

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

Incorporated April 26, 1947
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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 exclusively charitable, educational, and to foster national or international amateur sports competition as a qualified amateur sports organization within the meaning of Section 501(c)(3), (j) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. In addition, All funds whether income or principle and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes. In furtherance of these purposes, 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 promote adaptive sailing for individuals with disabilities, provide educational opportunities in the sport of yachting, and to conduct yachting races and local, regional, and national regattas to foster, support, and develop amateur athletes for national or international competitions in the sport of yachting.

Article III

Dissolution

At the time of dissolution of this corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

Article IV

No Pecuniary Gain

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or

more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Article V

Duration

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

Article VI

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 IX hereof.

Article VII

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 VIII

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 IX

Dues and Racing Fees

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

Article X

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 XI

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 X hereof, provided that J. Roscoe Furber, Clarence A. E. Johnson and Harold W. Shaw shall serve as directors until April 8, 1949.

Article XII

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 XIII

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 XIV

Amendment

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

Article XV

Incorporators

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

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 X, 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 X) 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.

E. Duties of the Board Director - Membership

It shall be the duty of the Membership Director to track the yearly trends in membership, racing enrollment, youth enrollment, and adaptive enrollment, including a five-year trend to look for any systemic changes. The Director shall create a recruitment plan. When new members join, the Director shall contact them to provide welcome and guidance.

F. Duties of the Board Director - Youth

It shall be the duty of the Youth Director to represent the youth sailing program on the Board of Directors, including but not limited to, fundraising, sail programming, instruction, youth racing, youth regattas, maintaining equipment and boats, acquiring new equipment and boats, gathering feedback from youth members, and long term planning. The Youth Director shall submit a budget to the Board for the current year and any longterm budget plans. The Youth Director shall provide input to the Membership Director on recruitment strategy. The Youth Director shall provide input to the Race Committee regarding youth racing, if applicable.

G. Duties of the Board Director - Adaptive

It shall be the duty of the Adaptive Director to represent the adaptive sailing program on the Board of Directors, including but not limited to, fundraising, sail programming, instruction, adaptive racing, adaptive regattas, maintaining equipment and boats, acquiring new equipment and boats, gathering feedback from adaptive members, and long term planning. The Adaptive Director shall submit a budget to the Board for the current year and any long-term budget plans. The Adaptive Director shall provide input to the Membership Director on recruitment strategy. The Adaptive Director shall provide input to the Race Committee regarding adaptive racing, if applicable.

H. Duties of the At Large Director

It shall be the duty of the At Large Director to assist and lead projects as outlined by the Board of Directors.

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 Cities 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. The financial records of the organization are public information and shall be made available to all club members.

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.

The Board shall also maintain a Reserve Fund consistent with the purpose of the fund as described below.

The Reserve Fund is intended to be used for 1) extraordinary and unexpected financial needs falling outside of the club's normal, annual budgeting process or 2) a necessary capital improvement to the club's equipment. The LHYC Board of Directors has the authority to access and use the Reserve Fund consistent with these purposes. By making regular contributions as conditions allow, the board will seek to maintain a minimum Reserve Fund balance that is equal to the sum of all annual club operational expenses.

Explanation:

For example, annually, the club budgets to spend money on gas for its outboard motors to conduct races and safety boat operations. Therefore, the need to buy gas for the motors is not "extraordinary." Hence, money in the Reserve Fund should not be used to buy gas. However, if the committee boat or one of the safety boats is no longer operational because it no longer floats and needs to be replaced, the Board could use funds in the Reserve Fund to purchase a replacement boat because the need to replace a boat is extraordinary. Similarly, the Board might decide to purchase electric, re-chargeable, outboard motors for its Committee Boat or safety boats because electric motors are better for the environment than gas motors. Buying such electric motors would improve the club's capital equipment. Therefore, funds in the Reserve Fund could be used to buy such motors.

E. Dues and Fees

Each year the Board of Directors shall fix the amount of dues for members and shall fix the racing fees for yacht registration in accordance with budget requirements and any special needs and purposes for that year. Fees for youth and adaptive shall be proposed by the Youth and Adaptive Directors and approved by the Board of Directors.

Section III – Membership

A. Purposes, Privileges & Responsibilities of Membership

1. *Purposes.* The purpose of membership in the Club is: a) to participate in the sport of sailing in a manner which is welcoming and respectful of others and/or to engage socially with those who enjoy the sport of sailing; and b) to help the Club promote and provide safe, enjoyable sailboat races and youth and adaptive sailing.
2. *Privileges.* A member in the Club shall have access to the Sailing Instructions, the Racing Schedule, the Articles of Incorporation, and the By-Laws, all calendars of events, the Club's website, and may enroll in the various activities of the Club, such as racing, youth sailing, and adaptive sailing.
3. *Responsibilities.* A member shall: a) participate in club activities in a manner which is welcoming and respectful of others, and consistent with recognized principles of fair sailing, principles which are contained within the "Racing Rules of Sailing" published by World Sailing; and b) assist in carrying out the activities of the Club.

B. Types of Membership

Membership in this corporation shall be of the following types:

1. Household Membership - open to one or more individuals in the same household who are interested in the sport of sailing (includes adults and their children who are living in the same household). It also carries with it the option to enroll in other activities like racing, youth sailing, and adaptive sailing. . This membership carries with it the privilege of one vote, which shall be cast by any adult member of the household.
2. Group Membership – open to groups who are interested in the sport of sailing. Each Group accepted as a Group member may designate a representative that may cast one vote at membership meetings. The Board of Directors will determine the other rights and privileges of each group.

C. 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.

D. Payment of Dues and Fees

The membership application shall be made available to current members in February each year. Dues and fees not received by the third Wednesday of March shall be considered delinquent. No races shall be counted nor services provided for such delinquent members prior to the date that all dues and fees are paid.

E. Termination of Membership

All types of membership shall be terminated by death, resignation, or expulsion, though in the case of household 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. Report of the Board Director - Membership.
6. Report of the Board Director - Youth.
7. Report of the Board Director - Adaptive.
8. Report from any Group Membership Representatives.
9. Other old business.
10. 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 XII 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 XIII (B) of the Articles of Incorporation.

F. Race Committee

At the annual meeting in October, the membership shall elect a Race Committee Chair and six (6) other members to serve from that date until the next year's annual meeting in October. If any Race Committee seats remain open after the annual meeting in October, the Commodore shall make such appointments as necessary to fill the remaining seats.

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 fall meeting open to all members to solicit input concerning the racing program.
2. Prepare the annual Racing Schedule and Sailing Instructions in response to the fall meeting not later than December 15th 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 by January 15th. 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. Update the racing schedule and sailing instructions if changes are required after Board approval. The Race Committee Chair shall review proposed changes with the Race Committee and ask for the approval of the Board of Directors. Upon approval, membership must be notified of the changes.
8. Act as, or appoint, a committee to rule on any appeals of the decisions of a protest committee.

B. 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 on the membership form and by paying the 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.