

International Laser Class Association
North American Region
By-laws

Article I. Corporate Name

Section 01 The name of the corporation shall be: The International Laser Class Association - North American Region (ILCA-NA) (hereinafter referred to as the Association).

Article II. Purpose

Section 01 The purpose of the Association shall be charitable and educational, and it is formed and shall operate exclusively to foster national and International amateur sports competition (specifically in the area of sailing Laser Class sailboats) with no part of its activities involving the provision of athletic facilities, all as provided within the meaning of section 501(c) (3) of the internal revenue code of 1954 as amended.

Section 02 The governance of the Association shall be in accordance with the Constitution of the International Laser Class Association (ILCA) and these by-laws.

Section 03 The Association's goals include but are not limited to:

- (a) To provide a medium for exchange of information among members of the Association and education to the general public on sailing and racing small one-design sailboats.
- (b) To promote the development of Laser Class racing within the North American Region as defined by ILCA World Council.
- (c) To encourage and foster the enjoyment of the sporting and recreational aspects of sailing through the development of Fleets and Districts within the North American Region and the organization of sailing events within that region.
- (d) To work with the International Sailing Federation ("ISAF"), and the national authorities of the North American Region to promote sailing at every level, including Olympic competition.

Article III. Offices

Section 01 The principal office of the Association shall be located in Annapolis, MD, USA.

Section 02 The Association may move its principal office from time to time, as the Board of Directors (Executive Committee) may appoint. Nothing in these by-laws shall prevent the office of the Association from relocating to another country in the region, if the Association so wishes, and in that event, the by-laws and the legal identity of the Association shall, if necessary, be

modified to suit the laws of that country as long as the intent of by-laws is upheld. Based on any such move, these by-laws will be updated with out further ratification.

Article IV. Government

Section 01 Organization - the Association shall consist of those ILCA Districts within the North American Region as defined by the ILCA World Council in accordance with the ILCA Constitution. The District Chairmen shall form a legislative body that will elect members of an Executive Committee who will manage the affairs and business of the Association. The District Chairmen may also have other duties as outlined by these by-laws or assigned, from time to time, by the Executive Committee, and may also serve in an advisory capacity to the Executive Committee. For the purposes of the Association, the term "District Secretary" may be used in place of "District Chairman" when a District does not have an officer separately identified as District Chairman.

Section 02 Management - the business and affairs of the Association shall be managed by an Executive Committee composed of the following officers:

- (a) Chairman (or President) – the Chairman shall preside at meetings, serve as Chairman of the Executive Committee and be empowered to sign legal documents at the direction of the Committee. The Chairman shall also serve as the ILCA Regional Chairman for the North American Region.
- (b) Vice Chairman (or Vice President) - the Vice Chairman shall act in the place of the Chairman in the event of their inability or refusal to act, and in addition the Vice Chairman shall have prime responsibility on the Executive Committee for coordinating the major regional championships, grand prix series, Olympic and world qualifying events. The Vice Chairman shall also serve as the ILCA Regional Vice Chairman for the North American Region.
- (c) Secretary - the Secretary shall be responsible for all Class communications and meeting minutes. The Secretary shall oversee production of the Association's magazine and web site. The Secretary will oversee elections and the publishing of notices required by these by-laws.
- (d) Treasurer - the Treasurer shall be responsible for the maintenance of all accounts of the Association and the preparation of annual financial statements. The Treasurer will be the prime liaison with any outside auditors and will oversee the fiscal conduct of any employees or contractors. At discretion of the Executive Committee, the day to day running of financial affairs of the Association may be delegated to the Executive Director (see Section 4.04 (a)) who shall prepare regular

monthly reports regarding the financial and membership status of the Association. The Treasurer will cause to be published, and/or posted on the Web site financial reports, including a balance sheet and income statement, at least semiannually. An updated report should be submitted to the class prior to the annual meeting.

- (e) Member at Large - the Member at Large will have responsibility for representing the interests of those countries within the Association with no members on the Executive Committee, and shall serve in such other roles as designated by the Executive Committee as a whole
- (f) Past Chairman - the Past Chairman shall serve in an advisory capacity and may take on responsibilities as per mutual agreement with the Executive Committee.

Section 03 Voting - each Executive Committee member has an equal vote on all policy matters and other business that comes before the Executive Committee.

Section 04 Additional positions

- (a) Executive Director - the Executive Committee may hire an individual to serve as the Executive Director of the Association or, at its discretion, can contract with an individual(s) or organization(s) to take on specified responsibilities for management. The Executive Director shall be responsible for the management of the business of the Region, subject to and in accordance with the policy direction of the Executive Committee and these by-laws. The Executive Committee shall not enter into any employment contract or management contract for the services exceeding three-years. When the position of Executive Director becomes vacant for whatever reason, the Executive Committee shall widely advertise the position and request proposals from interested parties. Although the Executive Committee sets all Class policy and parameters for the retention of an Executive Director, and his/her duties, the position shall report directly to the Association Chairman. The Executive Director shall be an ex-officio member of the Executive Committee — without voting rights. The Executive Director shall also serve as the ILCA Regional Executive Secretary for the North American Region.
- (b) Regional Measurer (if not a member of the Executive Committee) - the Executive Committee may appoint a Regional Measurer, for a (renewable) one-year term, who will take on all responsibilities delineated in the ILCA Constitution (as a District Measurer acting as a Measurer for more than one District). The Regional Measurer, with the approval of the Executive

Committee, may, from time to time, appoint one or more District Measurers. The Regional Measurer shall have the authority to rule on all questions relating to the rules and any interpretations of the ILCA Chief Measurer, but may not issue interpretations without the prior approval of the ILCA chief measurer.

- (c) Masters Coordinator - Because of a large percentage of active class members that have reached the age of 35 and the fact that both internationally and in North America the class maintains a very active circuit of regattas exclusively for master sailors, a member of the Executive Committee will be elected to serve annually in this important position of responsibility.
- (d) Other positions - the Executive Committee shall have the power to appoint such additional (non-voting) officers or subcommittees as may be deemed appropriate from time to time to carry out the functions and duties as prescribed by the Association; and the Chairman shall be an ex-officio member of any subcommittee so established.

Section 05 Executive Committee meetings –

- (a) Schedule - regular meetings of the Executive Committee shall occur at least quarterly at such times and places as it shall designate. At the option of the Executive Committee, meetings and business may be conducted via electronic means.
- (b) Special meetings - the Chairman or the majority of officers may call special meetings of the Executive Committee at such time and place as the Chairman and/or officers shall deem necessary.
- (c) Agenda – the agenda for meetings of the Executive Committee shall be made available to all officers, District Secretaries and members no less than seven days before the meeting. The Executive Committee shall not take any action on any agenda item with less than seven days written notice of the proposal, unless the item considered is an emergency item and this notice requirement is waived by a majority vote of the Committee.
- (d) Meeting minutes - the Secretary will ensure that minutes of Executive Committee meetings are approved by the Executive Committee no later than thirty days after the meeting, and then posted to the official web site within five (5) days of approval.
- (e) Quorum - a quorum for the transaction of business shall consist of four Executive Committee members. The acts of a majority of members present, and eligible to vote at an Executive Committee meeting, shall be the act of the Executive Committee. Any action that may be taken at a meeting of the Executive Committee may be taken without a meeting, if the consent or consensus in writing (or electronic mail) setting forth

the action so taken shall be signed, or acknowledged by electronic mail, by at least a majority of all committee members in office, and shall be filed with the Secretary of the Association.

Section 06 Removal for absences

- (a) If an Executive Committee member misses two consecutive committee meetings (unexcused) his/her position will be deemed vacant and the Executive Committee will be empowered to appoint a replacement. An excused absence is one that is requested in advance by the committee member and voted on and approved by the majority of members present at the missed meeting. In addition, the Executive Committee will be empowered to fill any vacancies by appointment of members who resign, pass away or become physically, mentally disabled (unable to fulfill their elected duties) or are convicted of a felony while holding office. If more than 50% of the said member's term has yet to expire, a special election will be called by the Secretary to fill the vacancy.
- (b) Any District Chairman can call a special meeting, with the least 30 days' notice, for the purpose of recalling one or more officers. This motion for a special meeting would need to be seconded and approved by a vote of the least 50% of the District Chairman. Any vote that takes place at the special meeting to recall an Executive Committee member requires a vote of at least two-thirds of the District Secretaries for approval. A special election, if approved, will be conducted in the same manner as is outlined in Article IV.

Section 07 Order - except where inconsistent with law or these by-laws, the latest edition of Robert's Rules of Order shall govern proceedings.

Section 08 Fiscal year - the fiscal year of the Association shall commence on the first day of October and end on the last day of the following September.

Section 09 Audits - an outside audit shall be conducted if at least 50% of the Executive Committee so votes, and in any event at least every three years.

Section 10 Indebtedness - the Association may borrow no moneys unless approved by a majority of at least two-thirds of the Executive Committee.

Article V. Expenses, Indemnification and Insurance

Section 01 Expenses - a member of the Executive Committee is authorized to receive reasonable compensation from the Association for services rendered and for actual expenses incurred when authorized by the Executive Committee or its designee. No Director of the corporation shall receive compensation merely for acting as a Director. Any compensation or

reimbursement for expenses shall require approval of the Executive Committee.

Section 02 Limited Liability of Officers / Executive Committee Members - an Executive Committee member shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Executive Committee member has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 03 Insurance – the Executive Committee may authorize the Association to pay, in whole or in part, the premium or other charge for any type of indemnity insurance in which any officer is indemnified or insured against liability or loss arising out of the performance of duties associated with the organization.

Article VI. Election of Officers & Annual Meeting

Section 01 Regional Annual General Meeting – a meeting of District Secretaries present and including a general membership meeting shall be held each year at the North American Championships. The intent of the meeting will be to review the status of the Association, including finances, present major issues facing the Class and to allow potential candidates to announce their intention to run for office. An agenda and notice for the meeting will be posted no later than 30 days in advance. The meeting of District Secretaries will be suspended and reopened at a later date, as per Section 6.03. The Secretary shall see that minutes of the suspended meeting will be posted to the official web site in a timely manner.

Section 02 Election of officers - members of the Association's Executive Committee shall be elected, via electronic means, by the majority of Chairmen of the Districts comprising the North American Region. A District by District tally of the voting will be compiled by the Secretary and then sent to District Chairman for verification. They will then be posted on the Web site.

- (a) Votes will be transmitted to the Secretary and at least one member (not serving as a class officer or District Secretary) acting as an independent election monitor.

Section 03 Election timing – the annual election of officers will take place each year during the month of November. The Secretary will post a notice of the election, and call for nominations, no later than the end of September. Incumbents will inform the Secretary prior to that date if they do not intend to stand for reelection so that it can be announced to class at the same time. The candidates and their position papers will be posted to the official web site no later than the first day of November. Balloting by the District Chairmen

shall commence on the fifteenth day of November and end on the last day of November.

Section 04 Nominations – nominations may be submitted to the Secretary, through mail, electronic mail or fax, and must be received no later than the fifteenth day of October and will be posted on the Association's official web site.

- (a) Nominations will be made by current District Secretaries. District Secretaries can nominate themselves, other District Secretaries or any other member in good standing.
- (b) Nominations must be seconded by a District Secretary, via mail, fax or the electronic mail within 3 days or the nomination will be considered void.

Section 05 Runoffs - if there are more than two candidates, and the winner does not receive a majority of the votes, there shall be a runoff between the top two candidates for any given office. If there is a tie between candidates on the first or subsequent votes which needs to be broken, it shall be broken as follows: the number of members in the Districts supporting each candidate shall be totaled. The winner of the tie vote will be the candidate who's voting Districts have the greatest number of combined members. If there is a tie between three or more candidates the tie break method shall be used to narrow the field to two candidates for the final run off.

Section 06 Assumption of office - officers will assume their responsibilities immediately following the election.

Section 07 Term Limits - Prior to running for Vice Chairman; a candidate should serve for 1-2 years on the Executive Committee. Prior to running for the office of Chairman, a candidate should serve an additional 1-2 years as Vice Chairman. The term of office for a Past Chairman shall be set at one year. If at the end of that year the current Chairman is reelected his/her post, the office of past Chairman will become vacated and revert to an additional committee position of "Member at Large". In this manner, a member would serve from 4-7 years on the Executive Committee when, "moving up the ladder" to Chairman and subsequently past Chairman. A past Chairman shall sit out a minimum of one term before standing for election to the Executive Committee again.

Section 08 It is the responsibility of each District, within the North American Region, to conduct an annual meeting and election. In large districts, where geography makes it difficult to hold a meeting of electors (members), in person the adoption of a similar electronic meeting/election is recommended.

Article VII. Membership

Section 01 Eligibility - membership is open to any person interested in the Laser Class and is qualified under the ILCA Constitution. Ownership of a Laser Class sailboat is not required.

Section 02 Membership categories (multi-year, life, honorary, etc.) – the Executive Committee shall determine categories for membership. These categories shall be made available on the official web site, or by mail upon request.

Section 03 Membership term - membership of the Association is on a calendar year basis and expires on last day of December. Multiple year memberships may be made available, at the discretion of the Executive Committee.

Section 04 Membership fees - the membership fee shall be fixed by the Executive Committee and notified to the members, either by letter or by a notice in the Class magazine and/or website. If the fee is to be increase by more than 30% above the level of the proceeding year then such increase shall be subject to the approval or amendment of the District Secretaries. Current information regarding membership fees will be made available on the Association's official web site, the official Class magazine, or by mail upon request.

Section 05 Termination of membership – the Executive Committee shall, by at least a two-thirds majority vote, have the power to request any member to resign or to terminate any membership, with cause, provided that the member shall be given notice of the proposed termination and an opportunity for a hearing if requested. Upon termination of membership, the membership fee paid for the current year, and in the case of members who have joined for multiple years, shall be returned to the member wholly, or in part, at the discretion of the Committee. Any such disciplinary action will be governed by any constraints, where applicable, of the Ted Stevens Olympic and Amateur Sports Act, or any such law in effect in countries of the Region, other than the United States, and will be subject to the ratification of the ILCA World Council.

Article VIII. Books and Records

Section 01 Records - the Association shall keep an original or duplicate record of the proceedings of the Executive Committee meetings, the original or copy of its by-laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or duplicate Executive Committee register, giving the names of all Executive Committee members and showing their respective addresses. The Association shall also keep appropriate, complete and accurate books or records of accounts that shall be reviewed on an annual basis by a Certified Public Accountant. The records provided for herein shall be kept at the registered office unless so authorized by the Executive Committee

Section 02 Storage - current financial and membership records shall be kept in a fire resistant filing cabinet. Regular backups of financial and membership data shall be made and kept off site. The Treasurer shall be sent an electronic copy of such data monthly. Records of new memberships and renewals shall be recorded using an approved auditable process to allow re-

creation of the membership database should the data file become corrupted or destroyed.

Article IX. Amendments

Section 01 Proposed amendments - District Secretaries can propose an amendment to these by-laws by submitting it in writing, via mail or electronic means, to the Association's Secretary no later than 30 days prior to the annual meeting.

Section 02 Seconding - amendments must be seconded by a District Secretary, via mail or electronic means, within three days of its posting.

Section 03 Voting - the vote on proposed amendments will take place following the same format and at the same time as the election of officers.

Article X. Dissolution

Section 01 If, upon the wrapping up or dissolution of the Association the remains of, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid out or distributed amongst the members of the Association but shall be given to such or transferred to either some other institution or institutions having objects similar to the objects of the Association or to charity. Such institution(s) or charities to be determined by the District Secretaries passed at the Annual General Meeting or special meeting at that time of dissolution. Any such transfers will be made under the limitations set forth by the Internal Revenue Service or relevant taxing authority as per the Association's designation as a charitable/educational entity.