

BYLAWS OF NORTH AMERICAN CRUISER ASSOCIATION

As amended 25 October 2018 at B.O.D. meeting, St. Petersburg, FL

ARTICLE I

NAME

The name of this Association shall be "North American Cruiser Association". The Association shall also be known as "NACA", and shall be referred to in these bylaws as "Association"

ARTICLE II

OBJECT

The object of this Association is the promotion of the sport of Cruiser Navigation (formerly Predicted Log) Contests in North America. Pursuant to such objective, this Association shall:

1. Publish and distribute a periodic newsletter known as the CRUISER LOG, which shall contain news and information pertaining to the sport of Cruiser Navigation Contests throughout North America.
2. Schedule and coordinate an annual "North American Invitational" (NAI) Cruiser Navigation Contest.
3. Maintain and publish scoring and standings of Cruiser Navigation contestants participating in NACA member association's contests.
4. Provide perpetual and suitable keeper trophies and other awards for winners of such North American Cruiser Navigation series and events as may be established by this Association.
5. Establish "Recommended Contest Rules" for NACA Cruiser Navigation contests.
6. Generally be responsive to the needs and requirements of member associations and of the sport of Cruiser Navigation contests.
7. Support boating and corinthian yachting in general.

ARTICLE III

OFFICES

The principal office of this Association for the transaction of its business shall be located in the city of Long Beach, County of Los Angeles, State of California. Additional offices may be established from time to time by this Association at such other locations as it may determine.

ARTICLE IV

MEMBERSHIP

SECTION 1. Association memberships:

1. Any permanently organized boating association devoted to the promotion of the sport Cruiser Navigation Contests.
2. Any yacht club, power squadron, or U.S. Coast Guard Auxiliary Flotilla interested in promoting the sport of Cruiser Navigation contests which is either not eligible for membership in, or is not within the contest area of any other NACA member association.

SECTION 2. Individual memberships:

1. All members in good standing of NACA member associations shall be considered Individual members of NACA. They shall be included in NACA scoring and may participate in any NACA member association's contest.
2. Individual Members may purchase Individual Subscribing Memberships. Individual Subscribing Members receive direct mailings of all NACA newsletters, rosters and other mailings.

SECTION 3. The eligibility of any organization for NACA association membership shall be determined by the Executive Committee upon receipt of a letter of application for membership.

SECTION 4. Annual dues for association memberships, Sponsoring memberships, and Individual Subscribing memberships shall be established each year by the Association. Dues may be waived for the first year of membership for both member association and Individual Subscribing memberships.

SECTION 5. Sponsoring Memberships shall be available to an entity that wishes to support the promotion of the sport of Cruiser Navigation Contests.

ARTICLE V

OFFICERS

SECTION 1. The officers of this Association shall consist of a Commodore, a Vice Commodore, a Rear Commodore, a Secretary/Treasurer, an Executive Secretary, a Scorer and the Junior Staff Commodore.

SECTION 2. The officers, with the exception of the Executive Secretary and the Scorer, shall be elected at the annual meeting of the Board of Directors, and shall serve for one year with the term of office to commence January 1st of the year next following the date of election. The Executive Secretary and Scorer shall be appointed by and serve at the pleasure of the Executive Committee.

SECTION 3. In the event of a vacancy in the office of Commodore or Vice Commodore, or Rear Commodore, the next succeeding officer shall fill the vacated office for the remainder of the term. A vacancy in the office of

Secretary/Treasurer shall be filled by vote of the Executive Committee at a special meeting called for such purpose.

SECTION 4. The Commodore shall be the chief executive officer and shall have the responsibility and authority of conducting all fiscal and business affairs of the Association and of performing such acts as may be necessary to achieve the objectives of the Association as set forth in Article II hereof, excepting any duties specifically conferred on the Board of Directors and except as may otherwise be provided in Section 7. hereof.

SECTION 5. The Vice Commodore, Rear Commodore and Secretary/Treasurer, and Executive Secretary, shall perform the following duties, together with such additional duties as may be prescribed from time to time by the Commodore, Executive Committee, or the Board of Directors:

1. The Vice Commodore shall be responsible for scoring and obtaining and awarding of annual keeper trophies. Additionally, the V.C. shall maintain the roster of members and a up to date listing of Directors.
2. The Rear Commodore shall be responsible for public relations, publicity and promotion of the sport of Cruiser Navigation Contests and assisting new member associations or groups in developing a Cruiser Navigation Contest program. The Rear Commodore shall also have the responsibility for individual membership development.
3. The Secretary/Treasurer shall take and maintain minutes of the Bridge and Association meetings and shall coordinate any necessary Association correspondence. In consultation with the Commodore and Executive Secretary, they shall prepare and submit to the Executive Committee at the annual meeting, an estimated budget for the next fiscal year.
4. The Executive Secretary (E.S.) shall have custody of the funds of the Association. The E.S. shall invoice and receive dues for the various members, keep records of all members, make authorized disbursements and shall maintain adequate and current financial records of the Association's transactions, and shall prepare an interim financial statement covering the Association's operations to date at the annual meeting. Additionally, an estimated pro-forma statement for the balance of the fiscal period shall be available.

SECTION 6. The Scorer shall compile and maintain the individual and cumulative scores of all contestants for the contest year of the Association.

SECTION 7. The Junior Staff Commodore along with the Chairman of the Board of Directors (C.O.B.) shall be the Senior Advisers to the Bridge.

SECTION 8. The Commodore, Vice Commodore, Rear Commodore, Secretary/Treasurer, Jr. Staff Commodore and the C.O.B. shall constitute the Executive Committee. During the period between annual meetings, matters involving significant policy decisions or expenditures in excess of \$500 shall require approval of a majority of the Executive Committee. The Executive Committee shall also have authority to render decisions by a majority vote on any matter submitted to it by the Commodore or Board of Directors.

SECTION 9. The Bridge shall consist of the Flag Officers, all past Commodores, and such additional officers as the Commodore may designate.

ARTICLE VI

DIRECTORS

SECTION 1. This Association shall have a director from each member Association plus up to four directors at large.

SECTION 2. The number of directors shall correspondingly be increased with the addition of each new member association and correspondingly decreased with the deletion of a member association.

SECTION 3. Each member association shall appoint one director to represent it, and at its option may also nominate one director at large. Up to four directors at large shall be elected from nominees for that office.

SECTION 4. Vacancies on the Board of Directors shall be filled by the member association which the vacated director represented. Such new director shall serve for the balance of the term of the vacated director. Vacancies among directors at large may be filled by a vote of the Executive Committee at a special meeting called for this purpose.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the officers of this Association together with the Directors of this Association.

SECTION 2. One third of the total Board of Directors shall constitute a quorum for the convening of any meeting, and a majority vote of the quorum shall be necessary to enact any resolution and conduct the business at such a meeting.

SECTION 3. The five most recent Staff Commodores, other than Jr. Staff Commodore, shall be honorary members of the Board of Directors with the right to vote.

SECTION 4. The Board of Directors shall have the sole authority to perform the following duties:

1. Amend the bylaws by a two-thirds (2/3) vote of a quorum.
2. By a majority vote of a quorum:
 - a. Elect officers and up to four directors at large at the annual meeting.
 - b. Establish member association and individual membership dues for the following year at the annual meeting.
 - c. Approve changes to the NACA scoring system.
 - d. Approve changes in mandatory provisions of the NACA contest rules.

- e. Approve the "Recommended Contest Rules" for member associations.
- f. Approve the annual budget.
- g. Establish the date and sites of NAI contests and the annual meeting.
- h. Vote on any matter submitted to it for action by the Commodore singly, or by the Vice Commodore and Rear Commodore jointly, or by a majority of the Staff Commodores on the board of directors.
- i. Designate a Chairman of the Board determined by a majority vote of the Directors at the Annual Meeting.

SECTION 5. A special meeting of the Board of Directors may be convened by mail or teleconference to vote on any matter requiring Board action. Each director shall be sent a written notice setting forth the matter to be considered at least twenty (20) days prior to the date specified for said vote. Votes may be by written proxy or written ballot, and each such vote shall be counted toward a quorum and a vote as if the director were present in person.

ARTICLE VIII

MEETINGS

SECTION 1. The annual meeting of this Association shall be held each year, at a time to be announced, during the dates scheduled for the running of the North American Invitational Cruiser Navigation Contest. Each director not attending may, by proxy in writing, designate another individual to represent him at such meeting. The designee shall have the right to vote and perform all other functions that the designating director could have performed if in attendance.

Section 2. Special meetings of the Association may be called by the Commodore at any time for any particular business matter requiring Board action. Each member of the Board of Directors shall be given no less than twenty (20) days notice of said meeting, which notice shall set forth the matter or matters to be determined. Each director may attend in person, or by proxy or written ballot, submitted by the date of the meeting. The ballots and proxies shall be counted in computing the quorum and vote.

ARTICLE IX

AMENDMENT TO BYLAWS

SECTION 1. The bylaws may be amended by vote of no less than two-thirds (2/3) of a quorum at any annual meeting or special meeting of the Board of Directors.

SECTION 2. If an amendment is to be considered at an annual meeting, no notice of the proposed amendment need be given prior to the meeting.

ARTICLE X

MISCELLANEOUS

SECTION 1. The words "staff" and "past" shall be interchangeable when used to designate a former commodore.

SECTION 2. Reference to masculine or feminine gender shall be interpreted to include both genders.

SECTION 3. For the sole purpose of designation of officers in the event of the incorporation of the Association in the State of California, the Commodore shall be designated "The Chief Executive Officer" or "President", the Secretary/Treasurer shall be designated "Treasurer", and the Vice Commodore shall be designated "Secretary". This designation shall not modify the duties to be performed by the officers of the Association as set forth in these bylaws.