

ARTICLE I

The name of the corporation is the **AMERICAN SAILING INSTITUTE**.

ARTICLE II

The fiscal year of the institute shall end on the last day of October each year and the books of account of the Institute shall be closed as of that date each year.

ARTICLE III

The purposes for which the corporation is organized are as follows:

- A. To provide educational training in seamanship, water survival, boating safety, federal and state laws regarding boating equipment and operation, piloting, marlinspike, boat maintenance and small boat sailing and handling through classroom lectures, seminars, panel discussions and on-water instruction.
- B. To provide training regarding the hazards of small boat sailing and weather conditions in order to permit individuals to learn to survive in open waters during hazardous conditions and changing weather conditions.
- C. To develop and maintain a series of interrelated courses to be given on a regular and continuous basis, on the foregoing subjects.
- D. To train and develop a faculty for the purpose of teaching the foregoing subjects.
- E. To receive and maintain a fund and real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes, and to give funds and property from time to time to organizations which are organized and operated exclusively for one or more of the purposes described above.

To aid in the formation and establishment of local policies and practices designed to conserve, restore, protect and regulate the natural resources of the lakes and waters of the State of Michigan, provided, however, that political activity is expressly forbidden.
- G. To acquire, by purchase, gift, devise, lease, trade or otherwise real and personal property to aid in carrying out any purpose of the corporation under such terms, conditions, and limitations as the donors thereof may prescribe, if the trustees in their discretion are of the opinion that acceptance of such gifts will further the purposes for which the corporation was created and will not interfere with the general purposes thereof or disrupt the essential characteristics of the corporation.
- H. To do such other things and perform such acts as the board of trustees may determine to be appropriate or incidental to its purposes.
- I. In furtherance of its general purposes, to exercise all powers conferred upon non-profit corporations by law, including, without limitation, to own and dispose of real and personal property and interests therein, to make contracts and to receive and disperse gifts and grants.

ARTICLE IV

MEMBERSHIP

- A. Membership in this sailing institute shall be available to all who wish to join.
- B. Each member shall be entitled to one vote at any membership meeting.
- C. The board of trustees will establish the qualifications required of members for the various sailing skills.
- D. *ASI respects and affords all individuals and entities, without bias, equal opportunity and rights regardless of race, creed, religion, national origin, ancestry, age, sex, sexual orientation or marital status. ASI will only conduct business with those who subscribe to the same principles and practices.*

ARTICLE V

MEMBERSHIP MEETINGS

- A. Robert's Rules of Order shall govern all meetings of the institute.
- B. The annual meeting of the members shall be held no later than the second Wednesday in December each year at a place and time designated by the board of trustees. Notice in the organization's bulletin or monthly newsletter will be considered due notice to members regarding the meeting.
- C. Special membership meetings may be called by the board or shall be called upon written petition by 20% of the membership.
- D. The president shall preside at all institute meetings.
- E. Five percent of the membership or thirty members shall constitute a quorum at any membership meeting. A majority of the trustees must be present to constitute a trustees meeting.
- F. The election of members to the board of trustees for the available vacant seats shall take place at the annual membership meeting each year.
- G. The board of trustees shall establish the election procedures, the use of absentee ballots, nominations from the floor, and notices of the election to the members prior to the meeting.

ARTICLE VI**BOARD OF TRUSTEES**

- A. The board of trustees shall consist of nine (9) regular members.
- B. The term of each trustee shall be three years. Each year three trustees shall be elected for terms of three (3) years. All trustees shall serve until their respective successors have been elected and qualified.
- C. On the first election held upon the institute's organization the three trustees receiving the most votes serve for three years, the next three trustees receiving the most votes serve for two years, and the next three trustees receiving the most votes serve for one year. From then on, three trustees will be elected for three year terms.
- D. When a vacancy occurs on the board of trustees, the remaining trustees shall fill the vacancy by appointment.
- E. The trustees shall hold at least one regularly scheduled meeting per quarter and shall meet at other times, when duly called by the president.
- F. The board of trustees' primary function is to manage the activities, programs, purposes, business and property of the institute.
- G. The board of trustees shall elect all officers.
- H. The board of trustees shall prepare and approve an operating budget for the ensuing year by the end of March of each year.
- I. The board of trustees shall, through its officers, approve the hiring and supervision of all employees.
- J. No compensation shall be paid to the trustees for their services as trustees. The secretary and treasurer may be paid a stipend, as provided by the board of trustees, for their services in an administrative capacity to the institute.
- K. It shall be the responsibility of the board to have published a regularly scheduled newsletter or bulletin outlining the institute's activities and programs.
- L. The board of trustees will establish the fee schedule for the various instructional programs needed to support the use of the different classes of sailing vessels.
- M. The board will designate the various sailing skill ratings, and also, yearly establish the rating fee schedule and instructional programs at these sailing skill ratings.
- N. The board will plan for, anticipate, and allow for the orderly transfer from one skill rating to another, higher or lower, and to allow, at its discretion, to reinstate a lapsed membership or sailing skill rating upon proper application.
- O. The board must recognize at all times in its planning and administration of the sailing program that it must maintain an experienced faculty of sailing instructors to carry out the basic purposes of the institute.

ARTICLE VII

OFFICERS

- A. The officers of the institute shall be a president, a vice-president, secretary, and a treasurer.
- B. The officers shall be elected for a one year term, by the board of trustees at a meeting held after the annual membership meeting.
- C. The president shall preside at all meetings and shall be the executive officer of the institute. The president will appoint all committees and committee chairpersons with the advice and consent of the board of trustees.
- D. The vice-president shall assist the president in the discharge of his/her duties and in the president's absence, shall succeed to the functions and duties of the president.
- E. The secretary shall maintain or have maintained an accurate list of all members, shall maintain a record of the proceedings of all meetings of the institute, shall make a report of the status of the institute at the annual membership meeting and shall conduct the election of trustees, in accordance with procedures approved by the trustees.
- F. The treasurer shall maintain an adequate bookkeeping system to receive and disperse all funds and to properly account for and to report thereon. He/she shall comply with the policies and procedures regarding funds, budgets, and financial reports as established by the board of trustees.
- G. Officers and employees having custody and control of funds shall be bonded at the expense of the institute and in amounts as fixed by the board of trustees.

ARTICLE VIII

AUDITS

The books and records of the institute shall be audited annually as directed by the board of trustees.

COMMITTEES

- A. The following standing committees shall be established:
 - 1. Operation and administration (with the following subcommittees):
 - a. Instruction
 - b. General sailing
 - c. Maintenance
 - 2. Finance, insurance, and legal
 - 3. Membership and public relations
 - 4. Nominations

- B. Other committees may be established by the board as deemed necessary for the management and operation of this sailing institute.

ARTICLE X

AMENDMENTS

- A. These bylaws may be altered, amended, or repealed by the membership at an annual meeting or at a special meeting of the membership called for that purpose. To change the bylaws requires a 2/3 favorable vote of all members voting at a meeting called for that purpose.

- B. A majority of the board of trustees may propose a change or addition in the bylaws. Any 20% of the members may propose in writing a change or addition to any article in the bylaws.

- C. All members must be notified by mail of any proposed change in the bylaws ten days before a meeting is to convene to consider such bylaw change.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify its present and past trustees, officers, employees, agents, committee members and volunteers to the full extent that it has the power to do so and in the manner permitted under, and subject to the limitations of the Michigan Non-Profit Corporation Act.

ARTICLE XII

LIQUIDATION

In the event of liquidation, after the payment of all liabilities and expenses, any remaining assets shall be contributed to another charitable organization