

# 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**

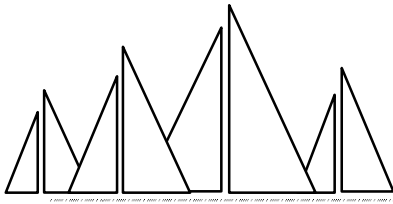
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

### **ARTICLE III: Membership**

#### **Section 1: Classes of Membership**

As per LMSA's Articles of Incorporation, Membership in LMSA shall have three classes of Members as follows:

- 1. Regular Members:** Regular (Voting) Members are those who own and sail their sailboats on Lake Monroe; who pay the LMSA annual membership dues; pay annual fees for LMSA slips, buoys, sailboat or summer dry storage (not including board boat storage). Members granted a "Bye" (as defined in LMSA Rules & Regulations) who continue to pay annual membership dues shall also be considered a Regular Member. Regular Members are accorded voting rights in LMSA and are eligible to serve on the LMSA Board of Directors. Regular Members are entitled to full membership benefits including access to the LMSA Facility, guests and gate key for access during other than normal business hours both during the Summer Season (Spring Harbor Day to Fall Harbor Day) and during off-season from approximately November thru March, and all social events and races. Regular Members include: Single (1 vote), Couple (2 votes), Single Parent Family (1 vote), and Family Membership (2 votes). LMSA Regular Members applications shall be approved annually by affirmative vote of a majority of the Board of Directors.
- 2. Associate Members:** LMSA Associate (Non-Voting) Members are individuals who desire to be associated with LMSA and attend LMSA Social Events including but not limited to attendance at LMSA Social Events and LMSA Youth Sailing Camp races and events, Adult Sailing lessons and other related events. Associate members do not have access to the LMSA Facility other than during social events or sanctioned club activities. Associate Members pay the LMSA annual membership fee. Associate Members are not accorded voting rights in LMSA and are not eligible to serve on the LMSA Board of Directors. Associate Members who desire to regularly utilize the LMSA Facility and be issued a gate key must pay trailer storage, board boat storage, winter storage, or the facility



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use fee. Associate members also include students, family and parents, who join through participation in the Youth Sailing Camp and participants in the LMSA's Adult Sailing Instruction Program

**3. Honorary Members:** The Board of Directors may bestow upon any person an Honorary Membership in LMSA by a two-thirds majority vote. The Board may confer such Honorary Membership annually or for any number of years and waive applicable LMSA Membership fees and Facility Access fees. However, Honorary Membership does not waive any applicable fees for LMSA slips, buoys or storage. Honorary Members are entitled to the LMSA Facility, guests, and gate key for access. Honorary members must pay for a slip, buoy or summer dry storage (not board boat storage) to be accorded voting rights in LMSA and to be eligible to serve on the LMSA Board of Directors.

**4. LMSA Regular and Associate 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. In addition to these Classes of Membership, LMSA shall afford access to the LMSA to the following:

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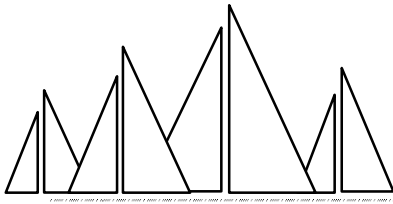
**LMSA USER:** An LMSA User is an individual who owns and operates a sailboat on Lake Monroe and pays LMSA annual fees for access to the LMSA Facility and/or for use of facilities leased or owned by LMSA such as slips, buoys and/or boat and trailer storage. LMSA Users do not enjoy LMSA Member benefits including access to social events. As LMSA facilities must be available to the public as a requirements of the LMSA/Indiana Dept. of Natural Resources Lease, LMSA Users may choose not to join LMSA. LMSA User are entitled to Gate Keys with annual payment of applicable slip, buoy, storage or Facility Use fees.

### 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: Annual Admission to Membership

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



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### Section 4: Privileges of Membership

1. **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.
2. **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.
3. **Regular Members** are eligible to serve on the Board of Directors
4. **Associate Members** who desire to regularly utilize the LMSA Facility and be issued a gate key must pay trailer storage, board boat storage, winter storage, or the facility use fee.
5. **Honorary Members** are entitled to the LMSA Facility, guests, and gate key for access.
6. **Honorary Members** must pay for a slip, buoy or summer dry storage (not board boat storage) to be accorded voting rights in LMSA and to be eligible to serve on the LMSA Board of Directors.
7. **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.

### 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

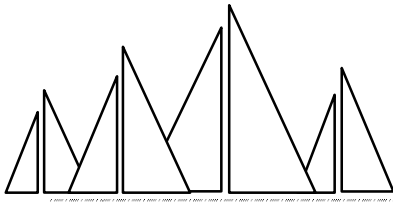
A complete roster of members shall be kept in the form of both printed and electronic formats with contact information (phone and email address) compiled and published annually. Contact information may not be utilized, disseminated or shared in any manner for any purpose not sanctioned in advance by 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



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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.

## **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.

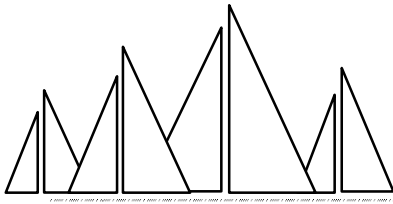
## **ARTICLE V: The Board of Directors**

### **Section 1: Directors**

The Board of Directors shall consist of eleven regular members (or twelve members if the past commodore continues to serve). Each Director shall be elected and shall serve three years. Directors shall be elected each year as terms expire or vacancies occur, 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. Regular Members or Honorary Members (if paying boat storage fees) 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.



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2. If a Member of the Board (except the Commodore) is in the third year of an elected term and is elected Commodore for the following year, he or she shall serve a fourth year on the Board of Directors. In this situation, there shall only be as many new directors elected as are equal to the number of vacancies that exist.

### 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 good standing.

### 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.

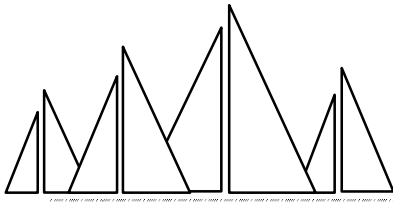
### Section 5: Ex-Officio Non-Voting Members

Ex-Officio Non-Voting Members are individuals whose responsibilities are directly related to the activities and directives of the Board of Directors. By virtue of their responsibilities, they serve to inform the Board on important issues.

1. The General Manager of LMSA shall serve as an Ex-Officio Non-Voting member of the Board.
2. The Board may select individuals to serve as Ex-Officio Non-Voting members of the Board. Individuals shall be selected if they are responsible for areas significant to the operations of LMSA but are not elected board members. Ex-Officio Non-Voting Members may include but not limited to individuals responsible for Racing, The Zephyr, or Buoy Crew.

### Section 6: 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 there of.
2. Any director may participate in any meeting of the Board of Directors by means of a conference



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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 7: 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, excepting as otherwise may be provided for herein.

### **Section 8: Vacancies**

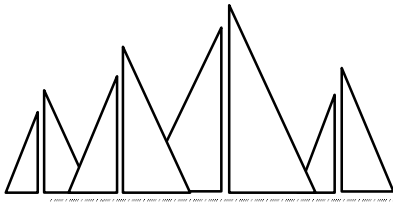
1. Any vacancy occurring in the Board of Directors, caused by death, resignation, expulsion, or otherwise shall be filled by a majority vote of the remaining Directors to complete the remainder of the term. Such replacements may stand for re-election for a full term at the completion of the short term.

### **Section 9: 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 10: 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.



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### 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
- 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.

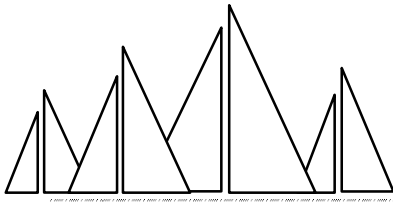
### ARTICLE VIII: Flags and Pennants

#### 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.



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### **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.

### **ARTICLE XI Facilities**

1. Naming & Honorific Plaques: Naming of facilities and honorific plaques must be approved by the Board of Directors. Many club members devote a generous amount of time and money in support of LMSA. Not all project contributions lend themselves to naming and/or a honorific plaque. Therefore, as an equity issue, the Board of Directors should consider the naming of a facility and placement of a honorific plaque only as a special tribute to individual(s) being recognized for exceptional overall contributions to the club and not for individual(s) who work on a specific project. The Board of Directors may also consider naming a facility or a plaque for a single extraordinary financial contribution. Plaques will remain for the life of a facility unless the Board votes for removal.

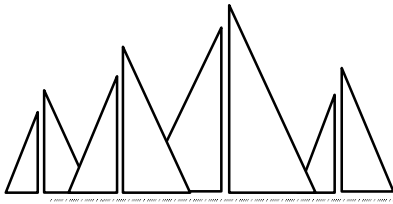
### **ARTICLE XII: Amendments**

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)).





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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)
7. Changed by unanimous vote of the board, October 11,2019 (III sec 1, 3, 4, 6; V sec 1, 2)
8. Changed by two-thirds vote of the Board August 2020, (Article X added)
9. Changed by two-thirds vote of the Board August 2021 (Article V, sec 5 deleted; updated sec 9)
10. Changed by two-thirds vote of the Board December 2021 (Article iii, sec 1 (1))
11. Changed by two-thirds vote of the Board August 2022 (Article V, sec 5.)