

Article I - NAME

- 1.1 The name of this organization shall be Austin Yacht Club Performance Racing Fleet, or "PRF".

Article II – PURPOSE

- 2.1 The principal purpose of this organization is to promote the sport of handicap sailboat racing within the Austin Yacht Club ("AYC"). The spirit of providing racing events which are open to participation by non-AYC members shall also be promoted when practical.
- 2.2 It is also the purpose of this organization to establish and maintain an equitable system(s) of handicapping for sailboats owned or chartered by its members, and for all sailboat owners who wish to race on Lake Travis.

Article III - DEFINITIONS

"PRF Fleet" shall be defined as the entire PRF organization including all of its "fleets".

"Fleet" shall be defined as an individual fleet which operates as part of the PRF; example: "A fleet," "B fleet," "Multihull", etc.

"PRF Captain" shall be defined as the duly elected captain of the "Performance Racing Fleet" (see Article VI - OFFICERS).

"Fleet Representative" shall be defined as the representative from a fleet who has been duly elected or appointed by that fleet to the PRF Board. Typically this is the Fleet Captain of that fleet.

"Affected sailboat owner" shall be defined as any member in good standing whose sailboat's rating, or the rating of any sailboat with which such member competes directly, has been either changed or not changed in response to a request for rating change.

Article IV - MEMBERSHIP

- 4.1 Membership shall be open to Austin Yacht Club members wishing to participate in handicap racing of sailboats, whether such member be a sailboat owner or a regular crew member of a sailboat that races in the PRF.
- 4.2 There shall be one class of membership. Any person or family unit who is a member of the PRF shall constitute a membership. A family unit shall be defined as an individual, their partner, and their dependent children, if any. Each membership is entitled to one vote.
- 4.3 Any member who has attained a legal majority age may be elected to any office of the PRF.
- 4.4 All members may participate in all PRF sponsored activities. Not all PRF activities should be expected to be open to all kinds of sailboats.

Article V - DIRECTORS

- 5.1 The governing body of the PRF shall be its Board of Directors (the "Board") which shall be made up of the current PRF Captain, immediate past PRF Captain, Secretary, Treasurer and the Fleet Representatives of each of the fleets. The total number of PRF Board members is subject to change from time to time in the event there is a change in the number of fleets.
- 5.2 The PRF Board shall be responsible for oversight of the Handicap Committee(s).
- 5.3 The PRF Board shall meet as often as necessary to schedule the activities of the PRF and to plan and/or consider any other business of the PRF. It shall be incumbent upon the PRF Board to be sensitive to the desires of the membership and shall at all times strive to maintain a high level of credibility and confidence from the membership.

Article VI - OFFICERS

- 6.1 The officers of the PRF shall consist of the PRF Captain, Secretary and Treasurer. The Secretary and Treasurer, with the approval of the PRF Board, may be served by one person. (In such event, however, the person serving as Secretary/Treasurer shall have only one vote on the PRF Board.) The officers shall be elected at the Annual Membership Meeting as described below.
- 6.2 The PRF Captain shall have the duties of presiding over the PRF Board as chairman and shall be the Chief Executive Officer of the PRF. The PRF Captain shall preside at all meetings of the PRF Board and enforce these by-laws. The PRF Captain shall guide and coordinate all the activities of the PRF.
- 6.3 It shall be the duty of the Secretary to:
- a. keep minutes of the meetings;
 - b. conduct the correspondence of the PRF;
 - c. ensure publication of a PRF "Column" in the AYC Telltale or such other newsletter as AYC may from time to time publish for its membership. Such newsletter shall inform the membership of pending activities, results of previous activities and such other information as deemed appropriate by the PRF Captain, Secretary or Board. In addition to the Telltale, other communications shall be sent to the fleet as may from time to time be deemed appropriate by the Secretary, the Board, or the PRF Captain;
 - d. Oversee the maintenance of a roster of current PRF members, that should include names, addresses, emails and telephone numbers, description of sailboat, sail number and name of sailboat owned/operated by all the current members of the PRF;
 - e. maintain a roster of names, addresses, emails and telephone numbers of all officers, board members, and Handicap Committee members; and
 - f. maintain a current copy of the by-laws, including documentation sufficient to describe the manner and method of prior changes to the bylaws.
- 6.4 It shall be the duty of the Treasurer to:
- a. receive and account for all receipts and have charge of all funds of the PRF;

- b. direct the disbursement of monies for expenditures necessary to pay for the activities of the PRF; and
- c. maintain an accounting of each member's status as to dues.

Article VII - HANDICAP COMMITTEE(S)

- 7.1 There may be more than one Handicap Committee if different fleets desire an alternate method of handicapping.
- 7.2 A Handicap Committee shall consist of a minimum of one member from each of the fleets participating in that method of handicapping, one of whom will serve as Chairman of that Handicap Committee, and shall have the responsibility for organizing and administering that system of handicapping.
- a. Handicap Committee members shall be nominated by fleet captains, or by the Handicap Committee, and confirmed by the PRF Board.
 - b. The Committee(s) shall elect its chairman from its membership, and it shall be the Committee chairman's responsibility to immediately notify the Board of any vacancy on the Handicap Committee, and to insure compliance with these by-laws.
 - c. In the event of a vacancy, the Committee(s) shall recommend to the Board of Directors, the name of a Fleet member to fill that vacancy, for confirmation by the PRF Board.
 - d. Each Committee may set up length of terms, with the goal of having overlapping terms of service by committee members.
 - e. The length of the term of membership on the Committee shall be staggered, in such a way that there can be new member(s) appointed each year.
 - f. The Committee Chairperson(s) shall provide a quarterly report to the PRF Board. Such report shall include:
 - the results of the most recent rating changes made by the Committee;
 - a list of sailboats currently scheduled to be considered for rating changes;
 - such information as deemed by the Handicap Committee to be appropriate and useful in assisting the membership in understanding the system of handicapping and the procedures followed by the Committee; and
 - such other information or communication as from time to time may be deemed appropriate by the Handicap Committee(s), or directed by the PRF Board.
 - g. The Committee(s) shall perform its responsibilities in accordance with the guidelines of the handicapping organization of the particular rating system decided to be used at the annual meeting of the PRF. For example: The US Sailing or National PHRF Rating organization's suggested rating criteria shall be adhered to during that period when the PHRF rating system is in use.
 - h. A set of RATING PROCEDURES shall be established and published. Said procedures shall provide for:
 - 1. Rating adjustments to be made on a cadence defined and published by the Committee(s).
 - 2. Ratings to be in force for a time period defined by the committee(s) and aligned with AYC Race Committee Scoring sub-committee.

3. Consideration and decision by the Committee(s), on rating changes, if any, on all sailboats whose owners have submitted written requests on a cadence defined and published by the Committee(s), typically quarterly.
4. At least one highly publicized open meeting per quarter (or other cadence as defined by the committee), at which open meeting the sailboat owners and/or other interested parties may present their case in favor of or in opposition to a certain proposed rating change; and
5. The Committee chairperson to issue a written explanation of the Committee's decision relative to a particular rating, in response to proper written inquiry. More specifically, an affected sailboat owner may submit a written request to the chairman for an explanation of the Committee's decision relative to any rating, which decision was made during the current or immediately preceding calendar quarter. The chairperson shall issue a written response in the form of a letter (with a copy to the Secretary) to the affected sailboat owner as promptly as possible, but in no event longer than forty-five (45) days after receipt of such written inquiry.
6. Rating of new boats, in a reasonable time frame to allow both proper consideration by the Committee, and usage of the rating by the owner in upcoming races.

Article VIII - DUES

- 8.1 The annual dues shall be determined by the Board of Directors.
- 8.2 Dues are payable on an annual basis before commencement of the Annual Meeting. In order to be deemed a member in good standing and to vote, each member's dues must be paid current.
- 8.3 The business year is defined as running from the Annual Meeting of the current year to the Annual Meeting of the following year.

Article IX - MEMBERSHIP MEETINGS

- 9.1 There shall be an Annual Membership Meeting in November or December at such time and place as selected by the PRF Board.
- 9.2 At the Annual Membership Meeting the PRF directors and officers for the following year shall be elected and installed.
- 9.3 The Secretary shall see that all members in good standing are notified of the time and place of the Annual Membership Meeting, at least ten (10) days before such meeting. Included in this notice shall be the slate of prospective officers, directors and members of the Handicap Committee selected by the Nominating Committee, and the text of any proposed amendments to these By-Laws.
- 9.4 The Treasurer shall render a report at the Annual Membership Meeting covering the income and expenditures for the previous year, the balance on hand, and any other relevant financial information.
- 9.5 Before business can be conducted at a Membership meeting, a quorum must be present. A quorum is defined as twenty-five (25%) percent of members in good standing who are present, either in person or by proxy.
- 9.6 Other Membership Meetings may be held at the discretion of the PRF Board. Additionally, Membership Meetings may also be called by members by petition to the Secretary of ten (10%) percent of the members in good standing. Notice of any such Membership meeting must be

announced by the Secretary at least ten (10) days prior to the date of the meeting by at least 2 of the following:

- i. placing a notice on the AYC web page
- ii. Placing a notice in the Telltale,
- iii. E-mail notification for those members who have made their e-mail address available.

9.7 The notice of all meetings shall include an agenda of the business to be conducted at such meetings.

Article X - BOARD MEETINGS

10.1 PRF Board Meetings may be called at any time and from time to time by the PRF Captain upon giving reasonable verbal or written notice of the time, place and agenda of such meeting to the board members.

10.2 PRF Board Meetings may also be called by any three (3) PRF board members upon providing at least thirty (30) days written notice to all PRF board members of the time, place and agenda of such meetings.

10.3 Before business can be conducted at any PRF Board meeting, a quorum must be present. A majority of all PRF Board members shall constitute a quorum. Action of a majority of the PRF Board members shall constitute action of the PRF board.

Article XI - NOMINATIONS AND ELECTIONS

11.1 The Fleet Representatives (who will be PRF Board members) shall be elected or appointed by their individual fleets.

11.2 The Nominating Committee shall consist of the PRF Board, and the PRF Captain(s) from the past two years.

11.3 In the event of a vacancy on the Nominating Committee, the PRF Captain shall appoint a replacement.

11.4 It shall be the duty of the Nominating Committee to select candidates for Secretary, Treasurer and PRF Captain, who shall be voted on at the Annual Meeting. The Nominating Committee shall accept for consideration recommendations from individual members and shall complete its selection in time to enable the Secretary to include it in the Notice of Annual Meeting.

11.5 Nomination of an alternate slate of Officers, Directors and Handicap Committee members from the floor, if any, is allowable.

Article XII - RESIGNATIONS

12.1 Any office or board position becoming vacant during the year shall be filled by appointment of the PRF Captain.

12.2 PRF Captain resignation shall be filled by a vote of the PRF Board, who will elect a replacement from among the current PRF Board members.

Article XIII - AMENDMENTS

13.1 These By-Laws may be amended by a majority of members in good standing who are present at the annual meeting, either in person or by proxy, provided the proposed amendment(s) were stated in full in the notice of the meeting.