

# M-20 SAILING ASSOCIATION BY-LAWS

*Please note: these are the proposed by-laws, and are subject to change and approval.*

## ARTICLE I – NAME AND PURPOSE

This organization shall be known as the M-20 SAILING ASSOCIATION, hereafter referred to as the Association, whose purposes are to promote and govern M-20 yacht racing and related activities for the benefit and enjoyment of its members.

## ARTICLE II – INCORPORATION

The Association shall be incorporated as a Without Stock and Not for Profit Corporation under the statutes of the state of Wisconsin and duly recorded with the Registrar of Deeds, Walworth County.

## ARTICLE III – BUSINESS YEAR

The Business/fiscal year of the M-20 Sailing Association shall be the calendar year. All elected officers and appointed committee members shall serve in calendar periods.

## ARTICLE IV – MEMBERSHIP

There shall be four categories of membership; Life, Regular, Associate and Honorary. All bona-fide owners, charterers, and skippers of M-20 yachts are eligible for Life or Regular membership. Others interested in the affairs and welfare on the Association are eligible for Associate membership. Honorary and Associate membership shall not include voting privileges. Members in good standing are those whose current dues are paid. Any member found guilty of extreme misconduct may be expelled by a two-thirds majority vote of the full membership of the Board of Directors.

## ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall determine policy for the conduct of the Association's affairs. It shall consist of the current elected officers, the immediate-past Commodore, Regional Directors, and one member from each registered Fleet of 5 or more Life or Regular members in good standing. The Chairman of the Board of Directors meetings, should be the highest ranking officer present. Five members constitute a quorum. The Board of Directors shall meet at least once annually at the time of the annual meeting, and otherwise at the call of the Commodore or of any three Board Members. Vacancies among elected officers shall be filled by a vote of the remaining Board members. Replacement of the Board members designated by Fleets shall be by action of those fleets.

## ARTICLE VI – OFFICERS

The elected officers of the Association shall be the Commodore, Vice Commodore, and Rear Commodore. Secretary and Treasurer duties shall be performed by an appointed Executive Secretary. The duties of the officers shall be those normally expected of the officers of a voluntary, not-for-profit organization. The Commodore is chief executive of the Association and as such reports directly to the Board of Directors. Other officers in turn are responsible to the Commodore. Officers shall be elected annually at the Annual Meeting and shall take office on the following January 1. No members may retain a particular Flag Officer position for more than four consecutive years.

## ARTICLE VII – EXECUTIVE SECRETARY

The Executive Committee shall appoint an Executive Secretary to perform the duties of Secretary and Treasurer, as well as other duties assigned by the Commodore. Such appointment includes no voting privileges unless the appointee is a Life or Regular member of the Association. The appointment may be terminated at any time by the action of the Executive Committee. The Executive Committee shall determine the rate of compensation for the Executive Secretary. There shall be no limits to succession in this office.

## ARTICLE VIII – COMMITTEES

- A) Executive – The Executive Committee shall consist of the three elected officers and the immediate past Commodore. The current Commodore shall be Chairman. The committee shall conduct the Association's affairs, delegating duties as it deems proper. The commodore or any two members may call for a meeting of the committee. Three members constitute a quorum.
- B) Rules – The Rules Committee shall have the same membership as the Executive Committee. The current Vice-Commodore shall be chairman. The Rules Committee shall consider all proposals for amendments to the Class rules, including Measurement and National Championship rules. Three members constitute a quorum.
- C) Membership – The Membership Committee shall consist of three members, appointed by the Commodore, whose duties are to promote interest in M-20 sailing and membership in the Association. Two members constitute a quorum.
- D) Technical – The Technical Committee shall consist of three members, appointed by the Commodore, each to serve three years with terms expiring in consecutive years. The Technical Committee shall keep abreast of technological developments, and be responsible for interpreting and advising the Commodore on items pertaining to the plans and specifications, and review all resolutions involving changes to the plans and specifications. In addition, it shall conduct special studies as directed by the Commodore. Two members constitute a quorum.
- D) Nominating – The Nominating Committee shall consist of the last three available past Commodores who are active Association members. The most immediate past Commodore shall be chairman. The committee shall nominate at least one person for each elected office prior to the Annual Meeting. Nominations shall be announced in the notice of the Annual Meeting and mailed to all Association members at least fifteen days in advance of the date of the elections.
- E) Ad Hoc – The Commodore may appoint ad hoc committees as the need arises and disband them when their work has been completed.

## ARTICLE IX – MEETINGS

An Annual Meeting of the membership shall be held during the National Championship Regatta. The time and place of the meeting will be announced in the notice of the National Championship Regatta and mailed to all members in good standing at least fifteen days prior to the date of the meeting. Such notice shall include an absentee ballot, to be signed by the member, and forwarded to the Executive Secretary for tabulation at the Annual Meeting. Other meetings of the membership may be scheduled by the Commodore upon written petition signed by at least twenty percent of the membership, or upon the direction of the Board of Directors. Such meetings must be announced by mail to the membership at least fifteen days prior to the meeting date. Twenty-five members in good standing, present, shall constitute a quorum at all membership meetings. Roberts' Rules of Order shall govern meetings.

## ARTICLE X – ELECTIONS

Association Officers shall be elected at the Annual Meeting from a recommended slate proposed by the Nominating Committee. Nominations, made by the Nominating Committee, shall be prominently posted no later than the first day of the regatta at which the Annual Meeting is being held. Any member wishing to make a nomination from the floor of the Annual Meeting may do so.

## ARTICLE XI – FINANCIAL REPORTS

A report of all income and expenditures for the preceding year shall be provided to the membership, in writing, prior to March 1 of each year. At each Annual Meeting the Executive Secretary shall present a current report of income and expenditures, including comparative information for the two preceding years as of the same appropriate date.

## ARTICLE XII – ASSOCIATION RULES

Rules governing construction and measurement of yachts, sails, and related equipment, and rules governing the conduct of the National Championship Regatta shall be published and made available to all members and interested parties. Proposals for rule changes shall be reviewed by the Rules Committee, and its recommendations published in the class newsletter at least 60 days prior to a final vote on the proposals. If the vote is by mail, then a second newsletter shall be published at least 30 days after the first newsletter in which the proposal was made, and any written comment received by the Executive Secretary concerning the proposed rule shall be published in said newsletter. A final vote on each proposal will be taken at the Annual Meeting or by mail ballot, mailed to the last known address of each Regular and Life member in good standing by the Executive Secretary. Ballots shall be mailed after publication of the second consecutive newsletter in which the rules proposal is addressed. Ballots mailed shall be returned within 30 days of mailing. Amendments to any published proposed rules may be made at the time of the Annual Meeting. A 2/3 majority of the voting members in good standing, at the Annual Meeting, or 2/3 majority of the active members in good standing voting by mail ballot, is required to approve a proposal. Rule changes become effective 30 days from the date of the approved Rule changes in the class newsletter.

Alterations or deviations from the By-Laws, Rules or plans of the M-20 Sailing Association shall not be made on short notice. The Rules Committee shall be the governing authority on all such revisions and will obtain approval from the Board of Directors regarding and alteration and date of enforcement. Proposals regarding revisions to Association By-Laws, Rules or plans must be processed as outlined in these By-Laws or the Class Rules.

## ARTICLE XIII – FLEETS

A Fleet Charter may be granted, by the Association. Upon written application by three or more Life or Regular members with three or more registered M-20 yachts regularly raced at a common location. A Fleet Charter certificate shall be provided to these members upon approval of the application by the Board of Directors. Each fleet will be registered by the Executive Secretary. Fleets of five or more Life or Regular members in good standing are entitled to designate a fleet member to the Board of Directors.

#### ARTICLE XIV – SANCTIONED REGATTAS

Any club or fleet that wishes to host a sanctioned M-20 regatta must receive sanction for the event from the Association. A regatta for M-20 yachts shall be designated as “sanctioned” by the Board of Directors if, in their judgment, the regatta can be expected to be conducted in accordance with the high standards of race management and regatta organization, and at a time and place appropriate for a good contest of sailing skill and enjoyment of contestants.

Invitations by clubs or fleets to host a sanctioned regatta shall be presented to the Association at the Annual Meeting in the year prior to the scheduled event. All regatta dates and locations shall be affirmed and announced by the Board of Directors no later than January 1 for each year. Criteria for selection of regatta sites shall include, but not be restricted to, yacht club or fleet regatta organizational experience, expected wind and weather conditions, water temperature and entry fees.

Upon completion of a sanctioned regatta, the host club shall forward to the Executive Secretary, a complete and legible account of the event. The regatta account shall include all membership sanction fees collected, the number and name of each yacht entered, name and address of each skipper and crew, individual race results as well as the overall final regatta results and a brief narration of the event.

Association membership requirements for participants in sanctioned regattas shall be described in the Championship and Sanctioned Regatta Rules – Eligibility.

#### ARTICLE XV – DUES

Dues shall be determined by the Board of Directors. All members, other than Life or Honorary members, shall pay non-refundable annual dues. Membership dues apply only to the calendar year in which they are paid or designated for. Annual dues shall be payable on January 1 of each year. Life membership dues shall be determined by multiplying the current Regular membership dues by ten.

#### ARTICLE XVI – AMENDMENTS

The By-Laws may be amended at any Annual Meeting by a 2/3 majority vote of the members in good standing present or represented by absentee ballot, provided that proposed amendments are mailed to the membership at least fifteen days prior to the meeting and that such proposals have been made by action of the Board of Directors, Executive Committee, or five or more members in good standing.

## ARTICLE XVII – REGIONS AND REGIONAL DIRECTORS

The Association shall be divided into five geographical regions for the purpose of organization and communication. The Regions shall be defined as follows:

Region 1 – Wisconsin & Illinois

Region 2 – Minnesota & Iowa

Region 3 – Texas, Oklahoma, Kansas, Colorado and California

Region 4 – Mississippi, Alabama, Georgia, South Carolina and Florida

Region 5 – Indiana, Ohio, Michigan, Pennsylvania, New York and Eastern Canada

These defined regions may be modified as the need arises by the Board of Directors.

Each Region shall have an appointed Director who shall assume the following responsibilities: monthly contact with each fleet in the region, promotion of the Association to prospective boat owners/members, and written quarterly reports of Regional activity forwarded to the Executive Secretary.

The Association will provide each Regional Director with initial contact persons for each fleet in his region, Association stationary, a current Association membership roster and log, current copies of the Association By-Laws and Rules and approved Association forms and promotional literature.

Regional Directors shall be nominated by the Executive Committee and appointed every three years by the Board of Directors at the Annual Meeting. Each Regional Director will have a position on the Board of Directors.