

**BYLAWS  
OF  
THE WAYZATA YACHT CLUB, INC.**  
Amended 24<sup>th</sup> April, 2023

**ARTICLE 1  
OFFICERS AND DIRECTORS**

**1.1. Size of Board of Directors and List of Officers.**

- a. The Board of Directors (the “**Board**”) will consist of sixteen (16) voting members, including a crew representative, and the five officers of the Wayzata Yacht Club (the “**Club**” or “**WYC**”).
- b. There will be five officers of the Club: Commodore, Vice-Commodore, Treasurer, Secretary, and Rear Commodore (the “**Flag Officers**”).
- c. There may be up to three (3) Emeritus members of the Board. These are non-voting positions.

**1.2. Elections.**

- a. Officers and directors will be elected by a majority of the Full Members present at each annual meeting of the Club as follows:
  - i. The Commodore, Vice-Commodore, Secretary, and Treasurer will serve for one year. The Rear Commodore will be the immediate Past Commodore.
  - ii. Five (5) Board Members will be elected in even years and six (6) in odd years for two-year terms.
  - iii. All Directors must be Full Members, except one Director may be elected from the crew membership. The crew representative will serve a two (2) year term.
- b. The Commodore will select and chair a Nomination Committee to assist in developing a slate of Officers and Directors. The Committee will consider as candidates for the Board of Directors any Full Members who have the background, relevant experience, time commitment and Club participation to help make WYC better overall. Candidates may be nominated as follows.
  - i. By the committee
  - ii. Self-nominated
  - iii. Nominated by another Full member
- c. Nominations may be submitted in writing to the Commodore and Secretary, at any time.
- d. All candidates must submit a written description of their background, relevant experience, time availability, and club participation.

- e. Wayzata Yacht Club does not discriminate on the basis of race, religion, color, sex, gender, sexual orientation, sexual identity, pregnancy, age, national origin, ancestry, physical/mental disability, medical condition, military/veteran status, genetic information, marital status, ethnicity, citizenship or immigration status or any other protected classification, in accordance with applicable federal, state, and local laws.
- f. Emeritus board members require approval by unanimous vote of the Board present at the relevant meeting.

**1.3. Vacancies.**

- a. Vacancy in the office of Commodore will be filled by the Vice-Commodore for the remainder of the unexpired term.
- b. Vacancies in the offices of the Vice-Commodore, Secretary, and Treasurer will be filled by a member of the Board until the next annual election.
- c. Any vacancy in the Board will be filled at the Board's discretion until the next annual election.

**ARTICLE 2  
DUTIES OF THE DIRECTORS**

**2.1. Duties of the Directors.**

- a. The Board of Directors will be responsible for the management of all affairs relating to the Club. Except as specified by these Bylaws, committee duties will be defined by the Directors.
- b. The Directors will meet from time to time for the purpose of conducting the business of the Club. Eight (8) voting members of the Board will constitute a quorum at all meetings.
- c. The Board of Directors will approve the annual budget of the Club as presented by the Treasurer, before the end of the calendar year.

### **ARTICLE 3 DUTIES OF OFFICERS**

- 3.1. **Duties of the Commodore.** The Commodore will:
- a. take command of the fleet;
  - b. preside at all meetings of the Club membership and the Board;
  - c. enforce the Bylaws, Policies, rules and regulations of the Club;
  - d. call a meeting of the Club membership or of the Board at their discretion, or at the written request of five (5) or more Full Members;
  - e. recommend and nominate all chairs and members of Board committees;
  - f. appoint a Race Committee, Dock Committee, and Protest Committee, standing and other necessary committees, and serve on committees as specified;
  - g. oversee the preparation of an annual budget for presentation to the Board; and
  - h. be responsible for notifying all Directors of proposed meeting dates and times.
- 3.2. **Duties of the Vice-Commodore.** The Vice-Commodore will:
- a. assume all the duties of the Commodore in their absence.
  - b. act on behalf of the Club and the Commodore as the Commodore and the Board may define.
  - c. serve on committees as specified within these bylaws and policies, or as requested by the Commodore.
- 3.3. **Duties of the Secretary.** The Secretary will:
- a. keep a record of the meetings of the Club membership and the Directors.
  - b. keep an accurate roll of all members.
  - c. keep a list showing the name, class, racing number and ownership (individual or partnership) of each yacht enrolled in the Club.
  - d. keep a current mooring priority list.
  - e. notify the members of all Club membership meetings and announcements of the Club.
  - f. serve on committees as specified within these bylaws and policies, or as requested by the Commodore.

3.4. **Duties of the Treasurer.** The Treasurer will:

- a. prepare the budget.
- b. oversee and be responsible for all financial records, transactions, and activities of the Club.
- c. oversee and be responsible for all insurance needs of the Club.
- d. report to the Club membership and Board from time to time and at each annual meeting regarding the financial condition of the Club.
- e. oversee the notification of delinquent members of their liability for penalties as set forth in the Policies.
- f. serve on committees as specified within these bylaws and policies, or as requested by the Commodore.

3.5. **Rear Commodore.** The Rear Commodore will assist the Commodore as requested and act in the place of the Commodore and Vice Commodore when both are absent or unavailable. Additionally, the Rear Commodore will serve on the Dock Committee and other committees as requested by the Commodore.

## **ARTICLE 4 STANDING COMMITTEES**

- 4.1 Dock Committee: The Commodore will appoint a Dock Committee, comprising; The Vice Commodore, Rear Commodore, Secretary, a minimum of one other knowledgeable Full Member, and the Marina/Club Manager. The Dock Committee will apply the mooring priority and assign moorings in a method approved by the Board. The Dock Committee will conduct an annual inspection of the marina to identify facility improvement opportunities.
- 4.2 Race Committee: The Commodore will appoint a Race Committee, comprising; a Race Committee Chair, a board member, and no less than three Full Members. The Race Committee Chair will oversee the recruitment and training of Race Offices, and other staff required to run races. Additionally, the Race Committee Chair will provide appropriate work direction to the Race Committee staff. Members of the Race Committee will collaborate with the Protest Committee to create and/or approve the Notice of Race and the Sailing Instructions.
- 4.3 Protest Committee: The Commodore will appoint a Protest Committee comprising a Protest Committee Chair, at least one Certified US Sailing judge, and no less than three knowledgeable volunteers. The Protest Committee will coordinate the administration of protests pursuant to the Racing Rules of Sailing and the prevailing Notice of Race and Sailing Instructions. Members of the Protest Committee will collaborate with the Race Committee to create and/or approve the Notice of Race and the Sailing Instructions.

## ARTICLE 5 MEMBERSHIP

**5.1 Classes of Membership.** There are five (5) classes of membership in the Club: Full, Annual, Crew, Association, and Honorary. All members must be current with dues and fees and memberships must be renewed annually.

Benefit	Full	Provisional Status	Annual	Crew	Association	Honorary
Racing	X	X	X	X	X	X
Extends to Spouse or Registered Domestic Partner membership	X	X				
Extends to Children <25 membership	X	X				
Voting privileges (one vote)	X					
Officer or Board Member	X					
Be the Person in Charge per the Racing Rules of Sailing (RRS) Rule 46	X	X	X	X*	*	X
Mooring Registration Number	X	X				
Request Racing Class Mooring	X	X			X	
Request Non-Recognized Class Mooring	X	X	X			
Register a boat for racing	X	X			X	
Partnership	X	X				
Prizes	X	X			X	

\*See Policy 3.

- a. **Full Membership.** The Full Membership applies to an individual, a Spouse or Registered Domestic Partner, and their children under the age of 25.
  - i. A Full Membership has one vote at an annual or special meeting that can be cast by either the Full Member or Spouse/Registered Domestic Partner.
  - ii. Full Members may own or be recognized as official partners in a racing class boat and register it for racing.
  - iii. Full Members (Spouse or Registered Domestic Partner) may be Club Officers and/or Board members.
  - iv. Full Members have the right to be the Person in Charge per RRS #46.
  - v. Full Members may apply for mooring.

- b. **Full Member in Provisional Status (a/k/a Provisional Member).** This is the status a Full Member has until approved by the Board. The timeframe for acceptance by the Board shall not be greater than two full seasons from date of application. Provisional privileges extend to a Member's Spouse or Registered Domestic Partner and to all children under the age of 25 years.
  - i. Provisional Members are not voting members of the Club.
  - ii. Provisional Members may own or be recognized as official partners in a racing class boat and register it for racing.
  - iii. Provisional Members may not be Club Officers or Board members.
  - iv. Provisional Members have the right to be the Person in Charge per RRS #46.
  - v. Provisional Members may apply for mooring.
- c. **Annual Membership.** Annual Membership applies to the individual who submitted the application to be enrolled as an Annual Member.
  - i. Annual Members are not voting members of the Club.
  - ii. Annual Members may not be Club Officers or Board members.
  - iii. Annual Members have the right to be Person in Charge per RRS #46.
  - iv. Annual Members may apply for mooring of a boat in a non-Recognized Class annually. Annual Members may not apply for mooring in a racing class boat.
- d. **Crew Membership.** A Crew Membership is required of an individual participating as a crew.
  - i. Crew Members are not voting members of the Club other than the crew representative elected to the Board.
  - ii. Crew Members will not be recognized as an owner or official partner in a boat.
  - iii. Crew Members have the right to be the Person in Charge per RRS #46 on a limited number of occasions as described in WYC's Sailing Instructions.
  - iv. Crew Members may not apply for mooring.
  - v. Crew Member dues are required as set forth in policies.

- e. **Association Membership.** An Association Membership is granted to a sailing association by the Board.
  - i. The Association has no voting rights.
  - ii. The Association will provide its mission to the Board annually, before the end of March, for approval.
  - iii. A Full Member or Annual Member of the Association may register a boat for racing.
  - iv. No individual person of an Association is granted any personal rights as an Association Member (e.g., voting rights, right to be Person in Charge, partnership, etc). For an individual person of an Association to qualify for WYC membership rights, the individual person must become a member of WYC.
  - v. The Association has no Person in Charge rights. All Association boats must meet the WYC Person in Charge requirement per RRS #46 .
  - vi. A Full Member OR Annual Member of the Association may apply for mooring of an Association owned or chartered boat.
- f. **Honorary Membership.** Honorary Membership will be approved by unanimous vote of the Board present at the relevant meeting. Honorary Membership applies only to the individual.
  - i. Honorary Members are not voting members of the Club.
  - ii. Honorary Members may not be partners in a racing class boat and register it for racing.
  - iii. Honorary Members may not be Club Officers or Board members.
  - iv. Honorary Members have the right to be Person in Charge as described in RRS #46.
  - v. Honorary Members may not apply for mooring.

## 5.2 Selection of Members.

- a. The Membership Review Committee will be appointed annually by the Commodore, and will include the Secretary.
- b. An individual desiring Full, Annual, Crew, or Association Membership must submit a written application and payment of all applicable fees as designated by the Board.

- c. Upon acceptance of fees and completing the application for Full Membership, the Applicant will have Provisional Status. Provisional Members will become Full Members upon majority vote of the Board pursuant to Policies. A Member who fails to receive Board approval will have their initiation fee refunded in full, less any liability for and indebtedness to the club.
- d. No applicant will be denied membership on the basis of race, religion, color, sex, gender, sexual orientation, sexual identity, pregnancy, age, national origin, ancestry, physical/mental disability, medical condition, military/veteran status, genetic information, marital status, ethnicity, citizenship or immigration status or any other protected classification, in accordance with applicable federal, state, and local laws.

### **5.3 Termination or Suspension of Membership.**

- a. Memberships may be terminated by voluntary resignation or expulsion.
- b. Memberships are not assignable except that the surviving Spouse or Registered Domestic Partner of a deceased Full Member will be automatically recognized as a Full Member unless an application is made to terminate such membership.
- c. Any member who willfully violates any of the rules of the Club or who is guilty of such misconduct as to be unworthy of the privileges of membership may be expelled by a three-fourths or greater vote of the Board. Misconduct will be determined by the Board without appeal. A member may be suspended pending an investigation by the Flag Officers to determine if the member's conduct is deemed to have violated this clause. Terms of the suspension and any reinstatement shall be determined by the Flag Officers at their sole discretion.
- d. Initiation fees are nonrefundable unless an application is denied.

### **5.4 Change of Membership Status.**

- a. Any member may request to change their class of membership upon written request to the Secretary at any time.
- b. All fees are nonrefundable.
- c. Inactive Status:
  - i. A Full Member may request inactive status upon written request to the Secretary.
  - ii. A Full Member in arrears on dues and assessments may be placed on inactive status.
  - iii. Inactive status will relieve the Full Member of their obligation for annual dues.



- iv. Inactive Full Members will not be entitled to vote, or hold office, or moor a boat in the marina (either as a Full Member or Partner), or to any of the other privileges of Full Membership.
  - v. Inactive Full Members will have their Mooring Registration Number suspended.
- d. Reinstatement to Active Status:
- i. A Full Member may regain their Active Full Member status including their previously suspended Mooring Registration Number and race credit history provided they pay past dues for inactive years and for any indebtedness to the Club.
  - ii. Otherwise, the Full Member will be assigned a new application date, Member and Mooring Registration Number according to the date of application for reinstatement.
  - iii. The member's original Initiation Fee will be applied to an application for reinstatement.

## **ARTICLE 6 FEES AND DUES**

- 6.1 **Full Member Initiation Fee.** An individual applying to become a Full Member shall pay a nonrefundable initiation fee as set by the Board.
- 6.2 **Annual Dues.** The applicable dues and fees will be determined annually by the Board and will be due and payable in accordance with Policy 3. Failure to pay applicable dues and fees by the due date will render the member inactive as defined in Article 5 Section 5.4.c. and ineligible for mooring and such other consequences as set forth in Policy 2.
- 6.3 **Notice of Fees and Dues.** The Board will publish a schedule of fees and dues each year on or before a date not less than 30 days prior to deadline for fees and dues payment as set forth in Policy 2.
- 6.4 **Mooring Fees.** The Board will set fees for mooring, docking, or other expenses associated with maintaining a boat at the Club facility or marina.
- 6.5 **Honorary Members.** Honorary Members will not be assessed fees or dues.

## **ARTICLE 7 YACHT CLASSES**

**7.1. Recognized Racing Classes.** There will be a maximum of ten (10) recognized One-Design sailboat racing classes (“**One-Design Class**”) and one (1) recognized Handicapped sailboat racing class. The Handicapped class may be divided into a maximum of four (4) recognized Divisions (“**Handicapped Division**”). All One-Design Classes and Handicapped Divisions must be keelboats not less than 17 feet overall.

A. Subject to Section 7.1 A recognized One-Design Class or Handicapped Division may, at the discretion of the Race Committee and subject to approval of the Board of Directors:

- i. have a separate start
- ii. be started with another One-Design Class or Handicapped Division

**7.2.** For purposes of clarification:

- a. In no event will more than 10 recognized One-Design Classes and 4 recognized Handicapped Divisions be separately scored or awarded prizes at WYC.
- b. No group of boats will be separately scored or awarded prizes if: (i) the group is not a recognized racing One-Design Class or Handicapped Division, or (ii) their petition for Establishment status has not been officially approved by the Board of Directors in writing.
- c. Team, match, doublehanded, and singlehanded events are not recognized as One-Design Classes or Handicapped Divisions.

**7.3.** All members of recognized One-Design Classes and recognized Handicapped Divisions must be Provisional, Full or Association Members. All boats registered in each recognized One-Design Class and Handicapped Division must be owned in whole or in part or chartered by a Provisional, Full or Association Member.

**7.4. Maintaining Fleet Vibrancy**

- a. It is expected that each One-Design Class and Handicapped Division maintain an average of at least five (5) boats finishing per race in at least three (3) of the A, B, C, G, T, M, Big Island, or Commodore Cup Series in the preceding sailing season.

**7.5. Recognition of a New One-Design Class or Handicapped Division.** In the event that the number of One-Design Classes is less than ten (10) or the number of Handicapped Divisions is less than four (4), a group of current Full and/or Provisional members owning three (3) boats of the type described may petition the Board to organize an Establishment One-Design Class or an Establishment Handicapped Division as follows.

- a. At least three (3) members (of either Full and/or Full Provisional Member status) owning three (3) boats must submit a written petition seeking approval of the Board of Directors to race as an Establishment One-Design Class or Establishment Handicapped Division.

- b. If the petition is approved and the petitioning One-Design Class or Handicapped Division has an average of five (5) or more boats finish in at least three (3) of the A, B, C, G, T, M, Big Island, or Commodore Series within its first three seasons, it will be eligible for One-Design Class or Handicapped Division recognition to fill an opening for a new One-Design Class or Handicapped Division after final approval by the Board of Directors. The Board of Directors must approve or disapprove by the end of the third year. No One-Design Class or Handicapped Division can be in establishment status for more than three consecutive years.
- c. In the event the Board of Directors receives multiple class/multiple division applications at the same time, eligibility priority will be established by action of the Board of Directors.

#### **7.6. Rescind Recognition of a One-Design Class or Handicapped Division.**

- a. The Board of Directors will review participation of all One-Design Classes and Handicapped Divisions at the end of each sailing season.
- b. Where a One-Design Class or Handicapped Division does not have an average of at least five (5) boats finishing in at least three (3) of the A, B, C, G, T, M, Big Island, or Commodore Cup Series in the preceding sailing season, the Board of Directors will request that the applicable One-Design Class or Handicapped Division present a plan to the Board of Directors prior to the next sailing season as to how they intend to maintain or increase participation.
- c. If the applicable One-Design Class or Handicapped Division fails to present a plan to the Board of Directors prior to the next sailing season, then the Board may rescind recognition of the Class or Division.
- d. Where One-Design Class or Handicapped Division does not have an average of at least four (4) boats finishing in at least three (3) of the A, B, C, G, T, M, Big Island, or Commodore Cup Series at the end of the second season after the presentation of the plan, the One-Design Class or Handicapped Division will no longer be considered a recognized racing class. Each affected boat may then choose to join a then-current existing Handicapped Division. In exceptional circumstances, a two-thirds majority of the Board of Directors may choose not to rescind recognition of the One-Design or Handicapped Division.

#### **7.7. Small Boat Racing Classes (e.g., Laser, 420, and Optimists).**

- a. In addition to the ten (10) recognized One-Design Classes and four (4) Handicapped Divisions, the Board of Directors will designate the racing classes, racing schedule, and applicable fees and dues for members participating in small boat racing (currently Laser, 420, and optimists) on an annual basis. Small boats will NOT be a Recognized Racing Class of WYC, and participation in any small boat races will NOT count toward achieving race requirements under Bylaws Section 7.3 below.

## **ARTICLE 8 MOORING PRIORITY**

### **8.1. Recognized Racing Class Mooring Priority List.**

- a) The club will maintain a list of Full Members and Full Members in Provisional Status. Each member will be assigned a unique and sequential Mooring Registration Number (MRN).
- b) To apply for mooring of a boat in a Recognized Class a member will:
  - i. Comply with the membership requirement outlined below.
  - ii. Pay the applicable mooring deposit before the deadline established by the Board.
  - iii. Be named on an insurance policy providing third-party liability insurance in an amount not less than \$300,000.00 or as increased by the Board.
  - iv. For the purpose of mooring priority, a boat chartered for the season will be treated as if it were owned by the charterer.
- c) Members applying for mooring of a boat in a Recognized Class will be given preference within the following categories in the following order:
  - i. Fulfill the completed race requirement outlined below.
  - ii. Fulfill the completed race requirement outlined below, in at least five (5) of the past fifteen (15) seasons.
  - iii. Does not fulfill the completed race requirement as described in 8.1.c.i or 8.1.c.ii, and was not moored at the club.
  - iv. Does not fulfill the completed race requirement as described in 8.1.c.i or 8.1.c.ii, and was moored at the club.
- d) Priorities within each category will be determined by MRN.
- e) Regardless of MRN, the owner of a boat that was in the marina and met their completed race requirement for the preceding year will NOT be excluded from the marina for the following season.

## **8.2. Membership requirement.**

- a. Full Members in active status will be eligible for mooring priority for a boat in a Recognized Class.
- b. Full Members in active status and Annual Members will be eligible for mooring priority for a boat not in a recognized class (examples: powerboats, non-Recognized Class sailboats).

## **8.3. Completed Race Requirement.**

- a) Where a Full Member was the sole owner of a boat in the prior season, that boat must have completed six (6) races in the prior season.
- b) Where a Full Member was in a registered partnership in a boat owned by multiple members, the Full Member claiming to have completed six (6) races in the prior season will demonstrate the boat in which they were a partner in the prior year, completed six (6) races multiplied by the number of registered partners.
- c) Where an Association is applying for mooring, they will demonstrate each boat in the Association completed fifteen (15) races in the prior season.
- d) Completed races are defined in Policy 4.

## **8.4. Yacht Partnerships.** For the purpose of assigning mooring priority, the following will apply:

- a. Full or Provisional members may enter into a partnership that owns or charters a boat in a recognized racing class.
- b. A valid partnership shall have the following characteristics:
  - i. Demonstration of significant financial interest, e.g. 50% of the annual mooring cost, charter fees or equity interest of a similar amount
  - ii. Each partner shall demonstrate liability insurance to the value specified in policies.
  - iii. The partners will commit to complete races six times the number of partners per season.
  - iv. Affirmation that no partner is in more than one partnership at a time
  - v. Designate a lead partner. That partners' MRN will be used.
- c. The Secretary and members of the Dock Committee may review and audit the partnership submission at any time and for any reason to determine the partnership meets the criteria.
- d. Dissolution:
  - i. Where a partnership has existed for less than three years, the original lead partner will retain the slip.
  - ii. Where a partnership has existed for more than three years, the designated lead partner may designate a different lead partner who will retain the mooring.

#### **8.5. Multiple Yacht Ownership.**

- a. Where a Full Member applies for mooring for a second yacht within a Recognized Class, and that yacht did not fulfill the race requirement for the prior season; that yacht will not cause another member's yacht to be excluded from the marina.
- b. Where a Full Member applies for mooring for a third or subsequent yachts in a Recognized Class, they will apply in writing to the Board.

#### **8.6. Non-Recognized Mooring Priority List.**

- a. Each season, the club will establish a list of Full and Annual Members who have applied for mooring of a boat not in a Recognized Class.
- b. To apply for a mooring a member will:
  - i. Be a Full or Annual Member.
  - ii. Pay the applicable mooring deposit before the deadline established by the Board.
- c. Members applying for mooring will be given preference within the following categories:
  - i. Full Member determined by MRN.
  - ii. Annual Member at the discretion of the Dock Committee.

**8.7. Assignment of Moorings.** Assignment of moorings (slips and buoys) will be done as soon as practical after receipt of mooring deposit by the Dock Committee. The method will be approved by the Board in a Policy. Decisions of the Dock Committee may be appealed to the Board.

**8.8. Transferability.** MRN may not be sold or assigned for any reason except as follows:

- a. When a Full Member, who met their 6-race minimum in the previous season, dies:
  - i. The surviving Spouse or Registered Domestic Partner may assume the deceased member's MRN upon written request to the Secretary within six months of the passing. Upon assuming the MRN, the Surviving Spouse or Registered Domestic Partner must fulfill all the member and race requirements of WYC. The assumption of the MRN by the surviving Spouse or Registered Domestic Partner takes precedence over any children.
  - ii. In the event the surviving Spouse or Registered Domestic Partner chooses not to assume the deceased member's MRN, or there is no surviving Spouse or Registered Domestic Partner, the MRN may be assigned to only one child of the deceased member.
- b. In the event of dissolution:

- i. The Spouse or Registered Domestic Partner not identified as the Designated Voting Member has six months from the date of dissolution to apply for their own Full Membership and pay the applicable membership fees in order to receive the same MRN as their former Spouse or Registered Domestic Partner.
  - ii. The member that was not the Designated Voting Member may apply for mooring the following season, using their MRN. However, in the event the marina is full, their application shall not cause another member to be excluded from the marina.
- c. Association Membership may not be assigned to any party in any manner without the prior written consent of the Board requiring majority vote of the Board.

## **ARTICLE 9**

### **MEETINGS OF THE MEMBERSHIP**

#### **9.1. Semiannual Meetings.**

- a. There will be semiannual meetings of Full Members held in Hennepin County, Minnesota, in spring and fall at a time and place designated by the Commodore.
- b. Fourteen (14) days' notice will be given by the Secretary. Notice will be sent via USPS mail. As a courtesy, notice may also be sent via email.
- c. Officers and Directors will be elected at the fall meeting.
- d. The agenda will be established by the Board. Notice of the meeting will include a statement of the agenda. The agenda may not be altered except by vote of 60% of the persons at the meeting, eligible to vote.

#### **9.2. Special Meetings.** Special meetings may be held at any time at a place designated by a majority of the Directors.

- a. Attendance may be restricted to Full Members, Annual Members, and/or Crew Members.
- b. Fourteen (14) days' notice of such a meeting must be provided by a method approved by a majority of the Directors.
- c. Notice will state the objective of the meeting, including changes to policies.
- d. Special meetings may not consider any topic not identified in the notice of the meeting.

#### **9.3. Informal Meetings.** Informal meetings may be called by the Commodore at any time without notice, but no business except of a temporary character will be in order at such meeting.

**9.4. Quorum.** Ten percent (10%) of the enrolled Full Members must be present in person at any Club membership meeting to constitute a quorum for the transaction of business. In counting a quorum, the Spouse or Registered Domestic Partner of an absent Full Member will be counted if present.

**9.5. Order of Business.** The order of business at each meeting will be as follows:

- a. First - Reading of Minutes of Last Meeting;
- b. Second - Reports of Officers and Committees;
- c. Third - Election of Officers and Directors (fall meeting only);
- d. Fourth - Business per Agenda; and
- e. Fifth - Adjournment.

**9.6. Balloting.**

- a. Election of officers at the annual meeting may be cast either by mail or in person.
- b. All other votes must be in person.
- c. The notice of the meeting will include a mail ballot.
- d. Mail ballots will be in a form approved by the Board and may be counted only if received by the Club Secretary before the meeting is called to order. Mail ballots will not be counted to establish a quorum. Members voting by mail will waive their right to vote on matters raised at the meeting but not set forth in the agenda.
- e. The Flag Officers may approve voting by widely available electronic means if the means outlined in 9.7.a. and 9.7.b. are impractical.
- f. Notwithstanding any other provision of these Bylaws, the affirmative vote of not less than two thirds of ALL VOTING MEMBERS shall be necessary for approval of the following Corporate actions:
  - i. Approval of a merger or otherwise combine the business of the Corporation with any other entity.
  - ii. Sell, lease, exchange, or otherwise dispose of 25% or more of the Corporation's real or personal property.
  - iii. Sell or distribute voting member interests equaling 25% or more percent of the number of voting member interests existing before the proposed issuance.
  - iv. Change the Corporation name, purpose or fundamental nature of the Corporation's activities or location.
  - v. Issue additional voting member interests or other classes of member interest or adjust the rights of existing voting members.
  - vi. Changing the Corporation's current status as a not-for-profit corporation.

**9.7. Rule of Order.** Roberts' Rule of Order will be the authority to decide any question or order not herein provided for.



**ARTICLE 10**  
**AMENDMENTS AND ALTERATIONS**

- 10.1. **Rule of Order.** These Bylaws may be amended or changed at any semiannual or special meeting of the Club by a two-thirds (2/3) vote of the members voting, providing notice contained the substance of such proposed amendment or change has been given to the notice of the meeting.

## **EXHIBIT A**

### **Definitions**

Definitions as used in these Bylaws, the following terms will have the following meanings:

1. "Club" means the Wayzata Yacht Club.
2. "Board" means the Board of Directors of the Wayzata Yacht Club.
3. "Officers" means the Flag Officers of the Wayzata Yacht Club.
4. "Spouse" means husband or wife.
5. "Registered Domestic Partner" is defined as an individual who shows written proof to WYC that he/she is registered as a "Domestic Partner" (under a city ordinance) to a WYC Full Member. (At time of these Bylaws, WYC recognizes only a limited number of members may avail itself of this status because there are only a limited number of cities that have "Domestic Partner" ordinances.)
6. "Person in Charge." Each boat must have a Person in Charge that is a WYC Full, Annual, or Honorary Member onboard for each race, except a boat may substitute a WYC Crew Member for the Full, Annual or Honorary Member as a Person in Charge onboard up to three times per season (excluding designated Women's races). A WYC Crew Member may substitute no more than three times per season on any and all boats (excluding designated Women's races).
7. "Applicant" means the individual applying for Wayzata Yacht Club membership.
8. "Owned Boat" means the boat paid for or owned by an individual or a boat that is chartered for a season by an individual.
9. "Charter Agreement" means a lease or agreement to hire a vessel.
10. "Mooring Registration Number" is the mooring number assigned to a Full Member.
11. "Mooring Priority Number" is the number assigned yearly based on a Full Member's Mooring Registration Number to determine mooring priority for the upcoming season.
12. "Lead Partner" this is the partner who will assume or designate the mooring priority.

#### Bylaw Revision History

- 2023 – this version
- 2007
- 1972
- 1962