

BY - LAWS
INTERNATIONAL ETHELLES CLASS ASSOCIATION
of the
UNITED STATES OF AMERICA

5/26/01

Article I **Name**

The name of the organization is “International Etchells Class Association of the United States of America” (IECA-USA).

Article II **Purpose**

The IECA-USA fosters national amateur sports competition for International Etchells Class fleets, coordinates inter-fleet scheduling and helps manage the national Fleets. The By-Laws establish procedures and principles under which the IECA-USA, its members and chartered Fleets are governed.

In deciding any question of meaning, the intended meaning will govern rather than any technical construction that might be derivable from the wording.

Article III **Policy**

It is the policy of IECA-USA to cooperate with all other yachting organizations, in return for which observance and enforcement of the rules of the International Etchells Class Association is expected. It is also the policy of the IECA-USA to encourage rules that seek to make International Etchells ownership as affordable as possible without handicapping ability or encouraging neglect in conditioning of yachts. The IECA-USA will communicate with its’ members, in writing and via the Internet, a copy of these By-Laws, any Rulings, Notices, Amendments and Appendices for the review of members of the IECA-USA.

Article IV **Organization and Membership**

Any person residing in the United States of America who is an owner or joint owner of an International Etchells is eligible to become an Active Member of the IECA-USA. Any person who is not eligible to be an Active Member of the IECA-USA is eligible to become an Associate Member of the IECA-USA. Any resident of the United States of America who is an Honorary or Life Member of the IECA is automatically an Honorary or Life Member of the IECA-USA.

Article V **Governing Board**

The powers of the Association are vested in the Governing Board, subject to the limitations imposed by the International Etchells Class Association and these By-Laws.

The Governing Board will consist of all USA Fleet Captains, duly elected and serving at the time of any Governing Board actions. Each Fleet Captain serving as a representative on the Governing Board must be an Active Member and in good standing during his/her tenure. If a chartered US Fleet has no elected Fleet Captain, or if the elected Fleet Captain is not an Active Member, that Fleet shall not be represented on the Governing Board. Fleet Captains of newly chartered Fleets shall join the Governing Board upon recognition and certification by the IECA-USA Secretary.

The Governing Board is empowered to:

1. Vote on IECA-USA officers
2. Determine questions and set policy for the IECA-USA
3. Approve budgets and expenditures in excess of budgets.
4. Authorize the sale and purchase of equipment, property and/or securities.
5. Authorize the hiring of an Executive Secretary and other employees of the IECA-USA.
6. Make rule and/or safety changes for IECA-USA Class “B” and “C” events
7. Approve Fleet Charters, establish Districts and Regions.
8. Arbitrate inter-Fleet disputes.
9. Fix or alter territorial boundaries of Fleets.
10. Rule on the suspension of Fleets or members.
11. Coordinate the schedules of national and regional regattas.
1. Supervise offers and management of fleets to host IECA Class “A” events and select venues for Class “B” national regattas.
13. Make recommendations to the IECA-IGC regarding rule changes.
14. Make nominations for members of the IECA-IGC and select the IGC Appoint Members as allocated to the IECA-IGC.
1. Rule on keel modification and sail card change requests.
2. Transact all other business of the IECA-USA.

Article VI Executive Committee

The executive power of the IECA-USA is vested in an Executive Committee. The IECA-USA Executive Committee shall consist of: Co-Chairmen, Secretary and Treasurer.

Co-Chairmen: The Co-Chairmen are the chief executive officers of the IECA-USA. There will be two (2) Co-Chairmen, both of whom will be members of Fleets in different geographic regions. They will preside at the meetings of the IECA-USA, rule on procedures and jurisdiction and summarize decisions. The Co-Chairmen will authorize payments of non-budgeted bills over the amount of \$500 by joint written approval.

Secretary: The Secretary will keep minutes, submit reports, prepare meeting agendas, be responsible for the posting of official IECA-USA notices, maintain a system of forms, see to the receipt of annual Fleet Reports and serve as liaison with the IECA Secretary. The Secretary will work with each Fleet to maintain up-to-date membership records.

Treasurer: The Treasurer is the custodian of the financial assets of the IECA-USA, and will keep track of the financial records and securities, and place funds in a depository approved by both Co-Chairmen. The Treasurer will provide a Treasurer's Report at all general meetings; these reports will also be made available to the IECA-USA membership via the Internet.

Bills, invoices and payments, including payment of IECA dues, will be dispersed by the Treasurer. The Treasurer is empowered to make payments up to the amount of \$500; payments over the amount of \$500 will require joint written approval of the Co-Chairmen. The Treasurer will receive budget proposals and draft an annual budget for the IECA-USA. The budget will be reviewed at the first Governing Board meeting after the beginning of the new year. The Treasurer shall also be responsible for the possession or location(s) of real property owned by the IECA-USA.

Eligibility: Members of the Executive Committee will be Active Members of the IECA-USA during their term in office. If a member of the Executive Committee becomes ineligible to be an Active Member, he/she shall resign from his/her office within thirty (30) days of becoming ineligible.

Term of Office: The term of office shall be two (2) years, beginning on January 1 of even-numbered years. The maximum number of consecutive terms for a Co-Chairman will be two (2) full terms.

Election: The Executive Committee shall be elected by the Governing Board. Elections will be conducted during November and December at the conclusion of the term of office. A Nominating Committee will be responsible to conduct the election of the Executive Committee. The names of potential nominees may be submitted by members, Fleets or interested nominees themselves; however, no member of the Nominating Committee may stand for election while serving on the committee. The committee will obtain from each potential nominee a statement that the nominee agrees to stand for election and to serve if elected. The committee will see to the preparation and distribution of ballots to all members of the Governing Board and to the collection and counting of completed ballots in accordance with Article X of these By-Laws. Upon completion of the collection and counting of completed ballots, the committee will report the outcome to the Secretary, who will report on the outcome to the Executive Committee, Governing Board, members and Fleets of the IECA-USA and to the IECA.

Vacancies: In the event of the death, resignation or removal from office of a member of the Executive Committee, the remaining members of the Executive Committee will appoint a replacement for the balance of the unexpired term. This appointment must be ratified by a majority vote of the Governing Board. In the event of the resignation or removal from office of a member of the Executive Committee, said member must submit all records and assets of the IECA-USA in their possession to one or the other Co-Chairman within thirty (30) days.

Article VII Committees

There will be the following committees, appointed by and serving at the pleasure of the Executive Committee:

National Regatta Committee: This committee will be responsible for establishing the rules and protocols for the US National Championship, coordinate with the IECA National Authority in Canada on the

scheduling and location of the North American Championships and with US Fleets and yacht clubs on the rules and protocols on Class "B" and "C" regattas.

It will collect and publish on the Internet a calendar or calendars of regattas throughout the US and will perform other tasks regarding national regattas as directed by the Executive Committee or the Governing Board. The committee will consist of three (3) members in good standing of the IECA-USA, no two (2) of whom may be members of a Fleet or Fleets in the same geographical region of the US.

Growth and Development Committee: This committee will seek ways and means to expand the number of International Etchells racing in the US. It will work to develop programs, instructional material and other material to assist Fleets in the recruitment of new members, retention of existing members and the recruitment, development and training of crew. It will assist Fleets interested in holding seminars, demonstration events and other events to introduce the International Etchells to prospective new owners with promotional materials, and will seek to publish in print media and/or on the Internet such material as may assist in the development of International Etchells racing in the US. It will perform other tasks regarding the growth and development of International Etchells racing in the US as directed by the Executive Committee or the Governing Board. The committee will consist of seven (7) members in good standing of the IECA-USA, no three (3) of whom may be members of a Fleet or Fleets in the same geographical region of the US.

Internet Committee: This committee will see to the establishment of a real-time Internet dialog between the IECA-USA and chartered US Fleets, and among the Executive Committee, Governing Board, Committee Chairmen and members of the IECA-USA. The committee will receive and distribute business items from the Executive Committee, Governing Board and Committee Chairmen and assist the Executive Committee, Governing Board and Committee Chairmen in the execution of their duties. The committee will consist of three (3) members in good standing of the IECA-USA, two (2) of whom may be members of a Fleet or Fleets in the same geographical region of the US. The committee chairman will be the designated IECA-USA Internet Master and shall be appointed by the Co-Chairmen, subject to the approval of the Governing Board.

Nominating Committee: This committee will conduct the election of the Executive Committee. The committee will be appointed no later than July 1 of each year in which elections for members of the Executive Committee will occur. The committee shall consist of three (3) members of the Governing Board, no two (2) of whom may be members of the Fleets in the same geographical region of the US. After the completion of the election, the committee will be dissolved.

Ad hoc Committees: The Executive Committee may establish ad hoc committees to assist the management of the IECA-USA. Such committees will be dissolved upon the conclusion of the term of office of the Executive Committee that appointed them or the conclusion of the task for which the committee was established.

There will be at least two (2) general meetings of the IECA-USA. One (1) of each meeting shall be held in different regions, where possible in conjunction with a regional, national, hemispheric or international regattas. Any member in good standing of the IECA-USA is eligible to attend all meetings.

Meeting Notice: Notice of all meetings, including the proposed agenda, will be sent to each Fleet Captain for distribution to their Fleet members not less than thirty (30) days in advance of the date of each meeting; in addition, meeting notices shall be published on the Internet and posted on the official bulletin board at regattas with which the meetings are held.

Quorum: The Governing Board members present; including properly seated delegates as described in Article IX or represented by proxies submitted to the Co-Chairmen, all totaling 25 per cent of the chartered Fleets in good standing, shall constitute a quorum. Fleets Captains answering the roll call shall be deemed present throughout the meeting.

Parliamentary Rules: Robert's Rules of Order will govern the conduct of all IECA-USA meetings in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of order that the Governing Board may adopt.

Article IX Voting

At general meetings, each Fleet in good standing with the IECA-USA will be entitled to cast one (1) vote on all matters subject to a vote. Voting shall be by the Fleet Captains only. A Fleet Captain may submit a written proxy vote to a Co-Chairman of IECA-USA or name a substitute delegate to the meeting; such a delegate must be an Active Member in good standing of the IECA-USA and a member of the Fleet represented.

At Governing Board Meetings, each Fleet Captain and member of the Executive Committee shall be entitled to cast one (1) vote on all matters subject to a vote. A Governing Board member may submit a proxy vote to a Co-Chairman of IECA-USA or name a delegate to the meeting; such a delegate must be an Active Member in good standing of the IECA-USA and a member of the Fleet represented.

In the event of a vote by the Active Members of the IECA-USA, each Active Member shall be entitled to cast one (1) vote. In the case of joint ownership, only one (1) vote per boat will be recorded.; in the absence of agreement between the joint owners, the person listed first on the Hull and Spar Certificate shall have the right to vote.

Votes cast at general or Governing Board meetings will be recorded by the Secretary. No vote will be final unless taken at more than one (1) meeting in a different region. When all votes are recorded and tallied, the Secretary will announce the results of the vote.

In addition to general meeting and Governing Board meeting balloting, the Executive Committee may submit at any time to the Governing Board Members via US mail, written or electronic communication, a ballot for voting on all US Etchells class business.

A vote will only be considered valid when more than 50% of the Governing Board members eligible to cast a ballot return same ballot. Electronic voting will last at least 96 hours or until all votes are cast by Governing Board members. Parliamentary Rules, where possible under electronic communications, shall govern the balloting process.

Where there are multiple nominees for the office of Co-Chairman, the two (2) nominees receiving the largest vote counts and who are members of Fleets in different geographic regions of the US will be named Co-Chairmen.

Where there are multiple candidates for other offices, the nominee receiving the largest vote count among all nominees will be named to the office. In the case of a tie, the tie will be broken by the Executive Committee. All ties will be broken by the Executive Committee.

Article X IECA-USA Dues

Dues for the year ending December 31, 2001, shall be US\$25.00 for Active Members; there shall be no dues levied for Associate, Honorary or Life Members. Thereafter, dues shall be set by a majority vote of the Governing Board. Dues must be set not later than October 1 of the year preceding the year in which they will be levied. Dues may not be changed in two (2) consecutive years. Each Fleet will collect IECA, IECA-USA and Fleet dues (if any) and will be forwarded to the IECA and IECA-USA dues to the IECA-USA Treasurer. The IECA-USA Treasurer will submit the IECA dues to the IECA Treasurer. This Article shall be considered self-amending in respect to the setting of annual dues as voted on by the Governing Board.

Article XI Fleets

A new Fleet may be granted a charter upon application to the IECA-USA Secretary by the owners or co-owners of five (5) or more certified International Etchells proposing to race in a locality outside the locality of an existing chartered Fleet. Petitioning owners will submit with their charter application a roster of Fleet members listing the hull numbers of International Etchells owned; they will also submit (if any of these exist or are in the possession of the petitioning owners) a list of Fleet officers, copies of the Hull and Spar Certificate from each listed International Etchells, a copy of By-Laws or operating principles of the Fleet and ratified Fleet Racing Rules. Each Fleet is recommended to adopt a set of By-Laws or operating principals and a set of Fleet Championship Rules and Racing Instructions. The minimum number of Fleet Officers is three (3), namely Fleet Captain, Secretary/Treasurer and Fleet Measurer.

Revocation: A Fleet Charter may be revoked by a two-thirds (2/3) vote of the Governing Board for cause, including:

- failure to submit dues payments or file a Fleet Report for two (2) successive years;
 - if the Fleet membership falls below five (5) boats for a period of more than one (1) calendar year;
- or
- if the Fleet permits the alteration of certified International Etchells outside of IECA Rules.

Reinstatement: A Fleet Charter that has been revoked may be reinstated by a two-thirds (2/3) vote of the Governing Board upon receipt of evidence that the reasons causing the revocation have been remedied.

ARTICLE XII DUTIES OF FLEETS

Fleets will oversee management of their local Fleet racing and local affairs. Each Fleet must submit an annual Fleet Report to the IECA-USA Secretary by April 1st of each year or as determined or changed in writing by the Secretary. The annual Fleet Report will be made in duplicate and will include a roster of Fleet members listing the hull numbers of International Etchells owned and a list of Fleet officers. Subsequent changes to Fleet rosters, officers and/or membership shall be submitted throughout the year as necessary

Article XIII Suspension, Expulsion and Removal from Office

Suspension: A member may be recommended for expulsion or suspension by the Governing Board to US Sailing for willful, gross violations of the IECA Rules, the RRS or the IECA-USA By-Laws; for unsportsmanlike conduct; or, after due warning, for willful and persistent disregard of IECA, US Sailing and/or IECA-USA rulings. Any member who is considered by the Governing Board for suspension shall be given the opportunity to explain their actions and answer questions from Governing Board members before a vote to recommended for expulsion or suspension is taken.

Removal from Office: Any officer, either appointed or elected, may be removed by a two-thirds (2/3) vote of the Governing Board for a willful and unjustifiable act of commission or omission detrimental to the IECA and/or the IECA-USA or to its members. The officer subject to removal from office shall be given the opportunity to explain their actions and answer questions from Governing Board members before a vote is taken.

Article XIV By-laws Amendments

Amendments to these By-laws may be proposed by any Fleet in the IECA-USA, by the Governing Board or by the Executive Committee. Proposed amendments will be reviewed by the Executive Committee and, upon approval, be submitted to the membership of the IECA-ISA for discussion during the next cycle of general meetings. After discussion, it shall be submitted to the Active Members of the IECA-USA for approval. Passage of an amendment requires an amendment requires a two-thirds (2/3) vote of ballots properly completed and returned. An enacted amendment shall take effect January 1 of the ensuing year.

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