

SHIELDS CLASS SAILING ASSOCIATION

SECTION I CONSTITUTION

ARTICLE I Name

The name of the organization is the Shields Class Sailing Association (the "Association").

ARTICLE II Objects

The objects of the Association are to promote Corinthian racing of Shields Class yachts and to maintain the one-design character thereof as sponsored by Cornelius Shields and designed by Sparkman & Stephens, Inc.

ARTICLE III Jurisdiction

This Constitution, and the By-Laws and Specifications adopted pursuant to this Constitution, are binding upon all members of the Association and all Fleets and Districts chartered by the Association.

ARTICLE IV Members

A. Classes of Membership

1. An Active Member is a person who:
 - (a) is an owner, co-owner, charterer, co-charterer or regularly serves as helmsman of a Shields Class yacht registered with the Association in accordance with the By-Laws (Section H, 2.0, "Registered Yachts");
 - (b) if such Registered Yacht is normally sailed within the territory of a Fleet, is a member of such Fleet; and
 - (c) has paid the current dues for Active Membership.
2. An Associate Member is a person who:
 - (a) is a crew on a Registered Yacht or is otherwise interested in furthering the objects of the Association; and
 - (b) has paid the current dues for Associate Membership.
3. A Sponsoring Member is a person who is interested in furthering the objects of the Association and has paid the current dues for Sponsoring Membership.

B. Applications and Dues

1. All applications for membership shall be submitted to the Secretary of the Association. Each application shall be deemed accepted unless, within 60 days after receipt thereof, the Governing Board shall, for good cause shown, unanimously reject such application in writing and refund all dues paid in connection therewith.
2. Except as stated in paragraph I above, the content and processing of applications for membership, and the amount and means of collection of dues, shall be as provided in or pursuant to the By-Laws.

C. Suspension and Expulsion

1. The Governing Board may, by unanimous action, for good cause shown, suspend any member, however, any such suspension shall expire not later than the next meeting of Active Members.
2. Any member may be suspended or expelled, for good cause shown, at any meeting of Active Members.

ARTICLE V
Fleets and Districts

A. Fleets

1. A Fleet is a subdivision of the Association chartered by or pursuant to the By-Laws. Its membership shall include the owners of not less than three Registered Yachts normally sailed in its territory.
2. Each Fleet shall at all times maintain on file with the Association the name and mailing address of a Fleet Secretary. Notice to such Fleet Secretary from the Association shall constitute notice to the Fleet and to all members of the Association who are members of such Fleet.
3. Except as provided in paragraphs I and 2 above, each Fleet shall have the power to establish eligibility and dues for membership therein and otherwise in all respects to govern itself in such manner, not inconsistent with this Constitution or the By-Laws or Specifications of the Association, as it shall determine.
4. The Governing Board may, by unanimous action, for good cause shown, suspend any Fleet, however, any such suspension shall expire not later than the next meeting of Active Members. Any Fleet may be suspended or expelled, for good cause shown, at any meeting of Active Members.
5. Institutional Fleets are comprised of those institutions such as service academies, schools/colleges/universities and other institutions which own Registered Yachts.

B. Districts

1. A District is a subdivision of the Association, chartered by the Governing Board, consisting of two or more geographically contiguous Fleets.
2. Each District shall have the power to establish eligibility and dues for membership therein, and otherwise in all respects to govern itself in such manner, not inconsistent with this Constitution or the By-Laws or Specifications of the Association, as it shall determine.
3. Districts may be reorganized or abolished at any time by the Governing Board.

C. Obligations

The Association shall not be responsible for any liability or obligation of any Fleet or District.

ARTICLE VI
Officers

A. Duties

The officers of the Association and their respective duties shall be as follows:

1. President. The President is the chief executive. He shall preside at meetings; serve as chairman of the Governing Board and Executive Committee; rule on procedure; authorize payment of indebtedness; and in general perform the duties of a chief executive.
2. Vice President. The number of Vice Presidents shall be fixed by the By-Laws, but shall not be less than three. The Vice Presidents shall perform the duties delegated to them by the Governing Board or the President. Any Vice President designated by the Governing Board may perform the duties of the President in his absence.
3. Secretary. The Secretary shall conduct correspondence; record the minutes of meetings; maintain a record of all members, Fleets, Districts and Registered Yachts; and perform all other duties pertaining to such office.
4. Treasurer. The Treasurer shall receive all dues and other monies paid to the Association; deposit the Association's funds in banks or other appropriate depositories; maintain financial records; disburse funds as authorized; and preserve the assets of the Association.
5. Measurer. The National Measurer shall determine the measurement procedures to be followed for National Championship Regattas and other regattas sanctioned by the Association.

The National Measurer shall interpret and recommend changes in the specifications. He shall have such assistance from the Technical Committee as is necessary and appropriate. Such interpretations and recommendations shall be subject to approval by the Governing Board. They shall be published as Measurer's "Interpretations" or "Rulings" or as new or amended Specifications as soon as adopted in the manner provided by the Constitution and By-Laws.

6. Executive Director. The Executive Director may, at the discretion of the officers, be hired for a term not to exceed three years to maintain records and accounts as directed by the officers; act as Editor of the Shields Masthead newsletter; and promote growth of the Class by securing sponsors and advertising for the newsletter.

B. Eligibility

An officer shall be an Active Member. No two offices, except the offices of Secretary and Treasurer, may be occupied by the same person.

C. Terms

The officers' terms shall begin on January 1, in the year following their election. The term of office shall be two years.

D. Removal and Vacancies

Any officer may be removed from office by unanimous action of the other members of the Governing Board, by reason or incapacity or for other good cause shown. A vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the remaining members of the Governing Board.

ARTICLE VII
Governing Board and Committees

A. Governing Board

1. The members of the Governing Board shall be the officers of the Association.
2. The business and affairs of the Association shall be conducted by the Governing Board, which shall have the power, without limitation, to:
 - (a) interpret this Constitution;
 - (b) subject to Article IX, adopt and amend the By-Laws and Specifications;
 - (c) determine policy of the Association; and
 - (d) resolve all disputes involving this Constitution or the By-Laws or Specifications. The Governing Board may enforce its decision by suspension of members or Fleets in accordance with Articles IV and V.
3. The Governing Board shall hold its first meeting in the month it assumes office, and it may otherwise meet in accordance with the By-Laws. A majority of the members of the Governing Board shall constitute a quorum at any meeting and, except as otherwise provided herein, a majority vote of the members present shall determine any issue at any meeting.
4. Any action required or permitted to be taken at any meeting of the Governing Board may be taken without a meeting in accordance with the By-Laws. Any such action shall be in writing, or confirmed in writing, and shall be signed, except as otherwise provided herein, by a majority of the members of the Governing Board.

B. Executive Committee

1. The Executive Committee shall be appointed by the Governing Board, at its first meeting, and shall consist of the President and two other officers.
2. The Executive Committee may exercise all the powers of the Governing Board, except that the Executive Committee shall have no power to amend the By-Laws or Specifications (see Article IX), to suspend members or Fleets (see Articles IV and V) or to remove officers (see Article VI).
3. The Executive Committee may take action at a meeting, or without a meeting, in accordance with the By-Laws. Any decision of the Executive Committee shall require the unanimous action of its members.

C. Technical Committee

1. The Technical Committee shall consist of the National Measurer, who will serve as Chairman, and six other members.
2. Members of the Technical Committee shall be appointed by the Governing Board at its first meeting following its election. For the purpose of maintaining continuity, two members of the preceding Technical Committee shall be reappointed.
3. The Technical Committee shall meet when necessary but at least twice every 12 months to review the Shields Class Specifications and to recommend any changes deemed appropriate.

D. Other Committees

1. The President, with the approval of the Governing Board, shall appoint a Nominating Committee to serve in connection with annual meetings of members that elect officers.
2. Other committees may be established by the By-Laws or by the President with the approval of the Governing Board. The powers and duties of each such committee shall be set forth in the By-Laws or in the resolution of the Governing Board approving the establishment of such committee.

ARTICLE VIII
Meetings of Members

- A. There shall be an annual meeting of members for the conduct of proper business, and, if scheduled, the election of officers. Unless otherwise determined by the Governing Board, the annual meeting shall be held at or about the time of, and in the vicinity of, the National Championship Regatta. Other meetings may be called by the Governing Board at any time, and shall be called by the Governing Board upon demand by a Fleet or Fleets, or by Active Members not belonging to a Fleet whose members, in the aggregate, represent ownership of not less than 20% of the Registered Yachts.
- B. Active Members, present in person or by proxy, representing ownership of 20% of the Registered Yachts, shall constitute a quorum at all meetings of members. Any meeting at which a quorum is not present may be adjourned, but no other action may be taken.

- C. Each Active Member shall be entitled to cast one vote for his Registered Yacht in respect of which current dues have been paid. If more than one Active Member is associated with a single Registered Yacht, they shall collectively be entitled to one vote. A majority of the members entitled to vote, present in person or by proxy, shall determine any issue which is properly before any meeting.
- D. Associate Members and Sponsoring Members shall not be entitled to vote at any meeting.

ARTICLE IX **Amendments**

- A. This Constitution and the By-Laws and Specifications may be amended at any meeting of members. Proposed amendments shall be set forth in the notice of the meeting.
- B. The By-Laws and Specifications may be amended by unanimous action of the Governing Board provided that notice of the adoption of any amendment shall be mailed to each Fleet Secretary. In addition, any Fleet may, within 60 days after such mailing, notify the Association's Secretary that such Fleet objects to such amendment and requests that the same be presented to a meeting of members for determination. Such amendment shall not become effective until the expiration of said 60-day period or, if notice of objection thereto is duly given by any Fleet, until the same has been duly adopted at a meeting of members in accordance with Section A above.
- C. The Specifications may also be amended in the following manner: A change that is recommended by the majority of the Technical Committee and approved by the National Measurer and the majority of the Governing Board shall be submitted to the Active Members for a vote by mail. If a majority of those voting by mail approve, the Specifications shall be amended to incorporate that change.

ARTICLE X **Cornelius Shields Memorial Prize**

In recognition of Cornelius Shields' invaluable service to the Association, Fleet No. I and the Larchmont Yacht Club, "Comy's" home fleet and club, instituted in 1982 a prize to be awarded each year at the National Regatta to that skipper who achieves the greatest improvement in his or her standing from the previous Nationals.

Adopted: Unanimously at the Annual Meeting in Newport, Rhode Island, October 1982.

ARTICLE XI **James B. Moore Jr., Memorial Prize**

In recognition of James B. Moore Jr.'s invaluable service to the Association as President, as Founder of Fleet No. 2 and in numerous other capacities, the Long Island Sound District, consisting of Fleets Nos. 1 (Western Long Island Sound), 2 (Manhasset Bay) and 5 (Seawanhaka Corinthian Yacht Club), instituted in 1991 a prize to be awarded each year to the crew of the winning yacht to recognize their efforts in attaining that goal.