

**BYLAWS
OF
GULL LAKE SAILING CLUB**

The name of the organization is Gull Lake Sailing Club. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(7) of the Internal Revenue Code.

**ARTICLE I
PURPOSE**

The Purpose of Gull Lake Sailing Club is to promote and cause development of sailing and sail racing.

**ARTICLE II
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held in October and at the place designated by the Board of Directors.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all directors of record at the address shown on the corporate books, at least 3 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or determined by the date and time the email notice is distributed.

Section 4. Place of Meeting. Meetings shall be held at the location stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 3 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Secretary, Treasurer, or any two directors by providing five days' written notice by ordinary United States mail or email, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. For any resolution the vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Board of Directors. The Board of Directors shall establish the Gull Lake Sailing Club policies in all matters and shall provide direction and guidance for the Gull Lake Sailing Club officers.

Section 9. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be. This action shall be recorded in the next meeting minutes of the organization.

Section 10. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE V OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors. The President shall serve as Commodore.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and at the Annual Meeting.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Nominations. The President shall present a slate for Director election at the Annual Meeting until such time as there is a Past Commodore. Thereafter, the Past Commodore shall present a slate for Director election at the Annual Meeting. Nominations for Director may be made from the floor.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE VI FISCAL YEAR

The Fiscal Year of the corporation shall be January 1 to December 31.

ARTICLE VII TYPES OF MEMBERSHIP

- A. **Regular Membership** shall be for adults aged 19 and older
- B. **Family Membership** shall be for spouses or single adults and their children who are not age 19 or older in the current calendar year.
- C. **Associate Membership** shall be for non-sailing members who support Gull Lake Sailing Club.
- D. **Junior Membership** shall be for youth who are not age 19 or older in the current calendar year.
- E. **Late Season Regular Membership** shall be for adults aged 19 and older after July 15 and are first time members of Gull Lake Sailing Club.
- F. **Introductory Membership** shall be for individuals to use one time only; registration and waiver is required.
- G. **Life Membership** may be awarded to an individual for extraordinary service to Gull Lake Sailing Club. Life Membership may be bestowed at any regular meeting by a simple majority vote of the membership present by a recommendation of the Board of Directors. Recognition by way of a suitable plaque or certificate shall be made at a Gull Lake Sailing Club meeting. A Life Member shall be excused from paying dues thereafter.

ARTICLE VIII TERMINATION

A member may have his or her membership terminated for the following reasons:

- A. **Non-payment of Dues.** After dues are delinquent one (1) month the member is considered to be not in good standing and shall not be able to participate in Gull Lake Sailing Club activities.
- B. **Misconduct.** Any member accused of misconduct by the Board of Directors at a Gull Lake Sailing Club function, or otherwise representing Gull Lake Sailing Club, shall be suspended and advised in writing that a hearing shall be conducted by the Board. The member shall be notified that he or she may attend the hearing to provide testimony on his or her behalf.

At the conclusion of the hearing, the Board of Directors shall make a recommendation to the Gull Lake Sailing Club regarding the action to be taken.

At the next scheduled Membership Meeting a vote shall be taken and a two-thirds (2/3) vote of the members present shall be required to expel the member.

ARTICLE IX REINSTATEMENT

A member may be reinstated into good standing upon payment of any delinquent dues, if applicable, or upon a 2/3 vote of those members in good standing if misconduct was involved.

ARTICLE X CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged shall be executed by the President.

ARTICLE XI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all members at least ten (10) days before the meeting.

ARTICLE XII INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE XIII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than a majority vote of the members.

Certification

Gail M. Turluck, President of Gull Lake Sailing Club, and Peter Sarelis, Secretary of Gull Lake Sailing Club, certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on March 08, 2018.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on TBD, 2018.

Gail M. Turluck, President

Peter Sarelis, Secretary

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