filled at the annual election. Cumulative voting will not be permitted. They must vote all offices.

SECTION 5. ELECTION JUDGES: The Commodore shall appoint, with the approval of the membership, three (3) members to be judges of election. They shall supervise the voting, count all ballots cast and prepare a report in writing of the results of the election and file the same with the Secretary prior to the adjournment of the annual meeting. This report shall be conclusive unless objections shall be made in writing to the Secretary within two (2) days following the meeting. In the event of objections, the ballots shall be held in the custody of the judges of election until the objection is resolved.

ARTICLE V. **AMENDMENTS**

SECTION 1. These by-laws may be amended at any meeting of the membership by resolution adopted by the affirmative vote of two-thirds (2/3) of the members present and voting. The Secretary shall mail to each Active member a copy thereof at least fifteen (15) days prior to such meeting. When a proposed amendment has been so published, it shall be unnecessary to refer to it further in the call of the meeting, whether regular or special, except in general terms.

ARTICLE VI.
COMMITTEES

SECTION 1. The Commodore, with the approval of the Board, shall appoint the following standing committees:

- (a) Membership Committee
- (b) Race Committee
- (c) Entertainment Committee
- (d) Awards Committee
- (e) Regatta Committee
- (f) Publicity Committee
- (g) Dock and Supplies Committee
- (h) Power Boat Committee
- (i) Planning Committee
- (j) Budget and Finance Committee

ARTICLE VII.
FINANCES

SECTION 1. The Club will operate on a fiscal year of December through November.

SECTION 2. ACCOUNTS. On a monthly basis the Treasurer will render to members a statement of indebtedness owed the Club. Such statements shall be paid within thirty (30) days. Members who are delinquent shall not enjoy the privileges of the Club until payment in full is received.

ARTICLE VIII.
CLUB RULES

SECTION 1. No persons but members and their guests shall be entitled to the privileges of the Club. Members introducing guests shall be responsible for their conduct and all debts incurred by them. Any guest violating any rules of the Club may be notified by an Officer or Director, through the member by whom he/she was introduced, that he/she may no longer enjoy the privileges of the Club.

SECTION 2. No member may use Club stationery or the Club mailing list for the purpose of sending mailing matter not first approved by the Board.

SECTION 3. Expelled members may not be brought as guests of a member.

SECTION 4. The Club Membership Roster and any other Club publication as authorized by the Board shall be limited to Club use only. No commercial use of said publications shall be allowed.

ARTICLE IX.

SECTION 1. All of the applicable provisions of these by-laws shall become effective April 7, 1967.

FIRST PRINTING:	MAY 1, 1967
SECOND PRINTING:	OCTOBER 25, 1983
THIRD PRINTING:	APRIL/MAY 1989
FOURTH PRINTING:	OCTOBER 1991
FIFTH PRINTING:	JANUARY 1992
SIXTH PRINTING:	JANUARY 1994
SEVENTH PRINTING:	JANUARY 2000
EIGHTH PRINTING:	JANUARY 2002
NINTH PRINTING:	JANUARY 2005
TENTH EDITION:	JANUARY 2009

**Grosse Pointe Sail Club By-Laws Amendment Summary
Initiated, January, 2009**

Tenth Edition – Amended, January, 2009 (Amended language in *italicas*, previous language in ~~strikethrough~~).

Article I, Section 1. Classes of Membership: (a) Active: Active membership shall be open to any person 21 years of age and over. Active members shall have the right to vote and to hold office in the Club. Active members shall have all the privileges of the Club, and their spouse and unmarried children (except 21 years of age and over) shall be extended the privileges of the Club except to vote or hold office. Active members shall pay an initiation fee in such amount as shall be determined from time to time by the Board, payable in such installments as the Board deems appropriate. Active members shall pay dues in *such an amount as shall be determined from time to time by the Board at an annual meeting or a special meeting of the membership convened for that purpose, subject to approval of two-thirds (2/3) of the members present and voting, as indicated by secret ballot.* ~~the amount of ninety five (\$95.00) dollars per year payable in such installments as the Board deems appropriate.~~ Active members shall pay a building fund subscription in the amount of zero (\$0.00) dollars per year, payable at the time of payment of dues. Dues and building fund subscriptions shall be subject to late payment fees in an amount and duration as determined by the Board from time to time. Active membership shall be limited to one hundred fifty (150) persons.

(g) Life: Any active member who has been an Active Member and paid dues as such for twenty-five (25) years is eligible for Life membership upon written application to the Board. Life members shall have all the privileges of the Club, and their spouses and unmarried children (except 21 years of age and over) shall be extended the privileges of the Club. Life members shall have the right to vote but not to hold elective office. ~~Life members shall not be required to pay dues or building fund subscriptions.~~ *Life members shall pay dues in the amount of one-third (1/3) of those of Active membership dues. Those who joined the Club before 1988 and have continued membership are grandfathered as non-dues paying Life members if they apply to the Board for this classification.*

(h) Contributing Life: Any life member is eligible for Contributing Life membership. Contributing Life members shall have the right to vote and hold elective office. Contributing life members shall pay dues at the yearly rate of *two-thirds (2/3) minimum of fifty percent (50%)* of the Active member rate ~~and will not be assessed building fund subscriptions.~~

Article III, Meetings and Special Meetings, Section 4.: QUORUM: A quorum shall consist of twenty (20) Active members *eligible to vote* for the transaction of any business or election, provided, however, that when the number of Active members shall have reached one hundred (100), then a quorum shall consist of twenty percent (20%) of the current Active membership *eligible to vote*. If a sufficient number to constitute a quorum is not present, any meeting may be adjourned from time to time until a quorum has been obtained.

End of Tenth Edition as amended, January, 2009.