

## **Charter**

The Claytor Lake Sailing Association (CLSA) was founded in 1999 and organized to serve and promote sailing on Claytor Lake, Virginia. CLSA conducts sailboat races, promotes sailing and fosters sportsmanship, camaraderie, and Corinthian yachting.

CLSA is headquartered at the Claytor Lake State Park Marina and is “on the water” from March 1 until approximately November 1. CLSA places primary emphasis on people and sailing, and not on facilities ownership or heavy responsibilities. CLSA is a sailing club for people who like sailing and social racing, not highly competitive one-design or PHRF racing. CLSA is committed to always remain very affordable; the basic annual membership fee should never cost more than a dinner for two.

CLSA is committed to the racing enjoyment of its sailing members and places emphasis on maintaining a high level of credibility, fair officiating and organized rules of engagement. Therefore CLSA strives to govern all racing in accordance with the International Yacht Racing Rules, the prescriptions of US Sailing, the principles of Portsmouth handicapping and the rules of the various boat classes which participate. Enjoyment is maximized when fair play and good sportsmanship are held in high regard, and consistently implemented.

## **Constitution and By-Laws**

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### **ARTICLE I - IDENTITY**

#### *Section 1 - NAME AND PURPOSE*

The name of this organization shall be the Claytor Lake Sailing Association (CLSA). Its purpose is defined in the CLSA Charter.

#### *Section 2 - Association FLAG*

The Association Flag will be proposed by a member(s) and approved by the membership.

### **ARTICLE II - MEETINGS**

#### *Section 1 – MEETINGS*

The Association shall have an Annual Meeting during the first 3 months of each year. Special meetings of the CLSA shall be called by the Secretary at the discretion of the Commodore, or three CLSA Members. Any business within the power of the CLSA may be transacted at the Annual Meeting. Officers shall be elected/confirmed only at the Annual Meeting.

At a Special Meeting, no other business shall be transacted than that specified in the notice of the same. A notice stating generally the purpose of any meeting of the CLSA shall be sent to each member. Upon questions directly affecting Racing Rules and the government of boats and regattas, only Members in whose names have been registered with the CLSA Secretary at least two weeks before any meeting called for these purposes shall vote (see Article V, Membership,

Section 1, Privileges and Duties of Members). Members are permitted to vote by written proxy.

## **ARTICLE III – OFFICERS/BOARD OF DIRECTORS/EXECUTIVE COMMITTEE**

### *Section 1 – OFFICERS*

The Officers of the Club shall be:

- Commodore
- Vice Commodore/Secretary
- Executive Director/Treasurer
- Cruising Captain
- Member-at-Large

The officers shall operate as the Board of Directors and Executive Committee of CLSA and shall be Members in good standing. Officers shall be appointed/elected as such:

**Commodore** – Shall be the previous year’s Claytor Lake Cup winner, or elected by the membership if the winner is unable/unwilling to serve.

**Vice Commodore/secretary** – Shall be the immediate past Commodore

**Executive Director/Treasurer** – Shall be appointed by the Board of Directors to serve a minimum three-year term.

**Cruising Captain** - Shall be appointed by the Commodore.

**Member-at-Large** – Shall be elected by the Members.

All officers will be confirmed at the Annual Meeting by a show of hands or a written proxy. A quorum for this purpose shall be two-thirds of the CLSA Members. Any vacancy among CLSA Officers shall be filled for its unexpired term by having the other CLSA Officers remaining in office appoint a qualified replacement from among the Members of the CLSA; some officers may hold two or more titles at any given time as necessary, and as approved by the club membership at the time of election/conformation.

## **ARTICLE IV - OFFICER DUTIES**

### *Section 1 – COMMODORE*

The Commodore shall provide the direction for the CLSA and preside at all meetings of the CLSA and shall perform all other duties required of him/her by this Constitution and By-Laws. He/she will serve for one year starting the first day of February following conformation.

- The Commodore shall be ex-officio a member of all committees.
- The Commodore shall use proper discretion in making decisions when it is not practical

- to consult with the CLSA Membership.
- Schedule all races and regattas and make arrangements for and to take charge of, and appoint judges/Race Committee for all races held by or under the authority of the CLSA.
- Ensure that all participants have completed and signed Registration/liability forms including "Hold Harmless" clauses, each year, prior to participating in races.
- Keep tally sheets and award prizes and keep all records on permanent trophies.
- Provide the web master (as appointed by the VC) with the necessary scoring information to keep the results current.
- Arrange for boards of review to rule on protests in conformity with the Racing Rules of Sailing, the prescriptions of the United States Sailing Association, and the rules of boat class in question, with such exceptions as they shall see fit, all questions that arise respecting such races, and disqualify a contestant who shall have violated any of the above named rules. He/she may postpone any race or order it to be re-contested.
- Establish provisional ratings for boats not listed in the Portsmouth list.

He/she may appoint, in his/her absence, a member or members of the CLSA to act in his or their place.

#### *Section 2 - VICE COMMODORE/SECRETARY*

The Vice Commodore serves as an assistant to the Commodore in all of his duties, and serves as acting Commodore when the Commodore cannot be present.

As Secretary, the Vice Commodore shall:

- Give notice of the meetings of the members in accordance with Article II, Section 1, and shall keep the records of membership enrollment.
- Keep the minutes of CLSA meetings.
- Handle all general correspondence.
- Schedule pre-season executive meetings for scheduling and general planning.
- Select and appoint someone to keep the website up to date and relevant.

#### *Section 3 – EXECUTIVE DIRECTOR/TREASURER*

The Executive Director/Treasurer shall:

- Serve as member ex-officio and have general supervision of the financial affairs of the CLSA. He/she shall collect all monies payable to the CLSA and pay all bills contracted by the CLSA and all other expenses of the CLSA. All bills and expenses so paid shall, as required by the Treasurer, be certified as correct by any committee which has contracted for any such expense by virtue of an appropriation of club membership. The Executive Director/Treasurer shall have the custody of the cash funds, notes, and bonds. Checks shall only be drawn on regular blanks bound in book form with a stub upon which shall be retained a copy of said checks. Except as aforesaid, or by express authorization by the CLSA Officers, the Executive Director shall not make or endorse any checks, drafts, or notes, or draw, accept or endorse any drafts or bills of exchange.

- Purchase supplies, equipment, trophies, etc. for club activities and be in-charge of CLSA owned boat/equipment maintenance and can appoint assistants to cover these duties.
- Shall have the custody of agreements and evidence of property belonging to the CLSA and all other business papers.
- Keep or cause to be kept a regular set of books containing the accounts of the CLSA showing all monies received and disbursed. The Executive Director shall keep a separate account as Treasurer of the CLSA, and shall deposit in the name of the CLSA in such bank or banks, all monies of the CLSA, which shall not be drawn out except for the use of said CLSA. Said books and accounts of the CLSA shall be open at all times to the inspection of the CLSA members.
- The Executive Director shall prepare an annual account of expenditures and receipts for the year to date to be laid before the CLSA at its Annual Meeting and at other times when requested to do so by the CLSA Officers.

A Executive Director who becomes mentally incompetent or goes bankrupt shall be removed from office by the other CLSA Officers, who will immediately make arrangements to revoke his/her signing privileges.

If the Executive Director resigns within the 3-year appointment, the Board of Directors will appoint a replacement.

*Section 4 – CRUISING CAPTAIN*

The Cruising Captain shall:

- Help initiate, organize, and coordinate overnights, parties, Beer Cans, and phone trees, etc.
- Serve as the point person for all CLSA social functions.

*Section 5 –MEMBER-AT-LARGE*

The Member-at Large shall:

- Assist the Commodore and other officers on an as-needed basis.
- With direction from the Commodore, assist in duties not described in other job descriptions.

**ARTICLE V - MEMBERSHIP**

*Section 1 - PRIVILEGES AND DUTIES OF MEMBERS*

Any CLSA Member may attend and participate in all official and social CLSA functions. A CLSA Member who is married and/or has children is entitled to the privileges of Family Membership. A Family Membership entitles the immediate Family Members of the individual CLSA Member to attend and participate in all official and social CLSA functions. Significant Others will be considered Family Members for the purposes of said Family Memberships. However, the individual in whose name the Family Membership is held is only entitled to one

vote at official CLSA functions, and is only entitled to enter one boat in CLSA races whose final race standing is eligible to be recorded in the CLSA Racing Record, and is eligible to place for a trophy. If a second Family Member wishes to have full voting privileges, with or without entering a second boat with full official CLSA recognition and participation, that person must also hold a separate individual membership. Membership is April 15 – April 14 of the following year (to coincide with start of the racing season). A person may become an Honorary Member of the CLSA upon recommendation of an existing member and be so designated by the unanimous vote of the members present at the meeting during which the name is submitted. Honorary members shall have all the privileges of the CLSA except voting and holding Office and will be Honorary members for an indefinite period.

Dues-paying official CLSA members are entitled to:

- Vote on all matters of official CLSA business.
- Have their placement in CLSA races and regattas recorded in the CLSA Racing Record.
- Receive trophies or ribbons for appropriate performance in Club races and regattas.
- Fly the CLSA burgee from their masthead or starboard shroud.
- Display the name CLSA on the transom of their boat in a fitting manner.
- Carry a CLSA membership card.
- Use CLSA owned boats and equipment in accordance with the SOP's.
- Invitations to all members-only events.

### *Section 2 - DUES*

The dues for Membership in CLSA and other fees (voluntary or required) shall be regulated and fixed from time to time by a hearing and vote of CLSA Members and CLSA Officers. Annual dues shall be set at the Annual Meeting for CLSA Membership. There is a Junior Membership available for persons less than sixteen years of age and will be less than the regular dues. The CLSA Officers shall have full authority over all matters connected with the billing and payment of annual dues and other charges and the posting of members for delinquency, and action consequent thereon. No Member may compete as a full member in CLSA-sponsored races until his dues are paid and boats registered. Membership renewals and dues collections begin in January of each year. Notices will be sent out; with a due date of April 30. Dues may be paid in half, effective for the remaining portion of the year, if a new Member joins after completion of the Spring racing Series.

### *Section 3 - INDUCTION OF NEW MEMBERS*

Part of the essence of CLSA is openness to new members. Exclusivity is strongly discouraged by the CLSA. All new applicants will be granted membership upon paying of membership dues, unless there is a reasonably justified objection by existing CLSA Member(s) to the contrary, which is heard and agreed to by a majority of the CLSA Officers.

#### *Section 4 - GUESTS AND RACE PARTICIPATION*

Races conducted by CLSA are open to all sailors, who may arrive and participate completely unannounced. However, such guests are expected to sign registration/waiver forms and be required to abide by all of the pertaining rules and regulations of racing as prescribed by the Race Committee, Article VII of these by-laws, and the Sailing Instructions. Such guests also are NOT eligible to have their finish standings recorded in the Club Racing Record, or to receive any trophy or other official recognition for their performance in the race. These privileges are reserved for CLSA Members. Special guest privileges will be extended to visiting yachtsmen who are members of other Yacht Clubs or Sailing Associations who have properly registered for CLSA hosted regattas. Such guests are entitled to full recognition for placement and trophies in stand-alone events as is otherwise reserved for CLSA Members.

#### *Section 6 – DISCIPLINE*

If any member shall be charged in writing, respecting any occurrence injurious to the welfare of the CLSA, or of a violation of any provisions of the Constitution and By-Laws, or Rules, the CLSA Officers shall thereupon cause a statement of such charge, together with a notice of not less than five (5) days of the time and place where they will meet for consideration thereof, to be served on the person making the charge and the person so charged. The CLSA Officers shall make the necessary rules respecting its hearing. At the time and place specified in the notice, the Officers shall hear and consider the evidence offered by both parties. If the Officers shall be satisfied of the truth of the charge, they may censure or suspend such member for a period of time not to exceed twelve (12) months, from any or all privileges as they deem proper. Their decision shall be final. Should a majority of the Officers, however, deem that such discipline would be inadequate, they shall make a report in writing of their findings and recommendations and submit the same, together with the evidence taken, to the next general meeting or any special meeting called for that purpose, for any action the CLSA may desire to take in respect thereto, and they may in like manner suspend such member pending the determination of the matter by the CLSA.

### **ARTICLE VI - STANDARD CLSA RACING PRESCRIPTIONS**

#### *Section 1 - PORTSMOUTH HANDICAP*

CLSA encourages maximum participation in its races and regattas by every boat sailor who can participate. CLSA will accomplish fair racing in these circumstances by utilizing the Portsmouth Handicap System for all boats, as updated by US Sailing. As necessary, the Commodore shall establish a provisional rating for boats not listed.

#### *Section 2 - ONE-DESIGN*

Separate starts in the same race for one-design classes may be given by the Race Committee if both of the following conditions are met:

- Three or more boats of a given class are participating.
- There are also at least three other boats remaining in the race which will race under the

Portsmouth Handicap System.

*Section 3 – RACE COMMITTEE*

When five or more boats are participating in any CLSA race, one skipper shall function as the Race Official appointed by the Commodore. This duty will rotate among all recently active participants, unless a qualified volunteer steps up to perform the duty. Members and non-members involved in running races will constitute the Race Committee.

**ARTICLE VII - BOATS**

*Section 1 - BOAT OWNERSHIP*

The boats of all members must be duly enrolled upon the records of the CLSA and must be registered with the Commodore to be entered in a CLSA race.

**ARTICLE VIII - LEGAL**

*Section 1 - INDEMNIFICATION OF OFFICERS AND ACTING CLUB REPRESENTATIVES*

To the extent permitted by applicable law now or hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was at any time a director or officer of the CLSA shall be indemnified by the CLSA for judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with or as a result of such action, suit or proceeding. Indemnification hereunder shall continue as to a person who has ceased to be an Officer of the CLSA and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE IX – STANDARD OPERATING PROCEDURES (SOP’S)**

The CLSA Officers/Board of Directors shall develop and publish to the membership, prior to the first race of each season, a list of Standard Operating Procedures (SOP’s). The SOP’s will detail the conduct of races, use of race marks, committee boat operations, rules governing the use of CLSA-owned boats and equipment...all activities that govern how CLSA will operate on a routine daily basis. The SOP’s will be adopted by a majority vote of the Officers/Board of Directors.

**ARTICLE X - AMENDMENTS**

*Section 1 - ALTERATION OF CONSTITUTION AND BY-LAWS*

No section of this Constitution and By-Laws shall be repealed, amended, or added to except at

the Annual Meeting, the regular meeting, or at a special meeting duly called for the purpose. By a vote of two-thirds of the members the proposed change shall be made.

No motion to change the Constitution and By-Laws shall be made or voted upon unless notice of the intent of the proposed change is contained in the notice for the meeting in which the vote occurs. Such notice is to be sent to all Members and posted on the CLSA website at least two (2) weeks prior to such meeting. Members can vote by written proxy if they are unable to attend.