

NORTH COAST WOMEN'S SAILING ASSOCIATION, INC.

Cleveland, Ohio

By-Laws approved December 7, 2010

ARTICLE ONE - NAME

The name of this organization is "North Coast Women's Sailing Association, Inc.," which may conduct business as "North Coast Women's Sailing Association" or as "NCWSA".

ARTICLE TWO - MISSION STATEMENT

The objective of NCWSA is to encourage women to become more actively involved in sailboat racing through regattas and clinics, and to create a spirit of good fellowship among members.

ARTICLE THREE - MEMBERSHIP

Section 1.

Membership is defined as:

- a. Full Members - Women, age 18 years or older, who plan to participate in all programs offered by NCWSA, pay the full annual membership fee (specified in NCWSA Procedures document), and fulfill the volunteer service requirement, if in effect. An application for general membership shall be completed.

Volunteer Service Requirement

1. At the discretion of the Board, service may be required of Full Members in order to ensure the execution of all tasks necessary to maintain the organization.
 2. Any such requirement must be communicated to applicants on the general membership application.
- b. Junior Members - Women under the age of 18 years, who plan to participate in all programs offered by NCWSA and pay a reduced membership fee. All Junior Members must submit a general membership application as well as written permission from a legal guardian and a statement of release of liability from NCWSA, the sponsoring yacht club and the boat owner.
 - c. Honorary Members - Those who have rendered important service to the organization. There is no membership fee. Honorary membership is reviewed on an annual basis by the NCWSA Board.
 - d. Limited Members - Men who participate in any activities, except as skipper or crew, in the NCWSA race program, with a non-voting status.

Section 2.

Membership can be revoked at any time by a majority vote of the Board. All membership rights and privileges shall be forfeited when a member fails to pay the annual fee.

Section 3.

NCWSA fiscal year is January 1st through December 31st. NCWSA's membership year shall coincide with NCWSA's fiscal year.

Section 4.

Rights, Responsibilities and Privileges of Full Membership:

- a. To vote on any motions.
- b. To participate as a member of any of standing or ad hoc committees.
- c. To run for any NCWSA Board position.
- d. To participate in any NCWSA function, including general membership meetings and the summer race program.
- e. To request the addition of any agenda item to a scheduled meeting.

ARTICLE FOUR - BOARD MEMBERS AND THEIR DUTIES

Section 1.

The elected Board shall consist of a Commodore, Vice-Commodore, Secretary, Treasurer, Racing Chair, Assistant Racing Chair, Education Chair, Internet Chair, Social Chair, Membership Chair, Newsletter Chair, Public Relations Chair, and Board Member-at-Large. Their general duties are listed below; specific duties are detailed in the NCWSA Procedures document.

Section 2.

Board members' general duties and responsibilities:

- a. Attend and participate in Board and membership meetings and other activities.
- b. Actively promote membership in NCWSA.
- c. Participate in Board voting. Approval of motions requires a vote of 51% of Board; a quorum of one-half of the Board must vote. Items to be approved by Board include but are not limited to:
 1. Annual budget
 2. Creation of new committees and appointed chairs
 3. Expenditures not included in the annual budget and greater than \$500, which will require a majority approval in a vote by members at a general meeting.
- d. Be Full Members of NCWSA.
- e. Should a Board position become vacant during the term the Board may appoint a replacement or leave the position vacant until the next election.
- f. Involve members as much as possible in the activities of the organization by forming either standing or ad hoc committees.
- g. Participate in annual audit as specified in NCWSA Procedures document.

Section 3.

Conflict of interest statement – Any Board member who has financial interest in a motion pending before the Board will voluntarily excuse herself from voting.

ARTICLE FIVE - NOMINATIONS AND ELECTIONS OF BOARD MEMBERS

Section 1.

Nominations for Board positions will be held during the October General Meeting, either through verbal or written nomination. The nominee must accept the nomination and submit a written expression of interest and qualification to the Nominating Committee prior to the November meeting.

Section 2.

Elections will be held at the December meeting. Each Board member shall be elected by a majority of votes cast for that position. Votes shall be cast anonymously, unless there is deemed a need for absentee ballots.

Section 3.

Board members' term of office shall be one (1) year to coincide with NCWSA's fiscal year.

ARTICLE SIX - GENERAL CONDITIONS

Section 1.

NCWSA will seek to be associated with a sponsoring yacht club that will provide meeting facilities. This relationship may be expanded as the organization grows and changes its needs.

ARTICLE SEVEN - VOTING

Section 1.

Any amendment to these by-laws shall require a majority of votes cast by members, with at least ten days published notice in advance.

Section 2.

Absentee ballots will be made available and must be received by NCWSA prior to the vote.

ARTICLE EIGHT - INDEMNIFICATION

NCWSA, its officers and race committee do not accept responsibility for loss of life or injury to participants or others, or for loss or damage of any vessel in any way and from any cause during or related to any NCWSA activity.