

BY-LAWS

OF THE

CLEAR LAKE YACHT CLUB, INC.

THE SECOND AMENDMENT TO THE RESTATED BY-LAWS
UNDER THE DATE OF AUGUST 17, 1996
REVISIONS VOTED AUGUST 27, 2016

ARTICLE 1

SECTION 1: The organization shall be known as the Clear Lake Yacht Club, Inc. and intends to operate as a not-for-profit organization.

SECTION 2: The purpose of the club is to promote sailing, skiing and other water activities, tennis/pickleball and social activities among the members and their families.

SECTION 3: The address of the Club is 188 West Clear Lake Drive, Fremont, Indiana 46737

SECTION 4: The Corporate Seal shall be circular in form and shall be inscribed in the outer circle "The Clear Lake Yacht Club, Inc" and in the inner circle the word "Seal"

ARTICLE II – MEMBERSHIPS

SECTION 1: The Board of Directors has the authority to create, define and modify membership classifications and to establish the dues for all memberships. The Membership classifications established by the Board of Directors are defined in Section 2 of this Article.

SECTION 2: Family Membership: for two individuals, their minor children, full time students and occasional extended family visitors. Each family membership is entitled to two (2) votes.

Young Family Membership: for two individuals both being under age of 30, their children and occasional extended family visitors. Each young family membership is entitled to two (2) votes.

Single Membership: for one individual over age of 21 years, his or her children and occasional extended family visitors. Each single membership is entitled to one (1) vote.

Youth Membership: for one individual under age of 21 years. There are no voting privileges.

Honorary Life Membership: for all Ex-Commodores age 65 or over and their spouses. There are no regular dues but if an Honorary Life Member is active in an Operating Group, the Operating Group fee must be paid. Each person covered by the membership is entitled to one (1) vote.

SECTION 3: Each year the Board of Directors will establish dues for each membership classification and dues for each committee or operating group as appropriate. All such dues and fees will be determined so that they may be communicated to members at least 21 days prior to the date renewal membership applications are due to the Club.

SECTION 4: All dues will be payable upon receipt of the membership application each year and shall be delinquent after June 1.

SECTION 5: A member may bring guests to the Club for any event for the purpose of exposing the guests to the benefits of Club Membership.

SECTION 6: Members only may make purchases at the Club, and except as stated in Section 5 above, admission to the Clubhouse shall be limited to Members only.

SECTION 7: A Membership Chairman shall be appointed by the Board of Directors to lead activities intended to maintain and increase membership in the Club in support of the Board and the Commodore.

SECTION 8: Any member guilty of misconduct or whose conduct is determined to be injurious to the character or interest of the Club, or who violates any of the Rules or By-Laws of the Club may be expelled or suspended from the Club by an affirmative vote of a majority of the Board of Directors. Such member shall be provided an opportunity to be heard before the Board of Directors.

The Board of Directors shall be the sole judge and have total discretion as to what constitutes misconduct, what constitutes a violation of the By-Laws and Rules of the Club, and what conduct is injurious to the character of the Club.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: The control and management of the Club, its affairs, funds and property shall be vested absolutely in the Board of Directors.

SECTION 2: The Board of Directors shall be nine (9) in number, elected as follows:

- (a) Three (3) Directors are to be elected each year for three (3) year terms.
- (b) Director candidates may be nominated by any Member during or prior to any annual meeting.
- (c) Directors shall be elected at the annual meeting each year by majority vote of the members voting.
- (d) All elected directors must confirm that they have read and understand the By-Laws and agree to conform by the same.
- (e) Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by a candidate selected by a majority vote of the remaining members of the Board. Any Director so elected shall hold office until the next annual meeting, at which time he will be subject to re-nomination and election by the membership for the remainder of the term.
- (f) It shall be the responsibility of the Commodore to review with the Board of Directors the participation of all its members. If a member is considered by a majority of the Board not to be active or serving appropriately, the person shall be replaced by the Board of Directors.

SECTION 3: (a) The Board of Directors shall meet after the annual meeting of the members and from its membership select a Vice Commodore for the next year, with the intent that the Vice Commodore shall succeed as Commodore following the current Commodore's term of office. The term of office for Commodore and Vice Commodore shall each be one (1) year which may be extended for an additional year with the agreement of the Board. The retiring Commodore shall be an Ex-Officio member of the Board for one (1) year unless he has time remaining in his term as a member of the Board.

SECTION 3: (b) To be eligible for the position of Commodore or Vice Commodore, a person must be a current member of the Board of Directors.

(c) Any vacancy occurring in the position of Commodore or Vice Commodore shall be filled by a majority vote of the remaining members of the Board.

SECTION 4: The Board of Directors shall also elect a Secretary and a Treasurer. Such officers shall hold office for a term of one (1) year or until their successors shall be elected and qualified. The Commodore, Vice Commodore and Officers shall assume their duties after the General Membership Meeting.

SECTION 5: The Board of Directors shall meet at least twice between October 1 and May 1 and must meet once a month during the months of June, July, and August, or at any time at the call of the Commodore or of a majority of the Board of Directors.

SECTION 6: A quorum is required in order to conduct an official meeting or to conduct the official business of the Board. Two-thirds of the members of the Board of Directors constitute a quorum. A member of the Board of Directors may attend a meeting electronically between October 1 and May 1.

SECTION 7: The Board of Directors shall have the following specific powers in addition to the usual and statutory powers of like bodies:

- (a) To establish Rules for the conduct of the members of the Club and for the use of Club property;
- (b) To fix and enforce penalties for the violation of the Club's By-Laws and Rules;
- (c) To establish Rules for admission of visitors and guests;
- (d) To employ and dismiss all employees, contractors and servants of the Club;
- (e) To approve the Club's budget, oversee and control expenditures of Club funds. Spending limits will be established by the Board for all Club expenditures and periodically evaluated;
- (f) To do all things necessary and be expedient in controlling and managing the property of the Club.
- (g) To make recommendations to the membership for additions, deletions or revisions to the By-Laws of the Clear Lake Yacht Club, Inc.

SECTION 8: The Board of Directors shall present to the Membership of the Club at each annual meeting a statement of the financial affairs of the Club.

SECTION 9: The Board of Directors shall appoint from their own members or from the membership such Standing or Special Committees deemed appropriate by the Board to carry out the functions of the Club or to manage the Club's property and define the duties and authority of such committees. The following may be among the Standing Committees appointed:

Sailing Club	Sailing School	Ski Club
Tennis Club	Pickleball Club	TGIF/Social
Bar Manager	House & Grounds	Finance
Membership	Nominating	

ARTICLE IV GENERAL MEMBERSHIP MEETINGS

SECTION 1: The annual meeting of the members of the Club shall be held at the Club House during the month of August.

SECTION 2: Those members present or represented by their proxy at any annual meeting shall constitute a quorum for the transaction of business. Due notice of how to obtain and submit a proxy vote shall be given to all members at least 30 days prior to the date of the general membership meeting.

SECTION 3: Due notice of the time and place of such annual meeting shall be given to all members at least two (2) weeks before the date of the meeting and should include notification of expiring board positions.

SECTION 4: Special meetings of the members may be called by the Commodore, by a quorum of the Board of Directors, or by twenty (20) or more members provided notice of a scheduled meeting is given in writing to all members at least two (2) weeks prior.

SECTION 5: Any special meeting of the members gives members the opportunity to ask for reconsideration by the Board of a previous Board decision. Also any actions taken by the Board of Directors may be reviewed or reconsidered at an annual or special meeting by a majority vote of the members voting at the special or annual meeting.

SECTION 6: Any member may suggest revisions of the By-Laws to the Board of Directors.

SECTION 7: Revisions to or restatements of the By-Laws shall be provided to each Operating Group and made available to the entire membership for review by publishing in the Yacht Club publication "The Windword" and by posting on the Yacht Club bulletin board prior to the annual meeting and shall be voted upon for approval at the annual meeting or a special meeting of the members.

ARTICLE V – OPERATING POLICIES

In order to properly discharge its legal and fiduciary responsibilities and in order to ensure that all activities of the Club, its Operating Groups and Committees will support the objectives of the Club and be fairly and efficiently coordinated, the Board of Directors shall govern according to the following policies:

SECTION 1: General Governing Policy: The Board of Directors of the Clear Lake Yacht Club, as governing body of the Club, has the final authority within the guidelines established in these By-Laws of the Corporation, to approve all decisions made and actions taken within the Club, including those decisions and actions of the Operating Groups (e.g. Sailing, Tennis, Skiing etc.)

SECTION 2: The fiscal year of the Club shall begin on October 1 and end on September 30. For tax purposes the calendar year will be used.

SECTION 3: (a) To the extent determined by the Board of Directors, the activities and affairs of the Club shall be managed and conducted by Committees and Operating Groups.

(b) The Board of Directors may establish Standing Committees and Special Committees as defined in Article III, Section 9 of these By-Laws.

(c) Operating Groups shall be defined as Standing Committees which have separate financial accounts within the General Fund of the Club, and have the ability to raise funds through the collection of dues or fees in conjunction with the general membership dues collected by the Club, and the responsibility to conduct the activities of the Standing Committee through the expenditure of those funds. These Operating Groups include the Sailing Club, Sailing School, Ski Club, Tennis/Pickleball Club.

- (d) Each Operating Group shall appoint a Chairman. Chairmen of Operating Groups shall be invited to attend Board meetings as the Board deems appropriate and the Board shall appoint a Board member as a liaison to each Operating Group.

SECTION 4: Financial Policies: The Board of Directors has the fiduciary responsibility for the Club and is responsible to the membership and appropriate governmental agencies for sound financial management of the Club. Any contract with vendors or suppliers, agreement to allocate or dispose of Club property or resources, commitment of Club property as collateral, or agreement to establish banking arrangements or borrow funds must be approved by the Board of Directors. In order to properly discharge its duties, the Board shall follow these procedures:

- (a) Each Operating Group shall maintain a positive balance in its checking account.