

**United States Albacore Association, Inc.**

**By-Laws**

**ARTICLE I – NAME:**

The corporation shall be named the UNITED STATES ALBACORE ASSOCIATION, INC., hereinafter called the Association or U.S.A.A.

**ARTICLE II – CORPORATE SEAL AND EXECUTION OF INSTRUMENTS:**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE III – Purposes:**

The purposes of the corporation shall be as stated in the Articles of Incorporation.

**ARTICLE IV – JURISDICTION:**

The U.S.A.A. has jurisdiction over all organized Albacore activity in the United States. Its Class Rules govern all open regattas regardless of by whom they are held. Its Articles of Incorporation, By-Laws, Class Rules, Rulings, and Specifications are binding upon all members and fleets, and all registered Albacores must conform to the class official plans and specifications.

**ARTICLE V – MEMBERSHIP:**

Membership in the U.S.A.A. shall be open to all persons interested in promoting the purposes of the Association, subject to the conditions set below:

1. A MEMBER must be an owner or co-owner of an Albacore, but only one co-owner may vote in respect to a single boat. A former owner will be considered an Associate Member during the remainder of the year in which he has paid dues. A member is entitled to hold office in the U.S.A.A., vote on Association matters, and skipper an Albacore in all regattas except as provided in the notice of race and sailing instructions. Whenever possible a Member should belong to the Fleet in the area where he normally sails. Members may join the Association either through their fleet or directly.  
Immediate members of a family (of which there is at least one Member) may skipper an Albacore without payment of an addition fee. Immediate members of a family are either spouse, and their children who have not reached twenty-six years of age by the first of the year. A person who participates in a shared boat program for which a substantial usage fee is paid and regularly sails an Albacore shall be considered an owner for the purpose of this

paragraph and entitled to vote in respect to a single boat regardless of how boat usage is divided among others under the program, subject to any rules as the Board may adopt.

2. An ASSOCIATE MEMBER may be former member who has sold the boat during the year, a co-owner, a child of a Member over twenty-six, or a non-owner who either skippers regularly, crews, or is otherwise interested in the class. An Associate Member shall not vote or hold office but is otherwise entitled to participate in Association activities.

#### **ARTICLE VI – DUES:**

The dues of the Association shall be determined by the Board. Fleet dues, if any, shall be fixed by each fleet.

#### **ARTICLE VII – ORGANIZATION:**

The U.S.A.A. is organized around chartered fleets and independent members.

##### **A. Fleets**

1. The owners of any three or more Albacores who sail in the same waters or reside in a locality may apply to the Association for a Fleet Charter and may be granted the same, provided at least two-thirds of the members of the Fleet are members of the Association in good standing.
2. Application for a Fleet Charter may be made in the manner and shall be granted on the terms as the Governing Board shall from time to time direct.
3. The Fleet Charter may be revoked at any time by the Governing Board for failure to maintain a minimum number of boats, or for other sufficient cause, in which case the revocation shall remain in effect subject to being ratified by a vote of two-thirds of the members present at an annual or general meeting, notice having been given of the intention to vote on the revocation.
4. The Fleet shall be self-governing in all local matters including the power to elect officers and govern local races within the framework of the Association's By-Laws and racing rules. The Fleet shall elect a Fleet Captain and Fleet Secretary who shall be members in good standing of the U.S.A.A. as a condition of holding office. A Fleet Measurer may be appointed to work under the direction of the U.S.A.A. Chief Measurer.

#### **Article VIII - OFFICERS**

1. The officers of the Association shall consist of the Past President, President, Vice-President, Secretary, and Treasurer. The President shall appoint a Specifications Committee Chairman and together with the elected officers they shall constitute the Executive Committee.
2. The President shall also appoint a Chief Measurer and editors of the Associations publications. The Chief measurer normally serves as the Specifications Committee chairman (ARTICLE XV), but the President may appoint separate individuals.
3. The Executive Committee may appoint an Executive Secretary and/or Assistant Treasurer to assist with the business matters of the Association. Such positions may be salaried.
4. The Executive Committee plus such additional members as may be elected to Board by the membership shall constitute the Board of Directors.

#### **Article IX – DUTIES OF OFFICERS**

1. The duties of the President shall be to preside at the annual meetings and other meetings of the Association, generally perform the duties of a chairman or president of an association, and shall be an ex-facto member of all committees.
2. The Vice President shall chair the Race and Regatta Committee, shall supervise the National Championships, shall appoint the National Championships Regatta Chairman, and, in the absence of the President, shall perform the President's duties.
3. The Secretary shall have charge of the papers and records of the U.S.A.A. and shall record the minutes of the meetings of the Association. Governing Board and Executive Committee in the minute book of the Association, shall give notices, shall sign all papers and documents required for the purposes of the U.S.A.A.
4. The Treasurer shall have charge of all books of the Association and shall also collect and receive all monies due or payable to the U.S.A.A. and shall deposit same in an acceptable bank and trust company to the credit of the Association, shall make all payments required for the purposes of the Association out of such funds, shall keep the necessary books of account for the purposes of the Association, and shall prepare and submit for approval annual financial statements to the members. Such statements shall be printed in the class newsletter or the USAA website.

#### **Article X – ELECTION AND RECALL OF OFFICERS AND ADDITIONAL BOARD MEMBERS**

1. The Executive Committee may appoint a nominating committee or may propose a slate of officers as it sees fit. Unless provided otherwise by the Executive Committee, a nominating committee is normally chaired by the Past President.
2. The elections shall take place once a year at the Annual General Meeting (AGM) at which there shall be nominated and elected by a majority of the members present in person, by proxy, or electronic device, a President, Vice President, Secretary, Treasurer, and the number of additional Board members determined in the next paragraph
3. The majority of members present, by person, proxy or electronic device, at the AGM prior to the election of officers may adopt a resolution fixing a number of additional Board members to be elected. In the absence of such a resolution, the number of additional board members shall remain unchanged from the last previous election. The number of additional board members shall remain at zero until such time as the membership votes to elect additional members.
4. All officers and board members so elected shall hold office starting on the day of their election until the following year's election. All officers and other board members may be reelected.
5. The Past President shall be the last president of U.S.A.A. who served immediately prior to the current president. No membership election is in order for the office of Past President. In the event that the last president is unable or unwilling to serve or is recalled, the Board of Directors shall select from other previous presidents and long-standing members of U.S.A.A.
6. Officers and additional board members shall be subject to recall by a vote of the Board or a majority vote of the members voting at a special membership meeting between the regularly scheduled annual meetings. Both the Board and the membership shall vote only after affording the board member notice of the general grounds for the recall and an

opportunity to be heard. When the Board votes to remove a member, the Board may make that action immediately effective and elect a provisional replacement, however it shall convene a special membership meeting as soon as practicable to ratify or reject the recall upon the request of any Board member so recalled when the request is made at the time the Board vote is finalized. A number of members equal to half the members present at the last general membership meeting (as shown in the minutes) plus one shall constitute the minimum number of members required to request a special meeting for the purpose of recalling a board member. These members shall sign a joint request specifying the general grounds for the recall and shall transmit that request to the President and Secretary. Upon receipt of a valid request the Secretary shall give notice of a special membership meeting as soon as practicable. In the absence of action by the Secretary, the President shall give the notice. If a recalled Board member is an officer, the recall also applies to any office the officer holds and his membership on the Executive Committee. If the membership votes to sustain the recall of a Board member, any interim replacement selected by the Board shall become the permanent replacement. If no interim replacement has been selected by the Board, the membership will then proceed to the election of a replacement to fill the balance of the recalled member's term.

7. Until the first AGM of the United States Albacore Association, Inc., the Board of Directors shall elect all open positions on the Board of Directors and among the officers of the Association. All such directors and officers are subject to recall by the Board or the membership as specified in Section 6 of this article.

#### **Article XI – BOARD OF DIRECTORS**

The Board of Directors (Board) shall interpret the Articles of Incorporation and By-Laws, shall conduct all business and determine policy of the Association. The Board has the power to enforce its decisions by suspension of entire fleets or individual members. Its rulings shall be binding and final. The Board may amend the By-Laws and the Articles of Incorporation by a two-thirds vote. The Board shall be the final authority for the Rules, Sailing Instructions and Notices of Race governing Albacore Regattas conducted through the Race and Regatta Committee. In not otherwise stated, majority vote shall decide all issues. If no action is taken on the subject by the Board, Sailing Instructions and Notices of Race adopted by the Race and Regatta Committee are deemed authorized by the Board. The President shall serve as Chairman.

#### **Article XII – EXECUTIVE COMMITTEE**

The Executive Committee is a subcommittee of the Board, empowered to act in the name of the Board in matters requiring, in their discretion, prompt action. The President shall serve as Chairman. If no additional board members are elected by the membership at the previous AGM, any action of the Executive Committee is considered Board Action also, and the minutes of its meetings should be styled "Combined Meeting of the U.S.A.A. Board of Directors and Executive Committee, Minutes [Date]" The Executive Committee and Board may act on any matter by agreement affirmatively shown by mail or email from a majority of the members of the body, provided that all members are notified of the matter and provided a reasonable opportunity to discuss and vote as determined by the President and subject to review by the majority of the Committee or Board.

#### **Article XIII – RACE AND REGATTA COMMITTEE**

1. The Vice President shall serve as the Race and Regatta Committee Chairman. The remainder of the Committee shall be appointed by the Vice President..
2. The committee shall be responsible for preparing rules, sailing instruction and notices of race governing Association regattas. The Race and Regatta Committee may make such documents as it prepares immediately effective, but subject to the authority of the Board to reject or change them. These documents are normally available to participants through the regatta registration website. The committee shall exercise the organizing authority's prerogatives over matters such as granting waivers of particular class rules for a particular regatta, authorizing substitutions of crew members, and authorizing use of non-conforming sail numbers.
3. The committee is responsible for the preparation of the annual calendar of regattas. It shall endeavor to arrange the calendar with a minimum of conflicts and all Fleets shall cooperate in eliminating conflicts. The sponsoring authority for each regatta listed in the official calendar agrees to conduct the regatta in accordance with the Association rules and standards unless otherwise specifically authorized by the Board.
4. There shall be an annual competition known as the United States Albacore Championship Regatta.
5. The Committee shall have full charge and supervision of the Annual Regatta following standards approved by the Governing Board. All arrangements in connection with the Regatta and in particular with respect to water safety shall be the responsibility of the committee. A local chairman may be appointed by the Race and Regatta Committee Chairman. The Committee may delegate authority for the management of a U.S.A.A. event to a local fleet or to the organizing authority of a larger regatta that a particular U.S.A.A. event may be part of.
6. The Racing Rules of Sailing as adopted by World Sailing, the Prescriptions of US Sailing (together as published by US Sailing) and the class rules and prescriptions of the United States Albacore Association shall be binding and shall govern racing at the Annual Championship and all U.S.A.A. sponsored events and all disputes or protests arising during such racing shall be dealt with in accordance therewith and shall be referred to a protest committee or other authority as provided in the Racing Rules of Sailing. The class rules as adopted by the host country normally govern any international event.
7. The National Championship Regatta and other events sponsored by the Association or supported by the U.S.A.A. shall only be open to skippers who are members of the Association, Associate members, or have been approved by a member of the Executive or Race and Regatta Committee. The intent of this paragraph is to encourage at open events that all skippers be members in good standing supporting U.S.A.A. with a reasonable and affordable membership fee, but that the officers will liberally allow participation to non-members as appropriate to promote the class, enhance the event or provide opportunities for participation to persons not likely to seek membership. Membership in USAA is not normally expected for competitors in USAA events from other countries.

#### **Article XIV – SPECIFICATIONS COMMITTEE**

1. There shall be a Specifications Committee, the Chairman of which shall be appointed by the President and members thereof by the President upon recommendation of the Chairman. The Specifications Committee shall be charged with the maintenance and administration of

standard specifications and the administration of the Class Rules. The Chief Measurer works under the direction of the Specifications Committee and may be the same person as the chairman of the Specifications Committee.

2. Chief Measurer may represent the Class at any protest in which the Class Rules are at issue as the Racing Rules of Sailing and Sailing Instructions may provide. The Chief Measurer or designee shall have the authority to act on behalf of U.S.A.A. on any matter in which the U.S.A.A. class rules is an issue, provided that the actions taken on behalf of U.S.A.A. must conform to the process and substantive requirements of the Racing Rules of Sailing and the Equipment Rules of Sailing. The Chief Measurer or designee shall sign all measurements certificates issued under the authority of U.S.A.A. unless otherwise determined by the Board.
3. The specifications committee is responsible for the preparation of all proposed changes to the class rules and class specifications. The process normally starts with the Specifications Committee Chairman discussing any proposed change under consideration with equivalent counterparts in the Albacore class national authorities for other nations so as to promote consistency in the Albacore class rules across national borders and to fulfill U.S.A.A.'s obligations to other national authorities. The Specifications Committee shall report to the Board its recommendations to the Board once any proposed rule changes are ripe for membership action, including the language to be added or modified in the proposed rule change. The Board in turn will make a recommendation for the membership to approve any rule change which it supports. The Board may recommend rule changes to the membership on its own authority provided that the lack of favorable recommendation by the Specifications Committee is disclosed to the membership when the membership vote is taken. Based on the status of discussions with other Albacore countries, the recommendation of the Specifications Committee and the Board should address whether any approval of a change to class rules for the United States should be contingent on similar approvals from the national Albacore class association approvals in other countries before the rule change is deemed effective within the United States or event held under the authority of U.S.A.A. The only binding action respecting class rules in order at membership meetings is the adoption or rejection of rule changes recommended by the Board. It is never in order at a membership meeting to modify any proposed class rule change from what has been recommended by the Board unless the Board votes separately to accept the modification. Proposed rule changes must be mailed to members or posted on the class website for a minimum of fifteen days prior to any membership vote, and the board in its discretion should normally provide additional time except when urgency is required.

#### **Article XV – GENERAL MEETING OF MEMBERS**

1. General meeting of the members shall be held at such time and place as the President and Secretary shall determine and shall be called by a notice signed by the Secretary specifying the time and place of such meeting and the principal business matters to be transacted thereat, and such notice shall be mailed by ordinary post or sent by email to all members at their last known address at least fifteen days prior to the date of such meeting.
2. There shall be at least one general meeting of the membership each year which shall be held during the National Championship or the principal championship event held closest to Columbus Day/Native American Day holiday and which shall be known as the Annual

General Meeting. Notice of this meeting is not required if it included on the schedule of events in the official Notice of Race for the championship event. If the October championship event is not scheduled or canceled, the annual general meeting shall be called as a special general meeting with notice provided under Paragraph 1 of this article.

3. The quorum for the transaction of business at any general meeting of the members shall consist of at least five members present in person, by proxy or by electronic device
4. Members may give their proxies to the other members to vote for them at any general meeting. They may also participate by electronic device as coordinated by the Secretary or his designee. Electronic device participation means attendance where at least the voice of the participants can be heard (and optionally their images seen) in a group session over the Internet or similar medium. Members desiring to participate by electronic device should contact the Secretary for instructions prior to the meeting.
5. The membership is not competent to bind the Board in its conduct of the business of the corporation or to restrict its options, except on matters specifically reserved to it under these by-laws or which expressly require its ratification. Votes taken on other matters shall be deemed advisory to the Board and as an expression of the wishes of the membership. Such expressions are important because the support of the membership is essential to the viability of the class and its ability to fulfill its charitable purpose. The membership ultimately retains democratic control of the corporation through its power to elect and recall officers and Board members.
6. Failure to adhere to quorum requirements or notice requirements shall not be grounds to invalidate any action taken by vote of the membership unless an objection is raised before such vote is taken and noted in the minutes of the meeting. The secretary shall note such objection in the minutes whenever made.

#### **Article XVI – AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS**

1. Please refer to Article XI.

#### **Article XVII - GENERAL**

1. Any member of the Association may be removed or expelled by a two-thirds vote of the Board, for good reason, after having been given notice of the meeting to be held for the purpose considering the removal or expulsion of such member, which notice shall specify the object of the meeting and provided at such meeting such officer or member shall be given full opportunity to be present and to be heard.
2. These By-Laws and any amendments duly made thereto shall be binding upon the Association, its officers, committees, and members.

#### **ARTICLE XVIII – SUBJECTS NOT OTHERWISE COVERED**

1. The Board shall have the authority to interpret all governing documents of the Association. These By-Laws are subject to the Articles of Incorporation under which the Association is incorporated.

As of the date of these by-laws the Association shall limit its activities and purposes to those permitted to organizations exempt from taxation under Section 501(c)(3) of the United States Income Tax Code.

**United States Albacore Association**

**Standing Resolutions (to remain effective until changed by Board)**

**No. 1 – APPLICATIONS FOR MEMBERSHIP:**

Applications for membership shall be in such form as the Executive Committee shall from time to time by resolution determine.

**No. 2 – FEES:**

United States Albacore Association fees shall be

	On time	Late
For Members	\$30	\$35
For Associate Members	\$20	\$25

Provided that the Executive Committee may, in its discretion, reduce the fee for the first year of membership and to waive late fees.

**No. 3 – NON-PAYMENT OF FEES:**

The failure to pay a prescribed fee shall, ipso facto, cancel all of the rights and privileges in respect to which such fee shall have been required.

**No. 6 – FISCAL YEAR:**

The fiscal year of the Association shall end on December 31<sup>st</sup> in each calendar year.

**No. 7 – CLASS RULES:** (as written).

**No. 8 – FLEETS**

1. Any owner or co-owner of an Albacore, whether or not the owner's boat has a valid Measurement Certificate, may apply to become a member of a Chartered Fleet. The members of a fleet may, by a majority vote at a meeting duly called for the purpose, accept or reject any application for membership in that fleet. In the absence of official action by fleet membership, membership applications submitted to the fleet officers in proper form are deemed accepted by the Fleet unless the governing documents of the fleet otherwise provide.
2. Each chartered Fleet should have at least one meeting of its members each year, preferably following the Annual meeting of the Association, at which the Fleet officers should be elected. Results of the election of Fleet Officers shall be filed with the Association within two weeks of the election or reported to the Association at the following Annual meeting. Similar notification shall be given of any change of officers.  
Each Chartered Fleet shall file a yearly report with the Association not later than December 1<sup>st</sup> each year. The form and content of the report shall be in the form specified by the Executive Committee, and the report of the Fleet shall be taken as evidence of Fleet

Membership by the Association, provided that the Executive Committee may permit an alternative filing date at its discretion. The report may be provided orally at the annual general meeting.

**No. 9 – CONTINUING EFFECT OF ACTIONS OF THE UNINCORPORATED ASSOCIATION**

The International Albacore Class rules as adopted by the unincorporated United States Albacore Association shall be the class rules of the United States Albacore Association, Inc. Except as provided by the Board or except as inconsistent with the Articles of Incorporation, the By-Laws, Board Resolutions, or Executive Committee resolutions, actions and resolutions of the unincorporated association are ratified as actions of United States Albacore Association, Inc.