

Bylaws
US *Melges*²⁴ Class Association, Inc.

- I. There shall be three classes of membership in the corporation. Voting, Non-Voting and Associate Members. Voting Members shall be Melges 24 owners who have paid the full current annual dues to the corporation. Non-Voting Members shall be Melges 24 owners who have not paid the full current annual dues. Associate Members shall be non-owners who support the class but do not have voting rights.

- II. The Executive Officers of the corporation shall be a President, Vice President, Secretary, Treasurer and Technical Committee Chairman. The Immediate Past President shall serve on the Executive Committee as a non-voting member. The Board of Governors shall include the Executive Officers and the District Governors of the various districts created as prescribed in the Constitution. In addition, the US Builder designee and Communications Director shall serve on the Board of Governors as non-voting members. The President shall be eligible to vote on any pending motion. In the event that the Immediate Past President is no longer a voting member of the corporation or unwilling to serve, the next most recent Immediate Past President who is a voting member shall be entitled to serve in this position. Should an Executive Officer with voting privileges or District Governor miss more than two meetings during his or her term without designating a substitute, such shall be deemed a resignation by that person. Such resignation shall be subject to appeal to the Executive Committee which shall be decided by majority vote.

- III. Except for the US Builder designee and Communications Director, all members of the Board of Governors shall be voting Members of the corporation. All Executive Officers shall initially serve two year terms beginning on January 1 of an even numbered calendar year and ending December 31 of the subsequent calendar year. District Governors shall take office upon election and remain in office until a successor is elected or vacancy is created and filled. Vacancies in Executive Officers or District Governors shall be filled by the Executive Committee. An Executive Officer or Board of Governors member who sells his or her boat may remain in office for up to 60 days if planning to acquire another Melges 24. After the 60 days, a vacancy shall be created if no substitute boat is acquired unless extended by the Executive Committee.

- IV. The Executive Officers shall be elected bi-annually in mid-August of each odd numbered year. District Governors shall be elected bi-annually in November of each

even numbered year. Nominations for Executive Officers shall be solicited in July of each year odd numbered year and nominations for District Governors shall be solicited in October of each even numbered year from any member of the corporation. Voting Members may vote for all Executive Officers. In addition, voting members may also vote for a District Governor in the district where their official address is located.

- V. The Executive Committee may create an advisory committee composed of a variety of sailing industry professionals to advise the Board of Governors on matters to help the Melges 24 class grow and exceed members' satisfaction with its plans and operations. The US Builder designee shall serve as chair of the Advisory Committee. The term of advisory committee appointments shall mirror the terms of Executive Officers.
- VI. No Executive Officer or District Governor of the corporation shall receive any compensation from the corporation for services in that capacity. However, an Executive Officer or District Governor may be employed or contracted to perform other services for compensation upon majority vote of the Board of Governors. This provision shall not apply to the Communications Director.
- VII. The current Constitution of the United States Melges 24 Class Association as amended is hereby adopted except to the extent inconsistent with these Bylaws. Subsequent amendments to the Constitution may not amend these Bylaws.
- VIII. These Bylaws may be amended by a two-thirds majority vote of the Board of Governors or majority vote of the voting membership. Any proposed change in these Bylaws going to vote by the membership shall require a favorable vote by a majority of the Board of Governors.
- IX. Upon dissolution all assets of the corporation shall be transferred to the International *Melges*²⁴ Class Association or a bona fide charitable organization which promotes the sport of sailing.
- X. As a transitional measure for the new corporation, Executive Officers in office on the effective date of these Bylaws shall remain in office until December 31, 2017. District Governors in office on the effective date of these Bylaws shall remain in office until a successor is elected in 2018.

- XI. In the event that an Executive Officer or District Governor exhibits behavior that is detrimental to the long term interest of the Class, that person may be removed from office by a two-thirds majority vote of the Board of Governors. The person so charged shall be given an opportunity to defend his or her actions prior to the vote of removal.