

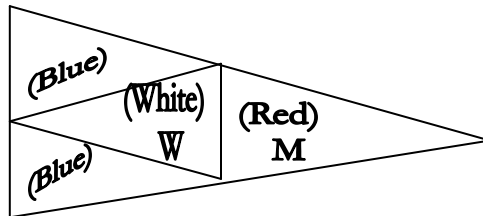
BY-LAWS OF THE
WESTERN MICHIGAN YACHTING ASSOCIATION

ARTICLE I
Distinguishing Signal

Section 1. The distinguishing signal of the Association shall be a pointed pennant with the letters WM in a field of red, white and blue designed as follows:

Letter "W" in Red

Letter "M" in White



ARTICLE II
Types of Memberships

Section 1. Memberships in the Association shall be of 4 types: Club memberships, Participating memberships, Lifetime memberships and Honorary memberships.

ARTICLE III
Club Memberships

Section 1. Any yacht club having a regular membership and holding regular races for one or more classes of sailing yachts shall be eligible to become a Member Club of the Association. Any such club desiring to become a Member Club shall make application by letter (or on such forms provided by the Association) over the signature of the clubs' Commodore and Secretary and shall become a Member Club upon approval of such application by the Board of Delegates and payment to the Association of an initiation fee of One Hundred (\$100.00) dollars.

Section 2. Any Member Club may terminate its' membership in the Association by resignation or non-payment of dues or may be removed by the vote of three-fourths (3/4) of the Member Clubs' delegates or their proxies present at an Annual Meeting.

ARTICLE IV
Participating Memberships

Section 1. Any person may race, who is not already a member of a member club, in the Annual Championship Regatta provided they pay a Participating Membership fee of Twenty-Five (\$25.00) dollars, in addition to the racing fees already set by fleet. This membership is for the skipper only, and allows him/her, with crew, to participate in the regatta and its' events. It is valid only for the one regatta.

ARTICLE V
Lifetime Memberships

Section 1. Any person may become a Lifetime Member of the Association by making a contribution of One Thousand (\$1000.00) dollars.

Section 2. Lifetime memberships are non-transferable nor do they inure to the member to any interest in property or assets of the Association.

ARTICLE VI
Honorary Membership

Section 1. Any person who has rendered extraordinary service to the Association shall be eligible to become an Honorary Member upon recommendation by the Board of Directors and election thereto at a meeting of the Board of Delegates.

Section 2. An Honorary Member shall continue as such during his lifetime without payment of dues.

Section 3. Honorary Memberships are non-transferable nor do they inure to the member any interest in the property or assets of the Association.

ARTICLE VII
Dues

Section 1. Each member club shall pay annual dues in such an amount as shall from time to time be determined by the Board of Delegates and such dues shall be paid on or before the first of August each year.

Section 2. Each Honorary Member shall be exempt from payment of dues.

ARTICLE VIII
Voting

Section 1. Each Member Club shall be entitled to four (4) votes at each Annual Meeting or special meeting of the Association. Such votes shall be cast by three Senior delegates and 1 Junior delegate* (or their proxy) authorized to do so by the Member Club. Such delegates shall be certified by the Member Clubs' Commodore or Board of Directors, and must be pre-registered in writing with the Executive Secretary each year one (1) day before the Annual Meeting.

* A junior delegate is defined as not yet reaching twenty-one (21) years of age.

Section 2. Individual yacht club members, participating members, lifetime members and honorary members shall have the privilege of attending the meetings of the Association but shall have no right to vote.

Section 3. If a delegate is unable to attend the meeting of the Association he/she may give their proxy in writing to another delegate or member of their club who shall be entitled to vote such proxy on any matter of business at such meeting.

ARTICLE IX Meetings

Section 1. The Annual Meeting of the Association shall be held each year on the evening prior to the first race day of the regatta at the yacht club where the regatta is to take place.

The Order of Business shall be;

1. Roll Call
2. Reading of Minutes
3. Treasurer's Report
4. Report of Officers and Committees
5. Old Business
6. New Business
7. Adjournment

Section 2. Special meetings of the Association may be held at any time, if called by the Executive Secretary at the request of a majority of the Board of Directors, or upon written request of three (3) member clubs. Any such written request shall be filed with the Executive Secretary, who shall call a special meeting within six (6) weeks thereof. The day, time and place of all special meetings shall be determined by the Board of Directors.

Section 3. Notice of all Annual and special meetings shall be in writing and mailed to each member club at least fifteen (15) days prior to the date set for the meeting. Notices of special meetings shall clearly state the day, time, place and purpose of the meeting and only the business stated in the notice shall be considered. If at an Annual Meeting a change in the By-laws, Articles of Association or conditions of membership is/are to be considered then the notice of the Annual Meeting shall so state it.

Section 4. In order to establish a quorum for any meeting of the Association to transact business, there must be delegates present in person or proxy from at least three (3) member clubs.

Section 5. The Board of Directors shall hold such meetings at such time and place in Western Michigan as they deem necessary to administer the affairs of the Association; such meetings may be called by the Commodore or any other two (2) directors and notices of such meetings shall be given to each director by mail, email, telephone, or telegraph at least seven (7) days prior to the date set for the meeting.

Section 6. A majority of the directors shall constitute a quorum for the transaction of business.

ARTICLE X Board of Delegates

Section 1. The Board of Delegates shall consist of three Senior and One Junior delegate or their proxies from each member club.

Section 2. The Board of Delegates or their proxies shall convene at least once a year at the Annual Meeting of the Association, and at special meetings when necessary, and shall have the authority to:

- a. Elect a Board of Directors and the Flag Officers
- b. Set and regulate membership dues and entry fees
- c. To amend, alter or change the By-Laws or the Articles of Association
- d. Set the place for the next annual regatta
- e. Approve applications for club memberships
- f. Elect an Executive Secretary when required
- g. Consider and act on such other business as shall be referred to the delegates by the Board of Directors.

ARTICLE XI Board of Directors

Section 1. The Board of Directors shall consist of no less than seven (7) nor more than ten (10) members, one of which shall be the immediate Past Commodore, the four Flag Officers, and one (1) to six (6) directors elected at large from member clubs, and all elected by the Board of Delegates or their proxies each year at the Annual Meeting. At any time a Past Commodore does not wish, or is unable to, serve on the Board of Directors the Board of Delegates shall elect a Director at large, who is a member in good standing, and preferable a Past Commodore, to serve in his/her place.

Section 2. Directors shall be elected for a term of one year or until their successors are elected and qualified.

Section 3. There shall be a permanent Executive Secretary who shall be elected by the Board of Delegates or their proxies and shall serve until his/her successor is elected and qualified. He/she shall be an ex-officio member of the Board of Directors but without a vote unless he/she also has been elected as a Board member. The Executive Secretary shall maintain the permanent files of the Association and furnish a permanent address at which mail to the Association may be directed, and assume such other responsibilities as shall be determined by the Board of Directors. (Also see duties under officers.)

Section 4. Vacancies on the Board of Directors or the Flag Officers shall be filled by appointment by the member club being represented. The new Director or Officer shall serve until the next Annual Meeting of the Association or until a successor is elected and qualified.

Section 5. The Board of Directors through the Flag Officers shall have full authority to:

- a. Conduct and manage such affairs of the Association not specially assigned to the Board of Delegates, and
- b. To review and adopt measurement and scantling rules, racing rules, rules governing sanctioned events and rules governing protests and appeals, and
- c. To hear and rule on appeals from decisions of any Race Committee in charge of a sanctioned event and/or render a final decision on any matter not specifically limited to the Board of Delegates,
 1. decision of the rules committee shall be final in the award of prizes at any sanctioned event,
 2. appeals must be filed in accordance with all applicable U.S. Sailing Rules, and
- d. To confer with the Commodore in appointing the Chair and Assistant Chair of the standing committees, and
- e. To delegate such authority to the Officers and Committees as is necessary so as to enable them to fulfill the purposes for which they were elected or appointed, and

- f. To suspend from membership for such period of time as the Board of Directors deem appropriate any individual found guilty of any breach of the rules or By-Laws of the Association or unacceptable conduct while at a sanctioned event.

Section 6. The Race Committee Chair shall serve as an exofficio member of the Board of Directors, but without a vote unless he/she also has been elected a Board Member.

Section 7. The rules contained in Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Association and/or Bylaws of this association.

ARTICLE XII Officers

Section 1. The elective officers of the Association shall consist of a Commodore, Vice-Commodore, Secretary, and Treasurer, and any other officers such as Rear Commodore, as may from time to time be determined necessary by the Board of Delegates.

Section 2. At each Annual Meeting of the Association, the Board of Delegates or their proxies shall elect the Flag Officers specified in Section 1 of this Article who when elected shall serve for a term of one year or until their successor is elected and qualified. Any Officer may be removed with or without cause by an affirmative vote of a majority of the Board of Directors.

Section 3. The Commodore shall manage the Annual Regatta and preside at all meetings of the Association and of the Board of Directors. The Commodore may, subject to approval of the Board of Directors, appoint the Chair and the Assistant Chair of all standing committees, and such other officers and committees as are necessary to manage the business of the Association and/or conduct the Annual Regatta. He/she may have other duties as prescribed from time to time by the Board of Directors.

Section 4. The Vice Commodore shall assist the Commodore in his/her duties and shall assume the duties of the Commodore in his/her absence. The Vice Commodore shall be responsible for the selection and performance of the Protest Committee at the Annual Regatta.

Section 5. The Rear Commodore (if the position is assigned) shall assist the Vice Commodore in his/her duties and assume the duties of Vice Commodore in his/her absence. The Rear Commodore shall be responsible for the position of Liaison between the WMYA Race Committee and the Host Club race committee.

Section 6. The Secretary shall be secretary of, and shall attend all meetings of the Association and of the Board of Directors, and shall record all the proceedings of such meetings to be given to the Executive Secretary for Association files and distribution. The Secretary shall assist the Executive Secretary in maintaining a correct and up to date list of all members of the Association and of the Delegates of all member clubs if needed.

Section 7. The Treasurer shall assist the Executive Secretary when necessary. The Treasurer shall be responsible for an accounting of the Perpetual Trophies as to their condition upon return.

Section 8. The Executive Secretary shall mediate and facilitate all meetings of the Association. He/she shall keep accurate accounts of all monies and other assets received or disbursed by the Association and collect all dues, assessments and other monies due the Association. He/she shall disburse the monies of the Association as ordered by the Commodore and the Board of Directors. He/she shall keep the monies of the Association, in the name of the Association, in a separate

account at a bank approved by the Board of Directors and at each Annual Meeting of the Association make a report of all receipts and disbursements of the Association during the latest fiscal year. He/she shall give proper notice of all meetings of the Association and of the Board of Directors and provide the Board of Directors, Delegates, and member clubs the minutes of the meetings. The Executive Secretary shall also keep all records of the Association, maintain whatever communication is necessary throughout the year for the Association, and promote the Association.

Section 9. There may be appointed officers of the Association. These officers shall be appointed by the Board of Directors and shall serve until their successors are appointed and qualified. The duties of these officers shall be determined by the Board of Directors.

Section 10. The Flag Line shall consist of the officers and the immediate Past Commodore. The Flag Line shall be such that, in normal rotation of officers, the W.M.Y.A. Commodore shall be from the lake hosting the Annual Regatta, and if a lake goes out of regular rotation the Flag Officers are to be switched to comply with this provision.

Section 11. The Flag Line is to be selected from the lakes that host the Annual Regatta. If there are any additions to, or deletions from, the number of host lakes for the Annual Regatta the Flag Line will be adjusted accordingly.

Section 12. Any officer or director of the W.M.Y.A., whether appointed or elected, shall be first selected by the member club he is to represent.

ARTICLE XIII

Standing Committees

Section 1. The standing Committees of the Association shall consist of:
Race Committee, Appeals Committee, Nominating Committee

Section 2. Each year at or after the Annual Meeting of the Association but prior to July first the Commodore shall appoint with approval of the Board of Directors a Chair and Assistant Chair for each of the standing committees who shall serve until their successors are appointed and approved.

Section 3. The standing committees shall assume such responsibilities as the Board of Directors shall authorize.

Section 4. The Chair and Assistant Chair of the standing committees shall select additional members of their committees as they deem necessary to discharge the duties of the committee in the manner prescribed by the Board of Directors.

ARTICLE XIV

Sanctioned Classes

Section 1. The classes of yachts sanctioned by the Association shall be any class of inland lake sailing yacht, the fleets of which are represented at two or more member clubs and are of a design of which standard measurement and scantling rules are available.

Section 2. Measurement and Scantling rules for Classes E, C, MC, Melges 17, or any sanctioned fleet, shall be those published by the Inland Lake Yachting Association. Any other class participating in a

sanctioned event must file scantling rules with the Association prior to their acceptance as a class by the Board of Delegates.

Section 3. Any class, not having raced in the prior year's regatta, must first be accepted at the Annual Meeting of delegates before they may participate in any sanctioned event. Any deviation from this must have a 100% vote of the Board of Directors.

Section 4. No class will be sanctioned in the regatta unless there will be a total of ten (10) entries or more and at least two (2) boats each from two (2) or more member clubs. If fewer than ten (10) boats register for the Annual Regatta that class may race, however, unless they convince the delegates otherwise, the class will be decertified at the next Annual Meeting. If a class is decertified by the Board of Delegates they will not participate in future regattas unless recertified.

ARTICLE XV

Sanctioned Events

Section 1. The Annual Regatta of the Association shall be held in August.

Section 2. Invitational regattas between member clubs shall be entirely within the jurisdiction of the member clubs.

Section 3. The number of races for each class at the Annual Regatta shall be decided at the Annual Meeting, or, if not decided then, by the Board of Directors.

Section 4. The Race Committee shall determine the type of length of course for each class consistent with accepted regatta rules for that class.

Section 5. The Board of Directors shall be authorized to advance or postpone the Annual Regatta whenever some other event should prohibit a large percentage of the participants from attending. Such decision should be made in time for the Host Club to have proper and sufficient notification.

Section 6. In the event that the fleets in any class should ever become so large as to limit the number of entries in that class the Board of Directors shall have the authority to limit the number of entries in that class in such a manner as they may determine. Such limitation shall be communicated to each of the member clubs at least sixty (60) days prior to the date set for the first race of the regatta.

Section 7. All notices pertaining to any and all conditions of the Annual Regatta shall be mailed to the member clubs and shall contain among other information the time, place, measurement requirements, entry fees and fleet limitations if any for the regatta in accordance with U.S. Sailing Rules.

Section 8. The Board of Delegates or their proxies shall from time to time at the Annual Meeting of the Association determine the amount of the entry fee for each class and such entry fee shall be effective at the next Annual Regatta and future regattas until changed by the Board of Delegates. If a new class should be entered in the regatta on which no entry fee has been established the Board of Directors shall set the fee for the current regatta and present the matter to the Board of Delegates at the next Annual Meeting.

Section 9. At such time as it becomes necessary to limit the number of entries of a class the Board of Directors shall have the authority to require advance registration and payment of entry fee, and such other information as necessary to plan and conduct the regatta consistent with fairness for all member clubs.

Section 10. Trophies at the Annual Regatta shall be awarded in accordance to the following formula: In each class one trophy shall be awarded for every five (5) entries with the exception of the Junior Butterfly fleet having a minimum of 10 unless the fleet drops below that number the previous year.

Section 11. It shall be the duty of the W.M.Y.A. Race Committee to provide a comprehensive set of racing instructions for the Annual Regatta.

Section 12. In the event of a tie, the tie shall be broken in accordance with U.S. Sailing Rules.

Section 13. The decision of the W.M.Y.A. Appeals Board shall be final and no further appeal is allowed.

ARTICLE XVI
Amendments

Section 1. These By-Laws may be amended, altered or revised by the affirmative vote of two-thirds (2/3) of the Delegates present in person or by proxy at an Annual Meeting or a special meeting of the Association duly called provided that the proposed amendment, alteration or revision is contained in the Notice of Meeting; or by two-thirds (2/3) approval in writing from the member clubs after submission by mail to all the member clubs the proposed amendment, alteration or revision.

This is certified correct and accepted by the Officers and Delegates of the Western Michigan Yachting Association.



Kenneth D. Griswold, Secretary WMYA