

The proposed changes to the By Laws are noted below in red. None of the changes is major, mostly "clean up". The Board urges all member to vote to approve the changes.

West Florida PHRF, Inc. By Laws

First approved 6/29/03 Amended last on 6/26/21

ARTICLE I: NAME

The name of the corporation shall be West Florida PHRF, Inc. (WFPHRF). It shall be an area group under US-PHRF, a subcommittee of the Offshore Committee of the United States Sailing Association (US Sailing).

ARTICLE II: OBJECTIVES

1. It shall be the prime objective of this corporation to promote the sport of handicap sailboat racing for the exclusive enjoyment of its members by establishing and maintaining an equitable system of handicaps for boats owned or chartered by its members.
2. To support this objective, we will participate in the overall organization of annual regional racing series scheduling and provide annual overall series trophies, and other activities as deemed appropriate by the Board.

ARTICLE III: MEMBERSHIP

Membership shall be open to any person who is:

1. A member of US Sailing, or
2. A member of a boat club, sailing club, or sailing fleet, which is a member US Sailing, or
3. An owner or charterer of a PHRF type boat and races it on the West Coast of Florida or other sailing areas covered by WFPHRF
4. And who agrees to abide by all WFPHRF Class Rules.

Non-members who serve in elected positions will be deemed to have "membership" status for the duration of their term.

ARTICLE IV: ORGANIZATION

1. The organization shall be a corporation under Florida statutes.

2. The Accounting year of the organization shall begin on June 1st each year.
3. Boundaries shall extend from Crystal River to Marco Island on the West Coast of Florida. Boundaries may be changed by the Board of Directors, as they deem necessary or desirable.
4. The organization shall maintain tax exempt status as allowed.

ARTICLE V: AREA SAILING CLUBS OR FLEETS

1. Clubs or fleets within the boundaries may choose an Area Representative for the club or fleet who will perform the responsibilities as detailed in the Class Rules.
2. The Area Representative's name and contact information shall be submitted in writing to the WFPHRF Fleet Administrator by an officer of the club or fleet.
3. A list of these individuals and their contact information will be maintained on the WFPHRF web site as a first point of contact.

ARTICLE VI: DIRECTORS, OFFICERS, AND COMMITTEES

1. The Board of Directors shall consist of:
 1. The elected officers: President, Vice President, Secretary/Treasurer.
 2. The Rating Committee Chairperson.
 3. And up to nine additional members for a total of up to 13 voting Board members.

All officers and the Rating Committee Chairperson shall be elected for a term of one year.

All directors will be elected for a two year term, with up to five directors elected at even calendar year meetings and up to four directors elected at odd calendar year meetings.

2. The Rating Committee shall include a membership that provides adequate representation of all Fleets and Geographic regions currently covered by the organization up to a maximum of twenty members.
3. The Nominating Committee shall be appointed by the Board of Directors. It shall consist of members of the Fleet.
4. The Technical Committee shall include any marine professional that offers to serve. The members of this committee will be included in all discussions of the Rating Committee but will not have voting privileges.

ARTICLE VII: DUTIES OF DIRECTORS, OFFICERS, ADMINISTRATOR AND COMMITTEES

The **Board of Directors** shall:

1. Administer all policies and finances of the Fleet.
2. Hire and supervise the Fleet Administrator as needed.
3. Establish, **modify** and administer the Class Rules
4. **Establish** the Nominating Committee.
5. Oversee investigation, conduct hearings and administer disciplinary action in circumstances involving Class Rules violations.
6. Carry out all other duties and responsibilities of the Board as set forth in these By Laws.
7. **Approve the annual operating budget**
8. **Compile and endorse any changes to these By Laws.**

The **President** shall:

1. Preside at all Board and General Membership meetings and coordinate the business of the Fleet.
2. Serve as, or designate, the WFPHRF correspondent with US Sailing.

The **Vice President** shall:

1. Be the President's executive officer. **They** shall assist the President in the discharge of **their** duties and officiate in **their** absence exercising the powers of the President until **their** return or other provision is made.

The **Secretary/Treasurer** shall:

1. Keep a record of all the proceedings of the Fleet including Board, and General Membership meetings.
2. Keep a true and complete record of all moneys and property of the Fleet.
3. Pay all bills contracted and approved by the Board of Directors.
4. File all State and Federal corporate documentation as required.

The **Rating Committee Chairperson** shall:

1. Act as Chairperson of the Rating Committee.
2. Keep a record of all the proceedings of the Rating Committee.
3. Shall ensure that Ratings assigned in a timely manner.

4. Communicate to the Rating Committee members, Technical Committee members and Area Representatives all:
 1. New ratings issued
 2. Receipt of appeals
 3. Results of appeals
5. Maintain an up-to-date file of all rating certificates.
6. Update regularly a list of all the boats and their current ratings, which shall be available on the web site.

The **Fleet Administrator** shall:

1. Provide clerical support for our mission on an as needed basis.
2. Work hours as required and directed by the President.
3. Be paid compensation as determined by the Board of Directors.
4. Maintain an up-to-date file of all rating certificates.
5. Update regularly a list of all the boats and their current ratings, which shall be available on the web site.
6. **Maintain and update content on the web site and coordinate with web site software and code providers.**

The **Rating Committee** shall:

1. Administer the system of handicaps.
2. Establish new ratings that are beyond the scope of the Administrator.
3. Oversee the activities of the Area Representatives assigned to them.
4. Hear and rule on all rating appeals.
5. Oversee inspection of vessels as required.

The **Nominating Committee** shall:

Establish the slate for elected officers, directors and the Rating Committee.

The **Technical Committee** shall:

1. Participate in all Rating Committee Discussions
2. Advise the Rating Committee regarding industry standards.
3. Assist the Rating Committee with measurements.

ARTICLE VIII: DUES

1. The annual dues **and Membership Application Fee** shall be determined by the Board of Directors. Dues are payable in advance. Dues shall

be due on or after July 1st each year and cover thru the following July 1st.

2. There will be an administrative fee assessed for members who request paper rather than electronic correspondence and notification.

ARTICLE IX: RESIGNATIONS

1. In the event of the resignation of an officer, director, committee chairperson, or committee member, a replacement shall be selected by majority vote of the Board of Directors.
2. The President may remove a director, officer, committee chairperson or committee member for due cause with a majority vote of the Board of Directors.
3. The Board of Directors may appoint a candidate to fill an open Board position by a majority vote. The new Board member will stand for election at the next Annual Meeting.

ARTICLE X: MEETINGS

1. There shall be an annual meeting of the general membership on or about the fourth **Saturday or** Sunday of June of each year, at such a time and place ~~as might be~~ selected by the **Board of Directors**.
2. The Order of Business shall be:
 1. Approval of the Minutes of the Previous Annual Meeting and any Special General Membership Meeting held in the past twelve months.
 2. **Approval of any** amendment of these By Laws
 3. Report of the Treasurer
 4. Report of the Rating Committee Chairperson
 5. Report of the President
 6. Old Business
 7. Election of Officers, Directors and Rating Committee members
 8. New Business
 9. Announcement of New Officers
 10. Comments by Incoming President
 11. Adjournment
3. At least **twenty (20)** days prior to the annual meeting, the Secretary shall send each member a notice of the Annual Meeting. Included in the notice shall be:
 1. The date, time and place of the meeting
 2. The slate of prospective Directors, Officers and Rating Committee members selected by the Nominating Committee

3. A copy of the ~~proposed~~ Budget for the following year
4. The text of any proposed amendments to these Bylaws
5. Minutes of the previous annual ~~and any special membership meetings held since the previous Annual Meeting.~~

This notice ~~will~~ be sent electronically ~~unless the member has selected Article VIII (b). If sent electronically~~ and the notice may refer to postings on the web site of items 2 to 5 ~~noted~~ above.

4. At the ~~Annual Meeting~~ the Directors, Officers and Rating Committee members for the following year shall be elected and installed.
5. The Treasurer shall provide a report ~~at the Annual Meeting~~ covering the income and expenditures of the current year and the balance on hand.
6. Special Meetings of the general membership may be called by the Board of Directors as deemed necessary or advisable. Notice of a special meeting shall be provided at least ten (10) days in advance of the holding thereof to each member of the Fleet, and the notice shall ~~explain~~ the purpose of such meeting. ~~Notices will be sent electronically and may refer to postings on the web site.~~
7. The Board of Directors shall meet a minimum of once every four months at a time and place designated by the President.
8. The Rules of Order as prescribed in the current edition of "Robert's Rules of Order Newly Revised" shall govern all WFPHRF meetings.
9. ~~Any WFPHRF meeting may be postponed or conducted electronically (such as by Zoom) to comply with any local or national declared state of emergency.~~

ARTICLE XI: QUORUMS

1. Those members present at a general ~~or special~~ membership meeting shall constitute a quorum. Proxies will not be accepted. Each member shall have one (1) vote.
2. A majority of the Board of Directors shall constitute a quorum ~~of the Board of Directors~~ at the Board of Directors meetings.
3. At the Board of Directors meetings, each Director ~~and Officer~~ shall have one (1) vote.

ARTICLE XII: NOMINATIONS AND ELECTIONS

1. The Board of Directors shall elect a ~~Nominating Committee~~ no later than March 31st. The Nominating Committee shall attempt to include

- at least one member each from the Tampa Bay, Sarasota, Punta Gorda/ Ft. Myers and Naples/Marco Island regions.
2. It shall be the duty of **the** committee to select candidates for all the elective offices to be voted on at the Annual Meeting. The committee shall complete their selection prior to May **30th** to enable the Secretary to include them in the Notice of Annual Meeting.
 3. Election of the Officers, Directors, the Rating Committee and its Chairperson shall be by majority vote of the members present at the annual meeting.
 4. A single vote for the entire nominated slate will be held unless a majority of the members present **vote** to adopt alternative voting procedures.
 5. The alternative voting procedure will require written vote on each position, in turn, after the president has received nominations from the floor.

ARTICLE XIII: AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any general or **special** membership meeting provided the proposed amendments are stated in full in the Notice of Meeting.

ARTICLE XIV: HANDICAPS

1. WFPHRF will issue ratings certificates to:
 1. Self-Righting Monohull Keelboats, and
 2. Multihulls with enclosed cabins.
2. The Rating Committee Chairman may assign a "Provisional" rating to a production boat if it is listed in the US Sailing PHRF Fleet Handbook.
3. The Rating Committee Chairman may establish **True** Cruising Adjustments based on the information provided on the application.
4. As necessary, the Rating Committee will establish handicaps based on such formulas, comparisons to similar boats, investigation of the boats performance as the members find appropriate.
5. A member of the Rating Committee shall not vote on the rating or appeal of any boat in which they have a financial or personal interest.
6. Each member of the Rating Committee and all Area Representatives shall:
 1. Review the performance of the boats entered in significant events in their region. They shall supplement the results with data obtained from the race committee, members of the Technical Committee that attended, or other reliable sources.

2. Whenever the results of this review indicate that an adjustment may be in order they will notify the Rating Committee, which will notify the owner of the boat and initiate a rating review.
7. Any ~~fleet~~ member that believes a boat's rating is inappropriate shall present a written appeal to the Rating Committee. Having received ~~the~~ appeal, the Rating Committee will notify the owner of the boat of the appeal, but not its origin, and conduct an examination. Appeal requirements and procedures are spelled out in the Class Rules.
8. The Rating Committee reserves the right to refuse to issue a rating certificate:
 1. Where a boat is of such a design that any rating assigned to it would impair the rating balance of the fleet as a whole.
 2. As a result of a disciplinary action determined by the Board of Directors.
 3. Failure to pay annual dues.

By laws as of 6/26/2021