Constitution
Of
Charleston Ocean Racing Association
12-11-67
Amended December 17, 1998
Amended September 16, 2004
Amended November 15, 2012
Amended October 15, 2020 (Article XIV)

Article I

This Association shall be perpetual, and shall be known as The Charleston Ocean Racing Association.

Article II

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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, or officers, or other private persons, except that the organization 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, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501 c(3) tax code and consistent with CORA's mission.

Article III

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

This Constitution may be altered or amended by a two-thirds vote of the members present at an annual meeting 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 30 days in advance of the meeting and shall include a copy of the proposed amendments and that portion of

the existing constitution which it is proposed to amend, provided, however, that this article shall not apply to, or authorize any amendment alternation or repeal of Article I.

Article V

The officers of this Association shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Measurer, Solicitor, and Historian. All officers shall be elected at the annual meeting in each year and shall hold office until the next annual meeting or until their successors are elected and qualify.

All elections shall be by paper ballot and a majority of the votes cast shall be necessary for election. The slate shall be made available to the membership at least 4 weeks prior to the annual meeting by the nominating committee.

Nominations from the membership shall be submitted in writing to the Executive Committee at least two weeks prior to the meeting for dissemination or public notice to the membership at least one week prior to the annual meeting.

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

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

Article VI

Commodore: It shall be the duty of the Commodore to take command of the squadron, to preside at meetings and enforce the laws and regulations of the Association. The Commodore shall be ex-officio a member of all committees.

Vice Commodore: Shall assist the Commodore in performing assigned duties and tasks, and in absence of the Commodore act in behalf of the Commodore. The Vice Commodore shall be chairman of the Entertainment committee and Long Range Planning Committee.

Rear Commodore: Shall perform such duties as may be assigned by the Commodore or Vice Commodore of the Executive Committee and shall be chairman of the Race Committee.
Secretary: Shall perform the duties pertaining to this office and shall be Chairman of the Publicity and Membership Committee.

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

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: Shall take charge of all legal business of the Association and shall be its legal advisor.
Historian: Shall each year write a log of the Associations activities during the past year and present it to the Association at the annual meeting.

Article VII

Standing Committees: Each year, members of the Executive Committee shall serve as chairman of the Standing Committees. Each Chairman shall appoint members to serve on their committee and shall report their names to the Secretary.

A. Executive Committee-This committee shall consist of the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Chief Measurer and the immediate Past Commodore and shall be chaired by the Commodore. It shall supervise the daily functions and affairs of the Association, and shall approve expenditures, which are consistent with the budget.

B. 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).

C. 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.

D. 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 Executive Committee. It shall also assist in such other problems of financing the Association's activities as shall be requested by the Commodore or the Executive Committee.

E. Long Range Planning Committee-This committee shall consist of at least five members of whom two will be Past Commodores and a third will 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 Executive Committee and membership. It shall submit a planning calendar for the succeeding year at the annual meeting.

F. 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.

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

H. Ethics Committee- This Committee shall review matters of conduct that are brought before it and shall make recommendations to the Executive Committee. 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 Executive Committee must act on the complaint, it shall report its findings to the Executive Committee. The Ethics Committee shall consist of the immediate past three Commodores who are not currently serving on the Executive Committee.

Article VIII

The annual Meeting of the Association shall be held in November of each year.

Special meetings may be called by the Commodore whenever he 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 shall be held at least six times a year. One week due notice shall be given the membership of all meetings.

Ten members or 10% of the membership, whichever is greater, including two members of the Executive Committee shall constitute a quorum.

Article IX

Membership: There shall be two classes of membership. Members shall be owners of boats eligible to participate in races approved by the Association.
Associate members shall be open to any other persons interested in or participating in the approved sailing program of this Association.

Article X

Voting: All members and associate members shall be entitled to vote on an issue, provided however, at the request of three members present the issue to be voted upon shall be limited to members only. When such 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 not withstanding the number of owners of said boat. A member with more than one boat registered with CORA will be limited to one vote.

Article XI

Honorary Membership: Honorary membership may be conferred by the Association at its discretion.

Article XII

The annual dues shall be fixed by majority vote of the Association at its annual meeting of the forthcoming year.

The funds of the Association shall be deposited in accounts with duly established sound and responsible banks and/or savings & loan associations as the Executive Committee may determine. Payment from these accounts shall be made only by checks, drafts, or other withdrawal orders signed by the Treasurer or the Commodore. 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 Executive Committee shall make appropriations from the Association funds as consistent with the budget and such additional appropriations may not exceed 10% of that budget without the approval of the membership.

Article XIII

Discipline: In cases of misconduct by a member or member's crew, the Executive Committee at the recommendation of the Ethics Committee is empowered to reprimand or censure the member, to suspend membership for no more than ninety days, or by majority vote of the Executive Committee, to recommend termination of the offending member permanently. Any termination recommendation by the Executive Committee must be voted on by the general membership where a three fourths (3/4) vote of the members at a meeting duly called would be required to terminate a membership permanently.

Article XIV

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.