



Restated By-Laws of the Green Bay Yachting Club, Inc.

Date of Incorporation	February 27, 1940
Date of Amendment of Restated By-Laws.	April 14, 2011
Principal Office of Corporation	Green Bay, WI
Annual Meeting of Shareholders	Second Thursday in December
Number of Directors	8 (eight)
Fiscal Year	Twelve months ending December 31

1.0 Meetings

1.1 Annual Meeting

The annual meeting of the members of the corporation for the election of Directors and the transaction of other proper business shall be held in the Yacht Club Building of the corporation, or such other suitable place as the Board of Directors may designate on the second Thursday of December of each year at 7:00 p.m. and notice thereof shall be given by notifying the members by U.S. mail addressed to their address as filed with the Secretary and postmarked at least five days prior to the meeting date. If for any reason the annual meeting shall not be held at such time, the same may be held upon the call of the Commodore or any two directors.

At the regular meeting of members immediately preceding the annual meeting, members shall nominate Directors and Commodore to be elected to the Board at the annual meeting and the Secretary shall mail to each member at his address as the same appears on the corporations records at least ten (10) days before the annual meeting a notice of such nomination. Absentee ballots shall be made available to the membership at the clubhouse or shall be mailed to a member by the Secretary at the member's request.

1.2 Special Meetings

Special meetings of the members may be called at any time by the Board of Directors, and shall be called by the secretary whenever one-fifth of the members of the corporation shall sign and present written application therefore. The object of all such special meetings shall be stated in the call therefore. Notice of special meetings of the members of the corporation shall be given by the Secretary in the same manner as notice of the annual meeting.

Regular Meetings

Regular meetings of members shall be held on the second Thursday of each month at 7:00 p.m.



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1.3 Adjourned Meetings

All annual or special meetings of the members of the corporation may be adjourned from time to time at the pleasure of a majority of the members present in person and voting at such meeting, but no business shall be done at any re-convened adjourned meeting which would not be in order at the meeting originally called.

1.4 Voting

At all meetings of the members of the corporation, each member shall be entitled to one vote. Every member at every meeting of the members may vote either in person or by absentee ballot. Absentee ballots must be in writing indicating the voting preferences of the member and must be signed and filed with the Secretary before the meeting convenes.

1.5 (a) Provision is made for proxy voting at all meetings other than the annual meeting. Each regular member may designate a proxy voter who must be a spouse or "significant other" residing in the same household to vote in his or her stead. This designation shall be made once per year at the time dues are paid. Proxy voters must identify themselves to the Secretary at meetings where they intend to exercise a proxy vote.

1.5 (b) Provision is made for e-mail absentee voting. Regular members may vote their preferences for board members, by-law changes and other topics on the agenda for the Annual Meeting via e-mail. Such email must be sent to two designated board members who are not running for re-election.

2.0 Board of Directors

2.1 General Powers

The entire control and management of the business and affairs of the corporation, subject to the laws of the state, the articles of incorporation, and these by-laws and any proper resolution or order duly made by the members of the corporation at any annual or special meeting shall be vested in the Board of Directors, who shall appoint such committees, agents and servants as they may deem advisable and fix the duties and powers thereof and fix the rate of compensation of all of the agents and employees. Said board may make all needful rules and regulations for the conduct of its officers and employees and may make rules and regulations for the conduct of members in and about the corporation's premises, or authorize its committee or officers to make such rules and regulations, and may generally do whatever it may deem advisable in the interest of the corporation and its members: provided, however, that no obligation in excess of \$2,000.00 shall be incurred by the directors without previous authority from the members.

2.2 Number, Tenure and Qualifications

The Board of Directors shall consist of no more than nine (9) members, eight (8) of whom shall be elected at large for terms of two (2) years which shall be staggered so that three new directors and the Commodore shall be elected each year. The Commodore shall be elected to a one-year term after receiving over fifty percent of the votes of the members at the Annual Meeting. If more than



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two individuals run for Commodore and none receives over fifty percent of the members' votes, the two nominees receiving the most votes will be placed on the next ballot and the members will vote again. If the immediate past Commodore is reelected as Commodore for the subsequent year, and such election would result in less than eight Board of Director members, a fourth Director shall also be elected. The past Commodore, if not reelected, serves as the ninth member. Directors and Commodore must be members in good standing of the corporation. To be eligible to run for Commodore a member shall have been a full member for the past three years and served as an elected member of the Board of Directors for a least one year.

2.3 Meetings

Special meetings of the Board of Directors may be called by the Commodore and shall be called upon the request of any three directors, and notice thereof shall be given by the Secretary, specifying the purpose of such special meeting, either personally, in writing, or by mail deposited in the post office at least forty-eight (48) hours prior to the meeting, or verbally or by telephone at least twelve (12) hours prior to the meeting.

2.4 Quorum

Five (5) directors shall constitute a quorum for the transaction of business. No less number shall have power to transact business and may only adjourn the meeting.

2.5 Meetings

The Board of Directors shall meet at such times and such places as it may determine, and the board may, from time to time, by resolution, determine to hold regular meetings, weekly, biweekly, monthly, or otherwise. Notice to directors of the holding of such regular meetings shall not be required.

2.6 Removal and Resignation

Any director may be removed from office by the affirmative vote of a majority of members of the corporation taken at a special meeting called for that purpose. A director may resign at any time by filing his written resignation with the Secretary of the corporation.

2.7 Vacancies

The Board of Directors may fill any vacancy in the board by the affirmative vote of a majority of the directors then in office, although less than a quorum of the Board of Directors.

3.0 Officers

3.1 Election of Officers

The general officers of the corporation, with the exception of Commodore, shall be elected by the directors, by a majority vote. All officers must be directors of the corporation.



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3.2 Commodore

The principal duties of the Commodore shall be to preside at all meetings of the Board of Directors and the members and to have general supervision of the affairs of the corporation.

3.3 Vice Commodore and Rear Commodore

The principal duties of the Vice-Commodore shall be to discharge the duties of the Commodore in the event of absence or disability for any cause whatever of the latter, and the principal duties of the Rear-Commodore shall be to discharge the duties of both the Commodore and Vice – Commodore.

3.4 Secretary

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances, executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required to be sealed, and to keep a record of the meetings of the Board of Directors and general membership and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any wise pertaining to the business thereof.

3.5 Treasurer

The principal duties of the Treasurer shall be to keep the account for all the moneys, credits and property of any and every nature, of the corporation which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys dispersed, and to render such accounts, statements and inventories of moneys received and disbursed, and of any money and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors.

3.6 Fleet Captain

The principal duties of the Fleet Captain shall be to supervise the yacht club basin and cruises and activities of the yacht fleet and to maintain supervision over and conduct of the members in and about the yacht club premises.

3.7 Other Duties

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or may be from time to time prescribed by the by-laws.

3.8 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.



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3.9 Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.0 Membership

4.1 Eligibility

The corporation shall be composed of persons interested in the objectives of this association and paying annual membership fees. Membership may be limited in number by action of the members at any annual meeting.

4.2 Acceptance

The candidates shall be proposed to said corporation at any meeting of its Board of Directors and may be accepted at any regular or special meeting of said Board of Directors by a majority vote thereof. There are five levels of membership in the Green Bay Yachting Club:

- (a) **Full (Individual) Membership** – Any individual, eighteen years or older, will be given consideration for membership by the Board of Directors.
- (b) **Full Joint Membership** - Any individual and their legally married spouse, eighteen years or older, will be given consideration for full joint membership by the Board of Directors. All rights and obligations of the joint full membership shall remain the same as a single membership including voting, dues and required hours. There shall be only one vote per joint full membership. Only one member of a joint full membership may serve on the Board of Director's at any one time. Any applications for dock and/or storage only require one of the joint member's signatures.

In the event of legal separation or divorce, the dockholder rights stay with the boat ownership and all other rules of the joint membership apply for each joint member for the remainder of the year. The subsequent year, if both members decide to become full members, the non-dockholder spouse will be credited for fifty percent (50%) of the seniority and no initiation fee will be required.

Upon death of either joint full member, all rights and obligations remain with the surviving spouse.

- (c) **Social (Individual) Membership** - Any individual, eighteen years or older, will be given consideration for membership by the Board of Directors.
- (d) **Social Joint Membership** - Any individual and their legally married spouse, eighteen years or older, will be given consideration for joint social membership by the Board of Directors. All rights and obligations of the joint social membership shall remain the same as a single membership. Upon death of either joint social member, all rights and obligations remain with surviving spouse.
- (e) **Honorary Membership** - The Board of Directors may grant an individual honorary membership status.



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4.3 Dues and Fees

Dues (including chits, if applicable) and fees shall be fixed by the members at their annual meeting. Dues (including chits, if applicable) are due and payable on January 1st of each year. Any member who shall be in default in payment of dues (including chits, if applicable) for a period of one month, and who shall not make good the arrears in dues (including chits, if applicable) within ten (10) days after receipt of written notice mailed to him by the Secretary pursuant to the order of the Board of Directors, shall automatically and without further action of the corporation forfeit his membership, and thereupon his name shall be stricken from the roll of members.

All other fees shall be paid prior to April 1. Any member who shall be in default in payment of fees as of April 1 shall automatically and without further action of the corporation forfeit his right to any facilities for which the fees are in arrears.

Dues (including chits, if applicable) charged retirees, defined as being at least 65 years of age, officially retired, and a GBYC member in good standing for at least ten (10) years, are to be frozen at the rate they were the year all three of these criteria were met.

Retirees qualifying from 1979-1989 shall have their dues (including chits, if applicable) and all boating-related fees frozen. All non-boating retirees, at least 65 years of age, officially retired and a member in good standing for at least ten (10) years, will have all fees (including chits, if applicable) and special assessments waived, while retaining full membership privileges.

4.4 Discipline

Members may be disciplined by the Board of Directors for violation of club rules.

4.5 Discharge

Members may be discharged or expelled for misconduct or neglect of duties and obligations prescribed by the by-laws by a majority vote of the members present in person or by absentee ballot at the meeting at which said question is considered.

Upon forfeiture or expulsion of any member by act of the members of the corporation, or upon forfeiture of membership for non-payment of dues, the member so expelled or discharged shall forfeit all his interest in the corporation and to any property owned by it.

4.6 Membership Not Assignable

Membership in the corporation shall not be assigned or transferable.

4.7 Membership Records

The Secretary shall keep a record of the names of all members of the corporation, the place of residence of, time of becoming a member, time of forfeiture of membership and the payments made upon such membership by such members and shall issue to such members, upon payment of one year's dues, certificates of membership, which receipt shall entitle the members to the privileges of membership in this corporation.



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5.0 Insignia

5.1 Pennant

The club pennant shall be a pennant, eighteen to twenty-four inches long, base to be one-half the length. The pennant shall be divided diagonally by a white band, upper section above white band to be blue and lower section below white band to be red.

5.2 Seal

The Board of Directors shall provide a suitable seal containing the name of the corporation, which seal shall be in the charge of the Secretary.

6.0 General

6.1 Amendment

These by-laws may be amended in any respect at any annual meeting of the members without special notice of such amendments being given; and may be amended at any special meeting of the members duly called for that purpose. A vote of a majority of the members present in person or by absentee ballot shall be sufficient to amend these by-laws.

I certify that the attached is an exact copy of the restated Articles of Incorporation and By-laws of the Green Bay Yachting Club as amended by the membership of the Green Bay Yachting Club on December 13, 2007

Tom Bentzler
GBYC Secretary
May 2, 2011