

BY-LAWS OF
BLACKWATER YACHT RACING ASSOCIATION, INC.

ARTICLE I – ORGANIZATION AND PURPOSE

As amended January 10, 2009

Section 1. Corporate Status: Blackwater Yacht Racing Association, Inc. (BYRA) shall be organized and maintained as a Non-stock/Nonprofit Corporation pursuant to the laws of the Commonwealth of Virginia..

Section 2. Purpose: The purpose of BYRA is to establish and maintain an entity dedicated to the enjoyment of sailboat racing on the waters of Smith Mountain Lake, Virginia. BYRA shall strive to maintain the highest levels of safety, sportsmanship, and fellowship in all of its activities.

ARTICLE II – MEMBERSHIP

Section 1. **Eligibility:** There shall be one class of membership in BYRA which membership shall be open to all persons eighteen years of age or older, subject to all terms and requirements set out herein.

Section 2. **Applications for Membership:** Each applicant for membership shall apply on a form provided by the Board of Directors which shall provide that the applicant agrees to abide by The Racing Rules of Sailing published by the U. S. Sailing Association, and the By-laws, Sailing Instructions and Race Committee Instructions, published by BYRA. The application shall state the applicant's full name, mailing and E-mail address, telephone numbers, and shall bear the written endorsement of one (1) BYRA member in good standing. The application must be submitted with the dues payable for the current year, or one-half the annual dues if the application is submitted after July 1. Half price dues apply to new members only as an incentive to join BYRA. Applications and dues will be filed with the Secretary, at which time the applicant shall become a member. Junior Sunfish Fleet participants (age 10-18) will be considered non-voting members at no charge.

Section 3. **Membership Meetings:**

- A.. Annual Membership Meeting – The annual membership meeting shall be held on the 2nd Saturday of the month of January at the clubhouse building at Pelican Point Yacht Club, in Franklin County, Virginia, or at such other place as the Board of Directors may direct by proper notice. Written notice of the annual meeting shall be mailed by the Secretary at least 21 days prior to the meeting. The agenda of the annual meeting shall include: (a) reports from the committees, (b) election of officers and directors, (c) approval of budget for the coming fiscal year, (d) approval of dues for the coming fiscal year, (e) such other old and new business as may be properly before the meeting.

- B. Nomination of Officers and Directors - The Board of Directors shall serve as the nominating committee for the officers and directors for the following year to be presented at the annual meeting. The nominating committee will recommend a slate of officers and directors, but nominations may be made from the floor. A nominee must be a member in good standing and must have given approval to be nominated.

- C. Special Membership Meetings – Special membership meetings may be called by any 3 directors or by any 5 members. Upon receipt of a proper written request for a special meeting, the Secretary will set a date on a Saturday and will give written notice to the membership at least fourteen (14) days prior to the meeting. Special meetings shall be held at the Clubhouse at Pelican Point Yacht Club in Franklin County, Virginia, or such other place as the Board of Directors may direct in the notice.
- D. Quorum – Twenty-five percent of the membership in good standing shall constitute a quorum.

Section 4. **Voting:** Each individual member shall have one vote at any membership meeting. Proxy voting shall not be permitted at any membership meeting or election. No member whose dues are not paid for the current year may vote on any matter. The "membership year" shall terminate thirty (30) days following the date of the annual meeting.

Section 5. **Dues:** Annual dues shall be set by the Board of Directors at the annual meeting in January. Within twenty-one (21) days of the annual meeting, the Secretary shall send to each member a statement of dues for the ensuing year, which shall be due and payable by March 1st.

Section 6. **Notices:** Notices shall be deemed to be properly sent and given when dispatched by regular mail to the address of the member shown on the membership roster, or sent to the member's e-mail address if previously designated for notice purposes by the member.

Section 7. Termination of Membership:

- A. Resignation – Any member in good standing may resign upon written notice to the Secretary, but a resigning member shall not be entitled to any refund of dues paid or forgiveness of dues owed.
- B. Lapse – A membership will be considered to have lapsed and automatically terminated if such member's dues are not paid in full by March 1st. No member whose dues are not paid shall be allowed to compete in any BYRA series or scheduled event and no member whose dues are not paid shall be entitled to vote on any motion, resolution or elections.
- B. Expulsion – A member may be expelled from BYRA by a 2/3rds vote of the Board of Directors for "gross misconduct" as defined in Rule 69 of The Racing Rules of Sailing. An expelled member shall not be entitled to any refund of dues and may not participate in any BYRA event.

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers and Board of Directors:

- A. The Board of Directors shall be composed of the BYRA officers: Commodore, Vice-Commodore, Fleet Captain, Secretary, Treasurer, Rear Commodore, the immediate past Commodore; and one member in good standing from the membership, who is an active participant in BYRA racing events. The Board of Directors shall be elected for a term of one year and shall serve until their successors are duly elected. The Directors shall serve without compensation. Officer or Board vacancies which occur during the year may be filled by the Board of Directors.
- B. Meetings – Board of Directors meetings may be called by the Commodore, Vice Commodore, Fleet Captain, or any two (2) Directors by giving written notice to all directors at least seven (7)

days prior to the meeting. A quorum shall be five (5) directors and must include either the Commodore or Vice-Commodore. Directors may attend a meeting by telephone utilizing a "speaker phone". Board of Directors meetings may be held without notice if all directors are present and waive notice in writing. Board of Directors meetings may be held without notice if a quorum is present, but minutes of the action taken must be furnished to all Directors and approved in writing within fourteen (14) days of the meeting by a 2/3rds vote of all Directors.

- C. Committees – The Board of Directors may appoint such special committees as may be needed from time to time.
- D. The Board of Directors shall appoint a Handicap Committee which shall consist of the Commodore (or Vice-Commodore), Fleet Captain, and one member to represent each fleet. The Handicap Committee shall annually review, establish and publish the PHRF ratings prior to the first race of the Spring Series. In the event that a member or regatta participant registers a yacht which is not presently rated, the Handicap Committee will be responsible for establishing the appropriate handicap. Members may appeal the Handicap Committee rating for their yacht by written request submitted to the Fleet Captain for final determination by the Board of Directors.

Section 2. **Duties of Officers:** The duties of the officers are generally stated as follows:

- A. Commodore – The Commodore will: (1) command the association, (2) enforce the laws and regulations of the association, (3) preside at membership and Board of Directors meetings.
- B. Vice Commodore – The Vice-Commodore will (1) assist the Commodore in the discharge of the Commodore's duties and officiate in the absence of the Commodore. (2) coordinate new membership, (3) initiate and coordinate educational activities, and (4) assist the Fleet Captain when necessary
- C. Fleet Captain – The Fleet Captain will: (1) coordinate the racing program and the schedule of events, (2) coordinate the schedule for Race Committee service (3) supervise and verify the scoring of series and regatta positions and the publication of the results, (4) arrange for the procurement and presentation of trophies and awards, (5) supervise the maintenance and security of the BYRA property (Committee boat, flags, marks, buoys, equipment, etc.)
- D. Secretary – The Secretary will: (1) keep and maintain the books, records and minutes of BYRA, and (2) coordinate and publish the membership roster.
- E. Treasurer – The Treasurer will: (1) maintain a full accounting of all collections and disbursements of dues and other income which shall be available for inspection by the membership on reasonable notice, (2) present a detailed financial accounting of the fiscal records of the association at the annual meeting, (3) prepare a budget for the ensuing year for submission and approval at the annual meeting, (4) collect entry fees and other payments for BYRA events, (5) insure that any disbursement of the funds of the association have the approval and endorsement of the Commodore or Vice-Commodore, and the Secretary.
- F. Rear Commodore – The Rear Commodore will: (1) plan and coordinate social events, and (2) plan and coordinate the annual awards banquet.

ARTICLE IV – RULES, REGULATION AND POLICIES

- A. BYRA will establish Sailing Instructions and Race Committee Instructions which will be published and distributed to the membership.
- B. The Sailing Instructions will set out the established mandatory policy for the conduct and management of BYRA sailing events. The Sailing Instructions may only be amended in the same manner as amendments to the BYRA By-laws.
- C. The Race Committee Instructions are subordinate to the Sailing Instructions and may be amended by the Board of Directors so long as such amendments are consistent with the Sailing Instructions.

ARTICLE V – AMENDMENTS

These By-Laws and Sailing Instructions may be amended at any properly called meeting of the membership by a vote of 2/3rds of the members present provided that proper notice has been given and further provided that a quorum is present.