

BY-LAWS OF
BLACKWATER YACHT RACING ASSOCIATION, INC.

As amended March 9, 2024

ARTICLE I – ORGANIZATION AND PURPOSE

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 two classes of membership in BYRA, *Skipper Members* and *Crew Members*. Both classes of membership shall be open to all persons eighteen years of age or older, subject to all terms and requirements set out herein.

Skipper Members shall be Members who own boats and wish to sail those boats in BYRA events.

Crew Members shall be Members who do not own boats which will participate in BYRA events, wish to participate in BYRA events as crew on other boats, vote on membership matters and be eligible to serve on the BYRA Board of Directors (the Board).

Sailors who want to sail in BYRA events but do not want to be voting Members of BYRA or serve on the BYRA Board may participate as crew on a boat without any annual dues, however they must agree to be bound by the Racing Rules of Sailing including the BYRA Sailing Instructions which include a waiver of suit and release from liability against the race organizers.

Skipper Members and Crew Members shall have a vote on BYRA matters and shall be eligible to serve on the Board of BYRA.

All Members shall sign a membership application which shall include their agreement to be bound by the Racing Rules of Sailing including the BYRA Sailing Instructions.

Skipper Members shall sign entry forms to enter BYRA events which shall cover their boat, crew and supporting people during the event.

Membership dues shall be set yearly by the members at the Annual Meeting.

Section 2. **Applications for Membership:** Each applicant for membership shall apply on a form provided by the Board 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.

Applications and dues will be filed with the Secretary, at which time the applicant shall become a Member.

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 a location in Franklin County, Virginia, or at such other place and on such other date as the Board may direct by proper notice. Written notice of the annual meeting shall be mailed or emailed 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 the 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 brought before the meeting.

- B. Nomination of Officers and Directors - The Board 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 in Franklin County, Virginia, or such other place as the Board may direct in the notice.
- D. Quorum – Twenty-five percent of the Members in good standing shall constitute a quorum.

Section 4. **Voting:** Each Member shall have one vote at any membership meeting. Proxy voting shall not be permitted at any membership meeting or election. If unable to attend in person, Members may join the meeting by electronic means such as a conference call or video conference (Zoom, Skype, etc.) if such electronic means is available. Members attending by electronic means may vote on any matter raised at the meeting. Motions shall be passed by a majority vote of the Members attending the meeting except as specified in Article V – AMENDMENTS. No Member whose dues are not paid for the current year may vote on any matter. The "membership year" shall terminate March 1st.

Section 5. **Dues:** Annual dues shall be set by the Board at the annual meeting. The dues will be at rates agreed to by the Members at the annual meeting. 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 physical address or when sent to the Member's e-mail address shown on the membership roster.

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 event and no Member whose dues are not paid shall be entitled to vote on any motion, resolution or elections.
- C. Expulsion – A Member may be expelled from BYRA by a 2/3rds vote of the Board 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 shall be composed of the BYRA officers: Commodore, Vice- Commodore, Fleet Captain, Secretary, Treasurer, Rear Commodore, Quartermaster, the immediate past Commodore; and one Member in good standing from the membership, who is an active participant in BYRA racing events. The Board 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.
- B Meetings – Board 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. Meetings may be held in person or electronically. Board meetings may be held without notice if all Directors are present and waive notice in writing.
- C Committees – The Board may appoint such special committees as may be needed from time to time.
- D The Board shall appoint a Handicap Committee which shall consist of the Commodore (or Vice-Commodore), Fleet Captain, and one Member to represent each class of boats. The Handicap Committee shall annually review, establish and publish the PHRF rating for each boat prior to the first race in the spring. If a competitor enters a boat which is not presently rated by BYRA, the Handicap Committee will establish its handicap using the average of the PHRF ratings for that model of boat from PHRF fleets sailing on inland lakes including the Great Lakes and the Chesapeake, or as otherwise calculated for the BYRA fleet by the Handicap Committee. Competitors may appeal the Handicap Committee rating for their boat by written request submitted to the Fleet Captain for final determination by the Board.

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 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, (5) provide overall coordination of regattas.
- C. Fleet Captain – The Fleet Captain will: (1) coordinate the racing program including the annual update of BYRA handicaps with current PHRF Fleet Data, and develop the schedule of events, (2) coordinate the schedule for Race Committee service (3) supervise and coach the Race Committee members on scoring procedures and appropriate race courses for the day's wind and weather condition, (4) verify the scoring of series and regatta positions and the publication of the results, (5) arrange for the procurement and presentation of trophies and awards, (6) assist the Quartermaster with the maintenance and security of BYRA's property (committee boats, flags, marks, buoys, equipment, etc.) by assuring that Race Committees properly return and store club property, (7) advise Race Committees on proper operation and security of club boats.

- 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, including any post-race activities and (2) plan and coordinate the annual awards banquet and regatta banquets.
- G. Quartermaster – The Quartermaster shall supervise the maintenance and security of the BYRA property (committee boats, flags, marks, buoys, equipment, etc.) and arrange for the berthing, launching and retrieval of the club boats for BYRA events.

ARTICLE IV – RULES, REGULATION AND POLICIES

- A. BYRA will establish Sailing Instructions and Race Committee Instructions which will be published on the BYRA website from time to time. The membership shall be notified of any changes to the published Sailing Instructions and Race Committee instructions by email and shall be responsible to familiarize themselves with such changes and comply with them.
- B. The Sailing Instructions will set out the established mandatory policies for the conduct and management of BYRA sailing events which shall be held under the Racing Rules of Sailing for the current year by US Sailing. The Sailing Instructions may be amended from time to time with any such amendments published on the BYRA website in the Changes to Rules and Notices to Competitors tabs in the Racing Info section.
- C. The Race Committee Instructions are subordinate to the Sailing Instructions and maybe amended by the Board so long as such amendments are consistent with the Sailing Instructions. Race Committee Instructions and related RC documents are to be reviewed and updated at least annually under the direction of the Fleet Captain.

ARTICLE V – AMENDMENTS

These By-Laws may be amended at any properly called meeting of the membership at which a quorum is present by a vote of 2/3rds of the Members present.