

## **Bylaws of the Potomac River Sailing Association**

### **Article I. Name.**

The name of this organization shall be "Potomac River Sailing Association" hereinafter "PRSA". The distinguishing signal or pennant of PRSA shall be a black swan on a yellow field. This signal may be displayed by any member in good standing.

### **Article II. Purpose.**

The purpose of the PRSA shall be to promote small one-design sailboat racing on the Potomac River in support of national and international competition in one-design fleets, to increase the interest of the general public in the sport of sailing, and to aid in the design and construction of sailing craft for use on these waters.

### **Article III. Membership.**

#### **Section 1. Classes of Membership.**

**A. Active Membership.** Active members shall have the right to skipper a boat in races organized by PRSA, vote, hold office and serve on committees. Active members shall pay dues in accordance with Section 3 of this Article and fulfill race committee (RC) duties established by the Executive Committee.

**B. Associate Membership.** Associate membership is open to any person interested in sailing. Associate members shall have the right to serve on committees. Associate members shall pay dues in accordance with Section 3 of this Article.

**C. Junior Membership.** Junior membership is open to skippers under 25 years of age. Junior members shall have the right to skipper a boat in races organized by PRSA. Junior members shall pay dues in accordance with Section 3 of this Article.

**D. Honorary Membership.** The Executive Committee may recommend the election of honorary members of PRSA, which election shall require a vote of two-thirds of the membership present at an Annual Meeting. This honor may be conferred on a person for meritorious service to PRSA, the sport of yachting, or for outstanding performance of seamanship. Honorary members shall have the right to skipper a boat in races organized by PRSA and serve on committees. Honorary members are not required to pay dues or fulfill race committee (RC) duties established by the Executive Committee.

**Section 2. Qualification for Membership.** Individuals interested in sailing and who support the purpose of PRSA may apply for any membership category for which they qualify by submitting an application to the Executive Committee.

### **Section 3. Dues.**

#### **A. Dues by Class of Membership.**

1. Annual Dues: Members of PRSA shall pay the annual dues according to the following dues schedule for 2026:

- Active, Multi-Person Boat: \$150
- Active, Single-Person Boat: \$100
- Associate: \$50
- Junior: \$40

#### **B. Payment Terms.**

1. The annual membership year shall be December 1 through November 30. Membership dues payments for returning members are due by December 31 each calendar year.

2. Members who skipper more than one type of boat shall pay the annual dues amount for the largest boat sailed.

3. First time members of PRSA will receive a pro-rated dues rate based on the month they are joining.

4. A late payment fee of \$25 will be assessed for returning active members paying dues on or after January 15.

**C. Periodic Dues Increases.** Dues will increase 4% (rounded to the nearest whole number) each year in the absence of any other action by the membership.

**Section 4. Expulsion.** Upon recommendation of the Executive Committee and after an opportunity to be heard, any member may be expelled for cause by a two-thirds vote of the voting membership.

### **Article IV. Directors and Officers.**

**Section 1. Directors, Officers, and Duties.** The officers of PRSA shall also constitute the Board of Directors of PRSA, and the size of the Board shall be six (6) directors. The directors shall serve as officers in the following titles: a Commodore, a Vice-Commodore, a Rear-Commodore, a Treasurer, a Secretary, and a Communications Director. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by PRSA.

**A. Commodore.** The Commodore shall:

1. Be the chief executive officer of and have general management responsibility for PRSA;
2. Preside at Executive Committee and membership meetings;
3. See that all decisions of the Executive Committee are carried out;
4. Appoint special committees as needed to fulfill the objectives of PRSA; and,
5. Have the authority to fly the PRSA pennant with three stars.

**B. Vice-Commodore.** The Vice-Commodore shall have such powers and duties as usually pertain to such an office, fulfill the duties of the Property Committee Chair (Article VII, Section 1), and in the absence of the Commodore shall preside at meetings. The Vice-Commodore shall have the authority to fly the PRSA pennant with two stars.

**C. Rear-Commodore.** The Rear-Commodore shall have such powers and duties as usually pertain to such an office and fulfill the duties of the Race Program Committee Chair (Article VII, Section 2). The Rear-Commodore shall have the authority to fly the PRSA pennant with one star.

**D. Communications Director.** The Communications Director shall have such powers and duties as usually pertain to such an office and shall fulfill the duties of the Social Committee Chair (Article VI Section XX). In addition, the Communications Director shall:

1. Be responsible for the public facing activities and opportunities of the Association; and,
2. Maintain the Association's website and social media presence.

**E. Treasurer.** The Treasurer shall

1. Collect and receive all moneys and deposit the same in the name of PRSA in such bank as may be approved by the Executive Committee;
2. Pay all bills contracted by PRSA;
3. Keep an accurate accounting of PRSA's finances; and,
4. Provide a detailed financial report at each Annual meeting.

**F. Secretary.** The Secretary shall:

1. Be PRSA's custodian of records;
2. Provide notice of any member meetings and respond to any official inquiries of the organization;
3. Working with the Treasurer, keep a full and complete list of all members and maintain the register of boats in PRSA;

4. File all necessary documents to maintain the good standing of the organization; and,
5. Take and keep minutes of meetings.

## **Section 2. Election and Terms.**

**A. 2025-2026 Terms.** The members of the Board, and Officers of PRSA, serving from the filing of the Articles of PRSA (as filed December 2024) through the December Executive Committee meeting in 2025 or 2026 as indicated below:

Commodore: Aaron Boesenecker 2025  
Vice Commodore: Nabeel Alsalam 2026  
Rear Commodore: Tyler Phillips 2025  
Secretary: Edward Ryan 2026  
Treasurer: Mike Scardaville 2026

**B. Election of New Officers.** Candidates for office shall be nominated via email to the PRSA Board in advance of the PRSA Annual Meeting or from the floor during PRSA's Annual General Meeting. Officers shall be elected by a majority vote at the Annual General Meeting. Officers shall serve for a term of two years or until their successors are elected, and their term of office shall begin with the December Executive Committee following their election. No member shall be eligible to serve more than two consecutive terms in the same office.

**Section 3. Vacancies.** In the event of a vacancy in the office of Commodore, the Vice-Commodore, or the Rear-Commodore if the office of Vice-Commodore is vacant, shall assume the office of Commodore. Should a vacancy occur in any other office, the Executive Committee shall select an Active member to fill that office for the remainder of the term.

## **Article V. Meetings.**

**Section 1. Annual Meeting.** An "Annual General Meeting" (AGM) shall be held in November of each year. The principal purposes of this meeting are the election of officers for the following calendar year, receiving reports of officers and committees, and for any other business that may arise.

**Section 2. Special Meetings.** Special meetings shall be called by the Commodore at his/her/their discretion or called by the Commodore within 30 days after receiving a written petition of at least five voting members (Active and Life).

**Section 3. Quorum.** Twenty-five percent of PRSA's voting members shall constitute a quorum.

**Section 4. Voting.** Except as provided in Articles III and X, all votes shall require for passage a simple majority (50% +1) of PRSA voting members present at a meeting. Voting by proxy shall not be allowed.

## **Article VI. Executive Committee.**

### **Section 1. Committee Composition.**

**A. Voting Membership.** The voting membership of the Executive Committee shall consist of Commodore, Vice-Commodore, Rear-Commodore, Treasurer, Secretary, and Communications Director.

**B. Fleet Representatives.** A representative from each active one-design fleet will serve in an advisory role to the Executive Committee. Fleet Representatives attend Executive Committee meetings to provide input from their respective fleets.

**Section 2. Duties and Powers.** The Executive Committee (as defined in Article VI, Section 1A) shall determine the policies of PRSA, authorize purchase of or contract for the necessary materials and services for the management and operation of PRSA, adopt an annual budget, approve any expenditures in excess of budgeted amounts, adopt the annual racing schedule, and award trophies.

**Section 3. Meetings.** The Executive Committee shall meet monthly as scheduled by the Commodore, or upon written request of at least three of its members. Meetings may be cancelled at the discretion of the Commodore. A simple majority (50% + 1) of its members shall constitute a quorum. Meetings may be in person or virtual through a medium that allows all members participating to hear and participate by voice in the meeting.

**Section 4. Voting.** Except as provided in Article X, all votes shall require for passage a simple majority (50% +1) of Executive Committee members present at a meeting. Voting by proxy shall not be allowed.

## **ARTICLE VII. Committees and Support Roles**

**Section 1. Property Committee.** The following duties shall be carried out by the Vice-Commodore or by a committee of members selected and chaired by the Vice-Commodore:

A. Make recommendations regarding the purchase of property costing in excess of \$500 to the Executive Committee for approval;

B. Oversee the maintenance of PRSA's property, boats, and equipment; and,

C. Organize and host work days as needed.

**Section 2. Race Program Committee.** As determined by the Executive Committee, the following duties shall be carried out by the Executive Committee, the Rear-Commodore, or by a committee of members selected and chaired by the Rear-Commodore:

A. Prepare the annual racing schedule for submission to the Executive Committee for approval;

B. Recommend a scoring system to be used for each regatta or series and present to the Executive Committee for approval;

C. Publication of the approved annual racing schedule;

D. Publication of the Notice of Race and the Sailing Instructions for each series and each regatta hosted by PRSA;

F. Designation of a Principal Race Officer (PRO) to conduct PRSA regattas;

G. Determination of the number of races necessary to qualify in the Spring, Fall and Frostbite Series; and,

H. Tabulation and posting of scores for after each day of racing during a series.

**Section 3. Social Committee.** As determined by the Executive Committee, the following duties shall be carried out by the Executive Committee, the Communications Director, or a committee of members selected and chaired by the Communications Director:

A. Organize and conduct regatta- and series-related social events, including assisting with food, beverages, and logistics; and,

B. Organize and conduct other social activities.

**Section 4. Regatta Chairs.** The Rear Commodore shall select a Regatta Chair for each PRSA Regatta. The Regatta Chair shall:

A. Serve as the main point of contact for the regatta;

B. Create a budget for the regatta including registration fees, projected revenue, and projected receipts approximately one month in advance of the regatta. The budget shall be presented to the PRSA Treasurer for approval;

C. Publish a Notice of Race approximately three months in advance of the regatta;

D. Organize food and beverages for the regatta; and,

E. Work with the Principal Race Office to publish the Sailing Instructions approximately one week in advance of the regatta.

## **Article VIII. Fleets and Racing.**

**Section 1. Fleets.** Any one-design sailboat class with five or more Active, Junior, or Life members as of January 15th shall be considered an active one-design fleet for that membership year. Active one-design fleets are eligible to select an Active member as a representative ("Fleet Representative(s)") to serve on the Executive Committee. Active one-design fleets shall certify the election of their representatives to PRSA's Secretary by no later than January 30 each calendar year.

**Section 2. Regular Series.** PRSA shall conduct a "Spring Series," a "Fall Series," and a "Frostbite Series." To be eligible to be scored in these race series, the skipper must be an Active, Junior, or Life member. The number of races, scoring, and other rules shall be established by the Executive Committee.

A. Participating boats that are part of active one-design fleets shall be scored with that fleet. Each active one-design fleet shall be scored separately and receive awards funded by PRSA.

B. Participating boats that are not part of an active one-design fleet shall be scored as part of one or more handicap divisions. The scoring system for boats not part of an active one-design fleet will be decided by the PRSA Rear-Commodore.

**Section 3. Regattas.** PRSA may conduct any number of races or regattas in which non-members are invited to participate. The number, dates, classes, eligibility, and other rules shall be established by the Executive Committee.

## **Article IX. Parliamentary Authority.**

The rules contained in the current edition of Roberts Rules of Orders Newly Revised shall govern PRSA in all cases to which they are applicable and to which they are not inconsistent with these bylaws, or any other special rules of order PRSA may adopt.

## **Article X. Amendments.**

These bylaws may be amended by a super-majority of 2/3rds of the PRSA Executive Committee. Amendments may also be submitted for consideration at the PRSA Annual Meeting, subject to a two-thirds vote by active membership and provided that notice of the amendment(s) has been communicated to the general membership and posted on PRSA's website at least fifteen days in advance.

Adopted: November \_\_\_\_ 2025