

Constitution of The Lorain Sailing & Yacht Club, Inc.

ARTICLE I

Name

Section 1. Name. The name of the Club shall be the Lorain Sailing & Yacht Club, Inc. (as amended November 18, 1998).

ARTICLE II

Purpose

Section II. Purpose. To promote and encourage recreational boating within the Lorain Harbor, Black River and Lake Erie.

ARTICLE III

Membership

Section 1. Classes of Members. The Membership shall be divided into the following four classes:

- A) Honorary Member
- B) Active Member
- C) Associate Member
- D) Junior Member

Section 2. Honorary Members. Honorary Members shall be persons who render distinguished service to this Club or to the development of the Lorain Harbor, the City of Lorain, the state of Ohio, or the Nation which contributes to our Club's stated purpose. Honorary Members shall be elected by the Board of Trustees and may be given "Active" or "Associate" status as defined below. A Past Commodore (including those of either the Lorain Sailing Club or the Lorain Yacht Club) of age 65 or older shall be an Honorary Active Member for the remainder of their life. The Board of Trustees shall determine the term of membership of all other Honorary Members. (as amended February 14, 2002)

Section 3. Active Members. Any person of age 21 or older interested in the purpose of this Club may become an Active Member of this Club. Active Members shall be entitled to hold office and to vote on all matters which are submitted to the membership for vote. The Active Member and his or her spouse / "significant other" of age 21 or older shall enjoy the rights and privileges of the Club including the ability to hold office. There shall be only one vote per membership. (as amended February 11, 2001)

Section 4. Associate Members. Any person of age 21 or older interested in the purpose of this Club may become an Associate Member of this Club. Associate Members shall not have the right to vote or hold office. An Associate Member shall be permitted to enjoy such privileges of the Club as defined by the By-Laws.

Section 5. Junior Members. Any person over the age of 12 and less than 21 years of age

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interested in the purpose of this Club may become a Junior member of this Club. A Junior Member shall enjoy all the rights and privileges of the Club except, that a Junior Member shall not be entitled to hold office and shall not be entitled to vote on matters submitted to the membership for a vote.

ARTICLE IV

Dues

Section 1. Membership Dues. The dues for the four classes of membership shall be fixed by the Board of Trustees annually. No dues shall be established for Honorary members. Dues shall be in force for one (1) year only, starting January 1 and ending December 31. Club members shall be notified of the amount of dues payable as of January 1.

Section 2. Failure to Pay Dues. Any member failing to pay dues by April 16th shall be dropped from the membership of the Club and shall forfeit all rights and privileges of Club membership.

ARTICLE V

Meetings of the Membership

Section 1. Annual Meetings. The Club Membership shall meet at least once per year for the purpose of electing persons to the Board of Trustees. This election meeting shall take place between October 1 and October 30, at a date, time and place determined by the Board of Trustees. (as amended October 31, 1997)

Section 2. Special Meetings. Special meetings of the Club Membership may be held at such times and places as may be ordered by its Board of Trustees, the Commodore, or a signed petition of ten percent (10%) of the Active Membership.

Section 3. Notice of Meetings. Notice of the annual or special meeting of the membership shall be in writing sent by ordinary mail to Active Members in good standing not less than ten (10) days in advance of the meeting date.

Section 4. Quorum. A quorum for the transaction of business at all meetings of the Active Members shall be those Active Members of the Club who attend.

ARTICLE VI

Board of Trustees

Section 1. Number. Board of Trustees shall be composed of ten (10) individuals eligible under Article III, Membership Section 3. Active Members. (as amended February 11, 2001)

Section 2. Term of Office. The term of office for each Member of the Board of Trustees shall be for a period of three (3) years. The term of a member of the Board of Trustees of whose term has expired, shall end at a Change of Watch which shall be held after the October General

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Membership meeting and before the November regularly scheduled Board of Trustees meeting. The term of the expired member's successor shall commence at the same time. (as amended February 11, 2001)

Section 3. Nominations. Nomination for election to the Board of Trustees shall be made by the Nominating Committee as set forth in Article X, Section 1 of this Constitution. In addition, nominations other than from the Nominating Committee, may be received at the annual meeting of the voting Membership by filing of such a nomination with the Secretary of the Club at least twenty (20) days prior to the annual meeting. Such other nominations must be signed by at least ten (10) of the Active Members of the Club. No other nominations will be received at the annual meeting.

Section 4. Vacancies. Vacancies of the Membership of the Board of Trustees for reasons other than dealt with in the next paragraph shall be filled by election by the remaining Members of the Board. The Member of the Board of Trustees thus elected shall serve the un-expired portion of his/her Predecessor's term.

Board of Trustee positions remaining unfilled after the Annual Meeting shall also be filled by election by Members of the Board. A vote of confidence in such elected Board Member(s) shall be held at the next General Membership meeting. Should a majority of Active Members at such meeting express, in a vote, no confidence in such Board Member, his or her membership in the Board shall cease upon that vote. Nominations for the vacant position will then be taken from the floor or from the Board and an election for the vacant position will be held at the next General Membership meeting. (as amended February 11, 2001)

Section 5. Powers of Trustees. The Board of Trustees shall be the governing body of this Club, and they shall have the complete and total control over the management of the business, funds, and property of the Club, subject to the limitations contained in the provisions of the Ohio Revised Code. The Board of Trustees may adopt By-Laws, not inconsistent with this Constitution, which would govern the use of the Clubs' property, and privileges and conduct of the Clubs' members, their children and guests.

ARTICLE VII

Meetings of the Board of Trustees

Section 1. Monthly Meeting. The Board of Trustees shall meet monthly at a time and place as determined by the Board of Trustees.

Section 2. Special Meetings. Upon request of four (4) Members of the Board of Trustees, a meeting of the Board of Trustees shall be called. The Commodore of the Club may call a meeting of the Board of Trustees.

Section 3. Notice. Notice of the monthly meetings or a special meeting may be in writing or may be oral and shall be given in the most expeditious fashion not less than twenty four (24) hours in advance of the meeting date.

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Section 4. Quorum. If all Board of Trustees positions have been filled, six (6) members of the Board shall constitute a quorum; if nine or fewer Board positions are actively filled, five (5) members of the Board shall constitute a quorum. (as amended October 28, 2001)

ARTICLE VIII

Officers

Section 1. Officer Designation. The Officer Designation. The Officers of this Club, all of whom must be members of the Board, shall be: (as amended February 11, 2001)

- A) Commodore, who shall be the President of the Corporation.
- B) Vice Commodore, who shall be the First Vice President of the Corporation.
- C) Rear Commodore, who shall be the Second Vice President of the Corporation.
- D) Secretary
- E) Fleet Captain
- F) Treasurer

Section 2. Term of Office. Elected Officers shall serve for one (1) year or until the next election of Officers and shall be eligible for re-election except that no person shall serve as Commodore for more than two (2) consecutive terms. The term of the Elected Officer shall commence at the beginning of the first regularly scheduled Board of Trustees Meeting following the election of the Officers. The term of the Elected Officers' predecessor shall end at that same time. (as amended October 31, 1997)

Section 3. Election of Officers. The Board of Trustees shall elect Officers by a majority vote at its first meeting following; but no later than two weeks after, the election of members to the Board of Trustees.

Section 4. Duties of Officers. Each Officer shall have such powers and duties as ordinarily pertain to his/her office as well as the duties assigned by the Board of Trustees. Duties, privileges and conduct of Officers may be described in the By-Laws, as written by the Board of Trustees and may be altered by the Board as deemed necessary by the Board.

Section 5. Officer Vacancy. In the case of a vacancy occurring in the office of Commodore, either by death, incapacity, or resignation, the Vice Commodore shall succeed to the office of Commodore. In the case of a vacancy in the office of Vice Commodore, the Rear Commodore shall succeed to the office of the Vice Commodore, and the office of Rear Commodore shall be left vacant until the next regular election. In the case of a vacancy occurring in any other office, the membership of the Board of Trustees shall fill this vacancy by election. The individual so elected shall serve the un-expired portion of his/her predecessor's term.

ARTICLE IX

Business Manager

Section 1. Business Manager. In addition to the other Officers as set forth in Article VIII above, the Board of Trustees may employ a Business Manager who shall hold office at the pleasure of the Board of Trustees and shall receive such compensation as the Board of Trustees may prescribe.

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Section 2. Duties of the Business Manager. The Business Manager shall be in charge of the day-to-day operation of the Club including, but not limited to, control over the Clubs' property and finances. The Business Manager shall provide a written monthly report to the Board of Trustees as to the financial condition of the Club and shall perform such duties as assigned by the Board of Trustees.

Section 3. No Vote. The Business Manager, shall not be a member of the Board of Trustees and shall not be entitled to vote at any meeting of the Board of Trustees. (as amended October 28, 2001)

ARTICLE X
Committees

Section 1. Nominating Committee.

A) Members - The Chairman and Members of the Nominating Committee shall be appointed by the Board of Trustees. The Nominating Committee shall consist of five (5) Active Members and need not be members of the Board of Trustees.

B) Duties - Prior to the annual meeting of the Active Membership the Nominating Committee shall prepare its recommendation as to those four Active Members to be elected to the Board of Trustees, as called for in Article VI, Section 3.

C) Board Vacancies - Whenever a vacancy occurs on the Board of Trustees, during the year, the Nominating Committee shall recommend a replacement to the Board of Trustees. The Board may receive other nominations from the floor to fill any such vacancies.

Section 2. Other Standing Committees. The Board, and/or Commodore may provide for and make appointments to other standing Committees. The objectives and policies of these Committees may be added to the By-Laws as deemed appropriate by the Board.

Section 3. Ad Hoc Committees. Ad Hoc committees shall be those appointed by the Commodore for the specific purpose and shall remain in existence only as long as necessary to accomplish their specific purpose.

ARTICLE XI
Nonprofit and Nondiscrimination

Section 1. No Benefit. All members of the Board of Trustees and all officers shall serve without salary or other financial reimbursement. No gain or profit from the Club shall inure to the benefit of any member of the Board of Trustees, any officer, or any member of the Club, except in those cases where a member is paid for specific services rendered under a specific agreement entered into between the Club and said member. Upon the termination of existence of the Club all of the assets, personal and real property, of the Club shall be transferred to the City of Lorain, Port Authority, to be used for the purpose set forth in Article II section 1 of this Constitution.

Section 2. No Discrimination. Membership to the Lorain Sailing & Yacht Club shall be made available to all individuals without discrimination on account of sex, race, creed, religion, color or national origin.

ARTICLE XII

Indemnification of Trustees, Officers and Employees

Section I. Indemnification. The Club shall indemnify each of its trustees, officers, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a trustee, officer, employee of the Club. Without limitation, the term “expenses” shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The Club shall not, however, indemnify any trustee, officer or employee until a majority of the Board of Trustees has determined, by majority vote at a meeting, that the trustee, officer or employee:

- A) Was not grossly negligent in his or her duty to the Club or guilty of intentional misconduct in the performance of the duties to the Club;
- B) Acted in good faith in what he or she reasonably believed to be in the best interest of the Club and;
- C) In any manner subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the trustees, including any trustee who is a party to or threatened with the action, suit or proceeding, shall be entitled to vote at the meeting and by those means be counted for all purposes in determining a majority of the Board of Trustees.

ARTICLE XIII

Amendments

Section 1. Amendments. This constitution may be amended by a majority vote of the Active Members present at any meeting of the Active Members provided that notice of such meeting, including proposed amendment, shall have been given in writing with notice to each active member thirty (30) days prior to the date of the meeting.

ARTICLE XIV

Financial Controls

The Trustees shall appoint an audit Committee to report annually on the soundness of the Clubs Financial condition, design of its’ internal controls and to test compliance with these controls.

The Audit Committee’s findings and report shall be given at a meeting of the Board of Trustees and the above report shall be available for review by any Active Member. (as amended May 2, 1998)

BY-LAWS OF THE LORAIN SAILING AND YACHT CLUB

1. ILYA CHARGES – 12/1996

Member ILYA Charges from reciprocating clubs are due and payable upon receipt of LSYC Billing. Charges are considered past due 30 days after issuing of member bill. A late fee of \$5.00 will be charged. If the account remains unpaid, an interest fee of 1.5% per month will be charged. If the account remains unpaid for 60 days, all member privileges will be revoked until the account is in good standing.

2. ASSOCIATE MEMBERS – 10/1997

Associate members shall enjoy all privileges of the Lorain Sailing and Yacht Club (as per Constitution) except they may not receive or enjoy the privileges of ILYA membership.

3. MEMBERSHIP DUES INCREASES – 10/1997

Annual membership dues increases are to be set by the Board of Trustees, but may not exceed a 25% increase over the prior year's dues without a majority vote of those members present at a general membership meeting as defined in Article V, Section 4 of the Constitution.

4. MEMBERSHIP MEETINGS – 5/2003

General Membership meetings shall be conducted by the Board of Trustees a minimum of four times per year. The annual meeting shall be included for purposes of meeting this requirement.

5. CLUB OFFICERS

A. BOARD MEETING ATTENDANCE 12/1996

As an elected or appointed representative of the LSYC, your attendance is required at all monthly and special Board meetings. If any trustee or officer misses three or more meetings in a year, without a valid excuse, their position will be considered vacant and will promptly be replaced.

B. REMOVAL FROM OFFICE – 10/1997

Any officer may, for cause, be recommended to the membership for removal from office upon affirmative vote of a majority of the Board of Trustees. Any member in good standing may present a recommendation to the Board for the removal of an officer, provided such recommendation is accompanied by a petition signed by 35% of the Club members in good standing. If the recommendation is approved by a majority of the Board, it shall then be presented to the membership for a vote. A 75% affirmative vote of the voting members present at the meeting is required to remove the officer. The Secretary shall notify all members by mail when such an action and vote is to be taken.

6. BENEFITS – 10/1997

All Board Members and Club Officers and employees shall be entitled to a key to the Clubhouse.

7. GROUND RULES – 10/1997

1. All vehicles must park in authorized parking areas. No vehicles should be left in the dry sail area.
2. All children under 10 years of age must wear life jackets on the docks or within 50 feet of the marina area. Children are not permitted to play or fish on any dock or boat other than their own, without permission of boat owner or parent.
3. All pets must be kept on a leash at all times. The owner is responsible for promptly cleaning up after their pet. No pets are permitted in the clubhouse. Pets must not be left unattended.
4. There shall be no display or discharge of fireworks, flares, or firearms on Club grounds, docks or from boats.
5. All personal items kept in dockage area are to be maintained and in good repair.
6. Dinghies must be stored and launched at designated areas.
7. Heads must not be discharged in the marina, nor should they be emptied or cleaned within the clubhouse facilities.
8. Fishing on LSYC Property is prohibited.
9. All bottles, cans and other refuse must be placed within the proper receptacle. If all receptacles are full, refuse should be taken home. Refuse should not be placed on the ground anywhere on club grounds. If refuse is left in front of dock or on grounds around the member's dock, the Rear Commodore may authorize the area to be cleaned up and the member charged a \$25.00 fee.
10. All members will be personally responsible for the safety and conduct of their guests. No guest is permitted on club grounds without host member present. Members should instruct their guests to wait in the parking lot or on the host members' boat.
11. Proper conduct, language and attire is required of all members and their guests.
12. Members losing or damaging Club tools or equipment will be responsible for the loss or damage. Members who lose or experience damage to their personal tools during authorized Club work may be compensated for their loss.
13. Only authorized personnel are allowed to operate the travel lift.
14. No heaters or electrical tools will be left connected in a boat during winter storage except when someone is working on the boat.
15. Other behavior not specified within these rules of conduct shall fall under common sense and consideration of your fellow members.
16. A problem which cannot be resolved using personal diplomacy may be brought to the Club's attention by reporting it to the Board of Trustees.

8. EXPENDITURE APPROVAL – 10/1997

A majority vote of the membership at a general membership meeting is required prior to the Club's officers authorizing an expenditure in excess of \$10,000.00. The Board is encouraged to publish a one-year and five-year capital improvement plan and budget.

9. BOARD OF TRUSTEES TELEPHONE/E-MAIL VOTING – 12/2001

Voting by telephone or e-mail polling can be initiated at the request of any board member but must be conducted by the Commodore. Voting will occur when physical property is at risk or events arise that can not wait until the next Board meeting. All appropriate provisions of the LSYC Constitution and By-Laws must be followed. The reason for the vote and impact of the expense on the budget must be presented. In order for a telephone/e-mail vote to be considered proper and valid an attempt must be made to contact all Board Members. A log of who was contacted including date, time and response must be presented at the next Board Meeting. A majority of the Board (6) yes votes must be obtained to pass the issue.

10. MANAGEMENT CONTROL OF THE BOARD – 12/2001

The Board of Trustees is vested with the authority and responsibility for the management of the Club's assets and operations. In the performance of their duties the Board and its paid employee's shall develop, maintain and follow the following

Job Descriptions – The Board of Trustees, under the control of its Secretary, shall provide and maintain written job descriptions for all Officers, Trustees, and employees' positions. Changes to the Job Descriptions shall require Board approval.

Operating Procedures – The Board of Trustees shall provide and maintain written operating procedures for all critical club house, equipment, gas dock, and marina facility operations. These procedures shall include procedures for routine operations, routine inspections, preventative maintenance, member work days, custodial requirements, accounting, and cash management. Operating procedures shall be approved by the Board and distributed and maintained by the club's Secretary.