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Article I. Name

The name of this organization shall be FLORIDA WOMEN'S SAILING ASSOCIATION, INC. (hereinafter referred to as "FWSA"), a Florida not-for-profit corporation.

Article 2. Purpose

The purpose of the FWSA is to encourage education and fellowship pertaining to all things nautical among Member Clubs, to advance sailing in all phases, to promote and coordinate interclub racing and other events under uniform rules, and to do all things necessary and desirable in furtherance of these objectives.

Article 3. Membership

Section 3.01 Club Membership. Club Membership in the FWSA is open to all Florida women's sailing clubs consisting of at least ten members. The annual dues for each club shall be set yearly by the Executive Board and are payable in advance on or before October 15 of each year.

- A. Voting Delegates. Each Member Club shall be represented by two Delegates who shall vote on behalf of their respective club at General Meetings. Delegates shall also serve as the liaison between the respective Member Club and FWSA.
- B. Appointment and Recognition of Delegates. Prior to the Annual Meeting in May or as soon thereafter as feasible, each Member Club shall register the names and addresses of their two official Delegates and one Alternate with the FWSA Secretary in writing. Only properly registered Delegates may vote. In the event that a Delegate cannot attend a particular General Meeting, the Alternate shall serve, and if there is no Alternate, the Member Club may appoint a Substitute Delegate. Provided that, an Officer of the Member Club **shall give notice** to the FWSA Secretary **in advance of the meeting**, specifying the Substitute Delegate who will attend the meeting in lieu of the official Delegate. The Substitute Delegate's voting privileges shall be authorized for that specific meeting only.

Section 3.02 Independent Membership. Independent membership in the FWSA is open to all women who reside in Florida, who do not belong to an FWSA member

club, and who are interested in sailing. The annual dues for each Independent Member shall be set yearly by the Board of Directors and are payable in advance on or before October 15 of each year. Independent Memberships are non-voting.

Section 3.03 Assessments. In addition to dues, special assessments may be levied by the Executive Board with the approval of the Delegates.

Section 3.04 Default. Any Member Club or Independent Member whose membership dues or assessments have not been paid when due shall be notified by the Treasurer that the amounts in arrears must be received no later than the Annual Meeting or their membership will be terminated. Member Clubs and Independent members who are in arrears will not be eligible to participate in any FWSA activities.

Section 3.05 Minors Prohibited. No person under the age of eighteen (18) shall participate in any FWSA activity other than in connection with the presentation of the Young Woman Sailor of the Year award.

Article 4. Officers

Section 4.01 Officers. The Officers of the FWSA shall be a President, Vice-President, Secretary, and Treasurer. These Officers shall perform the duties prescribed by these Bylaws.

Section 4.02 Nomination Procedure, Time of Elections. The Nominating Committee formed in accordance with Section 8.06 shall provide a slate of candidates to all registered Delegates, in writing, not less than fourteen (14) days prior to the Annual Meeting. The election of Officers shall take place at the Annual Meeting. Nominations from the floor may be permitted at the Annual Meeting prior to the election.

Section 4.03 Qualifications. Candidates for office must be current members of FWSA and must have served either as an officer of her participating club or as a Delegate or Alternate Delegate to FWSA for at least one year prior to the next election. Board Members may not serve as Delegates or Alternates during their term of Office.

Section 4.04 Ballot Election, Term of Office. The Officers shall be elected by majority ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting at which they are elected.

Section 4.05 Vacancy in Office. In the event of a vacancy, the President, with the approval of the Executive Board, shall appoint a qualified person to complete the remaining term of office.

Article 5. Duties of Officers

Section 5.01 President. The President shall:

- A. Chair all FWSA meetings.
- B. Appoint a Chair for each of the Standing Committees with the exception of the Nominating Committee, which shall be chaired by the Past President.
- C. Appoint a Parliamentarian.
- D. Appoint one member-at-large following the Annual Meeting to serve on the Budget Committee for the following year.
- E. Appoint a Financial Review Committee composed of three members, none of whom are on the Executive Board or on the bank signature cards.
- F. Serve as ex-officio (non-voting) member of all committees except the Nominating Committee.
- G. Prepare an Annual Report to be presented at the Annual Meeting of FWSA with a copy for the Secretary's file.
- H. Cast the deciding vote in the event of a tie vote at a General Meeting.

Section 5.02. Vice-President. The Vice-President shall:

- A. Preside at meetings in the absence of the President and perform other Presidential duties as required.
- B. Automatically succeed to the office of the President for the remainder of the term should that office become vacant.
- C. Serve as advisor for all FWSA sanctioned regattas.
- D. Coordinate the yearly interclub racing schedule for FWSA.

- E. Keep all FWSA regatta awards and records and coordinate the purchase and disbursement of awards as required.
- F. Attend all meetings of the Budget Committee.

Section 5.03 Secretary. The Secretary shall:

- A. Record complete minutes of all FWSA General Meetings, Executive Board Meetings and Budget Committee meetings; read and file all correspondence; and write letters as necessary or as requested by the President.
- B. Prepare the minutes for the permanent file and send copies as stated below:
 - o Minutes of the Executive Board meetings shall be sent to Executive Board members and Committee Chairs;
 - o Minutes of the Budget Committee shall be sent to the Executive Board;
 - o Minutes of General Meetings shall be sent to the Executive Board, FWSA Committee Chairs, Delegates #1 and #2 of each Member Club, Interclub Chairs for each Member Club, and Independent Members.

All minutes must be sent within two weeks of the meeting at which they are recorded.

- C. Keep an up-to-date roster of the Executive Board, the Committee Chairs and the Delegates, and distribute same to the Interclub Chair of each Member Club, each Independent Member, and each person listed on the roster.
- D. Prepare and distribute the Notice of Meeting for each FWSA meeting.
- E. Assist the Annual Directory Chair in obtaining a complete listing of Officers, Committee Chairs and Delegates, including their names, mailing addresses, email addresses, phone numbers and meeting day and time of each Member Club.
- F. Keep a list of Independent Members who are to receive notices.

- G. Provide written notice to the Delegates of proposed changes in the FWSA governing documents not less than fourteen (14) days prior to the next General Meeting.
- H. Attend all meetings of the Budget Committee.

Section 5.04 Treasurer. The Treasurer shall:

- A. Be the custodian of all funds of FWSA and shall keep a correct record of all business transactions.
- B. Give a full financial report at each Executive Board meeting and a summary report at each General Meeting.
- C. Serve as the corporate Registered Agent or appoint an FWSA member nominee in her stead and be responsible for filing all necessary forms with the State of Florida (including filing the annual report) and with the United States Department of Treasury (IRS) (including filing the annual Form 990).
- D. Collect dues and assessments. Provide a list of Independent Members with their addresses, emails and telephone numbers to the Secretary and the Directory Chair.
- E. Notify delinquent Member Clubs and Independent Members if dues or assessments have not been paid by October 15th.
- F. Chair the Budget Committee.
- G. Meet with the Budget Committee between May and September to establish the annual budget to be presented at the September General Meeting.
- H. Provide the Financial Review Committee with all relevant financial documents.
- I. Be responsible for securing the signatures of the newly elected President, Vice-President, and Treasurer on Banking Resolutions and signature cards as soon as possible after the Annual Meeting.

Article 6. General Meetings

Section 6.01 General Meetings. The General Meetings of FWSA shall be on the third Tuesday of September, the third Wednesday of January, and the third Thursday of May. In exceptional circumstances, the President with the consent of the Executive Board may adjust a General Meeting date for that particular meeting only.

Section 6.02 Annual Meeting. The General Meeting in May shall be the Annual Meeting, and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 6.03 Special Meetings.

Unless otherwise required by law, Special Meetings of the FWSA **may** be called by the Executive Board or the President and **shall** be called upon written request by the holders of twenty-five (25%) percent of the properly registered Delegates. Any written request shall be delivered to the Secretary and shall specify the purpose of the Special Meeting.

Upon receipt of such a request, the Board shall determine the date, time and place of such Special Meeting, which shall be held not more than thirty (30) days from the receipt of the request. The Secretary shall prepare a notice of the meeting and deliver it to the registered Delegates at least fourteen (14) days prior to the date set for the Special Meeting. No business may be transacted at such Special Meeting other than the business specified in the notice to the Delegates of such meeting.

Section 6.04 Voting. Only Delegates registered in accordance with Section 3.01(B) are entitled to vote at a General or Special Meeting; provided that, if the vote is tied, the President shall cast the deciding vote.

Section 6.05 Quorum. A majority of the Delegates properly registered with the FWSA Secretary shall constitute a quorum.

Article 7. The Executive Board

Section 7.01 Board Composition. The elected officers of the FWSA plus the immediate Past President shall constitute the Executive Board.

Section 7.02 Board's Duties and Powers. The Executive Board shall have general supervision of the affairs of the FWSA between General Meetings, fix the hour, method and place of General Meetings, approve applications for sailors wishing to represent FWSA in any sailing event, make recommendations to the FWSA, adopt

standing rules concerning administrative matters as needed, and perform such other duties as are specified in these Bylaws.

Section 7.03 Board Meetings. Regular meetings of the Executive Board shall take place not more than forty-five (45) days prior to each General Meeting. Special meetings of the Board **may** be called by the President and **shall** be called upon the written request of three members of the Board. Notification, means of notice, date, time and location shall be determined at the discretion of the President. The President shall schedule the regular meetings of the Executive Board as soon as possible after the Annual Meeting.

Committee Chairs, Delegates, and Alternate Delegates may attend Executive Board meetings with prior notice to the Secretary at least seven days in advance. Other guests may be invited to attend as deemed necessary by the President.

Section 7.04 Quorum for Board Meetings. Three (3) Board members shall constitute a quorum to transact business of the Board.

Article 8. Committees

Committee Chairs shall attend all General Meetings, keep a written job description, advise and report to the Executive Board, and provide the FWSA President with a record of the year's activities at the Annual Meeting. Committee Chairs shall attend Executive Board meetings when asked to do so by the President.

Section 8.01 Annual Directory Committee. The Annual Directory Committee shall:

- A. Collect the following information from each Member Club: the names and contact information for the Captain, Secretary, Interclub Chair, Delegates and Alternate Delegate. In addition, the day and time of regular meetings of the Club shall be recorded.
- B. Obtain the names of the Independent Members and their addresses, telephone numbers and any other relevant contact information from the Treasurer.
- C. Obtain any other information desirable for inclusion in the Directory, such as the Bylaws and Standing Rules, if any.
- D. With the approval of the Executive Board, determine the method by which the Annual Directory will be produced, whether in print or through electronic means, or a combination of both.

- E. Establish the cost, if any, of publishing and dissemination and determine, in conjunction with the Board, how that cost will be paid.
- F. Publish the Annual Directory no later than the September General Meeting and disseminate as directed by the Executive Board.
- G. Share the information gathered for the Annual Directory with the Website Committee.

Section 8.02 Budget Committee. The Budget Committee shall:

- A. Be composed of the Executive Committee, the immediate Past Treasurer, and one member-at-large appointed by the President.
- B. Meet between May and September to establish the annual budget to be presented at the September General Meeting.

Section 8.03 Bylaws Committee. The Bylaws Committee shall:

- A. Make recommendations to the Executive Board and/or Delegates regarding amendments to the governing documents of the FWSA.
 - o Amendments to Bylaws or Articles of Incorporation: Upon acceptance by the Board, the Bylaws Committee shall submit the proposed amendments to the Secretary to be sent to the registered Delegates not less than fourteen (14) days prior to the next General Meeting. The proposed amendments shall be voted upon at that meeting.
 - o Standing Rules: The Bylaws Committee may recommend Standing Rules to be adopted by the Board without vote by the Delegates under the Board's authority in Section 7.02.
- B. Ensure that the current governing documents, including all approved amendments, are provided to the Secretary, the Chair of the Annual Directory Committee, the Chair of the Website Committee, and the newly appointed Bylaws Committee Chair at the Annual Meeting. The documents may be provided by means of an electronic file or files. If at all possible, the governing documents shall be provided to the new Chair of the Bylaws Committee by means of an electronic file which can be readily edited using widely accepted word processing applications.

Section 8.04 Education Committee. The Education Committee shall:

- A. Organize educational programs open to all Member Clubs of FWSA.
- B. Advise Member Clubs of outside educational opportunities.
- C. Provide the Chair of the Website Committee with the schedule of all planned educational programs throughout the year, and the name of each Member Club's Education Chair.

Section 8.05 Financial Review Committee.

- A. The Financial Review Committee shall be composed of three members appointed by the President. No member shall be on the Executive Board or on the bank signature cards.
- B. The Financial Review Committee shall review the treasury accounts at the close of each fiscal year. During the review process, any individual responsible for the checks and expenditures may be called for clarification, documents or reports as needed.
- C. Upon the death, resignation, or removal of the Treasurer, the financial accounts through the month of the outgoing Treasurer's departure shall be reviewed by the Financial Review Committee as soon as possible.

Section 8.06 Nominating Committee. The immediate Past President shall chair a Nominating Committee consisting of herself and two (2) additional members whom she selects, each from a separate Member Club. The names of the Committee members shall be presented by the immediate Past President at the General Meeting in January.

It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting in May. The slate of candidates shall be provided to all registered Delegates, in writing, not less than fourteen (14) days prior to the Annual Meeting.

At the Annual Meeting in May, additional nominations from the floor may be permitted prior to the election. Nominees must meet the qualification requirements of Section 4.03 to run for office.

Section 8.07 Publicity/Historian Committee. The Publicity/Historian Committee shall arrange for media publicity about each Member Club and preserve these in

such manner as the Board shall prescribe. The Publicity Committee shall also promote FWSA and its activities through social media.

Section 8.08 Recruiting Committee. The Recruiting Committee shall:

- A. Contact other Florida women’s sailing organizations to promote FWSA membership.
- B. Maintain a current comprehensive informational booklet designed to aid in the formation of new women’s sailing clubs.

Section 8.09 Website Committee. The Website Committee shall be responsible for maintaining the FWSA website with current and accurate information, including but not limited to the roster of Officers and Committee Chairs, Delegates and Alternates, scheduled educational programs, governing documents, and such other information as the Executive Board may direct.

Section 8.10 Young Woman Sailor of the Year Committee. The Young Woman Sailor of the Year Committee shall promote the award, accept applications, and select the winner each year.

Article 9. Electronic Meetings, Use of Email

Any meeting, whether a General Meeting, a Board Meeting, or a committee meeting, may be held in person or through the use of an Internet meeting service designated by the Executive Board or, in the case of a committee meeting, by the Committee Chair. The internet meeting service must support:

- anonymous voting and visible displays identifying those participating,
- identifying those seeking recognition to speak,
- showing (or permitting the retrieval of) the text of pending motions, and
- showing the results of votes.

Electronic meetings shall be subject to all rules adopted by the Board or the FWSA to govern them, which may include any reasonable limitations on, and requirements for, participation by Board Members, Delegates, and committees. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the FWSA. An anonymous vote conducted through the designated Internet meeting

service shall be deemed a ballot vote, fulfilling any requirement in the Bylaws or rules that a vote be conducted by ballot.

Whenever written notice is required by these Bylaws, such notice may be sent by US mail or by means of any electronic transmission permitted by law, including, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers.

Article 10. Competition

Any sailor (skipper or crew) wishing to represent FWSA in any sailing event must qualify as follows:

- A. She must be a member of an FWSA Club or an Independent Member for not less than one year prior to the event; and
- B. She must submit an application (including Club affiliation of skipper and crew) to the FWSA Vice-President for approval by the Executive Board. The Executive Board may require the applicant(s) to participate in a sail-off prior to approval.

Article 11. Fiscal Year

The fiscal year of the FWSA shall begin on June 1 and end on May 31.

Article 12. Parliamentary Order

The rules contained in the current edition of Roberts Rules of Order, Newly Revised (RRONR) shall govern the FWSA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the laws of the State of Florida, and any special rules of order that FWSA may adopt.

The President shall appoint a Parliamentarian to give advice on matters pertaining to RRONR.

Article 13. Amendments

These Bylaws may be amended by the Executive Board subject to approval by a two-thirds (2/3) vote of the Delegates present at a General or Special Meeting at which a quorum is present. The Executive Board reserves the right at any time to amend any

non-material provision contained in these Bylaws, without Delegate approval, to allow for minor changes to punctuation, spelling or internal references.

History: These Bylaws replace the Bylaws adopted January 19, 2022 in their entirety. This revision was necessary to correct the inadvertent merger of the Budget Committee and Financial Review Committee in the prior document. The Committees in Article 8 were also re-ordered alphabetically.