

EL TORO INTERNATIONAL YACHT RACING ASSOCIATION BYLAWS

Revised August 1993

ARTICLE I NAME AND EMBLEM

The name of the Association shall be El Toro International Yacht Racing Association and the emblem shall be the silhouette of a shovel.

ARTICLE II PURPOSE

The purpose of the Association shall be to promote the El Toro yacht and to govern the construction and racing of El Toros under uniform rules.

ARTICLE III MEMBERSHIP

Any persons who is interested in the activities and well being of the Association, and who agrees to abide by the Association's rules may become a member upon submitting an application and paying the required dues. Membership is renewable annually.

Membership in the Association shall consist of three classes: Life, Regular and Youth.

LIFE MEMBER. Any person who is at least 18 years old and who has given outstanding or invaluable service to the Association may be elected to the Association as a Life member upon nomination by the Governing Board and approval by the members at the Annual Meeting. Persons so honored shall have the rights and privileges of Regular members, but shall be exempt from all dues and assessments during their lifetime.

REGULAR MEMBER. All members who are at least 18 years old, other than Life members, are Regular members. A Regular member may vote, hold office, and participate in all sanctioned races.

YOUTH MEMBER. All members who are under 18 years old are Youth members. Youth members shall be eligible to vote and to participate in all sanctioned races, but shall not hold office in the Association or enter into any contract in behalf of the Association.

ARTICLE IV VOTING

Except as otherwise specified in the bylaws, each member shall have one vote in any matter before the Association.

Except as otherwise specified in the bylaws, a majority of votes cast shall decide any issue before the Association. Any decision that requires a two-thirds majority of votes cast may in the alternative be made by a simple majority of the entire membership.

No vote shall be cast by proxy.

ARTICLE V EL TORO CLASS RULES

The Association's Class Rules shall govern plans, specifications and measurement of El Toro yachts, and govern all El Toro Fleet, Regional, National, and International championship races.

Any change in Class Rules shall be first approved by the Governing Board and then submitted to the membership for approval by mail ballot. A proposed change shall be adopted if at least two-thirds of the votes cast by the membership are in its favor; otherwise the change shall be lost.

ARTICLE VI FLEETS

A Fleet is a group of members organized, with approval by the Governing Board, for the purpose of promoting local El Toro activities. To become established and to remain active, a Fleet must include a minimum of five members of the Association, and a minimum of five El Toro yachts meeting measurement requirements. Officers shall be, as a minimum, a Captain, a Secretary-Treasurer, and a Measurer. Fleets may levy dues.

ARTICLE VII REGIONAL DIVISIONS

To assure broad representation of the Association's Governing Board, to encourage the formation of Fleets, and to encourage regional activities including regional championship regattas, the Association's territory in the United States and adjoining Canadian Provinces is divided into seven regions, as follows:

1. PACIFIC NORTHWEST (OR, WA, BC)
2. ROCKY MOUNTAIN (AZ, CO, ID, MT, NM, UT, WY)
3. CENTRAL (AL, AR, IL, IN, IO, KS, KY, LA, MI, MN, MO, MS, NB, ND, OH, OK, SD, TN, TX, WI)
4. ATLANTIC (CT, DE, FL, GA, ME, MD, MA, NH, NJ, NY, NC, PA, RI, SC, VT, VA, WV)
5. HAWAII (HI)
6. ALASKA (AK)
7. PACIFIC (CA, NV)

The regions shall comply with the Articles of Incorporation, the bylaws, and the class rules, but otherwise shall be self-governing.

Concurrently with the Association elections, the members in each Region shall nominate and elect a Regional Representative to serve on the Governing Board of the Association. The person elected shall serve for a term of two years, beginning with the close of the annual meeting following election, and until a successor is elected and qualified. Acting individually or as chair of a Regional Committee formed for the purpose, the Regional Representative shall supervise and oversee activities within the region, and shall be responsible for orderly scheduling of events in the region for discharge by the region's Fleets of their duties to the Association, and for coordination and implementation of the Association's policies.

Regional committees may be formed upon approval by the Governing Board of a petition therefore by at least 2 active Fleets in the region. Regional committees shall consist of at least two members in addition to the Regional Representative. No Fleet shall have more than one representative on a regional committee.

Vacancy in the office of Regional Representative shall be filled by appointment by the Regional committee or, in the absence of a Regional committee, by the Governing Board. The appointee shall serve for the remainder of the term.

ARTICLE VIII FISCAL YEAR

The fiscal year begins January 1 and ends December 31.

ARTICLE IX DUES

Every Regular member and every Youth member shall pay annual dues. Dues for second and additional memberships at the same mailing address shall be at a reduced rate. Dues for member who are under 18 years old at the beginning of the membership year shall be at a reduced rate.

Each active Fleet of the Association shall pay any dues assessed by the Governing Board.

Dues shall be set by the Governing Board; provided, any increase in excess of 10 percent shall be subject to approval by the membership at the Annual Meeting. Annual dues shall be paid within three months after the start of the calendar year or, if paid later, subject to an additional fee.

ARTICLE X OFFICERS

The elected officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and an International Measure. Each shall be elected from among the Life and Regular members of the Association by mail ballot prior to the Annual Meeting and shall serve for two years and until a successor is elected and qualified. They shall take office at the end of the annual meeting following their election.

Vacancy in any office, other than the office of President, shall be filled by appointment by the President with the advice and consent of the Governing Board, and the person appointed shall serve for the remainder of the term. An office shall be presumed vacant if the incumbent resigns, dies, or fails to attend three consecutive meetings of the Governing Board or the Executive Committee.

PRESIDENT. The President shall be the chief executive officer of the Association and shall have control and supervision of its operations and affairs, subject of direction by the Governing Board. The President shall:

- Preside at all meetings of the Association, the Governing Board, and the Executive Committee;
- Sign, execute, and acknowledge in the name of the Association instruments authorized by the Governing Board, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Board to other officers and agents of the Association;
- Perform all other duties incident to the office of the President, and such other duties as from time to time are assigned by the Governing Board;
- Appoint committees with approval of the Governing Board, and serve ex-officio on all committees except the Nominating Committee.

After serving two years in office, the President shall serve ex officio as a member of the Governing Board for one additional year.

VICE PRESIDENT. The Vice President shall assume additionally the duties of the President in the absence or disability of the President or whenever the office becomes vacant. The Vice President shall assist in performance of the President's duties, and shall have other powers and duties as directed by the Governing Board.

SECRETARY. The Secretary shall attend and keep minutes of all meeting of the Association, the Governing Board, and the Executive Committee; send notices and reports to members; and supervise the secretarial duties assigned to the Executive Secretary.

TREASURER. The Treasurer shall:

- Supervise collection of all dues, fees, assessments, and other charges;
- Safeguard and, as prescribed by the Governing Board, disburse all funds of the Association;
- Advise the Executive Secretary concerning proper accounting procedures and tax return preparation;
- Audit, annually, the accounting records in the care of the Executive Secretary;
- Supply all Fleets, when requested after March 31 of each year, with a list of the names and boat numbers of active members who have paid current dues;
- Render reports to the Governing Board of the financial standing of the Association as required;
- Present a detailed financial report to the membership annually, not later than 3 months after the close of the fiscal years.

INTERNATIONAL MEASURER. The International Measurer shall approve or reject each measurement certificate and shall issue duplicate certificates when appropriate. The International Measurer shall have the authority to interpret the official blue prints and measurement instructions, and the duty to do so when requested by a member. The International Measurer shall refer to the Technical Committee any unresolved questions as to the interpretation of official El Toro building plans or measurement instructions.

ARTICLE XI GOVERNIN BOARD, EXECUTIVE COMMITTEE, AND YOUTH REPRESENTATIVE

GOVERNING BOARD: The Governing Board shall consist of the elected officers, the Regional Representatives and, for the first year after service as President, the immediate Past President.

The Governing Board shall meet at least once each year on the call of the President or any five Members of the Governing Board. At any meeting of the Governing Board the quorum to transact business shall be a majority of the Governing Board, and each member shall have one vote. Governing Board meetings may be conducted by mail or electronic media, provided that no decision of the Governing Board by mail or electronic media shall become final until each member participating has had a reasonable opportunity to review and approve the minutes of the meeting.

EXECUTIVE COMMITTEE: In the interim between meetings of the Governing Board, the affairs of the Association shall be directed by an Executive Committee of the Governing Board, consisting of the elected officers of the Association and, for the first year after service as President, the immediate Past President. The Executive Committee shall meet at the call of the President or any three members of the committee. A quorum of the Executive Committee shall be one-half of the members of the committee, and each shall have one vote.

YOUTH REPRESENTATIVE: The Youth members present at the annual meeting of the Association shall elect one of them to serve as Youth representative to the Governing Board and the Executive Committee. The person elected shall serve for two years, beginning with the end of the annual meeting, and until a successor is elected and qualified. Vacancy in the position of Youth representative, which shall be deemed to occur by reason of the incumbent attaining the age of 18, shall be filled by appointment by the President with the advice and consent of the Governing Board. The Youth member appointed shall serve until the next annual meeting, at which a successor shall be elected for a two-year term. The Youth representative shall serve as non-voting advisor on matters of concern to Youth members.

ARTICLE XII EXECUTIVE SECRETARY

The Governing Board shall appoint an Executive Secretary who shall be the senior salaried employee of the Association and, subject to direction by the President and the Governing Board, shall have charge of all salaried staff and the daily operation of the Association. The Executive Secretary shall attend all meeting of the Association, the Governing Board, and the Executive Committee, but shall have no vote.

Under supervision by the Secretary, the Executive Secretary shall:

- Register new yachts and assign them Association numbers;
- Maintain an active file on measured yachts, including copies of measurement certificates;
- Issue fleet charters and numbers and official El Toro building plans; and
- Prepare and submit the Association's annual corporation report.

Under supervision by the Treasurer, the Executive Secretary shall be responsible for accurate operation, maintenance, and safekeeping of all financial and accounting records of the Association, including the standing of each member and Fleet, and shall prepare and submit the Association's annual tax returns.

ARTICLE XIII COMMITTEES

NOMINATING COMMITTEE. No later than six months before the Annual Meeting the President, with the advice and consent of the Governing Board, shall appoint a Nominating Committee consisting of a past President, who shall be chairman, and four (4) additional members who are not on the Governing Board. Three months before the Annual Meeting the Committee shall submit a list of candidates covering each position on the Executive Committee for which the incumbent's term will expire at the Annual Meeting. The membership may nominate additional persons by submitting a petition or petitions signed by at least five (5) members. All nominees must be members of the Association and must agree to serve if elected. The entire list of candidates shall be submitted for election by the membership by mail ballot one month before the Annual Meeting. In any contested election, the candidate who receives the greatest number of votes for an office shall be declared elected.

TECHNICAL COMMITTEE. There shall be a Technical Committee consisting five members knowledgeable in the construction, specifications, and measuring of El Toro yachts. Each member shall serve a term of three calendar years, and the terms shall be staggered so that not more than 2 terms expire at once. The President, with the advice and consent of the Governing Board, shall appoint successors to the members whose terms are expiring. The Technical Committee shall be the final interpreter of plans, specifications, and measurements of El Toro yachts. The Technical Committee's interpretations shall be published in the Association's bulletin.

The Technical Committee may make changes in the official El Toro building plans, specifications, and measuring instructions with approval by the Governing Board and approval by the membership by mail ballots by at least two-thirds of the votes cast.

ARTICLE XIV MEMBERSHIP MEETINGS

ANNUAL MEETING. The Annual Meeting shall be held during the period of and in the vicinity of the North American Championship Regatta. Any business of the Association for which general notice has been given in the meeting notice may be transacted at the Annual Meeting. A quorum shall consist of 5% of the membership.

SPECIAL MEETINGS. Special Meetings may be called by the Governing Board or upon demand in writing, by at least five percent of the membership. The time and place of all Special Meetings shall be fixed by the Governing Board. The purpose of the meeting shall be set forth in the notice of the meeting, and no business may be transacted other than that stated in the notice. A quorum shall consist of 5% of the membership.

ARTICLE XV MAIL BALLOTS

The quorum for any mail ballot shall be 5% of the membership.

Each mail ballot shall have a deadline set for return. The deadline shall be no sooner than 30 days after the date of mailing the ballot to the membership.

Voting shall be carried out by mail ballot as specified in the bylaws. In addition, any matter over which the Governing Board has authority may be submitted by the Governing Board to the membership for decision by mail ballot.

ARTICLE XVI AMENDMENTS

Any two or more members of the Association may propose amendments to the bylaws by submitting the proposal to the Governing Board in writing. The Governing Board shall submit the proposed amendments to the membership for approval by mail ballot, or for approval at a Special Meeting of the Association called for the purpose.

APPROVAL BY MAIL BALLOT: The proposed amendment, together with the Governing Board's recommendations thereon, shall be published for comment by the membership. After considering all comments received within 60 days after publication of the proposal, the Governing Board shall submit the proposed amendment to a vote by the membership by mail ballot, with a deadline for return of the ballots not sooner than 30 days after mailing. The proposed amendment shall be adopted if at least two-thirds of the ballots cast are in its favor, otherwise it shall be lost.

APPROVAL AT A SPECIAL MEETING CALLED FOR THE PURPOSE: The proposed amendment, together with Governing Board's recommendations thereon, shall be mailed to all voting members not more than 90 days and not less than 30 days before the date of the meeting. The proposed amendment shall be adopted if at least two-thirds of the members in attendance vote in its favor, otherwise it shall be lost.

ARTICLE XVII CONSTRUCTION, PARLIAMENTARY AUTHORITY

The Governing Board shall construe and interpret these bylaws in accord with the California Nonprofit Mutual Benefit Corporation law.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order adopted by the Association.