



Minnetonka Yacht Club

ARTICLES OF INCORPORATION AND BY-LAWS

Articles of Incorporation of the Minnetonka Yacht Club

ARTICLE I.

The name of this Corporation shall be “The Minnetonka Yacht Club”. Its general purpose shall be the promotion of a larger interest in yachting, the social enjoyment of its members and the mutual improvement of their skill in the art of seamanship. Its plan of operation shall be to encourage sailing and to erect and maintain a boathouse and docks on Lake Minnetonka, in Hennepin County, Minnesota; its principal offices shall be at Minneapolis, Hennepin County, Minnesota.

ARTICLE II.

TERMS OF ADMISSION AND ANNUAL CONTRIBUTIONS.

The terms of admission to membership shall be as follows: Any person may be elected to be a member of this Club by a vote of the Club. The manner of reaching and adopting said vote shall be fixed by a By-Law, said vote may be taken upon motion of a member, and adopted by a majority vote of the members of the Club present and voting at any meeting.

Upon the payment of an initiation fee, a person so elected shall be a member, subject to all the terms of admission to membership herein stated. Any person ceases to be a member by resignation (if accepted), death or expulsion. The By-Laws may fix the causes for the means by which a member may be expelled or suspended. Upon the termination of his membership, whether by expulsion or otherwise, a member thereby forfeits all rights and interest in the property of the Club.

The undersigned hereby associate themselves for the purpose of forming a corporation under and pursuant to the General Laws of the State of

Minnesota and to that end do hereby adopt the following Articles of Incorporation.

The initiation fee shall be Twenty-Five Dollars (\$25.00) unless another amount is fixed by the By-Laws. If the initiation fee is not paid within ninety (90) days after a person is elected to membership, the election shall be null and void.

The annual contribution of each member shall be Twenty-Five Dollars (\$25.00), unless another amount is fixed by the By-Laws.

ARTICLE III.

The officers of this Corporation shall be and rank as follows: A Commodore; A Vice-Commodore; a Secretary, and a Treasurer. A Board of Directors may be chosen or elected by the Club to conduct the affairs of the Club and perform such other duties as the By-Laws shall direct.

The officers shall be elected at a meeting of the Corporation or of the Directors, as the By-Laws may direct, which meeting shall be held on the first Tuesday in April of each year, at the City of Minneapolis, Minnesota, except in the case of a vacancy in any office, which may be filled at the time of any meeting of the Club of Directors, as the By-Laws direct, held in said City.

The following persons shall be the Board of Directors of this Corporation from the date hereof until the annual election to be held the first Tuesday of April, 1890.

George A. Brackett, H.J. Burton, Charles B. Eustis, Charles M. Hardenbergh, George A. Morse, Frank C. Nickels, E.J. Phelps, C. McC. Reeve and Carman N. Smith.

IN TESTIMONY WHEREOF the undersigned have set their hands and seals this fifteenth day of April, 1889.

Hazen J. Burton, Albert C. Loring, Theodore A. Sammis, Edward Cheney Gale, W.E. Haskell,



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Willard G. Hollis, Chas. S. Hulbert, C. McC. Reeve, H.C. McLeod, F.J. Hopkins, Fred C. Pillsbury, H.R. Van Duzen, Charles M. Hardenbergh, Charles B. Eustis, Fred E. Hardenbergh, H.K. Sidle, B.C. Hurd, Frank C. Nickels, C.M. Palmer, Edmund J. Phelps, George A. Morse, Carman N. Smith, Eugene M. Wilson, G.A. Dole, William G. Crocker.

By-Laws

CHAPTER I

OFFICERS AND DIRECTORS

Officers and Directors of the Club shall be chosen as follows: Commodore, Vice Commodore, Secretary and Treasurer shall be elected in order named, at each annual meeting, by a majority vote of the members present.

The Board of Directors shall consist of fifteen members, as follows:

The Commodore, Vice Commodore, Secretary, Treasurer, an active member of the The Minnetonka Sailing School, Inc. Board of Directors and ten other members. Five members and the active member of the The Minnetonka Sailing School, Inc. Board of Directors to serve and to hold office for two years.

Five members to serve and to hold office for one year. At each annual meeting thereafter, successors to those whose term then expires shall be elected by a majority vote of the members present to serve and hold office for two years.

The Commodore shall appoint a committee to present nominations for officers and directors to the Club.

Nominations may also be made from the floor. If a vacancy occurs in the office of Commodore, the Vice Commodore shall thereby become Commodore for the unexpired term, and the Directors shall in that event, or in the event of any other vacancy in the office of Vice Commodore,

choose another Vice Commodore to serve until the next annual election.

Vacancies in the offices of Secretary and Treasurer shall be filled by the Board of Directors.

Any vacancy in the Board of Directors shall be filled by the Board of Directors.

CHAPTER II

POWERS AND DUTIES OF DIRECTORS

The Board of Directors shall by themselves, and through the Officers and Committees of the Club chosen by them, have the entire management of the affairs of the Club. They shall, as soon as possible after the annual meeting, choose a Race Committee and such other committees as the Board may deem appropriate to facilitate the management of the Yacht Club during the coming yachting season. Committee duties shall be defined by the Officers and Directors.

Seven members of the Board of Directors shall constitute a quorum.

A Director may call a Club meeting in the absence of the Commodore and Vice Commodore. He may also call a Club meeting at any time on a written request, signed by three members and stating that the presiding officer has not called a Club meeting after being lawfully requested to do so as required by Chapter III of these By-Laws.

The Commodore, if present, shall preside at all meetings of the Directors. The Chairman of these meetings shall be privileged to vote on all questions coming before the Board. In other respects, the Board may adopt such rules of order for their meeting as they may deem advisable.

CHAPTER III

DUTIES OF THE COMMODORE

It shall be the duty of the Commodore to take command of the fleet and preside at all meetings



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of the Club, and the Board of Directors, and to enforce the laws and regulations of the Club.

He may call a meeting of the Club or of the Board of Directors at his discretion and shall do so at the written request of three members.

CHAPTER IV

DUTIES OF THE VICE COMMODORE

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties, and to officiate in his absence.

CHAPTER V

DUTIES OF THE TREASURER

It shall be the duty of the Treasurer to receive all money due the Club, and to pay all bills contracted by the Club, when audited by the Board of Directors, keeping a correct account of the same in a book provided for that purpose, and he shall deposit the funds of the Club in the name of the Minnetonka Yacht Club in some bank or trust company to be chosen by the Directors. He shall also make a report to the Club from time to time and shall do so whenever called upon therefore at any meeting. He shall also notify delinquent members of the penalties fixed by the By-Laws.

CHAPTER VI

MEMBERSHIPS

Definitions:

Yacht: Any boat of a class that races with MYC.

Skipper: Anyone who steers a yacht at the start or for any windward leg of a race.

SECTION 1.

There shall be five classes of membership: 1 Regular, 1 Intermediate, 1 Junior, 1 Associate (crew/social) and 1 Honorary.

SECTION 2.

An initiation fee may be charged for Regular and Intermediate level memberships at the discretion of the Board of Directors. The initiation fee may be satisfied by two equal annual payments.

SECTION 3.

A Regular membership can be an individual, couple or family. A Regular membership shall confer the privileges of membership on domestic partners or married couples living at the same legal address in a family and on all of their children living at home who have not attained their twenty-first birthday prior to January 1st of the current calendar year or their twenty-fifth birthday, if they are a full-time student prior to January 1st of the current calendar year. Each Regular member shall be entitled to skipper a yacht and may register yachts for racing. Each Regular adult member and their partner or spouse who is at least twenty-one years of age, shall be entitled to one vote. Each spouse or partner and minor family member with consent and guarantee of payment of a parent or legal guardian, shall be entitled to rent buoys, slips, ramps and lift spaces and charge on an MYC account when the Club permits charging.

SECTION 4.

An Intermediate membership shall include persons who are twenty-one years of age as of January 1st of the current year and have not reached thirty years of age as of January 1st of the current year. The Intermediate member shall be entitled to skipper a yacht and may charge on an MYC account when the Club permits charging. The Intermediate member shall be entitled to one vote, may register yachts for racing and may rent buoys, slips, ramps and lift spaces.

SECTION 5.

A Junior membership shall be confined to persons who have not reached their twenty-first birthday prior to January 1st of the current calendar year.



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A Junior member shall be entitled to skipper a yacht. A junior member may register yachts for racing, charge on an MYC account when charging is permitted by the club and may rent ramps or Bug Island lift spaces with permission and guarantee of payment by a parent or legal guardian. A junior member also is entitled to such privileges of the Club as the Board of Directors may determine from time to time except the right to vote or hold office.

SECTION 6.

Associate members include crew and social members. Associate members may crew for registered yachts and may charge on an MYC account when charging is permitted by the Club. Associate members shall also be entitled to such privileges of the Club as the Board of Directors may determine form time to time except the right to vote or hold office.

SECTION 7.

An Honorary membership shall be conferred by the unanimous vote of all members of the Club present at any regular or special meeting. Such members shall be exempt from the payment of initiation fees and dues and shall enjoy all of the privileges of the Club except the right to vote or hold office.

SECTION 8.

An applicant who has been rejected shall not again be eligible for election for the period of six months from the date of rejection.

SECTION 9.

Memberships may be terminated by death, by expulsion, or by resignation after payment of any indebtedness due the Club.

SECTION 10.

Any member who shall willfully violate any of the rules of the Club or who shall be guilty of such misconduct as to be unworthy of the privileges of membership may be expelled by the Board of

Directors. What constitutes misconduct shall be determined by the Board of Directors without appeal. Proceedings to expel a member for the causes above stated shall be instituted upon written complaint or charges preferred by one or more members and notice thereof with the time and place of hearing shall be given to the accused member and the accused member shall be permitted to appear before the Board and testify with reference to the charges. The Board may render judgment for either expulsion or suspension. No member shall be expelled or suspended except upon an affirmative vote of three-fourths of the Board of Directors. Expulsion shall not relieve a member from liability for any indebtedness to the Club.

SECTION 11.

The annual dues of members shall be due and payable upon receipt of invoice. Any annual member who does not pay his or her dues by March 1st of the current calendar year shall cease to be a member of the Club, provided, however, that such member may be reinstated by the Secretary at any time during the current sailing season upon giving a satisfactory explanation for his or her delinquency and upon paying a reinstatement fee equal to ten percent (10%) of the delinquent amount.

SECTION 12.

Termination of membership for any cause whatsoever shall operate as a release of all right to, or interest in, the property and assets of the Club.

SECTION 13.

A former member leaving memberships status in good standing is eligible for re-election and must follow the same steps for re-election as any new member. (See Section 10) If such former member makes application within five years of his former membership, he may pay a reinstatement fee of ten dollars in lieu of the regular initiation



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fee, except that if his new membership is a voting membership and his former membership non-voting, he must also pay the transfer fee as called for in Section 8, as an additional initiation fee.

SECTION 14.

In order for a yacht to compete in a scheduled race, her skipper must be a Club member except that the Board of Directors may waive that requirement, in its discretion, when the purpose is to promote and encourage membership in the club. Every person who crews regularly in five or more scheduled races a year is required to become a Club member. The Board of Directors, at its discretion, may act to ensure compliance with this requirement.

CHAPTER VII

SECTION 1. ANNUAL MEETINGS

There shall be an annual meeting of the Club held in Hennepin County, Minnesota, in the first week of October of each year, or at another place and time set by the board of Directors. Four days' notice shall be given.

SECTION 2. SPECIAL MEETINGS

In addition to the annual meeting, special meetings may be held at any time, at a place designated by the officer issuing the call, provided four days prior notice thereof, stating the object of the meeting, has been given to the members.

SECTION 3. INFORMAL MEETINGS

Informal meetings may be called by the Commodore at any time, but no business except of a temporary character will be in order at such meetings.

SECTION 4. PROXIES

Any member who shall file with the Secretary a written authority from any other member to represent him at the Club meeting may vote in behalf of such other member and in his name. Such authority must be a specified meeting, and

be valid for that meeting or any other adjourned meeting thereof.

SECTION 5. QUORUM

Fifteen members, or 10% of the voting membership, whichever is greater, must be present in person or by proxy at any club meeting to constitute a quorum for the transaction of business.

SECTION 6. ORDER OF BUSINESS

The order of business at each meeting shall be:

- First - Reading of Minutes of Last Meeting, which shall be approved unless otherwise ordered.
- Second - Reports of Officers and Committees.
- Third - Election of Officers and Directors and Committees.
- Fourth - Miscellaneous Business.
- Fifth - Adjournment.

SECTION 7. RULES OF ORDER

The Board of Directors shall report to the members at the annual meeting a plan for financing the operation of the Club for the coming year, including a proposed schedule of initiation fees, dues, yacht registration fees, rental charges and the like. The Directors shall consider the comments of the members in establishing these fees and charges.

CHAPTER VIII

CHANGE OF OWNERSHIP

Each member, when buying or selling a yacht shall give notice thereof to the Secretary.

CHAPTER IX

DISTINGUISHING SIGNAL

The distinguishing signal or pennant of the Club shall be a pointed burgee, its luff being two-thirds of its length; the device a blue, five-pointed star, in diameter one-quarter the greatest width of the



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burgee, placed in the center of a white swallow tail, whose base is the middle two-thirds of the luff and whose apex is the center of the burgee; the rest red.

CHAPTER X

SEAL

The seal of the Club shall be circular, with a one-inch radius. In the center shall be monogram "MYC" and in the rim shall be "The Minnetonka Yacht Club, Incorporated 1889."

CHAPTER XI

GAMBLING

At no time shall gambling be permitted on the Club premises.

CHAPTER XII

AMENDMENTS AND ALTERATIONS

These By-Laws may be amended or changed at any annual or special meeting of the Club by a two-thirds vote of the members present, providing notice containing the substance of the proposed amendment or changes has been given in the notice of the meeting.

CHAPTER XIII

DEFINITIONS

Domestic Partners are any two adults who meet all the following: (1) Are not related by blood closer than permitted under marriage laws of the state, (2) Are not married or related by marriage, (3) Are competent to enter into a contract, (4) Are jointly responsible to each other for the necessities of life, (5) Are committed to one another to the same extent as married persons are to each other except for the traditional marital status and solemnities, (6) Do not have any other domestic partner(s), and (7) Are both at least 18 years of age.

* * * *

By-Laws adopted March 27, 1907; amended December 1, 1964; March 24, 1966; December 13, 1967; December 6, 1976; June 10, 1977; October 11, 1977; October 12, 1979; February 18, 1980; April 11, 1983; October 29, 1985; August 29, 1985; October 27, 1987; April 10, 1989; October 23, 1989; March 11, 1996; November 3, 2001; November 5, 2005; September 27, 2014; and September 30, 2016.

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