

Version 2.5  
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# Bylaws

of the

## International Laser Class Association - North American Region

### Article I Name and Purpose

**Section 1.1 Name-** The name of the organization is The International Laser Class Association - North American Region (ILCA-NA) hereinafter referred to as the Association.

**Section 1.2 Purpose and Authority-** The Association shall foster national and international amateur athletic competition in the sport of sailing Laser Class sailboats and shall promote Laser sailing and racing throughout the world.. The Association shall have sole authority for the conduct and management of Laser Class activities within North America, including the administration of the Class Rules and the allocation of World Championship berths.

### Article II Offices

**Section 2.1 Office** - The principal office of the Association shall be as determined from time to time by the Executive Committee. Other offices may also be established at such places as the Executive Committee may determine.

### Article III Membership

**Section 3.1 Membership** - Any individual may become a member of the Association by paying the prescribed Association dues as set by the Executive Committee, provided that person is not precluded from sailing competition by his sailing Member National Authority (MNA) or the International Sailing Federation (ISAF).

### Article IV Executive Committee

**Section 4.1 Governance** - The Association shall be governed by the Executive Committee in accordance with the Constitution of the International Laser Class Association (ILCA) and these Bylaws.

**Section 4.2 Officers** - The Executive Committee shall consist of at most five (5) officers and the Executive Secretary including: the Chairman, the Vice Chairman, the Secretary, the Treasurer, and a Member at Large. Each member shall have one vote except for the Executive Secretary who shall not vote. Each officer shall be a member of the Association.

**Section 4.3 Chairman** - The Chairman shall preside at meetings, and execute business on behalf of the Association or Executive Committee.

**Section 4.4 Vice Chairman** - The Vice-Chairman shall preside at meetings in the absence of or request of the Chairman. The Vice- Chairman shall perform other such duties as requested and assigned by the Executive Committee.

**Section 4.5 Secretary** - The Secretary shall cause minutes of all meetings to be kept, and perform other such duties as requested and assigned by the Executive Committee.

**Section 4.6 Treasurer** - The Treasurer shall oversee the financial activities of the Association, working closely with any paid staff of the Association to ascertain that appropriate procedures are being followed, and shall perform such other duties as requested and assigned by the Executive Committee.

**Section 4.7 Member at Large** - The Member at Large shall serve as the liaison between the Executive Committee, the District Chairmen\* and the members, and shall perform such other duties as requested and assigned by the Executive Committee.

**Section 4.8 Executive Secretary** - The Executive Secretary shall be appointed by the elected members of the Executive Committee, and shall hold office for such term and upon such conditions as the Executive Committee shall decide. He shall be responsible for the day-to-day management of the business of the Association, subject to and in accordance with these Bylaws and the direction of the Executive Committee, including but not limited to:

- (a) coordination of inter-District activities and events,
- (b) liaison with the Executive Secretary of the World Council,
- (c) issuance of Fleet Charters,
- (d) maintenance of all records of the Association, and
- (e) maintenance of all membership records and other member information.
- (f) Maintenance of the organization's website

**Section 4.9 Vacancies and Other Officers** – In the event of an Executive Committee member vacating his or her position, that vacancy will be filled by appointment by the Executive Committee until the next election.

**Section 4.10 Other Officers** –The Executive Committee may form committees or appoint additional officers for such term and with such voting authority as it may from time to time determine.

**Section 4.11 Reimbursement** - Officers other than the Executive Secretary shall serve without compensation with the exception that reasonable expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and prior approval.

## **Article V Meetings and Elections**

**Section 5.1 Meetings** - The Executive Committee shall meet at such times and places and by such means as the officers shall determine. A majority of the voting officers shall form a quorum and all decisions will be by majority vote.

**Section 5.2 Annual General Meeting** - The Association shall hold an Annual General Meeting of the Executive Committee and the District Chairmen of the Region. The meeting shall be held at the North American Championship or at such other such time or place as the Executive Committee shall determine. This meeting shall be open to the general membership for informational purposes such as presenting financial information and addressing the current state of the Association.

**Section 5.3 Special Meetings** - A Special Meeting of the District Chairmen may be called by the Chairman of the Association, a majority of the Executive Committee or a majority of the District Chairmen for the purpose of amending these Bylaws or for other purposes.

**Section 5.4 Notice** - Any meeting may be called by the Chairman or at the request of any two (2) officers by notice emailed, mailed, otherwise delivered to each member of the Executive Committee not less than three (3) days before such meeting except the Annual General Meeting which shall require thirty (30) days notice.

**Section 5.5 Action Without a Meeting** - Any action that can be taken at a meeting of the Executive Committee or at the Annual General Meeting (including amendment of these Bylaws) may be taken without a meeting if all the voting members consent to taking the action without a meeting and to approving the specific action. Such consents shall be by in writing, electronic form or other accepted means.

**Section 5.6 Election of Officers** - The officers of the Executive Committee, shall be nominated and elected annually by a majority vote of the District Chairmen, and shall hold office until their successors are elected. Nothing shall preclude one of the District Chairmen from also being a member of the Executive Committee. For the purpose of electing officers, an election will take place during the month of October. Nominations for officers will be taken for a seven-day time period set by the Executive Committee and shall be emailed, mailed or otherwise delivered to the Executive Secretary. The election will take place following the close of nominations and an additional seven-day period for campaigning and the posting of position papers to the Association's website. The election will take place over a subsequent three-day period and will be conducted by mail, email or other acceptable means. The Executive Secretary administer the election and shall appoint an observer to ensure a fair, secret ballot election.

## **Article VI Records and Finances**

**Section 6.1 Checks, Drafts, Etc.** - All checks, drafts or other financial documents shall be signed or endorsed by such person or persons and in such manner as shall from time to time be determined by resolution of the Executive Committee.

**Section 6.2 Records** - Correct books that account for all the activities and transactions of the Association shall be kept at the office of the Association. The Association shall also keep a copy of these Bylaws, any organizing documentation, minutes of all meetings and a record of current Executive Committee members and District Chairmen eligible to vote.

**Section 6.3 Fiscal Year** - The fiscal year of the Association shall be October 1 through September 30. The Executive Committee shall review the Association's year-end financial statements and approve an annual budget at the end of each fiscal year. These documents shall be made publicly available.

## **Article VII Amendment of Bylaws**

**Section 7.1 Amendment** - These Bylaws may be amended by a 2/3 vote of the individuals who are members of the Executive Committee or are District Chairmen in the North American Region. Each individual shall have one vote. Prior notice of the proposed amendment shall be given in the notice of the meeting at which such action is to be taken. Amendment of these Bylaws may also be carried out by unanimous consent without a meeting pursuant to Section 5.5.

*\*For the purpose of consistency with the ILCA Constitution the term "District Chairman" is used in these Bylaws. If a District does not have a Chairman, the duly elected District Secretary shall act as the District Chairman.*