BY - LAWS
OF
GREAT LAKES SINGLEHANDED SOCIETY

ARTICLE I - Offices

Section 1. **Principal Office:**

Section 2. **Registered Office:** The registered office of the corporation may be the same as the principal office of the corporation, but in any event must be located in the State of Michigan, and be the business office of the registered agent, as required by the Michigan Business Corporation Act.

Section 3. **Other Business Offices:** The Corporation may have business offices at such other places, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II - MEMBERS

Section 1. **Annual Meeting:** An annual meeting shall be held in the month of January each year, with the time and place to be selected by the Board of Directors.

Section 2. **Special Meetings of Membership:** Special meetings of the membership for any purpose or purposes, may be called by the President or Secretary or by the Board of Directors, and shall be called by the President or Secretary at the request of not less than thirty three and one-third percent (33 1/3%) of all the outstanding current members of the Society entitled to vote at the meeting.

Section 3. **Place of Meeting**: The Board of Directors may designate any place, either within or without the State of Michigan, as the place of meeting for any annual meeting, or for any special meeting called Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Michigan as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Society in the State of Michigan.

Section 4. **Notice of Meeting of Membership:**

A. **Annual Meeting.** At least ten (10) days, but not more than sixty (60) days prior to the date fixed by Section 1 of this Article for the holding of the annual meeting of membership, written or printed notice stating the place, day and hour of the meeting shall be delivered, either personally or by mail, to each current member entitled to vote at such meeting.

B. **Special Meetings.** At least ten (10) days, but not more than sixty (60) days prior to the date fixed for the holding of any special meeting of membership, written notice of the time, place and purpose of such meeting shall be delivered, either personally or by mail, to such meeting. No business not mentioned in the notice shall be transacted at such meeting.

C. **Mailing.** Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the member at his, her, or its address, as it appears on the books of the Society.

D. **Waiver.** Attendance of a person at a meeting of membership, in person or by proxy, shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened.

Section 5. **Closing of Membership Books.** For the purpose of determining members entitled to notice of any meeting of the membership or any adjournment thereof, the Board of Directors of the Society may provide that the membership books shall be closed for a stated period not to exceed sixty (60) days. If the membership books are not closed, and no record date is fixed for the determination of the membership, the date on which notice of the meeting is mailed shall be the record date for such determination of membership, provided that such date shall in no case be more than sixty (60) days prior to the date on which the particular action requiring such determination of membership is to be taken. When a determination of members entitled to vote at any meeting of the membership has been made as provided in this Section, such determination shall applied to any adjournment thereof.

Section 6. **Voting Lists.** The officer or agent having charge of the membership ledger of the Society shall make, at least ten (10) days before each meeting of membership, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, within each series, with the address of each, (which list, for a period of ten (10) days prior to such meeting shall be open at the place where said meeting is to be held and shall be subject to examination by any member entitled to vote at such meeting.) Such list shall (also) be provided and kept open at the time and place of the meeting during the whole time thereof and shall be subject to the inspection of any registered member or his proxy who may be present. The original or duplicate membership ledger or a list shall be the only evidence as to who are members entitled to examine such list or the books of the Society, or to vote in person or by proxy at any meeting of the membership.

Section 7. **Quorum.** A majority of the current membership of the Society entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the membership.

Section 8. **Proxies**. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney. In fact, such proxy shall be filed with the Secretary of the Society before or at the time of the meeting.

Section 9. **Voting of Members.** Each current member of the Society shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership except as the Articles of Incorporation otherwise provide. The term "current" shall mean a member in good standing with dues paid to date.

Section 10. **Waiver of Notice by Members.** Whenever any notice is required to be given to any member of the Society under the provisions of the Articles of Incorporation or under any provision of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram, radiogram, or cablegram sent by them, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.

Section 11. **Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken at a meeting of the membership may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the current members entitled to vote and would constitute the minimum votes necessary to authorize such action at a meeting where all eligible members had voted. Such consent shall have the same effect as a vote of such members and may be stated as such in any Articles of document filed with the State of Michigan.

ARTICLE III - BOARD OF DIRECTORS

Section 1. **General Powers**. The business, property and affairs of the Society shall be managed by its Board of Directors.

Section 2. **Number.** The number of Directors of the Society shall be nine (9). The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws. Any increase in the number of Directors shall be considered a vacancy to be filled by the remaining Directors until the next regular annual meeting of the membership or a special meeting duly called for that purpose and held prior thereto.

Section 3. **Tenure**. The tenure of regularly elected Directors shall not expire until the third annual meeting following their election at the annual meeting of the membership and until their successors shall have been duly elected and qualified, or until their prior death, resignation or removals.

Section 4. **Removal.** At a special meeting of the membership of this Society called for the purpose of removing any Director, such Director may be removed from office by a vote of a majority of all the current members entitled to vote. No more than one meeting of the membership of this Society shall be called for the purpose of removing any individual Director during the term for which he is elected. When any Director is removed, a new Director may be elected at the same meeting of the membership for the unexpired term of such Director removed. If the members fail to elect a person to fill the unexpired term of the Director removed, such unexpired term shall be considered a vacancy on the Board of Directors to be filled by the remaining Directors.

Section 5. **Resignation.** Any Director of the Society may resign at any time with the assent of a majority of the Board of Directors.

Section 6. **Qualifications**. Directors must be current members of the Society.

Section 7. **Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as each annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place, within or without the State of Michigan, for the holding of additional regular meetings, including either voice or video tele-conferencing, as long as each member participating has the ability to hear all other members participating in the call.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the State of Michigan for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the Society in the State of Michigan.

Section 9. **Notice Waiver**. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice, stating the time and place of the meeting delivered personally or mailed or sent by telegram to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United Stated mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting by written statement, telegram, radiogram or cablegram sent by him, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. **Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. **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.

Section 12. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director appointed to fill a vacancy shall be a Director until the expiration of the term of the Director replaced.

Section 13. **Compensation.** By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors.

Section 14. **Presumption of Assent.** A Director of the Society who is present at a meeting of the Board of Directors at which action of any Society matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. **Committees.** The Board of Directors by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors may designate one or more committees, each committee to consist of one or more Directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise those powers recited in said resolution when the Board of Directors is not in the business and affairs of the Society, except action in respect to the fixing of compensation for or the filling of vacancies in the Board of Directors or committees created pursuant to this Section or amend the Articles of Incorporation or By-Laws. The Board of Directors may elect one or more of its members as alternate member, member or members at any meeting of such committee, upon request by the President of upon request by the Chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors or its activities as the Board of Directors may request.

Section 16. **Unanimous Consent without Meeting.** Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of the committee then in office.

ARTICLE IV - OFFICERS

Section 1. **Number.** The officers of the Society shall be a President, Vice-President, a Secretary and a Treasurer, each of whom shall be selected by and from the Board of Directors. The Board of Directors may select a Chairman of the Board and one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Society.

Section 2. **Election and Term of Office**. The officers of the Society to be elected by the Board of Directors shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held immediately following each annual meeting of the membership. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Society would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **Chairman of the Board.** The Chairman of the Board of Directors shall be a Director of the Society. If elected, the Chairman of the Board, or failing his election, the President, shall preside at all meetings of the membership and Directors at which he is present. He shall be ex officio a member of all standing committees and shall be Chairman of such committees as is determined by the Board of Directors. Except as other wise expressly delegated by the Board of Directors or by these By-Laws to other officers or agents of the President of the Society, the Chairman of the Board may sign, swear to, execute, file, certify or acknowledge, in place of the President any documents, instruments, agreements, Articles, statements, certificates, or reports, required or permitted to be signed, sworn to, executed, filed, certified, or acknowledged by the President. He shall have such other powers and duties as may from time to time be prescribed by the By-Laws or resolutions of the Board of Directors.

Section 6. **President.** The President shall be a Director of the Society. The President shall be the principal executive officer of the Society and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Society. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Society as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He shall have authority to sign, execute and acknowledge, on behalf of the Society, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Society's regular business, or which shall be authorized by resolution of the Board of Directors; and except as otherwise provided by law or the Board of Directors, he may authorize the Vice-President or other officer or agent of the Society to sign, execute and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. **Vice-President.** The Vice-President shall be a Director of the Society. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. When more than one Vice-President has been selected by the Board of Directors, only one Vice-President shall be required to be a Director of the Society, but only a Vice-President who is a Director may perform the duties of the President as provided in this By-Law.

Section 8. **Secretary.** The Secretary shall: (a) keep the minutes of the membership and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all the notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Society records and of the seal of the Society and see that the seal of the Society is affixed to all document, the execution of which on behalf of the Society under its seal is duly authorized; (d) keep a register of the post office address of each current member which shall be furnished to the Secretary by such member; (e) have general charge of the membership books of the Society and (f) in general perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. **Treasurer.** If required by the Board of Directors, the Treasurer and any Assistant Treasurer selected by the Board of Directors shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall; (a) have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board or Directors.

Section 10. **Assistants and Acting Officers.** The Assistant Secretaries and Assistant Treasurers, if any, selected by the Board of Directors shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively or by the President of the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally.

Section 11. **Salaries.** The officers shall receive no salaries.

Section 12. **Filling More Than One Office.** Any two offices of the Society except those of President and Vice-President may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE V - CONTRACTS, LOANS, CHECKS, AND DEPOSITS SPECIAL CORPORATE ACTS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Society. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Society, without specifying the executing officers, the President or Vice-President and the Secretary may execute the same and may affix the Society seal thereto.

Section 2. **Loans.** No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issues in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, Director, or members of the Society otherwise than in the ordinary and usual course of the business of the Society and on the ordinary and usual terms of payment and security shall be made or permitted, unless each such transaction shall be approved by a vote of two-thirds (2/3d's) of the members of the Board of Directors, excluding any Director involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next annual meeting of membership and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to the Membership.

Section 3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents, of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositaries as the Board of Directors select.

Section 5. **Voting of Securities Owned by this Society.** Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this Society may be voted at any meeting of security holders of such other corporation, by the President of this Society or by proxy appointed by him, or in the absence of the President and Treasurer, by the Secretary of this Society or by proxy appointed by him. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Society shall be executed in the name of this Society by the President, the Treasurer or the Secretary of this Society, without necessity of any authorization by the Board of Directors, affixation of the Society seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Society shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Society the same as such shares or other securities might be voted by this Society.

Section 6. **Contracts Between Society and Related Persons.** Any contract or other transaction between the Society and one or more or its Directors, or between the Society and any firm of which one or more of its Directors are members or employees, or in which he or they are interested, or between the Society and any corporation or association or which one or more of its Directors are shareholders, members, Directors, officers or employees, or in which he or they are interested, shall be valid for all purposes, notwithstanding the presence of such Directors a the meeting of the Board of Directors of the Society which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such a vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VI - INDEMNIFICATION

The Society shall indemnify any Director or officer, or former Director or officer of the Society or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of any civil, criminal, or administrative action, suit or proceeding in which he is made a party of with which he is threatened by reason or being or having been or because of any act as such Director or officer, within the course of his duties or employment, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties. The Society may also reimburse any Director or officer for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Society that such settlement be made and that such Director or officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former Director or officer, or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Directors or officer may be entitled under any statute, agreement, vote of membership, or otherwise.

ARTICLE VII - DIVIDENDS

Section 1. **Declaration of Dividends**. The Board of Directors may not declare dividends.

Section 2. **Payment of Dividends.** The Society may not pay dividends.

ARTICLE VIII - SEAL

The Board of Directors shall provide a Society seal which shall be circular in form and shall have inscribed thereon the name of the Society and the State of incorporation and the words, "Corporate Seal."

ARTICLE IX - AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted either by the affirmative vote of the members representing a majority of all the current membership, at any annual or special membership meeting, or by the affirmative vote of the majority of the Board of Directors at any regular or special meeting, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings of the Directors. The Directors may make and alter all By-Laws except those By-Laws fixing their number, qualifications, classifications or term of office; provided, that any By-Laws amended, altered or repealed by the Directors as provided herein may thereafter be amended, altered or repealed by the membership.

ARTICLE X - FISCAL YEAR

The fiscal year of the Society shall begin on the 31st day of December in each year.

ARTICLE XI - BUDGET

The Treasurer shall submit to the membership at their annual meeting, a proposed budget of expenditures covering the total anticipated expenditures for the new fiscal year. This budget shall be considered and approved with or without revision at any regular meeting of the members thereafter. The officers and/or Board of Directors and/or any paid employee of the Society shall not obligate the Society in excess of the approved budget.

ARTICLE XII – EVENTS

Section 1. **PHRF Ratings.** Given that roller furling is an advantage to singlehanded sailors, the GLSS will not honor the roller furling credit on any PHRF rating certificate in any of its events.

Section 2. **Powered Winches.** Powered winches, either factory installed, owner/skipper modified or adaptive devices fitted to a winch such as a powered driver are permissible in all GLSS sanctioned events.

Section 3. **Awards.** GLSS shall not give, sell, or otherwise grant, any medallion or award that was created as an award for the successful completion of an event to any individual or entity that did not successfully complete that event.

ADOPTION AND REVISIONS

Revised portions from the previous edition are denoted by a revision bar to the left of the appropriate section.

These By-Laws were adopted as and for the By-Laws of Great Lakes Singlehanded Society, a Michigan Corporation, at the First Meeting of Incorporators and Members and at the First Meeting of the Board of Directors held on the 16th day of June, 1980.

Article III, Section 2 was amended at the AGM by a majority vote on the 24th day of January, 1998 to increase the number of Directors from nine (9) to twelve (12).

Article III Section 3 parts A and B were removed covering initial members tenure. Verbiage was added to set ongoing terms at three (3) years. Article III Section 7 removed "at the same place as the initial meeting of the incorporators". Article III Section 17 was added. These revisions were made by the Board of Directors on the 13th day of December, 2004.

Article III, Section 2 was amended to the AGM by a majority vote on the 5th day of February, 2005 to decrease the number of Directors from twelve (12) to nine (9). Section 2.5 was added at the same time to describe the reduction procedure and future removal of Section 2.5.

Article III, Section 2.5 was removed as prescribed – number of Directors is fixed at nine (9).

Article III, Section 7 was amended by the Board of Directors on the 19th day of January, 2008 to allow for regular meetings to be conducted via voice or video conferencing.

Article XII Section 1 was added at the AGM on 19 January 2008 by a majority vote, which prohibits roller furling credits in any GLSS sanctioned event.

Article XII, Section 2 was added at the AGM on 19 January 2008 by a majority vote, which provides for the use of power winches and powered winch driving devices in all GLSS sanctioned events.

Article III, Section 17 (Awards) was removed and replaced as Article XII, Section 3 at the AGM on 19 January 2008 by a majority vote.

Last revision 1/19/2008