



## **CARIBBEAN SAILING ASSOCIATION**

### **BY-LAWS**

#### **1. Name**

1.1 The association shall be called the Caribbean Sailing Association, also referred to as the 'CSA'.

#### **2. Objectives of the CSA**

2.1 To govern, promote and encourage interest and participation in the sport of sailing in the Caribbean.

2.2 To facilitate the Members to compete in local and overseas sailing events and to provide them with the framework and logistical support to succeed at the International and Olympic level.

2.3 To administer rating rules for sailboats of various sizes and types.

2.4 To promote educational programs and the training of sailors, measurers, race officials and race management personnel for participation in regional, national, and international competitions.

2.5 To sanction sailing events in the Caribbean and be the governing body to orchestrate the official CSA race calendar.

2.6 Other objectives that the CSA determines from time to time that will further the mission and goals of the CSA.

#### **3. Members**

3.1 The membership of the Association shall consist of:

- (a) sailing clubs or associations with an interest in the sport of sailing;
- (b) regattas and organized sailing events;
- (c) schools or organizations having as their primary objective the teaching of sailing;

- (d) other associations or organizations having an interest in the sport of sailing. The qualification of any such association or organization to be a member of the CSA shall be at the sole discretion of the Officers of the CSA;
- (e) class associations;
- (f) individual members including junior, adult, family, benefactor and honorary;
- (g) measurers appointed under By-law 16.

3.2 Candidates for membership specified in By-law 3.1, with the exception of 3.1(g), shall make application in writing or via the official website to the CSA. The CSA may accept or refuse membership to any individual or entity.

3.3 The Officers of the CSA may appoint Honorary Members on an annual or lifetime basis that have been chosen for their special contribution to the CSA and to the furtherance and development of sailing in the Caribbean.

3.4 The Officers of the CSA may from time to time establish additional classes of membership and guidelines for those classes.

3.5 The Officers of the CSA may expel from membership any Member that fails to meet its obligations of membership or exhibits conduct injurious to the character or interests of the CSA, its Officers and Delegates.

3.6 Any Member whose expulsion is under consideration shall be entitled to:

- (a) notice of any proceedings the subject of which is the Member's expulsion;
- (b) be advised of the grounds on which and the reasons for the expulsion proceedings;
- (c) offer an explanation or justification either orally or in writing;
- (d) a hearing before the Officers of the CSA if requested.

3.7 Any Member expelled by a majority vote of the Officers of the CSA may apply after one year for readmission as a Member with no obligation on the Officers of the CSA to accept the application.

3.8 The CSA shall not discriminate in any way based on race, creed, gender, sexual orientation or national origin.

#### **4. Obligations of Members**

4.1 It shall be the obligation of all Members of the CSA:

- (a) to promote the objectives, interests and influence of the CSA;
- (b) to recognize and respect the constitution, by-laws, rules, regulations and decisions of the CSA and of ISAF;
- (c) to use reasonable endeavors to persuade others within their jurisdiction to refrain from actions that are inconsistent with the constitution, by-laws, rules, regulations and decisions of the CSA and of ISAF; and
- (d) to pay membership dues in a timely fashion.

#### **5. Financial Year**

5.1 The financial year of the CSA shall be from September 1 through August 31 and financial reports shall be presented to the membership at the Annual General Meeting.

#### **6. Annual Period of Membership and Dues**

6.1 The annual period of membership in the CSA will be 12 months corresponding with the calendar year.

6.2 The annual membership dues for each class of membership shall be established by the Officers of the CSA.

6.3 All Members of the CSA who are more than six months in arrears in payment of dues may have their membership terminated.

#### **7. Officers**

7.1 The Officers of the CSA shall be the President, four Vice Presidents, Secretary, Treasurer, Chief Measurer, and Past President. These Officers shall be elected at the Annual General Meeting to serve for a period of one year.

7.2 All Officers agree upon election to serve as a committee chair and to actively participate on committees.

7.3 Any Officer who has held that office for three consecutive years shall not be eligible for re-election to that office for a period of one year, provided that there are others who are qualified and willing to hold this position.

7.4 In the case of a casual vacancy in any of the offices, the remaining Officers shall appoint an Officer to fill the vacancy until the next Annual General Meeting.

7.5 Only Members in good standing shall be eligible to be Officers.

## **8. Duties of the Officers**

8.1 The President of the CSA shall preside at the Annual General Meeting and generally perform the duties of a president and chairman of the organization.

8.2 The Vice Presidents shall support the President in the conduct of the affairs of the CSA and deputize as requested for the President in his/her absence.

8.3 The Secretary shall be responsible for all official documents, papers and records of the CSA and the dissemination of communications to all Members. The Secretary shall keep minutes of all Executive, Special and General CSA meetings, serve all official notices and conduct the correspondence of the CSA. The Secretary shall also be responsible for membership and all associated matters and shall act as Chair of the Membership Committee.

8.4 The Treasurer shall make any payments required for the purposes of the CSA and shall present reports on the CSA's financial position at the Annual General Meeting. He/she shall keep all paper and electronic records of all financial transactions of the CSA. He/she shall collect all monies due or payable to the CSA and shall record and deposit such monies for safekeeping. The Treasurer shall also be responsible for ensuring that proper records are kept and that the funds of the CSA are not misappropriated. The Treasurer shall act as Chair of the Finance Committee.

8.5 The Chief Measurer shall act as Chair of the Rating Rule Committee and shall be responsible for the proper functioning of that Committee.

## **9. Committees**

9.1 The Chairs of the committees shall be appointed by the President, subject to the provisions of the individual committees set out below and confirmation by the Officers.

9.2 All committees shall create operating manuals and policies to define the objectives and procedures of the committee and to help guide future committees.

9.3 The President may form any other committee as may be required to properly conduct the business of the CSA.

9.4 All committee decisions shall be made by majority vote of the Members of that committee, and meetings may be conducted in person or via telephonic, video, or other electronic means.

#### **10. Finance Committee**

10.1 The Finance Committee shall consist of three Members: the Treasurer who shall serve as the Chair, the President, and one other person appointed by the President.

10.2 It shall be the duty of the Finance Committee to oversee and assist in the preparation of the budgets of the committees, and, in consultation with such committees, to submit an annual operating and capital budget to the Officers through the Committee Chair for each fiscal year no later than 30 days after the date of the Annual General Meeting in each fiscal year.

#### **11. Marketing Committee**

11.1 The Marketing Committee shall consist of three Members appointed by the President.

11.2 It shall be the duty of the Marketing Committee to oversee the maintenance of the CSA website, generate regular newsletters, and oversee all other public relations and promotional needs of the CSA.

#### **12. Nominating Committee**

12.1 The Nominating Committee shall consist of three delegates appointed by the President, at least 60 days prior to the Annual General Meeting.

12.2 It shall be the duty of the Nominating Committee to nominate a slate of Officers, with the exception of the Chief Measurer, to be voted on at the Annual General Meeting. Nominations for all positions except Chief Measurer may also be taken from the floor at the Annual General Meeting.

#### **13. Membership Committee**

13.1 The Membership Committee shall consist of three Members: the Secretary who shall serve as Chair, the Treasurer, and one other person appointed by the President.

13.2 It shall be the duty of the Membership Committee to make available a membership application form and to field all applications for membership in a timely manner. The Committee may, at its discretion and in accordance with By-law 3, elect or reject any application for membership.

#### **14. Calendar Committee**

14.1 The Calendar Committee shall consist of three Members appointed by the President. It shall be the duty of the Calendar Committee to work with the various yacht clubs and regattas to help achieve an orderly racing calendar for the Caribbean region.

14.2 The Calendar Committee shall gather proposed regatta dates on an annual basis, negotiate any conflicting dates in the best interests of the region and the sailors, and keep current the approved calendar on the CSA website.

#### **15. Sailing Development Committee**

15.1 The Sailing Development Committee shall consist of three Members appointed by the President.

15.2 It shall be the duty of the Sailing Development Committee to promote and facilitate the growth of the sport of sailing, assist Members to compete in local and overseas sailing events, and assist them with the framework and logistical support to succeed at the International and Olympic level.

15.3 The Sailing Development Committee shall sanction on an annual basis one design and other discipline events in the Caribbean region, with the goal of helping create high caliber events to bring the top sailors in the region together for annual Caribbean Championships. Classes and disciplines envisioned include Junior/Optimist, Single-handed/Laser, Double-handed/420, Multihull/Hobie or Nacra, Keelboat/J24 or IC24, and Match Racing.

15.4 The Sailing Development Committee shall be responsible for liaising with ISAF and the ISAF delegate to the region to help communicate information to Members, secure available grants and training opportunities, and communicate the needs and interests of the Caribbean region.

#### **16. Rating Rule Committee**

16.1 The Rating Rule Committee shall consist of three Members: the Chief Measurer who shall act as Chair, a senior measurer appointed by the Chief Measurer and a third Member appointed by the President.

16.2 It shall be the duty of the Rating Rule Committee to:

- (a) oversee the adoption and implementation of rating rules for the non-exclusive use of Members of the CSA;

- (b) train and appoint official CSA measurers of various rankings and specify their duties and responsibilities;
- (c) oversee yacht measurement and the issuing of rating certificates to yachts conforming to the rating rules;
- (d) keep appropriate records and ensure that measurement fees are remitted to the Treasurer in a timely fashion;
- (e) make rules and provisions for the proper functioning of the rating rules that the Rating Rule Committee administers;
- (f) remove from the list of measurers any measurer who fails to comply with his or her requirements and obligations;
- (g) attend to any other duties that would normally come under the jurisdiction of the Rating Rule Committee.

## **17. Management**

17.1 The affairs of the CSA shall be conducted on behalf of the membership by the Officers and the respective committees, who shall be responsible for fulfilling the intent of By-law 2 and reporting back to the membership on their actions and activities at the Annual General Meeting.

17.2 The Officers shall have full authority to conduct the affairs of the CSA throughout their elected term of office.

## **18. Appointment of Delegates**

18.1 Each Member of the CSA, other than individual Members and measurers, shall be entitled to appoint one delegate to the Annual General Meetings. The CSA measurers group shall be treated as an association and shall be eligible to appoint one delegate. Notice of such appointments shall be given at the commencement of the Annual General Meeting at which such delegate is authorized to attend.

18.2 In the event of a delegate being appointed as an Officer of the CSA, the Member that delegate represents shall be entitled to appoint another delegate in the place of the one elected to an office.

## **19. Election of Officers**

19.1 The delegates at the Annual General Meeting shall elect the Officers of the CSA, except the Chief Measurer, who shall be elected by the measurers' group. Any Member or appointed delegate of the CSA in good standing shall be eligible to hold office.

## **20. Annual General Meetings**

20.1 The CSA shall hold a general meeting in every calendar year as its Annual General Meeting at such time and at such place in the Caribbean as may be determined by the Officers and shall specify the meeting as such in the notice of meeting.

20.2 Any resolution or nomination to be proposed at the Annual General Meeting shall be included in such notice of meeting.

20.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Officers may call Extraordinary General Meetings whenever they consider such course necessary.

20.4 Any four Members entitled to appoint delegates to attend a general meeting may request that the Officers call an Extraordinary General Meeting within 14 days of receipt of any such request for a date not later than 60 days from receipt of the request. Should the Officers neglect to do so within the stated time limit, the requesting parties may themselves call the Extraordinary General Meeting.

20.5 The Secretary shall give at least 21 days' notice to all Members of any Extraordinary General Meeting and specify the place, the day, and the hour of the meeting. Such notice shall include an agenda and any extraordinary matters to be addressed.

20.6 All communication and notices may be given electronically via email or fax, or in writing if sent by courier service or delivered personally.

## **21. Quorum**

21.1 A quorum for any Annual or Extraordinary General Meeting of the CSA shall consist of at least nine delegates, of whom at least five must be present in person, and the balance may be by proxy or telephonic means.

## **22. Regular Order of Business**

22.1 At all Annual General Meetings, the regular order of business shall be as follows:

- Establishment of a quorum.



- Approval of the previous year's minutes.
- Presentation of financial statements.
- Officers' and committee reports.
- Election of Members and Officers of the CSA.
- Old Business.
- New Business.

### **23. Voting**

23.1 Each delegate shall be entitled to one vote in person or by proxy on all motions placed before a meeting, and in the event of a tie vote, the motion shall be lost. Written confirmation of proxy votes shall be presented to the Secretary prior to them being exercised.

### **24. Telephonic or Similar Communication**

24.1 To constitute a quorum any Officer or eligible delegate may participate and vote at any meeting of the CSA via telephonic, video, or other electronic means, subject to the provisions of By-law 21.

### **25. Amendments to the By-Laws**

25.1 The By-laws of the CSA may only be amended or annulled by the affirmative vote of a two-thirds majority of the delegates of the CSA at an Annual General Meeting. A draft of any amendments must be registered with the Secretary of the CSA at least 30 days prior to the Annual General Meeting and must be distributed with the notice of meeting.

### **26. CSA Constitution**

26.1 Should there be a conflict between the CSA Constitution and these By-Laws, the By-Laws shall have precedence.

### **27. Non-Profit Organization**

27.1 The CSA shall comply with all requirements of the Anguilla Non-Profit Organizations Regulations, including Part 4, which requires that changes to any information be provided to the NPO Supervisor.

### **28. Indemnification of Officers**

28.1 Each Officer of the CSA shall be indemnified by the CSA against reasonable expenses actually and necessarily incurred by him/her in the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been an Officer of the CSA, negligence or misconduct in performing his/her duties as such Officer, and such right of

indemnification shall not be exclusive of any other right to which he/she may be entitled under any statute, by-law, agreement, vote of Members, or otherwise.

**29. Parliamentary Authority**

29.1 All parliamentary procedures not otherwise specified in these By-Laws will be in accordance with Robert's Rules of Order, latest revised edition.