

BY-LAWS OF THE JUNIOR SAILING ASSOCIATION OF LONG ISLAND SOUND, INC.

Adopted 1931
Amended 2020

1. NAME

The name of this organization shall be the JUNIOR SAILING ASSOCIATION OF LONG ISLAND SOUND, INC. (hereinafter "the JSA").

2. MISSION

The mission of the JSA is to support Junior Sailors of Member Programs, encourage them to experience the joy of sailing and learn about and appreciate the complexities of the marine environment. The JSA promotes ethical behavior among its Junior Sailors and encourages the teaching of lifelong lessons that seek to build character, foster teamwork and strengthen their respect for self and others. Through its programs and policies, the JSA endeavors to support both serious competitors and recreational sailors at all levels of skill and encourage their sailing in local waters and beyond.

3. MEMBERSHIP

A. Classes of Members: The membership of the JSA shall consist of two classes: Member Programs (i. through iv. below) and Family/Individual Members (v. below), as well as various subclasses, as determined by the Board of Directors.

i. Regular Member Programs: Any club or association located in the YRA of LIS* or in one of the four contiguous YRAs (Eastern Long Island Sailing Association, Eastern Connecticut Sailing Association, Great South Bay Yacht Racing Association, or Hudson River Yacht Racing Association) may apply to become a Regular Member Program if it meets the following criteria:

- a. Has an organized Junior Sailing Program with an adequate level of management and instruction;
- b. Has a fleet compatible with the JSA's current fleet;
- c. Has the capability to provide support boats and properly trained and certified personnel for its Junior Sailors attending JSA regattas;
- d. Requires its instructors to successfully complete the US Sailing Small Boat Instructor Certification Courses and Powerboat Handling Certification Courses, as further described in the current Rules for JSA Events, and attend JSA instructor training clinics;
- e. Designates a program chairperson to serve as a representative to the JSA;
- f. Requires all families with Junior Sailors enrolled in its Junior Sailing Program to be Family Members of the JSA; and
- g. Satisfies any applicable requirements for Provisional Membership prior to becoming a Regular Member.

*On the waters of Long Island Sound and its tributaries, between the Throgs Neck Bridge eastward down the Sound to and including the Housatonic River on the North and Mt. Sinai Harbor on the south.

ii. Provisional Member Programs: A club or association wishing to attain Regular Membership in the JSA must first apply in writing for Provisional Membership. All Provisional Membership applications must be approved by a majority of the Board of Directors at a regularly scheduled Board meeting. Following approval, a club or association shall maintain Provisional Member status for three calendar years ("the Provisional Period") and shall be subject to annual review by the Board of Directors during this period. At the conclusion of the Provisional Period, the Board shall vote to

grant or deny Regular Membership, or to extend Provisional Membership for up to one additional year.

iii. Special Member Programs: Entities such as Community Sailing Programs that have no affiliation with a club or association, are open to the public, and are located in the YRA of LIS may apply to become Special Member Programs if they satisfy the criteria in 3A i.(a) thru 3A i.(f). Additional requirements relating to their rights and responsibilities may be prescribed at the discretion of the Board of Directors. All families of Junior Sailors who are enrolled in such programs and participate in JSA events must be current Family Members of the JSA.

iv. Sponsoring Member Programs: Any club, association or organization with no Junior Sailors that subscribes to the objectives and mission of the JSA and wishes to provide financial support to the JSA, may apply to become a Sponsoring Member of the JSA in accordance with the JSA's Bylaws and Rules.

Compliance with the JSA's Bylaws and Rules are continuing obligations for all Member Programs.

v. Family/Individual Member Categories

a. Family Members: Parent(s) or Guardian(s) and their immediate family members under the age of nineteen who are enrolled and in good standing in a Junior Sailing Program run by a Regular, Provisional or Special Member Program.

b. Junior Sailor Members: Sailors under the age of nineteen who are enrolled and in good standing in a Junior Sailing Program run by a Regular, Provisional or Special Member Program, and whose families are Family Members.

c. Instructor Members: Properly certified Instructors and/or coaches who are currently employed by a Junior Sailing Program run by a Regular, Provisional or Special Member Program.

d. Supporting Members: Persons older than nineteen years of age who become Individual Members of the JSA in accordance with these Bylaws and any applicable JSA Rules.

B. Term of Membership: All group and individual memberships in the JSA shall expire at the end of each calendar year. Regular and Provisional memberships shall renew automatically unless the JSA is notified to the contrary and except as otherwise provided herein. All other classes of members shall apply annually for membership in the JSA, and are subject to annual review by the Board of Directors. Individual memberships under 3A.v.(a)-(c) shall be procured through Member Programs.

C. Good Standing: Any Member Program in compliance with the JSA's Bylaws and Rules shall be deemed in good standing with all rights and privileges thereon.

4. REPRESENTATIVES OF MEMBER PROGRAMS

A. Each Regular and Provisional Member Program must delegate at least one but no more than two representatives to represent it in the JSA. At least one of those representatives must be a current Junior Sailing Program chairperson of that Program. Special Member Programs and Supporting Member Programs are encouraged to attend all general meetings of the JSA.

5. MEETINGS

A. There shall be at least three General Meetings of the representatives of the Member Programs:

- i. The Annual Meeting shall be held between August 15 and November 30;
- ii. The Mid-Winter Meeting shall be held between January 1 and March 31;
- and iii. The Spring Meeting shall be held between May 1 and June 15.

B. The time and place of such meetings shall be as the Board of Directors may appoint. The Board of Directors may call Special Meetings of the JSA in their discretion, and shall do so when requested in writing by duly appointed representatives of at least three Member Programs in good standing.

C. The Board of Directors shall hold regular meetings throughout the year so as to facilitate the mission of the JSA. Times and locations of the meetings of the Board of the Directors shall be determined by the Board of Directors and shall be posted during business hours at the JSA Office.

6. NOMINATING COMMITTEE

A. A Nominating Committee consisting of at least three persons shall be elected at the Annual Spring Meeting of the JSA, and shall continue to serve in its elected capacity with full rights hereunder until duly replaced in accordance with these Bylaws. Representatives of Regular Member Programs in good standing may propose candidates to serve on the Nominating Committee. All such proposals must be in writing and received by the Chairperson on or before April 1 of the calendar year. Members of the Nominating Committee shall be chosen from Family and Supporting Members as of the date of the previous Annual Meeting. Current members of the Board of Directors may not sit on the Nominating Committee.

B. The Nominating Committee shall select candidates for Officers and Board Members and circulate their names to the representative(s) of each Member Program at least ten days before the date of the Annual Meeting.

7. OFFICERS AND BOARD OF DIRECTORS

A. The governing body of the JSA shall be a Board of Directors comprised of both Officers and Board Members, each entitled to one vote at Board Meetings.

B. The Officers of the JSA shall consist of a Chairperson or two Co-chairpersons (collectively "Chairperson" in these bylaws), no less than one and no more than four Vice-Chairpersons, a Secretary, and a Treasurer. Officers shall be elected for a term of one year. Co-chairpersons shall each be vested with the powers and duties of the Chairperson under these bylaws.

C. In addition, there will be nine Board Members who shall each be elected for a term of three years. One third of the Board Members shall stand for election each year. Board Members may be elected for a term of less than three years in order to complete a vacated term.

D. Interim vacancies in any office shall be filled by appointment by a majority vote of the Board of Directors, and the term of the appointee(s) shall run until the next Annual Meeting.

E. All Officers and Board Members shall be elected at the Annual Meeting of the JSA and shall be chosen from Family and Supporting Members in good standing as of the date of the Annual Meeting. In the event that any Officers or Board Members are not elected at the Annual Meeting, the current Officer(s) or Board Member(s) intended to be replaced shall continue to serve in their elected or appointed capacity with full rights hereunder until duly replaced in accordance with these Bylaws.

F. Removal of Officers or Directors: Except as otherwise provided in the Certificate of Incorporation, any one or more of the Officers or Directors of the JSA may be removed with or without cause by a 2/3rds vote of the Board of Directors present at any regularly scheduled Board meeting.

8. DUTIES OF OFFICERS

- A. Chairperson: The Chairperson shall preside at all Meetings and shall appoint all special committees. The Chairperson shall be an ex-officio member of any and all committees, excepting the Nominating Committee.
- B. Vice-Chairperson: A Vice-Chairperson shall be assigned by the Chairperson to fulfill the duties of the Chairperson in his/her absence and shall perform all other duties assigned by the Chairperson.
- C. Secretary: The Secretary shall keep a record of the proceedings of all Meetings of the Board of Directors, preserve all documents required to be kept in connection with the business of the JSA, and perform all duties assigned by the Chairperson.
- D. Treasurer: The Treasurer shall collect and receive all monies and pay all bills approved by the Board of Directors. He shall submit a written report of the JSA's receipts and expenditures annually to the Board of Directors for its approval prior to the Mid-Winter meeting. At the Mid-Winter meeting the Treasurer shall report on the financial status of the JSA.
- E. General Authority: The Board of Directors shall have general management of the affairs of the JSA. The Board shall approve or deny applications for membership, formulate regatta regulations, arrange dates and places for racing, sailing and instructional events, and take such steps as may seem expedient to carry out the mission of the JSA. The Board of Directors may hire one or more assistants to facilitate the operations of the JSA.
- F. Conflict of Interest, Document Retention, and Whistleblower Policies: The Officers and Board of Directors shall maintain and comply with all written policies regarding potential conflicts of interest, whistleblower protections, and the retention of documents in connection with the business of the JSA.

9. NOTICES

- A. Written notice of every General Meeting of the JSA shall be sent by the Chairperson to all members of the Board of Directors and to the designated representative of each Member Program at least ten days prior to the meeting.
- B. The Notice of the Annual Meeting shall include the selections made by the Nominating Committee.

10. QUORUM

- A. Representatives from five Regular Member Programs in good standing shall constitute a quorum at any General or Special Meeting of the JSA.
- B. Seven members of the Board of Directors shall constitute a quorum at any Meeting of the Board of Directors.

11. DUES

The annual dues shall be as follows:

- A. Regular Member and Provisional Member Program Fees
- a. Up to 60 Sailing Members \$300
 - b. 61 + Sailing Members \$400
 - c. Family Membership
 - i. Family with One Sailor: \$75
 - ii. Family with Two Sailors: \$100
 - iii. Family with Three or More Sailors: \$125
 - d. Junior Sailor Membership (included in Family Membership)
 - e. Instructor Member \$15

- B. Special Member Program Fees
 - a. Every registered Junior Sailor \$1 (\$300 minimum)
 - b. Family Membership
 - i. Family with One Sailor: \$75
 - ii. Family with Two Sailors: \$100
 - iii. Family with Three or More Sailors: \$125
 - c. Junior Sailor Membership (included in Family Membership)
 - d. Instructor Member \$15
- C. Supporting Member Fees: \$45 or more
- D. Sponsor Member: \$100 or more

Member Program dues are due and owing on April 1 of each year. Family and Individual Member dues shall be paid by the Member Program; of which 50% is due and owing on May 15 (using 50% of prior year's dues if current year enrollment is unavailable) and the balance is due and owing on the 1st day of the Member Program's Junior Sailing Program.

12. INDEBTEDNESS

- A. Member Programs: When a Member Program fails to pay any amount due to the JSA, and continues in default for ninety days after the JSA sends a second notice of indebtedness to it, that Member Program shall no longer be deemed in good standing and may be subject to penalty, including without limitation, loss of voting rights and meeting representation, and forfeiture of its JSA membership, as determined by the Board of Directors at any regular Board meeting.
- B. Family and Individual Memberships: Member Programs are responsible for paying the dues of their respective Family and Individual Members as well as their own Program dues.

13. DISCIPLINE

- A. Disciplinary Hearings: When a Member Program or Family/Individual Member is alleged to have engaged in conduct prejudicial to the good name or welfare of the JSA, the Board of Directors shall conduct a disciplinary hearing regarding the Member's conduct at a regularly scheduled meeting of the Board. At least 15 days prior to the hearing, the Secretary shall send written notice to the Member and Board of Directors containing the following: (1) the date, time and place of the hearing; (2) a statement of the charges; and (3) a statement confirming that the Member is entitled to attend the hearing, speak, offer evidence and/or present witnesses on his, her or its own behalf.
- B. Vote: A secret vote shall be taken by the Board of Directors within 45 days of the disciplinary hearing. Potential penalties against the Member Program or Family/Individual Member include loss of voting rights, representation, and/or forfeiture of his, her or its JSA membership. A decision to expel a Member shall require a 2/3rds vote by those Board Members present at the disciplinary hearing. Lesser penalties shall require a majority vote by those Board Members present at the disciplinary hearing.

14. INDEMNIFICATION

- A. Indemnification: The JSA shall defend, indemnify and hold harmless all current and former Officers, Director, and Employees of the JSA (including the heirs, executors, administrators, and/or estate of any such person) to the fullest extent permitted by New York law and by the law of any other state in which an alleged act or omission indemnified against has occurred, against any claims, liability, costs and expenses incurred by him/her in his/her capacity and status as an Officer, Director or Employee of the JSA.

B. Insurance: The JSA may maintain insurance at its expense to protect itself and any person covered by this indemnification against any such claims, liability, costs and expenses.

15. VOTING

A. Each Regular and Provisional Member Program in good standing shall be entitled to one vote at JSA meetings. No other category of Member Program shall be permitted to vote. Voting by proxy shall not be allowed.

16. AMENDMENTS

A. These Bylaws may be amended at any General Meeting of the JSA by a 2/3rds vote of the representatives of Regular Members in attendance. Notice of any proposed amendments shall be sent to the Member Program's representative(s) at least ten days prior to the meeting.

17. SANCTIONED JSA EVENTS

A. Upon application and subject to the discretion of the Board of Directors, sailing events sponsored by Member Programs may be sanctioned for the purpose of encouraging and promoting sailing competition, education and enjoyment among Junior Sailors.

B. In the interests of furthering the objectives of the JSA, the promotional and administrative facilities and personnel of the JSA will be made available on request to Clubs and Associations sponsoring such sanctioned events.

18. SEAL

A. The Seal of the JSA shall be the one adopted at the 1958 Annual Meeting.