

**CODE OF BY-LAWS of MUNCIE SAILING CLUB, INC.  
AN INDIANA CORPORATION**

**ARTICLE I – Identification**

**Section 1. Name**

The name of the Association is MUNCIE SAILING CLUB, INC., (hereinafter referred to as "Club").

**Section 2. Principal Office and Resident Agent**

The post office address of the principal office of the Club is P.O. Box 390, Muncie, Indiana, 47308, and the name and post office address of its resident agent in charge of such office shall be the Treasurer, P.O. Box 390, Muncie, Indiana, 47308.

**Section 3. Fiscal Year**

The first fiscal year of the Club shall end October 31, 1963, and thereafter the fiscal year of the Club shall begin on the first day of November and end on the last day of October next succeeding.

**ARTICLE II – Purpose**

The Club is a nonprofit membership corporation organized for the purposes of providing recreational sailing facilities on Prairie Creek Reservoir for residents of Muncie and surrounding areas and of providing instruction of members in the art and science of sailing, seamanship, and related areas of knowledge. The Club shall have the power to lease, control, operate, or own real or personal property incidental to such purposes.

**ARTICLE III – Membership**

**Section 1. Membership**

Membership in the Muncie Sailing Club is open to all individuals within the general public who share a love of sailing and its camaraderie and are willing to abide by the Club rules.

**Section 2. Classes of Membership**

There shall be one class of membership as follows:

- a) Membership. A membership shall be an adult, or two adults sharing a household, and their dependents, (such adults hereinafter referred to as a "Members").
- b) Membership Cards. The Club shall issue to each Member a membership card that shall bear the signature of the Treasurer.
- c) The Membership year shall expire on April 30th of the succeeding year.

**Section 3. Number of Memberships**

The number of memberships of the Club shall be unlimited except by action of the Board of Directors.

**Section 4. Admission to Membership**

No person shall become a Member of the Club unless the Board of Directors shall approve the membership. All applications for membership shall be in writing, addressed to the Board

of Directors, and accompanied by proper fees. The Board of Directors shall act promptly upon each application for membership.

#### **Section 5. Privileges of Membership**

- a) All members are equally entitled to all rights of membership and shall have the privilege of the use of all of the facilities of the Club.
- b) In-water slips are available to Club members on a space-available basis.
- c) Members assigned an in-water slip in the prior year are guaranteed an in-water slip in the current year, subject to the Slip Assignment Policy. New members residing within Delaware, Blackford, Jay, Grant, Randolph, Henry, Wayne or Madison County shall be given preference over other new members for in-water slip assignments.
- d) The Board of Directors shall have the authority and responsibility for maintaining a written Slip Assignment Policy.
- e) No membership in the Club is transferable except as hereinafter provided.

#### **Section 6. Initiation Fees, Dues and Assessments**

- a) The initiation fees, which shall constitute a member's contribution to the capital of the Club, the annual membership dues, and all other fees shall be as set by the Board of Directors.
- b) The Board of Directors may, from time to time, fix and assess special assessments against members, but no such special assessments shall, in any fiscal year of the Club, exceed an amount equal to thirty percent (30%) of the annual dues.
- c) Annual dues and initiation fees shall be tendered to the Club in full at the time the application for membership is submitted and prior to action thereon by the Board. Annual dues shall be due and payable March 15th of each year.
- d) Special assessments shall be due and payable within ten days after notice thereof has been delivered by electronic transmission or by first-class mail to the member. Any dues or special assessments that are not paid within thirty days after the mailing of notice thereof shall be delinquent. The Secretary of the Club shall promptly notify each member of any delinquency by a letter addressed to the member's last known address as it appears on the membership roster of the Club.
- e) The membership dues for any member absent from his place of residence because of service in the Armed Forces of the United States or as a civilian employee of the United States government shall be waived for the period during such service or prorated for the period such member is so absent from his place of residence if such absence does not cover an entire fiscal year of the club.

#### **Section 7. Roster of Members**

The Secretary shall keep a roster of members, which shall include the name, physical address, email address, and phone number of the membership.

#### **Section 8. Termination of Membership**

- a) Membership in the Association shall terminate upon death, resignation or expulsion. The Board of Directors, by a majority vote, shall have full power and authority to expel any member of the Club for cause. Cause shall consist of any action or failure to act by a member or by the members of a member's family which constitutes a

violation of these By-Laws of the Club, the Articles of Incorporation of the Club or any rules or regulations adopted by the Board of Directors of the Club or by committees of the Club, or for failure to pay dues or special assessments as required by the Club, or for unbecoming conduct.

- b) Upon the termination of membership in the Club, either upon death or resignation, the terminated member shall not be entitled to any refund for initiation fees, membership dues or special assessments which the member may have paid. However, memberships in the Club which have been terminated may be transferred by the terminated member to any person approved by the Board of Directors in the same manner and by the same vote as new members are approved and admitted, provided that the consideration for the transfer of such membership shall be a price equivalent to the initiation fees for the type of membership so transferred, which consideration shall be paid to the person whose membership has been terminated.
- c) No member shall be expelled from membership unless written charges of the cause for such proposed expulsion shall be submitted to the member and s/he shall be given a reasonable opportunity to answer the same either in writing or at a meeting of the Board of Directors.

#### **Section 9. Profit to Members Prohibited**

The Club shall not engage in any activities for the purpose of or inuring in the pecuniary remuneration of its members as such, but this provision shall not be deemed to prohibit a reasonable compensation to members for services actually rendered, or to prohibit the Club from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members.

#### **Section 10. Activities Excluded**

It is not a purpose of the Club to provide any facilities for motorboats other than Club-owned safety and workboats and dinghies, nor to provide facilities for swimming or fishing in Prairie Creek Reservoir.

No member of the Club or any member of their family or guests shall:

- a) Operate from the premises of the Club any motor boat, other than dinghies to be used exclusively for the purpose of transporting skippers and crew from the shore or dock to moored sailboats and return, or other than Club safety boats, or
- b) Violate any provisions of these By-Laws or the Articles of Incorporation of the Club or any rules or regulations to be adopted by the Board of Directors of the Club or by committees of the Club relating to the use and maintenance of the premises, safety, health and other affairs of the Club and its members.

The Club shall not purchase intoxicating beverages.

### **ARTICLE IV – Meetings of the Membership**

#### **Section 1. Place of Meeting**

All meetings of Members of the Club shall be held at such place in Indiana as may be specified in the notice or waiver of notice of meeting.

## **Section 2. Annual Meeting**

The annual meeting of the Membership for the election of the directors, and for the transaction of such other business as may properly come before the meeting, shall be held no sooner than the third week of October and no later than the first week of November. Failure to hold the annual meeting at the designated time shall not work any forfeiture or dissolution of the Club.

## **Section 3. Special Meetings**

Special meetings of the members may be called by the Board of Directors or by not less than twenty per cent of the memberships.

## **Section 4. Notice of Meetings**

A written or printed notice, stating the place, day and hour of the meeting, and in the case of a special meeting the purpose or purposes for which the special meeting is called, shall be distributed by the Secretary or by the officers or persons calling the meeting to each member at such address as appears on the Club roster at least ten days before the date of the meeting.

## **Section 5. Voting at Meetings**

- a) Every membership shall have the right at all meetings of the Club to one, and only one, vote.
- b) A membership may vote in person or by proxy executed in writing and recorded with the Secretary. No proxy shall be valid after eleven months from the date of its execution unless a longer time is expressly provided therein.
- c) At any membership meeting, a majority of those entitled to vote, represented in person or by proxy, shall constitute a quorum.

# **ARTICLE V – The Board of Directors**

## **Section 1. Directors**

The Board of Directors of the Club shall be composed of fifteen members. The first Board of Directors shall consist of five directors elected for a term of one year, five elected for a term of two years and five elected for a term of three years. Thereafter, five directors shall be elected each year for a term of three years.

## **Section 2. Eligibility for Election**

Only adult members shall be eligible for election to the Board of Directors. Only one Member in a membership may serve on the Board of Directors at any one time. A membership may be represented on the Board of Directors a maximum of four years, appointed or elected, in any six consecutive years.

## **Section 3. Annual Election**

The directors to be elected annually shall be elected at the annual meeting of the members and shall serve for a period of three years or until their successors shall be designated.

## **Section 4. Meetings**

The Board of Directors shall hold regular annual meetings immediately following the annual meeting of members and at the same place. Other meetings of the Board of Directors may be

called by the Commodore or by any three members of the Board of Directors upon twenty-four hours' notice, and shall be held at such time and place as shall be designated in the notice or waivers thereof.

#### **Section 5. Quorum**

At any meeting of the Board of Directors, the presence of a majority of the whole board shall constitute a quorum and any matter proposed shall be carried by a vote of the majority of the members present. Board members must be present to vote. No proxies will be accepted.

#### **Section 6. Vacancies**

Any vacancies occurring in the Board of Directors, caused by death, resignation or expulsion or increase in the number of directors or otherwise, shall be filled by a majority vote of the remaining directors until the next annual meeting of the Members.

### **ARTICE VI – The Officers of the Club**

#### **Section 1. Officers**

The officers of the Club shall be a Commodore, a Vice Commodore, a Secretary and a Treasurer, each of whom shall be elected from among the membership of the Board of Directors by a vote of the Board of Directors. The same person may hold any two or more offices except that the same person shall not perform the duties of the Commodore and the Secretary. Officers shall be elected for a term of one year. No person shall serve in the same office for more than two successive terms. The Board of Directors, by resolution, may create and define the duties of other officers.

#### **Section 2. Vacancies**

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices or otherwise, the Board of Directors shall fill the same, and the officer so elected shall hold office for the unexpired term of his/her predecessor.

#### **Section 3. The Commodore**

The Commodore shall (a) preside at all meetings of the membership and directors, (b) command the squadron, (c) appoint committees and act as ex-officio member of all committees, (d) submit committee reports to the Board of Directors, (e) discharge all the duties which devolve upon a presiding officer, and (f) perform such other duties which this Code of By-Laws or the Board of Directors may prescribe; provided, however, that all appointments made by the Commodore shall expire at the termination of his/her term of office.

#### **Section 4. The Vice Commodore**

The Vice Commodore shall assist the Commodore in all of his/her duties and perform all duties incumbent upon the Commodore during an absence or inability to perform his/her duties and shall perform such other duties as the Commodore or Board of Directors may prescribe.

#### **Section 5. The Secretary**

The Secretary shall attend all meetings of the membership and the Board of Directors and shall keep or cause to be kept, in a file provided for the purpose, a true and complete record of the proceedings of such meetings. The Secretary shall attend to the giving and serving of

all notices, and the filing of all documents, records, reports and communications and the notification of each person elected to membership in the Club. The Secretary shall have custody of the Club seal and trophies and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

#### **Section 6. The Treasurer**

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Club, keeping a roll of the membership, the keeping of a registry of the sailboats enrolled in the Club, and registry of all non-renewing members. The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables that may from time to time come into the possession of the Club. The Treasurer shall deposit immediately all funds of the Club coming into his/her hands in some reliable bank or to other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Club. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested by the officers, a statement of the financial condition of the Club and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

#### **Section 7. Delegation of Authority**

In case of the absence of any officer of the Club, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, temporarily, provided a majority of the Board concurs therein.

### **ARTICLE VII – Committees**

#### **Section 1. Appointment**

Committees may be appointed as needed. The Commodore shall appoint all committees. The Commodore shall designate one member from each committee to act as Chairman. No person shall be a chairman of a committee unless s/he is an adult member. The term of all committee-appointees shall expire with the termination of the term of the Commodore appointing them.

#### **Section 2. Reports**

All committee chairpersons shall submit their reports to the Commodore who shall refer such reports with their own recommendation to the Board of Directors for approval or other action thereon.

### **ARTICLE VIII – Guests**

#### **Section 1. Guests of Members**

Any member shall have the privilege of bringing guests on the premises of the Club and of permitting such guests to sail as crew only on a boat owned by such member.

#### **Section 2. Transient Guests**

Members in good standing of other registered sailing groups or of yacht clubs shall, with approval of the Board of Directors, have the privilege of using the facilities of the Club for a

maximum of 14 days in any year. The Board of Directors shall have the authority to establish all fees and rules associated with this privilege.

#### **ARTICLE IX – Flags and Pennants**

##### **Section 1. Club Flag**

The officers shall have the right to fly a standard officer's flag

##### **Section 2. Club Pennant**

All Members of the Club shall have the right to fly the Club pennant on any sailboat that s/he owns.

#### **ARTICLE X – Conduction of Business**

All purchases and disbursements must be authorized or approved by the Board of Directors. All contracts and agreements must be authorized by the Board of Directors. All checks, drafts, bonds, notes, bills and exchange and orders for the payment of money shall, unless otherwise directed by a resolution of the Board of Directors or unless otherwise required by law, be signed or endorsed by the following officers: Commodore in conjunction with either the Secretary or Treasurer.

#### **ARTICLE XI – Amendments**

The power to make, alter, amend or repeal this Code of By-Laws is vested in the Board of Directors.

Amended and approved by the Board of Directors at a special meeting held on:

October 12, 2016.

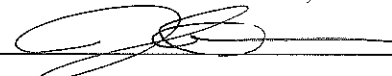
#### **CERTIFICATION OF ADOPTION**

I, Jennifer R. Christman, hereby certify the following:

I am the Secretary of MUNCIE SAILING CLUB, INC., an Indiana not for profit corporation; and

The foregoing bylaws are a true and correct copy of the bylaws of the corporation as duly revised and adopted by approval of the Board of Directors on October 12, 2016

To go into effect on: October 12, 2016

Signed: , Secretary