



**US MELGES 24 CLASS ASSOCIATION, INC.
CONSTITUTION**

Last Modified on February 12, 2018

1. Name

- 1.1 The US Melges 24 Class Association, Inc. shall be known and referred to as the USM24CA.

2. Objects

- 2.1 The USM24CA shall promote expansion of the International Melges 24 sailboat.
- 2.2 The USM24CA shall coordinate and manage the affairs and rules of the USM24CA, provide a structure of management, develop a forum for the exchange of information among Melges 24 owners and sailors and shall cooperate with the IM24CA, ISAF, US Sailing, and the copyright holder.
- 2.3 The USM24CA shall have the sole authority to select, award, conduct, and manage all Ranking Events. USM24CA shall work with sponsors and management bodies selected to host and conduct Ranking Events and shall approve all Notice of Race and Sailing Instruction associated with such events. The USM24CA shall also manage and coordinate the North American Championships and World Championships held in the United States in conjunction with the IM24CA.
- 2.4 USM24CA shall adhere to the one-design rules of the IM24CA.

3. Other Terms and Definitions

- 3.1 ISAF shall mean the International Sailing Federation. IM24CA shall mean the International Melges 24 Class Association.
- 3.2 The Class shall mean the international class of sailing yachts designed by Reichel/Pugh Yacht design and constructed in accordance with the building

specifications and known under the name of Melges 24.

- 3.3 The Melges 24 US Class shall mean the USM24CA
- 3.4 The Board of Governors is defined as in the Bylaws.
- 3.5 The Executive Committee and Executive Officers are defined as in the Bylaws.
- 3.6 Designation of districts shall be the responsibility of the executive officers of the IM24CA and USM24CA. Each district shall by a vote of their voting members within the district, elect officers. The chief executive officer of the district shall be known as the District Governor and shall have general supervision over Melges 24 activities within the district. Each governor shall represent their district to the USM24CA Board of Governors.
- 3.7 A Fleet shall be a local territorial unit that is self-governed in matters not conflicting with these by-laws and chartered by the USM24CA upon application by three or more Melges 24 owners who are in good standing of the USM24CA and are not within the established territory of an existing fleet. A fleet shall elect its own officers from among boat owners who shall include a Fleet Captain and a Fleet Secretary/Treasurer. An owner may maintain an independent membership without affiliation within a fleet.
- 3.8 The Measurement Certificate shall mean the certificate as described by the International Melges 24 Class Rules, section B, subsection 4.
- 3.9 Corinthian Division shall mean the helm and crew of the boat are registered with the ISAF Sailor Classification System. The helm must be a member of USM24CA class, must be classified as an ISAF Group 1 sailor and all crew members must be classified as an ISAF Group 1 or 2 sailors.
- 3.10 Ranking Events shall mean all Melges 24 North American Ranking Events and World Ranking Events held in the United States.

4. Jurisdiction

As a class under IM24CA, which is under ISAF, the USM24CA shall conform to the jurisdiction and requirements of the IM24CA and ISAF and the International Class regulations. The USM24CA Constitution, the By-laws and other regulations are binding on

all members, and all registered Melges 24 owners and boats shall conform to Class Rules and any limitations imposed by the USM24CA, the IM24CA, and ISAF.

5. Offices

The headquarters of the USM24CA shall generally be located at the address most convenient to the President and Secretary and shall be confirmed by the Board of Governors.

6. Membership

The following types of memberships to the USM24CA shall be recognized.

- 6.1 Full Members shall be boat owners – individuals, companies or associations – who have paid the current full USM24CA and IM24CA dues.
- 6.2 Associate Member -Driver/Partner/Charterer shall be anyone who helms in a fleet event but is not a Full Member. Also includes - Associate/Crew Members shall be those not included in 6.1, or those who have an interest in the class be it as a crew or supporter and who has paid the USM24CA dues. They shall not vote, nor are they eligible to hold office.
- 6.3 Honorary Members shall be nominated by the USM24CA and conferred on individuals or companies who have provided a special service to the Class. They shall not vote and term of membership shall be decided by the US Executive Committee.
- 6.4 Pursuant to the IM24CA Rules, points for Ranking Events shall be awarded to the helmsperson of the boat, who must be a member of the Class. Only Full Members are entitled to hold an elected position within the USM24CA and vote. Votes are limited to one vote per boat. In the case of two or more owner of the same boat, only one vote per boat will be allowed. In the case of two or more boats owned by one owner, then two or more votes will be allowed.
- 6.4 Non-voting Members – boat owners who have not paid the current full USM24CA and IM24CA dues.

7. Annual Subscriptions and Fees

- 7.1 The USM24CA shall be financed as follows:
 - 7.1.1 The annual USM24CA fee shall be collected by the USM24CA. This fee shall include the allotted IM24CA fee.

- 7.1.2 Sail royalty labels shall be sold direct by the IM24CA secretariat (per the IM24CA Constitution).
- 7.1.3 ISAF building fees is included in the IM24CA fee and collected as arranged with ISAF and the IM24CA (per the IM24CA Constitution)
- 7.1.4 The USM24CA shall be responsible for the collection of money from other sources as necessary.
- 7.2 IM24CA Subscriptions and fees for each calendar year are due and payable to the IM24CA on January 1 and quarterly thereafter as new members are acquired.
- 7.3 Assessments may be levied only when approved by the majority vote of the Executive Committee.

8. Suspension, Expulsion

- 8.1 The Executive Committee shall have the authority to suspend any members for gross violations of the Rules, or after due notice for willful disregard of rulings of the USM24CA. The term of suspension may not exceed one year unless suspension is extended by the Board of Governors in the succeeding year. A suspension may be terminated if the issue is brought before a meeting of the Board of Governors and a majority of votes cast are in favor of terminating the suspension.
- 8.2 A member may be expelled only if the issue of his expulsion is brought before an Annual Meeting of the Board of Governors and three-fourths of the votes cast are in favor of expulsion.
- 8.3 A voting member who has failed to pay his current dues when due shall automatically revert to non-voting member status until fully paid.

9. Management of the USM24CA

The affairs of the USM24CA shall be managed by the Executive Committee assisted by the Board of Governors and by a Technical Committee.

10. Board of Governors

- 10.1 Each member shall have one vote, except for the US Builder Consultant, who

shall not serve as a voting member of the Board of Governors.

10.2 The Board shall have the power to select any person or entity to assist it whether a member or not, but such member shall have no vote on the Board.

10.3 At meetings of the Board of Governors, six (6) members shall form a quorum. Approval by two thirds of the Board of Governors shall be required in order to make a constitutional change and/or a Class rule change proposal. In the event that at least 50 percent of the class membership has voted to pass a motion by the required percentage, majority or two-thirds depending upon the issue, the Board of Governors may not override such motion.

10.4 If a District Governor is unable to attend a meeting, the District may appoint a voting member as substitute for that meeting only. Such designations shall be in writing or electronic form and received by the President prior to the meeting.

10.6 Annual Meeting of the Board of Governors:
At its annual meeting, the Board of Governors shall:

10.6.1 Establish the guidelines to be followed by the Executive Committee in selecting the location and dates for future National, North American Championship, and World events (subject to approval by the IM24CA where necessary). The Executive Committee shall be responsible for selecting and awarding all Ranking Events based upon the guidelines established by the Board of Governors where applicable.

10.6.2 Allow a District not represented at a Board Meeting to assign a proxy to any Board of Governors member in attendance so that the member can vote on that District's behalf in accordance with rules. This proxy must be in writing or electronic form and received by the representative and the President prior to the meeting.

10.7 Voting, Motions and Resolutions

10.7.1 Current USM24CA Full Level Class Members, of the election year, shall cast one vote per boat to elect a President, Vice President, Secretary, Treasurer and Technical Chair for a two-year term. These elected officers shall serve as members of the USM24CA Executive Committee.

10.7.2 The position(s) of Communications Director/Administrator shall be appointed by the USM24CA Board of Governors. This role may be performed by the same person.

10.7.3 The affirmative vote shall be a majority of votes cast by the Board of Governors present at any meeting.

10.8 Board Members shall be given seven (7) days notice of any specially called meetings with the time, location and agenda for the meeting. Notice of such meetings may be sent by electronic communications.

11. Executive Committee

11.1 The Executive Committee shall consist of the following Executive Officers.

- USMCA President – Shall represent the USM24CA at all IM24CA meetings and serve as provided for in the IM24CA constitution. Coordinate the efforts of all members of the Executive Committee and the District Governors. Provide guidance and support for selecting, managing, conducting and organizing National and World Ranking Events. Exercise any other authority and power delegated by the Board of Governors from time to time. Serve as Chair of the Board of Governors and Executive Committee.
- USM24CA Vice President – Shall officiate in the absence of the USM24CA President, generally assist the USM24CA President in the performance of his or her duties and serve as the Vice Chair of the Board of Governors and Executive Committee.
- Secretary - Shall be responsible for the minutes at the USM24CA, Board of Governors and Executive Committee meetings and shall hold the official records. Shall coordinate the organization of the class including distributing and receiving official paperwork and shall work with the President in the day to day running of the class.
- Treasurer - Shall be responsible for the funds and expenses of the USM24CA, shall keep accurate records of the financial affairs of the USM24CA and shall make disbursements as the Executive Committee may direct. Responsible for preparing all financial statements for the Class.
- Technical Committee Chairman-
- The Immediate Past President as provided in the Bylaws

- US Builder Consultant- Shall assist the USM24CA with promoting the expansion of the International Melges 24 sailboat and serve as a representative of the US Builder, Melges Boat Works, on the Board of Governors and Executive Committee.

- US Class Communications Director- Shall be appointed as provided in 10.7.2. The US Class Communications Director shall maintain the Class web site and shall have such other responsibilities and duties as agreed to by the Executive Committee.

11.2 The Executive Committee may appoint such agents and attorneys with such powers and to perform such acts and duties on behalf of the USM24CA as the Executive Committee may determine.

11.3 The Executive Committee shall have the power to appoint other committees which shall have and may exercise such authority of the Executive Committee as it shall prescribe

11.4 Accounts:

11.4.1 The Executive Committee shall cause accounts to be kept giving full particulars of:

- (a) All amounts of money, assets, and liabilities of the USM24CA.
- (b) All amounts of money received and expended by the USM24CA, and a detailed description of such receipts and expenditures.
- (c) A financial statement shall be presented annually at a meeting of the Board of Governors.
- (d) Payments and receipts of money shall be validated by the Signature of the Treasurer or his deputy as appointed by the Executive Committee.

11.4.2 A budget for the coming year shall be presented to the Board of Governors for approval at each Annual Meeting.

Payments exceeding the budget adopted by the board require prior Executive Committee approval. The Executive Committee may amend the budget as required to run the day-to-day affairs of the USM24CA.

11.4.3 The fiscal year of the USM24CA shall be January 1 through December 31.

- 11.5 At meetings of the Executive Committee, three shall form a quorum. The affirmative vote of a majority of votes cast by members present at any meeting of the Executive Committee shall be the act of the Committee.
- 11.6 The Executive Committee may fill any casual vacancies among the officers and any persons so appointed shall hold office until the next bi-annual election.
- 11.7 At least twenty-four (24) hour notice of any meeting shall be given to the members, unless the circumstances demand otherwise. Meetings of the Executive Committee may take place by telephone. Minutes of all meetings shall be kept in writing by the Secretary or Communications Director.
- 11.8 Councilors of Honor may be appointed by the Executive Committee in recognition or service to the Class Association. The role is advisory to the Executive Committee and is nonvoting.
- 11.9 The Executive Committee shall determine the location and time of the annual meeting of the Board of Governors and any specially called meetings.

12. Technical Committee

- 12.1 The Technical Committee shall consist of a Chairman and a representative from each Region.
- 12.2 This committee shall be responsible for making recommendations to the Executive Committee regarding Class Rules, Building Specifications and Measurements, including suggested amendments or additions and interpretations.
- 12.3 The Technical Committee shall cooperate with the USM24CA official fleet measurers and technical staffs of licensed builders to protect the one design character of the International Melges 24 Class worldwide.
- 12.4 The Technical Committee shall be responsible for updating and maintaining the USM24CA Standard Sailing Instructions, Standard Notice of Regatta, and Measurement Manual for the Melges 24 US Class.

13. Corinthian Division

- 13.1 To be registered in the Corinthian Division a USM24CA Member must sign an affidavit provided by USM24CA prior to or at Registration for a Ranking Event stating the following:
 - 13.1.1 The helm and crew of the boat are registered with the ISAF Sailor Classification System.
 - 13.1.2 The helm is a member of the USM24CA class and is an ISAF Group 1 sailor.
 - 13.1.3 A list all crew members and affirmatively state to the best of your knowledge all crew members for the regatta are ISAF Group 1 sailors according to the Classification System maintained by ISAF.
 - 13.1.4 Attach a signed ISAF Competitor Classification Declaration for the helm and all crew members. and
 - 13.1.5 Agree the USM24CA or anybody or person acting with its authority may seek any information it needs from any source at any time to verify the ISAF Classification for the helm or any crew member.
- 13.2 Any Member providing false or misleading information in the affidavit for the Corinthian Division shall be subject to a hearing under RRS and/or RRS 69, shall be subject to Suspension/Expulsion under paragraph 8, and shall be disqualified from earning points for any USM24CA Ranking Event for a period of one year.

14. Certification

- 14.1 To maintain the Class' status as an International One Design Class and to ensure compliance with Rule 78 of the Racing Rules of sailing, the US Melges24 Class Association has adopted the following procedure for certifying that a boat is a Melges 24. It is the owner's responsibility to ensure that the boat is maintained and raced in complete compliance with the International Melges 24 Class Rules. Through its issuance of an International Measurement Certificate, the USM24CA does not warrant that the boat is in compliance with the Class Rules.
- 14.2 Issuance of a new International Measurement Certificate by the USM24CA is

contingent upon satisfactory documentation of two criteria by the current owner.

14.2.1 First, the owner must demonstrate that the boat was manufactured in compliance with the IM24CA Class Rules by an approved builder. This can be done by providing a hull measurement form, completed by an IM24CA certified measurer. This form may have been completed when the boat was originally constructed. If the boat has been modified in any way that would alter any of these original measurements, then it is must be re-measured and a new form is required. Likewise, if no prior form exists, then the boat must be measured.

14.2.2 Second, the owner must attest, by signing the International Measurement Certificate, that the boat is maintained and raced in compliance with the International Melges 24 Class Rules.

14.3 Issuance of a replacement International Measurement Certificate upon transfer of ownership requires the original Certificate be surrendered to the USM24CA. A replacement Certificate will be issued in the name of the new owner and will only be valid after the new owner has attested, by signing, as above. It is the new owner's responsibility to ensure that the boat is in compliance with the Class Rules. If there is any doubt he/she should have the boat re-measured by an IM24CA certified measurer before attesting to its compliance.

14.4 For the purposes of chartering, an International Measurement Certificate issued to the Owner, accompanied by an attestation signed by the Charterer will be deemed to be sufficient.