

Bylaws of The Cocktail Class Wooden Boat Racing Association

(December 1, 2013)

ARTICLE I - Purpose

Section 1. It is a purpose of the Association to promote, encourage, and facilitate an atmosphere where all persons with an interest are welcome to join-in and become a part of recreational classic and replica Cocktail Class wooden boat building and racing.

Section 2. It is a purpose of the Association to promote, encourage, and facilitate safety and high standards in design, construction, restoration, operation, and racing of classic and replica Cocktail Class wooden boats.

Section 3. It is a purpose of the Association to develop, reproduce and distribute information, plans, and other materials helpful to the design, construction, restoration, operation, or racing of classic and replica Cocktail Class wooden boats.

Section 4. It is a purpose of the Association to promote, encourage, and facilitate social events, recreational activities and educational opportunities for members and others interested in classic and replica Cocktail Class wooden boats.

Section 5. It is a purpose of the Association to act as the governing body for the sport of Cocktail Class wooden boat racing.

Section 6. It is a purpose of the Association to have fun.

ARTICLE II - Membership

Section 1. A Member must be a natural person. Membership in the Association is a prerequisite to participate in any Association racing or boating event. Membership in the Association is open to any individual sixteen (16) years or older who tenders a completed application and the appropriate membership dues. However, the Executive Committee reserves the authority to reject any application by an individual for reasonable cause including, but not limited to, an individual's criminal record, sportsmanship infractions, or other conduct prejudicial to the interests of the Association. It shall be a Member's responsibility to inform the Association of changes in the Member's address, telephone number or email address. Family members, with the same address and who are twelve (12) or older, shall be eligible to participate in all Association activities but shall not be a voting member.

Section 2. The application for membership in the Association, shall be authorized by the Executive Committee, and shall include a release from liability of the Association, its officers, members and agents from liability in case of accident, injury or misadventure in connection with Association activities. Executed Applications shall be retained in the records of the Association.

Section 3. Membership dues shall be set by the Board of Directors and will be payable to the Association during that period of time set by the Board of Directors.

Section 4. The Association at all times shall maintain a register of current Members. The Members' Register shall contain the following information with respect to each Member:

- a. name, postal address, telephone contact and (if available) facsimile and email addresses;
- b. the date on which the Member's name was entered into the Members' Register;
- c. particulars of the Members' payments of Dues.

Section 5. Only members of the Association shall be entitled to display and use the logo membership mark of the Association.

ARTICLE III - Board of Directors

Section 1. Unless otherwise provided by these Bylaws or statute, all powers vested by law in the Association shall be exercised by or under the authority of the Board of Directors, and the affairs of the Association shall be managed under the direction of the Board of Directors.

Section 2. Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each Director by telephone, email, facsimile or in writing at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in a notice of the meeting. Meetings may be via conference call, email or physical meeting at the discretion of the Board of Directors.

Section 3. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. Common or interested directors may be counted in determining the quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 4 below.

Section 4. A contract or transaction between the Association and one or more of its directors or officers or between the Association and another Association, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

(i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the

contract or transaction by the affirmative votes of the majority of the disinterested directors even though the disinterested directors are less than a quorum;

(ii) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those Members; or

(iii) the contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

Section 5. The Board of Directors of the Association shall number five (5). The Board of Directors shall be elected by the general membership of the Association. Directors need not be members of the Association.

Section 6. The term of office for a director of this Association shall be three (3) years. A director may be re-elected to one or more successive terms. Each director shall hold office until the expiration of the term for which he or she has been elected to office and until a successor has been elected or until his or her earlier death, resignation, or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

Section 7. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one (1) year or who, within sixty (60) days does not accept the office of director either in writing or by attending a meeting of the Board of Directors.

ARTICLE IV - Officers

Section 1. A Commodore shall be elected by a majority vote of ballots cast by the membership of the Association and shall serve for a term of two (2) years. The Commodore, after serving one (1) term, shall be designated Immediate Past Commodore for one (1) term. The Commodore shall preside over all meetings, shall execute the resolutions of the Board of Directors and the Executive Committee, shall represent the Association, and shall appoint members to all standing committees as well as the Nominating Committee.

Section 2. A Vice Commodore shall be elected by a majority of ballots cast by the membership of the Association and shall serve for a term of two (2) years. The Vice Commodore shall serve in the absence of the Commodore. In the event the Commodore is unable to perform his/her duties, the Executive Committee may designate the Vice Commodore to be interim Commodore.

Section 3. A Secretary shall be elected by a majority of ballots cast by the membership of the Association and shall serve for a term of two (2) years. The Secretary shall keep a true record of the proceedings of all general, annual and special meetings. The Secretary shall keep a correct roll of all members in good standing and of each representative to the Association. The Secretary shall conduct all correspondence of the Association.

Section 4. A Treasurer shall be elected by a majority of ballots cast by the membership of the Association and shall serve for a term of two (2) years. The Treasurer shall collect and receive all monies, keep a correct account thereof, and deposit said monies in the name of the Association in such bank or banks as may be designated by the Executive Committee. When appropriate, and at least once per year, he/she shall submit a report in writing to the Executive Committee of the financial condition of the Association. He/she shall perform other duties as usually pertain to the position of Treasurer.

Section 5. A National Fleet Captain shall be elected by a majority of ballots cast by the membership of the Association and shall serve for a term of two (2) years. The National Fleet Captain shall coordinate CCWBRA sanctioned regattas and assist and support the local fleet captains as requested.

Section 6. Vacancies in any office shall be filled by a majority vote of the Executive Committee. In the event of a tie, the Commodore shall cast the deciding vote.

Section 7. A Nominating Committee shall be appointed by the Commodore and shall consist of three (3) persons. They shall be appointed not less than 45 days prior to the election. Names of candidates for officers nominated by the Nominating Committee shall be distributed via email to each member at least fifteen (15) days prior to the election. Voting may be held by email or at a general membership meeting provided a quorum of members is reached at a general meeting.

Section 8. Officers shall begin their terms of office upon election. Any individual designated to fill an unexpired term shall serve only the remainder of the term.

ARTICLE V - Executive Committee

Section 1. There shall be an Executive Committee consisting of Association officers plus one (1) member-at-large. Past Commodores not holding other office in the Association shall be members of the Executive Committee, but without vote.

Section 2. The Executive Committee shall have general control and management of affairs and funds of the Association. It shall have full power and it shall be its duty to carry out the resolutions of the Board of Directors, and the purposes of the Association's Bylaws and Articles of Incorporation.

Section 3. Without in any way limiting the general powers of the Executive Committee, it shall among other things:

- a. Consider and act on applications for Association membership;

- b. Appoint committees and chairpersons thereof as it may deem appropriate to further the purposes of the Association;
- c. Set dates and formulate arrangements for various events;
- d. Determine recipients of various awards of the Association;
- e. Appoint delegates from the Association to other Associations and groups.

Section 4. No officer or member of the Executive Committee of the Association may receive a salary or compensation from the Association, but nothing herein shall be construed to prevent an officer or member of the Executive Committee from receiving compensation from the Association for duties performed on behalf of the Association other than in the capacity of an officer or member of the Executive Committee, or from recovering expenses incurred in furtherance of Association interests, purposes or activities.

Section 5. The Executive Committee may institute proceedings with respect to any matter under the Racing Rules as adopted by the Association, any disciplinary matter or any other matter as they shall deem proper. Any such matter may be referred by the Executive Committee to the Appeals Committee, which shall have jurisdiction over such matter and continue such proceedings with notice to the party or parties involved.

ARTICLE VI - Executive Committee and Member Meetings

Section 1. The annual meeting of the Executive Committee shall be held between January 1 and March 31 at a time and place to be designated by the Executive Committee. Electronic meetings and or conference calls shall be considered suitable meeting formats. Minutes of all Executive Committee meetings shall be made available to the general membership and Board of Directors.

Section 2. The Executive Committee shall schedule other meetings as needed to conduct the affairs of the Association.

Section 3. The Commodore shall have the privilege of calling a special meeting of the Executive Committee at any time he or she should deem such action necessary, provided all members of the Executive Committee receive adequate notice of such meeting.

Section 4. The Executive Committee shall report annually to the Board of Directors and general membership on the status of the Association. Opportunities for membership discussion shall be provided via email, conference calls, electronic meetings, forum discussions and/or physical meetings. At a minimum, the annual report shall include:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- e. The status of all Memorandums of Agreement and Contracts entered into by the Association.
- f. The number of members of the Association as of the end of the fiscal year immediately preceding the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.
- g. Rules changes, safety issues, and other conditions and concerns of the Association that may arise.
- h. The annual report of the Executive Committee or other body shall be filed with the minutes of the meetings of members.

Section 5. Any member in good standing shall be entitled to bring issues to the Executive Committee. Resulting discussions shall be open to the membership and conducted via the Association's Website Forum or other suitable means.

Section 6. A quorum at meetings, either of the Executive Committee or of the membership, shall consist of at least one-half of the members. Absentee members shall have the privilege of voting by mail on questions submitted to them in writing or by email, but members so voting shall not be counted for the purpose of constituting a quorum.

Section 7. All meetings shall be conducted in accordance with "Robert's Rules of Order" unless otherwise provided herein.

ARTICLE VII – Standing Committees

Section 1 - The Association shall establish the following permanent committees:

- a. Appeals Committee
- b. Racing Rules and Procedures Committee
- c. Safety Committee
- d. Engine Technical Committee

e. Design and Construction Committee

Membership to standing committees shall be made by the Executive Committee with due regard to interest, knowledge and experience of the individual as well as interest, desires and expectations of the general membership.

Section 2. It shall be the duty of the Appeals Committee to hear and decide all racing appeals and good order charges in accordance with the Racing Rules. The Appeals Committee shall hold a hearing or hearings with the party or parties involved to determine the facts. This does not preclude submission of written testimony by the party or parties involved. The Appeals Committee shall make written findings of fact, which are to be reported to the Executive Committee with recommendation of any action to be taken thereof. Appeals may be brought to the Appeals Committee by any member or nonmember participant in an Association sanctioned event.

Section 3. The Racing Rules and Procedures Committee shall establish, modify and maintain all racing rules and procedures for the conduct of CCWBRA sanctioned events. The committee shall establish racing classes and handicaps, if any. All racing rules and procedures shall be documented in the Association's *Racing Rules and Safety Handbook* which shall be reviewed and updated annually. Interim changes to the handbook shall be made via bulletins issued to the membership via the Association's website, email or other suitable means.

Section 4. The Safety Committee shall establish, modify and maintain all safety rules necessary to help ensure a safe racing environment for racers, spectators, venue owners, and the general public for CCWBRA sanctioned events. All safety rules and recommendations shall be documented in the Association's *Racing Rules and Safety Handbook* which shall be reviewed and updated annually. Interim changes to the *Handbook* shall be made via bulletins issued to the membership via the Association's website, email or other suitable means.

Section 5. The Engine Technical Committee shall establish, modify and maintain rules and procedures governing engines, propellers, controls and mountings used in CCWBRA sanctioned events. The objective of the Engine Technical Committee is to ensure engines remain "stock" to the extent practicable and to ensure classes of engines, as established by the Racing and Procedures Committee, are as competitive and safe as possible.

Section 6. The Design and Construction Committee shall review and approve/disapprove all proposed changes to the design and construction of the Cocktail Class Racer as specified in either the CCWBRA Building Plans Manual or the Chesapeake Light Craft Cocktail Class Racer Manual. The objective of the Design and Construction Committee is to ensure the Cocktail Class Racer remains a one-design class with regard to exterior dimensions, configuration and materials and that any interior modifications do not represent a safety hazard, impact the structural integrity of the boat and do not give advantage to a particular boat or group of boats. The Design and Construction Committee shall also review and approve new and/or additional classes of racers supported by the Association.

ARTICLE VIII – CCWBRA Fleet Organizations

Section 1. The Executive Committee may authorize groups of Association members in a given local or region to establish subsidiary organizations as part of the national Association. Requests for such an organization shall be made to the Fleet Captain. Such organizations shall be known as “The Cocktail Class Wooden Boat Racing Association (name of location) Fleet. All members of the local Fleet must be members of the national Association. The local Fleet may establish officers, levy dues and hold races as long as they are not in conflict with the Association’s By-Laws or *Racing Rules and Safety Handbook*. The local Fleet shall report to the Association’s Executive Committee Fleet Captain and keep them informed of local operations.

ARTICLE VIII - Good Order

Section 1. Any member who shall at time of a race or other Association activity engage in a quarrel or otherwise behave improperly shall be subject to have such charges made against him or her by a member or a race official. These charges shall be presented to the Appeals Committee. The Appeals Committee shall hold a hearing or hearings with the party or parties involved to determine the facts. This does not preclude submission of written testimony by the party or parties involved. The Appeals Committee shall make written findings of fact, which are to be reported to the Executive Committee which can contain a recommendation that a member may for a first offense be suspended for a period of time up to one (1) year and for a second offense may be expelled.

Section 2. Any member withholding any money from the Association or money entrusted to his or her care or received by him or her for the benefit of the Association, or any member withholding Association property, books, records or papers or anything of value belonging to the Association, shall be subject to the procedure as set forth in Section 1, except the penalty for such an offense can be immediate expulsion from the Association forever.

ARTICLE IX - Amendment of the Bylaws and Rules Changes

Section 1. Proposal changes in the Bylaws shall be transmitted in writing to the Executive Committee. Upon approval by a majority of the Executive Committee and the Board of Directors, the Secretary shall send written notice of the proposed changes to all members of the Association at least 30 days prior to voting by the general membership on the changes. A two-thirds vote of the ballots cast shall be required for adoption.

Section 2. RULE CHANGE PROCEDURE. For the following rule categories, and for those rule categories that have not adopted other procedures for rule changes, the following shall be applicable:

2.1. Rule categories:

- (a) A Safety Rule is defined as a rule to reduce the likelihood of injury or danger, as its primary purpose. All Safety Rule proposals shall be reviewed by the Safety Committee.

(b) A General Racing Rule is defined as a rule that pertains to regulation and administration of racing activity, as its primary purpose. All Racing Rule proposals shall be reviewed by the Racing Rules and Procedures Committee.

(c) A Technical Rule is defined as a rule that pertains to mechanical art or science with regard to boats or motors, as its primary purpose. All Technical Rule proposals shall be reviewed by the applicable technical Standing Committee(s): (Boat) Design and Construction Committee and Engine Technical Committee.

2.2. Rules and Rule Changes shall be determined by the Executive Committee without going to ballot of the general members.

2.3. Rules and Rule Changes shall be proposed to the Executive Committee as follows:

(a) Recommendations from an applicable Standing Committee may be presented to the Executive Committee at any time for action.

(b) Members in good standing may submit proposals to the applicable Standing Committee to be placed on that Committee's agenda. After consideration of the proposal, the Standing Committee may present it to the Executive Committee with a recommendation for action, or (the Standing Committee) may take no action, or table it for future discussion. Members shall submit proposals in writing to the applicable Standing Committee directly, or in care of the Secretary for further distribution.

2.4. The Executive Committee's actions regarding a proposed Rule can be to pass the rule, reject the proposal, or table it for future discussion. If the rule is passed by the Executive Committee it shall become effective prior to January 1, and Members shall be notified by publication in the next edition of the *Racing Rules and Safety Handbook*, or posting on the CCWBRA website, email, or other suitable means of communication.

(a) Rule changes, except those involving safety issues, shall be adopted prior to January 1.

(b) In matters of urgency, after recommendation of the appropriate Standing Committee and approval of the Executive Committee, a Rule can become effective immediately after passage, provided reasonable notice is given to members.

2.5. In the case of a Rule or Rule Change proposal which is deemed to be significant by the Executive Committee – such as a major revision to the *Racing Rules and Safety Handbook* - the Committee, at its discretion, before taking final action on the proposal, *may* recommend and submit a draft of the proposal to the General Membership for review and comment, if the Committee deems that such action would best serve the interests of the Association.

- (a) Members' comments may be solicited by posting a draft of the proposal on the CCWBRA website, and/or notifying members by email, or other suitable means of communication.
- (b) After an ample time period for comment, as determined by the Executive Committee, the Committee shall take final action regarding the Rule, without going to ballot of the general membership.

2.6. If through error in adoption or amending, any Rule is found to be unworkable, hazardous, or not in the best interest of the Association, the Executive Committee at any time may make a decision concerning such a rule and issue a notice of change.

2.7. The procedures for dealing with proposals shall follow "Robert's Rules of Order" pertaining to motions and their disposition.

ARTICLE X

Fundamental Changes to the Association

Section 1. The Association shall file with the Pa. Dept. of State articles of dissolution, articles of amendment, merger, consolidation, division, or conversion, and/or a statement of termination upon the passing of a resolution calling for fundamental changes in the Association.

Section 2. Upon approval of a resolution to dissolve, the Association shall immediately cause notice of the winding of proceedings to be officially published and to be mailed by certified mail to each known creditor, and claimant and to each municipal corporation in which its registered office or principal place of business is located.

Section 3. Upon approval of a resolution to dissolve, and after paying or making provision for the payment of all liabilities, the officers shall dispose of all the Association's assets exclusively to a nonprofit organization or to a trust, receivership or other legal entity to which the remaining assets of a dissolved Association are transferred subject to its liabilities and which exists solely for the purposes of prosecuting and defending actions, by or against the Association, enabling the Association to settle and close its claims, to dispose of and convey the property of the Association, to discharge the liabilities of the Association, and to distribute to a nonprofit organization any remaining assets, but not for the purpose of continuing the activities of the Association