

**BY-LAWS
OF
EGG HARBOR YACHT CLUB**

Egg Harbor, Wisconsin
Amended, February, 2012 and Approved, May 20, 2012

SECTION 1. Membership. There are two classes of membership: Regular and Honorary. The Board of Directors may from time to time impose limits on the total number of members in each class on the basis of the Club's facilities. There shall be no discrimination with respect to applicants for membership by reason of race, color, sex, or religion.

SECTION 2. Regular Membership. Any person age 18 or older shall be eligible for regular membership.

SECTION 3. Honorary Membership. Any person may be elected by the Board of Directors as an Honorary Member, provided that written notice be given.

SECTION 4. Application for Membership. Any person desiring to become a member of the Club shall make a written application for membership in such form as the Board of Directors shall prescribe and shall be signed by the applicant.

SECTION 5. Resignation and Reinstatement. Membership may be terminated by notice of resignation tendered in writing to the Secretary or on nonpayment of dues. No reinstatement shall be accepted unless the resigning member shall have paid all indebtedness to the Club.

SECTION 6. Expulsion. The Board of Directors, on its own motion or on complaint of any member filed with it, may cite any member of the Club to appear before it to answer any charge of conduct injurious to the order, peace, interest or welfare of the Club or at variance with its objectives, By-Laws, or rules. Any such complaint shall be in writing signed by the Commodore or by any member. The Secretary, at the direction of the Board of Directors, shall notify in writing the member so cited of the charge, and give such member at least 10 days notice to appear before the Board of Directors to answer thereto. The investigation of such charge shall be conducted in such a manner as the Board of Directors may determine. If, upon inquire and hearing, the Board of Directors shall be satisfied that the cited member is guilty of the charge brought, it may suspend or expel such member, or if in its judgment the interests of the Club demand such action it may ask such member to resign. The Board of Directors 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 objectives, By-Laws, or rules, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown.

SECTION 7. Property Rights. Only members have any right and interest in the use of the property of the Club. Use of all such property by all members shall be regulated and governed by rules established from time to time by the Board of Directors. Termination of membership by resignation, expulsion or otherwise shall end all right and interest in the use of the property of the club.

SECTION 8. Privileges, Events, Commissioned Officers, Etc. The Board of Directors may admit to the privileges of the Club persons active in the political or civic life of Door County, State of Wisconsin or the United States, Commissioned Officers of the Army, Navy, Marine Corps or Coast Guard of the United States; persons connected with the press; visiting yachts to Door County or vicinity who are not members of the Club, and the officers of other recognized yacht clubs pursuant to rules adopted from time to time by the Board of Directors, but in no event shall use of the privileges of the Club extend beyond the then current yachting season.

SECTION 9. Dues. Each member shall pay membership dues in advance in accordance with the schedule determined from time to time by the Board of Directors.

SECTION 10. Directors. The Board of Directors shall be composed of twelve members of the Club who shall be elected at the annual meeting. Each member shall hold office as a director for three (3) years or until their successor has been elected. Each year the term of four (4) directors shall expire but may be re-elected indefinitely.

SECTION 11. Officers. The Officers of the Club must be members of the Club. They will be elected from and by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting. Officers shall consist of a Commodore, Vice Commodore, Secretary and Treasurer. They shall hold office for two years or until their respective successors are elected but may be re-elected indefinitely. A departing Commodore, whose term on the Board has expired, will become a 1 year ex-officio, non-voting member of the Board of Directors. That person will assume the rank of Rear Commodore.

SECTION 12. Delegates to the Lake Michigan Sail Racing Federation and Lake Michigan Yachting Association. The Commodore may appoint and send delegates to the Lake Michigan Sail Racing Federation and to the Lake Michigan Yachting Association and other associations decided by the Board of Directors.

SECTION 13. Duties and Powers of Directors. The Board of Directors shall have the authority and duty to control and manage the affairs and property of the Club, make all contracts and purchases, provide for any expenditures and otherwise administer the affairs of the Club in such

a manner as may be necessary to carry out its objectives, as set forth in the Articles of Incorporation. The Board of Directors shall fill all vacancies in elective offices, including vacancies of directors. Any director may be removed by a vote of 90% or more of the Board of Directors.

SECTION 14. Duties and Powers of Commodore. The Commodore shall be the chief executive officer of the Club. He or she 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 Club and Board of Directors. He or she shall be an ex-officio member of all committees. The Commodore shall, subject to the approval of the Board of Directors, appoint committees of members and committees of the Board of Directors as may be authorized from time to time by the members of the Board of Directors. From time to time the Commodore may appoint and send delegates or representatives of the Club to any meeting, convention, or regatta, including the delegates to the Lake Michigan Sail Racing Federation and Lake Michigan Yachting Association. With the Secretary, the Commodore shall sign all written contracts and obligations of the Club which have been approved by the Board of Directors.

SECTION 15. Duties and Powers of the Vice-Commodore. The Vice-Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors, and in the temporary absence of the Commodore, shall perform the duties of that office.

SECTION 16. Duties and Power of the Secretary. The Secretary shall keep the minutes of the meetings of the Club and of the Board of directors, and such minutes shall, at all reasonable times, be open to the inspection of the members of the Club. The Secretary shall notify applicants of their election to and transfer of membership, issue notice of all meetings of the Club, act as custodian and keeper of all Club records, sign with the Commodore all written contracts and obligations which have been approved by the Board of Directors and perform such duties as from time to time may be prescribed by the Commodore or the Board of Directors.

SECTION 17. Duties and Powers of the Treasurer. The Treasurer shall receive and hold all monies and securities belonging to, or receivable by, the Club and pay them out in such manner as shall be designated by the Commodore or the Board of Directors. The Treasurer shall have charge of the accounting and financial records of the Club and keep a roll of the members of the Club. At the annual meeting of the Club the Treasurer shall submit a financial report of the Club's operations, and shall perform such other duties as from time to time may be prescribed by the Commodore or the Board of Directors. At each Board of Directors' meeting and at the annual

meeting of the Club, the Treasurer shall submit a financial report of the Club's operations, including a detailed report for review and approval.

SECTION 18. Delegates to the Lake Michigan Sail Racing Federation and the Lake Michigan Yachting Association. It shall be the duty of the delegates to represent the Club to the best of their ability, and to work for the accomplishment of the purposes of the associations so far as the same are consistent with the interests of the Club. They shall be subject at all times to instructions of the Board of Directors.

SECTION 19. Indemnification of Officers and Directors and Other Agents, Including Employees of the Club. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (including an action by or in the right of the Club to procure a judgment in its favor) by reason of the fact that said person was or is a director, officer, employee, or agent of the Club, or was, or is serving at the request of the Club as a director, officer, employee or agent of the Club, or was, or is serving at the request of the Club as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful; and except that in the case of an action or suit by or in the right of the Club, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Expenses, including attorneys' fees, 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, if specifically so authorized upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that said person is entitled to be indemnified by the Club as authorized in this Section. The indemnification provided by this Section shall not be deemed exclusive an any other rights to which

those indemnified may be entitled under any other agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee and agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 20. Elections. The Board of Directors shall appoint a nominating committee of three (3) members of the Club. Such committee shall nominate members of the Club to serve as directors of the Club to be elected at the annual meeting, and shall certify such nominations to the Secretary of the Club. The Secretary shall post such nominations on the official bulletin board of the Club and/or on the official Club website. Five (5) members may file with the Secretary an alternate ticket signed by them, nominating other candidates for the offices and directors to be filled. The Secretary shall also post such alternate nominations and list both the regular and alternate nominations of the official ballot of the Club. At the annual meeting each member may vote in person or by proxy, upon the official ballot distributed by tellers appointed by the Commodore. The members who receive the greatest number of votes shall be the duly elected directors of the Club for the ensuing year and until their successors are duly elected. A member who shall not be present at the annual meeting may request the Secretary to provide an official ballot prior to the annual meeting and shall indicate his or her vote on such ballot, signing such ballot, and delivering such ballot to the Secretary prior to the annual meeting.

SECTION 21. Regular Meetings of Members. The regular annual meeting of the members of the Club shall be held at the place and time as set by the Commodore. At least ten (10) days written notice of each such meeting or any adjournment thereof shall be posted by the Secretary on the Club's official bulletin board and/or official club website with an agenda of matters which may be considered at such meeting. Other matters may also be considered.

SECTION 22. Special Meetings of Members. Special meetings of the members may be called by the Commodore, or by a majority of the Board of Directors, or upon the written request of 15% or more of the members. The Secretary shall give members entitled to vote at least ten (10) days written notice thereof, stating the object of such meeting. No business other than that stated in the call shall be transacted at such special meeting.

SECTION 23. Quorum at Meetings of Members. Fifteen (15) percent of the members present in person or by written proxy shall constitute a quorum at all meetings of the members of

the Club. Any action by the members shall be by a vote of the majority of members present at a meeting at which a quorum is present.

SECTION 24a. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at least two (2) times during the year on the date, time and place set by the Commodore or by the Board of Directors at any meeting.

SECTION 24b. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Commodore, or upon written request of two (2) or more directors addressed to the Secretary of the Club.

SECTION 24c. Notice of Meeting of the Board of Directors. At least (7) days notice of all meetings of the Board of Directors given in any reasonable manner shall be given to each member.

SECTION 24d. Attendance. Directors of the Board of Directors may attend in person or via real-time communications.

SECTION 25. Quorum at Meetings of the Board of Directors. Five (5) members of the Board of Directors shall constitute a quorum. Any action taken by the Board of Directors shall be by a vote of the majority of the directors present at a meeting at which a quorum is present.

SECTION 26. Adjournments. No business shall be transacted at any meeting of the members, or of the Board of Directors, unless a quorum is present, but the meeting may be adjourned and rescheduled to any date and time determined prior to adjournment.

SECTION 27. Amendment to By-Laws. The By-Laws may be repealed, modified, altered or amended by a majority vote of 60% or more of the entire Board of Directors. No such amendment shall limit the rights of the members to propose an alternate nomination of officers or directors or to call a special meeting of the membership. An updated copy of the By-Laws shall be sent to the members via email and/or official club website. The proposed changes to the By-Laws may be submitted by the members at any regular meeting or at any special meeting called for that purpose.

SECTION 28. Fiscal Year. The fiscal year shall commence on January 1 and end on December 31.