

**Articles of Incorporation and By-Laws of the
Lake Harriet Yacht Club
Minneapolis, Minnesota**

**Incorporated April 26, 1947
Revised April 25, 1986
Revised October 24, 1994
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Articles of Incorporation of the Lake Harriet Yacht Club

We the undersigned, for the purpose of forming a non-profit corporation under and pursuant to the provisions of Chapter 309, Minnesota Statutes for 1945, do hereby associate ourselves together as a body corporate and adopt the following Certificate of Incorporation:

Article I

Name and Location

The name of this corporation shall be "Lake Harriet Yacht Club" and its location shall be the City of Minneapolis, in Hennepin County, State of Minnesota.

Article II

Purposes, Powers and Plan of Operation

The purposes of this corporation shall be to promote the physical and mental culture and the social interests of its members, to advance their interest in aquatic and other recreational sports; and in pursuance of those objects this corporation shall have power to rent, lease, own, acquire, encumber or dispose of personal or real property, enter into contracts so far as shall be necessary to carry out the purposes aforesaid, and to do and perform any and all acts which may be necessary to the full accomplishment of the purposes for which this corporation is organized and to the perfect enjoyment thereof.

Its plan of operation is to encourage sports, particularly that of yachting, and in connection therewith to promote the science of seamanship and navigation and to conduct races and regattas.

Article III

Duration

The time for the commencement of this corporation shall be the first day of May 1947, and its duration shall be perpetual.

Article IV

Capital Stock and Assessments

This shall be a non-profit social corporation. This corporation shall have no capital stock nor shall it or its Board of Directors have power to make or collect any assessments from the members of this corporation, other than the annual dues and the racing fees provided for in Article VII hereof.

Article V

Membership

Any person may become a member of this corporation so long as they complete an application, pay appropriate dues, and maintain good standing in the Club as provided in the By-Laws and these articles of incorporation. All memberships shall be non-transferable.

Article VI

Termination of Membership

All rights of membership in this organization and all right, title, interest and claims in and to any and all of the property, privileges, rights and franchises of this corporation shall cease and be forfeited upon the death, resignation, suspension, or expulsion of a member. The causes of forfeiture of membership and the proceedings necessary to be taken therefore shall be prescribed in the By-Laws of this corporation.

Article VII

Dues and Racing Fees

The amount of dues and racing fees shall be fixed as set forth in the By-Laws.

Article VIII

Annual Meeting

An annual meeting of the membership of this corporation shall be held in the City of Minneapolis at any time during the month of October. Notice of this meeting must be provided to the members at least two weeks in advance.

Article IX

Officers and Directors

- A. The officers of this corporation shall be a Commodore, a Vice Commodore, a Secretary and a Treasurer who shall serve as directors.
- B. The management of the corporation shall be vested in a Board of Directors, consisting of the four (4) officers, the immediate past Commodore, and four (4) directors, making a total of nine (9), of which at least five (5) shall be either yacht owners or registered skippers.
- C. The officers and directors of this corporation shall be elected at the October meeting of this corporation by and from its voting members.
- D. The names and addresses of the first Board of Directors are: Earl F. Beaudry, 5017 West 40th Street; J. Roscoe Furber, 4842 Queen Avenue South; Fred W. Hotchkiss, 5019 Harriet Avenue; Clarence A. E. Johnson, 4611 Meadow Road; Rome A. Riebeth, 5016 Wentworth Avenue South; Harold W. Shaw, 4624 Upton Avenue South; A. H. Stokes, 4745 Chowen Avenue South; Ralph D. Tyler, 3339 Humbolt Avenue South; all of Minneapolis, Minnesota; and Charles N. Rink, Crystal Bay, Minnesota.
- E. The first officers of this corporation shall be: Commodore, Fred W. Hotchkiss; Vice Commodore, Rome A. Riebeth; Secretary, A. H. Stokes; Treasurer, Ralph D. Tyler.
- F. All of the above named officers and directors shall hold their respective offices aforesaid until the first annual meeting of the corporation to be held pursuant to Article VIII hereof, provided that J. Roscoe Furber, Clarence A. E. Johnson and Harold W. Shaw shall serve as directors until April 8, 1949.

Article X

Term of Office

- A. The four officers of this corporation shall be elected for a term of one year.
- B. The immediate past Commodore shall serve for a term of one year as a member of the Board of Directors.
- C. The remaining four directors shall be elected for a term of two years, two directors each year.
- D. If any vacancy shall occur among the officers or directors of the corporation, the Board of Directors shall have the power to appoint any voting member to fill such vacancy until the next full membership meeting at which time the membership of the Club shall elect from the voting members a person to serve out the remainder of the term.
- E. All officers and directors shall serve for the periods herein stated or until their successors are duly elected and qualify.

Article XI

Adoption and Amendment of the Articles and By-Laws

- A. The original By-Laws of this corporation may be adopted by the Board of Directors prior to the first annual meeting of the corporation.
- B. Thereafter By-Laws and Articles of Incorporation may be adopted or amended only by a two-thirds vote of the voting members present at any meeting of the corporation or adjournment thereof, or by a simple majority at any meeting, if the proposed amendments have been provided to each voting member at least two weeks before the meeting.
- C. The By-Laws may provide for the election or appointment of such subordinate officers or committees as may be deemed necessary.

Article XII

Amendment

These Articles or By-Laws adopted hereunder may be amended in the same manner as provided in Article XI (B) for the adoption or amendment of By-Laws.

Article XIII

Incorporators

The name and places of residence of the persons forming this corporation are: (all of the persons named in Article IX).

In testimony whereof, we have hereunto set our hands this 26th day of April 1947 AD.

signed
Earl F. Beaudry
J. Roscoe Furber
Fred W. Hotchkiss
Clarence A. E. Johnson
Rome A. Riebeth
Charles N. Rink
Harold W. Shaw
A. H. Stokes
Ralph D. Tyler

By-Laws of the Lake Harriet Yacht Club

Section I - Duties of Officers

A. Duties of the Commodore

It shall be the duty of the Commodore to take command of the fleet, to preside at all meetings of the corporation or its Board of Directors, to enforce its By-Laws, and to safeguard the physical property of the club. He or she must call a meeting of the membership of the corporation or of the Board of Directors as required by the Articles of Incorporation, Article VIII, and the By-Laws, Section II (B), may call other meetings of the membership of the corporation or the Board of Directors at his or her pleasure, and shall call a meeting of the membership of the corporation or the Board of Directors at the written request of three (3) voting members of the corporation. He or she shall name such committees and committee chairs as he or she deems necessary except that he or she is required by the By-Laws, Section IV (C), to appoint a nominating committee and nominating committee chair. He or she shall serve a term of one year as a member of the Board of Directors immediately following his or her term of office as Commodore.

B. Duties of the Vice-Commodore

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his or her duties and to officiate at membership and directors meetings and to act as Commodore in the absence of the Commodore.

C. Duties of the Secretary

It shall be the duty of the Secretary to keep a record of all meetings of the membership and all meetings of the Board of Directors, a correct roster of all the members, and a record of all yachts belonging to members, this record to include the class, name, sailing number, and the ownership. He or she shall send out dues statements to all current members [see By-Laws, Section III (C)]. He or she shall notify prospective members of the requirements for their qualification. He or she shall notify each member of every meeting (see Articles of Incorporation, Article VIII) and send out such other notices [see By-Laws, Section IV (C)] as required by the Articles of Incorporation or the By-Laws, and conduct such correspondence as may be ordered by the Commodore or ordered by the Board of Directors. He or she shall prepare such reports of the activities of the Club as he or she may deem advisable or which the Commodore or the Board of Directors deems advisable. He or she shall keep all historical records of the Club that the Board of Directors wishes to preserve. These duties may be delegated as the Board of Directors sees fit.

D. Duties of the Treasurer

It shall be the duty of the Treasurer to keep a record of all assets belonging to the Club. He or she shall receive all money due the Club from any source and shall deposit the same in the name of the Lake Harriet Yacht Club in such bank in the City of Minneapolis as may be designated by the Board of Directors. He or she shall pay the bills of the Club as ordered by the Board of Directors, and he or she shall keep a true account of all receipts and disbursements. He or she shall make financial reports to the Board of Directors whenever so requested by it, and a financial report to the membership at each annual meeting. He or she shall safeguard all insurance policies, licenses and financial documents.

Section II - Duties of Board of Directors

A. General Duties of the Board Of Directors

The Board of Directors shall have the entire management of the affairs of the club. Any member of the Board of Directors may call a meeting of the membership or of the Board of Directors if: (1), Both the Commodore and Vice-Commodore are out of the Twin Cites area and unavailable, or (2), three (3) voting members submit a written request stating that the officers have refused or neglected to call the meeting after proper written request filed according to Section I hereof. Five (5) members of the Board of Directors shall constitute a quorum and a majority of those present shall be necessary to carry a motion or to elect. If neither the Commodore nor the Vice-Commodore is present to serve as Chair at a meeting of the Board of Directors, a Chair for that meeting may be elected by those present.

B. Board Meetings

The regular meeting of the Board of Directors shall be held once a month, January through July inclusive, and if otherwise called [see By-Laws, section I (A), Section II (A)].

C. Funds

The Board of Directors shall authorize the signatures of the Treasurer and at least one other officer or director in connection with the withdrawal of funds, and shall require the signature of the Treasurer or an authorized signer to withdraw funds. The Board of Directors shall require the Treasurer to furnish such bond or guarantee as they may deem proper or expedient for the full protection of the Club, any expense therefore to be paid from Club funds.

D. Budget

The Board of Directors shall set up each year a budget setting forth the activities of the Club and the estimated receipts and funds to be allocated to each activity for that year.

E. Dues and Racing Fees

Each year the Board of Directors shall fix the amount of dues for voting and non-voting members and shall fix the racing fees for yacht registration in accordance with budget requirements and any special needs and purposes for that year.

F. Race Committee

After the annual meeting in October but not later than the following January 15 of each year, the Board of Directors shall elect a Race Committee Chair and six (6) other members to serve for a period corresponding to the tenure of office of the electing Board of Directors.

Section III - Membership

A. Types of Membership

Membership in this corporation shall be of the following types:

1. Family Membership - open to families who are interested in the sport of sailing (includes adults and their children who are living in the same household). This membership carries with it the privilege of one vote, which shall be cast by any member of the family.
2. Individual Membership - open to individuals who are interested in the sport of sailing and who are eighteen years of age or over. This membership carries with it the privilege of one vote, which shall be cast by the holder of the membership.
3. Crew Membership - open to individuals who are interested in the sport of sailing. This membership carries with it the right to crew on a yacht based on Lake Harriet but not the right to skip a yacht unless otherwise permitted by the sailing instructions. This membership does not carry with it the right to vote or to serve as a corporate officer or as a director of the Club.
4. Junior Membership - open to individuals under the age of eighteen who are interested in the sport of sailing. This membership carries with it the right to skip or crew on a yacht based on Lake Harriet. This membership does not carry with it the right to vote or the right to serve as a corporate officer or as a director of the Club.
5. Group Membership – open to groups who are interested in the sport of sailing. The Board of Directors will determine the rights and privileges of each group.

B. Application

Any person or group seeking membership in this corporation shall submit a complete membership application with valid payment. This is an agreement to be bound by the Articles of Incorporation and the By-Laws of the corporation. The member shall then be placed on the club roster. Members shall have access to the Sailing Instructions, the Racing Schedule, and the Articles of Incorporation, and the By-Laws.

C. Payment of Dues and Racing Fees

The membership application shall be made available to current members in February each year. Dues and racing fees not received by the third Wednesday of March shall be considered delinquent. No races shall be counted for such delinquent members prior to the date that all dues and racing fees are paid.

D. Conversion of Membership

A member of one type in good standing may convert their membership to any other type for which they may be eligible upon application and payment of any appropriate additional dues.

E. Termination of Membership

All types of membership shall be terminated by death, resignation, or expulsion, though in the case of family membership, the membership shall continue for all surviving members who do not resign and are not expelled. Failure to pay the dues for any membership will terminate said membership. A member may be expelled or may be suspended for any period of time by a vote of two-thirds (2/3) of the members of the Board of Directors for conduct grossly detrimental to the Club.

Section IV - Membership Meetings

A. Order of Business

At all meetings of the corporation, the order of business shall be substantially as follows:

1. Minutes of the previous meeting.
2. Report of the Commodore.
3. Report of the Secretary.
4. Report of the Treasurer.
5. Other old business.
6. New business.

B. Quorum

Ten (10) voting members shall constitute a quorum and a majority of those present shall be sufficient to carry a motion or to elect, except as otherwise provided in the Articles of Incorporation or these By-Laws.

C. Nominations

Six weeks prior to the annual October meeting, the Commodore shall appoint a nominating committee and chair. The committee shall select one or more candidates from voting members for each corporate office and for each vacancy of the Board of Directors in accordance with Article IX of the Articles of Incorporation and make their decisions known to the membership of the Club at least two weeks prior to the date of the meeting. Other nominations may be made from the floor during the meeting.

D. Voting

Voting shall be by secret ballot on corporate officers and directors, and on any other motion or matter if requested by three (3) voting members present. There shall be no voting by proxy.

E. Changes in the Articles and By-Laws

The corporation may amend the Articles of Incorporation or the By-Laws or adopt new ones in accordance with Article XI (B) of the Articles of Incorporation.

Section V - Conduct of Races

A. Race Committee

The Race Committee shall perform the following duties in connection with all races held under the auspices of the Club, (except in conjunction with regattas sponsored by the Club for which special committees may be appointed by the regatta chair):

1. Hold a winter meeting open to all members to solicit input concerning the racing program for the current year.
2. Prepare the annual Racing Schedule and Sailing Instructions, in response to the winter meeting, not later than April 1st for review and approval by the Board of Directors.
3. Appoint the season's Principal Race Officer (PRO) subject to the approval of the Board of Directors. The PRO so appointed acts with full authority of the Race Committee in the performance of his or her duties.
4. Coordinate and conduct all protest hearings.
5. Appoint the season's head scorekeeper.
6. Distribute the approved sailing instructions and schedule to all Club members at least two weeks before the first race of the season. The instructions shall indicate that all races shall be governed by the rules and regulations of the Inland Yachting Association, or state exceptions to such rules and regulations. They shall further state
 - a) Specific instructions as to special starting arrangements.
 - b) Any comment on marks, offset marks, etc.
 - c) Authority given to race officials to change the course after its announcement.
 - d) Authority given to race officials to postpone or cancel a race.
 - e) Specific instructions on race registration and protests.
 - f) Specific information on race, series, and season scoring.
 - g) Specific information on racing eligibility.
 - h) Other information pertinent to conduct of races.
7. Act as, or appoint, a committee to rule on any appeals of the decisions of a protest committee.

B. Skippers

A skipper may be a boat owning skipper or a non-boat owning skipper provided he or she meets the following three requirements:

1. A skipper must hold a membership in good standing (see Section III (C) of the By-Laws) in the LHYC or shall have submitted an application for membership.
2. The membership of a skipper in the LHYC shall be Family, Individual, or Junior but not Crew [see Section III (A) (3) of the By-Laws.] An organization may join the Club as a member and may be allotted a certain number of scored skippers as determined by the Board of Directors.
3. A skipper must meet all of the requirements of the Minneapolis Park Board.

A person who is not an LHYC member (and hence does not meet conditions 1) and 2) may skip a yacht to the extent permitted by the sailing instructions, provided that he or she meets condition 3). Such a skipper shall be known as an outside guest skipper and shall be accorded all rights under the racing rules for the races he or she sails.

C. Crews

Crews must be LHYC members or shall have submitted a membership application, except that a non-member may serve as crew to the extent permitted by the sailing instructions.

D. Yacht Class, Yacht Registration and Racing Fees

1. The sanctioned yacht classes shall be specified in the sailing instructions. Yachts shall conform to the official scantlings of their respective governing organizations, or as adopted by the LHYC Board of Directors and included in the sailing instructions.
2. Yachts shall be registered annually by submitting a Yacht Registration Form and racing fee. The racing fee is non-transferable, except that when a member replaces a yacht during the season, the racing fee transfers to the new yacht.
3. Racing fees in an amount determined by the Board of Directors shall be required to register a yacht each season for regular club races.