



## **BYLAWS OF CASCO BAY ETHELLS FLEET 27**

### **ARTICLE I Name and Charter**

Section 1. The name of this association shall be “Casco Bay Etchells Fleet 27” (hereinafter referred to as “Fleet”).

Section 2. The Fleet is chartered by the United States International Etchells Class Association (IECA-USA) to oversee local Etchells Class racing and manage local Etchells Class affairs.

### **ARTICLE II Object**

Section 1. The object of the Fleet is to promote recreation and sportsmanship through competition in International Etchells Class sailboats and to promote fellowship among members by fostering social activities.

Section 2. The Fleet shall maintain its membership in the IECA-USA. The Fleet shall conduct its affairs in a manner consistent with the bylaws, official rules, policies and procedures of IECA-USA and the International Etchells Class Association (IECA).

### **ARTICLE III Members**

Section 1. Categories of Members. The Fleet shall provide memberships in the following categories:

a) Owner Member. An Owner Member has the right to:

- Vote to select the Officers of the Fleet,
- Be an officer of the Fleet,
- Be a member of a committee,
- Vote on changes to the bylaws,
- Attend Fleet meetings,
- Make and second motions at Fleet meetings,
- Participate in debate at Fleet meetings,
- Vote on Fleet decisions
- Enter and be scored in Fleet-sponsored races and regattas,
- Qualify for Fleet series championships,

and such other member rights enumerated by these bylaws and the Parliamentary Authority adopted by the Fleet.

b) Associate Member. An Associate Member is one who does not meet the eligibility requirements for the Owner Member category. The Associate Member has the right to:

- Be an officer of the Fleet, except for Fleet Captain,



- Be a member of a committee,
  - Attend Fleet meetings,
  - Make and second motions at Fleet meetings,
  - Participate in debate at Fleet meetings,
  - Vote on Fleet decisions except for election of officers and changing bylaws,
- and such other member rights enumerated by these bylaws and the Parliamentary Authority adopted by the Fleet.

Section 2. Membership Eligibility, Admission Procedure and Membership Removal. An Owner Member shall be the sole owner or charterer, or a syndicate's sole designated representative, of one or more Etchells Class sailboat(s) registered with the Fleet. Each Owner Membership is associated with one or more boat(s) registered in Fleet 27, and the Fleet shall recognize at most one Owner Member for each registered boat in the Fleet. In a case when multiple people own/charter the boat (a syndicate), the syndicate shall be entitled to designate to the Fleet Secretary one person from the syndicate to be the Owner Member. An Owner Member shall be transferred automatically to Associate Member when the Member ceases to be the owner/charterer/designated representative of a boat. The Owner Member, whether the sole owner, or the syndicate's designated representative, shall be an Active Member of IECA-USA and all remaining members of a syndicate shall be Associate Members of the Fleet. Associate Members of the Fleet shall be Associate Members of IECA-USA. Membership in the Fleet is granted to qualified applicants following their submission of a completed membership application and payment of annual dues to the Fleet Treasurer. Members may be expelled for cause by unanimous vote of the Executive Board.

Section 3. Dues and Fees. Fleet dues for the upcoming membership year shall be established or changed by a majority vote of Fleet members at the pre-season meeting. The membership year covered by annual dues shall run from May 1 to April 30. Dues for the upcoming membership year shall become due at the pre-season meeting occurring just prior to, or at the start of, the membership year. From time to time, the Fleet may establish additional fees to support Fleet activities. Members shall pay dues and fees to the Fleet Treasurer. Members shall be considered to be in good standing when all dues and fees have been paid for the current membership year. Fleet membership shall automatically cease for those whose dues are unpaid after the Fleet's spring launch day (or the last spring launch day if there is more than one launch day in the membership year).

Section 4. Honorary Life Memberships. Upon the signed recommendation of one member, seconded by another member, and by a three-fourths vote by ballot at a standing meeting, Honorary Life membership shall be conferred upon an individual who has rendered notable service to the Fleet. An Honorary Life Member shall have none of the obligations of membership in the Fleet, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.



Section 5. Non-Voting Memberships. From time to time the Executive Board may establish various categories of non-voting memberships for participation in Fleet activities and programs. Such non-voting members shall have such rights and responsibilities as may be established by the Executive Board; except that a non-voting member shall not have the right to make or second a motion, to participate in debate, to vote, or to hold office in the Fleet.

#### **ARTICLE IV Officers**

Section 1. Officers and Duties. The officers of the Fleet shall be a Fleet Captain, a Treasurer, a Race Officer, a Secretary, and a Social Officer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Fleet. Other specific duties shall be as follows:

a. The Fleet Captain shall chair all Fleet and Executive Board meetings, serve as Fleet Measurer, and represent the Fleet to the U. S. International Etchells and International Etchells Class Associations. The Fleet Captain shall be an Owner Member. The Fleet Captain may appoint Members to assist the Officers in their duties. The Fleet Captain shall perform such other duties applicable to the office as prescribed by the bylaws and the parliamentary authority adopted by the Fleet.

b. The Treasurer shall keep account of Fleet funds, including, but not limited to, the collection of dues and fees and the disbursement of funds at the direction of the Executive Board. The Treasurer shall draft and present the annual budget to the Executive Board, prepare and present a treasurer's report, including a statement of financial position and a statement of activities, at Executive Board and membership meetings, check accounting work for errors and fraud, sign or approve checks and other payments. In the absence of the Fleet Captain, the Treasurer shall chair Fleet or Executive Board meetings. The Treasurer shall perform such other duties applicable to the office as prescribed by the bylaws and the parliamentary authority adopted by the Fleet.

c. The Race Officer shall lead the Standing Race Committee in the execution of its duties. The Race Officer shall chair all Standing Race Committee meetings. The Race Officer shall determine the number of positions on the Standing Race Committee and shall fill these positions from the Fleet Membership. The Race Officer shall be responsible for obtaining any and all required marine event permits from the United States Coast Guard. The Race Officer shall perform such other duties applicable to the office as prescribed by the bylaws and the parliamentary authority adopted by the Fleet.

d. The Secretary shall maintain a roll of Fleet Etchells Class sailboats and a roll of Fleet Members. The Secretary shall 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 IECA-USA 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. The Secretary shall cause Fleet activities to be widely publicized. The Secretary shall perform such other duties applicable to the office as prescribed by the bylaws and the parliamentary authority adopted by the Fleet.

e. The Social Officer shall maintain Fleet morale at a high level and shall arrange such social events as are required to do so. Each Fleet race and meeting should include a social component, whenever practicable. The Social Officer shall perform such other duties applicable to the office as prescribed by the bylaws and the parliamentary authority adopted by the Fleet.

Section 2. Time of Elections; Nomination Procedure. Fleet officers shall be elected during the post-season meeting. At the post-season meeting, the Nominating Committee shall nominate a slate of officers. Also, nominations for officers shall be accepted from members.

Section 3. Ballot Election, Term of Office, Removal from Office. The Officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected. Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.

Section 4. Office Holding Limitations. No member shall hold more than one office at a time.

## **Article V Meetings**

Section 1. Regular Meetings. There shall be two regular meetings each year, a pre-season meeting and a post-season meeting.

- a. A pre-season meeting shall be held prior to the start of the racing season. The dues structure shall be presented and voted upon. The Fleet racing schedule, Notice of Race, and Sailing Instructions shall be presented and voted upon. The Officers shall present reports on their areas of responsibility.
- b. A post-season meeting shall be held after the conclusion of the racing season. The Officers shall present reports on their areas of responsibility. Fleet Officers for the upcoming year shall be elected at this meeting. The Nominating Committee for the upcoming year shall be elected at this meeting. Awards **can** be made at this meeting.
- c. The Executive Board shall attempt to schedule the pre-season meeting during March or April and the post-season meeting during October or November. However, unforeseen events may cause the Executive Board to schedule either, or both, of these meetings outside the desired schedule window.



Section 2. The Fleet Captain or Executive Board may call special meetings.

Section 3. Meeting Notice. Notice of any meeting shall be provided to all members at least three weeks prior to the meeting. Such notice shall contain the agenda for the meeting, any changes to the Bylaws proposed for consideration and, in the case of the post-season meeting, the notice shall contain the Nominating Committee's proposed slate of officers and candidates for the Nominating Committee to be voted upon at the meeting.

Section 4. Quorum. Forty (40) percent of the Owner Members constitute a quorum for all Fleet business with the exception of approving changes to Fleet bylaws. When approving changes to Fleet bylaws, fifty (50) percent of Owner Members constitute a quorum.

## **ARTICLE VI The Executive Board**

Section 1. Executive Board Members. The Officers of the Fleet shall be members of the Executive Board.

Section 2. Executive Board's Duties and Powers. The Executive Board shall have general supervision of the affairs of the Fleet between its business meetings, fix the hour and place of meetings, make recommendations to the Fleet, ensure the Fleet complies with Federal, State, and Local laws, and perform such other duties as are specified in these bylaws and the parliamentary authority adopted by the Fleet.

Section 3. Executive Board Meetings. The Fleet Captain may call for Executive Board meetings. Three members of the Executive Board may call for an Executive Board Meeting.

## **ARTICLE VII Committees**

Section 1. Nominating Committee. The duty of the Nominating Committee is to appoint and nominate candidates for Fleet officers and for Nominating Committee to be elected at the next election.

- a) The term of the nominating committee starts at the close of the meeting at which they are elected and runs approximately one year until the subsequent year's Nominating Committee is elected, normally at the next post-season meeting.
- b) The Nominating Committee shall nominate three candidates for the subsequent year's Nominating Committee. The candidates for Nominating Committee shall include at least two Owner Members and may include one Associate Member. A candidate shall not be a current Fleet officer or a candidate for any of the upcoming year's Fleet officers. Nominations for Nominating Committee also shall be accepted from members at the post-season meeting.



- c) The Fleet Owner Members shall elect three Nominating Committee members. If there are more than three candidates for Nominating Committee, the three candidates with the most votes are elected.

Section 2. Standing Race Committee. The duties of the Standing Race Committee shall be:

- Propose an annual schedule of Fleet races to be presented for approval by the membership at the pre-season meeting;
- Provide Notice of Race (NOR), and Sailing Instructions (SI) for Fleet races to be presented for approval by the membership at the pre-season meeting;
- Define and Provide in the NOR the required qualifications for entering Fleet races and series, including any crew, boat, or sail substitution rules;
- Ensure the Sailing Instructions include any changes to International Etchells Class rules or Racing Rules of Sailing and that these changes are provided in accordance with the Racing Rules of Sailing in effect at that time;
- Provide race committees for Fleet races;
- Maintain and distribute to the membership the results of Fleet races and series standings throughout the racing season in accordance with the procedures defined by the NOR and SIs.

Section 3. Fleet Captain Ex Officio a Committee Member. The Fleet Captain shall be ex officio a member of all committees, except the Nominating Committee and any discipline committees.

## **ARTICLE VIII**

### **Parliamentary Authority**

The rules contained in the 11th edition of *Robert's Rules of Order Newly Revised* shall govern the Fleet in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Fleet may adopt.

## **ARTICLE IX**

### **Amendment of Bylaws**

These bylaws may be amended at any meeting of the Fleet by a two-thirds vote, provided that the amendment has been provided to the Fleet members at the previous meeting or has been provided in writing and sent to the members at least three weeks prior to the meeting.

## **ARTICLE X**

### **Indemnification**

The Fleet shall indemnify any Officer or agent of the Fleet to the fullest extent permitted by the laws of Maine if (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed (A) in the case of an Officer acting in his or her official capacity, that his or her conduct was in the Fleet's best interests, or (B) in all other cases, that such person's conduct was at least not opposed to the Fleet's best interests, and (iii) in the case



of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. However, the Fleet may not indemnify a person either (i) in connection with a proceeding by the Fleet in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Fleet or (ii) in connection with any proceeding charging improper personal benefit to the person, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Fleet was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Fleet only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Executive Board by a majority vote of the Executive Board, which shall consist of officers not parties to the subject proceeding, or by such other person or body as permitted by law.

#### **ARTICLE XI Permanent Trophies**

From time to time permanent trophies have been or will be donated to the Fleet for specific events or championships. These permanent trophies shall remain property of the Fleet and be shall displayed at the Portland Yacht Club from Memorial Day to October. Otherwise, the recipient may hold the trophy until a new winner has been determined.

BYLAWS ADOPTED on April 23, 2019