

# **SHIELDS CLASS SAILING ASSOCIATION**

## **SECTION II**

### **BY-LAWS**

#### *1.0 Definitions*

- 1.1 A word or expression, the meaning of which is defined in the Constitution or Specifications, shall have the same meaning when used herein.
- 1.2 The expression "for good cause shown" as used in the Constitution shall include:
  - (a) failure to comply with any provision of the Constitution, By-Laws or Specifications;
  - (b) unsportsmanlike conduct; and
  - (c) any other action or inaction inconsistent with the objectives or best interests of the Association.

#### *2.0 Registered Yachts*

- 2.1 A Registered Yacht is a Shields Class yacht:
  - (a) which has been constructed by an authorized builder designated in Section 2.2;
  - (b) if the number of such yacht is 191 or higher, as to which there is on file with the Association a certificate executed by the authorized builder and in such form as the Governing Board may require, establishing that such yacht complies with the Specifications.

- 2.2 The authorized builders designated by the Association are as follows:

<i>Name</i>	<i>Yacht Numbers</i>
Cape Cod Shipbuilding Company	1-20
Chris Craft Corporation	21-190
Henry R. Hinckley & Company	191-200
Cape Cod Shipbuilding Company	201 and above

- 2.3 A yacht's status as a Registered Yacht shall be unaffected by any change in its ownership. A yacht shall cease to be a Registered Yacht only if:
  - (a) the National Measurer determines that it does not comply with the Specifications; or
  - (b) the Fleet in which such yacht is normally sailed determines that it does not comply with the specifications and so notifies the Measurer.
- 2.4 Any yacht which ceases to be a Registered Yacht may be reinstated as such if the National Measurer determines that its failure to comply with the Specifications has been rectified.

*3.0 Applications and Dues*

- 3.1 Annual dues are required for each Registered Yacht.
- 3.2 Applications for Active Membership and applications for Associate Membership shall state:
- (a) the name, mailing address and telephone number of the applicant;
  - (b) the number of the Registered Yacht with which the applicant is associated;
  - (c) the name of the Registered Yacht;
  - (d) the names of all other owners, co-owners, charterers, co-charterers or helmsmen associated with the Registered Yacht;
  - (e) the Fleet of which the applicant is a member or, if none, a statement that such Yacht is not normally sailed within the territory of a Fleet; and
  - (f) the class of membership for which application is made.
- 3.3 All applications, other than those referred to in Section 3.2, shall contain the information required by subsections (a) and (f) thereof and, in addition, a statement of the nature of the applicant's interest in the Association.
- 3.4 All applications shall be accompanied by the full amount of the current dues for the applicable class of membership.
- 3.5 Dues shall be as prescribed by the Association as annual dues.
- |                             |                             |
|-----------------------------|-----------------------------|
| Registered Yacht            |                             |
| Active Member               |                             |
| Associate Member            | (This space left blank as   |
| Sponsoring/Corporate Member | annual charges will change) |
- 3.6 All dues shall be payable on July 1 of each year. Any member's failure to pay in full his dues or his yacht's dues on or before said date shall automatically terminate his membership in the Association. Any such terminated member shall be reinstated as a member only with the approval of the Governing Board upon payment of the dues plus a reinstatement fee in such amount as the Governing Board shall fix.
- 3.7 An owner of more than one Registered Yacht may become an Active Member upon payment of dues in respect of one or more of such Registered Yachts, but the number of votes which such owner shall have the right to cast at any meeting of members shall be equal to the number of such Registered Yachts in respect of which dues have been paid.
- 3.8 Each Fleet shall have the obligation to remit to the Association all Association dues payable by the members of such Fleet. In the event of the Fleet's failure to do so, the provisions of Section 3.6 shall apply to such members.
- 3.9 Associate Members and Sponsoring/Corporate Members shall be entitled to receive all notices and other mailings of the Association which are sent to Active Members.

#### 4.0 Fleets

4.1 The following Fleets are chartered by the Association as of June 1999:

Fleet No.	Location
1	Western Long Island Sound (NY)
3	Chicago (IL)
4	Northern Massachusetts Bay (MA)
5	Seawanhaka Corinthian Yacht Club (NY)
6	University of California (CA)
7	Naval Post Graduate School (CA)
8	Martha's Vineyard (MA)
9	Narragansett Bay (RI)
10	Buzzards Bay (MA)
11	Dallas (TX)
12	Monterey Bay (CA)
16	Maine Maritime Academy (ME)
17	Naval Education and Training Center (RI)
18	Holland, (MI)

4.2 Any dispute between Fleets as to their territorial boundaries shall be determined by the Governing Board.

4.3 Each Fleet shall file an annual report with the Secretary of the Association on or before July 1 of each year. The report shall include the names and numbers of the Registered Yachts in the Fleet; the names and addresses of the members and officers of the Fleet; and such other information, including Fleet racing results and sail purchases, as the Secretary may require. (See Appendices to the Specifications for a sample reporting form.)

#### 5.0 Officers

5.1 The number of Vice Presidents shall be six.

#### 6.0 Governing Board and Committees

##### 6.1 Governing Board

- (a) The first meeting of the Governing Board shall be held in the month it assumes office at such time and place as the President shall determine.
- (b) Other meetings of the Governing Board may be held upon the call of the President, and the President shall call a meeting upon the request of any two other members of the Governing Board. Such meetings shall be held at such time and place as the President shall determine.
- (c) Notice of any meeting shall be given by first class mail not less than seven days prior thereto, or by telegram, telex, fax or telephone not less than three days prior thereto.

##### 6.2 Executive Committee

The Executive Committee may meet at any time and place. No notice of any meeting shall be required.

6.3 *Nominating Committee*

- (a) The Nominating Committee shall consist of at least three Active Members, none of whom shall be an officer of the Association. A majority of its members shall constitute a quorum at any meeting and may determine any issue.
- (b) The Nominating Committee shall nominate one candidate to fill each office in the Association and shall file its report with the Secretary not less than 30 days prior to the annual meeting of members.

6.4 *National Championship Committee*

A National Championship Committee shall be appointed each year by the President, with the approval of the Governing Board, to manage the National Championship Regatta. It shall act in accordance with the provisions of Section 8.

6.5 *Action Without Meeting*

Any action required or permitted to be taken at any meeting of the Governing Board, the Executive Committee, or any other committee, may be taken without a meeting if:

- (a) such action is in writing, or confirmed in writing;
- (b) a copy of such writing is mailed, telegraphed, telexed or faxed to each member of such board or committee; and
- (c) such action is approved by the requisite number of members of such board or committee by signing either a copy of such writing or a separate writing expressing such approval. The name of the member on a telegram or telex shall constitute his signature thereon.

7.0 *Meetings of Members*

7.1 *Notice in General*

Notice of all meetings of members shall be given to all Active Members by first class mail not less than 20 days prior to the meeting; notice to a Fleet Secretary at the address on file with the Association shall constitute notice to all Active Members who are members of such Fleet.

7.2 *Annual Meetings*

- (a) *Notice.* The notice of an annual meeting shall contain the names of the candidates nominated by the Nominating Committee for each office of the Association if an election is scheduled, and a general statement of any other items of business proposed by the Governing Board.
- (b) *Election of Officers.* If an election is scheduled, any Active Member present in person at an annual meeting may nominate a candidate or candidates for any office or offices in addition to those nominated by the Nominating Committee. The candidate for each office who obtains a plurality of the ballots cast for such office shall be elected.
- (c) *Other Business.* Any other business may be transacted at any annual meeting without notice thereof, except that notice shall be given of any proposed amendment to the Constitution, By-Laws or Specifications, or any proposed expulsion of a member or Fleet.

*7.3 Other Meetings*

The notice of any meeting of members, other than an annual meeting, shall contain a general statement of all items of business proposed to be transacted, and no other business shall be transacted at such meeting.

*7.4 Proxies*

Any member entitled to vote may, by a written proxy signed by such member, authorize any other person to vote in his behalf at any meeting. In the absence of instructions as to voting contained in the proxy, such person shall be deemed authorized to vote in accordance with his own judgement. No proxy shall be valid unless filed with the Secretary at or before the exercise thereof. The presence of a member in person shall invalidate any proxy given by him.

By-Laws 8, 9, 10 and II pertain to the National Championship Regatta and are included as part of Section VI.