

# Moraine Sailing Club Bylaws

## **Article I. Name and Affiliation**

This nonprofit organization shall be known as the Moraine Sailing Club, Inc. (MSC) and shall be affiliated with the United States Sailing Association (U.S. Sailing).

## **Article II. Purpose**

The purposes of the club are to foster and encourage sailing on Lake Arthur, Moraine State Park; to promote interest in the sport of sailing; to conduct races; to practice water safety; to sponsor social events; and to ensure cooperation with the state.

## **Article III. Location**

The activities of the club shall be conducted mainly at Moraine State Park. The mailing address of the club is P.O. Box 692, Pittsburgh, Pennsylvania 15230. The address may be changed by a majority vote of the membership.

## **Article IV. Membership**

Section 1. The membership of the club is open to all persons interested in sailing, regardless of race, creed, color, sex or national origin.

Section 2. Voting members shall be all members in good standing who are 18 years of age or older.

Section 3. Junior members are those under 18 years of age. As such, they shall have the full rights and privileges of membership except that they may not vote or hold office.

Section 4. Dues and special assessments shall be determined from time to time by the board of directors. Dues are payable March 1 each year. If assessments

during any calendar year exceed the amount of annual dues, they must be ratified at a regular meeting of the membership before becoming effective.

#### **Article V. Meetings**

Section 1. There shall be regular monthly meetings of the board of directors and an annual business meeting at which officers and directors-at-large are elected. The business meeting shall be in the fall, following the racing season, but it shall not be held later than the third Sunday in November.

Section 2. Each member shall receive written notice of special meetings at least fifteen days prior to the special meeting. The notice shall state the purpose of the meeting, and business transacted at the meeting shall be limited to that in the notice.

#### **Article VI. Officers**

Section 1. The officers of the club shall be as follows: president, vice president, and secretary/treasurer (or secretary and treasurer). The president shall also hold the office of commodore; the vice president shall also hold the office of vice-commodore. The term of such officers shall be two years. The term of the president and vice president shall expire on November 30 of even-numbered years; the term of the secretary/treasurer (or secretary and treasurer) shall expire on November 30 of odd-numbered years.

Section 2. There shall be a board of directors consisting of the officers of the club, the ex officio (the immediate past president), and nine directors-at-large. Three directors shall be elected per year and shall serve a three-year term that expires on November 30.

#### **Article VII. Duties of Board of Directors**

Section 1. The president shall be the chief executive officer of the club. As such, the president shall preside at all meetings of the members and board of directors, enforce the club rules and regulations, and be authorized to execute all documents. As commodore, he or she shall be the commanding officer of the club and the fleet. The commodore shall appoint all committee

chairmen and, in particular, the race committee chairman. He or she may call special meetings of the club and of the board of directors.

Section 2. The vice president shall assist the president in performing the duties of that office and shall act as president in his or her absence.

Section 3. In books provided by the club, the secretary/treasurer (or the secretary and the treasurer) shall keep accurate records of dues, memberships, assessments, expenses, and minutes of all meetings. If the duties are divided between two officers, the secretary shall be custodian of all books and records except those pertaining to the treasurer's duties. The secretary shall conduct correspondence and send out notices. Upon retirement from office, the secretary/treasurer (or secretary and treasurer) shall turn over to their successors all records, accounts, supplies, and funds belonging to the club.

Section 4. The board of directors shall manage the property and business of MSC. They shall have the usual powers of directors of nonprofit corporations and shall be the policy-making body of the club.

Section 5. In the event that an officer or director cannot complete the term of office, the position may be filled by the board of directors until the next regular election.

Section 6. The board of directors or their representatives shall audit the treasurer's accounts and the secretary's books prior to the annual business meeting.

### **Article VIII. Standing Committees**

Section 1. Race Committee: Each year by January 1, the president shall appoint the race committee chairman for the following season. The race committee chairman shall in turn appoint day stewards to officiate at each race. He or she shall also select the handicap system, scoring system, and signals to be used for each race and approve the racecourses.

Section 2. Nominating Committee: Each year the president, with the approval of the board of directors, shall appoint three active members to serve as a nominating committee. It shall be the duty of this committee to nominate one candidate for each elective office to be filled and, if necessary, to fill

vacancies among the board of directors for the balance of established terms. The nominating committee shall communicate nominations in writing to the membership at least fifteen days prior to the annual business meeting.

Section 3. There shall be other committees as determined by the board of directors.

#### **Article IX. Elections and Voting**

Section 1. The election of officers and directors-at-large shall be held at the annual business meeting in the years in which their terms expire. Nominees for officers and directors-at-large may be proposed by the membership; these nominees shall be added to the nominees selected by the nominating committee. All nominees must have signified their willingness to serve prior to election.

Section 2. A simple majority vote of membership present is sufficient to elect officers and directors-at-large or to conduct business.

#### **Article X. Quorums**

Section 1. A quorum for the purpose of holding any meeting of the membership shall be 25 persons.

Section 2. A quorum for the board of directors to meet and take action shall be seven members of the board of directors.

#### **Article XI. Amendments**

By a two thirds vote of the present and voting members, the club may alter, suspend, amend, or annul these bylaws at any regular meeting or special meeting called for this purpose, provided that a notice setting forth the substance of proposed changes has been mailed to the membership at least fifteen days in advance of the meeting.

## **Article XII. Adoption of Bylaws**

Bylaws shall be adopted by a majority vote of the members present at the time of their proposal to the members for ratification.

## **Article XIII. Liability and Indemnification**

### **Section 1. Personal Liability of Directors.**

A director of the corporation shall not be personally liable for monetary damages or for any action taken or failure to take any action unless it is determined by a court (or if it is ultimately judicially interpreted that such determination is to be made by the board of directors, then unless it is determined by the board) that the director has breached or failed to perform the duties of his office under the Directors' Liability Act. 42 Pa. C.S.A. 8363 and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; however, the foregoing provision shall not eliminate or limit the liability of a director (1) for any responsibility or liability pursuant to any criminal statute, or (2) for any liability of a director for the payment of taxes pursuant to local, state, or Federal law. Any repeal or modification of this section 1 shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or the Corporation existing at the time of such repeal of performance of duty or any failure of performance of duty by any director occurring prior to January 27, 1987.

### **Section 2. Indemnification of Directors and Officers.**

- (a) Right to Indemnification. Except as otherwise provided below, each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereafter a "proceeding") and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director, officer or representative of the Corporation or is or was serving at the request of the Corporation as a director, officer or representative of another Corporation or of a partnership,

joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or representative, or in any other capacity while serving as director, officer, or representative, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), against all reasonable expenses, including attorney's fees, and any liability and loss, including judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement, incurred or paid by such person in connection therewith; however, indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Notwithstanding the foregoing, except as provided in Paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefore stating in reasonable detail the expenses incurred; however, to the extent required by law, the payment of such expenses incurred by a director, officer or representative in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such a person, to repay all amounts so advanced if it shall ultimately be determined by a court that he or she is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director, officer or representative, and shall inure to the benefit of the heirs, executors and administrators of such person.

- (b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this section is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may, at any time

thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

- (c) Non-Exclusivity of Rights. The right to indemnification and the payment of expense incurred in defending a proceeding in advance of a final disposition conferred in this section shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of members, or directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding that office.
- (d) Funding. The Corporation may create a fund of any nature which may, but need not be, under the control of a trustee, or otherwise secure or insecure in any manner its indemnification obligations, whether arising under or pursuant to this bylaw or otherwise.

