

# **Sail America**

**BYLAWS ( 01/2006, revised 9/2006, 1/2009, 10/2022 & 10/2023)**

## **ARTICLE I - NAME AND OFFICE**

**Section 1. Name.**

The name of this association shall be Sail America.

**Section 2. Principal Office.**

The principal office of the association shall be as designated by the Board of Directors from time to time.

**Section 3. Additional Offices.**

The association may have such additional offices as may from time to time be designated by the Board of Directors.

## **ARTICLE II - PURPOSE**

**Section 1. The purposes for which the association is organized are:**

a. To encompass all segments of the sailing industry to foster the business of the sailing industry through promotion, education and innovation and to do so with respect to our environment and the safety and health of all who use our products and services.

b. To recruit as members of the association all mutually interested parties.

c. To carry out such projects and programs as the Board of Directors shall determine to be in the best interest of the public in general and the association in particular.

## **ARTICLE III - MEMBERSHIP**

**Section 1. Voting Members.**

Any individual, company or organization that provides products or services for the sailing industry or to the sailing public may become a member upon payment of the dues prescribed. Any company or organization shall designate one individual to act on its behalf and to cast its vote.

## **ARTICLE IV - DUES**

**Section 1. Amount and Date Payable.**

The Board of Directors may levy dues upon all members in such amounts and for such periods as it determines to be in the best interest of the association. Such dues shall be payable at such time and by such methods of collection as the Board of Directors may prescribe. The Board of Directors may make necessary regulations to enforce the collection of such dues or assessments.

**Section 2. Non-payment.**

A member who fails to pay the prescribed dues within thirty (30) days from the time the same become due shall be notified by the Secretary, and if payment is not made within the next succeeding thirty (30) days shall, without further notice, forfeit its membership and all related privileges.

## **ARTICLE V – MEETINGS**

**Section 1. Annual Meeting.**

The annual meeting of the members shall be held in conjunction with a major national boat show each year for the transaction of such business as may come before the meeting, including but not limited to the selection of the members of the Board of Directors.

**Section 2. Special Meetings.**

Special meetings of the members may be called by the President, the Board of Directors, or by the President or Secretary upon the request of not less than 25% of the members.

**Section 3. Place of Meeting.**

The Board of Directors may designate any place as the place of meetings for any special meeting.

**Section 4. Quorum.**

A quorum shall consist of fifty (50) members. In the event a quorum is not present, the presiding officer may adjourn the meeting from time to time until a quorum is present.

**Section 5. Notice of meetings.**

Notice of time and place of any meeting shall be sent by the Secretary or Executive Director at least thirty (30) days before the meeting to the address of each member as reflected in the association's membership roster, except that in the case of special meetings such notice shall be sent at least fifteen (15) days prior to such meeting.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. Powers.**

The business of the corporation shall be managed by or under the direction of the Board of Directors, except as otherwise provided in the certificate of incorporation. The Board of Directors may adopt such rules and regulations for the conduct of business of the association as the Board shall deem advisable, and may, in the execution of the powers granted, appoint such assistant officers and agents as it may consider necessary.

**Section 2. Composition.**

The Board of Directors shall be composed of a President and up to 16 additional directors elected on a rotating basis in classes of up to 5 or 6 directors each year for three-year terms. The Board of Directors shall be composed of a broad representation of the US sailing industry, both in terms of businesses and geography, and should strive to include representatives from as many of the following categories as is practical:

- Boat Builders (domestic and foreign)
- Clothing and Equipment Manufacturers
- Retail
- Sailing Media (print and digital)
- Sailing Access Provider (Sailing School, Community Sailing, Sailing Club)
- Charter
- Sailmaker
- Sailing Service Provider (insurance, legal, marine lender);
- Boat Show
- At Large

- Ex-Officio representatives from NMMA, US Sailing

Directors for each of the classes must be voting members in good standing who are engaged in the respective businesses of the class in question, in a decision-making capacity, employee or consultant, except for the At-Large class, which may be composed of any voting member in good standing.

**Section 3. Terms of Office.**

The directors shall be elected for a term of three years. No Director may be elected to more than two consecutive terms, except that such limitation shall not apply to the President who may serve an additional two years after their second term, and the Past President who may serve until replaced.

**Section 4. Quorum.**

A simple majority of the total number of seated Board members shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by the bylaws.

**Section 5. Absence.**

A director who fails to attend two consecutive Board meetings without being excused by the president or Secretary shall be removed from the Board by action of the Board, Article VI, Section 3 notwithstanding.

**Section 6. Compensation.**

Directors shall not receive any compensation for their services as directors. The Board may by resolution authorize reimbursement of directors' expenses incurred in the performance of their duties.

**Section 7. Resignations and Vacancies.**

Any director may resign at any time by giving written notice thereof to the President or Secretary. Such resignation shall take effect at the time specified therein or at the time of the acceptance if no such time is specified. Any vacancy on the Board shall be filled by the appointment of the President subject to approval of the Board. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and such unexpired term shall not count in enforcing term limits in Section 3 of this article.

**Section 8. Removal of Directors.**

At a meeting called expressly for that purpose, the entire Board of Directors or any number thereof may be removed, with or without cause, by a vote of 75% of the members.

**Section 9. Regular Meetings.**

The Board of Directors shall meet at least three times during each calendar year at such time and place that the Board may determine.

**Section 10. Special meetings.**

Special meetings of the Board of Directors shall be held at such place as shall be provided for in the resolution, notice or call of such meeting.

**Section 11. Notice.**

Notice of any meeting of the Board of Directors shall be given in the manner specified in Article V, Section 5.

**Section 12. Informal Action.**

Any action required to be taken at a meeting of the Board of Directors may be taken without such meeting if written or telephonic consent is obtained from each director.

**Section 13. Management.**

The directors may appoint an Executive Director and staff with compensation to carry out the directions of the Board and may delegate such authority and responsibility to the Executive Director as they deem necessary to efficiently conduct the business affairs of the association.

**ARTICLE VII - OFFICERS**

**Section 1. Number.**

The principal officers of the association shall consist of a President, three Vice-Presidents, and a Secretary/Treasurer. The principal officers of the association shall be elected by the Board of Directors from among the board members), provided that no person shall hold more than one office. All officers and agents of the association, as between themselves and the association, shall have such authority and perform such duties in the management of the property and affairs of the association as may be provided in the bylaws or, in the absence of such provisions, as may be determined by resolution of the Board of Directors.

**Section 2. Terms of Office.**

Each officer shall hold office for a period of two years commencing after election until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. President.**

The President shall be the chief executive officer of the association, shall, when present, preside at the meetings of the association and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees, except the audit committee. The President shall serve as Chairman of the Executive Committee of the Board of Directors. The President shall perform such duties as are necessarily incidental to the office of president or as may be prescribed by the Board of Directors.

**Section 4. Vice-President.**

Three Vice-Presidents shall be elected from the Board of Directors and shall serve on the Executive Committee of the Board of Directors.

**Section 5. Secretary/Treasurer.**

The Secretary/Treasurer shall serve on the Executive Committee of the Board of Directors, and his or her tasks may be delegated as approved by the Board of Directors. As secretary, shall keep the minutes of meetings of the voting members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws; be custodian of the records of the association; maintain a complete list of all voting members entitled to vote at members' meetings, and have said list available for inspection by any members who may be present at such meeting; in general, to perform all duties as from time to time may be assigned to him/her by the President or Board of Directors. As treasurer, shall have the supervision of the funds, securities, receipts and disbursements of the association; cause all monies and the other valuable effects of the association to be deposited in its name and to its credit in such depositories as shall be

selected by the Board or pursuant to authority conferred by the Board; cause to be kept correct books of account, proper business; render to the President or Board of Directors, whenever requested, an account of the financial condition of the association. If required by the Board, he/she shall be bonded for the faithful performance of his/her duties in such sum and with such surety as shall be approved by the Board.

**Section 6. Removal.**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby.

**ARTICLE VIII - ELECTION OF DIRECTORS AND OFFICERS**

**Section 1. Nominating Committee.**

The President, with the approval of the Board, will annually establish a nominating committee and designate one person as chairperson. The nominating committee shall be comprised of one retiring board member, one general member, and the past President.

**Section 2. Candidates.**

The nominating committee will prepare a slate of candidates for officers and vacant board positions, with at least one candidate nominated for each position.

**Section 3. Notice.**

The names of the nominees for Directors will be sent by the Secretary to each voting member of record at least 10 days prior to the election. The names of the nominees for the officers will be presented to the Board of Directors at the board meeting. To add additional nominations to the ballot, any voting member may provide nominations for director, in writing, accompanied by signatures of 2 other members, to the nominating committee chairperson up to fifteen (15) days prior to the election.

**Section 4. Election.**

The election of Directors shall take place at the annual meeting. The election of Officers will be by secret ballot cast at the Board of Directors meeting. At the option of the Board, the election of Directors may be done by mail or electronic ballot in lieu of an election at the annual meeting. If the Board has so determined, the notice sent pursuant to Section 3 above shall so note and shall include a ballot, with a time for returning same in order for votes to be recorded.

**ARTICLE IX - COMMITTEES**

**Section 1.** The Executive Committee shall consist of the officers of the association and the immediate past President and shall include the Executive Director as a non-voting, ex-officio, member. The committee shall be empowered to act on behalf of the Board of Directors between Board of Directors meetings, subject to the Board's approval, and shall report to the Board its activities each month. At the request of the President or in the event of his absence, disability, or refusal to act, the Executive Committee shall recommend to the Board a replacement.

**Section 2.** The Board of Directors shall establish an audit committee whose purpose shall be to supervise the audit of the books and records of the association and render a written report thereon to the Board of Directors and an oral report to the members at the annual meeting. The audit committee shall be comprised of not

less than three (3) voting members, including at least one (1) member of the Board of Directors.

- Section 3.** The President may establish such additional committees and appoint members to serve thereon as he or she deems necessary to carry out the purposes of the association.

#### **ARTICLE X - MISCELLANEOUS**

**Section 1. Indemnification and Insurance.**

The association shall indemnify all officers, directors, employees, and agents of the association to the full extent permitted by law and may purchase insurance for such indemnification to the full extent permitted by law, as determined from time to time by the Board of Directors.

**Section 2. Distributions.**

The association shall use its funds only to accomplish the purpose specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more of the regularly organized educational or scientific organizations whose objectives are substantially similar to those of the association in accordance with the determination of the Board of Directors.

**Section 3. Loans to Officers Prohibited.**

No loan shall be made by the association to any of its officers or Directors. Any Director of the association who votes for or assents to the making of any such loan and any officer participating in the making of such loan shall be jointly and severally liable to the association for the amount of such loan until its repayment.

**Section 4. Waive of Notice.**

Whenever any notice is required to be given under the law or under the provisions of these bylaws, a waiver of such notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such waiver shall be deemed equivalent to the giving of such notice.

**Section 5. Rules of Order.**

"Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

#### **ARTICLE XI - AMENDMENTS**

**Section 1. Amendments By Board of Directors.**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors, provided, however, that no bylaw adopted by the members shall be amended or repealed by the Board of Directors if the bylaw so adopted so provides.

#### **ARTICLE XII - FISCAL YEAR**

**Section 1. Fiscal Year.**

The fiscal year of the association shall commence on July 1 of each calendar year.

## **ARTICLE XIII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

### **Section 1. Contracts.**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the association and such authority may be general or confined to specific instances.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name.

### **Section 3. Checks and Drafts.**

All checks or drafts, issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association as shall from time to time be determined by resolution of the Board. Endorsements of instruments for deposit to the credit of the association in any of its duly authorized depositories may be made by rubber stamp of the association or in such manner as the Board may from time to time determine.

### **Section 4. Deposits.**

All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Board may select.