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## **BY-LAWS OF DIVERSEY Y.C., INC.**

### **ARTICLE I**

**NAME SECTION 1.** The name of this corporation shall be Diversey Y.C., Inc. D/B/A Diversey Yacht Club.

### **OBJECTIVE AND PURPOSE**

**SECTION 2.** The objectives of this Club are to promote the art of Corinthian yachting, to provide and maintain suitable Club quarters for its members, provide, promote and conduct suitable activities ashore and afloat related to yachting and contributing to its pleasure or to the promotion of its future.

### **FISCAL YEAR**

**SECTION 3.** The fiscal year for the Club shall correspond to the calendar year, commencing with January 1, to December 31, inclusive.

### **ARTICLE II**

#### **MEMBERSHIP**

**SECTION 1.** There shall be six (6) classes of Membership: Regular; Non-Resident; Associate; Life; Honorary; and Junior. They shall be of lawful age and good moral character. Each membership shall include a maximum of two persons, both of whom shall be of lawful age and good moral character. Such persons shall be referred to as "members" herein. Reference to "two members" shall be taken, where appropriate, to include one member.

**REGULAR MEMBERSHIP:** Two members, at least one of whom is a boat owner or co-owner, has a boat moored in Diversey Harbor either by permanent or temporary assignment, and who shall have satisfied the requirements for membership. No membership shall be based upon more than one boat. Each membership shall be entitled to one vote to be cast as decided by the members under that membership. In the event that the members under a membership are deadlocked as to which shall vote or how to case a vote, they shall each receive a one-half vote to be exercised under a reasonable procedure. Each regular member can become an appointed or elected officer, however, no more than one member from a membership can hold elected office at any given time.

**NON-RESIDENT MEMBERSHIP:** Two members, at least one of whom is a boat owner or co-owner, and is assigned to another harbor, or is a trail boater who shall have satisfied the requirements for membership. No membership shall be based upon more than one boat. Each membership shall be entitled to one vote to be case as decided by the members under that membership. In the event that the members under a membership are deadlocked as to which vote or how to cast a vote, they shall each receive a one-half vote to be exercised under a reasonable procedure. Non-resident members cannot be elected to office. Elected officers who transfer from Diversey to

another Chicago harbor may continue to serve and vote as if they were regular members.

**ASSOCIATE MEMBERSHIP:** Two members who are not boat owners but have an acceptable reason for affiliation with the Club and who have satisfied the requirements for membership. Associate members shall not have voting privileges and cannot hold an elective office. Associate membership shall be available to any qualifying membership in good standing, the members of which have moved from the area to the extent that they cannot participate in regular Club activities. Such membership transfer shall be applied for by the members.

**LIFE MEMBERSHIP:** Two members, at least one of whom has attained the age of sixty-five years and been a regular member for fifteen (15) consecutive years by April 30<sup>th</sup> of any year shall thereafter become members under a Life Membership. They shall pay one-half of the dues in excess of the value of food coupons furnished to other memberships plus the value of the food coupons, shall have voting privileges like regular memberships, and can hold elective office. No more than one member from a membership can hold elective office at any given time.

**HONORARY MEMBERSHIP:** Honorary membership shall be determined by the Board of Directors on an annual basis and shall be available to non-members by reason of their official position or for outstanding service to yachting. They shall have all privileges except voting and holding office.

**JUNIOR MEMBERSHIP:** Any qualified applicant under the age of 32 may submit an application for Junior Membership. A Junior Membership shall consist of two members, at least one of whom is a boat owner, has a boat moored in Diversey Harbor and who shall have satisfied the requirements for membership. No membership shall be based upon more than one boat. Junior Members shall not have voting privileges or be eligible to hold office. Junior Members shall pay the same Dues rate as Associate Members.

## **APPLICATION FOR AND ELECTION TO MEMBERSHIP**

**SECTION 2.** Applications for membership must be submitted in writing to the Membership Committee on such forms as approved by the Board of Directors and must bear the signatures of the proposer and the endorser, both of whom must be members of the Club, in good standing. After such investigation as deemed necessary by the Membership Committee, the application shall be posted for a minimum of 10 days during the boating season in the clubhouse building or published in the Club bulletin. During the 10 day period, current Members have the right to review the proposed applications and make any comments or objections to the Board as they feel necessary regarding the proposed applicant. If no Member makes any formal objections to the Board about a proposed applicant, then the application will be deemed acceptable by the Membership and will then be passed to the Board of Directors to vote on the application.

When the event an application is submitted to the Board of Directors for final approval, the affirmative vote of a majority of the Directors present at any regular meeting shall be sufficient to signify approval. The Directors may also vote electronically. Any person who may be rejected for membership cannot reapply until the expiration of a six-month period from the date of such rejection. At the time a new application is received, the Membership Director (or other authorized individual) shall take a photo of the new applicants and issue a temporary club card to be used during the mandatory 10 day vetting period. The applicant shall also be given a copy of the By-Laws and Rules of the Club. If the application is approved after the mandatory 10 day vetting period, then the Membership Director (or other authorized individual) shall issue the new Member their own personal Membership cards and take back the temporary card.

### **RESIGNATION**

**SECTION 3.** Members wishing to resign from the Club may do so by filing a written resignation with the Secretary. Upon filing such a resignation, the member must deliver to the Secretary, or Club Manager, all Club Keys, cards, and any other Club property that may be in their possession. If one member of a membership resigns from the club and the remaining member no longer qualifies to continue in the club, then the remaining member under that membership shall be deemed to have resigned with the resigning member.

### **CENSURING, SUSPENSION AND EXPULSION**

**SECTION 4.** Officers, directors or members may be censured, suspended, expelled, removed from office by the Club, by a two-thirds vote of those present at a Board of Directors Meeting for violation of these By-Laws, flagrant violations of the Club Rules, for conduct unbecoming a yacht club member, dereliction of duty by way of malfeasance, misfeasance or non-feasance, or for implication in any occurrence injurious to good order, peace, or welfare of the Club, after hearing, of which five (5) days notice by certified mail and email of the charges shall be given the accused and at which time he may have an opportunity to defend himself, if he so desires. Action under this Section 4 shall apply to the membership under which the subject member belongs and shall include the other members under that membership

### **INDEBTEDNESS**

**SECTION 5.** Any member who shall become indebted to the Club shall be notified of his indebtedness by the Treasurer, in writing, by email and certified mail, mailed to his last known address. In the event that such indebtedness is not paid within ten (10) days after the notice of delinquency (as determined by the Treasurer) the delinquent member's name shall be posted on the Club's bulletin board and he shall be notified that he is suspended from the privileges of the Club. After an additional thirty (30) days following said suspension, he may be expelled from the Club at the discretion of the Board of Directors and thereupon his name shall be dropped from the membership roll. A member thus suspended or expelled from the membership shall thereupon be excluded from access to the Club and from participation in any Club activities. Action under this Section 5 shall apply to the membership under which the subject member belongs and shall include the other member under that membership.

## **ARTICLE III**

### **DUES AND FINANCE**

**SECTION 1.** Each applicant for membership shall, at the time of submission of his application, pay such initiation fee in such amount as may, from time to time, be designated by the Board of Directors.

**SECTION 2.** The initiation fee shall be set by the Board of Directors on or before the February meeting of each year. In the event that the Board of Directors shall not set such fees for any year, the fees shall remain the same as set for the previous year. The initiation fees shall be waived for the immediate descendants, parent, brother, or sister of a member, in good standing, who has had five (5) consecutive years of membership.

**SECTION 3.** The annual dues for each class of membership shall be set by the Board of Directors on or before the February meeting each year. In the event that the Board of Directors does not set dues for any year, the dues shall remain as set for the previous year.

**SECTION 4.** Any member or membership may be exempt from the payment of annual dues upon the resolution of the Board of Directors, as provided for in Article II, Section 1.

**SECTION 5.** The amount, manner and the time and terms of payment of all dues, fees, deposits, prepayments and assessments shall be determined by the Board of Directors.

**SECTION 6.** The fiscal year for the Club membership shall commence on the first day of May of each year and shall terminate on the 30<sup>th</sup> day of April of the following year.

**SECTION 7.**

- (a) Dues, fees, charges and assessments of members shall, subject to Article III, Section 5, be due and payable on or before the first day of May of the fiscal year and shall be charged or assessed on said date for the full fiscal year.
- (b) Applicants for membership shall remit their dues upon notice of their election into the membership of the Club.
- (c) The Board of Directors shall have power to provide for the payment of initiation fees, assessments, deposits, prepayments and dues in such installments or in such prorated amounts as they shall from time to time determine either generally or based upon consideration of individual cases.

- (d) The Board of Directors may, at its discretion, reduce or prorate the initiation fees in connection with a planned membership drive.

### **SPECIAL ASSESSMENTS**

**SECTION 8.** The Board of Directors, by majority vote, may recommend a special assessment for approval by a majority of the members at any regular or special meeting of members, provided that not less than ten days written notice of the proposed special assessment shall have been given all members.

## **ARTICLE IV OFFICERS AND COMMITTEES**

### **ELECTED OFFICERS**

**SECTION 1.** The elected officers of the Club shall be, and rank as follows: Commodore, Vice-Commodore, Rear-Commodore, and Directors. They shall be elected by the Regular Members at the October members meeting and shall hold office for one year or until their successors shall have been elected and shall have qualified. Any person appointed to fill a vacancy shall complete only the unexpired term of his predecessor in office. The Officers and Directors must be Regular or Life Members in good standing, however, no more than one member from Regular or Life Memberships can hold elected office at any given time.

### **APPOINTED OFFICERS**

**SECTION 2.** The Commodore shall appoint a Judge Advocate, Fleet Captain, Fleet Surgeon, Parliamentarian, Secretary, Treasurer, and Historian, subject to the approval of the Board of Directors. Since Appointed Officers may be honorary positions, they need not be Board members to function properly.

### **BOARD OF DIRECTORS**

**SECTION 3.** The Board of Directors shall consist of nine (9) regular members elected as in Article V, one of whom shall be the immediate past Commodore. The Judge Advocate shall be the 10<sup>th</sup> member of the Board in accordance with Article IV, Section 2, with all the rights, privileges, and responsibilities of a member of the Board of Directors.

### **STANDING COMMITTEES**

**SECTION 4.** The Chairperson of the following Standing Committee shall be appointed by the Commodore with the approval of the Board of Directors at their first Business Meeting after their installation: House, Entertainment, Gas Dock, Liquor, Roster, Membership, Fleet Captain, Rules/By-Laws, Newsletter, Construction, Master at Arms/Compliance, Treasurer, Secretary, Judge Advocate, Liaison, Coin Operated Devices, Showcase, Galley. The Commodore, subject to the approval and recommendation of the Board of Directors, shall determine which committees shall be activated and shall function during the course of the year. The Commodore shall consider Committees which functioned during the previous year, and using them as a guide, may increase, combine or fragment such Committees.



Special attention and consideration shall be given to Board members when selecting Committee Chairmen. It is to be recognized that a Committee Chairman who is not on the Board will be at a disadvantage and may be prevented from giving maximum service.

Each Committee Chairman shall choose the members of his Committee with the assistance of and direction from the officers.

### **FINANCIAL LIMITATIONS ON COMMITTEE AND MEMBERS**

**SECTION 5.** No Committee or member of the Club shall obligate the Club to pay out money for any purposes in excess of the sum appropriated for that purpose. Such Committee member shall personally be responsible for its payment and shall reimburse the Club for such unauthorized expenditures.

## **ARTICLE V**

### **ELECTIONS**

**SECTION 1.** A candidate for Rear-Commodore shall be presented to the Board of Directors by the Vice-Commodore for approval no later than the August Board meeting. Upon approval of the nominee for Rear-Commodore by the Board of Directors, the Commodore shall present the new slate of officers listed by proper rank to the Nominating Committee as required in Section 2.

### **NOMINATING COMMITTEE**

**SECTION 2.** Those members qualified to vote at the August general members meeting, shall elect a Nominating Committee consisting of four (4) members in good standing. A minimum of seven (7) nominations by the general members will be voted on to arrive at the four (4). The Commodore will then appoint three (3) additional members, one of whom shall be a Past Commodore. The Nominating Committee shall convene at the earliest possible date to elect a Chairperson. The Nominating Committee shall thereafter meet as required to establish a slate to fill all offices of the Club to be elected at the next annual election. The duties of these seven (7) Nominating Committee members, so elected and appointed, shall be to nominate nine (9) directors, one of whom must be the immediate Past Commodore. To the extent possible, not more than four (4) new nominees shall be nominated each year. They shall submit their findings to the Secretary within thirty (30) days, who shall publish their report as provided in Article V, Section 5 and 6. This shall be the official notice of election, indicating the time, date and place of the election.

### **NOMINATION OF MEMBERS**

**SECTION 3.** A separate slate(s) may also be submitted by fifteen (15) voting members over their own signatures for all offices provided for in Section 2, above, including officers. Some candidates may be identical; however, the separate slate must contain nomination for all offices provided for in Section 1 and Section 2, above. Such nomination (separate slate) must be filed with the Secretary at least fifteen (15) days prior to the date of the election and shall be known as the independent candidates. The

slate shall be posted on the bulletin board in the clubhouse by the Secretary as soon as received.

**SECTION 4.** In the event an independent candidates' slate is provided for in Section 7, below, the slate receiving a majority of the votes of the members qualified to vote present shall be deemed elected.

#### **DATE OF ELECTION**

**SECTION 5.** The annual election of the Club shall be held in October at the regular meeting of the members.

#### **NOTICE OF ELECTION**

**SECTION 6.** At least ten (10) days before the date of election the Secretary shall mail and/or email to each membership of the Club a notice of the time and place of the election, including the report of the Nominating Committee. If an independent slate has been timely submitted to the Secretary, the Secretary shall also include with the notice of the election a ballot with both the slate proposed by the nominating committee and the independent slate.

#### **BALLOTING**

**SECTION 7.** If an independent slate is presented in accordance with Article V, Section 3, there will be an election and vote by ballot. Voting Members shall be allowed to cast their Ballots either in person at the General Membership Meeting, or via email or return of mailed paper Ballot. If a member mails a ballot, they must ensure that it is received by the Club on or before the date of the election or it will not be valid. Members may only use ONE of the allowed methods of voting. Duplicate votes shall not be counted. Any Member attempting to vote more than once shall be referred to the Disciplinary Committee. The Commodore shall appoint three (3) members as tellers, one of which shall be designated Chairman, to receive and count the ballot and report the results to the membership.

#### **UNCONTESTED ELECTIONS**

**SECTION 8.** In the event the slate presented by the Nominating Committee is uncontested, the Club Secretary is authorized to cast all eligible memberships' votes for the slated nominees.

#### **NOMINATION TO FILL VACANCIES**

**SECTION 9.** In the event of a vacancy in any elective office, the Commodore shall appoint a successor subject to the approval of the Board of Directors. When a vacancy occurs in the Office of the Commodore or Vice-Commodore each Commodore shall move up in rank.

#### **TERM OF OFFICE**

**SECTION 10.** All Officers and directors elected as provided herein shall take office on the 1<sup>st</sup> day of November following their election.

## **ARTICLE VI DUTIES OF THE BOARD**

### **AUTHORITY OF THE BOARD**

**SECTION 1.** The Board of Directors has the responsibility to control and supervise all Committees, to see that all collections, disbursements, purchases and all other financial transactions are carried out in the proper manner, and make such rules and regulations, not otherwise covered in these By-Laws, that they may deem necessary for the proper operation of the Club.

### **MEETINGS**

**SECTION 2.** It shall be the duty of the Board of Directors at the November Board of Directors meeting to confirm appointments made by the Commodore for Appointed Offices, delegates, and Chairmen of Committees necessary to properly operate the Club.

**SECTION 3.** The Board of Directors shall meet at the call of the Commodore on such dates as determined by the Commodore as the November meeting, subject to the approval of the Board of Directors. The Commodore shall be obligated to call at least nine (9) Director's meetings each year.

**SECTION 4.** Special meetings of the Board of Directors may be called by the Commodore or any five (5) members of the Board.

**SECTION 5.** The order of business at regular meetings shall be: 1. Roll Call; 2. Report of minutes of the previous meeting; 3. Report of Secretary-Treasurer; 4. Correspondence; 5. Reports of standing committees; 6. Reports of special committees; 7. Unfinished business; 8. New Business; 9. Adjournment.

**SECTION 6.** Past Commodores of Diversey Yacht Club, who are not elected members of the Board of Directors, may attend and participate in regular board meetings, except that they shall not have the right to vote at such meetings.

### **ABSENCE**

**SECTION 7.** Any officer or director who absents himself from three (3) meetings of the Board of Directors without excuse satisfactory to the majority of the Board Membership, shall be deemed to have resigned, and the office shall automatically be declared vacant without a formal resignation being submitted. The vacancy will be filled in accordance with the provisions of Article V, Section 9, of these By-Laws. To enforce this rule the Secretary shall have a roll call at the Director's meetings, and absences noted in the minutes. He shall inform the Directors when action is necessary.

### **AUDITS, BONDS AND INSURANCE**

**SECTION 8.** The Board of Directors shall fix the type and amount of remuneration, if any, for the person(s) holding office of Secretary-Treasurer, at the November meeting each year.

**SECTION 10.** All unusual and unanticipated questions not covered by these By-Laws shall be decided by the Board of Directors.

### **ELECTRONIC VOTING**

**SECTION 11.** The Board shall be allowed to vote on matters presented to the Board via email in the event such matters need to be voted on between regularly scheduled Board Meetings. Email votes shall be deemed binding, but any item voted on electronically shall be presented at the next Board Meeting and shall be read into the minutes, including the vote count for and against.

## **ARTICLE VII**

### **DUTIES OF OFFICERS**

**SECTION 1.** The Commodore is the Chief Executive Officer of the Club. He shall appoint all Chairpersons of Standing Committees, be responsible to the Board for the active and productive functioning of all Committees, to see that they comply with all provisions of the Club By-Laws. He shall be Ex-Officio member of all Committees, except the Nominating Committee. The Commodore shall preside as Chairperson at all regular and special meetings of the general membership and of the Board of Directors and shall call Special Meetings of the Board when it is deemed necessary. The Commodore shall submit his proposed budget on or before the February Board Meeting. The Commodore shall conduct himself as a representative of the Club with appropriate concern for the welfare of its members and shall in turn be accorded suitable dignity. The Commodore is responsible for the entire operation of the Club as well as the conduct of its members. He must assist or take charge where delegated responsibility fails. He shall make himself generally available to officers and the board members as needed in the routine conduct of business.

### **VICE-COMMODORE**

**SECTION 2.** The Vice-Commodore shall perform time to time, such duties as shall be prescribed by the Board and, in the absence of the Commodore, shall perform the duties of that office, and shall assist the Commodore in his administration of Club affairs.

### **REAR-COMMODORE**

**SECTION 3.** The Rear-Commodore shall perform from time to time, such duties as shall be prescribed by the Board and, in the absence of the Vice-Commodore, shall perform the duties of that office. The Rear-Commodore will be Chairperson of the Galley Committee.

### **PAST COMMODORES**

**SECTION 4.** The past Commodores shall, in order of their seniority, officiate in the absence of the Commodore, Vice-Commodore and Rear-Commodore.

### **SECRETARY**

**SECTION 5.** The Secretary shall keep a record of all meetings of the Club and Directors, a roll of the membership, conduct the correspondence, have custody of the

Club seal and all records, documents, reports and communications, other than those for which the Treasurer is responsible. He shall mail and or/email to each member a notice of each regular and special meeting of the members and directors at least three (3) days before such meeting. He shall notify members of their election, expulsion, suspension, or the acceptance of their resignation and furnish all members with a copy of these By-Laws. The Secretary shall be responsible for completing the NYC Annual Report of the Secretary of State. The Commodore may appoint an Assistant Secretary, with the concurrence of the Secretary and the approval of the Board of Directors.

**SECTION 6.** The same person may be both Secretary and Treasurer and shall serve until their resignation is presented and/or until their successor is appointed. The Board shall direct all such appointments.

### **TREASURER**

**SECTION 7.** It shall be the duty of the Office of Treasurer to receive all revenues of the Club from whatever source, and to give receipts therefore. He shall deposit the funds of the Club to the credit of Diversey Y.C., Inc., in such bank or banks as the Board of Directors shall designate. He shall pay out Club funds on vouchers authorized by the Commodore and the proper committee chairman, except, however, in the case of any expenditure is in excess of \$100.00, the payment shall be approved by the Board of Directors, except Federal, State, Local taxes, all Licenses, and employee pay. He shall make a detailed report at each regular meeting showing receipts and disbursements since the previous report, and at the end of the fiscal year must furnish and prepare and forward tax returns and payments as required by State, Federal, and Local Law, and furnish to the Board of Directors P & L Statements and Balance Sheets and report the financial condition of the Club. The Treasurer shall keep a full and accurate account of all receipts and disbursements in a permanent form in a suitable book or books furnished by the Club. He shall furnish a suitable bond approved by the Board of Directors, the cost of such bond to be borne by the Club.

The Commodore may appoint an Assistant Treasurer with the concurrence of the Treasurer and the approval of the Board of Directors.

### **REMUNERATION**

**SECTION 8.** The Board of Directors shall fix the type and amount of remuneration, if any, for the person(s) holding the office of Secretary-Treasurer, at the November meeting of each year.

## **ARTICLE VIII**

### **COMMITTEE DUTIES**

**SECTION 1.** Committee duties and job descriptions will be prepared by the Commodore and given to all committee chairmen at the November Board of Directors meeting.

## **ARTICLE IX**

### **MEETINGS**

**SECTION 1.** The regular meeting of the members of the Club shall be set by the Commodore with the advice and consent of the Board of Directors on or before the February meeting of the Board of Directors. The Commodore shall be obligated to call at least (5) five regular meetings each year. The dates and times of the regular meetings of the members shall be posted in the Club, mailed and/or emailed to the members along with their dues notice, and otherwise communicated to the members. *(As Amended, May 21, 2003.)*

### **SPECIAL MEETINGS**

**SECTION 2.** Special members meetings may be called by the Commodore or by the Board of Directors at any time upon the request in writing of ten or more regular members of the Club. The Secretary shall give three days written notice thereof, stating the object of such meeting. No other business than that stated in the notice shall be transacted at such special meeting. The date and place of any regular or special meeting shall be designated by the Commodore with the approval of the Board of Directors.

### **QUORUMS**

**SECTION 3.** Fifteen (15) of the regular members shall constitute a quorum to transact business at any regular or special members meetings. Six (6) members of the Board shall constitute a quorum for the Directors meetings.

### **CONDUCT OF MEETINGS**

**SECTION 4.** All meetings of the membership and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order when not in conflict with the Laws of Illinois, and it shall also be the authority for all other procedural matters not covered by these By-Laws.

### **ADJOURNMENT**

**SECTION 5.** A motion to adjourn before the completion of all business shall not be in order without unanimous consent.

## **ARTICLE X**

### **INSIGNIA**

**SECTION 1.** Club Burgee and Signals. The Club Burgee shall be a triangular pennant, 10 inches long and 12 inches in height, having a blue and orange field about equally divided with the blue at the top and next to the staff, and with a large white letter "D" in the center thereof.

**SECTION 2.** The Club Badge shall be a circular button with a white letter "D" upon an equal field of blue and orange, and blue in the upper diagonal half as in the Burgee.

**SECTION 3.** The flags for Commodore, Vice-Commodore, Rear-Commodore, Fleet Captain, Fleet Surgeon and Past Commodore shall be the Regular International Code flags for these officers.

**SECTION 4.** The Club Burgee may be displayed at the pleasure of a regular member from the bow staff of his boat, in accordance with Yacht Etiquette, as provided in "Chapmans." Due care is required to prevent a Burgee from falling into unauthorized hands and any such instances should be reported to any officer or Board Member. Emphasis in use is suggested when visiting other harbors or participating in nautical events.

## **ARTICLE XI DEFINITIONS -- MISCELLANEOUS**

### **COMPLAINTS**

**SECTION 1.** Any member or members having a complaint to make pertaining to any other member of the Club itself, including its programs, By-Laws or operations, shall submit the same to the Board of Directors in writing, who shall make an investigation and take such action as they deem necessary.

### **RULES OF CONDUCT**

**SECTION 2.** Rules of conduct and house rules shall be prepared under the supervision of the Board of Directors and be made known to the membership and shall be conspicuously posted during the boating season.

### **INVITED GUESTS**

**SECTION 3.** Invited guests shall be required, at all times to fully comply with and observe the rules and regulations of the Club. Each member shall be responsible for the conduct of his guests and said members responsibility shall be determined by the Board of Directors.

### **INDEMNIFICATION**

**SECTION 4.** Each director, officer and committee member or agent of the Club shall be indemnified against all expenses and costs reasonably incurred by him in connection with or regulating from any action, suit or proceeding brought by, on behalf of or against the Club, to which he may be made a party by reason of his being or having been a director, officer, committee member or agent of the Club or by reason of his conduct in any capacity, except in relation to matters as to which he shall be finally adjudged therein to have been liable for or to have been guilty of gross or willful negligence or misconduct in the performance of his duties to the Club; and the Board of Directors shall have power on behalf of the Club to indemnify each of its directors, officers, committee members and agents against all liabilities imposed upon and expenses and costs reasonably incurred by him in connection with or resulting from any other action, suit, proceeding or claim (not brought or made by or on behalf of this Club) to which he may be made a party or which may be asserted against him by reason of his being or having been such a director, officer committee member or agent, or by reason of his conduct in any such capacity except in relations to matters as to which he

shall be finally adjudged in any action, suit or proceedings to have been liable for willful misconduct in the performance of his duties as such director, officers, committee member or agent. In case of settlement for any such action, suit, proceeding or claim of either classification, before final adjudication as to the director, officer, committee member or agent, the right of indemnification shall exist (except as to amounts paid or payable to the Club pursuant to such settlement) but only to the extent, if any, which the Board of Directors may in such case authorize. The foregoing right of indemnification shall not be exclusive of an other rights to which any such director, officer committee member or agent may be entitled as a matter of law and shall be applicable whether or not he continues to be such director, officer, committee member or agent when incurring any expenses or costs herein before mentioned. In proper cases a committee composed of the disinterested members of the Board of Directors may exercise the powers hereby conferred upon by the Board by majority action of such committee. The term "action, suit or proceeding" as herein used, shall include both civil and criminal actions, suits and proceedings. This By-Law shall be applicable only to persons who at the time of the adoption of this By-Law are directors, officers, committee members or agents of the Club, or who thereafter become directors, officers, committee members or agents.

#### **DUTY OF DELEGATES**

**SECTION 5.** It shall be the duty of all delegates to all yachting associations, including without limitation, the Lake Michigan Yachting Association and Chicago Yachting Association to represent the Club to the best of their ability, and to work for the accomplishment of the purposes of the association so far as the same are consistent with the interests of the Club. They shall follow and be subject at all times to instructions of the Board of Directors.

#### **MEMBERS**

**SECTION 6.** The two members under a membership will ordinarily be spouses. If a member is not married to other member under that membership maybe anyone of said member's choosing.

**SECTION 7.** When a boat is owned by single co-owners, one co-owner will be the member, the other co-owner may be considered the other member.

**SECTION 8.** When a boat is owned by more than two owners, the additional owners after the member and the other member are not allowed in the Club but may acquire their own membership.

**SECTION 9.** When a boat is co-owned by two or more married couples, families or a single individual and additional couples or families, each must have a membership.

**SECTION 10.** It is the intent to admit only two adults into the Club membership under one membership (excluding their children) and prohibit non-member Diversey boat owners from entry to the Club. In the event that one member stops membership in the Club, for any reason, the subject membership shall continue with the other member, if otherwise qualified. In the event that the members under a membership separate,



divorce or disassociate for any reason, and both seek to continue the membership, said membership shall continue under the member both of said members designate in writing if that member is otherwise qualified. Failure to file such completed written designation will result in said membership ceasing and the members formerly thereunder being required to join the Club as new members.

### **INTERPRETATION**

**SECTION 11.** Whenever applicable, the masculine pronoun shall be construed to mean the feminine, and the singular the plural.

### **ARTICLE XII**

#### **AMENDMENTS**

**SECTION 1.** Any section of these By-Laws, or any part or portion thereof may be altered or amended in any manner and to such extent as is consistent with the purpose and the corporate powers of this Club. Proposed alternatives or amendments must be submitted in writing and endorsed by ten (10) Regular or Life Members in good standing at a Regular Business Meeting of the Club and may be voted on at the meeting called for that purpose. Provided, however that any proposed amendment shall be posted on the Club bulletin board and a copy mailed and/or emailed to all Regular and Life members at least ten (10) days before being acted upon; and provided further, that in the Secretary's call for this meeting, whether Regular Business or Special Meeting, there will be a notice that this amendment is to come before the Club for vote. A two-thirds (2/3) vote of all eligible members present at this meeting shall be necessary to adopt the amendment. An amendment to such proposed amendments may be made from the floor, if germane to the subject matter of such proposed amendment and must also be carried by two-thirds (2/3) vote of all eligible voting members present. An amendment that has been rejected shall not again be proposed within three (3) months of its rejection.

#### **SUSPENSION OF BY-LAWS**

**SECTION 2.** These By-Laws may not be suspended at any time.

EFFECTIVE DATE: February 5, 1986

AMENDMENTS EFFECTIVE: August 9, 1989; April 1, 1995; May 21, 2003; and October 18, 2018.