

**REVISED AND RESTATED**  
**ARTICLES OF INCORPORATION OF THE**  
**EDISON BOAT CLUB**

RESOLVED that the Articles of Incorporation are hereby revised and restated as follows:

On January 9, 1937, the incorporators, forming a non-profit corporation, signed the original Articles of Incorporation. The original name of the corporation was Edison Boat Club. The articles were last amended November 16, 2012, and are hereby further revised and restated as of this date. This corporation is formed under the Michigan Corporation Statute, Act 327 of 1931 (MCL 450.98) and operates now under the Michigan Non-Profit Corporation Statute, Act 162 of 1982 (MCL 450.2001).

**Article I – Name of the Corporation**

The name of this organization is "Edison Boat Club", hereinafter called the "Club".

**Article II – Purposes of the Club**

The purpose or purposes for which the corporation is organized are: to encourage and aid members in improving their knowledge and skill in sailing, power boating, and other sports; to perpetuate the traditions of amateur yachting; to promote sociability among members and guests; and to carry on such other activities as will attain these objectives.

**Article III—Corporate Organization and Assets**

Section 1: The Club shall be incorporated on a non-stock basis.

Section 2. The assets of the corporation as of June 4, 2020 include no real property. The Club has personal property and cash totaling \$240,000

Section 3: The Club is financed under the following general plan. An initiation fee shall be determined and membership dues and charges periodically assessed by the Board of Directors as specified in the By-Laws as well as by revenues from social functions and other club sponsored activities.

Section 4. The Club is organized on a membership basis.

**Article IV- Registered Agent and Office**

Section 1. The name of the Club's registered agent is Gary Hancock.

Section 2. The mailing address of the Club's registered office is  
1212 Bishop Road, Grosse Pointe, Mi. 48230

## **Article V—Term of Corporate Existence**

The term of the corporate existence is perpetual.

## **Article VI- Membership**

The Edison Boat Club is a social club and is open to all residents of the United States and the Province of Ontario, Canada. All members must be approved by the Board of Directors as specified in the By-Laws.

## **Article VII-Administration**

Section 1: The affairs of the Club shall be administered by a Board of Directors of nine (9) members, three (3) to be elected each year for a term of three (3) years, in the manner provided by the By-Laws of the Club.

Section 2: A Commodore, a Vice Commodore, a Rear Commodore, a Treasurer, and a Secretary shall be elected by and from the Board of Directors for a one year term.

Section 3: Vacancies on the Board of Directors shall be filled by a majority vote of the remaining directors. Any person so elected shall serve until the next Annual Election of the Club, at which time, the membership shall elect a director to serve the remainder of any unexpired term.

Section 4. No contract or other transaction between this Club and any other person corporation or firm and no act of the Club shall in any way be affected or invalidated by the fact that any of the Club's directors are financially or otherwise interested in, or are directors or officers of such other corporation or firm, may be party to, or may be financially or otherwise interested in any contract or transaction of this Club, provided that the fact such director or their firm that is so interested shall be disclosed in the minutes of this Club prior to any contract or transaction being authorized. Any director of this Club who is so interested may be counted in determining the quorum at any meeting of the Board of Directors of this Club, which shall authorize any such contract or transaction, provided however such director may not vote to authorize any such contract or transaction.

Section 5. The Club shall, to the fullest extent now or hereafter permitted by law, indemnify any director, officer, or agent of the Club who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or procedure by reason of the fact that such person is or was a director, officer, or agent of the Club, against judgments, fines, and amounts paid in settlement or expenses (including attorneys' fees--which expenses may be paid by the Club in advance of the final disposition such action, suit, or proceeding as provided by law) actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person reasonably acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Club or its members. This indemnification right shall also apply with respect to any threatened criminal action or proceeding if such person had no reasonable cause to believe their conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a director or officer of the Club. Any indemnification after such person ceased to be a director, officer, employee, or

agent of the Club shall inure to the benefit of the heirs, executors, and administrators of such person. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Edison Boat Club existing immediately prior to such repeal or modification.

Section 6 The present Board of Directors is:

Commodore Karen Bourdage ,Vice Commodore Robert Bacyinski, Rear Commodore Clemmie Marshal, Treasurer PC Darlene Husband, Secretary John Loftus , Director PC Wendell Brown, Director Robert Bailey, Director Joseph Sharp, Director Kelly Federly. The above can be reached at the Registered Agents address.

### **Article VIII - Meetings**

Section1. An Annual Meeting of the Club shall be held each year.

Section 2: Special meetings of the Club may be called by the Commodore, a majority of the Board of Directors, or upon petition signed by not less than ten percent of the members in good standing.

Section 3: Ten percent of the members in good standing as of the date of the meeting shall constitute a quorum for the transaction of business. A quorum shall not be required for receiving the results of an election.

### **Article IX- By-Laws**

By-Laws shall be adopted by the Board of Directors, and may be amended at any meeting thereof, provided that the full Club membership has been notified in writing at least ten (10) days prior to such meeting of the proposed By-Laws and/or amendments.

### **Article X-Rules of Order**

Roberts Rules of Order, revised, shall govern Club meetings in all cases in which they are applicable, provided they are not inconsistent with the By-Laws or special rules of the order of the Club. When Robert's Rules of Order are incompatible, the Commodore shall rule.

### **Article XI-Amendments**

Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors, or by petition presented to the Secretary and signed by not less than ten percent of the members in good standing. The Secretary shall, at least ten days prior to a regular or special meeting of the Club submit to the members, in writing, such proposed amendments, together with the names of the sponsors. A two-thirds affirmative vote of the members returning their ballot within a prescribed time shall be required for approval.

## CERTIFICATION

The undersigned, as Secretary of this organization, hereby certifies that the above Revised and Restated Articles of Incorporation of the Edison Boat Club were duly adopted at a meeting of the Membership held on a date to be determined(TBD) at a General Membership Meeting which was properly called, noticed and convened, with a quorum present, and that these resolutions have not been amended or rescinded in any way.

Corporate Seal



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John Loftus, Secretary

Dated: TBD