

LAKE MONROE SAILING ASSOCIATION, INC.

CONSTITUTION

ARTICLE I: Preamble

The intent and purpose of the Association shall be to promote and encourage the sport of sailing, seamanship, and water safety; to promote and encourage the development of Lake Monroe for all sailors; and to provide an environment at LMSA consistent with LMSA's founding aims of a rustic, park-like, and affordable venue for sailing for its members as well as the sailing public; and to create an environment and culture of good will, personal integrity and respect for fellow members, guests and the public that is conducive to the enjoyment and safety of sailing.

ARTICLE II: Identification

Section 1: Name

The name of the Association shall be the LAKE MONROE SAILING ASSOCIATION, INC., hereinafter referred to as the Association.

Section 2: Address

The office address of the Association shall be P.O. Box 5966, Bloomington, IN 47407- 5966.

Section 3: Fiscal Year

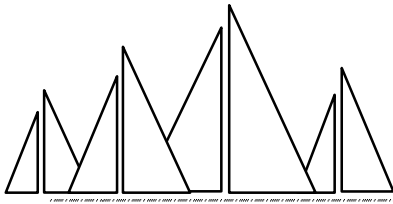
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

ARTICLE III: Membership

Section 1: Classes of Membership

The membership shall be divided into classes as follows:

1. Honorary Member: Honorary Membership may be bestowed upon any person by a two-thirds majority of the Board of Directors. The duration of Honorary Membership shall be determined by the Board of Directors.
2. Regular Member are those who pay the annual membership dues and annual fees for slips, buoys, sailboat or trailer storage, or the Facility Use Fee. Regular Members are entitled to full membership benefits including access to LMSA facility, social events, voting, holding office and are issued Gate Keys for access during other than normal business hours. Regular Members include Single, Couple, Single Parent Family and Family Membership.
3. LMSA Users are sailors who annually pay fees for use of LMSA owned facilities, slips, buoys, storage but choose not to join LMSA. LMSA Users do not enjoy membership benefits including holding office, voting or social events. LMSA Users are issued Gate Keys.
4. Social Members pay the annual LMSA membership fee to maintain LMSA membership and attend social events but do not otherwise utilize the LMSA facility and do not pay annual fees for slips, buoys, storage, or the Facility Use Fee. Social Members have voting rights and may hold LMSA office. Social Members are not issued Gate Keys.
5. Student Members are students, parents, participants, or guests of the Youth Sailing Program or the Adult Sailing instruction program who utilize LMSA sailboats and facilities during extracurricular events and programs. Student Members are not required to pay the LMSA Facility Use fee. Student Members do not have LMSA voting rights, are not eligible to hold LMSA office, and are not issued Gate Keys.



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6. LMSA Regular and Social Members can be:
 - a. Single: Any person joining alone.
 - b. Couple: Any two persons (married or domestic partners) occupying the same household.
 - c. Family: Same as Couple, with dependent children or dependents over 21 years of age who are full-time students or members of the Armed Forces of the United States and share the same household.
 - d. Single Parent Family: Any person with dependent children or dependents over 21 years of age who are full-time students or members of the Armed Forces of the United States and share the same household.

Section 2: Number of Members

The number of members of the Association shall be unlimited except by action of the Board of Directors, provided that the number of Honorary Members shall not exceed the total number of Regular Members.

Section 3: Admission to Membership

Any person may become a Regular Member of the Association upon completion of the application form and payment of the appropriate membership dues. Membership in the Association is non-transferable. The Association shall not discriminate on the basis of gender, age, race, religion, ethnic origin, sexual orientation, veteran status, or handicap.

Section 4: Privileges of Membership

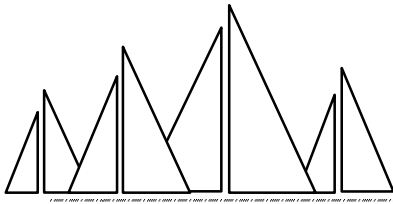
1. Honorary Members shall be entitled to all privileges of Regular Members except those of voting or holding office. No dues shall be assessed.
2. Regular Members are Members who pay annual fees for sailboat slips. Regular Members shall have access to the LMSA facility during normal business hours and be issued LMSA Gate Keys for access at all other times and shall have the right to participate in all activities of the Association.
3. Regular Members shall be entitled to votes as follows:
 - a. Single membership shall have one vote.
 - b. Couple membership shall have two votes.
 - c. Family membership shall have two votes.
 - d. Single Parent Family membership shall have one vote.
4. LMSA Users shall have access to the LMSA facility during normal business hours and be issued Facility Gate Keys for access at all other times
5. Social Members are charged regular annual dues as Regular Members and shall be entitled to the privileges of Regular Members, except Social Members do not pay the Facility Use Fee and shall not be issued LMSA Gate Keys nor have access to the LMSA Facility other than during social events or sanctioned club activities.
6. Student Members shall be entitled to all the privileges of Social Members except those of voting or holding office. Dues shall be assessed annually at a reduced rate. The duration of membership shall be the duration of the Youth Sailing Camp or the Adult Sailing Instruction program and any associated extracurricular activities.

Section 5: Initiation Fees, Dues and Assessments

Initiation fees, special assessments, fines, and annual membership dues shall be established by the Board of Directors.

Section 6: Roster of Members

A complete roster of members shall be kept in the form of a Directory of Regular Members, Social



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Members and LMSA Users in both printed and electronic formats with contact information (phone and email address) compiled and published annually. Contact information may not be disseminated or shared in any manner with non-LMSA persons or others for any purpose not sanctioned in advance by the LMSA Board of Directors.

Section 7: Membership Cards

The Association may issue annually to each member unit when requested one membership card bearing the signature of the Commodore. Additional cards may be issued upon request.

Section 8: Termination of Membership

1. Membership in the Association shall terminate upon death, resignation or expulsion. The Board of Directors, by an affirmative vote of two-thirds of the whole Board, shall have full power and authority to expel any member of the Association for cause. Cause shall consist of any act or failure to act, by a member or anyone in a member's family, who violates the Constitution or the Rules and Regulations including the Code of Conduct adopted by the Board of Directors. Cause may also consist of failure to pay dues, fines, or special assessments as required by the Association, or of inappropriate conduct or violation by the Member or his/her guests of the Rules and Regulations including the Code of Conduct. Members shall be responsible for the actions of their guests.
2. Upon termination of membership in the Association, either upon death, resignation, or expulsion, the terminated member shall not be entitled to any refund of fees, dues, or special assessments previously paid, except as may be approved by the Executive Committee.
3. No member shall be expelled from membership unless written charges of the cause for such proposed expulsion are submitted to the member and he or she is given an opportunity to answer the charges either in writing or in person at a meeting of the Board of Directors. The member shall have 30 days to respond to notification.

Section 9: Profit to Members Prohibited

The Association shall not engage in any activities resulting in monetary benefit to individual members. This shall not prohibit a reasonable compensation to members for services actually rendered, when approved in advance by the Board of Directors.

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ARTICLE IV: Meetings of the Membership

Section 1: Place of Meeting

All meetings of Members of the Association shall be held at such place in Indiana as may be specified in the notice or waiver of notice of meeting.

Section 2: Annual Meeting

An open meeting of the membership shall be held annually, on a date set by the Board of Directors. The specific business purpose of the annual meeting shall be to receive and tabulate ballots and to announce the results of the election of new members of the Board of Directors.

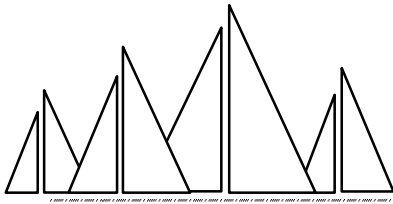
Section 3: Special Meetings

Special meetings of the Members may be called by the Board of Directors. A notice will be mailed to all members of record.

ARTICLE V: The Board of Directors

Section 1: Directors

The Board of Directors shall consist of eleven regular members. Each Director shall be elected and shall serve three years and until a successor is elected and qualified. One third of the Directors shall be



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elected each year, subject to the exception noted in Section 2. In addition to the elected directors, the immediate Past Commodore, if not a Director already, shall serve on the Board with full voting rights for one additional year unless the exception in Section 2 has been exercised. In no event shall a person serve on the Board for more than four consecutive years in a single term.

Section 2: Eligibility for Election

1. Only Regular Members shall be eligible for election to the Board of Directors. No Director shall be eligible for election to a second full term until he or she has been off the Board for one year. No member shall be eligible for election to the Board of Directors whose spouse or domestic partner is serving on the Board during the period covered by the election.
2. If a member of the Board is elected Vice Commodore in the third year of an elected term, and elected Commodore for the following year, he or she shall have the option of a fourth year as a Director. In this situation, there shall be only three new Directors elected for that year.

Section 3: Nominations

Nominations for vacancies on the Board of Directors shall be received by the Secretary by the September Board Meeting as follows:

1. From a nominating committee selected by the Commodore, with approval of the Board of Directors, OR
2. From the membership, in writing, signed by twenty-five regular members in goodstanding.

Section 4: Election

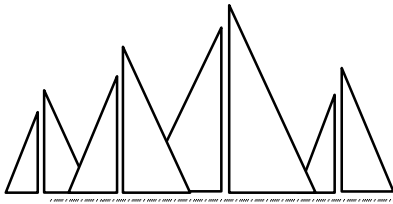
1. A ballot marked only for authentication will be mailed to each regular member approximately three weeks prior to the annual meeting.
2. Ballots may be returned by mail or in person at the annual meeting, until a time specified in the notice of the meeting.
3. Nominees shall be elected by receiving the highest number of the votes cast by regular ballot. Elected positions shall be filled in the order of first, second, third, etc. places in the total vote count until the requisite number of vacancies has been filled.
4. In the event of a tie in the number of votes cast for two or more nominees, the tie shall be broken by lot drawn at the time and place of the election.
5. In order to fill vacancies caused by the resignation of members of the board, additional nominees shall be selected to serve out the remaining years of the vacancy. Such replacements may stand for re-election for a full term at the completion of the short term.

Section 7: Meetings

1. The Board of Directors shall hold a regular business meeting within thirty days following the annual meeting of the Members. Other meetings of the Board of Directors may be called by the Commodore, or by any three members of the Board of Directors, upon twenty-four hours notice, and shall be held at such place and time as designated in the notice or waiver thereof.
2. Any director may participate in any meeting of the Board of Directors by means of a conference telephone or other electronic audio/video communications methodology by which means all persons participating in the meeting can hear one another. In addition to being physically present, participation in a meeting of the Board of Directors by such electronic means shall constitute "presence" at the meeting for all purposes.
3. In no event shall voting by secret ballot or by proxy or by absentee voting, be allowed at any meeting of the Board of Directors.

Section 8: Quorum

At any meeting of the Board of Directors, the presence of a majority of the whole Board shall constitute a quorum, and any matter proposed shall be carried by a vote of the majority of the members present,



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excepting as otherwise may be provided for herein.

Section 9: Vacancies

Any vacancy occurring in the Board of Directors, caused by death, resignation, expulsion, increase in the numbers of directors, or otherwise, shall be filled by a majority vote of the remaining Directors until the next annual election.

Section 10: Authority of the Board

1. The Board is authorized to transact all business of the Association.
2. The Board shall make and publish any Rules and Regulations necessary for the operation of the Association and for the use of any property under control of the Association.

Section 11: Conduct of Business

1. All contracts, agreements, purchases, and disbursements must be authorized or approved by the Board of Directors.
2. The Board shall designate some regular member to act as Resident Agent to perform legal communications with governmental agencies. If no regular member is able to perform the legal duties required, the Board may authorize the Commodore or Treasurer to employ an agent not otherwise connected to the Association.
3. Any member or group of members may submit items to the Commodore or any member of the Board for presentation at a regular or special meeting of the Board.
4. Through the Secretary and Treasurer, the Board shall cause financial reports and minutes of the meetings of the Board to be maintained as necessary to document the actions and protect the assets of the corporation.
5. Checks or other payments of LMSA funds shall require the signature of the Treasurer or the Commodore or his or her designee.

ARTICLE VI: The Officers of the Association

Section 1: Officers

1. The officers of the Association shall be a Commodore, a Vice-Commodore, a Secretary, and a Treasurer, each of whom shall be elected from among the members of the Board of Directors. Officers shall be elected for a term of one year by a majority vote of the Board of Directors. The Board of Directors, by resolution, may create and define the duties of the officers.
2. The Commodore shall be elected at the Board meeting in the month prior to the annual election, to assume office at the annual meeting. The remaining officers shall be elected at the first meeting of the new Board, to assume office no later than January 1 of the following year.
3. Officers, including the Commodore, may be elected for successive terms during their regular tenure on the board.

Section 2: Delegation of Authority

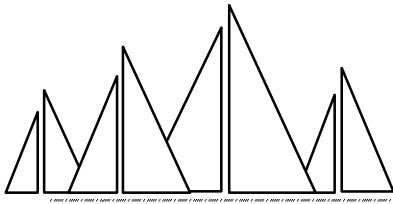
In the absence of any officer of the Association, or for any other reason that the Board may deem sufficient, the Board of Directors by majority vote may delegate the powers or duties of such officer to any other officer or to any Director.

ARTICLE VII: Committees

Section 1: Standing Committees

The following shall be designated as standing committees.

- Social/Racing
- Youth Sailing and Instruction
- Buoy Field



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- Docks
- Earned Credit
- Grounds
- Publications
- The Zephyr

Section 2: Appointment

1. The Commodore shall appoint directorships of standing committees.
2. Each Director may form committees to assist in the performance of the duties required by the function of the office or requested by the Commodore. The term of all committee appointees shall expire with the termination of the term of the Director appointing them.
3. The Commodore may appoint any other committees necessary.

ARTICLE VIII: Flags and Pennants

Section 1: Association Flags

A standard flag of office may be flown by each officer.

Section 2: Association Pennant

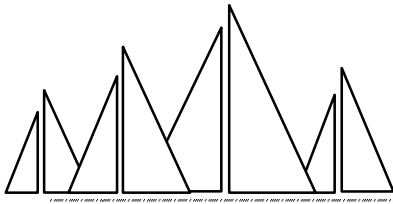
All members of the Association shall have the right to fly the Association Pennant.

ARTICLE IX: Corporate Indemnification

To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or Officer of the Association shall be indemnified by the Association as provided in the Nonprofit Corporation Act of 1991.

ARTICLE X: Dissolution

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for political office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.



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ARTICLE XI: Amendments

The power to make, alter, amend or repeal this Constitution is vested in the Board of Directors by a two-thirds majority vote of the whole board.

This basic edition was approved by unanimous vote of the whole board in regular session on April 8, 1998.

1. Added by majority vote of whole board November 7, 1992. (V, sec 4, (3), (4)).
2. Changed by majority of whole board, December 6, 2000. (III, sec 8, (1), (2)).
3. Changed by majority vote of whole board, February 11, 2009. (V, sec 3, (1))
4. Changed by majority vote of whole board, October 10, 2014. (III, sec 1, (3), III, sec4, (4))
5. Changed by majority vote of the whole board, December 17, 2014. (V, sec7, (2) and (3))
6. Changed by unanimous vote of the board, March 14, 2018 (I; III sec 1, 4, 6, 7, 8; V sec 2)