

Bylaws and Operating Policies

The Catalina 4 Series Association

April 11, 2025

Article 1: Name

This organization shall be known as the **Catalina 4 Series Association**, hereafter referred to as the C4SA.

Article 2: Goals

The goal of C4SA is dedicated to advancing the enjoyment of ownership in Catalina 4 Series sailboats and promotion of camaraderie among their owners.

The objectives of the C4SA shall be:

1. Coordinate and promote cruising and social activities at local, regional, national, and international levels
2. Grow and retain membership;
3. Provide the Catalina owners' magazine, published as *Catalina Mainsheet* (formerly known as *Mainsheet*), to all C4SA members in good standing;
4. Promote and maintain the one-design characteristics of members' Catalina sailboats for all class racing and cruising activities;
5. Provide a central information source for:
 - a. Technical systems, maintenance, and care information, especially projects and tips from members;
 - b. Safe boating tips through collaboration with other yachting associations;
 - c. Advancement of the enjoyment of owning and sailing Catalina Series 4 sailboats.

Article 3: The Association

The C4SA shall consist of the following member Catalina sailboat fleets: Catalina 400 (C400), Catalina 42 (C42), Catalina 425/426 (C425/426), Catalina 440 (C440), Catalina 445/446 (C445/446).

Fleets are defined as groupings of a boat model, e.g., C400s are referred to as the C400 Fleet.

The C4SA is governed by a 14-member Board of Directors (hereafter referred-to as the BoD) and presided over by the Commodore. It consists of an Executive Committee of four Officers (Commodore, Vice Commodore, Secretary, and Treasurer), as well as ten At-Large Board Members (Communications and Membership, Webmaster, Quartermaster, Past Commodore, Catalina Mainsheet Editor, and five technical directors (C400, C42, C425/426, C440, and C445/446).

See Article 8 for Board members' responsibilities.

Article 4: Governing Rules and Scope of Operations

These Bylaws and the Operating Policies shall be the governing rules of the C4SA. In addition:

1. The Bylaws shall be binding upon all members and for all C4SA-sanctioned activities;
2. Any changes to the Bylaws must follow the following process:
 - a. Changes must be submitted to the Commodore by five (5) or more current members;
 - b. The Commodore will review the changes (contacting the submitters, if necessary, for clarification) and submit them, with recommendations, to the Executive Committee for review and possible approval and adoption;
 - i. Submittal to the Executive Committee should take place no later than four (4) weeks after receipt by the Commodore.
 - c. At the next Board meeting, the Executive Committee shall decide whether to accept the proposed change(s) and, if so, whether they require approval by the membership:
 - i. If the Executive Committee rejects the approved changes, then the Commodore will notify the submitters of the decision within seven (7) days after the Board meeting;

- ii. If the Executive Committee accept the proposed changes, but determine that they do not require approval by the membership, the Bylaws are updated and posted on the website with a note on the Home page that specifies the changes that were made;
- iii. If the Executive Committee accepts the proposed changes for consideration and determine that they require approval by the membership:
 1. The proposed change(s) shall be presented to the membership within 4 weeks of the original submission by being placed on the C4SA web site by the Association Webmaster no later than 2 weeks prior to the membership vote;
 2. At the same time, an email notifying members of proposed Bylaws changes, will be drawn-up by the Commodore and sent to the membership by the Communications Officer. The email will contain a link to a voting area that will enable members to approve or reject each change.
- iv. All disputes concerning the interpretation of the contents of this document shall be resolved by the Executive Committee of the C4SA and all such decisions shall be considered final.

Article 5: Membership in the C4SA

A member in good standing is one who owns or partly owns a qualifying boat and has paid the annual dues for his/her current membership year.

Member

1. A member is an owner or part owner of any boat eligible to be included in the C4SA and:
 - a. A member is active and able to vote if he/she is an owner or part-owner and has paid dues for the current period (e.g., if there are three owners of a boat and all three are active members, then they have three votes; if only two of the owners are active, then only two of them may vote);
 - b. If a paid/active member sells his/her boat or portion of a boat, he/she remains an active, but non-voting, member until his/her membership period ends. If, however, the member buys another Catalina 4 Series boat during the same period, then he/she regains voting status for that period and needn't pay dues a second time.
2. An active member who is an owner/part owner of a C4SA boat may hold any C4SA office and vote.
3. Members who own or partly own a boat and have not paid dues are unable to vote until they have paid their dues.

Removal of a Member

Any C4SA Officer, Director, or member may be suspended or expelled from the C4SA by a three-quarters, i.e., 3 of 4, vote of the Executive Committee for conduct or action deemed prejudicial or injurious to the C4SA.

Article 6: Conduct of Meetings

All meetings, including the annual membership meeting, shall be held under the guidelines of Robert's Rules of Order.

All meetings may use any method of holding a meeting: face-to-face, via the internet with a group meeting app (e.g., Zoom), or any other means suitable to enable maximum attendance and participation of members.

Article 7: The Board of Directors

The Board of Directors (as mentioned in Article 3) shall consist of fourteen (14) members:

- Four (4) Executive Committee Officers
 1. Commodore
 2. Vice Commodore
 3. Secretary
 4. Treasurer
- Ten (10) At-Large Board Members appointed by the Commodore

1. Communications and Membership
2. Webmaster
3. Quartermaster
4. Past Commodore (not appointed)
5. Catalina Mainsheet Editor
6. C400 Technical Editor
7. C42 Technical Editor
8. C425/426 Technical Editor
9. C440 Technical Editor
10. C445/446 Technical Editor

Executive Committee members shall serve for four (4) years and may serve multiple contiguous or non-contiguous terms.

The Executive Committee shall have the following responsibilities:

1. Conduct all business of the C4SA, in accordance with the Bylaws;
2. Determine Bylaws and Operating Policies;
3. Conduct voting, as needed;
4. Serve as the last court of appeal in disputes over the interpretation of those documents. Rulings of the Executive Committee shall be binding and final;
5. Review and approve/reject expense reimbursements. If approved, the Treasurer will disburse expense reimbursements.

Article 8: C4SA Officers

Officers of C4SA

Current members in good standing are eligible for the following Officer positions, and shall perform the duties detailed for those positions, below. The Officers are elected by the membership at an annual or called meeting. One person may hold multiple offices, if deemed appropriate, by the Executive Committee.

Term of Office

Officers may be elected, reelected, or replaced at the next voting session (generally, every four years), except in the case of vacancies (see below).

Assumption of Duties

The newly elected C4SA Officers shall assume their duties immediately following dissolution of the interim Officers at the Annual Meeting. Their terms of office will be 4 years. All Officer and Director positions may be held for multiple terms.

Vacancies

If an Officer or Director sells his/her boat or portion or doesn't renew membership, then the he/she must resign from the position.

Vacancies arising during a Board member's term shall be filled through appointment by the Commodore, ratified by the other Executive Committee members, and shall be effective until the next vote.

Commodore

The Commodore is the Chief Executive of the C4SA. The Commodore shall preside at meetings, serve as chair of the Board, rule on procedure and jurisdiction, summarize decisions, appoint special committees, and authorize, with the approval of the Treasurer, all C4SA expenditures over \$100. The Commodore shall act as spokesperson for the C4SA and prepare notifications and publicity releases that will be approved by the Officers, then (if approved) forwarded to the Communications Director for dissemination (see the Communications Director responsibilities, below).

Vice Commodore

The Vice Commodore shall perform the duties of the Commodore in the absence of the Commodore and assist all other Officers and shall be responsible for arranging the Annual C4SA Meeting.

Secretary

The Secretary shall be responsible for recording and distributing/publishing the minutes of all meetings, and maintenance of the history of the C4SA. The Secretary also shall prepare, send, and receive ballots, as well as preparing the results of the voting. Results will be sent to the Communications Director, who shall publish the results on the website two (2) days after providing the results to the other Board members.

Treasurer

The Treasurer shall maintain financial records and securities of the C4SA and deposit and disburse funds, based on the budget and the approval of the Commodore. He/she shall also maintain current accurate records of the membership of C4SA. Upon receipt of a paid order for a Ship's Stores item, the Treasurer will notify the Quartermaster, who will package and mail the item(s).

Nomination of Officers

The procedure for nominating Officers is:

1. Nominations for C4SA Officers shall be submitted, by U.S. Mail, fax, or email to the Secretary four (4) weeks prior to the annual Membership Meeting;
2. The slate of Officers shall be compiled and placed on the C4SA website by the Secretary no later than ten (10) days prior to the meeting;
3. The Communications Director will email ballots to all current regular members via email with, and at the same time as, the recommended slate of officers;
4. Ballots must be returned to the Secretary by 5:00 p.m. EST the day before the meeting;
5. Officers shall be elected by a majority vote of members responding to the ballot;
6. For actions to be agreed-to by the Membership, a quorum of 10% of current members must be established. The results of these votes will be published on the website within one (1) week after the meeting.

Appointed At-Large Board Member Positions

Communications Director

There shall be one Communications Director who is responsible for disseminating designated information (e.g., meeting, vote results, and other general notices) to the membership. Where appropriate, notifications may be limited to specific fleets, but this should be the exception, rather than the rule, since one Fleet's information likely will be relevant to other Fleets.

Webmaster

There shall be one Webmaster who is responsible for maintenance of the website, ensuring that it is current with the software and information contained within the website, uploading informational notices, and preparing the site for any meetings by selecting the software necessary to conduct on-line meetings (e.g., Zoom) - either with or without elections.

Quartermaster

The Quartermaster manages the Ship's Stores and packages and sends members' orders, upon notification of payment by the Treasurer.

Past Commodore

The Past Commodore assists the Commodore and Vice Commodore, as needed. As of this writing, John Hooper is both the Past Commodore and Quartermaster.

Catalina Mainsheet Editor

The Catalina Mainsheet Editor shall be appointed by the Commodore, and shall write and/or edit articles submitted by Fleet Technical Editors and members for the Catalina Mainsheet. The Editor shall coordinate all submissions for the Catalina Mainsheet for consistency and accuracy, including technical articles. Articles submitted directly to the Catalina Mainsheet Editor will be referred-to the Fleet Technical Editors for their review.

Catalina Mainsheet Technical Editor(s)

The C4SA shall try to have at least one Technical Editor for each fleet of the C4SA who shall write and/or edit technical articles for the Catalina Mainsheet and submit them to the Catalina Mainsheet Editor for final review and submission to the magazine.

Article 9: Fiscal Responsibilities

The fiscal year of the C4SA shall run from January 1 through December 31. The Board shall determine the C4SA dues, as needed. Members shall forward their annual dues to the Treasurer or designee, upon initial application and/or annual renewal.

The C4SA shall not be liable for any debts contracted by its Officers, Directors, Fleet Officers, or members, other than expenditures authorized by the Commodore's written approval. This includes illegal use of C4SA funds, as determined by the Executive Committee and respective law enforcement agency.

The Executive Committee shall have the power to contract for any of its business services, and will review the contract annually for continuation, compensation, responsibilities, and performance. All Board members are expected to keep expenses to a minimum.

The C4SA will reimburse Commodore- and Treasurer-preapproved expenses (e.g., for stocking burgee and other Association swag in the Ship's Stores and postage for delivery of Ship's Stores orders) of Board members upon sending receipts to the Treasurer.

Article 10: Annual Membership Meeting

An in-person Annual Meeting of the C4SA is desirable, but because of the distribution of members, it will likely be prohibitive. So, this meeting may be held electronically via an application, such as Zoom. Notification of the Annual Meeting shall be no less than a month in advance.

Quorum

For the purposes of conducting the Annual Meeting of the C4SA, ten percent (10%) of members in good standing, in addition to five (5) or more Board members, shall constitute a quorum.

Voting

Voting is limited to one vote for each member in good standing, regardless of the number of owners/lessors of a boat -- e.g., if there are three owners of a boat and all three are active members, then they have three votes; if only two of the owners are active, then only two of them may vote. (see Article 5).

Voting can be completed in person at the annual meeting, if such meeting is held in a physical facility. "In person" also includes a digital live meeting, utilizing appropriate software. Alternatively, voting may be conducted via the C4SA website via a link to an on-line ballot. Early voting may be completed by email/fax within 5 days prior to the annual meeting.

The Board shall serve as the nominating committee and prepare a slate of officers to be submitted to the membership forty-five (45) days prior to the next Annual Meeting to allow for sufficient time to draw-up the ballot, conduct voting, and tabulate the votes prior to the Annual Meeting. Additional nominations, with the acceptance of the proposed nominee, may be made by written application to the Secretary by any three (3) current members no less than sixty (60) days of the Annual Meeting to allow time for them to be added to the nominations proposed by the Board.

The Secretary shall provide electronic ballots sent to each current member, and results will be announced at the Annual Meeting.

Approved by the Executive Committee on April 12, 2025

Jon Arck, Commodore

Allen Wrench, Vice Commodore

Tom Sokoloski, Treasurer/Membership

Mike Davis, Secretary