

NORTH POINT SAIL RACING ASSOCIATION  
(formerly known as Northpoint Yachting Association)  
BYLAWS  
ADOPTED THIS 14th DAY OF MARCH, 2004  
BY A MAJORITY VOTE OF THE BOARDS OF DIRECTORS

ARTICLE I  
PURPOSES

The purpose of the North Point Sail Racing Association (also herein referred to as the corporation and, or NPSRA), a nonprofit corporation organized under the laws of the State of Illinois, is to be a social club organized to encourage, promote and support sailboat racing competition and to foster the spirit of fellowship, seamanship and sportsmanship among its members, their families and fellow yachtsmen. The corporation shall also have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II  
MEMBERSHIP

Section 1. QUALIFICATION OF MEMBERSHIP. Membership shall be open to any person who applies, pays the necessary fees and is duly elected. Corporate memberships shall not be allowed.

Section 2. MEMBERSHIP. A membership shall be in the name of one person who will hereafter be known as member. Immediate family of a member shall be considered to be part of the same membership. Immediate family shall be considered as the spouse and first generation offspring of a member.

Section 3. VOTING RIGHTS. Each membership shall be entitled to one vote on each matter submitted to a vote of the membership, except that a member and spouse shall each have one half vote which they may cast independently. No member may cast a vote unless his/her annual dues are paid for the current year. Members may cast votes by proxy as herein described.

Section 4. ELECTION OF MEMBERS. Applicants may be elected to membership at any annual, regular or special meeting by a majority vote of the total membership of the corporation.

Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of a majority of the Board may suspend a member for cause after an appropriate hearing for failure to pay the annual dues, for violating these bylaws or conduct contrary to the purpose which the corporation was organized, including conduct which reflects negatively on the corporation and its members.

Section 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 7. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of the majority, reinstate such former

member to membership upon such terms as the Board of Directors may deem fair and appropriate, including waiver of initiation fee and prior accrued dues.

Section. 8. TRANSFER OF MEMBERSHIP. Membership in the corporation shall not be transferable or assignable.

### Article III MEETINGS OF THE MEMBERSHIP

Section 1. PLACE OF MEETING. Any or all meetings of the members, and of the Board of Directors, of the corporation may be held within or outside the State of Illinois, in such place as shall be decided on by the Board of Directors and with proper notice being given to all members.

Section 2. ANNUAL MEETING OF MEMBERS. An annual meeting of the members shall be held in each year on the first Sunday in November, at 1:00 o'clock p.m., one of the purposes of which shall be the election of a Board of Directors.

Section 3. NOTICE OF ANNUAL MEETING OF MEMBERS. At least twenty-one days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time, date, place and agenda of the meeting shall be emailed or mailed, as provided, to each member entitled to vote at the meeting.

Section 4. DELAYED ANNUAL MEETING. If, for any reason, the annual meeting of the members is not held on the day designated, the meeting may be called and held as a special meeting, and the proceedings may be there as at an annual meeting, provided that the notice of meeting shall be the same required for the annual meeting.

Section 5. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call
- (b) Reading notice and proof of mailing.
- (c) Reading of minutes of last preceding meeting
- (d) Report of commodore
- (e) Report of secretary
- (f) Report of treasurer
- (g) Election of directors
- (h) Transaction of other business mentioned in the notice
- (i) Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

Section 6. SPECIAL MEETINGS OF MEMBERS. A special meeting of the members may be called at any time by the commodore, or by a majority of the Board of Directors, or by a petition of the members signed by not less than 51% of the membership. The method by which the meeting may be called shall be as follows: upon receipt of a specification in writing setting forth the date and objects of the proposed special meetings, signed by the commodore, or by a majority of the Board of Directors, or by petition of the members stating the purpose of such meeting, the secretary or an assistant secretary shall prepare, sign and email or mail, as provided, the notices requisite to the meeting. Notice may be signed by the stamped, typewritten or printed signature of the secretary or of an assistant secretary.

Section 7. NOTICE OF SPECIAL MEETING OF MEMBERS. At least ten days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of the meeting shall be emailed or mailed, as provided, to each member entitled to vote at the meeting. Business not mentioned in the notice shall not be transacted at the special meeting.

Section 8. NOTICES. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (as, "by order of the commodore", or "by order of the Board of Directors", or by request of a member, as the case may be) and shall bear the written, stamped, typewritten or printed signature of the secretary or assistant secretary. Notice of meetings shall be timely, published electronically and, on written request by a member, shall be sent by mail. Every notice shall be deemed duly served when it has been emailed or deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his or her last address appearing upon the membership record of the corporation.

Section 9. WAIVER OF NOTICE. Notice of the time, place and purpose of any meeting of the members, may be waived by telegram, radiogram, cablegram or other writing, either before or after the meeting has been held. Attendance at any meeting shall constitute waiver of notice thereof, unless, at the onset of the meeting, the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 10. QUORUM OF MEMBERS. Presence in person or by proxy of thirty-five percent of the voting members of the corporation shall constitute a quorum at any meeting of the members, except where otherwise provided by the laws of the State of Illinois or by these bylaws.

Section 11. MANNER OF ACTING. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by the laws of the State of Illinois or by these bylaws.

Section 12. PROXIES. No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of a limitation to the contrary contained in the proxy, it shall extend to all meetings of the members and shall remain in force for two months from its date, and no longer.

Section 13. VOTE INSPECTORS. Whenever any person entitled to vote at a meeting of the members requests the appointment of vote inspectors, a majority of the members present at that meeting and entitled to vote may appoint not more than three vote inspectors, who need not be members, but cannot be directors or have a direct interest in the outcome of any vote. If the right of any person to vote at the meeting is challenged, the vote inspectors shall determine the right. The vote inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence of the outcome of the vote. The vote inspectors shall announce the tally of votes and declare the decision of the electorate. All ballots cast shall be saved for two years and shall be open to inspection by any member.

#### Article IV BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS. The business, property and affairs of the corporation shall be managed by a Board of Directors composed of five persons who shall be "active members" of the corporation; a member and spouse shall not serve as directors on the same board. The Directors shall be the Commodore, Vice Commodore, Secretary, Treasurer, and Membership Chairman and all shall be elected by the membership.

Section 2. ELECTION OF DIRECTORS. Thirty days prior to the annual meeting, the Board of Directors shall publish to the membership their nomination(s) for each office. Additional nominations, if any, can be made by any member, in written form delivered to the secretary of the board not less than 7 days prior to the date set for such election. Annual election of officers shall be conducted as part of the annual meeting of the membership. A quorum of seventy-five percent of the voting members of the corporation shall be required for the election of directors.

Section 3. TERM OF DIRECTORS. All directors shall hold office for one year or until the next annual meeting of the membership, whichever comes first, or until a successor is appointed or duly elected and qualified.

Section 4. VACANCIES. Vacancies in the Board of Directors shall be filled by appointment made by the majority of the remaining directors. Each person elected by the Board to fill a vacancy shall remain a director until a successor has been elected by the members, who may make that election at their next annual meeting. When filling a vacancy the person appointed shall serve only to the end of term of the position being filled.

Section 5. ORGANIZATION MEETING OF BOARD. At the place of the annual meeting of members and immediately following the meeting, the Board of Directors as constituted upon final adjournment of the annual meeting shall convene for the purpose of transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that provided, by consent of a majority of the directors of the new board.

Section 6. REGULAR MEETINGS OF BOARD. Regular meetings of the Board of Directors shall be held not less frequently than once in each quarter at the time and place as the Board of Directors shall determine. No notice of regular meetings of the board shall be required except that the date, time and place of such meeting shall be published to the membership not less than seven days prior to such meeting.

Section 7. WAIVER OF NOTICE. Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, radiogram, cablegram or other writing, either before or after the meeting has been held. Attendance at any meeting shall constitute waiver of notice thereof, unless, at the onset of the meeting, the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 8. EMERGENCY MEETINGS OF BOARD. Emergency meetings of the Board of Directors may be called by the commodore, or by any three directors, but action taken at any such meeting shall not be invalidated for want of notice if the notice is waived as provided. However, action taken at such emergency meetings shall be subject to prompt review by the full Board of Directors.

Section 9. QUORUM OF DIRECTORS. A majority of the directors shall constitute a quorum.

Section 10. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by the laws of the State of Illinois or by these bylaws.

Section 11. ACTION BY UNANIMOUS WRITTEN CONSENT. If and when the directors severally or collectively consent in writing to any action to be taken by the corporation, that action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 12. POWER TO APPOINT ADDITIONAL OFFICERS. The Board of Directors shall have the power to appoint other officers and agents as the board may deem necessary for the transaction of the business of the corporation. Such other officers will attend board meetings, give reports and advice,

but shall have no vote at such board meetings. Any officer or agent appointed by the Board of Directors serves at the pleasure of the board and may be removed by the board at any time.

Section 13. COMPENSATION. The Board of Directors shall serve without compensation.

Section 14. OPEN MEETINGS. All meetings of the board shall be open to all members who are encouraged to attend board meetings.

Section 15. AUTHORITY OF THE BOARD OF DIRECTORS. Authority to manage the North Point Sail Racing Association shall be vested in the Board of Directors acting through meetings and all Officers shall report to the Board of Directors. The Board of Directors shall make all discretionary decisions, set policy, and approve in advance all expenditures of association funds.

Section 16. RECALL OF ANY BOARD MEMBER. Upon petition by any member, signed by at least fifty-one percent of the membership, seeking a recall election of any or all of the members of the Board of Directors, the secretary shall send notice of a special meeting of the membership to consider the issue and such meeting shall be set for a date not less than 28 days nor more than 40 days from receipt of such petition. At said meeting, a director may be removed by a sixty-six percent of the membership.

Section 17. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

- A) The NPSRA (also known as “the corporation”) shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the NPSRA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the NPSRA, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, by itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- B) The NPSRA (also known as “the corporation”) may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the NPSRA to procure a judgement in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the NPSRA, or is or was serving at the request of the NPSRA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper.
- C) To the extent that a director, officer, employee or agent of the NPSRA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a)

and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

- D) Any indemnification under subsections(a) and (b) (unless ordered by a court) shall be made by the NPSRA only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- E) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the NPSRA in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the NPSRA as authorized in this Section.
- F) The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G) The corporation (NPSRA) may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation (NPSRA) would have the power to indemnify such person against such liability under the provisions of this Section.
- H) If the NPSRA has paid indemnity or has advanced expenses under this Section to a director, officer, employee or agent, the NPSRA shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote
- I) For purposes of this Section, references to "the corporation" (also known as the NPSRA) shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such a merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of the Section with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.
- J) For the purposes of this Section 17., references to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation (NPSRA)" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such a director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Section.

Article V  
OFFICERS

Section 1. **COMMODORE.** The Commodore shall be the chief executive officer and the president of the corporation and shall preside over all meetings of the board and of the members. He or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The commodore shall have the general powers and duties of supervision and management usually vested in the office of commodore of a corporation. He shall be responsible for the disbursement of all funds as may be approved by the board.

Section 2. **VICE-COMMODORE.** The Vice-Commodore shall co-ordinate all activities of the association to include the buoy racing, point to point racing and social gatherings. There shall be four standing committees, the buoy racing committee, point to point racing committee, social committee and membership committee, each composed of at least three members who are not directors and all of whom are appointed by the Board of Directors to serve for a term of one year. The vice-commodore shall serve as commodore in the event that the commodore is unable to attend any meeting.

Section 3. **SECRETARY.** The secretary shall attend all meetings of the members and of the Board of Directors and shall preserve in the books of the corporation true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the corporation and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, bylaws or resolution. He shall be responsible for all reports as may be required by laws of the State of Illinois, except for taxation.

Section 4. **TREASURER.** The treasurer shall keep and have custody of all records of corporate funds and securities and shall keep in the books belonging to the corporation full and accurate accounts of all receipts and disbursements. He or she shall review all disbursement of funds of the corporation as may be ordered by the board, taking proper vouchers for the disbursements, and shall render to the commodore and directors at the regular meetings of the board, and whenever requested by them, an account of all transactions and of the financial condition of the corporation. He shall be responsible for preparation of tax reporting.

Section 5. **MEMBERSHIP CHAIRMAN.** The membership chairman shall keep all records relating to membership matters, publish all directories relating thereto within the guidelines of the Federal Privacy Act, collect all fees and dues, and manage all programs designed to retain membership and recruit new members.

Article VI  
EXECUTION OF INSTRUMENTS

Section 1. **CHECKS AND DRAFTS.** All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. **CONTRACTS, CONVEYANCES OR OTHER INSTRUMENTS.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the commodore, or any vice-commodore, and the secretary, or any assistant secretary, may execute it on behalf of the corporation and may affix the corporate seal. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of the corporation.

Article VII  
POWER TO BORROW MONEY

The Board of Directors shall not have the power and authority to borrow money.

Article VIII  
AMENDMENT OF BYLAWS

POWER TO CHANGE BYLAWS. Changes in the bylaws can only be made on a vote of the membership at a meeting called to consider such change and requires approval of seventy-five percent of the membership and a majority vote of the directors. Suggested changes may be made by the Board of Directors or on petition of any member which contains signatures of at least twenty-five percent of the membership.

Article IX  
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern all meetings of members and all meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Illinois.

These bylaws adopted at a meeting of the directors of North Point Sail Racing Association, upon three days prior written notice thereof, a majority of the directors being present, and a majority of the directors present having voted in favor of adopting these bylaws.

Dated \_\_\_\_\_

\_\_\_\_\_  
Dan Giddens, Director

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Dan Carlson, Director

\_\_\_\_\_  
Greg Berner, Director