

BYLAWS OF THE UNITED STATES SUNFISH CLASS ASSOCIATION, INC.

Effective January 1, 2004

**ARTICLE I
OFFICES**

1. Name: The name of the Association shall be the United States Sunfish Class Association, hereinafter referred to as "USSCA."

1.1 Principal Office: The principal office shall be determined by resolution of the Board of Directors of USSCA.

**ARTICLE II
OBJECTIVES**

2.1 To provide a medium of exchange of information among Sunfish sailors throughout the United States and to enhance the enjoyment of the Sunfish Class sailboat.

2.2 To promote and develop Sunfish Class racing in the United States under uniform rules.

2.3 To encourage and foster the enjoyment of the sporting and recreational aspects of sailing.

2.4 To maintain the one-design characteristics of the Sunfish Class sailboat in the United States.

**ARTICLE III
JURISDICTION**

USSCA has the authority over all activities of the Sunfish Class throughout the United States. Its powers shall be vested in and carried out by the USSCA Board of Directors as provided in these Bylaws passed pursuant to the provisions hereof, all subject to and in accordance with the Constitution and Bylaws of the International Sunfish Class Association, Inc., hereinafter referred to as "ISCA."

**ARTICLE IV
BOARD OF DIRECTORS**

4.1 The Board of Directors shall consist of the President, Secretary, Treasurer (as Officers of the Class Association), the National Measurer, the US Advisory Council Representatives to ISCA (2), the Representatives from the following Regions, and the following Event Coordinators:

New England:	Connecticut, Maine, Massachusetts, New Hampshire, Vermont, Rhode Island
New York:	New York
Mid-Atlantic:	Delaware, Maryland, New Jersey, Pennsylvania, Virginia and West Virginia
Southeast:	Georgia, North Carolina, South Carolina and Tennessee
Gulf Coast:	Alabama, Arkansas, Florida Panhandle (<i>Bay, Calhoun, Escambia, Franklin, Gulf, Holmes, Jackson, Liberty, Okaloosa, Santa Rosa, Washington Counties</i>), Louisiana and Mississippi
Midwest:	Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio and Wisconsin

Florida Peninsula:	Florida Peninsula (<i>Alachua, Baker, Bradford, Brevard, Broward, Charlotte, Citrus, Clay, Collier, Columbia, Dade, DeSoto, Dixie, Duval, Flagler, Gadsden, Gilchrist, Glades, Hamilton, Hardee, Hendry, Hernando, Highlands, Hillsborough, Jefferson, Lafayette, Lake, Lee, Leon, Levy, Madison, Manatee, Marion, Martin, Monroe, Nassau, Okeechobee, Orange, Osceola, Palm Beach, Pasco, Pinellas, Polk, Putnam, Sarasota, St. Johns, St. Lucie, Seminole, Sumter, Suwannee, Taylor, Union, Volusia, Wakulla Counties</i>)	
Southwest:	Colorado, Kansas, New Mexico, Nebraska, Oklahoma and Texas	
West:	Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming	
Coordinators:	Junior Events	Master Events
	Women's Events	Regatta
	Membership	Nomination

4.2 Qualification: Directors shall be members in good standing of USSCA.

4.3 The President of the Association shall preside at meetings of the Board. In the absence of the President, the Secretary shall preside.

4.4.1 Election: Elected members of the initial Board of Directors shall hold office for a term of two years (staggered terms) or until their successors have been elected and qualified. At each annual meeting of USSCA, except for the office of National Measurer, the members shall elect new Directors to fill vacancies. Regional Representatives shall be elected by a simple majority of those members present from the region including any mail-in ballots, or shall be appointed by the Board of Directors. The President, Secretary, Treasurer, Event Coordinators and Advisory Council Representatives shall be elected by a simple majority of those members present at the annual meeting including any mail-in ballots. The National Measurer shall be appointed by the elected Board of Directors for a three year term. Any unfilled position shall be appointed by the elected Board of Directors.

4.4.2 Election Schedule: The schedule for election is at the annual meeting of the year indicated as follows:

President, Treasurer, and Junior, Membership and Regatta Committee Coordinators	Even year, starting 2000
Secretary, Two Advisory Council Representatives, Master, Women's & Nomination Committee Coordinators	Odd year, starting 2001
Representatives for New England, New York, Mid-Atlantic, Florida Peninsula, and Southeast Region	Even year, starting 1986
Representatives for Midwest, Southwest, Gulf Coast, and West Region	Odd year, starting 1987

4.5 General Duties: The Board of Directors shall manage the activities of USSCA, shall publish a periodic newsletter, and is empowered to set membership classes and the annual membership dues of USSCA. The Board shall not change the dues of USSCA more than once per fiscal year. The Board shall also establish and provide minimum standards for USSCA sanctioned regattas and championships, and determine the method of qualification of USSCA members for the Sunfish World Championship.

4.6 Duties of Directors who are not Officers:

4.6.1 National Measurer: The National Measurer shall be responsible for enforcing the Rules of the International Sunfish Class Association in the United States; shall rule on all questions from and challenges by USSCA members relating to the Rules; shall issue interpretations thereof deemed necessary by the National Measurer, subject to approval, rejection or modification by the Chief Measurer of ISCA; shall perform all duties as may from time to time be assigned to him by the Board of Directors or by the President.

4.6.2 US Advisory Council Representatives: US Advisory Council Representatives shall represent the members of USSCA at meetings of the ISCA Advisory Council; shall report to the Board of Directors the proceedings of the ISCA Advisory Council; shall act as members of the Rules Committee; and in general, shall perform all duties as may from time to time be assigned to them by the Board of Directors or by the President.

4.6.3 Regional Representative: A Regional Representative shall represent the members of USSCA who reside in that Region as described in Section 4.1; and in general, shall perform all duties as may from time to time be assigned to him by the Board of Directors or by the President.

4.6.4 Event Coordinator: An Event Coordinator shall be responsible for establishing, directing and coordinating all type of activity associated with their area of responsibility and provide reports to the Board of Directors at the Annual Meeting and any special tasking assigned by the Board of Directors or President.

4.7 Vacancies: Any vacancy occurring in the Board of Directors which is not filled under the provisions of Section 4.5 may be filled by the vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office, if any un-expired term remains, otherwise for a full two-year term. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors.

4.8 Annual Meetings: The annual meeting of each newly elected Board of Directors shall be held in conjunction with the North American Championship, unless otherwise specified by the officers, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present.

4.9 Quorum: At all meetings of the Board of Directors the presence of the President or the Secretary, except as provided herein, and of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of the President or Secretary, either may give written authorization for the remaining Directors to conduct business, providing a majority of the Directors is present. The act of the majority of the Directors present at such a meeting shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

4.10 Compensation of Directors: Directors, as such, shall not receive any stated salary for their services.

4.11 Informal Action by Board of Directors: Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Directors entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE V OFFICERS

5.1 Number: The principal officers of USSCA shall consist of the President, the Secretary and the Treasurer. The members of USSCA may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority, and to perform the duties, prescribed from time to time by the Board of Directors. The offices of Secretary and Treasurer may be held by one person.

5.2 Election and Term of Office: The officers shall be chosen by the members present at an annual meeting of USSCA. Each officer shall hold office for a two-year term, or until his death, or until he shall have resigned or shall have been removed in the manner provided in Sections 5.3 and 5.4.

5.3 Removal: Any officer elected by the members or appointed by the Board of Directors may be removed by a majority vote of the remaining Board of Directors whenever in its judgment the best interests of USSCA will be served thereby.

5.4 Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Vacancies: Any vacancy in any office because of death, resignation, removal or any other cause, shall be filled for the un-expired portion of the term by appointment by the Board of Directors.

5.6 General Duties: All officers of USSCA, as between themselves and USSCA, shall have such authority, perform such duties and manage USSCA as may be provided in these Bylaws, or may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

5.7 The President: The President shall have active executive management of the operations of USSCA, subject, however, to the control of the Board of Directors. He shall represent the members of USSCA at meetings of the ISCA World Council; shall report to the Board of Directors the proceedings of the ISCA World Council; in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board of Directors. The President shall preside at the meetings of the Board of Directors and at the annual meeting of USSCA.

5.8 The Secretary: The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and minutes of the annual meeting; shall see that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records of USSCA; shall preside at meetings of the Board of Directors or at the annual meeting of USSCA in the absence of the President; and in general, shall perform all duties as may from time to time be assigned to him by the Board of Directors or by the President.

5.9 The Treasurer: The Treasurer shall be the principal financial officer of USSCA; shall have charge and custody of, and be responsible for, all moneys of USSCA and deposit all such moneys in the name of USSCA in such banks, trust companies or other depositories; shall receive and give receipts for moneys due and payable to USSCA from any source whatsoever; and in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the President. The Treasurer shall render to the President and Board of Directors, whenever the same shall be required, an account of all transactions as Treasurer and of USSCA.

5.10 Compensation of Officers: Officers, as such, shall not receive any stated salary for their services.

**ARTICLE VI
STANDING COMMITTEES**

6.1 Rules Committee: The Rules Committee shall be responsible for proposing rule changes to the ISCA Advisory Council. Its members shall be the National Measurer, the two ISCA Advisory Council Nominees, and any other members in good standing appointed by the Board of Directors. The National Measurer and ISCA Advisory Council Nominees shall serve on the Rules Committee as long as they remain Directors. Any other members of the Rules Committee shall serve a two-year term.

6.2 Regatta Committee: The Regatta Committee shall be responsible for scheduling the major Sunfish Class championships within the United States. Its members shall be members in good standing appointed by the Board of Directors. Members of the Regatta Committee shall serve a two-year term.

6.3 Nominating Committee: The Nominating Committee shall be responsible for nominating candidates for the Board of Directors and Standing Committees. Its members shall be members of USSCA in good standing appointed by the Board of Directors. Members of the Nominating Committee shall serve a one-year term.

**ARTICLE VII
AD HOC COMMITTEES**

7.1 Nature: Committees may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of USSCA shall appoint the members of the Committee. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of USSCA shall be served by such removal. The purpose and the extent of the power of a Committee shall be to advise the Board of Directors in such matters as are designated by the Board.

7.2 Term of Office: Each member of a Committee shall continue as such for his term of appointment or, if none, until the next annual meeting of the Directors of USSCA. In any event each member of a Committee shall continue as such until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

7.3 Chairman: One member of each Committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.4 Vacancies: Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.5 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

8.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of USSCA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of USSCA. Such authority may be general or confined to specific instances.

8.2 Checks and Drafts: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USSCA shall be signed by such officer or officers, agent or agents of USSCA and in such manner as shall from time to time be determined by resolution of the

Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or by the President of USSCA.

8.3 Deposits: All moneys of USSCA shall be deposited from time to time to the credit of the USSCA in such banks, trust companies, or other depositories as the Board of Directors may select. In the absence of such selection by the Board of Directors, the Treasurer shall make the selection with the concurrence of the President.

8.4 Gifts: The Board of Directors may accept on behalf of USSCA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of USSCA.

ARTICLE IX BOOKS AND RECORDS

USSCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE X FISCAL YEAR

The fiscal year of USSCA shall begin on the first day of January of each year unless such date is changed by resolution of the Board of Directors.

ARTICLE XI MEMBERSHIP AND ANNUAL MEETING

11.1 Qualification: Membership in USSCA shall consist of voting members composed of individual members who shall be persons interested in sailing or racing the International Sunfish Class sailboat, and who have paid the annual dues of USSCA. No person or organization related thereto shall be denied membership in USSCA for any reason except misconduct or nonpayment of dues.

11.2 Annual Meeting: The annual meeting of the members shall be held in conjunction with the Sunfish North American Championship.

11.3 Notification: Notification of the time and place of the annual meeting shall be published at least ninety (90) days in advance of the meeting.

11.4 Agenda: The agenda for the meeting shall be published in advance of the meeting. Items may be placed on the agenda by any Director or by written petition of any ten (10) members in good standing. Such items shall be received by the Secretary at least sixty (60) days prior to the meeting, except for resolutions of the Board of Directors, which may be received by the Secretary at any time prior to the annual meeting.

11.5 Required Items on the Agenda: The agenda must include minutes of the last annual meeting, reports of the President, Treasurer, World Council Representative, Advisory Council Representatives, Chairmen of any Ad Hoc Committees, location and approximate date of the next annual meeting, proposed changes in or of the Bylaws, and all resolutions of the Board of Directors since the last annual meeting.

11.6 Quorum: Members in good standing present at the annual meeting shall constitute a quorum.

ARTICLE XII AMENDMENTS

12.1 Power to Amend: The power to alter, amend or repeal the Bylaws or to adopt a new set of Bylaws is reserved to the members in good standing of USSCA, after approval of such amendment,

repeal of the Bylaws or adoption of new Bylaws by the Board of Directors. The general substance of the proposed change of Bylaws shall be stated in the notice applicable to the amendment, alteration, repeal or adoption. The Bylaws may contain any provision for the regulation and management of the affairs of USSCA consistent with the Constitution and Bylaws of ISCA and State and Federal law.

12.2 Amendment Procedure: Proposals for alteration, amendment, repeal of the Bylaws, or adoption of new Bylaws must be published by the Secretary. Voting for or against such changes in or of the Bylaws shall be by mailed vote of members in good standing, to the Secretary. The polls shall be closed sixty (60) days after the date of publication of the proposed changes. A majority of members voting for or against such changes in or of the Bylaws shall constitute approval or rejection of amendments, alterations, repeal of the Bylaws or adoption of new Bylaws.