

# BYLAWS OF NORTH AMERICAN CRUISER ASSOCIATION

As amended 30 July 1993

## ARTICLE I

### NAME

The name of this Association shall be "North American Cruiser Association". The Association shall also be known as "NACA", and shall be referred to in these bylaws as "Association".

## ARTICLE II

### OBJECT

The object of this Association is the promotion of the sport of Predicted Log Contests in North America.

Pursuant to such objective, this Association shall:

1. Publish and distribute a periodic newsletter known as the CRUISER LOG which shall contain news and information pertaining to the sport of Predicted Log Contests throughout North America.
2. Schedule and coordinate an annual "North American Invitational" (NAI) Predicted Log Contest.
3. Sanction contests of member associations that are to be scored for NACA points.
4. Maintain and publish scoring and standings of Predicted Log contestants participating in NACA sanctioned contests.
5. Provide perpetual and suitable keeper trophies and other awards for winners of such North American Predicted Log series and events as may be established by this Association.
6. Establish "Recommended Contest Rules" for NACA sanctioned Predicted Log contests.
7. Generally be responsive to the needs and requirements of member associations and of the sport of Predicted Log contests.
8. Support boating and corinthian yachting in general.

## **ARTICLE III**

### **OFFICES**

The principal office of this Association for the transaction of its business shall be located in the city of Long Beach, County of Los Angeles, State of California.

Additional offices may be established from time to time by this Association at such other locations as it may determine.

## **ARTICLE IV**

### **MEMBERSHIP**

SECTION 1. Association memberships are open to:

- a. Any permanently organized cruiser association principally devoted to the promotion of the sport Predicted Log Contests.
- b. Any yacht club, power squadron, or U.S. Coast Guard Auxiliary Flotilla interested in promoting the sport of Predicted Log contests and in scheduling an annual predicted log contest calendar and which is either not eligible for membership in, or is not within the contest area of any other association that is a member of NACA.

SECTION 2. Individual memberships are open to any individual, yacht club or other organization that has paid the current annual individual membership dues.

SECTION 3. The eligibility of any organization for association Membership shall be determined by the Executive Committee upon receipt of a letter of application for membership.

SECTION 4. Annual dues for association memberships and individual memberships shall be established prior to the start of each year by the Association.

SECTION 5. Affiliate Memberships are open to groups just getting started in Predicted Log contest activity or those "in transition", for the purpose of generating interest. Such memberships would not:

- (a) Pay any dues.
- (b) Participate in the NAI.
- (c) Receive recognition of their scoring.
- (d) Have a Director on the Board of Directors.
- (e) Have any voting privileges on NACA matters.
- (f) Receive any Seasonal Association Trophies.
- (g) Remain as an Affiliate Member for more than two years from their acceptance as such.

## ARTICLE V

### OFFICERS

Section 1. The officers of this Association shall consist of a Commodore, a Vice Commodore, a Rear Commodore, a Secretary/Treasurer, a Scorer and the Junior Staff Commodore.

Section 2. The officers, with the exception of the Scorer, shall be elected at the annual meeting of the Board of Directors, and shall serve for one year with the term of office to commence January 1st of the year next following the date of election. The Scorer shall be appointed by and serve at the pleasure of the Executive Committee

Section 3. In the event of a vacancy in the office of Commodore or Vice Commodore, or Rear Commodore, the next succeeding officer shall fill the vacated office for the remainder of the term. A vacancy in the office of Secretary/Treasurer shall be filled by vote of the Executive Committee at a special meeting called for such purpose.

Section 4. The Commodore shall be the chief executive officer and shall have the responsibility and authority of conducting all fiscal and business affairs of the Association and of performing such acts as may be necessary to achieve the objectives of the Association as set forth in article II hereof, excepting any duties specifically conferred on the Board of Directors and except as may otherwise be provided in Section 7 hereof.

Section 5. The Vice Commodore, Rear Commodore and Secretary/Treasurer shall perform the following duties, together with such additional duties as may be prescribed from time to time by the Commodore, Executive Committee, or the Board of Directors:

- a. The Vice Commodore shall be responsible for sanctioning, scoring and obtaining and awarding of annual keeper trophies.
- b. The Rear Commodore shall be responsible for public relations, publicity and promotion of the sport of Predicted Log Contests, and assisting new associations or groups in developing a Predicted Log Contest program. He shall also have the responsibility for individual membership development.
- c. The Secretary/Treasurer shall have custody of the funds of the Association, shall make authorized disbursements and shall maintain adequate financial records of the Association's transactions, and shall prepare an interim financial statement covering the Association's operations to date of annual meeting, together with an estimated pro-forma statement for the balance of the fiscal period. In consultation with the Commodore and Vice Commodore, he/she shall prepare and submit to the Executive Committee, an estimated budget for the next fiscal year.

Section 6. The Scorer shall compile and maintain the individual and cumulative scores of all contestants for the contest year of the association.

Section 7. The Junior Staff Commodore shall be the Senior Advisory Officer.

Section 8. The Commodore, Vice Commodore, Rear Commodore, Secretary/treasurer and Jr. Staff Commodore shall constitute the Executive Committee. During the period between annual meetings, matters involving significant policy decisions or expenditures in excess of \$500 shall require approval of a majority of the Executive Committee. The Executive Committee shall also have authority to render decisions by a majority vote on any matter submitted to it by the Commodore or Board of Directors.

Section 9. The Bridge shall consist of the Flag Officers, all past Commodores, and such additional officers as the Commodore may designate.

## **ARTICLE VI**

### **DIRECTORS**

Section 1. This Association shall have a director from each member Association plus four directors at large.

Section 2. The number of directors shall correspondingly be increased with the addition of each new member association and correspondingly decreased with the deletion of a member association.

Section 3. Each member association shall appoint one director to represent it, and at its option may also nominate one director at large. Four directors at large shall be elected from nominees for that office.

Section 4. Vacancies on the Board of Directors shall be filled by the member association which the vacated director represented. Such new director shall serve for the balance of the term of the vacated director. Vacancies among directors at large shall be filled by a vote of the Executive Committee at a special meeting called for this purpose.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the officers of this Association together with the Directors of this Association.

Section 2. One third of the total Board of Directors shall constitute a quorum for the convening of any meeting, and a majority vote of the quorum shall be necessary to enact any resolution and conduct the business at such a meeting.

Section 3. The five most recent Staff Commodores, other than Jr. Staff Commodore shall be honorary members of the Board of Directors with the right to vote.

Section 4. The Board of Directors shall have the sole authority to perform the following duties:

- a. Amend the bylaws by a two-thirds (2/3) vote of a quorum.
- b. By a majority vote of a quorum:
  1. Elect officers and four directors at large at the annual meeting.
  2. Establish association and individual membership dues and sanction fees for the following year at the annual meeting.
  3. Approve changes to the NACA scoring system.
  4. Approve changes in the mandatory provisions of the NACA contest rules.
  5. Approve the "Recommended Contest Rules" for member associations.
  6. Approve the annual budget.
  7. Establish the date and sites of NAI contests and the annual meeting.
  8. Vote on any matter submitted to it for action by the Commodore singly, or by the Vice Commodore and Rear Commodore jointly, or by a majority of the Staff Commodores on the hoard of directors.

Section 5. A special meeting of the Board of Directors may be convened by mail to vote on any matter requiring Board action. Each director shall be sent a written notice setting forth the matter to be considered at least twenty (20) days prior to the date specified for said vote. Votes may be by written proxy or written ballot, and each such vote shall be counted toward a quorum and a vote as if the director were present in person.

## **ARTICLE VIII**

### MEETINGS

Section 1. The annual meeting of this Association shall be held each year, at a time to be announced, during the dates scheduled for the running of the North American Invitational Predicted Log Contest. Each director not attending shall, by proxy in writing, designate another individual to represent him at such meeting. The designee shall have the right to vote and perform all other functions that the designating director could have performed if in attendance.

Section 2. Special meetings of the Association may be called by the Commodore at any time for any particular business matter requiring Board action. Each member of the Board of Directors shall be given no less than twenty (20) days notice of said meeting, which notice shall set forth the matter or matters to be determined. Each member may attend in person, or by proxy or written ballot submitted by the date of the meeting. The ballots and proxies shall be counted in computing the quorum and vote.

## **ARTICLE IX**

### AMENDMENT TO BYLAWS

Section 1. The bylaws may be amended by vote of no less than two-thirds (2/3) of a quorum at any annual meeting or special meeting of the Board of Directors.

Section 2. If an amendment is to be considered at an annual meeting no notice of the proposed amendment need be given prior to the meeting.

## **ARTICLE X**

### MISCELLANEOUS

Section 1. The words "staff" and "past"<sup>11</sup> shall be interchangeable when used to designate a former commodore.

Section 2. Reference to masculine or feminine gender shall be interpreted to include both genders.

Section 3. For the sole purpose of designation of officers in the event of the incorporation of the Association in the State of California, the Commodore shall be designated "The Chief Executive Officer" or "President", the Secretary/Treasurer shall be designated "Treasurer", and the Vice Commodore shall be designated "Secretary". This designation shall not modify the duties to be performed by the officers of the Association as set forth in these bylaws.