



## INTERNATIONAL MELGES 32 CLASS ASSOCIATION BY-LAWS

### 1. TITLE

- A. The Name of the Association shall be the **International Melges 32 Class Association** ("IM32CA").

### 2. PURPOSE OF THE CLASS ASSOCIATION

- A. The purpose of the IM32CA is to provide fun, fair sailboat racing for its members by:
1. Providing a structure for Melges 32 class of boats ("Melges 32" and "Class") administration and the exchange of information among members.
  2. Protecting the one design integrity of the Class and the Melges 32 Class Rules (the "Rules").
  3. Organizing and conducting a series or championship regattas at attractive and affordable sailing venues.
  4. Promoting the Class and developing regional fleets and regional sailing events.
  5. Providing structure for regional and local fleets to organize and also to collaborate with each other and with the International Class Association.
  6. Protecting the Class Association Code of Conduct as defined in the IM32CA Class Rules.
  7. Promoting the Class Association Mission Statement as defined in the IM32CA Class Rules.

### 3. CLASS MEMBERSHIP

- A. Melges 32 owners who hold a valid Melges 32 Manufacturer's Declaration and who have paid the prescribed annual membership dues shall be members of the Class Association. Members may hold office & vote, one vote per boat. If the owner is an entity, the entity shall designate a person to the member's designee.
- B. The members shall be bound by these Bylaws, and any properly made amendments thereto.
- C. Membership, along with all rights and privileges shall be discontinued during any period of unpaid membership dues or other delinquent payments due to the Class Association.
- D. A member may be suspended by a majority vote of the Board of Directors for:
1. Committing an act in gross violation of the Class Rules or the Bylaws.
  2. Serious breeches of sportsmanship or conduct determined by the Board of Directors to be unacceptable and contrary to the interest of the members as defined in the IM32CA Class Rules.
- E. A suspended member seeking reinstatement may apply to the Board of Directors. Reinstatement will be upon majority vote of the Board of Directors.

### 4. BOARD OF DIRECTORS, CLASS OFFICERS, PROFESSIONAL GROUP

- A. The Board of Directors shall consist of a minimum of eleven (11) members
1. Nine (9) Directors shall be appointed by the Professional Group, of which four (4) shall be owners from North America, four (4) owners from Europe and one(1) owners from Australasia.
    - a) *In the event that additional regions(defined as a Continent) are added to the Class, the size of the Board shall be increased by one(1) member for every 10 boats in each new region. There shall be a maximum of four(4) Directors from each region. The number of Directors from each region may be increased as a region adds an additional 10 boats to it's membership.*
  2. Two (2) representatives shall be from the Professional Group. For purposes of this section and the later section regarding the Melges 32 Technical Committee, the Professional Group shall consist of Melges Performance Sailboats designated representatives. Representatives from the Professional Group shall have full voting rights but may not serve as an Class Officer.

- B. Board members appointed by the Professional Group or the Board of Directors shall be appointed for terms of two years. New board members may be appointed by the Board of Directors.
  - 1. For the purposes of appointing members of the board and voting on other Class matters, voting may be by email, postal mail or other media as specified by the Class President or Board of Directors.
- C. New Board members shall take office following their appointment to fill the unexpired term of a Board member who resigns.
- D. In case of vacancy, the Board of Directors shall appoint a replacement.
- E. The Board of Directors shall elect the Class Officers. Class Officers do not have to be members of IM32CA:
  - 1. Class President- May be an owner or non-owner professional hired to act as Class President following the guidelines of the Board of Directors. A hired Class President shall not act or make decisions on the behalf of the class without the authorization of the Board of Directors.
  - 2. Class Vice President.
- F. The Class Treasurer who shall be a Melges Performance Sailboats representative.
- G. The Class Secretary/Coordinator.
- H. The Chief Measurer.
- I. In case of vacancy, the Board shall elect a replacement as soon as practicable.
- J. The Board shall, in electing its President or Vice President take into account the need for regional rotation.
- K. No President or Vice President may serve more than two consecutive two-year terms in one office except for an elected professional President who shall serve until the Board votes otherwise.
- L. The Class President shall:
  - 1. Communicate to the IM32CA the Board of Directors' decisions and directions.
  - 2. Enforce IM32CA Constitution and Bylaws.
  - 3. Enforce Class Rules at regattas.
  - 4. Act as IM32CA spokesman.
  - 5. Run Board of Directors meetings, phone conferences, etc.
  - 6. Drive annual budget and regatta schedule forward.
  - 7. Assist Class Secretary/Coordinator with all regatta organizational items, such as NORs, SIs, race committee, etc.
  - 8. Give occasional speech at major regattas as Class President and on behalf of the Board of Directors.
  - 9. Attend annual ISAF meeting on behalf of IM32CA.
  - 10. Attend all World, and Continental Championships as Class representative or PRO.
- M. The Class Vice President shall:
  - 1. In the absence of the Class President or in the event of their inability or refusal to act, the Class Vice President shall perform the duties of the Class President, and when so acting, shall have all the powers of and be subject to all the restrictions upon Class President.
  - 2. Perform such other duties as from time to time may be assigned to him by the Board of Directors.
- N. The Class Treasurer shall:
  - 1. Audit periodically, both at the direction of the Board of Directors and in his or her sole delegated discretion, the Class Associations' accounts.
  - 2. Present financial statements and a budget at the Annual General Meeting.
- O. The Class Secretary/Coordinator shall:
  - 1. Carry out the duties imposed by the Professional group such as updating Class Rules, regatta and event organization, class promotion, etc..
  - 2. Carry out all tasks as reasonably required by the Board of Directors including but not limited to administration of the Class Association's activities and maintenance of Class records.
  - 3. Keep minutes of meetings and give notice to members of meetings. The Class Secretary will communicate the decisions of the Board of Directors to the members and such other persons as the Board of Directors shall direct.
  - 4. Provide such support as may be reasonably requested by the Class President.

- P. The Chief Measurer shall:
  - 1. Serve on the Class Technical Committee as described in the relevant section of these Bylaws.
  - 2. At the direction of the Board, establish and oversee procedures for assuring compliance with all class rules at sanctioned Class One Design Events.

## **5. MANAGEMENT OF THE CLASS ASSOCIATION**

- A. The members delegate responsibility for the management of the affairs, activities and property of the Class Association to the Board of Directors, in accordance with these Bylaws at the sole discretion of the Board of Directors.
- B. The Board of Directors may delegate to any one or more of its members such powers and duties as it shall determine except for:
  - 1. Suspension or reinstatement of a member.
  - 2. Setting class association dues.
  - 3. Appointment of officers and members of the Technical Committee.
- C. The Board of Directors shall normally delegate the day-to-day administration of Class Association activities to its Class Officers, Class Secretary (normally the class coordinator), or the professional group.

## **6. BOARD MEETINGS**

- A. Board of Directors' meetings shall be held at such times and at such locations as necessary to efficiently carry out the business of the Class Association. Board meetings may be called by the Class President or Class Vice President acting on his or her behalf or may be agreed at a previous meeting of the Board of Directors.
- B. Notice of meeting shall generally be provided to Board members at least four weeks in advance of such meetings.
- C. Meetings may be held by teleconference or email at the discretion of the Class President. Not less than one meeting annually shall be held in person at a meeting called for that purpose.
- D. A simple majority of the voting Board of Directors shall constitute a quorum.
- E. The Class President shall chair all meetings at which he or she is present. In his or her absence, the Class Vice President shall chair the meeting. In the absence of both the Class President and Class Vice President, the Board members in attendance shall elect a member in attendance to serve as chair of the meeting.
- F. Each member of the Board of Directors shall be entitled to one vote with the sole exception being that, in the event the Class President is hired, he or she shall not be entitled to vote except to break tie.

## **7. MEMBERSHIP MEETINGS**

- A. A General Membership Meeting shall be held annually in such place and at such time as the Board of Directors may consider most convenient to the majority of the members, generally as part of the Melges 32 World Championship regatta.
- B. A Special Membership Meeting may be called by the Class Secretary/Coordinator:
  - 1. On resolution of the Board of Directors, but subject to clause 7.D
  - 2. Not more than four weeks after receipt by the Class Secretary of a written demand, from not less than ten members, for a Special Membership Meeting, which demand shall also specify and include any resolution which the members concerned wish to propose at the meeting.
- C. The Class Secretary/Coordinator shall give at least four weeks written notice to the members of the Annual or any Special Membership Meeting together with a copy of the agenda for the meeting and of any resolutions which have been provided.
- D. The chairperson at any Membership Meeting shall be the President. In the absence of both the Class President and the Vice President, the Class Secretary/Coordinator shall chair the meeting.

- E. Each member present in person or by written proxy shall be entitled to one vote (per boat) at a Membership Meeting.
  - 1. Members representing other members by proxy at any Membership Meeting shall declare at the start of the meeting the names of the members represented in proxy and provide copies of the written proxy.
- F. Members representing half of the current membership, present in person or by written proxy, shall form a quorum at Membership Meetings.
- G. Unless a resolution has been specifically designated as a “Special Resolution” within these Bylaws, any resolution presented at a Membership Meeting shall be considered a General Resolution. A Special Resolution is a resolution that would change these Bylaws.
- H. A General Resolution at Membership Meetings shall be decided by simple majority of the votes cast, provided that in the event of a tie, the chairperson of the Membership Meeting shall have a second vote.
- I. A Special Resolution at a Membership Meeting shall be decided by a more than fifty percent (50%) majority of the membership.

## **8. AMENDMENTS TO BYLAWS**

- A. These Bylaws may be amended by the members in accordance with the foregoing provisions.

## **9. INTERNATIONAL MELGES 32 CLASS TECHNICAL COMMITTEE (“TC”)**

- A. Members of the Melges 32 TC shall be appointed by the Board. Appointments of the members of the TC will normally occur at a Board meeting held at the time of the Annual General Meeting. The TC shall be comprised of:
  - 1. One or more members from each region chosen by the Professional Group.
  - 2. The Chief Class Measurer, if one has been appointed by the Board.
  - 3. The Class President, who shall be the Chairman of the TC.
  - 4. The Class Vice President, if appointed, who shall be the Vice Chairman of the TC.
- B. Other than the Chief Class Measurer, President and Vice President, members of the TC shall be appointed for terms of two years. In the case of vacancy, the Board may select a new member who shall serve the remaining term of the vacancy.
- C. The TC shall be responsible for:
  - 1. Monitoring the use and enforcement of the Class Rules.
  - 2. Developing and proposing corrections and improvements to the Rules. Such proposals shall be submitted to the Board of Directors for review and final approval.
  - 3. Reviewing all helmsman application decisions to assure that all regions conform with the intent of the class rules as well as all policies and procedures adopted by the TC regarding helmsman applications.
  - 4. Developing policies and procedures for implementing the aforesaid responsibilities.
  - 5. Appointing a minimum of five(5) members from each region to review all helmsman applications and submit to the TC for final approval.
- D. Proposals by members for amendment of the Class Rules must be submitted in writing to the Melges 32 TC. The TC, working closely with the Professional Group, shall consider proposals to amend Class Rules, and may submit them, with rationale and recommendation, to the Board of Directors for consideration. Class Rule amendments shall be submitted to the membership upon approval by majority vote of the Board of Directors.
- E. No amendment or revision of the Melges 32 design and construction specifications (Class Rules 5.0 through 9.0 and Appendices 12.5, 13.0) whether submitted by the Board of Directors, or Melges 32 TC, shall become effective without the prior written approval of the Professional Group.
- F. If the Melges 32 TC is unable to reach a decision on a matter due to a tie vote, acting in its capacity defined herein, the matter in question shall be referred to the Board of Directors for action and final disposition.

## **10. MEMBERSHIP DUES AND OTHER FEES**

- A. The Class Association shall be funded primarily by annual dues, sail royalty fees paid by members, and event income. The membership fees amount shall be determined by the Board of Directors, taking into consideration the Class Treasurer's recommendation. All other fees, such as those for services provided at events, professional, or other shall be decided by the Board of Directors.
- B. The Board of Directors may set special fees based upon unique or differing circumstances, such as establishing an additional fee for boats utilizing advertising, or such other circumstances as the Board of Directors may deem appropriate.

## **11. FUNDS, ACCOUNTS, AND EXPENSES**

- A. The funds of the Association shall be maintained by Class Treasurer in a manner approved by the Board of Directors.
- B. Accounts which show assets and liabilities of the Class Association and receipt and expenditure of funds shall be kept by the Class Treasurer, not less than quarterly.
- C. A statement of accounts for the preceding year shall be presented by the Class Treasurer at the Annual General Meeting. A fully transparent statement of accounts of all revenue and expense items shall be made available to the Board of Directors not less than annually and within 30 days of a written request from the Board of Directors at any time.
- D. The reasonable expenses of the Board of Directors in meeting their obligations under these bylaws shall be payable out of the funds of the Class Association.
- E. The IM32CA shall at all times have in place Director and Officer Liability insurance covering the Board of Directors and Class officers.

## **12. LOCATION OF THE CLASS ASSOCIATION OFFICES**

- A. The current address and phone number of the Melges 32 Class Association Office are:  
Melges 32 Class Association  
P.O. Box 1 Zenda, WI 53195 USA  
(262) 275-1110
- B. The Class Association Offices may be relocated by a majority vote of the Board of Directors, and will generally follow the Class Treasurer or an independent firm or contractor hired by the Board of Directors to service the business affairs of the Class Association.

## **13. CLASS ONE DESIGN EVENTS**

- A. All Class One Design Events shall be organized in accordance with the ISAF Racing Rules of Sailing.
- B. Boat owners shall be members of the Class Association before racing in a Class One Design Event.
- C. Regional and National One Design Events:
  - 1. Regional and National One Design events, schedules and venues shall be organized and managed by Regional Board members or their appointed members upon approval of the Board.
  - 2. The Regional Members shall submit the regional schedule of events to the IM32CA Board for approval at least 90 days prior to the first event of the schedule.
  - 3. Only events sanctioned by the IM32CA shall be considered when calculating class rankings, sail limitation marks and such other considerations as the IM32CA Board may decide.
  - 4. In considering the proposed schedule of events, the IM32CA Board of Directors shall take into account the recommendation of the Director(s) representing each region.
- D. World and Regional Championships:
  - 1. Organization, venue and management of World and Regional Championships shall be the responsibility of the IM32CA.

2. Venues for World, Regional and National Championships shall be proposed by members of the IM32CA Board of Directors as a General Resolution to be voted on by the Board of Directors at the Annual General Meeting or, if necessary, at a Special Board Meeting.
- E. The IM32CA, and the Professional Group shall work together to maximize revenue from sponsorship rights relating to championships and other class events and shall reserve all right to approve any regatta or class sponsor.

#### **14. MANUFACTURER'S DECLARATION**

- A. No yacht shall be a Melges 32 under these Bylaws unless it holds a current, valid Manufacturer's Declaration provided by the licensed manufacturer.
- B. No yacht shall race in a Class One Design Event, unless it holds a current, valid Manufacturer's Declaration provided by the licensed manufacturer.

#### **15. LIMITATIONS**

- A. Members of the Board of Directors shall not be obliged to do any of the things required of them by these Bylaws if the Class Association is unable to pay reasonable costs and expenses thereof.
- B. In the execution of their powers and duties under these Bylaws, no Class Officer or member of the Board of Directors shall be liable for any loss or damages to any of the members or the former members of the Class Association or the assets of the Class Association by reason of any mistake or omission made in good faith by such officer or member of the Board of Directors or for any other matter, other than willful wrongdoing, or fraud on the part of the person who is sought to be made liable.
- C. Officers and Directors shall be indemnified and held harmless by the Association.

#### **16. LANGUAGE**

- A. The official language of the International Melges 32 Class Association shall be English. When a translated version of these Bylaws differs from the original English version, the English version shall be the controlling document.