

By-Laws of the Midwest Collegiate Sailing Association, Inc.

01/2016

ARTICLE I – NAME

This Association shall be known as the Midwest Collegiate Sailing Association, Inc., hereafter referred to as the MCSA.

ARTICLE II – PURPOSE

The purpose of the MCSA shall be to educate and instruct college students in the useful arts of sailing, seamanship, and safety and to regulate the sport of sailboat racing in all its phases among universities and colleges of the Midwest Conference of the Inter-Collegiate Sailing Association of North America and to promote and develop the high ideals of sailboat racing and the sport of sailing among their student bodies useful in the development of sectional, intersectional, international, Pan-American, and Olympic competition.

ARTICLE III – AUTHORITY AND JURISDICTION

The Association is formed by the authority of the Inter-Collegiate Sailing Association of North America. The MCSA shall manage the affairs concerned with such an organization in fulfilling its purpose.

ARTICLE IV – MEMBERSHIP

Section 1: Inter-Collegiate Membership

Foreword: The voting membership of this Association shall be limited to Inter-Collegiate Members composed of recognized and accredited universities and colleges of the Midwest Conference of the Inter-Collegiate Sailing Association of North America, which have permanent sailing clubs, or sailing organizations, or where the sport of sailing is recognized by the authorities of the institution. The Executive Committee is empowered to establish standards for admission to Inter-Collegiate Membership, which shall be divided into the following levels of classification:

A. REGULAR MEMBERSHIP which entitles the member club, athletic association or institution to the full privileges, rights, and obligations embodied in the By-Laws of the MCSA.

B. MEMBERSHIP IN PROVISIONAL STATUS which entitles the member club, athletic association, or institution to all the privileges, rights and obligations of Regular Membership except those of holding membership on the Executive Board, and of voting upon the election of new members or amendments to the By-Laws. Membership in Provisional Status is designed to provide an interim or trial membership period during which a member demonstrates its ability to assume the obligations and responsibilities of Regular Membership.

C. ASSOCIATED MEMBERSHIP which entitles the member club, athletic association, or institution to MCSA privileges, including limited regatta and Associate Championship participation, except those of holding membership on the Executive Board and of voting for elective officers, voting upon the election of new members, or voting for amendments to the By-Laws of the Association. Associate Membership is designed to provide a membership for clubs and colleges where the sport is in its formative period.

Section 2: Honorary Membership

Honorary Membership may be conferred on individuals whose services to the Association over a period of years warrant this distinction and honor. Honorary members shall be entitled to all the rights and privileges of the Afterguard

or Individual membership herein stated or subsequently enacted, subject to the approval or ratification by the Afterguard or its local chapters. With each election to Honorary Membership there shall be a citation perpetrated in the records of the Association.

ARTICLE V – ELECTION TO MEMBERSHIP – PROCEDURE

Section 1: Inter-Collegiate Membership

Foreword: Any university or college sailing club or athletic organization desiring admission to Inter-Collegiate Membership in this Association shall comply with the following:

- A. The first step shall be to submit an application for Associate Membership in writing to the Conference Commissioner. The application shall then be forwarded to the Executive Board who shall study the qualifications of the applicant and vote on admission. A three-fourths vote of the Executive Board shall be required to admit an applicant to Associate Membership for at least a one year trial period.*
- B. An organization, having been an Associate Member for a period of one year, may submit a written application for Provisional Membership to the Conference Commissioner. The application must be received at least thirty days prior to the Annual Meeting at which it is to be acted on. The Executive Board shall submit its recommendations to the Association. A three-fourths vote of the Regular Member clubs present shall be required for acceptance of the applicant to Membership in Provisional Status.*
- C. An organization, having been a Provisional Member for a period of one year, may submit a written application for Regular Membership to the Conference Commissioner. The application must be received at least thirty days prior to the Annual Meeting at which it is to be acted on. The Executive Board shall submit its recommendations to the Association. A three-fourths vote of the Regular Member clubs present shall be required for acceptance of the applicant to Regular Membership.*

Section 2: Honorary Membership

Honorary Membership may be conferred by the two-thirds vote of the voting member clubs at an Annual Meeting upon individuals recommended by the Executive Board.

Section 3: Reduction in Membership

- A. An Inter-Collegiate Member club may be reduced in membership level or dropped from the Association for failure to fulfill its obligations to the Association. This action may be taken at any time by a unanimous vote of the Executive Board.*
- B. Any Regular or Provisional member college which has not competed at least once within the preceding two calendar years (i.e. the four preceding seasons) shall be reduced to Associate Membership. (See ICOSA By Laws III.5.a)*

ARTICLE VI – DUES

The amount of the annual dues for the support and general expenses of this Association shall be recommended by the Executive Board to the membership for action at any Annual Meeting or a Special General Meeting called for that purpose. In assessing the annual dues, the Executive Board shall reserve a portion of these dues to meet whatever dues the Executive Board of the Inter-Collegiate Sailing Association of North America may assess on an individual club basis. The dues and assessments shall remain in effect until the next meeting called for the purpose of changing the dues, assessments, etc.

ARTICLE VII – OFFICERS

Section 1: Officer Positions

The Association shall have the following officers:

A: Commodore

The Commodore shall be an undergraduate. This individual shall preside at all meetings of the Association and the Executive Board and shall enforce and carry out the laws, regulations, decisions and policies of the Association and the Executive Board. This individual shall be the co-representative of the Association on the Executive Board of the Inter-Collegiate Sailing Association of North America.

B: Vice Commodore

The Vice Commodore shall be an undergraduate. This individual shall assist the Commodore in the discharge of the duties of that office, and preside in the Commodore's absence. The Vice Commodore is to act as Membership Chairman, fulfilling all duties concerned with such matters.

C: Race Chairman

The Race Chairman shall be an undergraduate. This individual shall be in charge of the organization and scheduling of sailing competition concerning the Association and shall assist the Host Schools with organization for all competitive events.

D: Publicity Secretary

The Publicity Secretary shall be an undergraduate. This individual shall develop and be in charge of publicity for the Association and such other duties as may be delegated by the Executive Board.

E: Special Interests Representative

The Special Interests Representative shall be an undergraduate. This individual shall be responsible for representing MCSA sailors having interests in special programs or types of sailing. This individual shall perform such other duties as may be delegated by the Executive Board.

F: Equipment Information Coordinator

The Equipment Information Coordinator shall be an undergraduate. This officer shall be in charge of contacting equipment suppliers, distributing information obtained to the Member Schools, and such other duties as are may be delegated by the Executive Board.

G: Conference Commissioner

The Conference Commissioner shall be a graduate and shall administer the policies of the Association as approved by the Executive Board.. This individual shall conduct the Association's correspondence, send out notices, and shall carry out all those activities related to the data processing of the Association's records. This individual shall oversee the Association's publications. The details of the duties of this office may be delegated. The Conference Commissioner shall be the co-representative of the Association on the Executive Board of the Inter-Collegiate Sailing Association of North America For the expenses of this office the Conference Commissioner shall receive reimbursement from the Association.

H: Treasurer

The Treasurer of the MCSA shall be a graduate and shall administer the financial affairs of the Association. This individual shall collect all dues, pay all bills approved by the Executive Board, handle all funds, prepare an annual budget for the Association at the final Executive Board meeting each Fall, and submit an annual report of the Association's finances at each Annual Meeting. For the expenses of this office the Treasurer shall receive reimbursement from the Association.

I: Interconference Regatta Coordinator

The Interconference Regatta Coordinator shall be a graduate and shall coordinate the Association's affairs related to interconference regattas, both within and out of the Association. The Interconference Regatta Coordinator shall be an Assistant Secretary and Assistant Treasurer; review the minutes of the Conference Commissioner; shall perform an audit at least twice a year, one of which shall be prior to the Annual Meeting; and shall perform other such duties as the Executive Board shall so delegate. For the expenses of this office the Interconference Regatta Coordinator shall receive reimbursement from the Association.

Section 2: Nominating Procedure and Election of Officers

A. *The nominating procedure for the election of officers to the Executive Board shall be as follows:*

- 1. Nomination for each elective office shall be by [nominating petition](#). The Conference Commissioner shall make available blank forms to all potential candidates.*
- 2. To be eligible, candidates must sign the form indicating intent to be present at the meeting where elections are held. Undergraduates must also indicate their intent to be an active member of a Regular Members school's team during the period of office. Graduates must sign the form and indicate their willingness to serve for their full term.*
- 3. To be valid, each candidate's form must also contain the signature of a representative of at least one third of the Regular Member schools not having signed nominating petitions for other candidates. Each Regular Member school will be permitted to sign petitions for not more than one candidate for each position up for election. The incumbent graduate officer's form does not require member schools signatures to be valid.*
- 4. The names of candidates submitting valid nominating petitions will be announced on the MCSA List as they are received. Candidates submitting valid nominating petitions prior to the close of the open forum will be placed on the ballot at the Annual Meeting.*

B. *The election of the officers shall be by secret ballot at the Annual Meeting. A simple majority of the ballots cast is required for election.*

C. *To be eligible for election to any Office an individual must be present at the Annual Meeting when the election is held. If no candidates are present the newly elected Executive Board may appoint an individual to fill the vacancy after interviewing potential candidates.*

D. *Each member school shall have no more than one undergraduate representative to the Executive Board.*

Section 3: Terms of Office

A. *The terms of the undergraduate officers shall be for one year.*

B. *The terms of the Conference Commissioner, Treasurer, and Intersectional regatta Coordinator shall be for three years each. One of the three positions shall be elected each year. The Conference Commissioner shall be elected in 2000. The Treasurer in the second year of the cycle, and the Intersectional Regatta Coordinator in the third year of the cycle.*

ARTICLE VIII – APPOINTED OFFICIALS

The Executive Board, or (in case of emergency) the Commodore with the approval of the Conference Commissioner, shall have the power to appoint such person(s) as it considers necessary, and the person(s) appointed shall act at the direction of the Executive Board in the best interest of the MCSA. This official(s) shall be reimbursed as the Executive Board feels is necessary. This appointment(s) shall be for not more than three years and shall be ratified at the first Annual Meeting or Special General Meeting of the MCSA following the appointment(s).

ARTICLE IX – BOARD OF DIRECTORS

The Board of Directors shall consist of the Executive Board of the MCSA.

ARTICLE X – ADVISORY BOARDS

Section 1: Board of Advisors

Each Member Club shall have their college designate one or more faculty representative(s) as college advisors to their club. These advisors shall automatically become members of the Board of Advisors of the MCSA. The duties of this Board shall be to act in an advisory capacity to the Association. They shall have the power to choose their own officers and to hold meetings. The organization and duties of this Board of Advisors shall be detailed in the By-Laws of said body.

Section 2: Board of Governors

The Executive Board shall have the power to appoint individuals interested in collegiate sailing to advise the Association as members of a Board of Governors. Any person(s) so appointed must be confirmed by a vote of the Member Clubs at the first Annual Meeting following the appointment(s).

ARTICLE XI – COMMITTEES

Section 1: Executive Board

A. *The Executive Board shall be the governing body of the Association. It shall manage the affairs of the Association and is authorized and empowered to carry out and cause to be carried out the objectives and policies set out in these By-Laws and those of the Inter-Collegiate Sailing Association of North America.*

B. *The Executive Board shall consist of the nine elected officers as described in Article VII. Other individuals may be invited to sit temporarily with the Board.*

C. *The Executive Board shall keep a permanent record of the minutes of its meeting(s) which shall at all times be open to inspection by the members of the Association.*

D. Decisive Vote: *In cases of a tie within the Executive Board, decisions will be based on the vote of the Commodore.*

Section 2: Standing and Other Committees

A. *The Executive Board shall be empowered to appoint committees to implement the activities of the Association. These shall include standing committees or temporary committees and shall be appointed as the need develops. Such committees should have in their membership one member of the Executive Board. The chairmen may sit with the Executive Board upon invitation.*

Section 3: Reversal of Committee Action

Acts and decisions of committees excepting those matters under the jurisdiction of the Inter-Collegiate Sailing Association of North America may be brought up for review at an Annual Meeting or Special General Meeting and may be made void or reversed by the three-fourths vote of the voting member clubs at that meeting.

Section 4: Decisive Vote

Unless otherwise stated in these By-Laws, a simple majority of the ballots cast shall constitute a decisive vote on all business and policy matters,

ARTICLE XII – REMOVAL OF OFFICERS OR OTHER OFFICIALS

The procedures for removal are as follows

A. Impeachment procedures may be taken against any official for willful neglect or conduct unbecoming an official of the MCSA by either of the following methods

1. by petition of one-half of the voting members of the MCSA, or
2. by a vote of two-thirds of the Executive Board.

B. After an individual has been impeached he or she shall be requested by the Executive Board to stand trial at a meeting of the same not more than sixty days nor less than thirty days following the impeachment at a place named by the Executive Board.

C. A vote of three-fourths of the Executive Board or three-fourths of the voting membership of the MCSA shall cause the official to be removed.

ARTICLE XIII – VACANCIES

The Executive Board or (in case of emergency) the Commodore with the approval of the Conference Commissioner, or the Treasurer, or the Interconference Regatta Coordinator, shall appoint a qualified person to fill any vacancy which may occur.

ARTICLE XIV – MEETINGS

Section 1: Annual Meeting and Special General Meetings

The Executive Board shall designate the date for the Annual Meeting of the Association and shall be empowered to call Special General Meetings. Special General Meetings may also be called upon the written petition of five or more Regular Member clubs to the Commodore of the MCSA. Thirty days' notice of these meetings must be sent to all Member clubs by the Conference Commissioner .

Section 2: Representation at Annual and Special General Meetings

Each Member club of the Association shall be allowed to have one voting delegate at each Annual and Special General Meeting of the Association. The number of non-voting delegates shall be unlimited, and all delegates shall have the right to speak from the floor. Only the voting delegates may make a motion.

Section 3: Quorum

A. A quorum shall be deemed present at an Annual Meeting or Special General Meeting of the Association if voting delegates from two-thirds of the Regular Member clubs are present. Written proxies shall be permitted.

B. A simple majority shall be deemed a quorum at a meeting of any committee.

ARTICLE XV – BINDING AUTHORITY

The binding authority of this Association shall rest in the Executive Board. The authorization of the Executive Board may be indicated with the signature of either the Commodore or the Conference Commissioner. When events make necessary a decision in the absence of the Executive Board, the signatures of the Commodore and the Conference Commissioner are required. The signature of the Treasurer shall be the binding signature for all financial matters and corporate reports. In the event the Conference Commissioner or the Treasurer is not available, the Interconference Regatta Coordinator may act in their stead.

ARTICLE XVI – ELIGIBILITY

No student shall represent his or her institution in Inter-Collegiate sailing competition unless he or she is in good academic standing as determined by the faculty of his or her institution and unless he or she is maintaining normal, full time progress toward a degree as determined by the regulations of that institution. The student must also conform to and pass all conditions and requirements established by this Association's rules of eligibility. The faculty of an institution is to be interpreted to mean the athletic association or department in cases where sailing is a recognized sport and the Dean's Office in cases of other colleges.

ARTICLE XVII – DISSOLUTION

In the event of dissolution of this Association (corporation), the assets of the Association will be distributed to the successor(s) in interest to this Association if qualified under Section 501 (c)(3) of the 1954 U.S. Internal Revenue Code, otherwise to those members of the Association that are qualified under Section 501 (c)(3), and if none of the foregoing are qualified under Section 501 (c)(3), then to an organization to be designated at the time of dissolution which is qualified under Section 501 (c)(3).

ARTICLE XVIII – AMENDMENTS

These By-Laws may be amended by a three-fourths vote of the Regular Member clubs present at an Annual or Special General Meeting provided that notice of such proposed amendment(s) are sent to the Conference Commissioner at least sixty days prior to the meeting at which they are to be acted upon. The Conference Commissioner shall then send a copy of the proposed amendment(s) to the Inter-Collegiate Member clubs of the Association, to be received by them at least thirty days prior to the meeting.