

Bylaws of the Lake Michigan Performance Handicap Racing Fleet

Confirmed December 1997 as amended December 2021

Article I – Name

Section 1.1 The name of this corporation shall be the Lake Michigan Performance Handicap Racing Fleet, Incorporated (hereinafter referred to as "LMPHRF"), a Wisconsin not-for-profit corporation. It shall operate under the terms of reference and policies of the United States Performance Handicap Racing Fleet, a rule committee of the United States Sailing Association (hereinafter referred to as "USPHRF") and shall abide by all applicable rules and regulations of the United States Sailing Association (hereinafter referred to as US "Sailing").

Section 1.2 LMPHRF is organized exclusively for charitable and educational purposes in support of sailboat racing. More specifically LMPHRF is created solely as an organization described in Section 501 (c)(4) and exempt from taxation under the Internal Revenue Code of 1954 or corresponding provisions thereafter enacted and in effect. LMPHRF shall be operated exclusively for such purposes; no part of its net earnings shall accrue to the benefit of any private member, trustee, director, or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and shall not participate in, or otherwise intervene in any political campaign on behalf of or in opposition to a candidate for public office.

Article II – Mission

Section 2.1 The mission of LMPHRF shall be to research, develop, establish, assign, and maintain an equitable system of performance handicaps for sailing yachts racing on Lake Michigan and nearby inland lakes and waterways. It shall encourage Corinthian yachting and shall provide education to its members concerning performance handicapping of racing sailboats to insure fair and level racing opportunities. The mission of LMPHRF does not include sailboat race organization or management.

Article III – Objectives

Section 3.1 The major objective of LMPHRF and its related activities is to promote the sport of performance handicap sailboat racing by issuing performance handicaps qualifying sailboats under the current specifications of (US Sailing's Recommendations for Offshore Sailing and for qualifying sailboats competing under the current International Yacht Racing Rules including US Sailing Prescriptions.

Section 3.2 Further objectives of LMPHRF shall be to promote education and research whose purpose is to increase the safety and fairness of competitive sailing, enhance the systematic assignment of performance handicaps, develop scoring systems, and determine critical factors affecting the potential speed of sailboats that race by participating in and funding appropriate regional and national efforts, and to promote information dissemination and interchange with other national and international performance handicapping fleets racing qualifying monohull and multihull sailboats. It shall provide seminars, workshops, and lectures to educate its members concerning the development and assignments of handicaps for sailboat racing.

Article IV – Organization

Section 4.1 LMPHRF shall be organized under a Board of Directors consisting of an Executive Committee, Regional Handicappers, and the Head of the LMPHRF Technical Committee. The Executive Committee comprise the officers with vested authority to manage the corporation and includes an Executive Director who is also its Chairperson; the Chief Handicapper of LMPHRF, who is also the Vice Chairperson; a Corresponding Secretary, a Recording Secretary, and a Treasurer.

Regional handicappers represent the following geographical areas/regions:

1. Inland waters not connected to the Great Lakes (Geneva, Minnetonka etc.
2. Mackinac Straits through and including Port Washington
3. From Port Washington through and including Racine
4. From Racine to, but not including, Wilmette IL
5. Wilmette to, but not including, Michigan City
6. Michigan City to Little Sable Point
7. Little Sable Point to the Straits of Mackinac
8. Lake Superior including Sault Ste Marie MI and Canada. Also, any areas not covered in any other Region
9. Lake Huron, Western Lake Erie including Lake St Clair and connecting waterways

The Board of Directors is authorized to delete, join, or sub-divide these areas/regions or add additional areas as it sees fit to optimize the work of the Corporation.

Section 4.2 A Council of Handicappers (hereinafter referred to as "Council" is comprised of qualified annually appointed Yacht or Sailing Club delegates, elected Regional Handicappers, the Head of the Technical Committee, and the Executive Committee. This Council's chief responsibility is to administer the development and assignment of performance handicaps to qualifying yachts whose owners wish to race them competitively in the Lake Michigan region. Specifically, the Council is vested with authority for establishing and exercising all procedures required to maintain compliance with the terms of reference of USPHRF and for the development, assignment, adjustment, and appeal of all LMPHRF handicaps.

Article V - Membership

Section 5.1 There shall be three categories of membership in LMPHRF: (i) corporate voting members, (ii) voting members of the Council of Handicappers, and (iii) non-voting members of LMPHRF.

Section 5.2 Voting members of the corporation shall be the Executive Committee, the Regional Handicappers, and the Head of the Technical Committee.

Section 5.3 Annually appointed delegates of yacht or sailing clubs or other organized sail racing organizations are the largest constituency of the Council of Handicappers and shall be voting members of the Council but are not voting members of the corporation.

Section 5.4 Owners of sailboats, other than those covered in Sections 5.2 and 5.3, holding a valid LMPHRF Handicap Certificate (hereinafter referred to as "Certificate") shall be considered non-voting members of LMPHRF.

Article VI - Certificate Fee

Section 6.1 No later than its December meeting, the Council shall set the annual fee and a late payment fee associated with application and issuance of a valid LMPHRF Certificate, and the date on which the late fee becomes applicable for renewal certificates.

Article VII - Elected Officers and Appointees

Section 7. 1 The officers of LMPHRF shall be the Executive Director, the Chief Handicapper, the Recording Secretary, the Corresponding Secretary, the Treasurer, and Head of the Technical Committee. The officers shall be delegates of yacht and sailing clubs and other qualified sailing Organizations seated on the Council of Handicappers.

Section 7.2 Duties of the Executive Director are to; convene and preside at all meetings, oversee the day to day management of LMPHRF, assure actions of the various bodies of LMPHRF comply with the its bylaws and procedures, assure that the actions of the Council are executed in a timely way, bring to the Council issues for their consideration and action related to performance handicapping, appoint committees, have custody of the records, keep a roll of the membership, prepare and publish annually a roster of the current fleet and a manual of current procedures. The Executive Director shall annually appoint a Technical Committee and a Finance Committee and may appoint such other committees as are judged necessary to carry out the work of the Council.

Committee membership may be drawn from the Council, from non-voting members of LMPHRF members, or from individuals possessing special expertise related to performance handicapping of monohull and multihulls. The Technical Committee shall be responsible for assisting the Chief Handicapper in carrying out his duties as described in Section 7.3. The Chief Handicapper shall be an ex-officio member of this committee. The Finance Committee shall be responsible for long-range financial planning, proposing the annual dues structure, for preparing an annual budget, and for securing an audit as appropriate. The Treasurer shall be an ex-officio member of the Finance Committee. Recommendations for action made by any committee shall be subject to review and formal approval of the Council prior to implementation. The Chief Handicapper will perform the duties described in this section when Executive Director is unable to do so.

Section 7.3 Duties of the Chief Handicapper (also Chair of the Regional Handicappers) are to establish and maintain a database of race results for review and assignment of handicaps, bring to the attention of the Council any handicaps which require the review, modification, or action, study, recommend to the Council performance handicaps for racing sailboats new to the fleet and for those boats whose handicaps have been appealed, represent LMPHRF in all national appeals of LMPHRF handicaps, assist the Executive Director and officiate at meetings when the Executive Director is absent. The Chief Handicapper is an ex-officio member of the LMPHRF Technical Committee. The head of the Technical Committee will perform the duties described in this section when the Chief Handicapper is unable to do so.

Section 7.4 Duties of the Corresponding Secretary are to: conduct all correspondence for LMPHRF, give notice of the meetings, solicit race results from yacht and sailing clubs using the LMPHRF rule, solicit recommendations from yacht and sailing clubs for qualified delegates to the Council and review and report on their qualifications, publish and disseminate newsletters, and assist the Executive Director. The Recording Secretary will perform the duties described in this section when Corresponding Secretary is unable do so.

Section 7.5 Duties of the Recording Secretary are to: keep an attendance record of the meetings of the handicap council, record the Council's activities and actions at each meeting, record the activities and actions of the Board of Directors at its meetings and assist the Corresponding Secretary and the Executive Director. The Corresponding Secretary will perform the duties described in this section when the Recording Secretary is unable to do so.

Section 7.6 Duties of the Treasurer are to: collect, receive, deposit and disburse all moneys, keep and maintain all financial records, make an accounting of all funds, prepare written monthly reports concerning the financial condition of LMPHRF for dissemination at each meeting of the Handicap Council, pay any required taxes, and inventory and insure all property of the Corporation. The Treasurer shall arrange the accounts so that the Treasurer, Executive Director, Chief Handicapper, Corresponding Secretary or Recording Secretary shall be authorized to sign checks. No officer may sign a check when an officer or

any company in which that officer has a financial interest is the payee. The Treasurer is the chief financial officer of LMPHRF. The Treasurer shall deposit the funds of the Corporation in Federally insured accounts. The Treasurer shall arrange for such insurance deemed necessary to protect the Corporation, its officers, and its members from any and all claims which might be filed against them when acting for the Corporation or acting as individuals in discharging their assigned responsibilities for the Corporation. The Executive Director will perform the duties described in this section when the Treasurer is unable to do so.

Section 7.7 Duties of the Head of the Technical Committee are to: direct research on critical factors of racing sailboats affecting estimates of potential speed, develop with the committee and with the assistance of Chief Handicapper algorithms that may improve the systematic assignment of performance handicaps, develop various analysis and reports commissioned by the Council of Handicappers, and suggest, upon careful study, changes to the LMPHRF or USPHRF terms of reference for assignment of performance handicaps to monohull or multihull racing sailboats. The Chief Handicapper will perform the duties described in this section when the head of the Technical Committee is unable to do so.

Section 7.8 Duties of each regional handicapper are to: validate new applications for performance handicaps submitted from their regions, assist the Chief Handicapper in the measurement of rig and hull when required, assist in the determination of initial ratings for yachts, assist in the assignment of handicaps for yachts under review or appeal, disseminate information to certificate holders in their region, answer any questions certificate holders in their region may have, and present concerns of certificate holders in their region to the Council for its consideration and appropriate action.

Section 7.9 Duties of each yacht or sailing club delegate appointed by the delegate's club or association are to assist in the systematic assignment of performance handicaps for the entire fleet of LMPHRF racing sailboats excepting competitors or potential competitors in their sections on the racecourse.

Article VIII - Council of Handicappers

Section 8.1 Those named in Article IV Section 4.2 shall constitute the Council of Handicappers.

Section 8.2 The responsibilities of the Council shall be to:

8.2. 1 Accept and qualify applications from sailboat owners for the assignment of handicaps to their boats for the purpose of racing.

8.2.2 Systematically assign handicaps respecting the USPHRF and LMPHRF terms of reference.

8.2. 3 Review modifications to existing sailboats to determine whether or not an adjustment in the handicap is warranted.

8.2. 4 Review, on a regular basis, all assigned handicaps based on race results.

8.2.5 Promulgate policies for the submission of the appeal of an assign handicap, and to consider properly submitted appeals.

8.2.6 Review the guidelines used for the assignment of handicaps.

8.2.7 Develop such handicapping guidelines as are necessary to accommodate changes in the design and construction of sailboats and their sails and other equipment.

8.2.7 Monitor compliance with the rules under which the handicap is assigned.

8.2.9 Set the fees for the issuance of a Certificate, and other fees that may be assessed for the purposes of LMPHRF.

8.2.10 Approve reports of the expenditure of LMPHRF funds.

8.2.11 Assess such penalties as may be appropriate for violation of the rules and regulations of LMPHRF. These may include, but, are not limited to, a handicap penalty, the suspension of a certificate for a given period of time, or the revocation of a certificate.

Article IX - Elections and Terms of Office

Section 9.1 A nominating committee shall be appointed by the Executive Director in May. This committee shall consist of three members, two from the Council and one from among the non-voting members. The nominating committee members shall come from three different LMPHRF regions. The Chair of the Executive Committee shall serve ex-officio.

Section 9.2 The nominating committee shall present a slate of officers of the corporation to be elected at its annual meeting in each calendar year. Each shall serve three-year terms beginning with the next meeting following their election. To ensure continuity, the terms for the first officers elected after the approval of these bylaws shall be staggered. Officers may be nominated to succeed themselves. Officers once elected may be reelected and shall have their initial club or association appointment remain effective until relinquishing the officer position by vote, resignation or termination.

Section 9.3 Minimum qualifications for the Executive Committee of the corporation.

9.3.1 Five full seasons of performance handicap racing experience as skipper, crew or in race management.

9.3.2 At least three years of full service as an LMPHRF Council Handicapper or equivalent sailing handicapping experience/service deemed recognized by the Executive Committee.

9.3.3 Demonstrated expertise, objectivity, and integrity.

9.3.4 Current membership in U.S. Sailing Association

Section 9.4 The nominating committee shall present a slate of Regional Handicappers to be approved by the Council at its annual meeting in each calendar year. Each shall serve three-year terms beginning with the next meeting following their election beginning with the next meeting following their election. To insure continuity, the terms for the first Regional Handicappers elected after the approval of these bylaws shall be staggered. Regional Handicappers may be nominated to succeed themselves.

Section 9.5 Minimum qualifications for Regional Handicappers

9.5.1 Three seasons of performance handicap racing experience as skipper or crew or in race management.

9.5.2 At least two full years of service as an LMPHRF Council Handicapper or equivalent sailing handicapping experience/service deemed recognized by the Executive Committee.

9.5.3 Demonstrated expertise, objectivity, and integrity.

Article X - Club Delegates

Section 10.1 Club Delegates shall be designated annually upon recommendations of their affiliated organization. To ensure a smooth transition, each organization entitled to appoint delegates shall be requested in November to recommend appointment delegates whose one-year term of office shall commence at the first meeting after January 1 of the following year. Each Club or Sailing Association which has members holding current LMPHRF certificates shall be entitled to; one delegate if the number of such members is from 5 to 20, two if the number is between 21 to 40, three if the number is from 41 to 60, four delegates for 61 and greater. Clubs with fewer than 5 members holding current LMPHRF certificates are encouraged to form a Sailing Association which may represent their interests. Delegates may be appointed to succeed themselves. When Club Delegates are elected to the Board of Directors or as Regional Handicappers, the Club whose appointment becomes vacant due to the election, will be entitled to appoint a replacement delegate.

Section 10.2 Qualifications of Club Delegates

10.2.1 Three full seasons of performance handicap racing experience as skipper or crew or in race management.

10.2.2 Demonstrated expertise, objectivity, and integrity.

Article XI - Removal from LMPHRF Office, Council of Handicappers or, LMPHRF Ad Hoc Committee

Section 11.1 Any elected or appointed official handicapper may be summarily removed from office, the Handicap Council, or LMPHRF Ad Hoc Committees by action of the Board of Directors when evidence indicates they have not discharged their duties responsibilities with the highest degree of integrity in compliance with these bylaws and the operating procedures of LMPHRF published elsewhere.

Section 11.2 Any elected or appointed official or handicapper may be summarily removed from office, the Handicap Council, or LMPHRF Ad Hoc Committees by action of the Board of Directors for consistent, unexcused absences.

Article XII — Amendments to the Bylaws of LMPHRF

Section 12 These LMPHRF bylaws may be amended at any time by a vote of two-thirds of those voting members of the Council present and voting at a meeting called for such purpose provided that the Corresponding Secretary has received a written notice of a request for bylaws change. This notice shall designate the change or addition proposed and shall be signed by ten members (voting or non-voting) from at least three of the geographic areas specified in Article IV, Section 4.1. The Corresponding Secretary shall distribute printed notices of proposed, valid requests for changes to voting members, at least 15 (fifteen) days before such changes will be discussed and voted upon.