



Audi

MELGES²⁰**Class Association Constitution (May, 2011)****1. TITLE**

- A. The name of the Association organized under these bylaws for the Audi Melges 20 class of boats ("Audi Melges Twenty", "Audi Melges 20" and "Class") shall be the International Audi Melges 20 Class Association ("IAM20CA").

2. PURPOSE OF THE CLASS ASSOCIATION

- A. The purpose of the IAM20CA is to provide fun sailboat racing for its members by:
 - 1. Providing a structure for Class administration and the exchange of information among members
 - 2. Protecting the one design integrity of the Class and the Audi Melges 20 Class Rules (the "Rules")
 - 3. Organizing and conducting a series of championship regattas at attractive and affordable sailing venues
 - 4. Promoting the Class and developing regional fleets and regional sailing events
 - 5. Providing structure for regional and local fleets to organize and also to collaborate with each other and with the International Class Association

3. CLASS MEMBERSHIP

- A. Audi Melges 20 owners who hold a valid Audi Melges 20 Builder's Declaration and who have paid the prescribed annual membership dues shall be members of the Class Association. Members may hold office & vote, one vote per boat.
- B. The members shall be bound by this Constitution, and any properly made amendments thereto.
- C. Membership, along with all rights and privileges shall be discontinued during any period of unpaid membership dues or other delinquent payments due to the Class Association.
- D. A member may be suspended by a majority vote of the Board of Directors for:
 - 1. Committing an act in gross violation of the Class Rules or the Class Association Constitution.
 - 2. Serious breeches of sportsmanship or conduct determined by the Board of Directors to be unacceptable and contrary to the interest of the members.
- E. A suspended member seeking reinstatement may apply to the Board of Directors. Reinstatement will be upon majority vote of the Board of Directors.

4. MANAGEMENT OF THE CLASS ASSOCIATION

- A. The members delegate responsibility for the management of the affairs, activities and property of the Class Association to the Board of Directors in accordance with these Bylaws and the decisions made by the members at membership meetings.
- B. The Board of Directors may delegate to any one or more of its members such powers and duties as it shall determine except for:
 - 1. Suspension or reinstatement of a member
 - 2. Setting class association dues
 - 3. Appointment of officers and members of the Technical Committee
- C. The Board of Directors shall normally delegate the day-to-day administration of Class Association activities to its Class Officers and its Class Secretary.

5. BOARD OF DIRECTORS, CLASS OFFICERS

- A. The Board of Directors shall consist of eight (8) members

1. Six (6) Directors shall be elected by Class members, of which three (3) shall be from North America and three (3) from Europe.
 - a) *In the event that additional regions are added to the Class, the size of the Board shall be increased by 3 members for each new region.*
 - b) *Only members of each region may vote for the 3 members from their region.*
2. Two (2) representatives shall be from the Professional Group. For purposes of this section and the later section regarding the Audi Melges 20 Technical Committee, the Professional Group consists of representatives of Melges Boatworks or designees as determined by Melges Boatworks. Representatives from the Professional Group shall have full voting rights but may not serve as an International Class Officer.
- B. Board members elected by the Class membership shall be elected for terms of two years. The Class Officers shall normally solicit nominations and conduct the election during the month preceding the Annual General Membership Meeting. Board members from the Professional Group shall also be named during the month preceding the Annual General Membership Meeting.
- C. The deadline for voting for new Board members shall be at a date set by the current Board but in no case later than one (1) week prior to the Annual Membership Meeting.
 1. For the purposes of electing members of the board, voting may be by email, postal mail or other media as specified by the Class President.
- D. New Board members shall take office at the Annual Membership Meeting following the election.
- E. In case of vacancy, the Class Officers may conduct an election at the appropriate time, in accordance with Section's 5 and 7 of this document.
- F. The Board of Directors shall elect the Class Officers from among its members:
 1. International Class President
 2. International Class Vice President (who shall generally be Class President-Elect)
 3. A Regional Vice President for each region
- G. The Board shall appoint a Class Treasurer. The Class Treasurer shall be a member of the Class Association.
- H. The Board shall appoint a Class Secretary. The Class Secretary need not be a member of the Class Association.
- I. The Board may appoint a Chief Measurer. The Chief Measurer need not be a member of the Class Association.
- J. Elections will normally occur at a Board meeting held at the time of the Annual General Membership Meeting. In case of vacancy, the Board may elect a replacement at the appropriate time. Newly elected officers will take office at the end of the meeting in which they are elected.
- K. The Board shall, in electing its President or Vice President take into account the need for regional rotation.
- L. No President or Vice President may serve more than two consecutive two-year terms in one office.
- M. The Class Treasurer shall:
 1. Audit periodically, both at the direction of the Board of Directors and in his or her sole delegated discretion, the Class Associations' accounts.
 2. Present financial statements and a budget at the Annual General Membership Meeting.
- N. The Class Secretary shall:
 1. Carry out the duties imposed by this Constitution.
 2. Carry out all tasks as reasonably required by the Board of Directors including but not limited to administration of the Class Association's activities and maintenance of Class records.
 3. Keep minutes of meetings and give notice to members of meetings. The Class Secretary will communicate the decisions of the Board of Directors to the members and such other persons as the Board of Directors shall direct.
 4. Provide such support as may be reasonably requested by the International Class President.
- O. The Chief Measurer shall:

1. Serve on the Class Technical Committee as described in the relevant section of this Constitution.
2. At the direction of the Board, establish and oversee procedures for assuring compliance with all class rules at sanctioned Class One Design Events.

6. BOARD MEETINGS

- A. Board of Directors' meetings shall be held at such times and at such locations as necessary to efficiently carry out the business of the Class Association. Board meetings may be called by the International Class President or Class Vice President acting on his or her behalf or may be agreed at a previous meeting of the Board of Directors.
- B. Notice of meeting shall generally be provided to Board members at least four weeks in advance of such meetings.
- C. Meetings may be held by teleconference or email at the discretion of the International Class President. Not less than one meeting annually shall be held in person at a meeting called for that purpose.
- D. A simple majority of the voting Board of Directors shall constitute a quorum.
- E. The International Class President shall chair all meetings at which he or she is present. In his or her absence, the Class Vice President shall chair the meeting. In the absence of both the International Class President and Class Vice President, the Board members in attendance shall elect a member in attendance to serve as chair of the meeting.
- F. Each member of the Board of Directors shall be entitled to one vote with the sole exception being that, in the event of a tie vote, the International Class President shall have a second vote to break the tie.

7. MEMBERSHIP MEETINGS

- A. Each member shall be entitled to attend the Annual General Membership Meeting and any Special Membership Meetings of the Class.
- B. The General Membership Meeting shall be held annually in such place and at such time as the Board of Directors may consider most convenient to the majority of the members, generally as part of the Audi Melges 20 World Championship regatta (upon approval of ISAF).
- C. A Special Membership Meeting shall be called by the Class Secretary:
 1. On resolution of the Board of Directors, but subject to clause 7.D
 2. Not more than four weeks after receipt by the Class Secretary of a written demand, from not less than ten members, for a Special Membership Meeting, which demand shall also specify and include any resolution which the members concerned wish to propose at the meeting.
- D. The Class Secretary shall give at least four weeks written notice to the members of the Annual or any Special Membership Meeting together with a copy of the agenda for the meeting and of any resolutions which have been provided.
- E. The chairperson at any Membership Meeting shall be the International President, or in his or her absence, the International Vice President.
- F. Each member present in person or by written proxy shall be entitled to one vote (per boat) at a Membership Meeting.
 1. Members representing other members by proxy at any Membership Meeting shall declare at the start of the meeting the names of the members represented in proxy and provide copies of the written proxy.
- G. Members representing half of the current membership, present in person or by written proxy, shall form a quorum at Membership Meetings.
- H. Unless a resolution has been specifically designated as a "Special Resolution" within this Constitution, any resolution presented at a Membership Meeting shall be considered a General Resolution.
- I. A General Resolution at Membership Meetings shall be decided by simple majority of the votes cast, provided that in the event of a tie, the chairperson of the Membership Meeting shall have a second vote.
- J. A Special Resolution at a Membership Meeting shall be decided by a two thirds (2/3) majority of the votes cast.

8. AMENDMENTS TO CONSTITUTION

- A. This Constitution may be amended only by a Special Resolution of which notice has been duly given and which is duly proposed and adopted at a Membership Meeting in accordance with the foregoing provisions.

9. AUDI MELGES 20 CLASS TECHNICAL COMMITTEE ("TC")

- A. Members of the Audi Melges 20 TC shall be appointed by the Board. Appointments of the members of the TC will normally occur at a Board meeting held at the time of the Annual General Membership Meeting. The TC shall be comprised of:
 - 1. Two members chosen by the Professional Group
 - 2. The Chief Class Measurer, if one has been appointed by the Board
 - 3. The International Class President, who shall be the Chairman of the TC
 - 4. The International Class Vice President, who shall be the Vice Chairman of the TC
 - 5. The Regional Vice Presidents
 - 6. Regional Management Committees ("RMC") for each region
 - a) *Each Regional Vice President shall be the Chairman of their respective RMC.*
 - b) *In addition to the Regional Vice President, the RMC shall be comprised of 4 members from that region.*
 - c) *Of the five (5) members of the RMC, membership shall be allotted proportionally, as closely as possible, based on the number of current class members within each nation in that region.*
- B. Members of the TC shall be appointed for terms of two years. In the case of vacancy, the Board may select a new member who shall serve the remaining term of the vacancy.
- C. The TC shall be responsible for:
 - 1. Monitoring the use and enforcement of the Class Rules
 - 2. Developing and proposing corrections and improvements to the Rules. Such proposals shall be submitted to the Board of Directors for review and final approval.
 - 3. Reviewing all helmsman application decisions to assure that all regions conform with the intent of the class rules as well as all policies and procedures adopted by the TC regarding helmsman applications.
 - 4. Developing policies and procedures for implementing the aforesaid responsibilities
- D. The Regional Management Committees shall be responsible for:
 - 1. Reviewing and ruling on all helmsman applications within their region
 - a) *All helmsman application decisions made by the RMC shall be shared with the entire TC in a timely manner. In the event an application is denied, or if the vote is not unanimous, the RMC shall include an explanation outlining the factors that impacted the decision.*
 - 2. Developing a regional schedule of events and managing Regional One Design events
 - 3. Developing policies and procedures for the management of the class within that region
 - 4. Setting annual regional dues to fund regional activities, as necessary. These dues will be in addition to any Class Association dues set by the Board of Directors.
- E. Proposals by members for amendment of the Class Rules must be submitted in writing to the Audi Melges 20 TC. The TC, working closely with the Professional Group, shall consider proposals to amend Class Rules, and may submit them, with rationale and recommendation, to the Board of Directors for consideration. Class Rule amendments shall be submitted to the membership upon approval by majority vote of the Board of Directors.
 - 1. Class Rules may be amended only by a Special Resolution of which notice has been duly given and which is duly proposed and adopted at a Membership Meeting in accordance with the foregoing provisions.
- F. No amendment or revision of the Audi Melges 20 design and construction specifications (Class Rules 5.0 through 9.0 and Appendices 12.5, 13.0) whether submitted by the Board of Directors, or Audi Melges 20 TC, shall become effective without the prior written approval of the Professional Group.

- G. If the Audi Melges 20 TC is unable to reach a decision on a matter, acting in its capacity defined herein, the matter in question shall be referred to the Board of Directors for action and final disposition.

10. MEMBERSHIP DUES AND OTHER FEES

- A. The Class Association shall be funded primarily by annual dues and sail royalty fees paid by members. The amount shall be determined by the Board of Directors, taking into consideration the International Class Treasurer's recommendation. All other fees, such as those for services provided at events, professional, or other shall be decided by the Board of Directors.
- B. The Board of Directors may set special fees based upon unique or differing circumstances, such as establishing an additional fee for boats utilizing advertising, or such other circumstances as the Board of Directors may deem appropriate.

11. FUNDS, ACCOUNTS, AND EXPENSES

- A. The funds of the Association shall be maintained by Class Treasurer in a manner approved by the Board of Directors.
- B. Accounts which show assets and liabilities of the Class Association and receipt and expenditure of funds shall be kept by the International Class Treasurer, not less than quarterly.
- C. A statement of accounts for the preceding year shall be presented by the Class Treasurer at the Annual General Membership Meeting. A fully transparent statement of accounts of all revenue and expense items shall be made available to the Board of Directors not less than annually and within 30 days of a written request from the Board of Directors at any time.
- D. The reasonable expenses of the Board of Directors in meeting their obligations under these bylaws shall be payable out of the funds of the Class Association.

12. LOCATION OF THE CLASS ASSOCIATION OFFICES

- A. The current address and phone number of the Audi Melges 20 Class Association Office are:
Audi Melges 20 Class Association P.O. Box 1 Zenda, WI 53195 USA
- B. The Class Association Offices may be relocated by a majority vote of the Board of Directors, and will generally follow the Class Treasurer or an independent firm or contractor hired by the Board of Directors to service the business affairs of the Class Association.

13. CLASS ONE DESIGN EVENTS

- A. All Class One Design Events shall be organized in accordance with the ISAF Racing Rules of Sailing.
- B. Boat owners shall be members of the Class Association before racing in a Class One Design Event.
- C. Regional One Design Events
 - 1. Regional One Design events, schedules and venues shall be organized and managed by the Regional Management Committee.
 - 2. The Regional Management Committee shall submit the regional schedule of events to the IAM20CA Board for approval at least 90 days prior to the first event of the schedule.
 - 3. Only events sanctioned by the IAM20CA shall be considered when calculating class rankings, sail limitation marks and such other considerations as the IAM20CA Board may decide.
 - 4. In considering the proposed schedule of events, the IAM20CA Board of Directors shall take into account the recommendation of the Director(s) representing each region.
- D. World and Regional Championships
 - 1. Organization, venue and management of World and Regional Championships shall be the responsibility of the IAM20CA.

2. Venues for World and Regional Championships shall be proposed by the IAM20CA Board of Directors as a General Resolution to be voted on by the members at the Annual General Membership Meeting or, if necessary, at a Special Membership Meeting.
3. IAM20CA has the exclusive right and responsibility for selecting the Principal Race Officer for World and Regional Championships.
- E. National Championships
 1. Organization, venue and management of National Championships shall be the responsibility of the Regional Management Committee.
 2. The Regional Management Committee has the exclusive right and responsibility for selecting the Principal Race Officer for National Championships.
- F. The IAM20CA, Regional Management Committee's and the Professional Group shall work together to maximize revenue from sponsorship rights relating to championships and other class events.

14. BUILDERS DECLARATION

- A. No yacht shall be an Audi Melges 20 under these bylaws unless it holds a current, valid Builders Declaration.
- B. No yacht shall race in a Class One Design Event, unless it holds a current, valid Builders Declaration.

15. LIMITATIONS

- A. Members of the Board of Directors shall not be obliged to do any of the things required of them by these bylaws if the Class Association is unable to pay reasonable costs and expenses thereof.
- B. In the execution of their powers and duties under these Bylaws, no Class Officer or member of the Board of Directors shall be liable for any loss or damages to any of the members or the former members of the Class Association or the assets of the Class Association by reason of any mistake or omission made in good faith by such officer or member of the Board of Directors or for any other matter, other than willful wrongdoing, wrongful omission, or fraud on the part of the person who is sought to be made liable.

16. LANGUAGE

- A. The official language of the International Audi Melges 20 Class Association shall be English. When a translated version of this constitution differs from the original English version, the English version shall be the controlling document.