

BY-LAWS
of
CEDAR LAKE YACHT CLUB
of
HARTFORD, WISCONSIN

Version August 23, 2025

**BY-LAWS
OF
CEDAR LAKE YACHT CLUB**

ARTICLE I - OFFICES

The principal office of the Cedar Lake Yacht Club, hereinafter referred to as Corporation or Club, in the State of Wisconsin shall be located at the Clubhouse, Big Cedar Lake, Town of West Bend, Washington County, Wisconsin. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

The Registered Office of the Corporation may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the Registered Office may be changed from time to time by the Board of Directors.

ARTICLE II - PURPOSES

The purpose of the Corporation, as stated in the Articles of Incorporation, shall be to encourage and promote yachting on Big Cedar Lake, Washington County, Wisconsin.

ARTICLE III - MEMBERSHIP

Section 1 - Members. All present members of the Club are members of this Corporation and shall retain their membership upon the same terms as those who may hereafter be elected to membership. Any member who is one (1) year delinquent in payment of dues shall be terminated and may be reinstated only upon payment of such delinquent dues if they do not exceed two (2) years, and with the approval of the Board of Directors. Members delinquent for more than two (2) years must apply for readmission in the manner provided for new members. Any member may be fined, suspended or expelled from the Club by action of the Board of Directors for just cause. Just cause shall include the flaunting of Club rules or inappropriate conduct during any event where the member is representing the Club. Due notice shall be given to such member, and such member shall be given an opportunity to be heard before the Board of Directors.

Section 2 - Status and Voting.

- A) The Corporation shall operate as a membership organization with an assembly of voting members. Only family, senior and single adult voting members shall be

entitled to vote at regular or special membership meetings or on any other matter requiring a membership vote. Each adult voting member (eighteen [18] years of age or older) in a family membership shall be entitled to vote, and the spouse of a senior voting member shall be entitled to vote. Those entitled to vote may do so in person or by proxy. All other membership classes shall be non-voting and shall not be entitled to vote at regular or special membership meetings or on any other matter requiring a membership vote.

- B) Items not listed on the Notice of Meeting or Agenda may also be taken up but not voted upon at the meeting.
- C) Thirty (30) voting members shall constitute a quorum and a majority vote shall include all members present in person or by proxy.
- D) The act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by these By-laws or by law.
- E) At membership meetings, voting members may make motions and vote on items that are listed in the Agenda or related to items listed in the Agenda for that meeting.
- F) At least twenty (20) days before a regular membership meeting, two (2) voting members may request the Secretary or designee that an item or items be placed on the Agenda for that meeting and such item or items shall be placed on the Agenda for that meeting by the Secretary or designee and then sent by the Secretary or designee to each member.
- G) For regular or special membership meetings, voting members may designate another voting member to vote or otherwise act for the member as a proxy. In order to protect the integrity of the voting process, the procedures set forth below must be followed or the proxy is not valid.
 - 1) An appointment form designated by the Board of Directors ("Proxy Form") shall be used for all proxy appointments. In the notice for each meeting of the members, the Corporation shall describe how the Proxy Form may be obtained from the Corporation. Only one Proxy Form per voting member will be allowed. The Proxy Form shall state the meeting date and will be valid only for the meeting date specified on the Proxy Form. To be valid, the Proxy Form must include the name of the voting member appointed as proxy, and the name and signature of the voting member who is appointing the proxy. It is optional for the voting member to specify limits on, or specific instructions for, the voting rights of the proxy. Hand-written or electronic signatures are acceptable. A proxy appointment is effective when the Proxy Form is received by the Secretary.
 - 2) Proxy rights may only be designated to other voting members of the Corporation. Other than the Secretary who may be appointed as proxy by an unlimited number of voting members, no member may be designated as proxy for more than four (4) other members. Members shall not assign proxy

rights designated to them by other voting members, and any attempt to do so will be null and void.

3) A member that has been appointed as a proxy for another voting member (the "Appointing Member") for a meeting may vote on behalf of the Appointing Member on any issue that comes before the members at such meeting, unless expressly limited on the Proxy Form.

4) A member may revoke a proxy appointment by: (1) attending the meeting and voting in person; or (2) signing and delivering to the Secretary a written notice stating that the proxy appointment is revoked.

H) At a time apart from a membership meeting, the Board of Directors may request a written ballot vote from all voting members when approved by the Board. The written ballot is to be sent by the Secretary or designee to the voting members. No proxy votes are allowed for written ballots. Ballots must be returned to the Secretary or designee by the return date listed on the ballot to be counted, but members will be given a minimum of 7 calendar days to return the ballot. The number of completed returned ballots must equal at least a quorum at a membership meeting. The result of the vote will be documented by the Secretary or designee in the subsequent membership meeting minutes. This voting procedure shall not be used for votes related to financial matters dealing with the reserve fund under Article VI, Section 1E or actions taken pursuant to Article VII.

Section 3 - Qualifications. There shall be seven (7) classes of membership in the Club:

A) Family (voting). A Family Membership may be granted to persons of good character at the discretion of the Board of Directors. A Family Membership shall include the spouses or partners living in the same residence and all single children, under 25 years of age, as of January 1st in the current year. Where the spouse of the applicant is living, this membership category is mandatory, regardless of child status, unless the applicant is eligible for a Senior Membership. This membership category is available to a widow, widower, or divorced person with children under twenty-five (25) years of age on an optional basis.

B) Senior Membership (voting). A Senior Membership may be granted, at the discretion of the Board of Directors, to any Family Member or Single Adult Member who is at least seventy (70) years of age as of January 1 of the current year or to a member who was at least sixty (60) years of age as of January 1, 2021 and who has been a voting member of the Club for at least twenty (20) years. A Senior Membership shall include the spouse of the applicant.

C) Single Adult Membership (voting). A Single Adult Membership may be granted, at the discretion of the Board of Directors, to persons of good character eighteen (18) years of age or over as of January 1 in the current year.

D) Junior Membership (non-voting). A Junior Membership may be granted, at the discretion of the Board of Directors, to persons of good character under twenty five (25)

years of age as of January 1 in the current year and who are not included in a Family Membership. This membership class is non-voting shall not participate in any distribution of assets of the Club in the event of dissolution or otherwise.

E) Corresponding Membership (non-voting). A Corresponding Membership may be granted, at the discretion of the Board of Directors, to persons of good character who were previously a member in good standing and is not available to new members in the Club. This membership category is considered not an active member and the member must reside more than 150 miles from Cedar Lake Yacht Club. This membership class is non-voting and shall not participate in any distribution of assets of the Club in the event of dissolution or otherwise.

F) Associate Family Membership (non-voting). An Associate Family Membership may be granted to persons of good character at the discretion of the Board of Directors. An Associate Family Membership shall include the spouses or partners living in the same residence and all single children, under 25 years of age, as of January 1st in the current year. Where the spouse of the applicant is living, this membership category is mandatory, regardless of child status. This membership category is available to a widow, widower, or divorced person with children under twenty-five (25) years of age on an optional basis. Associate Family Members shall be allowed all privileges of a Family Membership but shall not have any voting rights, propose or endorse a membership application, hold a Board or Officer position, nor participate in any distribution of assets of the Club in the event of dissolution or otherwise. Associate Family Members desiring to become Family Members may apply for Family Membership at any time after at least two years of Associate Membership and such change shall require the majority vote of the Board of Directors present at a Director's meeting.

G) Associate Single Membership (non-voting). An Associate Single Membership may be granted to a person of good character at the discretion of the Board of Directors. Associate Single Members shall be allowed all privileges of a Single Adult Membership but shall not have any voting rights, propose or endorse a membership application, hold a Board or Officer position, nor participate in any distribution of assets of the Club in the event of dissolution or otherwise. Associate Single Members desiring to become a Single Member may apply for Single Membership at any time after at least two years of Associate Membership and such change shall require the majority vote of the Board of Directors present at a Director's meeting.

H) Trial Membership (non-voting). A Trial Membership may be granted, at the discretion of the Board of Directors, to persons of good character eighteen (18) years of age or over as of January 1 in the current year for a period not to exceed one calendar year, ending on December 31 of that year, and this membership cannot be renewed for a subsequent year. This membership does not have voting status; no initiation fee will be required for such membership. A person or family granted a Trial Membership shall be granted unlimited guest privileges for Club social functions and may skip or crew in any class of yacht, except for Class "X" and "Optimist" classes, where ILYA age restrictions

apply, an unlimited number of times during the period of such membership. This membership class is non-voting and shall not participate in any distribution of assets of the Club in the event of dissolution or otherwise.

I) General Membership Information. Any member of the family in a Family Membership, any Senior Member, any Single Adult Member, any Junior Member, any member of the family in an Associate Family Membership and any Associate Single Member may skip or crew in any class of yacht, except for Class "X" and "Optimist" classes, where ILYA age restrictions apply.

Candidates for membership shall be proposed and recommended to the Board of Directors by two (2) voting members in good standing (each, a "Recommending Member"). At least one Recommending Member shall attend a Board meeting and present the proposed membership candidate to the Board prior to the Board voting on approval. Recommending Members are permitted, but not required, for applications for changes to a member's membership class. Each candidate's election to membership, and any changes to a member's membership class, shall require the majority vote of the Board of Directors present at a Director's meeting. All membership decisions made by the Board of Directors, including without limitation, regarding membership class, shall be at the discretion of the Board of Directors.

Notice of election or refusal, or of any changes to a member's membership class, shall then be immediately sent by the Membership Committee Chair to the candidate, and, if elected, the candidate's name shall be placed on the membership list. The new member shall pay the initiation fee, if applicable, and the current year's dues.

All members of the Club shall be admitted to the Clubhouse, Clubhouse grounds, and Club activities. Non-members of the family of a Junior Member of the Club shall only be admitted to the Clubhouse grounds and Clubhouse during the Junior Member's sailing activities. Non-members shall be accorded guest privileges for Club social functions not more than twice a year.

All members entering a yacht in any of the sanctioned classes shall be subject to the boat entry fee for that yacht as established by the Board of Directors.

For the boat to be scored in a club-sanctioned event, the skipper must be a member of the CLYC and be current with all financial obligations to the Club. An exception exists for sailing school events, where skippers in the Optimist class may be non-members.

Members in military service shall be carried on the membership roll for the duration of such service in the membership category at the time of entry into service.

Except when the Board of Directors shall give its written consent, the use of the Clubhouse and Clubhouse grounds shall be restricted to functions of the Club.

Section 4 – Dues and Initiation Fees. The Board of Directors shall set the annual membership dues on a yearly basis for the all membership categories. The yearly dollar

value of any dues increase for each membership class shall not exceed ten (10) percent without membership approval at a regular or special meeting called for that purpose.

New Family Members, new Single Adult Members, new Associate Family Members and new Associate Single Members shall pay an initiation fee set by the Board of Directors. The yearly dollar value of any initiation fee increase shall not exceed ten (10) percent without membership approval at a regular or special meeting called for that purpose. The fee can either be paid in one payment or it may be paid over the first two years of membership at a slightly higher fee. A Family Member or Associate Family Member may become a Single Adult Member or Associate Single Member without payment of additional initiation fees. A Single Adult Member or Associate Single Member who was previously included under a Family Membership or Associate Family Membership may become a Family Member or Associate Family Member without payment of additional initiation fees. A Single Adult Member or Associate Single Member who was not previously included under a Family Membership or Associate Family Membership may become a Family Member or Associate Family Member without payment of additional initiation fees only if such Single Adult Membership or Associate Single Membership has been maintained for at least five (5) consecutive years. A Junior Member may become a Single Adult Member or Associate Single Member without payment of additional initiation fees after they turn twenty five (25) years of age. An Associate Family Membership may become a Family Membership, and an Associate Single Member may become a Single Adult Member, without payment of additional initiation fees.

Notice of dues and initiation fees shall be sent by the Secretary or designee to each Club member.

Applicable sales taxes will be added to the annual membership dues and initiation fees set by the Board of Directors.

A voting member is a member who is current with the member's financial obligations to the Club, is in a membership class that has voting rights, and who is not in suspension as a result of disciplinary action by the Club.

Section 5 – Membership Meetings. Two (2) regular meetings of the membership shall be held annually. The Annual Meeting will be held in August. The exact dates, times and locations to be determined by the Commodore.

Section 6 - Special Meetings. Special meetings of the Club membership may be called by the Commodore at the Commodore's discretion and shall be called by the Commodore on written request of five (5) or more voting Members within 30 days of the request. Requests and calls for such meetings must state the purpose of the meeting. Notice of the time, date and location of such meetings together with an agenda shall be sent by the Secretary or designee to each member at least ten (10) days prior to the date of such meeting. The Notice and Agenda shall also be posted on the CLYC website.

Section 7 - Notice of Members' Regular Meetings. Notice of the time, date and location of regular meetings of the Club membership, shall be sent by the Secretary or designee to each member at least thirty (30) days prior to the date of such meeting. An Agenda briefly listing the items to be taken up at the meeting, shall, at least ten (10) days prior to the date of such meeting, be sent by the Secretary or designee to each member. The Notice and Agenda shall also be posted on the CLYC website.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 – General Powers. The powers and duties of the Board of Directors shall include the following, without limitation:

- A) Manage the business and affairs of the Corporation.
- B) Administer the affairs of the Club in such a manner as may be necessary, convenient, or proper in order to carry out its objectives and purposes.
- C) Be responsible for the financial affairs of the Club and shall exercise good and prudent fiscal practices in the discharge of its responsibilities in accordance with the provisions of these bylaws.
- D) Periodically direct an assessment of CLYC buildings and property (for timeline and cost of repair/replacement) and make a report to the membership.
- E) Periodically survey the membership to assist with the preparation of a long-range plan and make a report to the membership.

Section 2 – Number, Tenure and Election. The Board of Directors shall consist of twelve (12) voting members of the Club, the Commodore, Vice Commodore, Treasurer and nine (9) Directors (three of whom shall be elected each year for three (3) year terms to succeed those members whose terms shall then expire).

Members may vote for the election of Directors in person or by proxy. A Director must receive the majority of the votes cast to be elected and balloting shall continue until a candidate shall receive a majority.

The Directors elected at an Annual Meeting shall take office on October 1 following such Annual Meeting.

No member may serve as a Director more than three consecutive complete, three (3) year terms, unless the member becomes an Officer of the club.

The Commodore, Vice Commodore and Treasurer, upon their election to and their taking of these respective offices, shall become members of the Board of Directors automatically and shall remain members so long as they hold these respective offices.

Section 3 - Nominations for Board of Directors. The Board of Directors, on or before thirty (30) days prior to the Annual Meeting, shall nominate and elect one (1) Director and two (2) voting members of the Club to serve on the Nominating Committee. In addition, the immediate Past Commodore shall serve on the Committee as the

Chairperson thereof, and the Chairperson shall call a meeting of the Nominating Committee. A majority of Committee members, present in person, shall constitute a quorum. The Committee shall nominate not less than one (1) candidate for the position of Director for each Director whose term shall expire that year and shall deliver its slate of candidates to the Secretary not later than twenty (20) days before the date of the Annual Meeting. This slate of nominees shall be published in the Agenda for the Annual Meeting.

Additional nominations may be made by voting members of the Club by filing written nominations with the Secretary, not less than five (5) days before the date of the Annual Meeting. Such written nominations shall be in such form as to evidence the fact that a voting member was nominated by another voting member, that such nomination was endorsed in writing by two (2) other voting members, and that the voting member so nominated accepts the same in writing and agrees to stand for election. All nominations shall be closed five (5) days before said Annual Meeting and there may be no nominations from the floor. In the event that a nominee nominated by the Nominating Committee shall be unable to stand for election by reason of death or disability, the Committee may make one nomination for each such nominee unable to stand for election at the Annual Meeting, but except as provided in this sentence, there shall be no nominations at said Annual Meeting nor may any members be nominated except as provided in this Section.

Section 4 - Regular and Special Meetings. A regular meeting of the Board of Directors shall be held in October of each year at a time, date and place scheduled by the Commodore. Additional regular meetings shall be scheduled by the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Commodore, Vice Commodore, the Secretary, or any three (3) Directors. The person or persons authorized to call or schedule meetings of the Board of Directors may fix any place within the State of Wisconsin as the place for holding any special meeting of the Board of Directors called by them.

Section 5 - Notice of Board of Director's Meetings. Notice of all regular and special Board of Director's meetings shall be sent by the Secretary or designee to each Board member at least seventy-two (72) hours in advance and the agenda shall be sent by the Secretary or designee to each Board member at least twenty-four (24) hours in advance by email. The business to be transacted at, and the purpose of any regular or special meeting of the Board of Directors, shall be specified in the agenda of such meeting. Items not listed in the notice and agenda may also be taken up and voted upon at the meeting.

Section 6 - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or any informal action by the Board of Directors. If less than a quorum is present at any meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7 - Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these By-laws or by law.

Section 8 - Vacancies. Any vacancy occurring among the Directors may be filled until the next Annual Meeting by the affirmative vote of a majority of the Board of Directors then in office. A quorum is not required.

Section 9 - Removal. At any regular or special meeting of the membership at which a quorum is present, any Director may be removed by the affirmative vote of a majority of the membership entitled to vote and present at the meeting.

Section 10 - Informal Action by the Board of Directors. Any action required to be taken or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the question(s) to be voted upon is/are sent by the Secretary or designee to the Board of Directors by email at least seventy-two (72) hours prior to the date a response and/or vote is requested from the Board of Directors to the Secretary or designee; the response and/or vote of the Board of Directors must be submitted to the Secretary or designee by email within the time lines contained in the submission of the question(s) to be voted upon. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these By-laws or by law. The result of the informal action will be documented in the subsequent Board of Directors meeting minutes.

Section 11 - Committees:

A) Standing Committees. The Standing Committees shall be the following:

i) Sailing Committee. The Sailing Committee shall have general supervision of the yachts of the fleet and shall see that yachts are manned and rigged according to the rules. The Committee shall be in charge of the rules for and the conduct of all races.

ii) House Committee. The House Committee shall be responsible for the maintenance, repairs and improvements of the Club buildings.

iii) Grounds Committee. The Grounds Committee shall be responsible for the maintenance, repairs and improvements of the Club grounds, such as the yards, driveways, parking lots, piers, as well as the race committee boats and other equipment as needed.

iv) Youth Committee. The Youth Committee shall continuously evaluate and improve the youth sailing program, support growth and retention of youth membership, facilitate communication to youth membership and integrate youth members into Club activities.

v) Finance Committee. The Finance Committee shall administer, and advise the Board of Directors on, all matters pertaining to Club finances.

vi) Membership Committee. The Membership Committee shall promote Club membership retention, involvement and satisfaction.

The Commodore shall, with the approval of the Board of Directors, appoint the chair and members of the Standing Committees, except for the Sailing Committee. The Sailing Committee Chair shall be appointed by the Commodore, with the approval of the Board of Directors, and other members of the Sailing Committee to be Fleet Captains appointed by majority vote of a fleet, with the Commodore appointing a Fleet Captain in the event a fleet fails to appoint a representative for the fleet. At least one Principal Race Officer of the Club shall be appointed by the Commodore, with the approval of the Board of Directors, as a member of the Sailing Committee. Committee chairs and members shall be voting members of the Club or Junior Members and shall hold such appointments for one (1) year from the time of the appointment.

B) Other Committees. The Commodore, with the approval of the Board of Directors, may establish other committees, as necessary or desirable, which committees shall have the duties, functions, and powers assigned by the Commodore. The Commodore, with the approval of the Board of Directors, shall appoint the chair and members of such committees who shall be voting members of the Club or Junior Members.

C) Rules and Reports. Each Committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE V - OFFICERS

Section 1 - Principal Officers. The principal Officers of the Corporation shall be a Commodore, a Vice Commodore, a Secretary and a Treasurer. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2 - Nomination, Election and Term of Office. All Officers must be voting members of the Club. The Officers of the Corporation, except the Secretary, shall be elected by the voting members by ballot annually at the regular Annual Meeting of the membership of the Club. Members may vote for the election of Officers in person or by proxy.

The Officers elected at an Annual Meeting shall take office on October 1 following such Annual Meeting and shall serve a term of one (1) year. The Secretary shall be elected annually by the Board of Directors, from among the Directors, at the first meeting of the Board of Directors after October 1st following such Annual Meeting, and the Secretary shall take office at such meeting upon being so elected and serve a term of one (1) year. Directors and Officers may vote for the election of the Secretary in person or by proxy.

An Officer must receive a majority of the votes cast to be elected, and balloting shall continue until a candidate shall receive a majority. Each Officer shall hold office until a successor shall have been duly elected or until the death or resignation of such Officer or until the removal of such Officer in the manner hereinafter provided. No Officer, except Secretary and Treasurer, may serve more than two (2) consecutive one (1) year terms in the same office.

The Board of Directors, on or before thirty (30) days prior to the Annual Meeting, shall nominate and elect one (1) Director and two (2) voting members of the Club to serve on the Nominating Committee. In addition, the immediate Past Commodore shall serve on the Committee as the Chairperson thereof, and the Chairperson shall call a meeting of the Nominating Committee. A majority of Committee members, present in person, shall constitute a quorum. The Committee shall nominate at least one (1) candidate for each elective office and shall deliver its slate of candidates to the Secretary not later than twenty (20) days before the date of the Annual Meeting. The slate of candidates shall be published in the Agenda for the Annual Meeting.

Additional nominations may be made by voting members of the Club by filing written nominations with the Secretary not less than five (5) days before the date of the Annual Meeting. Such written nominations shall be in such form as to evidence the fact that a voting member was nominated by another voting member, that such nomination was endorsed in writing by two (2) other voting members, and that the voting member so nominated accepts the same in writing and agrees to stand for election. All nominations shall be closed five (5) days before said Annual Meeting and there may be no nominations from the floor. In the event that a nominee nominated by the Nominating Committee shall be unable to stand for election by reason of death or disability, the Committee may make one nomination for each such nominee unable to stand for election at the Annual Meeting, but except as provided in this sentence, there shall be no nominations at said Annual Meeting nor may any member be nominated except as provided in this Section.

Section 3 - Removal. An Officer elected by the membership may be removed at any regular or special meeting of the membership by the affirmative vote of a majority of the membership entitled to vote and present at the meeting in person. An Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4 - Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by appointment by the Commodore with the approval of the Board of Directors.

Section 5 - Commodore. The Commodore shall be the principal executive Officer of the Club and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Club. The Commodore shall, when present, preside at all meetings of the membership and of the Board of Directors. The Commodore may

sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President of a Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

At the Annual Meeting immediately prior to the expiration of a Commodore's final term of office as Commodore, the membership may elect such Past Commodore to one of the Director positions on the Board of Directors that is up for election or will become vacant that year, provided however, that such Past Commodore shall serve no more than one (1) year in such Director position. In the event one (1) or two (2) years will still remain in the term of such Director position after the Past Commodore has served the one (1) year, the membership, at the next Annual Meeting of the membership, shall elect another member to serve out the balance of the term of such Director position.

Section 6 - Vice Commodore. The Vice Commodore shall be responsible for the operation of the Race Committees, including the purchase of Race Committee equipment and obtaining personnel for Race Committee assignments. The Vice Commodore shall also sit on the Finance Committee and perform such duties as may be assigned by the Commodore or by the Board of Directors from time to time. In the event of the Commodore's absence or inability to act, the Vice Commodore shall perform the duties of the Commodore.

Section 7 - Secretary. The Secretary, or designee, shall take accurate minutes of the proceedings of all regular and special membership and Board meetings, including motions, votes and results of such actions. The Secretary or designee, shall also keep a record of all meetings of the members and of the Board of Directors in an electronic folder, ensure that the registry of yachts is accurate at the start of each sailing season, file documents, reports and communications connected with the business of the Club, and shall reply to all correspondence directed to the Club. The Secretary, or designee, shall keep a list of all members, their addresses, date of election, and particularly the notification of change of membership status of Junior Members reaching age eighteen (18) and of members reaching Senior Member status. The Secretary, or designee, shall send out initiation fees and dues notices, shall notify members of elections, time and place of meetings, and shall send out all other notices required by these By-laws or by the Officers or the Board of Directors. All such correspondence to the Club membership will be by email to the last known address of the member, unless the member notifies the Secretary in writing that the member prefers to receive such notice by regular mail and then the Secretary or designee shall send the notice by regular mail to such member at such member's last known address. Such notice shall be deemed to be

delivered when the notice is transmitted by email or sent in regular mail by the Secretary or designee to the last known address.

In case of inability to attend any meeting, the Secretary or designee shall cause such necessary documents to be conveyed to such place of meeting and shall perform any other duties pertaining to the office of Secretary. Such records will be available to the Board of Directors and to the membership upon request to the Secretary or designee.

Upon leaving office, the Secretary shall promptly turn over to the Secretary's successor all minutes of the meetings of the members and of the Board of Directors and all monies, effects, and documents in the Secretary's possession belonging to the Club.

Section 8 - Treasurer. The Treasurer, or designee, shall receive all monies due to the Club, keep an account of such receipts, and be responsible therefore. The Treasurer, or designee, shall keep a correct accounting of all initiation fees, dues, fines and other money due the Club, of all delinquencies relating to such items and shall collect the same. The Treasurer shall chair the Finance Committee. In case of inability to attend any meeting, the Treasurer shall cause such necessary documents to be conveyed to such place of meeting. The Treasurer, or designee, shall pay all bills approved by the Board of Directors and render a full financial report at the Annual Meeting, which shall then be available to the membership and reviewed by the membership at that Annual Meeting. Such financial report must also be rendered to the Board of Directors at the request of the Board of Directors. The Treasurer shall perform any other duties pertaining to the office of Treasurer. Upon leaving office, the Treasurer shall promptly turn over to the Treasurer's successor all monies, effects, and documents in the Treasurer's possession belonging to the Club. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9 - Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. Such Assistants shall be appointed by the Commodore, with the approval of the Board of Directors, and shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary, Treasurer or by the Commodore or Board of Directors.

Section 10 - Other Assistants and Acting Officers. The Commodore shall have the power to appoint, with the approval of the Board of Directors, any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such Assistant or Acting Officer shall have the power to perform all the duties of the office to which the person is so appointed to be assistant, or as to which the person is so appointed to act, except as such power may be otherwise defined or restricted by the Commodore.

ARTICLE VI – FINANCES, CONTRACTS AND LOANS

Section 1 – Finances

- A) The fiscal year shall be October 1 through September 30.
- B) The Corporation shall operate as an IRS 501(c)(7) entity.
- C) An operating budget shall be prepared and approved by the Board of Directors.
 - i) Such budget shall be reviewed and approved by a vote of the Club voting members prior to January 31 of each fiscal year.
 - ii) A member of the Board of Directors or designee shall have the authority to make purchases of an operating nature, providing such purchases are within the approved operating budget.
 - iii) A member of the Board of Directors or designee must have approval from the Board of Directors to exceed the approved operating budget.
- D) A capital budget shall be prepared and approved by the Board of Directors.
 - i) Such budget shall be reviewed and approved by a vote of the Club voting members prior to January 31 of each fiscal year.
 - ii) A member of the Board of Directors or designee shall have the authority to make purchases of a capital nature, providing such purchases are within the approved capital budget.
- E) The Club shall maintain an Emergency Operating Reserve Fund in the amount at least equal to the three-year rolling average of property and administrative expenses or \$100,000, whichever is greater.
 - i) Property and administrative expenses are defined as those expenses necessary to maintain basic operation of the Club. Property and administrative expenses may include but are not limited to the following expenses:
 - CLYC Membership/Dues Expense
 - Rent Expense
 - Property Expense
 - Tax Expense
 - Legal & Accounting Expense
 - ii) Use of this Fund is limited for emergency, extraordinary, unbudgeted costs of maintaining the operation and functioning of the Club.
 - iii) This Fund shall not be used when additional fund-raising or normal budgeting is practical or possible.
 - iv) If depleted, in whole or in part, its required minimum balance shall be restored as soon as is practically possible from any net operating profit of the Club.
 - v) The Board of Directors can expend this Fund at its discretion for time-sensitive emergencies and must accordingly advise the membership of their action as soon as possible.
- F) All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other

depositories as may be selected by or under the authority of a resolution of the Board of Directors.

- G) All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under authority or resolution of the Board of Directors.

Section 2 - Contracts.

- A) The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances
- B) The Corporation shall not enter any contract or transaction in which a member of the Board of Directors or any entity controlled by such member has a material financial interest except under the following circumstances:
 - i) The relationship or interest is disclosed to the Board of Directors
 - ii) The contract or transaction is fair and reasonable to the Corporation
 - iii) The contract or transaction is authorized or approved by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. At such meeting the interested Officer(s) and/or Director(s) shall not vote on such contract or transaction.

Section 3 - Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. Any loan must have the advance approval of the voting members present in person or by proxy at a regular or special membership meeting.

ARTICLE VII - SALE OF LAND OR SUBSTANTIALLY ALL OF THE CLUB'S ASSETS

Notwithstanding any condition herein or in Chapter 181 of Wisconsin Revised Statutes to the contrary, none of the Club's real estate, or improvements thereon, or substantially all of the Club's assets, may be sold, exchanged, transferred, or leased (other than leasing or rental as part of the Club's historical operations or to another sailing organization at the discretion of the Board of Directors) except by the affirmative vote by 90% of voting membership, at two consecutive meetings held at a minimum of 60 days apart, by voting members present in person at a regular or special meeting of the membership called for such purpose. A quorum would exist for the vote if 30 voting members or 50% of the voting membership, whichever is the lesser of the two, are in attendance for the vote. Notice containing a detailed description of the proposed sale, exchange, transfer, or lease of the Club's asset(s), along with the time, date, and location of such meeting where a vote required herein is to be taken, shall be sent by the Secretary or designee to each

voting member at least forty-five (45) days, but not more than sixty (60) days, prior to the date of each meeting at which a vote required herein will be taken. The notice and information required above shall also be posted on the Club's website and on the Club's bulletin board on the south side of the Clubhouse within two (2) days of sending such notice required above to the voting members. No vote shall be effective unless all notice requirements and procedures described herein have been performed.

In the event that sufficient membership votes are obtained to meet the requirements stated above for the sale, exchange, transfer, or lease of any of the Club's real estate or improvements thereon, such assets shall be transferred only to the Cedar Lakes Conservation Foundation, Inc. and any proceeds therefrom shall be retained by the Club for continued operations, subject to the provisions below. If the Cedar Lakes Conservation Foundation, Inc. is dissolved or is no longer in existence at the time of such transfer, such real estate and improvements thereon shall be transferred only to such land trust which governs the properties once held by the Cedar Lakes Conservation Foundation, Inc. The above restriction on transfer of the Club's real estate and improvements thereon is an absolute restriction and such assets may not be transferred to any other party except as required by law; provided, however, the above restriction shall not apply to leasing or rental activity of the Club in accordance with its historical operations or to another sailing organization, which shall remain at the discretion and within the authority of the Board of Directors for the Club.

Further, in the event that sufficient membership votes are obtained to meet the requirement stated above for the sale, exchange, or transfer of substantially all of the Club's assets, all the Club's real estate, improvements thereon, and proceeds from the liquidation or sale of any personal property shall be transferred, and distributed, only to the Cedar Lakes Conservation Foundation, Inc., subject to payment of current creditors and establishment of a reserve for the payment of contingent liabilities as part of liquidation and dissolution of the Club. If the Cedar Lakes Conservation Foundation, Inc. is dissolved or is no longer in existence at the time of such transfer provided for herein, such assets and proceeds shall be transferred, and distributed, only to such land trust which governs the properties once held by the Cedar Lakes Conservation Foundation, Inc. The above restriction on transfer of the Club's assets and proceeds therefrom is an absolute restriction and such assets may not be transferred to any other party (including any members of the Club), except as required by law.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by sections 181.0871 to 181.0883, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires

the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Corporation and was acting within the scope of his or her duties as such. The Corporation will indemnify its employees, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, board resolution, insurance policy, the Statute or otherwise. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in section 181.0871 of the Statute.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the right to indemnification set forth in Section 1 of these bylaws by purchasing insurance covering any one or more of its Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to any such person under Section 1, and/or by entering into individual or group indemnification agreements with any one or more of such persons.

Section 3. Indemnification Provisions Constitute a Contract. The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, directors and other persons described above and for whose benefit indemnification is provided under this Article.

Section 4. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these bylaws.

ARTICLE IX - COLORS

Section 1. The Club signal shall be a swallow tailed burgee divided longitudinally into three (3) fields by two (2) diagonal lines, the fields colored red, white and blue, respectively, and the center field to contain the letters "C.L.Y.C."

Section 2. The Commodore's flag shall have a blue field with a white fouled anchor surrounded by thirteen (13) white stars.

Section 3. The Vice Commodore's flag shall be the same as the Commodore's, except with a red field.

Section 4. The Fleet Captain's flag shall have a white field with a blue fouled anchor only.

Section 5. The official size of these flags shall be 18" width and 36" length.

Section 6. The Club signal, when worn, shall be carried at the leach in the upper third of the mainsail.

Section 7. The Club flag in miniature is adopted as the Club badge.

ARTICLE X - GENERAL RULES

Section 1 – Operating Policies, Procedures and Rules

- A) Operating policies, procedures and rules consistent with the Bylaws for the further governance of the Club may be adopted by the Board of Directors, will be published in the yearbook and may from time to time be amended by the Board.
- B) The Board of Directors shall inform the membership of any adoption of or changes to the operating policies, procedures and rules.
- C) Operating policies, procedures and rules shall be reviewed annually by the Board of Directors.

Section 2 – Rules of Order. All meetings shall be governed by Roberts Rules of Order, latest edition, except in cases in which such rules are inconsistent with the Articles of Incorporation and bylaws of the Club.

ARTICLE XI - SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words "Corporate Seal."

ARTICLE XII - AMENDMENTS

No alterations or amendments to these By-laws shall be made except by the affirmative vote of two-thirds of the voting members present in person or by proxy at a regular meeting or special meeting called for that purpose. The specific alteration or amendment proposed shall be sent by the Secretary or designee to each member at least thirty (30) days prior to the date of the meeting at which the vote on the alteration or amendment will be taken. The specific alteration or amendment proposed shall also be posted on the Club's website and may also be posted on the Club's bulletin board on the south side of the Clubhouse. However, any alteration or amendment to the By-laws, except those pertaining to finances, contracts and loans in Article VI or the provisions of Article VII, may be adopted without previous written submission thereof at any regular meeting of the Club by the unanimous vote of all voting members present.

Notwithstanding the above, no alterations or amendments to Article VII herein shall be made except by the affirmative vote by 90% of voting membership at two consecutive meetings held at a minimum of 60 days apart, by voting members present in person at a

regular or special meeting of the membership called for such purpose. A quorum would exist for the vote if 30 voting members or 50% of the voting membership, whichever is the lesser of the two, are in attendance for the vote. The proposed specific alteration or amendment to Article VII, along with the time, date, and location of such meeting where a vote required herein is to be taken, shall be sent by the Secretary or designee to each voting member at least forty-five (45) days, but not more than sixty (60) days, prior to the date of each meeting at which a vote on the alteration or amendment to Article VII will be taken. The notice and information required above shall also be posted on the Club's website and on the Club's bulletin board on the south side of the Clubhouse within two (2) days of sending such notice required above to the voting members. No vote shall be effective unless all notice requirements and procedures described herein have been performed.

These By-laws were last amended on August 23, 2025.