



CONSTITUTION

January 2024

1. TITLE

- (a) The name of the Association organized under this constitution for the IC37 class of boats ("IC37", and "Class") shall be the IC37 Class Association, Inc. ("IC37CA", "Class Association").

2. PURPOSE OF THE CLASS ASSOCIATION

- (a) The purpose of the IC37CA is to provide fun one-design sailboat racing, family sailing at all age levels and genders for its members and a friendly atmosphere by:
 - 1. Providing a structure for Class administration and the exchange of information among members;
 - 2. Protecting the one-design integrity of the Class and the IC37CA Class Rules (the "Rules");
 - 3. Organizing and conducting a series of championship regattas at attractive and affordable sailing venues;
 - 4. Promoting the Class and developing regional fleets and regional sailing events; and
 - 5. Providing structure for regional and local fleets to organize and to collaborate with each other and with the International Class Association.

3. CLASS MEMBERSHIP

A.

1. IC37 owners who hold a valid IC37 Builder's Declaration and who have paid the prescribed annual membership dues shall be members of the Class Association. Members may hold office and vote, with one vote per boat.
2. In the case of boats with multiple owners, one co-owner shall pay full annual membership dues as a full voting member, with one vote per boat. Additional co-owners who intend to helm must join the Class Association as "non-voting" members of the Class Association.

- B. IC37 charterers who have paid the prescribed annual membership dues shall have one (1) vote per charter agreement. All additional co-charterers who intend to helm an IC37 shall pay 50% of the prescribed annual membership dues and shall be "non-voting" members of the Class Association.

A charterer may do one (1) event per calendar year and be exempt from class membership dues. However for the second and subsequent events within the same calendar year, the charterer shall be a current class member in good standing.

- C. The members shall be bound by this Constitution, Class Rules, and any amendments thereto.
- D. Membership, along with all rights and privileges, shall be discontinued during any period of unpaid membership dues or other delinquent payments due to the Class Association.
- E. A member may be suspended by a majority vote of the Board of Directors for:
1. Committing an act in gross violation of the Class Rules or the Class Association Constitution.
 2. Serious breaches of sportsmanship or conduct determined by the Board of Directors to be unacceptable and contrary to the interests of the members.
- F. A suspended member seeking reinstatement may apply to the Board of Directors. Reinstatement will be upon majority vote of the Board of Directors.

4. MANAGEMENT OF THE CLASS ASSOCIATION

- (a) The members delegate responsibility for the management of the affairs, activities and property of the Class Association to the Board of Directors in accordance with these Bylaws and the decisions made by the members at membership meetings.
- (b) The Board of Directors may delegate to any one or more of its members such powers and duties as it shall determine except for:
 - 1. Suspension or reinstatement of a member;
 - 2. Setting class association dues;
 - 3. Appointment of officers and members of the Technical Review Committee or Application Review Committee.
- (c) The Board of Directors shall normally delegate the day-to-day administration of Class Association activities to its Class Officers and its Class Executive Director.

5. BOARD OF DIRECTORS, CLASS OFFICERS

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- (a) Members of the Board of Directors shall have full voting rights unless specifically stated in (5.A.5) and may or may not be an owner;
 - 1. Three (3) New York Yacht Club members shall be appointed by the New York Yacht Club;
 - 2. One (1) Flag Officer of the New York Yacht Club shall be appointed by the New York Yacht Club;
 - 3. One (1) representative of the New York Yacht Club IC37 Charter fleet shall be appointed by the New York Yacht Club; and
 - 4. Up to eight (8) IC37 Owners, who shall be elected by Class members, of which up to four (4) shall be from the North American region and up to four (4) from the European region.
 - a) *At the Board's direction, additional regions may be added to the Class, the size of the Board may be increased by up to four (4) members from each new region.*
 - 5. The Board may create a Professional Group and appoint venders (builders, sailmakers, designers, marketing firms, etc.). Appointed representatives from the Professional Group shall be non-voting Board Members but may not serve as a Class Officer.

- (b) Board members elected by the Class membership shall be elected for terms of two years. During the inaugural elected term of the IC37 Class, 50% of the Board members shall serve a three year term and 50% shall serve a two year term to be voted among the Board members in order to ensure continuity on the Board from term to term.
- (c) Elections for Board members elected by the Class will normally occur just prior to Annual General Membership Meetings.
 - 1. The current Board will act as the Nominating Committee and propose a slate of Board members. When selecting perspective new Board members from each region, the Board shall consider nominations made by the membership.
 - 2. No later than two (2) weeks prior to the Annual General Membership Meeting, the Board shall propose a slate of new Board members who are to be elected by the membership.
 - 3. No later than one (1) week prior to the Annual General Membership Meeting, the membership shall vote on the proposed slate by email or other electronic media. The election process shall close the day prior to the Annual General Membership Meeting.
 - 4. Upon an affirmative vote of a simple majority of all eligible voting members, the proposed slate shall become a decision of the members.
 - 5. The results of the election shall be made available by the Annual General Membership Meeting.
- (d) New Board members shall take office at the conclusion of the Annual General Membership Meeting following the election.
- (e) In case of vacancy on the Board, the Board may appoint a replacement Board member to serve the remaining term of his or her predecessor.
- (f) The Board of Directors shall elect the following Class Officers from among its members:
 - 1. International Class President;
 - 2. International Class Vice President (who shall generally be Class President-Elect); and
 - 3. A Regional Vice President for each region.
 - 4. The Class Executive Director shall remain an officer of the International Class.
- (g) The Board shall appoint a Class Treasurer. The Class Treasurer need not be a member of the Class Association. The Class Treasurer may be a paid position.

- (h) The Board shall appoint a Class Executive Director. The Class Executive Director need not be a member of the Class Association. The Class Executive Director may be a paid position.
- (i) The Board may appoint a Chief Measurer. The Chief Measurer need not be a member of the Class Association. The Chief Measurer may be a paid position.
- (j) Elections for Class Officers will normally occur at the first Board meeting held after the Annual General Membership Meeting. In case of vacancy of a Class Officer, the Board may elect a replacement at the appropriate time. Newly elected Class Officers will take office at the end of the meeting in which they are elected.
- (k) The Board shall, in electing its President or Vice President, take into account the need for regional rotation.
- (l) No President or Vice President may serve more than two consecutive terms in one office.
- (m) The Class Treasurer shall:
 - 1. Audit periodically, both at the direction of the Board of Directors and in his or her sole delegated discretion, the Class Association's accounts.
 - 2. Present financial statements and a budget at the Annual General Membership Meeting.
- (n) The Class Executive Director shall:
 - 1. Carry out the duties imposed by this Constitution.
 - 2. Carry out all tasks as reasonably required by the Board of Directors, including but not limited to administration of the Class Association's activities and maintenance of Class records.
 - 3. The Class Executive Director will attend all Board meetings, report on the progress of the organization and answer questions of the Board members. The Class Executive Director or their designee shall keep minutes of meetings and share the approved minutes of the meetings with the membership. The Class Executive Director will communicate the decisions of the Board of Directors to the members and such other persons as the Board of Directors shall direct.
 - 4. Provide such support as may be reasonably requested by the International Class President and International Vice President.
- (o) The Chief Measurer shall:

1. Serve on the Class Technical Committee as described in the relevant section of this Constitution.
 2. At the direction of the Board, establish and oversee procedures for assuring compliance with all class rules.
- (p) The Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

6. BOARD MEETINGS

- (a) Board of Directors' meetings shall be held at such times and at such locations as necessary to efficiently carry out the business of the Class Association. Board meetings may be called by the International Class President or Class Vice President acting on his or her behalf or as may be agreed at a previous meeting of the Board of Directors.
- (b) Notice of meeting shall generally be provided to Board members at least two (2) weeks in advance of such meetings.
- (c) Meetings may be held by teleconference, email or in person. There shall not be less than two meetings annually where at least one meeting shall be held in person, "face to face". Written minutes of Board meetings shall be kept in the Classes permanent records.
- (d) A simple majority of the voting Board of Directors shall constitute a quorum.
- (e) The International Class President shall chair all meetings at which he or she is present. In his or her absence, the International Class Vice President shall chair the meeting. In the absence of both the International Class President and Class Vice President, the Board members in attendance shall elect a member in attendance to serve as chair of the meeting.
- (f) Each member of the Board of Directors who are entitled to vote shall be entitled to one vote with the sole exception being that, in the event of a tie vote, the International Class President shall have a second vote to break the tie.

7. MEMBERSHIP MEETINGS

- (a) Each member shall be entitled to attend the Annual General Membership Meeting (AGMM) and any Special Membership Meetings (SMM) of the Class. Written Minutes of all Membership Meetings proceedings shall be kept in the Classes permanent records.
- (b) The Annual General Membership Meeting shall be held annually in such place and at such time as determined by the Board of Directors for the review of the newly elected elected and appointed Board members, review of the Class financials, review of scheduled Class sanctioned events and other such business as may properly come before the meeting.
- (c) A Special Membership Meeting shall be called by the Class Executive Director:
 - 1. On resolution of the Board of Directors, but subject to clause 7.D.
 - 2. Not more than four (4) weeks after receipt by the Class Executive Director of a written demand, from not less than ten (10) members, for a Special Membership Meeting, which demand shall also specify and include any resolution that the members concerned wish to propose at the meeting.
- (d) The Class Executive Director shall give by email at least two (2) weeks written notice to the members of the Annual or any Special Membership Meeting together with a copy of the agenda for the meeting and of any resolutions that have been proposed.
- (e) The chairperson at any Membership Meeting shall be the International President, or in his or her absence, the International Vice President.
- (f) Each voting member shall be entitled to one vote (per boat) for any resolutions requiring a member vote.
- (g) If the full membership is not present (in person or by teleconference) at a Membership Meeting all resolutions that require a member vote shall be voted on electronically following that Membership Meeting.
- (h) Unless a resolution has been specifically designated as a "Special Resolution" within this Constitution, any resolution presented for a member vote shall be considered a General Resolution.
- (i) A General Resolution shall be decided by a simple majority of the votes cast, provided votes are cast by more than fifty (50) percent of the entire membership eligible to vote. Otherwise, it shall not pass.
- (j) A Special Resolution shall be decided by a two-thirds (2/3) majority of the votes cast by more than fifty (50) percent of the entire membership eligible to vote. Otherwise, it shall not pass.

- (k) The Class Executive Director shall promptly share the proposed resolution(s) with all voting Class members after the Membership Meeting and allow members to vote through electronic media.
 - 1. All proposed resolutions must show whether it is a General or Special Resolution and be written containing the language it is hoped to be in its final form and showing support of at least two sponsors. Any Member (voting member) or a Board Member may be a sponsor.
 - 2. The proposed resolutions shall be sent by email to the full membership.
 - 3. Members eligible to vote shall have up to seven (7) days to cast a vote. The resolution shall either be approved or not approved based on the majority of votes of the Members who voted until the close of the voting. The ballot time may close early anytime a majority of all Members eligible to vote have voted one way or the other.
 - 4. The Class Executive Director shall record the results of the vote and report to the full membership whether the resolution(s) were approved or not approved.
 - 5. Upon an affirmative vote, the proposed resolution becomes a Decision of the members. Upon a negative vote, the proposed resolution does not become a Decision. All Decisions of the membership are binding upon the organization when effected.

8. AMENDMENTS TO CONSTITUTION

- (a) This Constitution and the Articles of Incorporation may be amended only by a Special Resolution, notice of which has been duly given and which is duly proposed and adopted by the members of the Class in accordance with the foregoing provisions.

9. IC37 CLASS TECHNICAL REVIEW COMMITTEE ("TRC")

- (a) Members of the *IC37CA TRC* shall be appointed by the Board. Appointments of the members of the TRC will normally occur at a Board meeting held at the time of the Annual General Membership Meeting. The TRC shall be comprised of:
 - 1. One (1) Member of the Board of Directors who shall serve as Chairman of the TRC;
 - 2. The Chief Class Measurer, who shall serve as the Vice Chairman of the TRC;

3. Up to four (4) owners or charterers in good standing with appropriate regional representation;
 4. Ex Officio Professional Group as defined 5.8 (a) needed and at the request of the TRC.
- (b) Members of the TRC shall be appointed for terms of two years. In the case of vacancy, the Board may select a new member who shall serve the remaining term of the vacancy.
- (c) The TRC shall be responsible for:
1. Monitoring the use and enforcement of the Class Rules;
 2. Developing and proposing corrections and improvements to the Rules. Such proposals shall be submitted to the Board of Directors for review and final approval;
 3. In conjunction with the Technical Department of World Sailing, to ensure that the One Design control of the Class is properly exercised by the builders and suppliers in accordance with the Manufacturing specifications and Handbook;
 4. To investigate any query by a boat owner regarding the one design or specification of this boat, and to report any issues to the Board of Directors;
 5. To ensure that the boats used in World and Continental Championships and major regattas comply with the Class Rules.
- (d) Proposals by members for amendment of the Class Rules must be submitted in writing to the IC37CA TRC. The TRC, working closely with the Professional Group, shall consider proposals to amend Class Rules, and may submit them, with rationale and recommendations, to the Board of Directors for consideration. Class Rule amendments shall be submitted to the membership upon approval by a majority vote of the Board of Directors. Class Rules may be amended only by a Special Resolution, notice of which has been duly given and which has been duly proposed and adopted at a Membership Meeting in accordance with the foregoing provisions.
- (e) No amendment or revision of the IC37CA design and construction specifications, whether submitted by the Board of Directors or IC37CA TRC, shall become effective without the prior written approval of the Professional Group. If the IC37CA TRC is unable to reach a decision on a matter, acting in its capacity as defined herein, the matter in question shall be referred to the Board of Directors for action and final disposition.

10. INTERNATIONAL IC37 CLASS APPLICATION REVIEW COMMITTEE (“ARC”)

- (a) Members of the IC37CA ARC shall be appointed by the Board. Appointments of the members of the ARC will normally occur at the first Board meeting held after the Annual General Membership Meeting. The ARC shall be comprised of:
 - 1. One (1) Member of the Board of Directors who shall serve as Chairman of the ARC;
 - 2. The Executive Director, who shall serve as the Vice Chairman of the ARC;
 - 3. Up to four (4) owners or charterers in good standing with appropriate regional representation.
- (b) Members of the ARC shall be appointed for terms of two years. In the case of vacancy, the Board may select a new member who shall serve the remaining term of the vacancy.
- (c) The ARC shall be responsible for:
 - 1. Reviewing all helmsman applications to assure that such applications conform with the intent of the class rules as well as all policies and procedures adopted by the Board regarding helmsman applications;
 - 2. Review and approve applications for Substitute Helmsman requested by the Principal Helmsman who have a reasonable explanation for being absent or incapable of helming;
 - 3. In the event an application is denied, or if the vote is not unanimous, the ARC shall include an explanation outlining the factors that affected the decision.
 - 4. Developing policies and procedures for implementing the aforesaid responsibilities.

11. MEMBERSHIP DUES AND OTHER FEES

- (a) The Class Association shall be funded primarily by annual dues and sail royalty fees paid by members. The amount shall be determined by the Board of Directors, taking into consideration the International Class Treasurer’s recommendation. All other fees, such as

those for services provided at events, professional, or other shall be decided by the Board of Directors.

- (b) The Board of Directors may set special fees based upon unique or differing circumstances, such as establishing an additional fee for boats utilizing advertising, or such other circumstances as the Board of Directors may deem appropriate.

12. FUNDS, ACCOUNTS, AND EXPENSES

- (a) The funds of the Association shall be maintained by the Class Treasurer in a manner approved by the Board of Directors.
- (b) Accounts, which show assets and liabilities of the Class Association and receipt and expenditure of funds, shall be kept by the International Class Treasurer, and updated not less than quarterly.
- (c) A statement of accounts for the preceding year shall be presented by the Class Treasurer at the Annual General Membership Meeting. A fully transparent statement of accounts of all revenue and expense items shall be made available to the Board of Directors not less than annually and within 30 days of a written request from the Board of Directors at any time.
- (d) Payments of expenses or distributions are limited to those authorized by law. Distributions are limited to the payment of expenses of the organization of a Non-Stock Wisconsin Corporation.
- (e) The Board will establish adequate controls for cash payments.

13. LOCATION OF THE CLASS ASSOCIATION OFFICES

- (a) The current address and phone number of the IC37 Class Association Office are:
 - IC37 Class Association
 - P.O. Box 37
 - Southbury, CT USA 06488
 - +1 (203) 516.0246
- (b) The Class Association Offices may be relocated by a majority vote of the Board of Directors, and will generally follow the Class Treasurer or an independent firm or contractor hired by the Board of Directors to service the business affairs of the Class Association

14. BUILDERS DECLARATION

- (a) No yacht shall be an IC37 under these bylaws unless it holds a current, valid Manufacturer's Declaration.
- (b) No yacht shall race in a Class One-Design event, unless it holds a current, valid Manufacturer's Declaration.

15. LIMITATIONS

- (a) In the execution of their powers and duties under this Constitution, no Class Officer or member of the Board of Directors shall be liable for any loss or damages to any of the members or the former members of the Class Association or the assets of the Class Association by reason of any mistake or omission made in good faith by such officer or member of the Board of Directors or for any other matter, other than willful wrongdoing, wrongful omission, or fraud on the part of the person who is sought to be made liable.
- (b) Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law.
- (c) The Board shall secure adequate insurance to cover the Board of Directors and any class officer.

16. LANGUAGE

- (a) The official language of the IC37 Class Association shall be English. When a translated version of this constitution differs from the original English version, the English version shall be the controlling document.