

BY LAWS OF THE
INTER-COLLEGIATE SAILING ASSOCIATION OF NORTH AMERICA, INC.

ARTICLE I: NAME

The name of the corporation (hereinafter referred to as the "Association") shall be "Inter-Collegiate Sailing Association of North America, Inc."

ARTICLE II: PURPOSES

This Association is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its activities as herein more fully described shall at all times be conducted in furtherance of such purposes:

1. The instruction, training and education of students in colleges and other institutions of higher education in North America in seamanship, safety and the skills and techniques of sailboat racing in interconference, national and international inter-collegiate competition.
2. The sponsorship, conduct, supervision, development and provision for sailboat racing competition among undergraduate students in colleges and other institutions of higher education in North America for the purposes of improving and developing the sailboat racing techniques of such undergraduate college students.
3. The sponsoring and conducting of meetings, discussions, seminars and lectures by means of which students in colleges and other institutions of higher education in North America may be instructed in the skillful, proper and safe handling and racing of sailboats, including techniques of helmsmanship, racing tactics and knowledge of the racing rules.
4. The formation and encouragement of regional organizations, "member Conferences" which have said educational purposes, and which conduct activities similar to those of this Association.
5. The improvement, advancement and encouragement of sailboat racing at colleges and other institutions of higher education in North America and the development of the high ideals and sportsmanship preeminent in sailboat racing competition.
6. By means of the foregoing activities, the identifying, developing, and training of potential representatives for US Sailing events, Olympic, Pan American and other international competition.

This Association shall be empowered to own, hold, operate and administer real and personal property solely in furtherance of said educational purposes and to solicit, accept, hold and administer contributions howsoever received whether by deed, gift, bequest, device or otherwise.

This Association shall be empowered to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary for or convenient to the carrying out of the foregoing activities, but solely in the furtherance of said educational purposes.

No part of the net earnings of this Association shall inure to the benefit of any individual and no substantial part of the activities of this Association shall be carrying on propaganda or otherwise attempting to influence legislation, nor shall this Association participate in or intervene in (by publishing or distributing statements or otherwise) any political campaign on behalf of any candidate for public office. No officer, member or employee of this Association shall receive or be entitled to receive any pecuniary profit from the operations of this Association except reasonable compensation for services rendered or expenses incurred.

This Association shall not engage in any prohibited transaction described in Section 503 of said Internal Revenue Code.

In the event of the dissolution of this Association, the assets of the Association then remaining will be distributed to the successor(s) in interest to this Association if qualified under Section 501(c)(3) of said Internal Revenue Code, otherwise to those members of the Association that are qualified under said Section 503(c)(3), and if none of the foregoing are qualified under said Section 503(c)(3) then to one or more other organizations whether or not (in each instance) incorporated, organized and operated exclusively for one or more purpose, each of which is dominated and defined in said Section 501(c)(3)

ARTICLE III: MEMBERSHIP

Section 1: Conference Membership

The member Conferences of this Association shall be composed of recognized colleges and other institutions of higher education in a specific geographical area, in which the sport of sailing is recognized by the authorities of those institutions. The Board of Directors of this Association will set the standards for, and approve of, the admission of such member Conferences to the following categories of Membership:

1. REGULAR CONFERENCE MEMBERSHIP entitles a member to full privileges, rights and obligations of membership, subject to these By-Laws.
2. PROVISIONAL CONFERENCE MEMBERSHIP entitles a member to all privileges, rights and obligations of Regular Conference Membership, except those of voting on matters to come before the Board of Directors.
3. ASSOCIATE CONFERENCE MEMBERSHIP entitles a member of all privileges, rights, and obligations of Regular Conference Membership, except those of participating in any Association Championships and those of voting on matters to come before the Board of Directors.
4. All member Conferences shall hold an annual meeting between November 15 and February 15 and shall publish, no later than 1 March, a bulletin consisting of the current racing schedule, as well as certain directory information (contact names, addresses, etc. for conference officers, ICSA committee representatives, etc.) that the Board of Directors may from time to time direct. The bulletin shall be sent to all officers of the Association and to all Conference Commissioners.

Further, each Conference's annual report to the Association shall list for each member school in that conference the name and date of a regatta during the calendar year prior to the report's filing, in those disciplines (i.e., coed, women's dinghy, etc.) as shall be specified from time to time by the Board of Directors.

Further, each Conference's annual report to the Association shall include a verification that each member school of that respective Conference has named an official school or institution approved team or club advisor, and that each member school or institution has authorized their respective students to compete in ICSA events.

5. Member Conferences shall establish membership categories for each of their member schools within their Conferences: Fundamental, Regional, and Cross Regional. The Conference's annual report shall include each team's Conference approved membership category designation.

- a. Fundamental membership shall be the first step of affiliation for a member school within a Conference. A Fundamental member may advance to Regional membership, with Conference and ICSA approval only after competing for a minimum of one (1) year as a Fundamental member; a Regional

member may advance to Cross Regional membership, with Conference and ICSA approval only after competing for a minimum of one (1) year as a Regional member.

b. Any Regional or Cross Regional member college which has not competed at least once within the preceding two calendar years (i.e., the four preceding seasons) shall be re-designated to Fundamental membership status.

Section 2: Allied Membership for Individual Colleges

The Allied Membership of this Association shall be composed of individual colleges and other institutions of higher education at which the sport of sailing is recognized by the authorities of that institution, and where the institution is not located within the defined limits of an existing member Conference. Allied Membership entitles a member to all the privileges, rights and obligations of Fundamental Membership as described in Section 1.

Section 3: Honorary Membership for Individuals

Honorary Membership may be conferred on individuals whose services to this Association, or to college yachting over the years, warrant this distinction and honor. Honorary members shall be entitled to such rights and privileges as the Board of Directors shall from time to time confer, except those of voting on matters to come before the Board of Directors. Honorary Members shall not be liable for dues.

Section 4: Other Classes

The Board of Directors may from time to time establish other classes of membership.

ARTICLE IV: ELECTION TO CONFERENCE MEMBERSHIP

Section 1: Application Procedure

Any regional organization desiring admission to Associate Conference Membership, individual institutions desiring admission to Allied Membership, or those desiring to nominate individuals for Honorary membership shall submit a written application, or nomination(s), to the Secretary at least 60 days prior to the meeting of the Board of Directors at which it is to be considered. At least 30 days prior to the meeting, the Secretary shall forward a copy of the application, or nomination(s), to each Director along with the recommendation of the President.

Section 2: Advancement in Status

Any member Conference which is already a member of the Association, and which has a majority of baccalaureate-degree-granting colleges and other institutions of higher education, desiring to be advanced in status, shall submit a written statement of its progress with a request for advancement to the Secretary at least 60 days prior to the meeting of the Board of Directors at which it is to be considered. At least 30 days prior to the meeting, the Secretary shall forward a copy of the request to each Director along with the recommendation of the President.

Section 3: Approval of Applications

Applications for Associate Conference, Allied, and Honorary Membership, as well as requests for advancement in status, must be approved by a two-thirds vote of the Board of Directors before the application is accepted.

Section 4: Reduction in Status

Any Conference member may be reduced in status or dropped from membership in this Association for failure to fulfill its obligations to the Association. Such action shall not relieve such member from the

obligation to pay all dues and other indebtedness payable at the time of the action. Reduction in status shall require a unanimous vote of the Board of Directors, excluding the representatives of the member organization which are the subject of the proposed reduction.

Section 5: Resignation

Any Conference member may resign by notifying the President in writing. Such resignation shall be accepted, provided any dues and all other indebtedness to the Association have been paid. The Board of Directors may waive the payment of such dues and other indebtedness owed to the Association as a condition of accepting the resignation.

ARTICLE V: DUES

The annual dues and fees for the support and general expenses of the Association as to each category of college membership within each Conference shall be determined by the Board of Directors. The basis of these dues shall be an assessment levied on each member Conference and Allied member.

ARTICLE VI: MEETINGS OF THE ASSOCIATION

Section 1: Annual Meeting

The annual meeting of the Association for the election of officers, the hearing of annual reports, and the transaction of business by the Board of Directors shall be held at the site of the Spring National Championship at such place and time as shall be designated by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Association shall be held upon the written call of thirty percent (30%) of the voting members of the Board of Directors, the President, or the Vice-President, provided the reasons for calling the Board of Directors for a meeting are given by the Central Office to each voting member of the Board of Directors at least 15 days in advance of the meeting. Special meetings may be held by telephone or video conference.

Section 3: Meeting Procedures

Any topic for discussion or which can properly be acted on at the annual meeting of the Association shall be submitted to the Secretary at least 30 days prior to the meeting. The Secretary of the Association shall compile these topics into an agenda and distribute the same to the members of the Board of Directors at least 15 days prior to the meeting along with the day, hour, and place of the meeting. Other items may be added to the agenda by vote of the Board of Directors.

Section 4: Decisive Action

At any meeting of the Association where decisive action is to be taken by the Board of Directors, a quorum of three-fourths of the Board must be present or represented by alternates holding written proxies. A majority of the Board of Directors present, or voting by mail or electronic ballot, shall constitute a decisive vote on all business or policy matters, except as provided in these By-Laws. Each member of the Board or alternate holding a written proxy shall have only one vote on any issue.

Section 5: Proxies

A valid proxy shall be held only by a person not regularly a member of the Board of Directors. Further, only a graduate alternate shall hold the proxy of a Graduate Director; only an undergraduate alternate shall hold the proxy of an Undergraduate Director. Proxies shall be submitted in writing to the Secretary not later than the call to order at any meeting.

ARTICLE VII ICSA LEADERSHIP

The ICSA is committed to supporting representative diversity throughout the organization's leadership positions and committees. The ICSA shall take steps to ensure that leadership positions at the Executive Committee, Board of Directors and Standing Committee levels include gender diversity, Undergraduates, Club Team Coaches, Varsity Coaches, Club/IM Athletics Administrators, Varsity Athletics Administrators and Outside Directors.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall have the general supervision and control of the management and administration of the affairs of the Association and may exercise all or any of the powers of the Association, including the power to draw up the condition of the National Championships, to approve the dates and scheduling of major interconference regattas, to standardize rules of intercollegiate sailing competition, to act on all matters of policy and decide all questions not covered in these By-Laws. The Board of Directors shall consist of the appointed and elected Officers of the Association and the Undergraduate and Graduate Conference Directors, as described below.

Each Regular member Conference shall be represented by one Undergraduate Director who shall be the current chief undergraduate officer of the Conference. Each Regular member Conference shall also be represented by one Graduate Director who shall be the Conference Commissioner. In addition, up to four at-large members representing Club Team Coaches, Club Sports Administrators, Varsity Sports Administrators, an Outside Directors (unaffiliated stakeholders with relevant expertise) and one additional Undergraduate shall be elected by the Board of Directors. The additional Undergraduate at-large member shall be a representative from the conference as the ICSA Vice President. The at-large members shall satisfy gender diversity if it does not already exist on the Board of Directors. No more than one at-large member may represent any single ICSA Conference.

ARTICLE IX: OFFICERS

Section 1: Officers

The Association shall have the following officers:

A. **PRESIDENT:** The President shall be a graduate and shall be the chief executive officer of the Association and shall be responsible for the administration and development of the operational policies of the Association. The President shall have the power to approve all regatta officials for the National Championships and any other regattas sanctioned by the Association; shall appoint the ICSA representative at all National Championships; shall appoint all representatives to US SAILING Committees; and, shall perform such other duties as directed by the Board of Directors.

B. **VICE PRESIDENT:** The Vice-President of the Association shall be the Undergraduate Director from the select conference in order of the following rotation schedule: MCSA, NEISA, NWICSA, PCCSC, SAISA,

SEISA, MAISA. The Vice-President shall preside at meetings of the Board of Directors, shall serve as a liaison for the undergraduate members of the Board of Directors, and shall serve as Chair of the Nominating Committee.

C. SECRETARY: The Secretary shall be a graduate and shall maintain the records of the Association, including its membership list, shall keep the minutes of all meetings, including meetings of the Board of Directors and all other committees, and shall publish, either a hard-copy or on-line Directory of membership. The Secretary shall tally the results of all votes taken by the Board of Directors, shall make the records of the Association open to any member of the Board of Directors at reasonable times, and shall perform such other duties as the Board of Directors may require.

D. TREASURER: The Treasurer shall be a graduate and shall have charge of all moneys of the Association, shall collect all dues, entry fees and other moneys due the Association, shall receipt for all donations subject to the direction of the Board of Directors, and shall invest the funds of the Association. The Treasurer shall keep such books as may be necessary for the duties of this office which at all times shall be open to inspection by any member of the Board of Directors. The Treasurer shall serve as Chair of the Budget Committee, report in detail at the annual meeting all monies collected, expended or invested, and any other matter deemed proper, and shall perform such other duties as the Board of Directors may require.

E. EXECUTIVE COMMITTEE: The Executive Committee shall execute and administer the policies and procedures established by the Board of Directors and shall conduct the daily business of the Association in accord with these policies and procedures. The Executive Committee shall consist of the President, Vice-President (shall be an undergraduate), Secretary, Treasurer and four other At-large members elected by the Board of Directors at the time of the annual meeting. The At-large members may represent the ICSA Leadership profile outlined in Article VII if it does not already exist on the Board of Directors. No more than one at-large member may represent any single ICSA Conference.

Section 2: Nomination and Election of Officers

A. NOMINATION PROCEDURE: Each Regular Conference Member shall submit the names of individuals whom it wishes to have considered for the offices of President, Secretary, Treasurer, and at-large members of the Board of Directors, Executive Committee and Standing Committees to the Nominating Committee not later than 30 days prior to the annual meeting. The Nominating Committee will compile all nominations and distribute them to the Board of Directors at least 15 days prior to the annual meeting and shall recommend the election of certain individuals. Further nominations will be entertained only if an office does not have a nominee 15 days prior to the annual meeting.

B. ELECTION PROCEDURE: The President, Secretary, and Treasurer shall be elected by the Board of Directors by a secret ballot at the annual meeting. The candidate receiving the largest number of votes shall be considered elected.

Section 3: Term of Office

The term of office for all officers, both appointed and elected, shall be one year, commencing on 1 July and terminating on 30 June.

The President shall be limited to six consecutive terms, this provision effective with the term beginning July 1, 2016.

Section 4: Removal of Officers

Any officer, appointed or elected, may be removed from office with or without cause by the Association at any meeting of the Board of Directors for which the notice of that meeting states that ~~his/her~~their removal from office is proposed. A vote of three-fourths of the Board of Directors is required for the

officer to be removed. Any officer may resign by filing a written resignation stating the time it is to become effective with the Secretary of the Association.

Section 5: Vacancies

The President shall appoint a qualified person to fill any vacancy which may occur until the next meeting of the Board of Directors where the appointment shall be confirmed. Any vacancy existing at the time of a meeting of the Board of Directors shall be filled by the Board of Directors.

ARTICLE X: COMMITTEES AND COORDINATORS

Section 1: Standing Committees

In addition to the parameters listed for each named committee, the Board of Directors may elect up to four at-large members in order to satisfy the requirements of Article VII. No more than one at-large member may represent any single ICSA Conference.

The Standing Committees of the Association shall include the following:

All-America Sailing Team Selection; All-Academic Team Selection, Hall of Fame Selection; Rules; Eligibility; Interconference Regatta Schedule; Communications; and National Championships/Competition.

The following committees shall each include up to two representatives from each Regular Member Conference, appointed by that Conference for a term of one year. No representative may serve more than 5 consecutive years. The ICSA President may grant one-year exemptions, annually, to allow a representative to continue to serve past the 5-year limit in the event a Conference does not have anyone else willing/able to serve.

All-America Sailing Team Selection, National Championships/Competition.

The following committee shall each include one representative from each Regular Member Conference appointed by that Conference for a term of one year.

All-Academic Sailing Team Selection, Hall of Fame Selection; Rules; Eligibility; Communications; and Interconference Regatta Schedule.

Further, there shall be a Budget Committee chaired by the Treasurer, and including the President, Vice President, Secretary, and at least two other members.

There shall also be a Nominating Committee, chaired by the Vice President and appointed by the Board of Directors, including a representative from a large Conference, a representative from a small Conference and two other members.

Members of the Standing Committees may be either undergraduates or graduates.

No individual shall serve on more than three Standing Committees without the express permission of the Executive Committee. Conferences may impose further limitations on committee representation.

The President shall serve as a member, ex officio, of all committees, except the Nominating Committee.

Section 2: Other Committees

The Board of Directors, or the President if and to the extent so authorized by the Board of Directors, may appoint other committees for special purposes.

Section 3: Coordinators

The President, with approval of the Board of Directors, may appoint the following coordinators:

A. INTERCONFERENCE REGATTA COORDINATOR: The Interconference Regatta Schedule Coordinator shall be responsible for the data gathering, coordinating, and publishing of the Interconference Regatta Racing Schedule and shall be the contact with scheduling personnel in each Conference. The Interconference Regatta Coordinator shall prepare for the annual meeting a draft of the next three seasons' schedules and distribute updated schedules to Conference scheduling personnel and Conference Commissioners at appropriate times during the year.

The Interconference Regatta Coordinator shall remind the Conferences of their obligations in hosting National Championship regattas, keep records and report Interconference Regatta No Shows to the President, and perform such other duties as the Board of Directors may require.

B. CHAMPIONSHIPS COORDINATOR: The Championships Coordinator shall serve as chair of the Championships Committee and, in consultation with the President and Vice-President, shall be responsible for supervision and oversight of the National Championships. The Championships Coordinator shall assist host Conferences and colleges in planning for the Championships and shall perform such other duties as the Board of Directors may require.

C. INTERNET COORDINATOR: The Internet Coordinator shall be responsible for general oversight of the Association's website and email system and shall develop and present to the Board of Directors for approval, policies and procedures for the management of said website. The Internet Coordinator shall be the primary contact with personnel designated to implement such policies and procedures. The Internet Coordinator shall serve as chair of the Communications Committee.

ARTICLE XI: ADVISORY BOARDS

Section 1: Board of Governors

The Board of Directors shall have the power to appoint individuals interested in collegiate sailing to advise the Association as members of a Board of Governors. Honorary members of the Association shall automatically be appointed to this Board. Each appointment shall be for a period of five years and after reappointment for the third time the individual shall become a life member of the Board of Governors.

Section 2: The Afterguard

To encourage and promote a sustained interest in the Association, all intercollegiate sailors who have completed their eligibility for competition in the Association shall automatically be invited to become members of an advisory board known as The Afterguard. The Afterguard shall assist the Association in the development of college sailing on this continent.

ARTICLE XII: CHECKS, NOTES, DRAFTS, AND OTHER INSTRUMENTS

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Association may be signed by any officer or officers or person or persons authorized by the Board of Directors authorized by the Executive Committee to do so.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Association shall be the year ending on 31 December in each year.

ARTICLE XIV: SEAL

The Seal of the Association shall be circular in form, bearing its name and the state and year of its incorporation. The Secretary shall have custody of the Seal and may affix it (as may any other officer if authorized by the Board of Directors) to any instrument requiring the Seal of the Association.

ARTICLE XV: AMENDMENTS

These By-Laws may be amended or repealed at any Annual or Special Meeting of the Board of Directors called for that purpose, provided that notice of the proposed change is distributed prior to the meeting. The Secretary shall distribute the proposed change to the members of the Board of Directors at least 30 days prior to the meeting at which it will be considered. An affirmative vote of two-thirds of the Board of Directors shall be required to pass any amendment.

ARTICLE XVI: BY-LAWS SUBJECT TO LAW, ETC.

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law and the Articles of Organization, all as amended from time to time, which relate to their subject matter, and shall also be subject to any exceptions, or more specific provisions dealing with the same subject matter, appearing elsewhere in these By-Laws as amended from time to time.



Amended 30 April 2020

