

CONSTITUTION OF THE WINDMILL CLASS ASSOCIATION

ARTICLE I - NAME AND ORGANIZATIONAL FORM

The name of this organization shall be the Windmill Class Association, Inc., a Maryland Tax-Exempt Non-Stock Corporation formed pursuant to the Articles of Incorporation dated January 17, 2001.

ARTICLE II - OBJECT

The objects 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 registered Windmill sloops must conform to its plans and specifications. All National and International 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) This Association shall consist of members described in Article VIII, who whenever practicable shall belong to a fleet.
- 2) 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.
- 3) 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.
- 4) The powers of the Association shall be vested in the Governing Board.

ARTICLE VII - FLEET CHARTERS

- 1) Any three or more owners of three or more Windmill sloops, with valid measurement certificates, 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 by the Executive Committee 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 by applying for voting membership.

ARTICLE VIII - MEMBERSHIP

Membership in this Association shall consist of five classes: Active, Family, Associate, Affiliate, and Honorary.

- 1) Any Corinthian, 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 that is duly registered and has a valid measurement certificate or must be a member of a fleet under Article VII.3. At least one membership must be purchased for each registered Windmill. Active members shall be privileged to hold office and to vote in fleet and Association matters.
- 3) By application and payment of an additional fee, anyone eligible for Active membership may be entitled to a Family membership. This classification permits the owner, spouse and children of the owner's immediate family to skipper the Windmill in any Association sanctioned regatta and to enjoy all active membership privileges including those of voting and holding office in the Association. One membership, however, must be purchased for each registered Windmill owned or co-owned within the family
- 4) Associate members are dues-paid members not eligible for any other class of membership. Associate members are not privileged to hold office, to vote in Association matters, nor to skipper a Windmill sloop in an Association sanctioned regatta.
- 5) Affiliate members are dues paid members of an organization granted a fleet charter under Article VII.3. They may skipper a Windmill that is registered, has a valid measurement certificate and is owned by the organization granted a fleet charter in any Association sanctioned regattas. Affiliate members shall be privileged to hold office, except executive office, and to vote in Association matters. Membership terminates when a person is no longer affiliated with the organization granted the fleet charter.
- 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 honorary members 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 dues, if any, shall be fixed by each fleet.

ARTICLE IX - EXECUTIVE OFFICERS

- 1) The Executive Officers of this Association must be Active or Family members, and their 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 Executive Committee and 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 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-TREASURER** - The Secretary-Treasurer shall record minutes of all meetings; maintain an accurate up-to-date record on all members, fleets, and registered Windmill Class sloops, award plans, specifications and racing numbers for all Windmills and perform all duties pertaining to that of secretary; shall deposit Association funds in a depository approved by the Executive Committee; keep financial books and records of the Association; disburse funds only on order of the President; and perform all duties pertaining to that of the Treasurer.
 - e) **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 Executive Committee; 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 on September 1st of the year in which they are elected.

3) A paid Executive Secretary may be retained (and/or discharged) by a vote of the Executive Committee. The Executive Committee shall determine the duties of the Executive Secretary. The elected Association officers whose duties the Executive Secretary 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; may be an elected member of the Governing Board; 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 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 - GOVERNING BOARD AND EXECUTIVE COMMITTEE

1) GOVERNING BOARD - Shall consist of the immediate Past President, the President, the First Vice President, the Secretary, and three members at large elected annually from the voting membership (total - 7). 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.

2) EXECUTIVE COMMITTEE - Shall be a sub-committee of the Governing Board. It shall consist of the President and two or more Governing Board members appointed by the President and approved by a two-thirds vote of the Governing Board. It shall be empowered to act in matters requiring prompt action and discussion and shall plan the agenda for annual meetings. The Executive Committee may sanction or ban races and other activities; shall rule on appeals; shall grant charters; shall create and determine territorial limits for fleets and districts; shall fill vacancies in office for any unexpired term; recommend to the Governing Board the suspension of members for gross violation of rules or unsportsmanlike conduct for a period not exceeding its term of office; make recommendations to the Governing Board regarding any impeachment proceedings with respect to fleet, district, or Association officers.

ARTICLE XIII - STANDING COMMITTEES

1) RULES COMMITTEE

a) It shall be chaired by the First Vice President and shall consist of five members, each serving a one year term. In case of a vacancy, the method of replacement shall be by appointment by the Executive Committee. The Chief Measurer shall be an ex officio member of the Committee.

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) 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) BUDGET COMMITTEE - The Budget Committee shall consist of the President and the Secretary/Treasurer. This committee shall prepare a budget for the ensuing year, which shall be published in The Joustier as soon as approved by the Governing Board.

3) PROMOTIONS AND PUBLIC RELATIONS COMMITTEE - Shall be appointed by the Executive Committee and shall be responsible for all matters dealing with class publicity and public relations for the purpose of promoting the Windmill and Association activities. It shall also assist district and fleet officers by offering suggestions on how they may improve their efforts in promoting local fleets.

4) NOMINATING COMMITTEE - A three-member committee, including the immediate Past President, shall be nominated by the Executive Committee and elected at the annual meeting, where nominations from the floor may be accepted. It 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 Executive Committee no later than one (1) month before the next annual meeting.

5) DEVELOPMENT COMMITTEE

Shall be appointed by the Executive Committee and shall report to the President. Its decisions shall be approved by the Governing Board prior to implementation. Its duties shall consist of the following:

a) 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.

b) Approve all changes made by the manufacturer(s) to professionally built fiberglass boats.

c) 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. The intent is to allow progress within the scope of the Constitution, Article IV.

ARTICLE XIV - MEETINGS

1) The annual meeting shall be held during the International or National Championship regatta. The time and place of the annual meeting shall be fixed by the Executive Committee. 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. The purpose of the meeting must be stated in votable form 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 XV - QUORUM

For the annual meeting and special meetings twenty percent of the voting members in good standing shall constitute a quorum. If a quorum exists at roll call it exists throughout the meeting.

ARTICLE XVI - VOTING

1) Each voting membership 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, 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 shall be stated on the ballot. A majority of the votes cast shall decide all questions not otherwise stipulated and the Executive Committee shall cast the deciding vote in the event of a tie.

ARTICLE XVII - 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 voting.
- 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 XVIII - 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 XIX - 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 and Executive Committee 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

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