

Constitution and By-Laws of the Grosse Pointe Farms Boat Club

NAME

The name of this organization shall be the “Grosse Pointe Farms Boat Club”.

PURPOSE

To promote the enrichment of community life in Grosse Pointe Farms by providing leadership and support for park-related activities, boating/sailing activities and social activities centered at the Pier Park.

BY-LAW I – MEMBERSHIP

1. Membership shall be limited to adult residents of the City of Grosse Pointe Farms, except as provided elsewhere in this Bylaw.
2. All new members shall be approved by the Board of Directors in the following manner: application for membership must be made in writing and signed by the applicant. Said application shall be delivered to the Membership Chairman of the Club who shall present the same to the Board of Directors for its approval. The initiation fee shall accompany each application. Upon approval of such applications, he/she or the couple shall be declared a member(s). If the applicant is rejected, any initiation fee shall be refunded.
3. Any member may be removed from membership by a majority vote of the membership present at any meeting or at any special meeting of the Club called for that purpose for conduct deemed prejudicial to the Club, provided that such member shall have first been served with written notice of the accusations against him or her, and shall have been given an opportunity to produce witnesses, if any, to be heard at the meeting at which the vote is taken.
4. Any person who, in the opinion of the Board of Directors, shall have made an outstanding contribution to the welfare of the community or to the Club, may, upon approval of all members of the Board be elected an Honorary Member in the Club. Such Honorary Membership shall be subject to annual renewal. Residency in the City of Grosse Pointe Farms shall not be a requirement for such membership. Honorary members shall not be required to pay an initiation fee nor annual dues, nor shall such member have any voting privilege.
5. Members in good standing who are moving out of the City must apply for Non-Resident Membership while in active status. Non-Resident Membership shall be upon approval of the Board of Directors, and be subject to annual renewal. Such Non-Resident Membership shall also require the payment of the regular membership dues. However, such Non-Resident Membership shall not entitle the member to the holding of office, nor to any voting privilege.

Residency in the City of Grosse Pointe Farms shall not be a requirement for such membership. However, entrance into the Pier Park shall be in accordance to the same limits, conditions, and restrictions as set forth by the City of Grosse Pointe Farms to all non-residents.

BY-LAW II - MEMBERSHIP FEES AND DUES

1. An initiation fee for new members shall be in an amount as determined by the Board of Directors.
2. The annual dues for all members shall be proposed by the Board of Directors to the membership during the annual meeting, and voted upon by the membership each year.
3. Any member in default in payment of dues shall be subject to suspension from all privileges of membership and if, after notice, such default is not cured within sixty (60) days, the name of such member shall be referred to the Board of Directors for termination of membership.

BY-LAW III- MEETINGS

1. **Place of Meetings.** Any and all meetings of the Club and of the Board of Directors may be held at such place as may be designated by the Board of Directors.
2. **Annual Meeting.** An Annual Meeting of the Club shall be held in November of each year, one of the purposes of which shall be the election of officers and directors.
3. **Regular Meetings.** There shall be a minimum of 4 (four) Regular Meetings each year. The Board of Directors may schedule more than four meetings if it so desires. Notification of the meetings shall be by the Club's normal publication(s).
4. **Special Meetings.** Special meetings of the Club may be called at any time by a majority of the Board of Directors or by the Commodore with the approval of two members of the Board of Directors. No Club business, other than that contained in the notice of the meeting shall be transacted at any special meetings.
5. **Notice of Meetings.** Written notice of' all meetings as set forth in Sections 2, 3 and 4 of this by law shall be given by regular mail to each member entitled to vote at such meeting. Such notice shall be posted in the U. S. Mail at least five (5) day prior to the date of such meeting and shall include the date, time, place and purpose of the meeting.
6. **Board of Directors Meeting.** Meetings of the Board of Directors shall be held at such times and such places to be designated by the Board of Directors. Notice of the times and places shall be given to all Board Members.

7. **Quorum.** Presence in person by twenty-five (25) members of the Club in good standing shall constitute a quorum for the transaction of business at any meeting. A majority vote of those present and voting shall determine all issues presented to the membership. Presence in person by a majority of the Board of Directors at any Board meeting shall constitute a quorum for the transaction of business.

8. **Order of Business.** The order of business at the annual and regular meetings of the Club shall be as follows:

- a. Call to order by the presiding officer
- b. Read minutes of the last preceding meeting
- c. Report of the Commodore
- d. Report of the Secretary
- e. Report of the Treasurer
- f. Report of the Committees
- g. Transaction of other business
- h. Election of Officers (when applicable)
- i. Adjournment.

BY-LAW IV- OFFICERS AND BOARD OF DIRECTORS

1. **Composition of the Board.** The business, property and affairs of this Club shall be managed by the Board of Directors composed of five (5) elected Directors, the immediate Past Commodore and the Commodore, the Vice Commodore, the Rear Commodore, the Secretary, and the Treasurer, all of whom shall be members in good standing with the Club. The Directors shall prepare and submit to the membership for approval the matters pertaining to the Club's welfare and advancement.

2. **Time of the Election.** The five (5) elected Directors and the Officers of the Club shall be elected at the Annual Meeting.

3. **Past Commodore.** The immediate Past Commodore shall serve as a Director for one (1) year after the expiration of his term of office as Commodore or until his successor is qualified.

4. **Commodore.** The Commodore shall be the chief executive officer of the Club. He shall have general management of the business of the Club and shall see that all of the orders and resolutions of the Board of Directors are carried into effect. He shall preside at all meetings of the Club and of the Board of Directors and shall have such other general powers and duties usually vested in the chief executive officer.

5. **Vice Commodore.** The Vice Commodore shall assist the Commodore in the discharge of his duties and during his absence or disability, shall officiate in his stead.

6. **Rear Commodore.** The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties and during their absence or disability, shall officiate in their stead.

7. Secretary. The Secretary shall keep a record of all meetings and proceedings of the Club and of the Board of Directors; keep a correct toll of all members, notify the membership of every meeting and perform such other duties as axe imposed by these By-Laws and pertain to the office of Secretary and as may be required by the Officers and Board of Directors.

8. Treasurer. The Treasurer shall keep all the accounts of the Club; receive all monies, pay all bills, when properly approved by the Board of Directors, and preserve records of all payments. A statement of the financial condition of the Club shall be made at all Regular Meetings and a written statement shall be submitted at the annual meeting. He shall perform such other duties as are imposed by these By-Laws and as may be required by the Officers and Directors.

9. Vacancies. The Board of Directors may fill any vacancies among the Officers or Directors by a vote of a majority of those present at any Regular or Special Meeting of said Board. A person so appointed shall hold office until the next Annual Meeting of the Club. The Board of Directors shall appoint, for (1) year or as required, such committees and chair-persons they deem necessary for the proper operation of the Club. They shall elect and have power to expel, suspend and reinstate committees and chair-persons by a majority vote.

10. Any Director or Officer absent from two consecutive meetings without reasonable cause or excuse will be suspended from his position as a Director or as an Officer. The replacement will thereby hold office until the following Annual Meeting.

BY-LAW V- ELECTION OF OFFICERS AND DIRECTORS

1. Date of the Election. All Officers and Directors shall be elected by ballot at the Annual Meeting. The Commodore shall select judges for the election at the Annual Meeting.

2. Nominating Committee. At least sixty (60) days prior to the Annual Meeting the Commodore shall appoint a nominating committee of five (5) members, not more than two (2) of whom may be members of the Board of Directors. The Committee shall prepare a slate of Officers and Directors specifying the office to which the candidates axe nominated. The slate of nominees shall be submitted in writing to the Board of Directors and the Secretary and shall be posted in a prominent place at least thirty (30) days prior to the Annual Meeting, and included in the notice of the Annual Meeting.

3. Other Nominations. Nominations to any office or as a Director may be made from the floor at the Annual Meeting provided the nominee is present at such meeting and consents to his name being placed in nomination, or if absent, shall have consented in writing to his name being placed in nomination for a particular office or as a Director.

4. **Limitation of Term.** No member shall be permitted to serve in excess of three (3) consecutive terms in any one (1) office or as a Director. Any part of a term in excess of six (6) months shall be considered a term in deciding the eligibility of a member for re-election.

5. **Officers and Directors.** Officers and Directors shall assume their duties on January first, following their election.

BY-LAW VI - AMENDMENTS TO THE BY LAWS

These By Laws may be amended in the following manner:

1. With the approval and consent of two-thirds (2/3) of the members present at the Annual Meeting, or:

2. The By Laws of the Club may be amended at the Annual Meeting, or at a Special Meeting, called for such purpose by a vote of the majority of the membership of the Club.

BY LAW VII – NON-PROFIT CORPORATION STATUS AND RESIDENT AGENT

1. The “Grosse Pointe Farms Boat Club” is a non-profit corporation incorporated in the State of Michigan.

2. The Board of Directors shall appoint a Resident Agent who will be responsible for filing the Michigan Annual Report - Non-Profit Corporation.

BY-LAW VIII - DISSOLVING THE CLUB

If for any reason it is found necessary to dissolve the Club, all money/ assets will be donated to the City of Grosse Pointe Farms for their use as they may see fit.

BY-LAW IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner:

1. With the approval and consent of two-thirds (2/3) of members present at the annual meeting, or;

2. At a special meeting, called for such purpose by a vote of the majority of the membership of the Club.