

**BY-LAWS  
OF  
THE LITTLE TRAVERSE YACHT CLUB**  
343 E. Bay Street, P.O. Box 584, Harbor Springs, MI 49740  
Amended August, 2007

ARTICLE I

Name and Purpose

Section 1 - The name of this corporation shall be THE LITTLE TRAVERSE YACHT CLUB, and its purposes shall be as set forth in the Articles of Incorporation.

ARTICLE II

Membership

Section 1 - There shall be six classes of membership designated as Members, and defined as set forth in Sections 2, 3, 4, 5, 6 and 7 herein:

Section 2 - Active Members: Active Members shall be those persons who shall be elected to full membership, who are forty-one (41) years of age and older, and who shall pay such fees and dues as may be determined from time to time by the Board of Directors; the Board of Directors shall prescribe a form of Membership Certificate which shall be issued to each Member; such Certificate, and the membership represented thereby, shall not be transferable, except upon the following conditions. In the event a married couple shall become members, they shall each be a Member, but shall only be entitled to one vote.

(i) A Member may transfer his membership to another person, PROVIDED that the proposed transferee, by formal application for membership, be approved for a membership by the board, and PROVIDED, FURTHER, that the transfer fee as may be fixed from time to time, be deposited; the Board shall act promptly on any request for transfer and application of the proposed transferee, and if the proposed transferee is approved by the Board for membership; the Membership Certificate of the transferor shall be canceled and a new Certificate of Membership issued to the transferee; if the proposed transferee is not approved by the Board for membership, the Member depositing the Certificate shall be notified and the Certificate and the transfer fee as deposited shall be returned to the Member;

(ii) In the event of death of a Member, the legal representative of the deceased Member's Estate, at any time within one year from the date of death, in manner described in subsection (i) above, may transfer the membership, PROVIDED, HOWEVER, that if the proposed transferee be a child, or a grandchild, of a deceased Member, no transfer fee shall be required;

Section 3 - Associate Members: Persons who are thirty-one (31) to forty (40) years of age may be elected to Associate Membership in the Club in the same manner that Active Members are elected. Associate members are entitled to limited privileges of the Club as directed by the Board of Directors and shall not be entitled to all the privileges of the Club as Active Members, but collectively shall only be entitled to one vote.

Section 4 - Intermediate Members: Persons who are twenty-one (21) to thirty (30) years of age may be elected to Intermediate Membership in the Club in the same manner that Associate Members are elected. Intermediate members are entitled to limited privileges of the Club as directed by the Board of Directors and shall not be entitled to all the privileges of the Club as Associate Members, but collectively shall only be entitled to one vote.

Section 5 - Junior Members: Persons who are under twenty-one (21) years of age may be elected to Junior Membership in the Club in the same manner that Intermediate Members are elected. Junior members are entitled to limited privileges of the Club as directed by the Board of Directors and shall not be entitled to all the privileges of the Club as Intermediate Members, but collectively shall only be entitled to one vote.

Section 6 - Life Members: A Life Membership may be granted by the Board of Directors to any person who has been an Active Member of the Club or who has otherwise extended outstanding and unusual services to the Club or to sailing on a local or national basis. Such Member shall have all the same privileges of the Club as Active Members and each such Life Member shall be entitled to one vote.

Section 7 – Honorary Members: The Board of Directors, from time to time, may grant the designation of Honorary Member to such persons as the Board may determine to deserve recognition for their valuable service to the Club or in recognition of their position in the community. Honorary Members shall enjoy such limited privileges as the Board may determine, and such membership shall terminate one year after the designation is made, unless the membership is extended by vote of the Board. Honorary Members shall have no vote.

Section 8 - A candidate for membership shall make application in such form as from time to time shall be determined by the Board of Directors, which application shall be acted upon by the Board of Directors by secret ballot; a majority vote shall cause rejection of said application.

Section 9 - Any Member may resign by written notice to the Secretary, PROVIDED all charges which have accrued to the date of resignation shall first be paid to the Treasurer. When any Member shall cease to be a Member by reason of death, resignation, expulsion or otherwise, all his interest in the property of the Club shall cease and the Certificate of Membership forthwith shall be canceled upon the records of the Club, subject always, however, to the provisions of Section 2(i & ii) of this Article.

Section 10 - The Club shall have a lien upon the interest of any Member for all dues and other indebtedness to the Club, which lien may be enforced by a sale of the membership, or by cancellation of the membership, at the discretion of the Board of Directors; upon sale, or cancellation, all rights of the Member shall cease, PROVIDED, HOWEVER, neither a sale nor cancellation shall be made until the Board of Directors shall have given at least thirty (30) days written notice to be personally delivered or mailed to the Member at the Member's last known address as shown by the records of the Club.

Section 11 - The Board of Directors may expel any Member for breach of any of the By-Laws, rules or regulations of the Club, or for conduct, or actions, considered by the Board to be detrimental to the best interests of the Club, or for default under Article VIII hereof. The Board of Directors shall adopt reasonable rules and regulations as to notice and hearing of a proposed expulsion, PROVIDED, HOWEVER, no expulsion shall be made except upon affirmative vote of at least 75% of full membership of the Board of Directors.

Section 12 - A directory of the members who have paid their annual dues on or before the 1st day of June, shall be compiled as soon after the 1st day of June as is practicable and shall be sent to all Club Members.

### ARTICLE III

#### Meetings

Section 1 - The Annual Meeting of the Members of the Club shall be held during August of each year at a time and place determined by the Executive Committee. Written or printed notice of the time and place of the Annual Meeting shall be mailed to each Member at the Member's address appearing on the records of the Club, at least ten (10) days prior to the date of said meeting.

Section 2 - A Special Meeting of the Members may be called at any time by the Commodore, or by a majority of the Board of Directors, and shall be called by the Commodore, or the Board of Directors, upon written request signed by not less than 25% of the Members of the Club. Written or printed notice of the time, place and purpose of any Special Meeting shall be mailed to each Member at the address appearing on the records of the Club at least ten (10) days prior the date of said meeting.

Section 3 - Ten (10%) percent of the membership, either in person or by proxy, shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Members, PROVIDED, that when a meeting has been regularly called and a quorum is not present, a lesser number may adjourn the meeting from time to time until a quorum may be had.

## ARTICLE IV

### Directors

Section 1 - The Club shall be managed and governed by a Board of nine (9) Directors, each of whom shall be a Member. At the Annual Meeting of the Club, held in August, 1979, the members of the Board of Directors shall be elected so that there will be three (3) classes of three (3) Members each. The Members of the first class shall hold office for a term of one (1) year; the Members of the second class shall hold office for a term of two (2) years; and the third class shall hold office for a term of three (3) years. At all annual elections thereafter, three (3) Directors shall be elected for a term of three (3) years, to succeed the three Directors whose term then expires. No Director shall be permitted to serve more than two (2) consecutive terms on the Board of Directors. Each Member elected to the Board shall begin to serve his term beginning September 1 of the year in which the election occurred.

Section 2 - The Board of Directors shall have the management and control of the Club and of its assets, and shall have all necessary power and authority for carrying out the purposes of the said Club, subject only to the laws of the State of Michigan, the Articles of Incorporation and the By-Laws, as adopted. In the event any vacancy shall occur in any office or upon the Board of Directors, such vacancy shall be filled by an appointment made by the Commodore with the approval (by majority vote) of the other members of the Executive Committee. Any vacancy filled by appointment shall continue during the remaining term of such office.

Section 3 - The Annual Meeting of the Board of Directors shall be held immediately before and adjourn following the Annual Meeting of the members.

Section 4 - The Board of Directors shall fix a time and place for regular meetings and special meetings may be called by the Commodore or Vice-Commodore, or by any two of the Directors.

Section 5 - At a meeting of the Board of Directors a majority of the Board of Directors shall constitute a quorum and a majority of those present shall decide all questions unless it be otherwise provided by law, by-law or regulation.

Section 6 - The Commodore of the Club shall act as the Chairman of the Board of Directors and the Vice Commodore shall act as the Vice-Chairman of the Board of Directors.

## ARTICLE V

### Officers

Section 1 - The officers of the Club shall be Commodore (a.k.a. President), a Vice Commodore (a.k.a. Vice President), a Secretary, Treasurer and a Rear Commodore. Notwithstanding the provisions of Article IV, Section 1, the Commodore and the Vice Commodore shall be members of the Board of Directors Ex-Officio. The offices of Secretary and Treasurer may be held by one person.

Section 2 - The officers shall be elected at the Annual Meeting of Directors and shall begin to hold office on the 1st day of September in the year of election and shall continue to hold such office for a period of two (2) years.

Section 3 - The officers shall have such powers and perform such duties as are usually incident to the respective offices or as from time to time shall be prescribed by the Board of Directors.

Section 4 - In the event any vacancy shall occur among the officers of the Club, such vacancy shall be filled by a majority decision by the Board of Directors, and then shall remain filled until a successor is elected at the next annual meeting of the Board of Directors.

## ARTICLE VI

### Executive Committee

Section 1 - The Executive Committee shall consist of the Commodore, Vice-Commodore, Rear Commodore, Secretary-Treasurer and Past Commodore. The Executive Committee shall have that authority as is established in these By-Laws and shall also have authority to perform any duties that are delegated to it by the Board of Directors.

## ARTICLE VII

### Fees, Dues, Etc.

Section 1 - An initiation fee of Two Hundred Dollars (\$200.00) shall be required as a condition precedent to application for membership from all Active Members. Such fee shall be due and payable upon acceptance of such application. Associate, Intermediate, Junior and Life Members shall not be required to pay such fee unless otherwise determined by the Board of Directors.

Section 2 - The Board of Directors, from time to time, may require a transfer fee for the transfer of memberships as in Article II, above provided; transfer fees, if required by the Board, shall be uniform among members and once required, may not be increased or decreased more often

than annually.

Section 3 - Annual dues for each Member shall be as hereinafter stated, except that such dues may be increased when authorized by resolution adopted by the Members at any Annual, or Special, Meeting called for such purpose:

- (i) Active Members - Three Hundred Dollars (\$300.00), to be paid prior to June 1 of each year.
- (ii) Associate Members - One Hundred and Seventy-Five Dollars (\$175.00) to be paid prior to June 1 of each year.
- (iii) Intermediate Members - Ninety Dollars (\$90.00) to be paid prior to June 1 of each year.
- (iv) Junior Members – Sixty-Five Dollars (\$65.00) to be paid prior to June 1 of each year.
- (v) Life Members - No dues shall be charged.

Section 4 - If at any time the Club has insufficient funds with which to defray costs and expenses of the Club, or properly to promote its program, or to develop and improve the property of the Club, the Board may levy an assessment upon each Member to provide funds deemed necessary for such purposes, or any of them,. PROVIDED, HOWEVER, that no assessment exceeding Twenty Five (\$25.00) Dollars in any calendar year, may be made except when authorized by resolution adopted by the Members at any Annual, or Special, Meeting called for such purpose.

Section 5 - Unless otherwise provided for in these By-Laws, all fees, dues and assessments shall be payable to the Treasurer at such time and upon such condition as from time to time may be determined by the Board of Directors.

Section 6 - The Executive Committee shall have the authority to establish, from time to time, the amount required by the Club for class racing fees and regatta entry fees.

## ARTICLE VIII

### Defaults

Section 1 - Any Member whose fees, assessments or house account is in arrears for more than thirty (30) days, or whose annual dues shall have not been paid prior to June 1, shall be in default. A Member in default shall be notified in writing, by letter or card sent to such Member's last known address and if such default is not rectified within thirty (30) days from the date such notice was mailed, such Member shall be suspended from all the rights and privileges of the Club until the default is rectified, and the Board of Directors shall be also authorized to cancel the membership of such Member.

## ARTICLE IX

### Order of Business

Section 1 - The order of business at the meetings of the Club shall be, as follows:

1. Reading of minutes of previous meetings;
2. Reports of Officers;
3. Reports of Committees;
4. Unfinished business; and
5. New business.

## ARTICLE X

### Committees

Section 1- The Commodore, with the approval of the Executive Committee, shall have power to appoint such committees, either standing or special, as from time to time shall be deemed advisable.

## ARTICLE XI

### Fiscal

Section 1 - The Board of Directors may borrow money, and give evidences of indebtedness therefor, for the purchase of land and for the erection of a Club House, Boat House and other buildings for the use of the Club, for the purchase of furnishings and equipment for any building, and for other purposes of the Club, whenever the Club's general interests may require same. The Board of Directors may mortgage any part, or all, of the Club's property as security for the payment of any indebtedness incurred as aforesaid. The Board of Directors shall have full power to determine the amount borrowed, the rate of interest thereon, and the time or times of maturity of any such loan, or loans.

Section 2 - In the event of the dissolution of the Club and liquidation of its assets, after payment in full of all indebtedness, any remaining assets of the Club shall be distributed pro rata among the voting Members of the Club in good standing.

Section 3 - The fiscal year of the Club shall commence on October 1 and shall end on September 30 of each year.

## ARTICLE XII

## Amendments to By-Laws

Section 1 - These By-Laws may be amended by resolution adopted by a majority of the Members present, either in person or by proxy, at any Annual Meeting, or at any Special Meeting called for that purpose, or by action of the Board of Directors; an amendment adopted by the Board of Directors shall be subject to ratification at the Annual Meeting of Members next following the adoption of any such amendment.

Amended 8/13/07