

# BY-LAWS OF YRALIS

ADOPTED APRIL 15, 1895 AMENDED TO APRIL ~~2008~~2020

## NAME

1. The name of the corporation is the Yacht Racing Association of Long Island Sound, Inc. (the "Association").

## OBJECTIVES

2. The purposes of the Association are:
  - (a) To encourage and promote yachting activities among the members of the Association and all other yachting organizations throughout the country.
  - (b) To formulate regulations for the conducting of YRA Championship events and the conducting of competitions among the members and member clubs;
  - (c) To cooperate with other organizations in the establishment of measurement and handicap rules;
  - (d) To foster informative programs for the benefit of members and the improvement of yacht racing; and
  - (e) To exercise advisory jurisdiction over activities carried on by the member clubs of the Association and to enforce the by-laws and rules of the Association upon all member clubs and individual members which or who are subject to its jurisdiction.
  - (f) Anything herein contained to the contrary notwithstanding, the purposes of the Association shall not include engaging in propaganda or otherwise attempting to influence legislation; nor shall they include the advancement of any of its objects by engaging in propaganda or otherwise attempting to influence legislation; nor shall the Association make any grant or payment for such purpose.

## MEMBERSHIP AND DUES

3. (a) Organization Members. Except for commercial operations, all yacht clubs and yachting associations having stations or holding races on Long Island Sound, and the waters tributary or adjacent thereto, including the waters of New York Harbor between the George Washington and Verrazano Bridges eastward down the Sound to and including the Housatonic River and Mount Sinai Harbor, shall be eligible for active membership in the Association. Annual dues for all such clubs and associations shall be at the rate prescribed by the ~~Executive Committee~~Board of the Association.  
~~3-(b)~~ Individual Members (see membership form). Upon payment of dues prescribed by the ~~Executive Committee, and~~Board, an individual may become a member in the following classes:
  - 1 Handicap Racing Member, as owner, co-owner, charter, or co-charterer of a handicap racing boat;
  - 2 One-Design Racing Member, as owner, co-owner, charterer, or co-charterer of a One-Design racing boat;
  - 3 Special Contributing Member, as an individual who wishes to promote and encourage the sport of yacht racing by becoming a member of one of the special classes as may from time to time be prescribed by the ~~Executive Committee~~Board;
  - 4 Associate member, as a friend ~~of~~ the YRA, crew, frostbite sailor, or special events competitor.

All memberships shall be for the calendar year. Membership in any class may be suspended or terminated by the ~~Executive Committee~~Board for non-payment of dues or otherwise at its discretion.

#### DELEGATES

4. ~~Each Club or other yachting association that is a member of the Association in good standing shall be entitled to appoint from its membership one Delegate to the Association and an alternate for such Delegate.~~  
Delegate to the Association and an alternate for such Delegate.

All Delegates and alternates shall be members of the Association and of a member club of the Association. ~~Whenever possible, Delegates or their alternates should attend the Spring and Fall meetings of the Association to represent the interests of their clubs.~~  
Whenever possible, Delegates or their alternates should attend the Annual and Spring meetings of the Association to represent the interests of their clubs.

A spring meeting of the delegates will be held on dates to be determined.

#### JURISDICTION

5. The powers of the Association shall be advisory, and no Club shall be bound by the action of the Association until it has ratified such action, except in the settlement of questions and disputes relating to racing referred to the Association for decision.

#### EXECUTIVE COMMITTEE AND OFFICERS BOARD OF DIRECTORS

6. ~~The Executive Committee governing body of the Association shall consist of a Board of Directors of the Association comprised of Officers and Directors, each entitled to one vote at Board meetings.~~

The Officers of the Board shall consist of a President, two Vice-Presidents, a Secretary, and a Treasurer and Officers shall be elected for a term of one year and shall constitute the Executive Committee of the Board. No officer, other than the Secretary and the Treasurer, may serve in the same office for more than three consecutive years.

In addition, there will be six additional members Directors who shall be elected in the three classes of two members Directors each. One such class shall be elected each year and the members of such class shall serve for a term of three years or until the election of their successors. No officer other than the Secretary The Officers and the Treasurer may serve in the same office for more than three consecutive years. The Executive Committee except as otherwise herein below provided and the officers included therein Directors shall be elected at the Annual meeting of the Association. In addition to the elected members of the Executive Committee Board, the last preceding immediate past President, if available, shall automatically become an advisory member of the Executive Committee for a term not to exceed three years. In addition to the above elected officers there shall be an Executive Secretary who shall be appointed annually by the Executive Committee Board. All members of the ~~Executive Committee~~Board shall be members in good standing of the Association. Six members shall constitute a quorum.

#### DUTIES OF OFFICERS

7. The President shall preside at all meetings and shall be ex officio Chairman of the ~~Executive Committee~~Board. The Vice-Presidents shall in order of seniority, as specified by the Executive Committee, assist the President in the discharge of his duties and preside in his absence.

The Secretary shall keep a full and complete record of the proceeding of all meetings and shall preserve all documents, reports and communications connected with the business of the Association, send out all notices, compile records of Championships, and perform such other duties as usually pertain to the office.

The Treasurer shall collect and receive all moneys, keep a correct account there-of and deposit same in the name of the Association in such bank as may be approved by the ~~Executive Committee.~~Board. At the annual meeting, the Treasurer shall submit a full report in writing of the financial condition of the Association, which shall previously have been ~~audited and approved by the Executive Committee.~~

~~The Executive Secretary shall act as general assistant to the officers of the Association and in particular to the Secretary in the discharge of the duties required of the latter. The Executive Secretary shall compile and maintain the annual Year Book, and maintain membership records and the mailing list. The Executive Secretary shall receive a salary to be fixed by the Executive Committee.~~

#### ~~The Executive Committee~~

~~The Board~~ shall have general management of affairs of the Association, may admit yacht clubs, other sailing organizations, and individuals to membership, and shall, in its discretion, drop any club or organization which, in its opinion, no longer furthers the objectives of this Association to encourage and promote yacht racing on Long Island Sound. It shall appoint special officers and committees, determine and settle all questions and disputes relating to yacht racing which may be referred to the Association for decision, and take such steps as it may consider necessary and expedient to carry into effect the objects of the Association.

Not more than two representatives of any one club shall be eligible for election to any office or the ~~Executive Committee.~~Board. This article shall not exclude independent nominations made in any other way.

### **EXECUTIVE ADMINISTRATOR**

The Executive Administrator shall act as general assistant to the officers of the Association and in particular to the Secretary in the discharge of the duties required of the latter. The Executive Administrator shall compile and maintain the annual Year Book, and maintain membership records and the mailing list. The Executive Administrator shall receive a salary to be fixed by the Executive Committee.

### **COMMITTEES**

4.—8. The President shall appoint the following Committees: Appeals; Racing Programs; PHRF; ~~IMS;~~

Technical, Governance, Safety, One-Design Scheduling and Coordinating for Mid-Sound, Connecticut Area, Cow Bay, Oyster Bay and Eastchester Bay; Frostbite Dinghy Championships; YRA Championships (quarterfinals for Nationals) for Men, Women, Single-handed, Match Racing and Team Racing; and such other committees as the Executive Committee approves. All committees report to the President and the members of committees shall serve thereon at the pleasure of the President and such appointments shall expire at the end of the President's term. The duties of committees shall be as specified by the Executive Committee. Decisions of the Committees affecting the membership shall be ratified by the Executive Committee before becoming effective.

All committee members shall be Association members in good standing and shall be members of clubs or other organizations belonging to the Association. ~~The duties of committees shall be as specified by the Executive Committee.~~

~~A Nominating Committee shall be appointed by the President and approved by the Executive Committee.~~

### **MEETINGS**

9. The Annual Meeting shall be held between mid-October and December and a ~~general~~spring meeting shall be held between March 1 and mid-April of each year at such places and on such dates as the Executive Committee determines. The Executive Committee may call special meetings of the Association whenever they consider it necessary and shall do so upon the written request of at least seven Delegates of a member of the Association in good standing.

## NOTICES

10. A written notice of every Association meeting shall be emailed to each individual member, to each Delegate, and to the Secretary of each organization member at least ten days prior to such meeting. Notices of special meetings shall state in detail the subjects proposed to be acted upon, and at such meeting no other matter shall be acted upon. The notice of the Annual Meeting shall contain the report of the Nominating Committee. Notices of all meetings shall include a proxy form.

## QUORUM

11. At meetings of the Association, the President shall determine whether the number of members present and the number of proxies filed are sufficiently representative to constitute a quorum.

## VOTING

12. All members present at a meeting of the Association may vote on motions. Voting by proxy shall be allowed using the form, or copy of the form, distributed with the notice of the meeting. The form must be completed, signed, and filed with the Secretary at or before the meeting.

## ELECTIONS

13. At the Spring meeting in each year a Nominating Committee of five shall be elected, none of whom shall be a member of the ~~Executive Committee~~ Board and no two of whom shall be representatives of the same club, provided, however, that to the extent practical a majority of the members shall have served in the preceding year, but in no event shall any member serve in excess of five consecutive years. This Committee shall nominate one candidate for each office to be balloted for at the Annual Meeting and shall notify the Secretary of their selection in sufficient time to permit compliance with the requirements for notice to the membership in these By-Laws. Vacancies occurring in any office or committee shall be filled by appointment by the Executive Committee until the next meeting of the Association.

## AMENDMENTS

14. These rules may be amended by a two-thirds vote of the members present in person or by proxy at any meeting at which a quorum is present, provided that notice in writing of such amendment has been given at least ten days previous to the meeting. Proposed amendments must be in writing, signed by two Delegates and sent to the Secretary in sufficient time to be included in the call for the meeting at which they are to be acted upon; provided, however, that the ~~Executive Committee~~ Board may initiate and approve any proposed amendment for submission to a meeting of the members. The rules of this Association cannot be suspended under any circumstances.