

**CONSTITUTION
OF
CHARLESTON OCEAN RACING ASSOCIATION, INC.
Amended by Membership on 11-17-22**

**Article I
Name**

This Association shall be perpetual, and shall be known as The Charleston Ocean Racing Association, Inc. (the “*Association*”).

**Article II
Charitable Purpose**

The Association is organized for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations. The Association shall engage only in activities permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, or officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms the individual has received, understands, and agrees to comply with the conflicts of interest policy and understands the organization must engage primarily in activities to accomplish one or more of its tax-exempt purposes.

Upon the dissolution of the Association, its assets shall be distributed to one or more exempt organizations within the meaning of Internal Revenue Code Section 501(c)(3) and consistent with the Association’s charitable and educational mission.

Except as may be limited by the Association’s Articles of Incorporation or Constitution, and in all cases only to the extent in furtherance of its purposes as set forth in this Article III, the Association will have such powers as are now or may hereafter be granted corporations under the South Carolina Nonprofit Corporation Act of 1994, as amended, Chapter 31, Title 33, S.C. Code (the “*Nonprofit Act*”).

**Article III
Objectives**

The primary objects of this Association are to promote sailing, to encourage good fellowship among sailors, afloat and ashore, to assist boat-owner members to obtain competent and congenial crews, and to assist its non-boat owning members to obtain desirable berths. In accomplishing its objects, the Association will use good faith in bringing owners and crew

together and in making crew arrangements but will not be liable for the acts or failures to act of any boat owner or crewmember.

Article IV Amendments

The Articles of Incorporation and this Constitution may be altered or amended by a two-thirds vote of the membership present at the Annual Meeting (as defined in) or a special meeting called for that purpose. Due notice of such special meeting and proposed alteration or amendment shall be provided to the membership at least 28 days in advance of the meeting and shall include a copy of the proposed amendment(s) and that portion of the existing constitution which it is proposed to amend.

Article V Officers

The officers of this Association shall consist of: Commodore, Vice Commodore, Rear Commodore, Past Commodore, Secretary, Treasurer, Measurer, Solicitor, and Historian (each an "**Officer**" or "**Director**" and, collectively, the "**Officers**" or "**Directors**"). All Officers shall be elected at the Annual Meeting (as defined in Article IX) of the Members in each year and shall hold office until the next Annual Meeting or until their successors are elected and qualify. Each Officer shall be a director on the Board of Directors (as defined in Article VII) and shall hold office for a term of one (1) year ("**Term**") and shall hold office until his or her death, resignation, retirement, removal, disqualification, and until his or her successor is elected and qualifies. An individual shall be eligible to serve in a specific officer role for no more than four (4) consecutive Terms, unless such Term limitation is waived by action of the Board of Directors. After a lapse of one year following the continuous service of four (4) or more Terms, such individual may be re-elected to serve in such officer role.

All elections shall be by paper ballot, or at the discretion of the Board of Directors should circumstances warrant, by electronic ballot in accordance with the Nonprofit Act. A majority of the votes cast shall be necessary for election. The slate shall be made available to the membership at least twenty eight (28) days prior to the Annual Meeting, following the approval of such slate of nominees by the nominating committee.

Any separate nominations to any Officer position may be made by petition of at least three (3) of the membership and shall be submitted in writing to the Board of Directors at least twenty one (21) days prior to the Annual Meeting for dissemination or public notice to the membership at least fourteen (14) days prior to the Annual Meeting.

Any Officer may be removed from office at anytime with or without cause by the Board of Directors. Officers may resign while they are holding office by submitting their resignation in writing to the Board of Directors. Any such resignations will be effective when received by the Board of Directors.

Any vacancy in office, by way of removal, resignation, or otherwise, shall be filled by appointment through the vote of the majority of the Board of Directors, and the new officer shall serve for the unexpired Term of his or her predecessor.

Article VI Officer Roles

Commodore: The Commodore shall take command of the squadron, preside meetings of the Board of Directors and membership, and enforce the laws and regulations of the Association. The Commodore shall be ex-officio a member of all committees.

Vice Commodore: The Vice-Commodore shall assist the Commodore in the performance of his or her roles and responsibilities, and in absence of the Commodore, shall serve in the stead of the Commodore. The Vice Commodore shall be chairman of the Entertainment Committee and Long Range Planning Committee.

Rear Commodore: The Rear Commodore shall perform such duties as may be assigned by the Commodore or Vice Commodore and shall be chair of the Race Committee.

Past Commodore: The Past Commodore shall be the immediate prior Commodore. If unavailable to serve, a prior Commodore may be elected to the position. The Past Commodore shall chair the Nominating Committee.

Secretary: The Secretary shall perform the duties and responsibilities pertaining to this office and shall be chair of the Publicity and Membership Committee.

Treasurer: The Treasurer shall perform the duties pertaining to this office and shall be chair of the Budget and Finance Committee.

Measurer: The Measurer shall ensure that all boats are properly rated and certified and communicate all ratings and changes in ratings to the members. The Measurer shall be custodian of the rating certificates and shall chair rating committees to vote on changes to ratings and rating appeals as necessary. The Measurer shall be a member of the Race Committee.

Solicitor: The Solicitor shall take charge of all legal business of the Association and shall be its legal advisor.

Historian: The Historian shall each year write a log of the Associations activities during the past year and present it to the membership at the Annual Meeting.

Article VII Board of Directors

Authority: Subject to the Articles, this Constitution, the Nonprofit Act, and applicable law, the business and affairs of the Association shall be governed by a board of voting directors (the “Board of Directors” or the “Board”). Except as otherwise reserved to the membership in this

Constitution, all authority in, responsibility for, and governance of the affairs of the Association shall be vested in the Board of Directors.

Composition: The Board of Directors shall consist of all the Officers. Each Officer shall have the right to vote upon matters before the Board.

Regular Meetings: The Board of Directors shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise.

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Commodore or by a majority of the Board of Directors. Such meetings may be held at the time and place fixed by the person or persons calling the meeting.

Notice of Board Meetings: Notice of the time and place of regular meetings shall be served either personally, by electronic mail, posted calendar on Association website, or by mail not less than ten (10) nor more than forty (40) days before the regular meeting upon each person who is an Officer. Notice of a special meeting must state the time, place and purpose or purposes thereof and shall be served personally or by mail upon each Officer not less than two (2) nor more than forty (40) days before such meeting. Any Officer may waive notice of any meeting. Attendance by an Officer at a meeting shall constitute a waiver of notice of such meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Quorum: At any meeting of the Board of Directors, the presence of a majority of the Officers in office immediately before the meeting, shall constitute a quorum for transaction of business at any meeting of the Board. In the absence of any quorum or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the Officers without notice other than by announcement at the meeting and without further notice to any absent Director.

Manner of Acting: Except as otherwise provided in this section or as required by South Carolina law, the act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. No voting by proxy shall be permitted.

Informal Action by All Directors: Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at the meeting of the Board of Directors or of any committee of the Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all the Officers entitled to vote on the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be recorded with the minutes of the Association.

Telephone, Videoconference and Similar Meetings: Officers may participate in and hold a meeting by means of telephone conference, video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Order of Business: At regular meetings of the Board of Directors, the Commodore, with the approval of the Board of Directors, shall prescribe the order of business.

Rules of Order: The Commodore shall employ such rules of order for the governance of meetings of the Board of Directors as he or she, in his or her reasonable discretion, deems advisable and in the best interests of the Association, and may refer, in whole or in part, to any provisions of the latest edition of Robert's Rules of Order as a procedural guide for meetings of the Board. Similarly, any person that is chairing any meeting of any committee, council, or body of the Association may employ such rules of order, in connection therewith, with the same authority as granted to the Commodore in this Section 3.

Article VIII Committees

Standing Committees: Each year, an Officer shall serve as chairman of each of the Standing Committees. Each chair shall appoint from the membership to serve on his or her committee and shall report the names of committee membership to the Secretary.

Race Committee: This committee shall consist of at least three members, but not more than seven members; and shall be chaired by the Rear Commodore. The Chief Measurer shall also be a member of this committee. It shall supervise and conduct all races run under the auspices of the Association. It shall have the general supervision and control of boating activities of the Association. There shall be no appeal from the decisions of the committee, except as provided for under the rules of the United States Sailing Association (US Sailing).

Publicity and Membership Committee: This committee shall consist of at least three members and shall be chaired by the Secretary. It shall have the general responsibility for the dissemination of news to the media, publication of the Association's newsletter to members, and shall submit such publicity releases as requested by the Commodore. It shall direct the work of securing new members and shall maintain a membership roster and crew lists.

Budget and Finance Committee: This committee shall consist of at least five members, of whom one will be the immediate Past Commodore and the Treasurer who will be the chairman. It shall prepare the Association's annual Budget for submission to the Board of Directors. It shall also assist in such other problems of financing the Association's activities as shall be requested by the Commodore or the Board of Directors.

Long Range Planning Committee: This committee shall consist of at least five members of whom two will be Past Commodores and a third will be the Vice Commodore, who will be the chairman. It shall be established to consider all aspects of the Association's future needs, problems and activities and to conduct such investigations as are necessary and advisable and make periodic reports to the Board of Directors and membership. It shall submit a planning calendar for the succeeding year at the Annual Meeting (as defined in Article IX).

Entertainment Committee: This committee shall consist of at least three members and shall be chaired by the Vice Commodore. It shall have direction and control of all lectures, conferences, parties, receptions, banquets, dances, films, and all other matters pertaining to the instruction and

entertainment of the Association. It shall also schedule, arrange for, and be responsible for all such functions authorized.

Nominating Committee: This Committee shall consist of five members: The immediate past five Commodores. The chairman shall be the Immediate Past Commodore. It shall nominate a slate of officers for the succeeding year at the Annual Meeting.

Ethics Committee: This Committee shall review matters of conduct that are brought before it and shall make recommendations to the Board of Directors. The Ethics Committee shall review all matters concerning disputes with or between members that are brought before it. If the Ethics Committee determines that the complaint is unjustified or can mediate a settlement between the members involved, the matter shall be closed. If the Ethics Committee determines that the Board of Directors must act on the complaint, it shall report its findings to the Board of Directors. The Ethics Committee shall consist of the immediate past three Commodores who are not currently serving on the Board of Directors.

Ad Hoc Committees: Subject to the requirements of applicable law, the Board of Directors may from time to time create ad hoc committees with such powers and duties as the Board or the Chair may prescribe.

Article IX Meetings of the Membership

The annual meeting of the membership of the Association shall be held in November of each year (the “*Annual Meeting*”). At the Annual Meeting of the membership, the Commodore and the Treasurer shall report on the activities and financial condition of the Association.

Special meetings of the membership may be called by the Commodore whenever he or she may deem necessary and shall be called on the written request of five Members. At special meetings, no business shall be transacted other than that stated in the call except by unanimous consent.

Regular meetings of the membership shall be held at least six times a year. Ten (10) days notice shall be given to the membership of all meetings.

While it is the preference of the Association that meetings of the membership will be in person, the Board of Directors may determine that circumstances that the meeting be held virtually, by teleconference or videoconference, and any related voting may be done pursuant to electronic ballot in accordance with the Nonprofit Act.

Including two Directors, ten (10) members or 10% of the membership, shall constitute a quorum.

Membership: There shall be two types of membership.

- a. “*Members*” shall be owners of boats eligible to participate in races approved by the Association.
- b. “*Associate Members*” shall be open to any other persons interested in or participating in the

approved sailing program of this Association.

Honorary Membership: Additionally, the Board may convey honorary membership in its discretion, with such rights akin to either Member status or Associate Member status.

Notwithstanding this Article X or Article XI, for purposes of this Constitution, the term “membership” shall include all types of members.

Rights and Privileges of Members. The entire membership shall have the right to vote on any issue presented by the Board and as otherwise required under South Carolina law, to serve in corporate office and directorship of the Association, and to exercise such other rights and privileges as established by the Board of Directors from time to time. In addition to doing all things required or allowed by law, the entire membership shall have the following rights and responsibilities:

- a) Vote on any amendment to the Constitution or the Articles of Incorporation; and
- b) Vote on any proposed plan of merger, consolidation or dissolution of the Corporation or the creation by the Corporation of any controlled corporation;
- c) Elect Officers in accordance with this Constitution.

Article XI Voting of Membership

Voting: Each Member and Associate Member shall be entitled to one (1) vote, provided however, at the request of three (3) Members present at such meeting, the issue shall be voted upon solely by the Members, without any participation by the Associate Members. Notwithstanding the foregoing, the Members may not limit any of the membership from voting upon any issue or action item listed in “**Rights and Privileges of Members**” as provided above if the proposed action is to limit the then-current rights and privileges of the Associate Members.

When an issue is to be voted on by Members only, pursuant to the procedure prescribed herein, then such vote will be limited so that no single boat will have more than one vote notwithstanding the number of owners of said boat. A Member with more than one boat registered with the Association will be limited to one vote.

Article XII Annual Dues; Finances

The annual dues levels and payment terms shall be approved by majority vote of the membership of the Association at its Annual Meeting for effect in the successive year.

All funds of the Association shall be deposited in accounts with duly established sound and responsible banks as the Board of Directors may determine. Payment from these accounts shall be made only by checks, drafts, or other withdrawal orders signed by the Treasurer or the Commodore, or as otherwise provided pursuant to resolution of the Board of Directors. All monies received by the Association or collected by any Association activity are to be deposited

in these accounts and all bills contracted by the Association or any Association activity are to be paid from these bank accounts.

During each annual budget period, the Board of Directors shall make appropriations from the Association funds as consistent with the budget and such additional appropriations may not exceed 10% of the total budget without the approval of the membership.

Article XIII **Termination of Membership**

In cases of misconduct by a Member or Associate Member, the Board of Directors at the recommendation of the Ethics Committee is empowered to reprimand or censure any of the membership, to suspend membership for no more than ninety days, or by majority vote of the Board of Directors, to recommend termination of the membership status permanently. Any termination recommendation by the Board of Directors must be voted on by the general membership where a three fourths (3/4) vote of the membership in attendance at a meeting duly called for that purpose is required to terminate an individual's membership status permanently.

Article XIV **Flag**

The flag of the Charleston Ocean Racing Association shall be a triangular blue pennant with the hoist approximately two third (2/3) of the fly.

A red stripe with 4 five-pointed white stars equally spaced thereon shall bisect the angle of the hoist and top side and proceed downward to a point midway on the bottom side. Separating the red stripe from the blue field on either side shall be a white stripe of a suitable width.