

**BYLAWS OF THE CORTEZ RACING ASSOCIATION**  
**A Non-profit California Corporation**

**ARTICLE I: NAME**

The name of this Association shall be the "Cortez Racing Association", hereafter called "CRA" or the "Association".

**ARTICLE II: MISSION STATEMENT**

CRA will operate with a mission to promote local, regional and international Corinthian sailboat racing and to broaden participation in racing by offering interesting race events and social activities for a modest annual fee.

**ARTICLE III: OFFICES**

**Section 1. Principal Office:** The principal office for the transaction of the business of the Cortez Racing Association (hereafter, "CRA" or the "Association") is located in San Diego County, California. The directors may change the principal office from one location to another. Any change in this location shall be noted by the Secretary in these Bylaws opposite this section, or this section may be amended to state the new location.

**Section 2. Other Offices:** The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Association is qualified to do business.

**ARTICLE IV: MEMBERSHIP**

**Section 1. General Membership Qualifications:** Membership in CRA shall be personal and individual to the person who is elected as a member. There shall be no business, corporation or partnership memberships in the Association. Membership shall not be determined on the basis of race, color, creed, sex or national origin or ancestry.

**Section 2. Classes, Eligibility and Rights:** The membership of CRA shall be divided into the five following classes which shall have the respectively indicated requirements and rights:

**(A) Regular Members:**

(1) Eligibility: Any person 21 (twenty-one) years of age or more who owns or charters a boat and has demonstrated interest in participating in and promoting the development of yachting in all its aspects may apply for membership as a Regular Member.

(2) Rights: Except as otherwise stated in these Bylaws, Regular Members shall have the following rights; the right to vote on all matters subject to a vote of the members; the right to hold office as an Officer or Director; the right to fly a CRA burgee; the right to skipper a vessel in all CRA events and the right to enter into all activities schedule by CRA for which the Member may qualify under general CRA class, Association or committee rules and regulations. Spouses of Regular Members shall have the privileges of Regular Members except the right to vote and the right to hold office as an Officer or Director.

**(B) Associate Member:**

(1) Eligibility: Any person 21 (twenty-one) years of age or more who is a non-boat owner but has demonstrated interest in the development of yachting in all its aspects may apply for Associate Membership.

(2) Rights: Except as otherwise stated in these Bylaws, Associate Members shall have the right to vote on all matters subject to a vote of the members, the right to hold office as an Officer or Director and the right to fly a CRA burgee. Associate Members, who are not Members of an SDAYC affiliated yacht club, may not skipper yachts in an Association event more than two (2) days per year. Associate Members may not skipper yachts as a CRA yacht in events other than those sponsored by the Association and shall be subject to all general CRA class or committee rules and regulations. An Associate Membership is an individual membership, with no privileges extended to the spouse of the Associate Member.

**(C) Junior Member:**

(1) Eligibility: Any person 16 through 20 years of age who has a demonstrated interest in participating in and promoting the Development of yachting in all its aspects may apply for membership as a Junior Member.

(2) Rights: Junior Members shall have all rights accorded Regular Members except the right to hold office as an Officer or Director. Upon reaching the age of 21, Junior Members may become Regular or Associate Members upon payment of initiation fees, when applicable, and the current membership dues. Junior Membership applications must be signed by a parent or legal guardian.

**(D) Honorary Members:**

(1) Eligibility: Honorary Membership may be granted, by a vote of the Board, to any person not otherwise a member of the Association whom the Board wishes to honor for their extraordinary contributions to the Association or to the purposes for which the Association was formed. Notice of the proposal to grant such Membership shall be given in the notice of the meeting at which such vote shall be conducted; the Membership shall be granted unless there are two or more negative votes.

(2) Rights: Honorary Members shall be entitled to the rights of a Regular Member except the right to vote and hold office as an Officer or Director unless otherwise approved by the Board.

**(E) Inactive Members:**

(1) Eligibility: Inactive Membership may be granted to any member in good standing who moves away from the San Diego area or for other reasons must stop racing for a period of time but expects to return to active participation in the future and wishes to retain membership. A member may apply for inactive status, in writing, to the Board of Directors. If approved, at the sole discretion of the Board, the member's name will be placed in the inactive file and he/she will not be required to pay dues. Upon returning to active racing in the San Diego area an inactive member may apply to the Board for reinstatement to active membership upon payment of dues without payment of another initiation fee.

(2) Rights: Inactive Members' participation and voting rights shall be suspended until reinstatement.

**Section 3. Admission to Membership:** Candidates for election to membership must submit an application, initiation fee (if applicable) and dues via mail, which shall be forwarded to the Membership Director. The application shall be submitted on a form provided by the Association. Applications shall be reviewed by the Board of Directors at their next regularly scheduled meeting. The Board of Directors, taking into consideration any member's comments, shall act on the application. Its action shall be final. Election to membership shall require the unanimous vote of the Directors present at the meeting at which the application is voted upon. The Board of Directors shall not be required to make any explanation for rejecting or accepting any application for membership save that it deems such action to be in the best interest of the Association.

**Section 4. Initiation Fees, Dues and Other Charges:**

**(A) Initiation Fee:** Each person admitted to membership shall pay an initiation fee as follows:

(1) Regular Members: Regular Members, upon admission to CRA, shall pay an initiation fee as determined by the Board of Directors. The Board may waive this fee for members in good standing of SDAYC affiliates.

(2) Associate Members: no initiation fee

(3) Junior Members: no initiation fee

(4) Honorary Members: no initiation fee

(5) Inactive Members: When returning from inactive status, Inactive Members shall pay no initiation fee.

**(B) Dues:** Each person admitted to membership shall pay dues fees as follows:

(1) Regular Members: Regular Members, upon admission to CRA, shall pay dues fees as determined by the Board of Directors.

(2) Associate Members shall pay a percentage of the annual dues of a Regular Member as determined by the Board of Directors.

(3) Junior Membership shall pay a percentage of the annual dues of a Regular Member as determined by the Board of Directors.

(4) Honorary Members shall pay no dues fees.

(5) Inactive Members shall pay no dues fees.

**(C) Payment of Dues:** Members' dues shall be payable on the first day of the month in which such dues are to be paid. Any member who fails to pay dues or other indebtedness to the Association within thirty days after notification may be expelled at the discretion of the Board of Directors. Upon such action, the member shall lose all privileges of membership and not, again, be eligible for reinstatement until he/she has paid the arrears in full and whatever indebtedness would have incurred up to the time of his/her new proposal for membership. Notice of action of the Board in respect to indebtedness shall be sent to the last known address of the delinquent member.

**Section 5. Roll Numbers:** Members shall be numbered consecutively on the Roll of the Association in the order of their admission to membership. This number shall be retained in the Association data base.

**Section 6. Termination of Membership:**

**(A) Automatic termination:** Automatic termination shall occur when a member submits to the Board of Directors a written notice of termination.

**(B) Termination for Cause:**

- (1) Nonpayment of fees, dues or other charges or indebtedness to the Association within 60 days of the due date of the payment shall be grounds for suspension. If such monies are not received within 120 days of the payment date the member shall be subject to expulsion by the Board.
- (2) Misconduct; A member may be suspended, expelled or otherwise sanctioned by the Board upon a determination that the member has failed in a material and serious degree to observe the rules or Bylaws of the Association or has engaged in conduct seriously prejudicial to its interests.
- (3) Sanctions against members: Following a determination by the Board that a member should be considered for sanction, the following procedure shall be implemented. A notice shall be sent by prepaid, first class or registered mail to the last known address of the member as shown on the Association roster. This notice shall set forth the possible sanction and a summary of the reason thereof. Such notice shall be sent at least 15 days before the effective date of the proposed sanction. The member being sanctioned shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed sanction. The hearing shall be held by the Board or, at the discretion of the Board, by a special committee composed of not fewer than three Directors appointed by the Commodore. The notice to the member proposed for sanction shall state the date, time and place of the hearing. Following the hearing, the Board of Directors, or the special committee, shall decide whether the member should be subjected to the proposed sanction, a lesser sanction or no sanction at all. The duration of termination shall be determined by the Board of Directors. These findings shall be final.

**(C) Effect of Termination:** All rights of membership shall cease on the termination of membership. Termination shall not relieve the member of any obligation for fees or other indebtedness due arising from contract or otherwise. The Association shall retain the right to enforce any such obligation or obtain damages for its breach.

**ARTICLE V: DIRECTORS**

**Section 1. Powers:** Subject to the provisions of the California State Nonprofit Corporation Law and any limitations in these Bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised by and under the direction of the Board of Directors. This Board shall have final authority in the management of the affairs and finances and shall control the properties of the Association. Members of this Board must be members in good standing of this Association.

**Section 2. Number of Directors:** The authorized number of Directors shall be 13 voting members including the Commodore, Vice-Commodore, Rear Commodore, Fleet Captain, Race Committee Chair, Secretary, Treasurer, Membership Director, Communications Director, two (2) Directors-At-Large, PHRF Representative and Junior Staff Commodore.

**Section 3. Nomination of Directors:** Each year the Junior Staff Commodore and the Commodore shall form a Nomination Committee. This Committee shall propose a slate of nominees and cause it to be posted on the Association website at least twenty (20) days prior to the Annual Meeting. These nominees must be members in good standing of the Association.

**Section 4. Election of Board of Directors:** All Officers shall be elected at the Annual Meeting (*however if because of circumstances beyond the control of the Board of Directors an in-person Annual Meeting cannot be held, the election will be held through Electronic communication as described in Article X*) and shall hold office until successors are elected. A majority of votes of the members present and written proxy votes received at the Annual Meeting shall be necessary for election. In the event no majority exists, a second vote will be taken between the two recipients of the most votes. Directors shall be eligible for

reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws.

**Section 5. Vacancies:** Should a member of this Board of Directors be unable to complete a term of office the position shall be filled by an appointment made by the majority of the other Directors then in office. Members so appointed shall hold office until the next Annual Meeting.

**Section 6. Removal of an Officer:** If the Board of Directors determines that a current Officer has materially or otherwise abused his/her duties or authority, a majority of a quorum of the Board, at any regularly scheduled meeting, may remove that Officer.

**Section 7. Meetings:** A regular meeting shall be held each month. Seven Officers shall constitute a quorum.

**Section 8. Expenditures:** Expenses under the ordinary course of business shall be under the general supervision of the Treasurer. For expenditures in excess of two thousand dollars (\$2,000) two signatures from among the Board shall be required.

**Section 9. Committees:** As need is determined by the Board of Directors, committees may be formed. The Board shall appoint a Chairperson of each committee. In the event that a member is unable to complete a term, the Board shall appoint a substitute member to complete the expired term on the committee.

**Section 10. Tax Status:** The Board of Directors shall endeavor to avoid any action that jeopardizes the Federal and/or State tax exempt status of the Association.

## **ARTICLE VI; DUTIES OF OFFICERS**

The Duties of Officers as described are inclusive but not limiting.

**Section 1. COMMODORE;** The Commodore shall be the Chief Corporate Officer of the Association. He/she shall preside at all Association meetings and enforce the rules, regulations and general provisions of the Association. He/she shall call special meetings of the Association as deemed necessary or upon the written request of five (5%) percent of the members in good standing of the Association. He/she shall be responsible for the coordination of all Association functions and work with the SDAYC to generate an annual race calendar. The Commodore shall appoint ad hoc committees as necessary for the needs of the Association and be an Ex-officio member of all committees.

**Section 2. VICE COMMODORE:** In the absence or disability of the Commodore, the Vice-Commodore shall perform those duties with the same powers and restrictions. He/she shall assist the Commodore in generating a race/club calendar and shall organize venues for meetings and after-race events.

**Section 3. REAR COMMODORE:** In the absence or disability of the Commodore and Vice-Commodore, the Rear Commodore shall perform those duties with the same related powers and restrictions. He/she shall present an annual budget for the procurement of awards and trophies for CRA events and shall choose and order these items to be ready for presentations in a timely manner at the proper venue. All trophies shall be under his/her purvey during the term of office.

**Section 4. FLEET CAPTAIN;** It shall be the responsibility of the Fleet Captain to obtain the race committee vessel for each CRA scheduled race. He/she shall provide for the scoring of all club races and the posting of results in a timely fashion. He/she shall work with the Association PHRF representative to assign ratings as may be required and to coordinate with the Race Committee Chair additional race management duties as necessary.

**Section 5. SECRETARY:** It shall be the duty of the Secretary to prepare and maintain minutes of all meetings and to have custody of all reports and documents connected with the proceedings of the Association. He/she shall receive mail at the Association PO box (or other location as determined by the Board of directors as address for the Association correspondence). This duty will be assigned to a member of the board at the beginning of each year and may or may not be the Secretary's duty. He/she shall issue notices of all meetings and mail notice to notify the membership of the annual meeting 20 (twenty) days prior to the date. This duty is shared with the Communications Director who is the Board Member primarily responsible for the Association web site. He/she shall mail a list of SCYA clubs with reciprocal privileges and keep a list of cards received. He/she, along with Board of Directors, shall establish a transition protocol for incoming elected members and perform other duties as the Board may require. In his/her absence another person may be appointed acting secretary by the Chair of that meeting.

**Section 6. TREASURER:** It shall be the duty of the Treasurer to supervise the collection and disbursement of all funds. He/she shall maintain the books and safeguard the assets of the Association. He/she shall provide monthly reports to the Board be responsible for the preparation of an annual budget as may be requested by the Board and assist the CPA in preparation of annual accounting statements for filing purposes with State and Federal agencies

**Section 7. COMMUNICATIONS DIRECTOR:** It shall be the duty of the Communications Director to

oversee the website, to issue notices of meetings, to post on the website the NORs, SIs and other information as directed by the Board and/or the Commodore. He/she shall supervise and/or respond to all e-mail and other communications to the Association.

**Section 8. DIRECTORS AT LARGE (2):** It shall be the duty of the Director at Large to serve in various capacities as directed by the Board of Directors and/or the Commodore. One of the Directors at Large, as designated by the Board, shall serve as coordinator for the annual BC Regatta and, as such shall be responsible for obtaining the required permits, arranging for sponsorships, after-race venues and events and for providing for t-shirts, trophies and volunteers to staff activity tables at these events. This person shall work with the Race Committee to coordinate on the water race management of these events. The other Director at Large, shall be Director at Large - Ways and Means and shall have the duties to lead fundraising and development including all sponsorship initiatives, and shall ensure a sincere best effort is given to the promoting, recruiting, and engaging of all sponsors who participate in CRA events to see that these engagements are mutually beneficial for both the sponsors and the CRA Members. As the sponsorship liaison he/she shall provide clear communications on the roles and expectations CRA has for the sponsor to see that their involvement does meet those expectations. This person will also support the Director at Large on all BC wrap up items as they pertain to the needs of the sponsors, CRA, or otherwise. He/she shall be responsible for coordinating the public relations of the club, including but not limited to print materials and social media publications. He/she and the Vice Commodore shall orchestrate the securing of venues and logistics required therein for all non-BC venues including food and drink.

**Section 9. PHRF REPRESENTATIVE:** It shall be the duty of the PHRF Representative to attend the monthly PHRF meeting and report to the Association any rating changes and actions taken by the PHRF Board.

**Section 10. MEMBERSHIP DIRECTOR:** It shall be the duty of the Membership Director to maintain a current database of all CRA members and yachts enrolled in the Association. He/she shall be responsible for updating member data, and communicating that information to the Race Committee before every Association-sponsored event, for the annual renewal mailings and for preparation and distribution of membership cards and annual directory. He/she shall be the liaison for member services and the advocate for the recruitment of new members.

**Section 11. JUNIOR STAFF COMMODORE:** The Junior Staff Commodore position shall be filled by the retiring Commodore and as such shall act as advisor to the Commodore and execute such duties as directed. He/she shall serve as the Chairperson of the Protest Committee. In the event that the present Commodore is re-elected the Junior Staff Commodore shall not be changed. He/she shall, with the Commodore, be responsible for creating a slate of candidates for each annual election and cause this slate of nominees to be posted on the Association website at least 20 (twenty) days prior to the Annual Meeting date. He/she shall appoint a committee of three to count paper/proxy ballots, cause the results of election to be known to the Membership at the annual meeting and by posting on the website. He/she shall call for and oversee the destruction of any paper balloting materials at the end of the annual meeting. The retiring Junior Staff Commodore shall become a Staff Commodore.

**Section 12. RACE COMMITTEE CHAIR:** It shall be the duty of the Race Committee Chair, together with the Fleet Captain and Membership Director, to organize and facilitate on-water race management for all club events including acquiring a committee boat, crew and meals and refreshments for each event. He/she shall be responsible for the acquisition and maintenance of all necessary equipment. Together with the Communications Director, he/she shall cause the NORs to be posted on the Association website 2 (two) weeks prior to the event and the SIs to be posted in a timely manner not less than 24 hours in advance. The RC Chair shall provide for the accurate and timely determination and dissemination of race results and communicate with the Fleet Captain for the posting of results. He/she shall propose an annual budget to the Board for related expense

## **Article VII: NOTICES, MEETINGS and QUORUM**

**Section 1. Notices:** Notice of the Annual Meeting shall be posted on the Association website at least 20 calendar days prior to the meeting. Notice of special meetings shall state the purpose and shall be sent to every member of the Association at least 20 calendar days prior to the meeting date as well as being posted on the Association's website. All notices will be sent to the member's address as recorded on the Association roster. All members understand that electronic communications are the primary method of communication by CRA and shall provide an email address for such communication and update such address anytime it might change

**Section 2. Meetings:** The date, time and location of regular monthly meetings of the Board of Directors shall be posted on the CRA website. The Commodore, Vice-Commodore, Rear Commodore, or such other person designated by the Board of Directors, in that order, and as available at the meeting shall preside over the meeting. Special meetings of the Board may be called by the Commodore, any seven (7) members

of the Board of Directors, or at the written request of at least five percent of the members in good standing. No other business than that stated in the notice shall be conducted. There shall be an Annual Meeting at the end of the calendar year, the exact date to be set by the Board of Directors. Persons entitled to vote at any meeting shall be those holding Regular, Associate, or Junior Memberships. If a quorum is present when the meeting is called to order, the affirmative vote of a majority of the members present shall be the act of the members, unless the vote of a greater number is required by these Bylaws or the California Nonprofit Corporation Law. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting by an electronic vote with 7 days notice to all officers with an additional 4 days to count the votes. A majority of the votes received will be enough to ratify the action. Such votes shall be filed with the minutes of the proceedings of the Board. Roberts Rules of Order, as amended, shall govern the meetings insofar as they are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation or the law.

**Section 3. Quorum:** A majority of the authorized number of Directors, which shall be at least seven, constitutes a quorum for the transaction of business. For the Annual Meeting and Special Meetings, the number of members in good standing present shall constitute a quorum.

**Section 4. Transactions of the Board:** Except as otherwise provided in these Bylaws or by law, every act or decision done or made by a majority of the Directors present at a meeting at which a quorum was initially present shall hold.

**Section 5. Adjournment:** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and/or place.

#### **ARTICLE VII: LIABILITY AND INDEMNIFICATION**

**Section 1. Liability:** The liability of the Directors and Officers of the Association for monetary damages shall be eliminated to the fullest extent permissible under California law.

**Section 2. Indemnification:** Except to the extent prohibited by California law, CRA shall indemnify and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person is/was an Officer of the Association, against judgments, fines amounts paid in settlement, including attorney's fees incurred as a result of such action, suit or proceeding or any appeal therein. The foregoing right of indemnification shall be contingent upon a finding by a disinterested majority of the Board of Directors of this Association, or, if a majority of the Board is not disinterested, then by independent legal counsel, that such person was acting in good faith within what such person reasonably believed to be the scope of such person's authority or employment and for a purpose which such person reasonably believed to be in the best interest of the Association. The Association is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Association and members through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporation Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporation Code.

**Section 3. Insurance:** The Board of Directors may authorize the Association to purchase insurance in order to meet its obligations under the terms and provisions of this Article.

#### **ARTICLE IX: Association Burgee and Signals:**

The Association Burgee is triangular in shape with the head of a conquistador with helmet in blue silhouette, on a split field of white and blue. The split white and blue field is trimmed with a red border. When a member's yacht is away from San Diego, the Association Burgee should be flown.

#### **ARTICLE X: Amendments:**

These Bylaws may be amended at any time by a majority vote of the membership in attendance at a scheduled meeting of the membership. Amendments may also be ratified by a USPS Mail Vote response or through Electronic (E-Mail or Electronic Document Transfer) communication. A majority vote is based on the number of responses received. No vote will be taken amending the Bylaws without 20 days' notice to the membership. Votes by a USPS Mail Vote response or through Electronic (E-Mail or Electronic Document Transfer) communication will be counted 20 days after members have been notified to vote.

#### **ARTICLE XI: Permanency and Dissolution:**

**Section 1. Permanency:** The Association shall not be subject to dissolution so long as at least five (5) members oppose such dissolution.

**Section 2. Dissolution:** In the event this Association, known as the Cortez Racing Association, dissolves, all properties and remaining funds shall be given to a recognized, nonprofit yachting-oriented organization at the discretion of the Board of Directors.