

BY-LAWS

THE CHICAGO T-10 ASSOCIATION

I. NAME AND PURPOSE

- 1.1 The name of the association is: The Chicago T-10 Association, Chartered as Fleet 2 of the National T-10 Class Association (the "Fleet").
- 1.2 The Fleet is an association of yachtsmen created to foster local level and national level yacht racing in T-10 one-design offshore racing sailboats ("T-10s" or when used singularly "T-10"), particularly in the Chicago area and in the Lake Michigan Sail Racing Federation ("LMSRF") Area III.
- 1.3 All T-10s racing in Fleet Approved Races are subject to the rules set for the in "The Local Rules of the Chicago T-10 Association (the "Local Rules"). All terms defined in the Local Rules shall have the same meaning as in these By-Laws.

II. MEMBERSHIP

- 2.1 The Fleet shall consist of two classes of members: Regular Members (any owner or partner of a T-10 or any bona fide charterer) and Associate Members (others).
- 2.2 For skipper eligibility purposes, a Regular Membership shall automatically cover an owner, spouse, and other direct relatives (sons, daughters, parents, step and non-step). Non-related partners are required to become a Regular Member to be eligible to skipper.
- 2.3 A crew of a T-10 or any other interested person may apply to become an Associate Member of the Fleet.

III. ELECTED OFFICERS

- 3.1 The elected Officers of the Fleet shall be and rank as follows:
 - Fleet Captain
 - Secretary
 - Treasurer
 - Fleet Measurer
- 3.2 The four Officers shall be elected at the Annual Fall Fleet Meeting and shall hold office until the next Annual Fall Fleet Meeting or until their successors have been elected.
- 3.3 The Fleet Captain shall be the chief executive of the Fleet. He or she shall preside at all Fleet Meetings and all meetings of the Board of Directors. He or she shall have and shall exercise general charge and supervision of the business and affairs of the Fleet. In addition to the Treasurer he or she may receive and endorse for collection on behalf of the Fleet checks and other negotiable instruments and shall sign similar instruments issued by the Fleet in such manner as shall be designated by the Board of Directors.

- 3.4 The Secretary shall keep the minutes of all Fleet Meetings and all meetings of the Board of Directors. He or she shall issue notices of meeting, act as custodian and keeper of the Fleet records and prepare and sign correspondence and documents in such manner as shall be designated by the Board of Directors. The Secretary shall perform such other acts and duties as may from time to time be delegated to him or her or as to which he or she may be directed by the Board of Directors. In the absence of the Fleet Captain, the Secretary shall perform the duties of Fleet Captain.
- 3.5 The Treasurer shall receive and endorsed for collection on behalf of the Fleet checks and other negotiable instruments, and shall sign similar instruments issued by the Fleet in such manner as shall be designated by the Board of Directors, and shall perform such other acts and duties as may from time to time be delegated to him or her or as to which he or she may be directed by the Board of Directors. The Treasurer shall have charge of the accounting and financial records of the Fleet and shall present whenever so requested by the Board of Directors a detailed account showing the financial condition of the Fleet.
- 3.6 The Fleet Measurer shall supervise the Annual Sail Measuring(s) and shall arrange or verify other measurements as required. The Fleet Measurer shall also coordinate with the National T-10 Class Association Measurer on National Class Rules questions or issues. Additionally, the Fleet Measurer shall issue interpretations of the Local Rules and arrange for their publication in a timely manner. The Secretary shall keep a permanent register of all such interpretations.

IV. BOARD OF DIRECTORS

- 4.1. The Board of Directors shall control, administer, and manage all of the business, affairs, and activities of the Fleet.
- 4.2. The Board of Directors shall consist of no more than twelve (12) members: the four (4) elected Officers; the immediate past Fleet Captain; any representative to the National T-10 Class Association and representatives from the major Chicago harbors and yacht clubs; all of whom shall be appointed by the four elected Officers. This group shall collectively be referred to as the Board of Directors.
- 4.3. Appointed Directors shall be appointed immediately after each Annual Fall Fleet Meeting and shall hold office until the next Annual Fall Fleet Meeting or until their successors have been appointed.
- 4.4. The Board of Directors shall appoint the Fleet's representatives to yachting associations including, without limitation, the LMSRF and similar associations and organizations.
- 4.5. Any Officer or Director who shall have been absent from three (3) consecutive scheduled meetings of the Board of Directors without excuse shall be deemed to have resigned and the position held by such Officer or Director shall thereupon be declared vacant. If any position becomes vacant prior to the Annual Fall Fleet Meeting, the Board of Directors shall fill the vacancy. Any person appointed to fill a vacancy shall complete only the un-expired term of his or her predecessor.
- 4.6. The Fleet Captain or any three (3) Directors may call meetings of the Board of Directors upon seven (7) days notice. Said notice may be waived either orally or by attendance.
- 4.7. At any meeting of the Board of Directors a quorum shall be constituted by attendance of fifty-one percent (51%) of the Directors. Decisions shall be governed by a plurality vote with

the Fleet Captain empowered to break ties if necessary.

V. FLEET MEETINGS

- 5.1 Fleet Meetings may be scheduled by the Board of Directors or upon the written request of no less than twelve (12) members giving at least ten (10) days written notice by Mail or Email. At any meeting a quorum shall be constituted by attendance of thirty-three percent (33%) of the Regular Members in good standing present in person or represented by proxy; provided, however, that in the event that less than thirty-three percent (33%) of the Regular Members in good standing are in attendance and fifty-one percent (51%) of the Directors are in attendance, then a quorum shall be deemed to be constituted.
- 5.2 Only Regular Members in good standing shall be eligible to vote at any Fleet Meeting.
- 5.3 Each Regular Member may vote in person on ballots which from time to time may be circulated or by proxy appointed by an instrument in writing duly executed and dated no less than ten (10) days prior to the Fleet Meeting by such Regular Member, subject to the restriction that only one vote per T-10 shall be counted. Multiple owners of a T-10 must specify which owner shall vote. An emailed proxy shall be deemed to be "in writing duly executed" as long as the email is from a recognized email address of the Regular Member who is issuing the proxy.
- 5.4 Voting by mail or email, shall be by ballot received by the Secretary, prior to the Fleet Meeting and delivered in person by U.S. Mail, email, or facsimile.
- 5.5 All elections shall be governed and decided by the affirmative vote of a majority of the Regular Members entitled to vote. After the close of the local sailing season the Board of Directors shall call an Annual Fall Fleet Meeting.

VI. ELECTIONS

- 6.1 The four Officers shall be elected at the Annual Fall Fleet Meeting. Any Fleet member who wishes to serve during the coming year as an Officer shall advise the Secretary prior to the meeting or arrange to be nominated from the floor at the Annual Fall Fleet Meeting.
- 6.2 Prior to the Annual Fall Fleet Meeting the Fleet Captain shall appoint an Election Committee, which shall consist of three judges. The Election Committee shall count all votes and certify the results of the election.
- 6.3 Only Regular Members in good standing shall be eligible for election to Fleet office or appointment to the Board of Directors.
- 6.4 Any Fleet member who wishes to serve during the coming year on the Board of Directors in an appointed position shall advise a Fleet Officer during or after the Annual Fall Fleet Meeting.

VII. AMENDMENTS

- 7.1 These by-laws and the Local Rules may only be revised, supplemented, canceled, altered, amended or repealed, in whole or in part, as follows:

a. by the affirmative vote of a majority of the Regular Members entitled to vote at any Fleet Meeting at which a quorum is present or represented subject to the restriction that only one vote per T-10 shall be counted provided notice of the proposed revision, supplement, cancelation, alteration, amendment or repeal is contained in the notice of such Fleet Meeting:

or

b. by mail or e-mail ballot received prior to the specified return date by the Secretary, which ballot is delivered in person by U.S. Mail, e-mail, or facsimile from thirty-three percent (33%) of the Regular Members in good standing, subject to the restriction that only one vote per T-10 shall be counted, whereby an affirmative vote is received from the majority of those Regular Members. If less than thirty-three percent (33%) of the Regular Members in good standing return said ballots, the Fleet shall be deemed to have appointed the Board of Directors as its proxy to decide on such proposed revision, Supplement, Cancellation, Alteration, amendment or repeal in accordance with Article IV of these By-laws.

April, 2009