

Nominating Committee

Doni Lystra (Chair), Dick Kennedy and Kathy Turner comprised the Nominating Committee. Doni reviewed the slate for the open positions on the Board of Directors, which included current directors Libby Mustaine and Cathy Stephenson for a second 3-year term and Mike Adelson to serve an initial 3-year term on the Board of Directors. Kathy Miller motioned to approve the proposed slate of Directors, Jim Miller seconded the motion. The motion carried. The effective date of the change in directors is August 15th.

Social Program

Caryn DeVries presented the Social Calendar for the 2014 Season on behalf of Co-Chairs Georgie Disselkoen and herself. She reviewed all of the events listed below. (see summer calendar) Caryn thanked all of the various chairs, hosts and hostesses for their efforts throughout the busy season. Caryn also noted two weddings were scheduled in 2014, the Disselkoen wedding had already been held and the Turner wedding be held in September.

Youth Program

Tami Bosco provided the following update on behalf of the Committee Chairs Trish Bosco and Sara Goldman.

OTYC Youth Camp is off to a great start. Tricia Bosco and Sara Goldman are overseeing the Youth Camp Committee this year and Tami is helping out until Trish arrives next week. (Trish says Tami is a superstar!)

Staffing is always the difficult part of camp planning. We are lucky to have so many kids moving up thru the program that want to work as counselors but bringing in additional counselors from outside OTYC is always a little challenging. We were lucky to find a wonderful addition this year.

Krissi Dressler is serving as our Camp Director. She will supervise the staff and be the primary contact with parents. Krissi is a University of Michigan nursing student and has sailed for many years with Traverse Area Community Sailing. She will also serve as our lead sailing instructor. The kids are loving her! Please take a moment to introduce yourself to her at our upcoming potluck.

Zach Bosco will serve as a Sailing Instructor. As a certified lifeguard, Zach's primary purpose will be water safety and sailing instruction. He will be a high school junior in the fall and is a strong sailor, great with kids.

Nellie and Livvy List are serving as our Tennis Instructors. With twin team powers, they will plan and execute the daily tennis lessons and weekly tournaments. They both recently graduated from high school and are looking forward to a fun summer before they head off to college. Unfortunately, Nellie has been very sick with tonsillitis and been unable to work. Thanks go to Robbie Magrini, Elise Kennedy and Tess Edgley for coming down to help out in Nellie's absence.

Anna Leathery and Kate Bosco will serve as our Camp Coordinators. Anna will work the first week of camp and Kate the following weeks. They will handle registrations and attendance, camper logs, organize snack time and games, help organize morning and afternoon meetings, ensure staff checklists are complete prior to leaving. Anna is an incoming college freshman and Kate is an incoming high school junior – both attended OTYC camp as kids.

We also have a special bonus counselor -- the Boscos have an exchange student from France visiting next week. Arnaud is a 16 year old avid sailor who will be instructing at camp as a volunteer. We hope this will be a fun international experience for everyone.

The first week we had 7 campers and next week we have 9. The pre-registered numbers look about the same and we are expecting some last minute sign ups when the weather warms up.

So far all the sunfish have been performing great although they would appreciate some warmer water temps. The Boscos are donating the use of their whaler for the staff boat. This is something we should consider how to handle next year. Each week of camp continues with a theme -- including theme related games, snacks, and fun. Each Friday offers a fun lunch, awards and jump off the dock send off. Tami requested members contribute lunch on Fun

Fridays. Cathy Stephenson volunteered to provide an upcoming lunch. Jillian Walker hosed a campfire on her beach for the campers and staff ages 10-20 which was lots of fun for all.

Overall, camp continues to be a wonderful tradition. It is a warm, welcoming place for OTYC youngsters looking to learn some new skills, meet new friends, and have fun making memories in this wonderful bayside setting. Tami gave a thank you and nod to Lisa Newland and Karen Edgley who have kept camp alive for many years.

Proposed Bylaw Changes

Commodore Cron next announced the next item on the agenda, the proposed changes to the OTYC Bylaws. He acknowledged the dialogue that had occurred among some of the membership, specifically surrounding the proposed elimination of recommendation #4 in the Summary of Proposed Bylaw Changes which had been distributed with the May Breeze and available on the tables. He suggested that the review and voting of the Bylaws be split into two sections, the first would cover proposed changes #1-3 and #5-12 collectively; the second would cover change #4. Libby Mustaine motioned to follow this recommendation; John Ray seconded the motion. The motion carried.

Cathy Stephenson set the stage for why the Board recommends changes to the Bylaws. Last time we changed the bylaws was 2006. Over the years, the Bylaws have been changed several times, each time incorporating all the previous changes.

The goal was to make the Bylaws work well and be as inclusive and functional as possible. In the May Breeze, we included a copy of the proposed new bylaws and a summary of the individual changes to each provision that described the change, referenced the particular article, and also provided a rationale for the proposed change. The Summary of the Proposed Changes to the Bylaws was available on each table at the Annual Meeting and is incorporated by reference in these Minutes. Cathy thanked those gathered for attending the Annual Meeting in person and responding to the request to attend so all voices could be heard.

Cathy then briefly highlighted the proposed changes, the first of which was the elimination of the associate and junior member classifications. It is exceedingly complicated to track all of the birthdays for all of the members. Frankly, the associate members are not here as much, many don't transition to full members, and children up to 25 year olds are still on their parents' health insurance.

The next proposed change redefines what a family really consists of. Today, a "family" is being redefined all over the country. There are many people who are living together but have any number of reasons why they do not get married. This is reflective of life today.

Next, is proposed the elimination of some membership classifications: Honorary members, specifically. We would not stop honoring members, but we do not need that classification to be called out in our bylaws. Further, we believe that Guest Members should only need a year to decide on becoming full members, therefore, Guest Membership should only be for one year.

The next area discussed was geographic boundaries. We decided that we really don't need the specific geographical boundaries anymore. It is cumbersome to administer and the reason for it is no longer valid (Timber Shores) and further, many members felt it divisive.

Several members voiced their opinions: Phil Goldman asked if someone could be a member who does not own property? What about if they never come up? Yes, there is no requirement for property ownership or duration of visit. Bill Sandt wondered about whether other people can come down who are members of other clubs and use the property? Yes they may visit the club as guests. Bob Grabowski wondered if we have reciprocity from other clubs? Yes we do.

Debbie Disch expressed concern for the geographic history and elimination of the boundaries. She was on the board when this provision was passed. She referred to a couple of very divisive past annual meetings. Club had split to nobody outside of

Omena with no regulation whatsoever. The idea was to let Omena people be on the top of the waiting list, if there is one. It was a shame that it became known as an A list and B list. her concern with it being removed is what process/criteria exists if e call the list something other than A and B lists?

Joan Brovins responded that even if we take this out of the bylaws, the board still has complete discretion to make membership Omena-centric. We don't need to have these directions in the bylaws. The board can use its best judgment. Jeff Bosco suggested that the A and B lists divide the membership. Cathy emphasized that the membership criteria reflect a focus on Omena and volunteer-centric. This is meant to emphasize loyalty and volunteerism. She referred to the evaluation criteria for membership which clearly identified these points.

Tish Renz expressed that if we eliminate the boundaries, this gives the board total discretion, with no guidelines.

Bill Sandt wondered about the age of family membership. He thinks that age 21 is a better age. Joan responded that if someone wants to become a member at age 18 they can.

Mike Adelson commented that he had indeed felt slighted as not being "on the peninsula" although he lives in Omena. But, the vetting process is still there. We need to trust the board.

Mary Loveless noted that the membership must trust the board which the membership elected to serve the Club's best interests.

The next provision reviewed was the revision to the timing of revoking a membership. Currently the bylaws allow a member to be in arrears for 2 years before membership is terminated. That is deemed neither appropriate nor respectful to the other members who have paid dues in a timely manner. We have implemented a new process to shorten this time frame.

The Founders Fund was initially created to raise funds for the preservation of the property. It was folded because it required a separate Board of Directors and was very difficult to administer. The funds were, of course, retained.

Finally, the Board approved some minor tweaking and editing to clean up the Bylaws.

John Ray called the motion to close the discussion for a vote. Tom Oehmke reviewed the process of voting and including the proxies in the total count.

Mary Tonneberger motioned to accept the proposed changes #1-3 and #5-12 to the OTYC Bylaws. Bob Gelakoski seconded the motion. Drew Ehrhardt, Mary Tonneberger, Bob Gelakowski assisted in counting the votes of the members present. The proposed changes to the Bylaws #1-3 and #5-12 were passed by a vote of 140 in favor with 11 opposed, including proxy votes.

Cathy next reviewed the proposed elimination of the Lifetime Membership, #4 in the Summary of Proposed Changes. The rationale included that people are living longer, there are more and more expenses, more unexpected expenses (e.g., the \$30,000 sunfish fleet that was gratefully donated by generous members). The Board wants to make sure we can continue to manage the buildings and grounds that we have. It is the intent that all existing Lifetime Members be grandfathered. The Board can still grant an honorary membership to members.

May Tonneberger made a motion to adopt this amendment which was seconded.

Commodore Cron said that he viewed the Lifetime Membership for those long time members who are unable to use the club. Bill Sandt asked how many Lifetime Members were at the Annual Meeting; Bill was the only one present at the meeting. He thinks the classification is an important recognition of the service and contributions of older members and stated that these people have worked hard to volunteer and maintain the club and should be recognized for their hard work.

Caroline Oberndorf and Kathy Bosco both indicated that they will be honored to continue paying dues after they turn 82. Annette Deibel said that she is 89 but she will continue paying her own way. It is not necessarily an honor to be told you don't have to pay anymore, because that means you are old and dependent. Perhaps we should consider the honorary

membership for older members who could no longer pay.

Tish Renz read a letter from her husband, Bill Renz, who was unable to attend the meeting. He felt the board acted inappropriately and they should have formed a bylaws committee and let the membership know their intentions. Bill thinks that it is totally fair for younger members to support older members. The older members are what has made this club great. The board says they will still make these honors, but we should not burden future members with these decisions. Tish said that as a former board member, past boards did have to consider some of the older members who could no longer pay. Using the Honorary Membership as a safety net for those older members dilutes the honor bestowed on the Honorary Members who were great people who started this club.

John Ray stated that he respected the various opinions that had been expressed by members. He said that maybe right now we could afford to support these members but he is not privy to the finances and doesn't know what could happen in the future. He noted that Mary Helen's parents and relatives founded this club, she has been on the board several times, and John has been on the board. The Ray family has been very involved over the 50-60 years of their membership but nowhere in that entire time did he feel that he would be owed something by the club. John stated that membership has been his reward. The entire Ray family benefited from membership in the club. Finally, it's a board's responsibility to make tough decisions regarding all sorts of issues - that's what boards do. So saddling this and future boards with future tough decisions including recognition of deserving members is what they are expected to do.

Bill Sandt noted that the board can recognize people with a Lifetime Membership, but the members do not have to accept it. He believes people deserve to be recognized.

Caroline Oberndorf called the question to vote which was seconded by Paula McMenemy. Judy Smart motioned to accept the proposed change #4 to the

OTYC Bylaws. Stuart Williams seconded the motion. The same procedure was followed for this vote as with the previous vote. The proposed change #4 regarding the elimination of Lifetime Membership classification passed by a vote of 129 in favor with 17 opposed, including proxy votes.

Other Business

With business concluded, Commodore Cron adjourned the Annual Meeting at 12:55 pm so all could enjoy the day with families and friends.

Notice from the MEMBERSHIP COMMITTEE

Please contact the Membership Chair with any changes to your address, telephone, cell phone, or email.

The membership application package for 2015 will be available in May. Please contact the Membership Chair for more information at that time if you or someone you know may be interested in sponsoring a Guest Member.

M3

Martha M Moffett, Membership Chair
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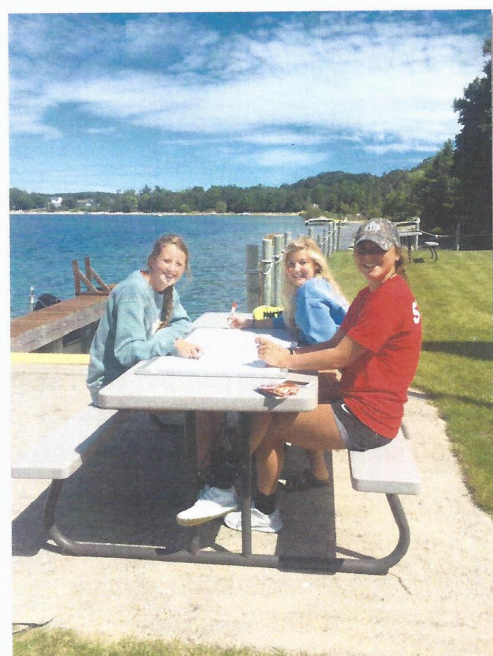
Matt and Jeff Bosco



Susan Krusel, Judy Smart & Alice Littelfied



Judy & Bruce Balas on Halloween



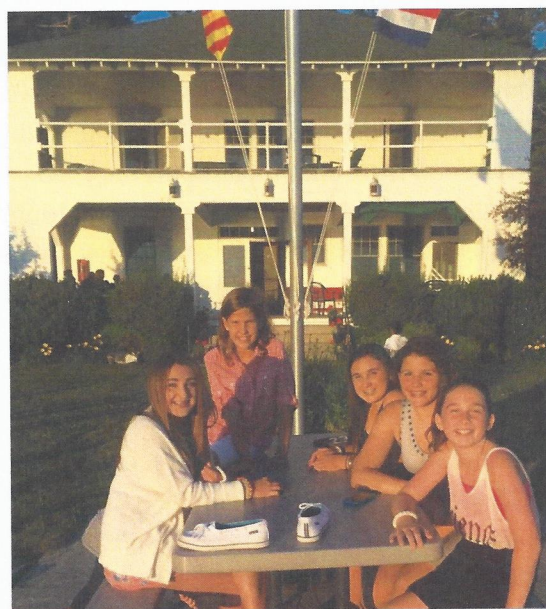
Nellie and Livvy List with Anna Leathery



Ladies Luncheon



Bride and skipper Caroline Turner



Kate Bosco, Emily McKenzie, Grace Bosco,
Tess Edgley and Arlie Goldman

After the Breeze went to the printer we were informed that OTYC lost another cherished member.

Jeanne Hines: passed away on December 7, 2014 in Cincinnati. She had celebrated her 100th birthday last summer. Jeanne and her husband Harry "Bumps" Hines started visiting the Omena area early in their relationship and continued to vacation here with their daughters Nancy, Carol, Susan and Amy. In 1979 they bought a cottage on Ingalls Bay and named it "Hinesite" and eventually purchased the Patterson Cottage which Jeanne named "Eagles Wings". She spent the summers on Ingalls Bay surrounded by her family and friends.

Jeanne was an active member of her community in Cincinnati and Omena. She was a lovely and gracious person who was kind to everyone, and, in turn, everyone loved her. If you had the good fortune to have met her you know what a treasure she was and wonderful role model for all of us.

Omena-Traverse Yacht Club, Inc.
Restated Bylaws

The Articles of Incorporation control (or trump) the Bylaws of an organization such as the OTYC. If the Bylaws are amended, they must be consistent with the Articles; otherwise, the Articles must first be amended. Therefore, legal counsel was engaged to align the Articles and the Bylaws. The restatement of the Bylaws aligns the two documents and incorporates key language from the Articles. No material changes have been made to the Bylaws approved this summer; this restatement is merely administrative in nature.

These restated Bylaws are being circulated as a courtesy for any final comments that any Member wishes to make. While the Members authorized the Board to make these "clean up" edits at the Annual Meeting in July 2014, nonetheless, the Board will consider all Member comments if received on or before the 20th day of January, 2015. Please email your comments to Board Secretary, Cathy Stephenson at catherine.w.stephenson@gmail.com. The Board will then consider any additional Member comments before adopting its final version of the restated Bylaws. The Board's final version will be sent to all Members in the Spring edition of *The Breeze*.

Omena-Traverse Yacht Club, Inc.
Restated Bylaws
Offered for Comment by Board of Directors
As of 08 November 2014

OMENA-TRAVERSE YACHT CLUB, INC.

Bylaws

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OMENA-TRAVERSE YACHT CLUB, INC.

Bylaws

I. MEMBERSHIP

A. DEFINITIONS

1. *Age* means age as of December 31 of the relevant calendar year.
2. *The Club*, OTYC or the Corporation means the Omena-Traverse Yacht Club, Inc.

B. CLASSES OF MEMBERSHIP

1. *Adult Member*

- a. **ADULT FAMILY.** Two adults who are each other's spouse and any children under age 26; or two adults who reside together in a qualified domestic partnership and any child under age 26; or an adult with any child under age 26.
 - b. **SINGLE ADULT.** A person age 18 or older, without a spouse or domestic partner, or without any child under age 26.
2. ***Guest Member.*** An Adult person or Family whose Application Form is approved by the Board [under I(C), below] and who is granted a short-term Membership under a policy adopted by the Board. Any Adult person or Family may be a Guest Member for no more than two full seasons. The purpose of guest membership status is to provide for a period during which the applicant can assess whether club Membership is suitable for them while the OTYC Board will, correspondingly, assess whether such applicant's participation is suitable for the organization. Any decisions made with regard to Guest Members after their term ends will be within the sole discretion of the Board.

C. APPLICATION FOR ADULT FAMILY OR SINGLE ADULT MEMBERSHIP

1. ***Application Form.*** An applicant for Adult Family or Single Adult membership will submit an application form, endorsed by two Adult Members, with each Sponsor being a Member of a different family and unrelated to the other Sponsor or the applicant.
2. ***Sponsor.*** Each Sponsor will inform the Membership Committee in writing of the Sponsor's knowledge of the applicant including length of acquaintance, relationship and other relevant information.
3. ***Posting Applications.*** With approval of the Commodore, the chair of the Membership Committee will give two weeks' notice of the application to the Members by either posting in the Clubhouse or publishing in the *Breeze*, or other means approved by the Board.
4. ***Board Action.*** The Board will act on the application within two weeks of the end of the notice period to Members.

5. *Guest Membership.* An applicant becomes a Guest Member upon approval by five Members of the Board and is then notified by the Membership Committee of the action taken.
 6. *Guest Transition to Adult Membership.* If a Guest Member should express their interest in continued Membership, the Board will review and consider such Guest Member after one year (but no more than two years) of their Guest Membership. Upon consideration, the Board may approve the transition from Guest Member to Adult Member, subject to any Membership limitations.
- D. PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP
1. *Use of Club Property*
 - a. An Adult Member, a child or grandchild under age 26 of an Adult Member, a Guest Member, or a guest accompanied by a Member may use club property in accordance with rules or policies adopted by the Board.
 - b. A Member who has not paid current or past annual dues or assessments when due may not use club facilities.
 2. *Voting.* Only an Adult Member may vote at a Membership meeting. A vote may be cast in person, by proxy or by electronic transmission.
 3. *Responsibilities.* A Member is responsible for the conduct of a Family Member or guest.
- E. TERMINATION OF MEMBERSHIP
1. *Reasons for Termination*
 - a. NON-PAYMENT OF DUES, FEE, OR ASSESSMENT. A Member who is in arrears for annual dues, a fee, or an assessment after billing and subsequent follow up automatically loses their Membership as of August 1 of the year when payment is past due if the Member remains in arrears.
 - b. DISREGARD OF RULES. The Board may terminate the Membership of a Member for failure to abide by the Articles of Incorporation, Bylaws, rules, or policy of the Club.
 2. *Procedure.* The Board will consider the termination at a meeting at which the Member may participate to contest the charges. The vote of at least five Members of the Board is necessary to terminate a Membership.

II. DUES AND OTHER CHARGES

- A. INITIATION FEES AND DUES. The Board will establish an initiation fee and annual dues and will set the annual dues of a Family Membership as double the dues of a Single Adult membership.
- B. VOTE ON INITIATION FEES AND DUES. By a vote of six Directors, the Board may increase the annual dues up to 10% a year and the initiation fee up to 20% a year. An increase greater than these percentages requires approval of the membership at an annual membership meeting.
- C. SPECIAL ASSESSMENTS. Without a vote of the Members, the Board may assess Adult Members (but not Guest Members) for the maintenance, repair or replacement of club property or facilities by an additional amount equal to the annual dues per year for an Adult Member.
- D. EXTRAORDINARY SPECIAL ASSESSMENTS. The Board may assess Adult Members (but not Guest Members) for any amount in excess of the amount for Special Assessments (above) to provide for maintenance, replacement, or additions to club property or facilities after due notice and approval at an annual membership meeting by the affirmative vote of a majority of the total number of all Adult Members (and not merely a majority of those Adult Members present at the annual meeting in person or by proxy). Guest Members, should they elect to join as Adult Members, are subject to any special or extraordinary assessment(s) approved by the Board in the previous two calendar years.

III. BOARD OF DIRECTORS

- A. COMPOSITION AND TERMS. The Board of Directors ("Board") is composed of nine Adult Members who will be elected for staggered 3-year terms. The Board will elect five officers annually from among the nine Directors.
- B. TERM. A Board Director serves for a 3-year term, beginning August 15, but may not serve more than two consecutive 3-year terms.
- C. ELECTION. The nominating committee will recommend to the Membership one or more Adult Members for a vacancy on the Board. The Board will nominate one Adult Member to fill the vacancy and will notify the Members in the *Breeze* or by other means selected by the Board at least two weeks prior to the annual meeting. At the annual membership meeting, the Commodore will invite additional nominations from the floor. The Adult Members will choose from among the nominees by ballot or acclamation and directors will be elected by a plurality of the votes cast at an election.
- D. TEMPORARY VACANCY. With approval of the Board, the Commodore may fill a vacancy on

the Board until the next annual membership meeting.

E. DUTIES. The Board is responsible for the operation and protection of the Club and its property.

1. *Corporate Instruments.* The Board will carry out the duties assigned to it by the Articles of Incorporation and by these Bylaws;
2. *Regulation.* The Board will regulate the use of Club property by Members and non-Members.
3. *Expenditures.* The Board will manage and control the expenditure of Club funds.
4. [This provision moved to the Restated Articles.]

F. ACTIONS BY BOARD.

1. *Quorum.* A quorum of five Board Members is required for the Board of Directors to take action.
2. *Voting.* The Board may take action at a meeting by mail (electronic or otherwise), telephone, or other means approved by the Board.

IV. OFFICERS

- A. ELECTION. By August 1, the Board of Directors (consisting of the six carryover Members and the three new Members elected at the most recent annual membership meeting) will elect from among its Members, a Commodore, Vice-Commodore, Rear Commodore, Secretary, and Treasurer. An officer takes office on August 15 and serves one year. An officer may serve more than one term, but a Commodore may not serve more than two consecutive terms.
- B. COMMODORE. The Commodore who also holds the office of President of the Corporation and Resident Agent will:
 1. Preside at meetings of the Board and of the Members.
 2. Supervise the chairs of the committees.
 3. Carry into effect the actions of the Board and of the Membership meeting.
 4. Perform other duties assigned by the Bylaws.
- C. VICE-COMMODORE. The Vice-Commodore will act in place of the Commodore in the absence or disability of the Commodore and will carry out duties assigned by the Commodore.
- D. REAR COMMODORE. The Rear Commodore will act in place of the Commodore in the absence or disability of the Commodore and Vice-Commodore and will carry out duties as assigned by the Commodore.

- E. SECRETARY. The Secretary will:
1. Have charge and custody of the Club records and correspondence.
 2. Keep a record of the minutes of the meetings of the Members and of the Board.
 3. Furnish copies of minutes of meetings of the Members and the Board to the Board of Directors.
- F. TREASURER. The Treasurer will:
1. Receive, record, and safeguard the funds of the Club.
 2. Keep a bank account of the Club's funds. All financial statements from third parties will be conveyed by such third parties contemporaneously to the Treasurer and one other Member of the Board of Directors for their review.
 3. Pay the Club's bills as authorized by the Board of Directors.
 4. Account for all income and expenditures of the Club funds so the books may be readily audited. The Treasurer will make a financial report of the Corporation for the preceding fiscal year and distribute copies to each Adult and Guest Member (either electronically or at the annual meeting of Members). The report will include the Corporation's year-end statement of assets and liabilities, including trust funds, and the principal change in assets and liabilities (during the year preceding the date of the report) and the Corporation's source and application of funds and any other information required by the Michigan Nonprofit Corporation Act.

V. COMMITTEES

- A. STANDING COMMITTEES. The Board may create or discontinue a committee as appropriate for the operation of the Club. Unless otherwise provided by the Board, the Club has the following committees:
1. Membership
 2. Nominating
 3. House and Grounds
 4. Waterfront
 5. Youth
 6. Social
 7. *Breeze*
- B. COMMITTEE CHAIRPERSONS. With approval of the Board, the Commodore-elect will appoint the chair of each committee. The Commodore will give notice to the Members of the names of the committee chairs by posting in the Club, publication in the December *Breeze*, or other means approved by the Board.

VI. MEMBERSHIP MEETINGS

- A. RULES. *Robert's Rules of Order* govern a Membership meeting unless otherwise provided in these Bylaws or some other provision is adopted at the meeting.
- B. ANNUAL MEETING. The Board will call the annual meeting in July to be held at the Club and the Board will give notice of the date/time of the meeting in the May edition of the *Breeze* or in a written notice mailed to each Member at least 30 days prior to the meeting.
- C. QUORUM. Fifteen Members constitute a quorum at a regular or special meeting of the Members.
- D. SPECIAL MEETINGS. Upon approval of six Directors of the Board and with not less than 14 days written notice to the Members, the Board of Directors may call a special meeting of the Members. The meeting may consider only business specified in the notice.
- E. VOTING. The vote of a majority of Members voting in person or by proxy at a Membership meeting constitutes the action of the Members, notwithstanding the withdrawal of enough Members to leave less than a quorum.
 - 1. *Number*. Each Adult Member has one vote.
 - 2. *Proxy*. A Member may vote by written proxy signed by the Member. A proxy is valid for 1 year from its date unless stated differently in the proxy. A proxy may be sent to the Secretary of the Board, or a designee, in an original writing (or copy) or by fax, email, or other electronic transmission provided it can be determined that it was authorized by the Member.
- F. REQUIRED VOTES OF FULL ADULT MEMBERSHIP MAJORITY. The following matters cannot be approved solely by a vote of the Board of Directors but, rather, can only be approved at an annual meeting of the Members and then only by the affirmative vote in person or by proxy of a majority of the total number of full Adult Members of the Corporation who are entitled to vote:
 - 1. *Dissolution*. The proposed dissolution of the Corporation including a plan for distribution of assets.
 - 2. *Real Property*. Any proposal to acquire, sell, or mortgage or otherwise encumber or affect real property of the Corporation.

VII. ELIMINATION OF PERSONAL LIABILITY

- A. LIMITED LIABILITY. The personal liability of a volunteer director or volunteer officer of the Omena-Traverse Yacht Club, Inc. ("the Corporation") to the Corporation or its Members for monetary damages for a breach of the director's or officer's fiduciary duty is hereby eliminated. However, this does not eliminate or limit the liability of a Director or Officer for any of the following:
1. a breach of the director's or officer's duty of loyalty to the Corporation or its Members;
 2. acts or omissions that were not in good faith or that involve intentional misconduct or a knowing violation of law;
 3. a violation of the Michigan Nonprofit Corporation Act section 551 [MCLA §450.2551 ("Prohibited corporate actions; joint and several liabilities of directors; shareholder liability")];
 4. a transaction from which the Director or Officer derived an improper personal benefit; an act or omission occurring before 07/12/2014; or
 5. an act or omission that is grossly negligent.
- B. ASSUMPTION OF LIABILITY. The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer under this limitation of liability provision if all of the following are met:
1. the volunteer was acting, or reasonably believed themselves to be acting, within the scope of their authority;
 2. the volunteer was acting in good faith;
 3. the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
 4. the volunteer's conduct was not an intentional tort; the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by the Michigan Compiled Laws.
- C. CLAIM FOR MONEY DAMAGES. Any claim for monetary damages for a volunteer director, volunteer officer, or other volunteer's acts or omissions will not be brought or maintained against a volunteer director, volunteer officer, or other volunteer. Instead, the claim will be brought and maintained against the Corporation.

VIII. **AMENDMENT OF ARTICLES AND BYLAWS**

- A. **ARTICLES OF INCORPORATION.** The Articles of Incorporation may be amended or repealed by the affirmative vote of a majority of those voting in person or by proxy at any annual or special meeting of the Members, or at any regular or special meeting of the Board of Directors.¹
1. *Certificate.* Any amendment will become operative when a certificate showing it to have been regularly adopted and signed by the Commodore is filed with the Michigan Corporations, Securities, and Commercial Licensing Bureau or other lawful agency having jurisdiction.
 2. *Member Amendments.* The Members may amend or repeal any change made by the Board of Directors to the Articles of Incorporation; however, no change made by the Members in the Articles of Incorporation may be amended or repealed by the Board.
 3. *Bylaws.* These Bylaws may be amended or repealed by the affirmative vote of a majority of those voting in person or by proxy at any annual or special meeting of the Members, or at any regular or special meeting of the Board of Directors; however, no change in the Bylaws made by the Members at the 2015 annual meeting or thereafter may be amended or repealed by the Board.
- B. **MEMBER PROPOSAL.** An Adult Member may propose to amend the Articles of Incorporation or Bylaws.
1. *Notice.* Between 30 and 60 days before an annual meeting, the Board will publish in the *Breeze* or electronically convey to each Adult Member a copy of the Adult Member's proposed amendment(s) and notice that the proposal(s) will be on the agenda of the annual membership meeting.
 2. *Amendment of Proposal.* At the annual membership meeting, a proposed amendment may be further amended by a majority voting so long as the subject matter of the proposed amendment remains unchanged.

END OF DOCUMENT

¹ These Bylaws are consistent with the Restated Articles of Incorporation (2015); because the Michigan Nonprofit Corporation Act requires that Bylaws must not be inconsistent with the Articles, any future amendments to the Bylaws may require a contemporaneous amendment to the Articles.