

ISCA Constitution

Article I -- Name

Interlake Sailing Class Association, a corporation organized not for profit in the State of Ohio.

Article II -- Purpose

The purposes of the Association shall be charitable and educational, and it is formed and shall operate exclusively to foster national and international amateur sports competition, and to support and develop amateur athletes for that competition in Interlake Class Sloops, all as provided within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

The incidental objectives of this Association are the promotion and perpetuation of the Interlake class yacht, the enhancement of the full enjoyment of the sport of sailing, and the promotion of good sportsmanship and fellowship among the members of the Association.

This Constitution is the sole reference wherein the rights, duties, obligations and privileges of the Association members are defined. It is further intended as a guide to the policies and operation of the Association.

Article III -- Insignia

The emblem of the Class shall be a silhouette of a Marconi jib and mainsail in a color contrasting with the background. The proportions, dimensions, and location (on sail) are shown in the Specifications.

Article IV -- Organization

1. The Association shall consist of individuals who shall join as members, if eligible.
2. Individual members shall join a Fleet if possible. The Fleet, a territorial branch or unit consisting of a minimum of three Active Members, shall elect its own officers which must include a Fleet Captain, and shall be self governing in local matters not conflicting with Association rules.
3. Groups of Fleets in the same geographical area may be organized into Regions by the Board of Directors.
4. The powers of the Association shall be vested in the Board of Directors, except as otherwise noted.

Article V -- Membership and Voting

The membership of the Association shall consist of three classes: Active, Crew/Associate, and Honorary.

1. An Active Member must be an owner or part owner (not less than 25 percent) of an Interlake, or a representative of an Interlake Fleet organized within any branch of the armed forces, or in the case of club owned Interlakes a member of such club designated by the club, regardless of age or sex. An Active Member is privileged to hold office, to vote, and to skipper an Interlake in sanctioned events in accordance with the Bylaws.
2. A Crew/Associate Member must be a non-owner of an Interlake. A Crew/Associate Member cannot vote or hold office or skipper in sanctioned events.
3. An Honorary Membership may be granted by a majority vote of the Board of Directors to a person who has made an outstanding contribution to the Association or the sport of sailing. Honorary Membership is exempt from dues payment.

Article VI -- Officers & Board of Directors

The President, Vice-President and Secretary-Treasurer shall be elected at the Annual Meeting and all Officers normally shall serve through the next Annual Meeting and the National Championship Series and until their successors qualify.

At least forty days prior to each Annual Meeting, the Nominating Committee shall name one candidate for each of these offices. The names of the candidates and the offices to which they are nominated shall be filed with the Secretary who shall notify the membership of the Association of such nominations at least thirty (30) days prior to each Annual Meeting by mailing the same to all Active Members.

Any Active Member of the Association may be nominated as a candidate for any of the offices to be filled at the Annual Meeting by a petition signed by not less than ten (10) Active Members.

All petitions shall be filed with the Secretary at least twenty (20) days prior to each Annual Meeting and he shall notify the membership of the Association thereof at least fifteen (15) days prior to each Annual Meeting in the manner provided for in this Article.

Each Active Member may cast a vote for each office to be filled or may grant his proxy, pledged or unpledged, to any other Active Member on a form prescribed by the Board of Directors. The candidate receiving the greatest number of votes shall be considered elected.

1. **President:** Chief executive, presides at meetings, Chairman of Board of Directors. Rules on procedure, jurisdiction, summarizes decisions, appoints special committees, fills vacancies by appointments pending Board of Directors action, and authorizes payment of all bills. Performs other duties customarily delegated to the chief executive of such organizations.
2. **Vice-President:** Acts in the absence of the President, is Chairman of the National Race Committee, and coordinates the activities of the regional Vice-Presidents.
3. **Secretary-Treasurer:** Handles system of records, minutes, forms and reports. Keeps records of Fleets, issues Fleet numbers, and issues hull numbers. Collects, deposits and keeps records of fees, dues and other receipts of the Association. Pays bills and other obligations incurred by the Association when authorized by the President or Board of Directors and performs other duties normally allocated to the office.
4. **Intercom Editor:** Edits, compiles and publishes the Intercom which is the newsletter of the Interlake Sailing Class Association. Shall be appointed by the President.
5. **Regional Vice-Presidents:** Promote the Class Association and encourage new owners. Encourage all Interlake owners to join ISCA. Promote regional fleets and expansion fleets.
6. **Board of Directors:** This governing body of the Association shall consist of the above officers and the immediate Past President, Chief Measurer, and the leader of the Marketing Committee.

A quorum for a meeting of the Board of Directors shall consist of fifty percent of its members to be present at a meeting, or represented by a signed proxy. Unless otherwise noted, a simple majority shall decide questions put to a vote. The Board of Directors interprets the Constitution and Bylaws and determines operating policy of the Association. It is the last "court of appeal" in disputes concerning Constitutional rights.

In addition, the Board of Directors shall:

- a. when necessary, enforce its decisions by suspension or expulsion of an offending Member or Fleet. This action requires a two-thirds majority affirmative vote by the entire Board of Directors.
- b. grant Fleet Charters.

- c. sanction or ban races.
- d. permanently fill vacancies on the Board of Directors as they occur.

Article VII -- Committees

The Board of Directors shall appoint the following working committees within thirty days of their election and fill vacancies promptly as they occur.

1. **Measurement Committee:** The chairman becomes the Chief Measurer of the Association and is in charge of all measurers, but no professional boat builder or sail or hardware maker is eligible for this position. He shall grant or reject all measurement certificates and issue duplicates, and answer questions about measurement rules. He shall interpret the rules and regulations concerning construction, sail plans, rigging and equipment and shall make rulings on matters not specifically covered in the Official Plans and Specifications. Such rulings shall be subject to the approval of the Board of Directors and all members have a right to appeal the Chief Measurer's decisions. Rulings shall be published in the first issue of the Intercom following such approval.
2. **Nominating Committee:** Shall consist of five Active Members, never the President, Vice-President, or Secretary-Treasurer, and chaired by the Immediate Past President when possible.
3. **Marketing Committee:** Consisting of a minimum of three members, this committee is responsible for the efforts to market, promote, and publicize the Interlake including (but not limited to): advertising; submission of articles or press releases to various publications; preparation and distribution of promotional materials such as brochures, videos, or displays; and assisting builders in their marketing efforts. The leader of this committee is a member of the Board of Directors.
4. **National Race Committee:** Under the chairmanship of the Association Vice-President, this committee shall consist of a minimum of five members. It shall conduct the Interlake Class National Championship Series and it shall function for 48 hours after the last race of the Series. All protests and other business shall be disposed of before disbanding. No races other than the National Championship Series shall come under its jurisdiction. The series must be in accordance with the section outlining the procedure for conducting the National Championship Regatta.

Article VIII -- Meetings

1. The Annual Meeting of the Association shall be held in conjunction with, and in the vicinity of, the National Championship Series. Special Meetings of the Association may be held at the order of the Board of Directors. All items to be considered at the Annual or Special Meeting must be distributed to the Active Members by the Secretary at least thirty days prior to the date of the meeting, in a form that permits voting by proxy. Requests for items to be placed on the agenda of the Annual or Special Meeting must be in the hands of the President at least 40 days in advance of the meeting. The Board of Directors has the final decision on the date, location and agenda for the meeting concerned. Only items on the published agenda can be voted on at the meeting. New business can be presented and discussed, but not voted on at the meeting. A quorum for Annual and Special Meetings shall consist of one-sixth of the Active Membership to be present or represented by proxy. There shall be a maximum limit of one hour for discussion of each subject or question on the agenda. A maximum of twelve minutes will be allowed an Active Member to discuss any one subject.
2. Board of Directors Meetings may be called at a time and place determined by the President or any other four members of the Board of Directors. Notice of such meetings shall be mailed to each Board Member at least seven days before the date of each Board of Directors Meeting.
3. Robert's Rules of Order shall govern the conduct of all meetings.
4. Telephone Conference. Any member of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment allowing all persons

participating in the meeting to hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

5. **Electronic Mail.** The Board of Directors may conduct business by electronic mail provided that all communications by any members are copied to all other members of the Board of Directors, and that any decisions made using this method shall be made by the affirmative vote of at least two thirds of the entire voting membership of the Board of Directors. Decisions made using this method shall be incorporated in the minutes of the next meeting of the Board of Directors.

Article IX -- Amendments

1. The Constitution, Bylaws and Specifications cannot be suspended, but may be amended, at a meeting or by mail vote by a two-thirds majority.
2. A copy of the proposed amendment signed by the proposers, who shall be not less than 25 active members or a majority of the Board of Directors, shall be delivered to the Association Secretary at least forty (40) days prior to the date of the meeting at which it is to be considered. All proposed amendments at either Annual or Special meetings must be included in the "Notice of the Meeting" which shall be mailed to all active members not less than 30 days prior to the date of the meeting.
3. No amendment shall be passed that would render ineligible a yacht, not including its hardware or rigging, or Active Member whose eligibility was established under existing rules and whose status cannot be changed to conform to the new rules.
4. The Board of Directors shall have the power to clarify, simplify, or correct the wording of any article without changing the intent, purpose, or spirit of the article in question.

Article X -- Voting

1. A vote may be cast in person or a signed proxy representing that vote may be granted, pledged, or unpledged, to any other Active Member.
2. The Board of Directors may elect to submit a question to mail vote of the Active Membership and a minimum of thirty days shall be allowed for the return of ballots.
3. A majority of votes present shall decide all questions except as may be otherwise provided.

Article XI – Limits

- 1 Limit on Political Activities.** No substantial part of the activities of the Interlake Sailing Class Association, Inc. shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Interlake Sailing Class Association, Inc. shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.
- 2 Limitations on Inurement.** No part of the net earnings of the Interlake Sailing Class Association, Inc. shall inure to the benefit of or be distributable to its Members, Officers, or other private persons, except that the Interlake Sailing Class Association, Inc. may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its educational and charitable purposes.
- 3 Distribution of Assets on Dissolution.** In the event the Association shall dissolve, the Board of Directors shall, after paying or making provision for the payment of all of the just liabilities of the Association, dispose of all of its assets to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as amended, as the Board of Directors shall determine.

Article XII -- Conflict of Interest

See the attached Appendix A.

ADOPTED BY RESOLUTION OF THE BOARD

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Date	Director (print)	Director (signature)
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