

Minutes of Regular Board of Directors Monthly Meeting

Date: Thursday, September 6, 2018 Location: SWYC @ 6:30 pm

1. Call to Order – 1902 – Colleen Cooke, Danyel Shipley, Mark Clements, Chris Bennett, Keith Ericson, Kym Kapalla, Lynsi Gibbons
2. Quorum – YES - Article V: Section 7. Meetings: A regular meeting shall be held each month. Seven Officers shall constitute a quorum.
3. Introduction of Guests – Warren Gross – Silhouette – CRA, Mike Dore - Decoy - CRA
4. Announcements - NONE
5. Review and Approve:
  - a. Agenda: September 6, 2018
  - b. Minutes: August 2, 2018, on the web site

*both above approved*

6. Treasurer's Report: Not present – sent to Board by email – *accepted by unanimous vote*
7. Email Votes - NONE
8. Old Business
  - a. CRA Race Check List  
[https://docs.google.com/spreadsheets/d/18kLpicb\\_YzPcxa6-udOI8pwK46ZLPEvoFu1lrSH9IAQ/edit?ts=569810eb#gid=0](https://docs.google.com/spreadsheets/d/18kLpicb_YzPcxa6-udOI8pwK46ZLPEvoFu1lrSH9IAQ/edit?ts=569810eb#gid=0)
  - b. Annual Meeting – continue discussion – Portuguese Hall secured 12/11/18 – discussion included Fiddler's catering and that was favorable to the Board but it must be a contract in writing – the Board agrees that Danyel should hire a staff to cleanup – sub committee to present more info next meeting
  - c. Sportsman of the Year – to be continued

9. New Business

- a. Proposed Amendments to ByLaws – see below – Board likes voting electronically but not voting electronically for Board nominees – to be continued hopefully some comments will be presented by email before the next meeting.
- b. Curematch – Danyel Shipley says Curematch wants to do a charily regatta – They are scheduled to sponsor the Fall regatta = Danyel does not believe we can do it right without a lot more help – Board generally agrees – Chris Bennett agrees to discuss it with Stephane Richard of Curematch – *correction to minutes submitted by Danyel Shipley by email on 11/01/18 and approved by the Board at the Regular meeting on 11/01/18: Curematch – Scheduled to do the Fall Regatta and this will not be a charity event. BOD already agreed prior to change Benefit Regatta back to Summer’s Regatta and eliminate having an extra charity event outside of SharpHospice. Chris Bennet to make sure Stephane of Curematch understands our position, and does not expect this to be a charity event.*

10. New Member applications approved by email vote since the last meeting. – NONE - From the ByLaws: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent, in writing or by electronic media, to such action. Such consents shall be filed with the minutes of the proceedings of the Board.

11. New Member applications (in need of approval)

682	Shanna	Shapiro	NA	Associate
683	Susan	Evans	NA	Regular
684	Henry	Givre	hinterholler, nonsuch classic 30	Regular
685	Will	Bowman	NA	Associate
686	Bart	Schubert		Associate
687	Brian	Janney	NA	Regular
688	Lisa	Clements	Hunter 326, LOA 31.93	Regular
689	Shelley	Raming	NA	Associate
691	Bill	Marchant	NA	Associate

*Above accepted as new members unanimously by vote of the Board.*

12. Directors Reports:

Commodore: Sharp Hospice Regatta trophies were procured at the last minute because ordered trophies had not arrived – thanks Lynsi, Dany, and Kym

Vice Commodore: No Report

Rear Commodore: Not Present

Fleet Captain: Not Present

Secretary: from Harbor Safety Committee – tour boats are generally fine with getting around Beer Can participants contrary to previous statements at Harbor Safety Committee meeting

Junior Staff Commodore: Sharp Hospice Regatta – two protests by opposite boats for the same incident – at the hearing the PC closed the hearing and decided a third boat needed to be included so a new hearing will be setup.

Treasurer: Not Present

Membership Director: Lynsi needs to talk to Susi Graff about difficulty finding membership numbers

Communications Director: Not Present

Race Committee Chair: Sharp Hospice Care Regatta raised over \$390,000 – CRA owes \$1710 – \$1500 Board agreed to pay plus dinner money collected by Regatta Network – unanimous vote for Treasurer to pay this \$1710

Director at Large: Not Present

Director at Large Ways & Means: wants to put together pictures for Mt Gay and Sunsail - also social media for Robin Bashim last year's Sportsmen of the Year and Tom Withers winner of Sunsail charter

PHRF Representative: Not present

13. Adjourn 2027

14. Next Meeting: October 4, 2018

Keith Ericson would like to see CRA avoid conducting business at the Annual Meeting except for giving awards and such and instead use electronic voting by the membership for amendments and any other business requiring a vote of the membership.

Below see how PHRF SD conducts such votes by electronic means.

CRA ByLaws:

ARTICLE X: Amendments:

An amendment to the Bylaws must be carried by a two-thirds majority of the Voting members present at an annual or special meeting of the Association. The proposed amendment shall be stated in the notice of the meeting.

CRA requires 20 days notice to the membership for any special meetings and any votes to be presented at the Annual Meeting.

PHRF SD ByLaws:

Article IX. Amendments

These Bylaws may be amended at any time by a majority vote of the membership in attendance at a scheduled meeting of the fleet. Amendments may also be ratified by a USPS Mail Vote

response, or through Electronic (E-Mail or Electronic Document Transfer) communication. A majority vote is based on the number of responses received.

1. No vote will be taken amending the Bylaws until 14 days but 7 days by electronic means after members have been notified of the proposed changes.

#### Article IV. Owners and Co-Owners of Rated Yachts

4. All members understand that electronic communications is the primary method of communication by PHRF San Diego and shall provide an email address for such communication and update such address anytime it might change.

So Keith Ericson proposes that the following Amendments be presented at the upcoming Annual Meeting so that in the future we can do it all by email and avoid having votes at the Annual Meeting and let the Annual Meeting be about awards.

1. Add underlined to:

#### Article VII: NOTICES, MEETINGS and QUORUM

Section 1. Notices: Notice of the Annual Meeting shall be posted on the Association website at least 20 calendar days prior to the meeting. Notice of special meetings shall state the purpose and shall be sent to every member of the Association at least 20 calendar days prior to the meeting date as well as being posted on the Association's website. All notices will be sent to the member's address as recorded on the Association roster. All members understand that electronic communications is the primary method of communication by PHRF San Diego and shall provide an email address for such communication and update such address anytime it might change.

2. Change:

#### ARTICLE X: Amendments:

An amendment to the Bylaws must be carried by a two-thirds majority of the Voting members present at an annual or special meeting of the Association. The proposed amendment shall be stated in the notice of the meeting.

To read as follows:

#### ARTICLE X: Amendments:

These Bylaws may be amended at any time by a majority vote of the membership in attendance at a scheduled meeting of the membership. Amendments may also be ratified by a USPS Mail

Vote response or through Electronic (E-Mail or Electronic Document Transfer) communication. A majority vote is based on the number of responses received. No vote will be taken amending the Bylaws without 20 days notice to the membership. Votes by a USPS Mail Vote response or through Electronic (E-Mail or Electronic Document Transfer) communication will be counted 14 days after members have been notified.

### 3. Change

## ARTICLE V: DIRECTORS

Section 4. Election of Board of Directors: All Officers shall be elected at the Annual Meeting and shall hold office until successors are elected. A majority of votes of the members present and written proxy votes received at the Annual Meeting shall be necessary for election. In the event no majority exists, a second vote will be taken between the two recipients of the most votes. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws.

To read as follows:

Section 4. Election of Board of Directors: The Board will propose and distribute electronically to the membership a slate of officers at least 30 days prior to the scheduled Annual Meeting. Any member(s) choosing to nominate himself or herself or other(s) will notify the Board at least 21 days prior to the Annual Meeting. The membership will be asked to begin voting electronically 20 days prior to the Annual Meeting on the Board's proposed slate of officers including any additional candidates offered by members. The vote will be counted and the results will be presented at the Annual Meeting. A majority of votes of the members received shall be necessary for election. In the event no majority exists a second vote will be taken between the two recipients of the most votes in person at the Annual Meeting. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by these Bylaws.

### 4. Change the underlined sections

## Article VII: NOTICES, MEETINGS and QUORUM

Section 2. Meetings: The date, time and location of regular monthly meetings of the Board of Directors shall be posted on the CRA website. The Commodore, Vice-Commodore, Rear Commodore or such other person designated by the Board of Directors, in that order and as available at the meeting shall preside over the meeting. Special meetings of the Board may be called by the Commodore, any seven (7) members of the Board of Directors or at the written request of at least five percent of the members in good standing. No other business than that stated in the notice shall be conducted. There shall be an Annual Meeting at the end of the calendar year, the

exact date to be set by the Board of Directors.

Persons entitled to vote at any meeting shall be those holding Regular, Associate or Junior Memberships. If a quorum is present when the meeting is called to order, the affirmative vote of a majority of the members present shall be the act of the members, unless the vote of a greater number is required by these Bylaws or the California Nonprofit Corporation Law. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent, in writing or by electronic media, to such action. Such consents shall be filed with the minutes of the proceedings of the Board. Roberts Rules of Order, as amended, shall govern the meetings insofar as they are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation or the law.

To Read:

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