

BYLAWS OF THE NORTHWEST INTERSCHOLASTIC SAILING ASSOCIATION

Article I:

Directives for Northwest Interscholastic Sailing Association

- 1.1 Purpose. The purpose of the Northwest Interscholastic Sailing Association (NWISA) is to advance High School sailing within the jurisdiction of the Northwest District of the Interscholastic Sailing Association (ISSA), geographically defined in the current ISSA Directory - Yearbook of High School Sailing.
- 1.2 Activities. All activities of the NWISA shall be conducted in accordance with the policies promulgated from time to time by the Board of Trustees of the NWISA.
- 1.3 Officers. The Chapter officers shall consist of a president, three Directors, and shall be elected among the NWISA Board of Trustees.
- 1.4 Assets. A complete accounting of all funds shall be made to the NWISA Board of Trustees upon request and in any event no less frequently than annually to coincide with the NWISA's fiscal year. All reporting for tax purposes shall be the prerogative and responsibility of the President.
- 1.5 Budget: All operations of the NWISA shall be conducted in accordance with an annual budget approved by the Board of Trustees.
- 1.6 Appropriations. Appropriations, gifts or grants of money or any other property of the NWISA, or the permission to use any such property, shall be made or given only for the purposes set forth in these bylaws.
- 1.7 Dissolution. The NWISA may be dissolved at any time by the two-thirds (2/3) vote of the Board of Trustees. All assets held in the name of the NWISA are the property of member schools and organizations and, in the event of dissolution; the NWISA shall immediately turn them over in equal parts to the member schools and organizations.

Article II: Board of Trustees

- 2.1 Number The business and property of the NWISA shall be managed by a Board of Trustees. The board shall consist of one representative from each member school or organization. Organizations with more than one member school registered will be allotted one trustee per organization on the board of trustees.

- 2.2 Trustees. One trustee and an alternate shall be appointed by their member school or organization when annual membership is renewed in accordance with section 4.1, for a term determined by that school or organization.
- 2.3 Meetings. The NWISA Board of Trustees shall hold an annual meeting the Friday prior to Cascadia Cup for the purpose of electing officers. Regular meetings shall be held at the winter coaches clinic and in the spring on the Friday prior to Fleet Districts for the conduct of business that comes before the Trustees. Special meetings may be called from time to time as needed.
- 2.4 Voting. Each Trustee shall possess one vote in matters coming before the Board. All voting at meetings of the NWISA Board of Trustees shall be by each member in person and voting by proxy shall not be allowed. Trustees attending meeting remotely via conference call will be considered as an in person vote. In the event of a tie vote, the NWISA President may cast the deciding vote.
- 2.5 Quorum. Ten NWISA Board of Trustees constitutes a quorum for the business of the Trustees.
- 2.6 Financial. The Fiscal Year of the NWISA shall be the calendar year. The NWISA shall have an independent audit of its financial records every three (3) years. The NWISA shall approve a yearly budget.
- 2.7 Delegation to Committees. The NWISA Trustees may appoint such committee chairs as necessary to accomplish the purpose of the NWISA. At least one NWISA Trustee will be a member of each committee. Other committee members may be trustees or citizens at large, appointed as the NWISA deems appropriate. The committees shall have and exercise the authority of the Trustees to the extent provided in such resolution and subject to any limitations imposed by law. The Trustees may dissolve any committee established by themselves.
- 2.8 Duties. The Trustees of the NWISA shall conduct the business of the NWISA in accordance with these bylaws and its policies by acting personally, delegating, hiring, contracting or any other means which accomplishes the purposes of the NWISA.
- 2.9 Financial decisions outside the budget shall be approved by a simple majority of the Trustees present. The President and designated Director Treasurer shall both sign on bank signature cards. Only one signature is required to withdraw funds of less than \$1000, two signatures required for withdrawals or expenditures \$1000 or greater. ISSA dues may be paid by the District Treasurer with only a single signature.

Article III Duties of Officers

- 3.1 President. The President shall exercise the usual executive powers pertaining to the office of the President, shall preside at meetings of the Trustees and perform such other duties as the NWISA Board of Trustees may designate or the President may delegate any duties to another Trustee. The President may be an ex-officio member of the ISSA and shall see that the NWISA operations comply with the purposes and policies of the ISSA. The President shall act as the first representative of NWISA at ISSA meetings. The President shall receive and be accountable for all funds belonging to the NWISA, pay all obligations incurred by the NWISA when payment is authorized, maintain bank accounts in depositories, maintain the duly adopted budget and render periodic financial reports and maintain financial records and send appropriate acknowledgments and documents to donors.
- 3.2 Director: Three trustees shall be elected as Directors and act to further the goals and mission of NWISA, fulfill Primary Duties of Directors (section 3.2.2) and perform other duties as the president shall direct. Each Director shall retain one vote each as a Trustee of the NWISA.
- 3.2.1 One Director shall be designated at the discretion of the President and Executive Committee to act as the second representative of NWISA at ISSA meetings. This Director shall act as the President in the absence of the President, shall act as the second signer on bank signature cards and shall perform such other duties as the President shall direct including the Primary Duties of Directors.
- 3.2.2 Primary Duties of Directors to be performed and delegated as agreed by the Executive Committee:
- A) Communication: It shall be the duty of the Directors to keep all records of NWISA including but not limited to minutes of meetings, policies, and resolutions. A record of topics for discussion at future meetings shall be maintained and prioritized for placement on agenda at district meetings in coordination with the President. Directors shall communicate these records to all trustees in an appropriate and timely manner. Be responsible for communicating feedback from Trustees, coaches, volunteers, sailors and parents to the Executive Committee for consideration.
- B) Logistics: It shall be the duty of the Directors to assist regatta organizers with the necessary logistics of hosting quality, affordable regattas. This includes but is not limited to assisting with sourcing and allocating boats to sail and manage the regatta, provide support to organizers with NOR and SI templates as well as encouraging timely posting of such documents, provide feedback on food and lodging plans, and assist in securing qualified PRO's, judges and umpires when necessary. In the event a regatta is scheduled in a venue without a host organization, the Directors shall work with the President to organize the regatta and/or delegate necessary tasks to accomplish the same.
- C) Development: It shall be the duty of the Directors to assist the President to encourage continued growth of NWISA. This includes but is not limited to identifying potential new member schools, providing encouragement, education,

tools and assistance to make entry into NWISA welcoming and not intimidating for new teams. Directors shall seek opportunities for continued advancement of Trustees/coaches/volunteers/PRO's/judges/umpires/sailors through educational activities including clinics, symposiums, certification courses, mentorship and guidance.

D) Compliance: It shall be the duty of the Directors to encourage and assist Trustees/coaches/programs/teams to comply with District and ISSA bylaws, policies and procedures. This includes but is not limited to monitoring and assisting with compliance of RP form entry requirements, and settling matters such as eligibility questions, regatta scoring and management questions, or other district issues or disputes as deemed necessary by the President or Trustees.

3.3 Member at Large: One member may serve if elected by Trustees at the annual meeting as an NWISA Executive Committee Member at Large. This office shall be open to a Past President of NWISA, or past Executive Committee Member of ISSA. Member at large shall act in an advisory capacity to the Executive Committee, will be allowed one vote as a Trustee of NWISA, and shall petition to hold an open seat for ISSA Member at Large if available.

3.4 This section intentionally left blank.

3.5 Election of Officers. Officers are elected at the annual fall meeting by a simple majority vote of NWISA Board of Trustees present. Officers may serve successive terms. Following the election of officers, the ISSA shall be notified of the Chapter's officers.

3.6 Terms of Office. Officers shall serve terms of one year from election by the Board of Trustees at their annual meeting.

3.7 Executive Committee. The duly elected officers shall constitute an Executive Committee who may, as a quorum of the NWISA Trustees, act for the NWISA in matters of urgency and importance that may arise between regular Trustee meetings.

Article IV Membership

4.1 Membership. Membership in the NWISA will be conferred upon payment of dues, as prescribed in a current schedule, renewable annually; registration with ISSA; and payment of damage deposit.

4.2 Meetings. Trustees are encouraged to attend any meetings of the NWISA Board of Trustees. Agenda items should be conveyed to the President at least one week prior to the meeting. Board trustees will receive an agenda at least 2 days before each meeting.

Adopted 3/17/01 by unanimous vote

Bylaws re-affirmed and changes adopted 10/27/17 by unanimous vote