

Waukegan Yacht Club
BY-LAWS
October, 2021

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ARTICLE I – NAME

Section 1.1 This organization shall be known as “Waukegan Yacht Club” and is in these By-Laws referred to as The Club.

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ARTICLE II – PURPOSES

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Section 2.1 The primary purpose of The Club shall be to promote and encourage the sport of yachting, the sciences of seamanship and navigation, to conduct sailing and yachting activities, and to create and promote good fellowship among its members and their families.

ARTICLE III – MEMBERSHIP

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Classes of Membership

Section 3.1 The membership of the Club shall consist of the following classes of members:

Regular Members
Life Members
Non-Resident Members
Associate Members
Junior Members
Honorary Members
Seasonal Members
Corporate Members

Maximum Membership

Section 3.2 At any time, the aggregate number of Regular and Life Members, excluding members pursuant to Section 3.12, shall not exceed five hundred twenty-five (525). The maximum numbers of such memberships may be changed from time to time by the Board of Directors and approved by the membership by an amendment to the By-Laws.

Deleted: Section 3.1 (a) Members in good standing of the Joseph Conrad Yacht Club shall have like membership in the Waukegan Yacht Club. Members in good standing of the Waukegan Yacht Club shall have like membership in the Joseph Conrad Yacht Club. This shall constitute the membership of The Waukegan Yacht Club/Joseph Conrad Yacht Club or “The Club”.¶¶

Non-Transferability Membership

Section 3.3 No class of membership shall be transferable, except as expressly provided for by the provisions of the By-Laws. All memberships, and the rights and privileges from time to time attributable to any such membership or as hereinafter set forth, shall terminate upon the death, resignation, or expulsion (or in the case of suspension for the term of such suspension) of any member, except as otherwise expressly provided in Section 3.15.

Qualifications

Section 3.4 Each applicant for any class of membership shall be reputable, of good moral character, and shall be interested in the sport of yachting. Subject to the further provisions of the By-Laws, membership shall be granted on a non-discriminatory basis without regard to race, color, sex, or religious affiliation.

Regular Members

Section 3.5 Any person of the age of twenty-one years or more shall be eligible for Regular Membership. Any Regular Member may vote, hold any office in the Club, serve on any committee and shall be entitled to enjoy all the privileges of the Club. Any Regular Member who meets the requirements (Section 3.8) for Non-Resident membership, upon written application to and approval by the Board of Directors, may transfer to Non-Resident membership.

Life Members

Section 3.6 Any charter member of this Club in good standing on January 1, 1951, and any Regular Member who shall have been a Regular Member for 25 consecutive years, excluding years on leave of absence, unless leave of absence is for active military service, and who shall be a Regular Member in good standing at the expiration of said 25 years, shall be eligible for and entitled to Life Membership. Life Members may vote, hold any office in the Club, serve on any committee and shall be entitled to enjoy all the privileges of the Club.

Non-Resident Members

Section 3.8 Any person of the age of twenty-one years or more, who has established residency in a location greater than two hundred miles from the Club, and

has neither residence nor boat located within a radius of two hundred miles from the Club, shall be eligible for a Non-Resident membership. A Non-Resident Member shall not be entitled to vote, hold any office in the Club or serve on any standing committee. Subject to the foregoing limitations Non-resident Members shall be entitled to enjoy all the privileges of the Club.

Associate Members

Section 3.8.5 Any person of the age of twenty-one or more shall be eligible for Associate membership. An Associate membership shall terminate on December 31st of the calendar year during which such member attains the age of thirty years. An Associate Member shall not be entitled to vote, hold any office in the Club, or serve on any standing committee. Subject to the foregoing limitations, Associate Members shall be entitled to enjoy all the privileges of the Club. An Associate Member may become a Regular Member, provided such application in the prescribed form shall have been filed with the Club in accordance with Section 3.15 prior to the termination of such Associate membership.

Corporate Members

Section 3.8.7 Any Company or Corporation with a Federal ID# shall be eligible for a Corporate Membership. A Corporate Membership or its designated Corporate Member shall not be entitled to vote, hold any office in the Club or serve on any standing committee. Subject to the stated limitations, the Corporate Membership shall be entitled to enjoy all the privileges of the Club.

The Corporate Membership shall be entitled to pass through rights allowing the Corporate Member to lend his/her Waukegan Yacht Club identification Card to any member of his/her employ to gain admission and usage of the clubs' dining facilities. The Corporate Member or Corporate Visitor must present this card at the time of entrance to, and when using the Club's dining facilities. Payment for the Club's services is required at the time any service s is provided, and must be paid for by cash or credit card. Dress codes and other house rules shall be observed at all times by all Corporate Members, Corporate Visitors and their guests. At any time the Dues or Monthly Minimum is in excess of 30 days outstanding, the Membership and usage of the Club will immediately be suspended until all monies due and a \$100.00 processing fee have been collected.

The dining room will be available to Corporate Members for brunch, lunch and dinner seating. A Corporate Member is allowed to schedule private parties with the manager on the Club premises. Some Club activities and social events may not be open to Corporate Members.

Junior Members

Section 3.9 Any person under the age of twenty-one years shall be eligible for Junior membership. A Junior membership shall terminate on December 31st of the calendar year during which the member attains the age of twenty-one years. A Junior Member shall not be entitled to vote, hold any office in the Club, or serve on any standing committee. Subject to the foregoing limitations, a Junior Member shall be entitled to enjoy all the privileges of the Club except no alcoholic beverages may be purchased or consumed by the Junior Member on the Club premises. A Junior Member may become an Associate Member or Regular Member, provided such application in the prescribed form shall have been filed with the Club in accordance with Section 3.15 prior to the termination of such Junior membership.

Honorary Members

Section 3.10 Any person who shall be elected by two-thirds vote of the Board of Directors may be an Honorary Member. Not less than fourteen days prior to the Annual Members Meeting, a list of proposed Honorary Members suggested by the Board of Directors shall be posted so that the general membership can comment on and recommend additions to the list for consideration by the Board of Directors. At the first meeting of the Board of Directors following the Annual Members Meeting, the Board shall elect Honorary Members for the ensuing year. Honorary memberships shall expire at the time of the next succeeding Annual Members Meeting. No Honorary Member shall be eligible to vote, hold any office or serve on any standing committee. Subject to the foregoing limitations, Honorary Members shall be entitled to enjoy all the privileges of the Club.

Seasonal Members

Section 3.11 The Board of Directors may from time to time grant Seasonal memberships (not to exceed twelve in number in the aggregate at any time) to such persons who by reason of their duties or vocation have such interest in or connection with the conduct and/or practice of the nautical arts as may be deemed beneficial to the Club and its purposes. Seasonal membership shall continue only for such time as is specified by the Board of Directors at the time such membership is granted, but, in any event shall expire at the time of the next succeeding Annual Members Meeting. No seasonal member shall be eligible to vote, hold any office or serve on any standing committee. Subject to the foregoing limitations, Seasonal Members shall be entitled to enjoy all the privileges of the Club.

Family Membership

Section 3.12 For the purposes of these By-Laws, during the continuance of a Member's membership in good standing and during the spouse's marriage or partner to the member and while living in the same household, the spouse/partner of any member shall be deemed a member of the Club of the same membership class with all the rights and privileges attributable to said membership (herein referred to as "member spouse or partner"), provided, however,

- (i) For the purpose of Section 11.5, the member and the member spouse or partner shall only be counted as one for the purpose of determining whether a quorum is present.
- (ii) For the purposes of Sections 11.2, 11.9 and 13.1, the member and the member spouse or partner shall only be counted as one for the purposes of determining whether the applicable number of members have requested action to be taken.
- (iii) For the purposes of Sections 11.3 and 13.1, notice mailed to a member shall be deemed to have been given to the member spouse or partner.
- (iv) For the purposes of these By-Laws, whenever a vote is required by the members, only one vote shall be cast by the member and member spouse or partner (in person or by absentee ballot) at any Annual or Special Meeting of the members for the election of any officer or director and/or on any issue submitted to the membership.
- (v) For the purposes of Articles VI and VII of these By-Laws, only the member or the member spouse or partner may serve at any one time on the Board of Directors and as an Officer of the Club, but both member and the member spouse shall be eligible at the same time to serve on any committee; and
- (vi) For the purposes of Articles IV and V of these By-Laws, the member and the member spouse or partner shall be deemed to be one membership and the member shall be responsible and liable for all indebtedness to the Club.

The wholly dependent children of a member shall have the right to use the facilities of the Club provided that the member shall be responsible for the payment of the usual charges therefore.

Leaves of Absence

Section 3.13 Any member who wishes a leave of absence shall make application, setting forth the reason(s) for such request, to the Board of Directors. The Board of Directors shall have the power to grant leaves of absence to any member for such reason(s) as it shall deem proper for periods not exceeding one year. Upon further application by such member, such leaves may be extended by the Board of Directors for additional periods not to exceed one year each. During the period of such leaves, such member shall have no privileges (unless in active military service) and shall not be liable for assessments during such period of the leave of absence. Members on leave of absence wishing reinstatement shall make application to the Board of Directors and shall pay the current applicable dues and shall also pay all assessments levied during their leave before being returned to membership status, except, members on leave of absence due to active military service shall not be required to pay any and all assessments levied during their leave.

Application for and Election to Membership

Section 3.14 Any person desiring to make application for any class of membership (except Life, Honorary and Seasonal) shall file a written application for such membership in such form as the Board of Directors may prescribe, which shall be signed by the applicant, by the Regular or Life Member who proposes the applicant and endorsed by not less than two other Regular or Life Members in good standing who shall be unrelated to each other and to the applicant. Each application shall be accompanied by payment of the applicable initiation fee and dues. The application shall be forwarded to the Membership Committee for consideration and recommendation. The Chairman of the Membership Committee shall post a notice of the applicant's application for membership on the Club bulletin board at least thirty (30) days prior to the meeting of the Board of Directors at which the applicant's application is to be considered by the Board of Directors. The membership is encouraged to bring to the attention of the Membership Committee and/or the Board of Directors any adverse factual information with regard to the qualifications of any applicant for membership. A majority vote of the Board of Directors shall determine whether such applicant shall be elected to membership or whether the applicant shall be further investigated or rejected. The Secretary shall inform the applicant of acceptance or rejection into the Club. In the event of rejection, the applicant's fees and dues shall be refunded.

Transfer to Regular, Life, or Associate Membership

Section 3.15 Any Associate or Junior membership desiring to transfer to Regular or Associate membership shall make application for such transfer in the manner

provided in Section 3.14. Associate, Junior and Non-Resident Members desiring to transfer to Regular or Associate membership shall make application on the form approved by the Board of Directors, which, however, need only be signed by the applicant and a Regular or Life Member who proposes the applicant. Otherwise the procedure for transfer of Associate, Junior, and Non-Resident members to Regular or Associate membership shall be in the manner provided in this Section and in Section 3.14 above.

Any Regular Member who shall have transferred to Non-Resident membership and who shall have maintained such membership in good standing continuously from the date of transfer desires to transfer back to Regular Membership, such person shall make application on the form approved by the Board of Directors, which, however, need only be signed by the applicant. The application shall be accompanied by payment of the applicable initiation fee and dues and such person shall be eligible for transfer to Regular Membership upon approval of the Board of Directors. The surviving spouse of any deceased Regular or Life Member shall make an irrevocable election in writing with 90 days of the Member's death or the date of the adoption of these By-Laws, whichever is later, whether the surviving spouse elects to continue as a Regular or Life Member, (as applicable). In the event the surviving spouse elects to continue as a Regular or Life Member, as the case may be, such person at the time of making such election shall also make application on the form approved by the Board of Directors, which, however, need only be signed by the applicant. Such person shall be eligible for Regular or Life Membership, as the case may be, without payment of any initiation fee upon the approval of the Board of Directors.

Section 3.155 A Corporate Membership is nontransferable to other classes of membership.

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Resignation

Section 3.16 Membership may be terminated by voluntary resignation, tendered in writing and accepted by the Board of Directors. No such resignation shall be accepted unless the resigning member shall have paid all indebtedness to the Club, including dues and any assessments for the applicable period during which the resignation is tendered.

Expulsion/Suspension

Section 3.17 The Board of Directors, on its own Motion, on complaint of the House Committee, or on complaint of any member filed with it, may cite any member of the Club to appear before it to answer any charge (excluding delinquency which is expressly provided for in Section 5.6) of conduct injurious to the order, peace, interest,

or welfare of the Club or at variance with its objects, By-Laws, or rules. Any such complaint made by the House Committee or by a member shall be in writing, signed by the Chairman or by the member, as the case may be.

In any such case, the Secretary, at the direction of the Board of Directors, shall notify in writing the member so cited of the charge and give the member charged at least fourteen days' notice to appear before the Board of Directors to answer thereto. A member so charged may elect, by written notice given to the Board of Directors within seven days of the member's receipt of the original notice, that any such hearing be held during the next scheduled member's meeting and that the members present at such meeting decide if the cited member is guilty of the charge and the applicable punishment. In the absence of any such election, such hearing shall be held at the Board of Director's meeting scheduled in the original notice.

The investigation of such charges shall be conducted in such a manner as the Board of Directors may see fit. If, upon inquiry and hearing, the Board of Directors or members, as the case may be, shall be satisfied that the cited member is guilty of the charge they may censure or suspend, or, if in their judgment the interests of the Club demand such action, they may ask such member to resign or may expel such member and thereby terminate the membership. The Board of Directors or members, as the case may be, shall be the sole judge of what constitutes conduct injurious to the order, peace, interest, or welfare of the Club, or at variance with its objects, By-Laws, or rules, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. A three-fourths vote of the Board of Directors or the majority vote of the members present, as the case may be, shall be necessary to expel or suspend any member. In the event that a member is suspended by the Board of Directors or the members, during the period of suspension the member shall not be permitted to enter the Club, introduce guests, incur any indebtedness to the Club or exercise any other privilege of a member.

Reinstatement

Section 3.18 Any former member, who resigned while in good standing, wishing reinstatement to the same class of membership shall make application to the Board of Directors and shall pay 33% of the then current applicable initiation fee and 100% of the current applicable dues and any and all assessments levied during the fiscal year in which the reinstatement is requested before being returned to membership status.

ARTICLE IV – INITIATION FEES

Initiation Fees

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Section 4.1 Initiation fees for various classes of membership shall be such amounts as may be fixed from time to time by the Board of Directors. The Board of Directors shall have the right to change initiation fees as deemed necessary to meet the current economic conditions and/or to be competitive with other yacht clubs in the area. The current schedule of initiation fees is:

| | |
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| Regular Membership | \$ 500.00 |
| Non-Resident Membership | \$ 250.00 |
| Associate Membership | \$ 125.00 |
| Junior Membership | \$ 50.00 |
| Corporate Membership | \$1350.00 |

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Credit for Initiation Fees

Section 4.2 Upon transfer of Associate, Junior or Non-Resident Member to Regular Membership, the initiation fee provided in the schedule for Regular Membership shall be reduced by the amount of any initiation fees paid at the time of election to Associate, Junior or Non-Resident memberships, provided, however, a Regular Member who shall have transferred to Non-Resident and maintained such membership in good standing continuously from the date of transfer and then transfers back to Regular Membership shall not be required to pay any initiation fee. Upon transfer of a Junior Member to Associate membership, the initiation fee provided in the schedule for Associate membership shall be reduced by the amount of the initiation fee paid at the time of election to such Junior membership.

Exclusions

Section 4.3 Honorary and Seasonal Members shall not be required to pay any initiation fee.

ARTICLE V – DUES, MINIMUMS AND ASSESSMENTS

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Annual Dues

Section 5.1 The annual dues for various classes of membership shall be such amounts as may be fixed from time to time by the Board of Directors and approved by the membership by an amendment to the By-Laws. The current schedule of dues reflects the maximum that can be levied without additional Board and Member approval:

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| Regular Member | \$ 500.00 |
| Life Member | \$ 500.00 |
| Non-Resident Member | \$ 250.00 |

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| Associate Member | \$ 125.00 |
| Junior Member | \$ 50.00 |
| Corporate Member | \$1350.00 |

Any proposal by the Board to increase this amount over the amount listed above must be approved by the membership.

In addition, each member is urged to volunteer a minimum of 10 hours annually to scheduled volunteer activities for the good of The Club.

Payment of Dues

Section 5.3 Dues for the various classes of membership shall be billed and paid annually.

Minimums

Section 5.4 Annual Minimum for food and beverages for Regular, Life, and Corporate Members shall be such amounts as may be established from time to time by the Board of Directors, as necessary. The minimum can be met anytime within 12 months. Any unmet dining minimum will be invoiced at the end of the twelve (12) months.

Assessments

Section 5.5 Assessments upon Regular and Life Members shall be such amounts as may be established from time to time by the Board of Directors, as necessary.

Delinquency and Penalty

Section 5.6 On the first day of each month or as soon thereafter as may be practicable, there shall be sent to each member a notice of the amount of the member's indebtedness to the Club on the last day of the preceding month. If such indebtedness be not paid within 30 days, the treasurer shall notify the member that they are delinquent in their payment, that interest of 1 ½ % per month will be charged after 31 days, and that their access to their Club credit will be suspended and their ability to vote in any Club election will be revoked if payment is not received by the 60th day. The Board of Directors has the right to accept the member's request to extend the time for the payment of such indebtedness; however, the member will not be in good standing until such debt is paid in full. The treasurer will notify the member of their termination due to delinquency. This notification does not prejudice the Club's right to recover any such indebtedness. Any person whose membership in the Club has been terminated for failure to pay their indebtedness to the Club shall not use the Club facilities as a guest of any member.

Exclusions

Section 5.7 Seasonal and Honorary Members shall not be required to pay any dues, minimums or assessments. Non-Resident, Corporate, Associate and Junior Members shall not be required to pay minimums or assessments.

ARTICLE VI – OFFICERS

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Officers Elected by Members

Section 6.1 The officers of this Club to be elected by the members shall be a Commodore, Vice-Commodore, Rear-Commodore, Treasurer, and Secretary. They shall be elected by the members at the Annual Members Meeting and shall hold office until the next Annual Members Meeting or until their successors shall have been elected and qualified. No person shall be eligible for election as an officer unless such person shall have been a Regular and/or Life Member of the Club for a period in excess of three (3) years or has served on a standing committee for a period of one (1) year and at the time of nomination is a member in good standing.

Commodore

Section 6.2 The Commodore shall be the Chief Executive Office of the Club and shall enforce the rules and general provisions respecting the conduct of members and welfare of the Club and shall preside at all meetings of the members of the Club and Board of Directors. The Commodore shall be an ex officio member of all committees. The Commodore shall, subject to the approval of the Board of Directors, appoint the members of the Standing Committees and such other committees as the Board of Directors may authorize. From time to time, the Commodore may appoint and send delegates or representatives of the Club to any meeting, convention, regatta, or appropriate regional yachting organization. With the Secretary, the Commodore shall sign all written contracts and obligations of the Club which have been approved by the Board of Directors and shall countersign all checks before their payment by the Treasurer, after the payment of such bills has been approved by the Board, either as an approved budgeted item, or following specific approval of that expenditure.

Vice-Commodore

Section 6.3 The Vice-Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors, and, in the absence of the Commodore, shall perform the duties of that office. The Vice-Commodore shall be Chairman of the House Committee, and responsible for activities on the Club premises.

Rear-Commodore

Section 6.4 The Rear-Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors, and in the absence of the Vice-Commodore, shall perform the duties of that office. The Rear-Commodore shall be Chairman of the Building and Grounds Committee and responsible for the building and grounds and major fixed assets of the Club, and for their maintenance.

Treasurer

Section 6.5 The Treasurer shall receive all dues and funds of the Club and shall keep books of account, which shall at all reasonable times be open for inspection by any Regular or Life Member. The Treasurer shall deliver to his/her successor books and all funds and property of the Club in his/her hands. The Treasurer shall deposit the money of the Club in a bank, or banks, to be approved by the Board of Directors and shall make disbursements therefrom at the direction of the Board of Directors, and all checks drawn by the Treasurer shall be countersigned by the Commodore. The Treasurer shall make at the first meeting of each month a statement of the Club's financial condition, and at the Annual Members Meeting give a written report of the financial condition for the preceding fiscal year, which shall be January 1st to December 31st. Such reports shall be filed with the Secretary. The Treasurer shall be Chairman of the Finance Committee. The Treasurer shall be responsible for the rendering of all statements for accounts receivable, dues, monthly minimum, assessments, and other charges. The Treasurer shall be bonded by the Club in an amount agreed upon from time to time by the Board of Directors. The expense of the bond shall be borne by the Club.

Secretary

Section 6.6 The Secretary shall keep the minutes of the meetings of the members and the Board of Directors, and such minute's at all reasonable times shall be open to the inspection by members of the Club. The Secretary shall notify applicants of their election to membership, issue notice of termination of membership, issue notices of all meetings of the Club, keep a roll of the members, act as custodian and keeper of all Club records and the Club seal sign with the Commodore all written contracts and obligations which have been approved by the Board of Directors, and perform such other duties as from time to time may be prescribed by the Board of Directors. The Secretary shall coordinate the work of committees responsible for membership and publication functions of the Club and shall annually publish a yearbook.

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Officers to be Appointed by the Commodore

Section 6.7 The Fleet Captains shall be appointed by and hold office at the pleasure of the Commodore. The Fleet Captains shall serve as advisors to the Commodore with respect to their fleets.

Section 6.7.1 The Commodore shall appoint liaisons to the Junior and Adult Sail Foundations, as prescribed by the Foundations' respective By-laws. These liaisons will submit regular reports regarding the Foundation's activities to the Board of Directors.

Officers to be Elected by Directors

Section 6.8 The officers of the Club to be elected by the Board of Directors shall be the Judge Advocate, Fleet Surgeon(s), and such other officers as shall from time to time be provided for by the Board of Directors, who shall hold office from the time of their election until their successors have been elected. The Board of Directors shall also appoint the Manager, and such other of the managerial staff of the Club as it may determine, all of whom shall hold office solely at the pleasure of the Board of Directors.

ARTICLE VII – DIRECTORS

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Number

Section 7.1 There shall be a Board of Directors consisting of nine (9) directors.

Election and Term

Section 7.2 The Commodore, Vice-Commodore, Rear-Commodore, Treasurer, Secretary, the immediate past Commodore, and three elected Directors shall constitute the members of the Board of Directors. In odd years, two directors shall be elected at the Annual Members Meeting. In even years, one director shall be elected at the Annual Members Meeting. All elected directors shall serve for a two- year term or until their successors are elected. If the Commodore is re-elected, the past Commodore shall not be a member of the Board of Directors, and an additional director shall be elected in that year to serve for a one-year term. No person shall be eligible for election as a Director unless such person shall have been a Regular and/or Life Member of the Club for in excess of three (3) years or has served on a standing committee for a period of one (1) year and at the time of nomination is a member in good standing.

Powers

Section 7.3 The Board of Directors shall have the power and duty to control and manage all of the affairs and property of the Club, make all contracts and purchases, provide for any expenditure, and otherwise administer the affairs of the Club in such manner as may be necessary to carry out its objects and purposes. Subject to the provisions of Section 8.2, the Board of Directors shall fill all vacancies in elective offices, including vacancies in the Board of Directors, and shall have sole power to elect new members and to authorize transfer or reinstatement of members. The Board of Directors shall not authorize substantial modifications and/or substantial additions to the Clubhouse and grounds, substantial changes in the nature of services provided, or changes in initiation fees, dues, or maximum membership without first obtaining approval granted by majority vote of the Regular and Life Members present at any Annual Members Meeting or Special Members Meeting. The Board of Directors shall not authorize Articles of Amendment to the Certificate of Incorporation, merger or consolidation, sale, lease, exchange or mortgage of substantially all of the assets of the Club, and voluntary or involuntary dissolution of the Club without first obtaining approval by two-thirds vote of the Regular and Life Members present at any Annual Members Meeting or Special Members Meeting.

Meetings

Section 7.4 The regular monthly meetings of the Board of Directors shall be held on the fourth Thursday of each month at 7:00 p.m., with the following exception: during the months of March, June and September, the Board of Directors will meet at 7:00 p.m. followed by Quarterly Member's Meeting at 7:30 p.m.; during November the meeting will be held on the third Thursday at 7:00 p.m.; during December the meeting will be held on the second Thursday of the month at 7:00 p.m. followed by the Annual Members Meeting at 7:30 p.m.; and during the month of July there will be no regular meeting held. The Board of Directors may provide, by resolution, the time and place, for the holding of additional meetings without other notice than such resolution. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors need be specified in any notice. All such meetings of the Board of Directors shall be held, whenever possible, at the Club.

Regular or Life Members in good standing are encouraged to and shall be entitled to attend and speak at any Regular Board of Directors Meeting.

Special Meetings

Section 7.5 Special meetings of the Board of Directors may be called by or at the request of the Commodore or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors shall designate the time

and place for holding any special meeting of the Board of Directors called by them. Notices of special meetings shall specify the business to be transacted and/or the purpose of any such meeting. All such special meetings shall be held, whenever possible, at the Club.

Notice of Special Meetings

Section 7.6 Written notice of any special meeting of the Board of Directors shall be given as follows:

- (i) By mail to each member of the Board of Directors at least five (5) days prior to the meeting; or
- (ii) By personal service delivered at least 24 hours prior to the meeting to each member of the Board of Directors.
- (iii) By electronic means to an email address or fax number listed in the Club's records at least 24 hours prior to the meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed to each Director at the designated address shown by current Club records, with postage thereon prepaid. Notice given by electronic means shall be deemed delivered at the time of sending.

Waiver of Notice

Section 7.7 Any member of the Board of Directors may waive notice of any meeting (regular or special). The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Quorum

Section 7.8 Six (6) members of the Board of Directors shall constitute a quorum. A member of the Board of Directors may participate in the meeting by speaker phone, conference speaker phone or other interactive technology. Except as otherwise expressly provided by law or by these By-Laws, a majority of votes cast at any directors meeting shall be necessary to carry any issue. Votes by the Board of Directors that are conducted via email are required to be unanimous to pass.

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Attendance

Section 7.9 Any member of the Board of Directors who expects to be absent from any meeting of the Board of Directors, shall, where possible, notify the Commodore or Secretary of that fact prior to the applicable meeting. Any member of the Board of Directors (including any officer of this Club) who shall have been absent from three (3) consecutive regular monthly meetings of the Board of Directors without a reasonable excuse satisfactory to a majority of the remaining Directors shall be deemed to have resigned as an Officer and/or Director of the Club, as the case may be, and the office held by such member shall thereupon be declared vacant. The Secretary shall notify in writing any member of the Board of Directors who shall have been absent from two (2) consecutive regular monthly meetings of the Board of Directors of the provisions of this Section.

ARTICLE VIII – REMOVAL – SUCCESSORS

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Removal

Section 8.1 Any officer or director may be removed from office for just cause by two-thirds vote of the members present at any Annual or Special Members Meeting where the matter is considered, when notice of the hearing of such matter shall have been given at least 14 days prior to the meeting at which action is taken to all members and to the person complained against, and no such action shall be taken, or notice of action given unless a complaint in writing, stating the grounds therefore and signed by the complaining member, shall be filed with the Secretary.

Successors

Section 8.2 If any officer or director dies, is removed from office, resigns, or is unable to act, the Board of Directors may appoint a successor to fill the office for the unexpired term provided, however, in the event a vacancy occurs in the office of Director where more than one (1) year remains in the term of office, the vacancy shall be filled at the next Annual Members Meeting.

ARTICLE IX – COMMITTEES

General

Section 9.1 Upon the recommendation of the Commodore, subject to approval by the Board of Directors, committees shall be appointed which shall have such powers and duties as may be conferred upon them by the By-Laws, or, by the Board of Directors. All action taken by any committee shall be subject to approval by the Board of

Directors. No committee shall obligate the Club to any indebtedness not authorized by the budget or approved by the Board of Directors. The Standing Committees of the Club shall consist of the following committees: House, Building and Grounds, Membership, Social, Sail, Finance, and Nominating.

House Committee

Section 9.2 The House Committee shall have responsibility to manage the day-to-day activities on the Club premises. It shall be responsible for the hiring and firing of personnel (except the Manager and such other of the managerial staff) employed by the Club and shall be responsible for the operation of the galley and bar and purchasing and accounting for all consumable items purchased by the Club. It shall enforce rules for the conduct of the members and their use of the Club premises. It shall receive and redress complaints regarding matters coming under its jurisdiction.

Building and Grounds Committee

Section 9.3 The Building and Grounds Committee shall be responsible for the maintenance, repair, replacement and enhancement of the Club's property and facilities, including major fixed assets, equipment, furnishings and fixtures so that the same is maintained in good operating condition and adequate to the needs of the membership. It shall receive and redress complaints regarding matters coming under its jurisdiction.

Membership Committee

Section 9.4 The Membership Committee shall have the duty and such powers as may be necessary or appropriate to enable the Membership Committee to investigate the qualifications of all applicants for membership in the Club. The Membership Committee shall investigate and pass upon the qualifications of all candidates for membership, or reinstatement to membership and report their recommendations to the Board of Directors through the Secretary. It shall be their duty to stimulate and encourage members to secure new applications for membership in the Club.

Social Committee

Section 9.5 The Social Committee shall organize and arrange for all social and entertainment functions of the Club within the approved budget. The Social Committee shall arrange for and manage such dinners, dances, parties, and other social functions as in its judgment will be conducive to the welfare of the Club and the pleasure of the members.

Sail Committee

Section 9.55 The Sail Committee shall be responsible for the sail racing activities of the Club within the approved budget. The Sail Committee shall appoint representatives to Area and Regional sail racing organizations, subject to the approval of the Board of Directors. The Sail Committee shall consist of the Sail Chairman, past Sail Chairman (where possible) and not less than two nor more than five other members of the Club who are familiar with the Club's traditional commitments and goals with respect to sail racing activities.

Finance Committee

Section 9.6 The Finance Committee shall have supervision over the preparation of the budget for the next ensuing year which shall be submitted to the Board of Directors for its approval at the December Regular Board of Directors Meeting and thereafter the approved budget shall be submitted at the Annual Members Meeting for the Member's information. The Finance Committee, at the request of the Board of Directors, shall prepare such plans for the financing of the Club's activities and/or its fixed and capital assets. It shall be responsible to supervise the Club's accounts and accounting statements and to advise the Treasurer on financial matters.

Nominating Committee

Section 9.7 The Nominating Committee shall be responsible for nominating one slate of officers and directors to be voted upon at the Annual Members Meeting. The committee shall submit its report at the Regular Quarterly Members Meeting in September of each year and which slate shall be posted on the Club's bulletin board. The Nominating Committee shall consist of not less than three (3) or more than five (5) Regular and Life Members. The immediate Past Commodore shall chair the Nominating Committee and in the event the Immediate Past Commodore is not available, the next preceding Past Commodore shall chair the Nominating Committee. No other members or spouse of any members of the Board of Directors shall serve on the Nominating Committee and no member or spouse or partner of any member of the Nominating Committee can be nominated for any elective office by that committee.

Other Committees

Section 9.8 The General Committees shall have such duties and responsibilities as may from time to time be established by the Board of Directors. The Board of Directors may, from time to time create such other committees with such duties and responsibilities as the Board of Directors may deem necessary or appropriate.

ARTICLE X – INDEMNIFICATION

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Section 10.1 The Club shall indemnify any and all of its directors or officers or committee members, former directors or officers or committee members, agents, or any person who may have served at its request or as its representative to another corporation or association, or his or her heirs, executors and administrators, against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been a director, officer, committee member, or agent of the Club or representative to such other corporation or association, except in the following instances:

- (i) When any such person shall either be adjudged in such action, suit, or proceeding to be liable for fraud or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability; or
- (ii) When any such person shall be found by two-thirds vote of the directors then holding office to have not acted in good faith and in a manner he or she believed to be not in the best interests of the Club; or
- (iii) When any such person shall be adjudged guilty in any criminal action or proceeding where that person had reasonable cause to believe that his or her conduct was unlawful. A plea of nolo contendere shall not create a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 10.2 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club as authorized herein.

Section 10.3 The Club shall be entitled to purchase insurance to cover its foregoing indemnification obligations to the full extent, as determined from time to time by the Board of Directors.

Section 10.4 The provisions of this Section are severable, and therefore, if any of its provisions shall contravene or be invalidated under the laws of the State of Illinois, the remaining provisions shall be construed and enforced accordingly. The foregoing

right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, committee member or agent may be entitled.

ARTICLE XI – MEETINGS

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Annual Members Meeting

Section 11.1 The Annual Members Meeting of the members shall be held on the second Thursday of December of each year for the purpose of electing officers and directors of the Club and to consider such other business as may come before such meeting. The meeting will be held at the Club, whenever possible, and shall be called to order promptly at 7:30 p.m. to proceed directly first with matters pertaining to the annual election.

Special Members Meetings

Section 11.2 Special Meetings of the members shall be called by the Board of Directors either by their own action, or upon written request to the Board of Directors by twenty (20) Regular and/or Life Members in good standing. Special Meetings shall be held at 7:30 p.m., whenever possible, at the Club.

Notice of Meetings

Section 11.3 The members shall be notified in writing of the time, purpose, and business to be considered at any Annual Members Meeting or Special Members Meeting at least fourteen (14) days before such meeting. Such notice shall indicate the Nominating Committee's slate of candidates and any nominations made from the floor in accordance with the provisions of Section 11.9.

Such notice shall be served:

1. By mail. Such notice shall be deemed to have been delivered when deposited in the U.S. Mail, postage thereon prepaid, addressed to each member at the address shown by the current Club records.
2. By electronic means to an email address or fax number listed in the records of the Club for each member. Such notice shall be deemed to have been given at the time and on the date sent.

Regular Quarterly Members Meetings

Section 11.4 Regular Quarterly Members Meetings of the Club shall be held on the fourth Thursday of March, June, and September of each year at 7:30 p.m.

Quorum

Section 11.5 Presence of 15% of members in good standing (Regular and Life), in person or by absentee ballot eligible to vote shall constitute a quorum for the transaction of any business at the Annual Meeting or Special Meeting of the members. A member shall sign in with the Secretary prior to the Annual or Special Members Meeting being called to order. A valid absentee ballot where permitted in these By-Laws shall count as though the absent member was actually present. In the event a member is present in person at any such meeting, such presence shall automatically revoke and render invalid any absentee ballot previously given or filed in such meeting. Except as otherwise expressly provided by law or by these By-Laws, a majority of the votes cast by members (in person or by absentee ballot) at a meeting in which a quorum is present shall be necessary to elect any officer or director or to carry any issue submitted to the membership.

Lack of Quorum

Section 11.6 Any Annual or Special Members Meeting failing to meet the quorum requirement may, by a majority vote of the members present, be recessed to a later time in anticipation of a quorum or be adjourned to another date.

Absentee Ballot

Section 11.7 Any member (Regular or Life) who is unable to attend any Annual Members Meeting or Special Members Meeting may request an absentee ballot from the Secretary. The Secretary shall provide such member with a ballot. The member may cast his/her vote for the candidates of his/her choice and/or on any issues submitted to the members by submitting his/her vote in writing to the Secretary by absentee ballot in a sealed envelope, marked on the outside with the word "ballot" and in sufficient time that the Secretary shall have received the ballot not later than the day of the applicable meeting of the members. A member may also choose to vote via email or fax, directed to the Secretary/designee. Votes sent by email or facsimile transmittal shall be sent to the Club email address or fax number listed on the Club website from time to time. The Secretary/designee shall print the email and place the printed email or the faxed document in an envelope and seal said envelope. The word "ballot" will be marked on the outside of the envelope.

Attendance at Meetings

Section 11.8 Regular or Life Members in good standing are encouraged to and shall be entitled to attend and speak at any Annual, Special, or Regular Quarterly Members or Board of Directors Meeting.

Nominations

Section 11.9 The report of the nominating committee shall stand as nominations for the officers and directors at the Annual Members Meeting. Nominations may also be made from the floor by any member (Regular or Life) at the September Regular Quarterly Members Meeting. Nominations from the floor must be in writing and signed by 20 members, or may be submitted in writing to the Secretary on or before the second Thursday of October.

ARTICLE XII – GENERAL

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Debts and Obligations

Section 12.1 Unless expressly authorized by the Board of Directors, no officer, director, or member shall have any authority to incur any obligations for the Club or to obligate the Club to pay any sum of money.

Membership Card

Section 12.2 Each member shall receive a membership card from the Treasurer as receipt for the payment of the membership dues. The membership card will display the Member details on one side and the Waukegan Yacht Club insignia on the reverse side.

Deleted: Joseph Conrad Yacht Club insignia

Member in Good Standing

Section 12.3 A member in good standing shall mean a member who has not been suspended, expelled, resigned, has had membership rights terminated, is delinquent (as defined in Section 5.6) or is on a leave of absence.

Club Flags

Section 12.4 The Club flags will be represented as the following:
Waukegan Yacht Club's flag has white lettering "W·Y·C", on a navy blue field which is bordered in red.

Deleted: The Joseph Conrad Yacht Club's flag has a red and white wind rose on a dark blue field. White lettering, "Joseph Conrad Yacht Club" circles the wind rose....

Fiscal Year

Section 12.5 The Fiscal Year shall mean January 1 through December 31 of each year.

ARTICLE XIII – AMENDMENTS AND RULES OF PROCEDURE

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Amendments to By-Laws

Section 13.1 These By-Laws may be amended at any Annual or Special Meeting of the members of the Club, by a majority vote of the members eligible to vote and in good standing who are present at that meeting (in person, or by absentee ballot), provided that the proposed amendment has been recommended by the Board of Directors, or has been approved in writing by twenty (20) members of the Club entitled to vote and in good standing, and a copy of the proposed amendment together with the notice of meeting shall have been mailed to every member eligible to vote and in good standing at least fourteen (14) days in advance of such meeting.

Rules of Order

Section 13.2 The rules of order contained in the most recent edition of “Robert’s Manual” (“Robert’s Rules of Order”) shall govern the meetings of the members and the Board of Directors of this Club when not inconsistent with these By-Laws, the Charter of the Club or the laws of the State of Illinois.

Prior By-Laws

Section 13.1 Upon adoption of these By-Laws all previous By-Laws and amendments thereto are hereby repealed.

Revised 12/2009, Sec 5.1.5 updated 4/30/2010; 9/24/15; 10/23/16; ~~1/18/2021; 2/28/2021; 10/13/2021,~~

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