

CONSTITUTION OF THE WINDMILL CLASS ASSOCIATION

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ARTICLE I - NAME AND ORGANIZATIONAL FORM

The name of this organization shall be the Windmill Class Association, Inc. (also referred to as WCA or ‘the Association)

As of January 17, 2001, the Windmill Class Association, Inc. is a Maryland Tax-Exempt Non-Stock Corporation formed pursuant to the Articles of Incorporation. The Association reserves the right to change incorporation to another state with Governing Board approval.

ARTICLE II - OBJECTIVE

The objectives of the Windmill Class Association shall be:

- To promote the Windmill Class Sailboat.
- To rigidly maintain the one-design feature of the Windmill Class,
- To promote and develop Windmill Class racing under uniform rules governed by the Association.

ARTICLE III - EMBLEM

The emblem shall be as shown on the Windmill plans for sails.

ARTICLE IV - POLICY

- 1) To keep the cost of acquisition and upkeep of the Windmill Class sloop within modest limits so that Windmills

may be available to the largest number of owners possible.

- 2) To maintain the one-design feature of the Windmill Class so as to insure that all Windmill Class racing held under the auspices of this Association will determine the skill of the skipper and crew.
- 3) To cooperate with other yachting organizations, and in return, to insist on a strict observance of the rules of the Windmill Class.
- 4) To encourage the development and growth of affiliated Windmill Class Associations in other nations through continued contacts and competition.

ARTICLE V - JURISDICTION

- 1) This Association has jurisdiction over all Windmill Class activities. Its rules govern all sanctioned races. Its Constitution and By-Laws are binding on all members and fleets. All Windmill sloops must conform to its plans and specifications. All National and regional regattas must be conducted in conformity with its rules for such regattas.
- 2) An affiliate of the Association outside of the United States may modify specific constitutional provisions and By-Laws of the Association to accord with local yachting custom and organizational structure. In no case, however, shall any part of the Plans and Specifications (Article X of the By-Laws) be changed or modified in any way without the approval of the Rules Committee and the Governing Board of the Windmill Class Association.

ARTICLE VI - ORGANIZATION

- 1) The powers of the Association shall be vested in the Governing Board.
- 2) The Governing Board shall consist of the immediate past President, President, First Vice President, Second Vice President, Secretary, Treasurer and the Chief Measurer. Unless otherwise stipulated herein a majority vote of the Governing Board shall decide all issues. The Governing Board shall interpret the Constitution and By-Laws and shall be the last court of appeals in disputes over constitutional rights. It shall determine Association policy and shall have the power to enforce its decisions by suspension of entire fleets or individual members. Its rulings shall be binding and final.
- 5) The Fleet is a territorial unit open to all eligible persons within its area. Each fleet elects its own officers and is self-governing in all local matters not conflicting with the Association rules.
- 6) Groups of fleets in a geographically contiguous area may be organized into Districts by the Governing Board, which may periodically redefine districts to maintain a reasonable balance of membership among them.

ARTICLE VII - FLEET CHARTERS

- 1) Any three or more owners of three or more Windmill sloops, who are members of the Association and are not living within the locality of an organized fleet, may apply to the Association for a Fleet charter.
- 2) Fleet charters may be granted or suspended by the Governing Board. Fleet charters may only be revoked at an annual meeting for failure to maintain in good standing a minimum membership and quota of Windmill sloops as required, or for violation of By-Laws, or for other adequate cause.
- 3) In the case where a recognized yacht club, Sea Scout troop, educational institution, or a similar group owns a minimum of three (3) Windmills, for the purpose of teaching or promoting sailing, they may be granted a fleet charter with only one (1) voting member (the club or group). Any member of the club or group is eligible to sail a club or group owned Windmill in any sanctioned event.

ARTICLE VIII - MEMBERSHIP

Membership in this Association shall consist of three classes: Active, Associate and Honorary.

- 1) Any sailor regardless of age, race or sex, may become a member of this Association. All members shall receive all communications of the Association.
- 2) An Active member must be a dues-paid owner or part-owner of a Windmill sloop, or must be a member of a fleet under Article VII.3. Active members shall be privileged to hold office and to vote in fleet and Association matters.
- 3) When a Windmill is owned in good faith by more than one person, those persons shall be considered co-owners and shall each pay Active dues annually. Each co-owner shall be considered an Active member to the extent that he/she shall have the right to sail a Windmill in any sanctioned regatta. Only one vote may be cast by the co-owners at official meetings, unless another Windmill is owned by one or both of the co-owners. Good faith co-ownership implies a reasonably permanent commitment to the Windmill and to the Association with each owner having a substantial equity (at least 25%) in the boat, and the intention to retain the co-ownership for a length of time.
- 4) Active membership permits the owner, spouse and children under age 21 of the owner's immediate family to skipper Windmills in any Association sanctioned regatta and to enjoy all active membership privileges and hold office in the Association.
- 5) Associate members are dues-paid members who wish to support the Class, but who are not eligible for Active membership or, although owning a Windmill, are not interested in racing in WCA sanctioned events.. Associate members are not privileged to hold office, to vote in Association matters, nor to skipper a Windmill in an Association sanctioned regatta.
- 6) Honorary members are elected by the Governing Board with the approval of the members at an annual or special meeting of the Association. To be eligible as an honorary member they must have rendered extraordinary service to the Association. Honorary membership shall continue for life. Honorary members shall not pay dues and shall have all the privileges of active membership.
- 7) Association dues shall be fixed by the By-Laws. Fleet or District dues, if any, shall be fixed by each fleet or District
- 8) The Governing Board may approve a request by mail or e-mail for Active Membership from a sailor who, although not currently owning a Windmill, is a proponent of the class.

ARTICLE IX - EXECUTIVE OFFICERS

- 1) The Executive Officers of this Association must be Active or Honorary members. The immediate Past President must continue to be an Active or Honorary member to remain on the Governing Board. The Officer's respective duties shall be as follows:
 - a) **PRESIDENT** - The President shall be the chief executive and shall preside at all meetings, serve as chair of the Governing Board, rule on procedure and jurisdiction, appoint standing and special committees, and authorize payment of bills.
 - b) **FIRST VICE PRESIDENT** - The First Vice President shall assume all the duties of the President in the event the President is unable to act. He or she shall also serve as chairman of the Rules Committee. In the event that the Vice President shall succeed to the office of President, the Governing Board shall elect an interim Vice President who shall assume the duties of the Vice President.
 - c) **SECOND VICE PRESIDENT** - The Second Vice President shall edit and publish a Windmill Class Newsletter, known as The Joust, and shall preside at meetings in the absence of both the President and First Vice President.
 - d) **SECRETARY**— shall keep copies of the WCA Constitution, By-Laws, Specifications and Plans and decisions of the Governing Board; shall record minutes of all meetings; maintain an accurate up-to-date record on all members, fleets, and registered Windmill Class sloops; accomplish billing for membership annual dues, award plans, specifications and racing numbers for all Windmills and perform all duties pertaining to that of secretary. For record keeping, dues and other fees shall be remitted to the Windmill Class Association through the Secretary, who shall then send the funds to the Treasurer.
 - e) **TREASURER** - shall deposit Association funds in a depository approved by the Governing Board; keep financial books and records of the Association; disburse funds only on order of the President; remit quarterly financial

statements to the Governing Board; file all applicable tax, corporate and other legal returns; comply with requests from the Audit Committee and perform all duties pertaining to that of the Treasurer.

f) CHIEF MEASURER - The Chief Measurer shall be in charge of all certified measurers; shall grant or reject all measurement certificates and issue duplicates when requested; may set measurement fees subject to the approval of the Governing Board; is empowered to make formal interpretations of questions about the Plans and Specifications for measurement purposes, interpretations which are binding until acted upon by the Rules Committee and/or the Governing Board; shall be responsible for keeping a permanent and complete record of all Chief Measurer Rulings and resulting Rules Committee Rulings and Governing Board Rulings while in office and shall turn this record over to the successor at the end of the term of office; shall be responsible for communicating all rulings to the Second Vice President for prompt publications in The Joust. The Chief Measurer shall be an ex officio member of the Rules Committee.

2) The foregoing officers shall be elected at the annual meeting and serve for one year or until their successors are duly installed. They shall take office upon the adjournment of the Annual Meeting at which they were elected.

3) A paid internet web site coordinator or vendor may be retained (and/or discharged) by a vote of the Governing Board. The Governing Board shall determine the duties of the web site coordinator. The elected Association officers whose duties the web site coordinator may perform are nonetheless responsible for these duties.

ARTICLE X - DISTRICT OFFICERS

1) A District Commodore shall be elected by the voting members in each district present at the District Championship Regatta, and shall hold office for one year. If any district shall fail to hold an election, the President may appoint a District Commodore to hold office for the ensuing year. The District Commodore shall preside at all district meetings; shall coordinate Windmill racing activity in the district insofar as possible; shall seek to promote the class in the district; and shall arrange for an annual District Championship Regatta. The District Commodore may appoint such officers as needed to assist in such duties.

2) Every member of a district must be notified by mail or electronically of the time and place of the District Championship at which elections for District Commodore will be held. Publication in The Joust satisfies this requirement.

ARTICLE XI - FLEET OFFICERS

1) The following Fleet Officers should be elected by the voting members in the fleet;

a) FLEET CAPTAIN - shall have general supervision over all fleet activities.

b) SECRETARY TREASURER - Duties to be assigned by the Fleet Captain. Normally would be responsible for issuing the fleet newsletter.

c) MEASURER - Responsible for measuring all boats in the fleet area.

2) Fleet Officers shall hold office for one year, or until successors are installed.

ARTICLE XII - STANDING COMMITTEES

1) RULES COMMITTEE

a) It shall be chaired by the First Vice President and also shall consist of the Chief Measurer and five additional members appointed by the Governing Board, each serving a one year term. In case of a vacancy, the method of replacement shall be by appointment by the Governing Board.

b) It shall be an advisory committee to the Governing Board on all questions pertaining to the Rules, Specifications, and Plans. It shall study all issues referred to it by the Board members, and shall perform such examinations and

studies as are necessary to thoroughly evaluate these questions and make proposals to the board for changes or clarifications to the Rules.

c) Approve, before construction begins, the plans of professional builders and give final approval when the first hull is completed. Such approval shall not imply measurement, but will assure that if the boat meets all measurement requirements, it will be accepted by the class as a Windmill.

d) Approve all changes made by a manufacturer to professionally built Windmills.

e) Evaluate possible applications of new materials, new designs and new constructions to the class. This Committee is responsible for evaluating proposed changes clearly outside the scope of the current Plans, Specifications and Rules.

f) All proposed Rules changes shall be presented to this committee prior to their being presented for a vote to determine specific wording, need, compatibility and effect on the existing Rules.

d) In those cases where the President rules there is insufficient time for the Governing Board to vote on Rules Committee findings, such findings shall be binding until the Governing Board vote is completed.

2) FINANCE COMMITTEE - The President, Secretary and Treasurer shall function together as a Finance Committee to recommend changes in the annual dues, prepare an annual budget and make recommendations to the Governing Board for the investment of any funds not required for annual operations of the Association.

3) AUDIT COMMITTEE - The President shall appoint three members, at least two of whom shall be of the Governing Board, who shall not include the President, Secretary or Treasurer, to comprise an Audit Committee that shall audit the books and records for each calendar year and provide a report to the Governing Board by April 15 of the following calendar year.

4) NOMINATING COMMITTEE - A three-member committee that shall be appointed by the Governing Board. The Nominating Committee shall be responsible for nominating candidates for the following year's elective offices. It shall present the names of these candidates, with the office to which they have been nominated, to the Governing Board no later than one (1) month before the next annual meeting.

Nominations for office may also be proposed from the floor at the Annual Meeting.

The intent is to allow progress within the scope of the Constitution, Article IV, allowing any member opportunity to serve.

ARTICLE XIII - MEETINGS

1) The annual meeting shall be held during the National Championship regatta. The time and place of the annual meeting shall be fixed by the Governing Board. The chair may fix a time limit on speakers and motions.

2) Special meetings may be ordered by the Governing Board or held upon the demand of twenty percent of the voting members in good standing. The meeting may be held by mail or conducted using electronic processes available to all members. The purpose of the special meeting must be stated in terms conducive to a vote and no other business may be transacted. Notice of the meeting along with an official ballot shall be published in The Joustier at least 60 days prior to the meeting.

ARTICLE XIV - QUORUM

For the annual meeting and special meetings, fifteen percent (15%) of the voting members in good standing in person or by proxy shall constitute a quorum. If a quorum exists at roll call it exists throughout the meeting. Roll call when using electronically hosted meetings will assure that fifteen percent of voting members are actively participating in the meeting so conducted.

ARTICLE XV - VOTING

- 1) Each voting member (Active or Honorary as defined in Article VIII) who is in attendance or has a ballot or written proxy designating how to cast his/her vote shall be entitled to one vote.
- 2) A majority of votes cast shall decide all questions not otherwise stipulated and the Chair shall cast the deciding vote in the event of a tie.
- 3) For special meetings held by mail and/or electronically, an official ballot shall be published in The Joustier and all such ballots returned within two months of the date of mailing of The Joustier shall be counted. The official return date deadline shall be stated on the ballot. A majority of the votes cast shall decide all questions not otherwise stipulated and the Governing Board shall cast the deciding vote in the event of a tie. For special meetings that include the use of electronic participation and voting, the WCA Governing Board will develop criteria for ensuring the authentic participation of members in good standing and publish these criteria before the actual special meeting dates.

ARTICLE XVI - AMENDMENTS

- 1) The Constitution and By-Laws may never be suspended, but may be amended by a two-thirds vote at any meeting, providing, however, that all members have been notified at least 60 days prior to such meeting of all proposed amendments. Publication in The Joustier shall constitute due notification.
- 2) The Governing Board may amend the By-Laws at any time by a two-thirds vote of its members, providing that all Association members have been notified at least 60 days prior to such a vote of all proposed amendments. Publication in The Joustier shall constitute due notification.
- 3) No amendment may be passed which would render ineligible a Windmill sloop or voting member whose eligibility was established under then existing rules of the Association, and whose status cannot be changed to conform to the proposed amendment, nor shall retroactive legislation be passed affecting voting members' or fleets' Constitutional rights except by a three-fourths vote of the voting members.
- 4) The Governing Board shall have the power to simplify clarify or correct the wording of any article in the Constitution or By-Laws, as long as its intent and purpose is not altered.

ARTICLE XVII - IMPEACHMENTS

Any member may be expelled and any fleet, district or Association officer impeached by a three-fourths vote at an annual or special meeting.

ARTICLE XIII - ORDER OF BUSINESS

At Annual Meetings:

1. Call to order
2. Roll call of voting members
3. Minutes of last meeting
4. Reports of Officers
5. Reports of Committees
6. Review of issuance or revocation of charters
7. Review of Governing Board rulings
8. Unfinished business
9. New business
10. Instructions to Rules Committee
11. Election of Officers
12. Election of Nominating Committee for the coming year
13. Adjournment

At Special Meetings:

1. Call to Order
2. Roll call of voting members
3. Special business
4. Adjournment