



US SAILING Annual General Meeting
5 p.m. Friday, October 22, 2005
Phoenix, Arizona
Minutes

The 2005 President Janet Baxter called Annual General Meeting of US SAILING to order.

The Secretary reported there were 104 delegates present in person or by proxy. Of that total, 37 delegates were present and 67 delegates were represented by proxy.

Past President Dave Rosekrans presented the report of the Nominating Committee. A Motion to elect the nominated slate was made, seconded and carried.

The following officers were elected for a term of one year:

President: Janet Baxter
Vice-Presidents: Jim Capron, Tom Hubbell, Bill Sandberg,
Jereilyn Biehl, and Jim Tichenor
Secretary: John Strassman
Treasurer: Leslie Keller

Bylaws chair Clay Mock presented a proposal for the Board of Directors to:

“Amend Article 17.1 by deleting the word “majority” and substituting the phrase “two-thirds” so that the first part of the sentence would read:

“These Bylaws may be amended at an Annual Meeting or Special Meeting called for such purpose, by a two-thirds vote of the members present by delegate or proxy...”

After a roll call vote, the motion was defeated by a vote of: Yes, 39 votes; No, 65 votes.

Vice President Tom Hubbell presented a motion that:

“US Sailing’s current Bylaws are to be replaced by new Bylaws, identified as ‘Bylaws 9-16-05 with edits.’”

After a roll call vote, the motion was passed by a vote of: Yes, 69 votes; No, 35 votes.

A motion was made, seconded and carried to adjourn. The meeting adjourned at 5:45 p.m. P.D.T.

Dick Hanneman
Secretary

BYLAWS OF THE UNITED STATES SAILING ASSOCIATION, INC.

PART I – GENERAL PROVISIONS

Bylaw 101 – Name

The name of the corporation is the United States Sailing Association, Inc. (hereinafter referred to as “US SAILING”).

Bylaw 102 – Purpose and Objectives

Section 1. The purposes of US SAILING are set forth in its Certificate of Incorporation.

Section 2. As the national governing body for sailing in the United States, US SAILING’s objectives include:

- a. To encourage and promote the racing of sailing boats and to unify the rules in connection therewith;
- b. To encourage participation and to promote excellence in sailing and sail racing among the population of the United States of America, the members of US SAILING and sailing associations throughout the world;
- c. To formulate rules governing sailing competitions and the conduct of sailing competitions among the members of US SAILING, among the associations and clubs which are members of US SAILING and among the members of the aforesaid member associations and member clubs;
- d. To exercise advisory jurisdiction over activities carried on by the members of US SAILING and activities carried on by the member associations and member clubs and to enforce the bylaws and rules of US SAILING on all members, member associations and member clubs which or who are subject to its jurisdiction;
- e. To foster educational programs for the training of members in the science of seamanship and navigation;
- f. To promote educational and scientific purposes by assisting in the training of amateur sailors for participation in international, national and intersectional competition including the Pan American, Paralympic and Olympic Games;
- g. To provide training for candidates and their crews for international, national and intersectional competitions, including Pan American, Paralympic and Olympic Games by organizing and/or holding competitive events similar in nature and to the holding of meetings in the nature of seminars at which the results of these events will be analyzed and competitive strategy and tactics will be discussed with a view to the improvement of the performance of the participants;
- h. To promote and make available to contestants in the aforesaid international, national and intersectional sailing events new developments in the design, construction, sails and rigging of craft of the type used in such contests;

- i. To foster and promote public interest in the participation in international, national, and intersectional events, including the Pan American, Paralympic, and Olympic Games.

Section 3. No person shall be denied the right to participate in any event within the jurisdiction of US SAILING or to manage or otherwise be involved in the participation of such event, or having so participated shall suffer any penalty for having participated, on grounds of race, color, religion, age, sex or national origin provided this section shall not prevent the conduct of separate events for males and females and separate events for age groups such as youth and masters.

Bylaw 103 – Tax Exempt Status

US SAILING is a New York not-for-profit corporation and shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of sailing. US SAILING shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Bylaw 104 – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern US SAILING in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order US SAILING may adopt.

Bylaw 105 – Definitions

The following definitions apply in these Bylaws:

- (1) "Sports Act" means the Ted Stevens Olympic and Amateur Sports Act, as amended from time to time.
- (2) "Sailor Athlete" means an "amateur athlete" as defined by the Sports Act, as interpreted by the USOC, for the purposes of determining athlete representation within national governing bodies for amateur sports.
- (3) "USOC" means the United States Olympic Committee.

PART II – MEMBERSHIP

Subpart A -- General

Bylaw 201 – Eligibility

The membership of US SAILING is open to all sailing organizations and all sailors, coaches, trainers, managers, administrators, and officials without discrimination on the basis of race, color, religion, age, sex, or national origin. No person or organization interested in sailing or any activity related thereto may be denied membership for any reason except misconduct or non-payment of dues.

Bylaw 202 – Membership Categories

Section 1. US SAILING has four classes of members:

- (1) General Members.
- (2) Sailor Athlete Members.
- (3) Delegate-based Members.
- (4) Non-Voting Members.

Section 2. General Members. General Members are Voting members consisting of individuals or families who chose to apply and support the purposes of US SAILING.

Section 3. Sailor Athlete Members. Sailor Athlete Members are General Members who meet the definition of Sailor Athlete as set forth in Bylaw 105. Sailor Athletes have the right to select delegates to serve in US Sailing's House of Delegates, as set forth in Bylaw 222 and delegates to serve on US SAILING's Sailor Athlete Council as set forth in Bylaw 403.

Section 4. Delegate-Based Members. Delegate-based Members are certain corporations, associations, councils, and institutions that have the right to appoint delegates to represent them in US SAILING's House of Delegates. US SAILING's Delegate-Based Members are:

- (1) Sailor Athlete Council. .
- (2) Sailing associations (sometimes titled yacht racing unions, yachting associations, yacht racing associations or sailing associations) made up of yacht or sailing clubs, which by their application for and election to membership in US SAILING accept the responsibility to carry out, in their respective areas, the purposes for which US SAILING was organized.
- (3) Class associations composed of one-design classes organized through fleets and/or districts as one-design, restricted, open or rated classes.
- (4) Offshore racing associations organized through clubs, fleets, or classes for the conduct of racing locally, regionally or nationally on a level, handicap or rated basis.
- (5) Community sailing organizations.
- (6) Industry Council.
- (7) Coaches and Instructors Council.
- (8) Cruising associations.
- (9) Inter-Collegiate Sailing Association (ICSA).
- (10) Inter-Scholastic Sailing Association (ISSA).
- (11) Multihull Council.
- (12) Sailors With Special Needs Council.
- (13) United States Windsurfing Association.
- (14) Women's Sailing Council
- (15) Youth Sailing Council
- (16) National Organizations. (Any amateur sailing organization that either (a) conducts sailing programs on a level of proficiency appropriate for selection of athletes to represent the United States in international competition or on a national basis, or (b) conducts a regular national sailing competition.

Section 5. Non-voting Members. US SAILING's non-voting members are:

- (1) Affiliated associations which conduct college, high school, Sea Explorer, Sea Scouts, armed forces and similar sailing programs.
- (2) Yacht clubs which are members of a member sailing association.

- (3) Fleets or stations which belong to a member class association or offshore cruising/racing association.
- (4) Other sailing organizations, including yacht clubs, which are not members of a member sailing association and fleets or stations, which are not members of a member class association or member offshore cruising/racing association.
- (5) Corporations wishing to support the work of US SAILING.

Subpart B – Membership Rights and Obligations

Bylaw 211 – Member Rights

All members shall have the privilege of attending or being represented at all annual and special meetings of US SAILING. Members shall receive such US SAILING publications as the Board of Directors shall from time to time prescribe. All General Members shall be entitled to wear such insignia as US SAILING may adopt. General Members shall be eligible to hold office and serve on committees; membership in US SAILING shall be a prerequisite for doing so. General Members who serve as Board Members or Delegates in the House of Delegates shall be identified as Principal Members and entitled to such recognition as US SAILING prescribes.

Bylaw 212 – Member Dues

The Board of Directors shall establish a schedule of annual dues to be paid by the respective members of US SAILING.

Bylaw 213 – Membership Termination

The Board of Directors may declare the membership of any member forfeited for non-payment of dues.

Bylaw 214 – Meetings

Section 1. Annual Meeting. The annual meeting of General Members of US SAILING shall be for the purpose of electing directors and considering business items as determined by the President. It shall be held in October or November of each year at such time and place as the Board of Directors may determine. Notice of the meeting shall be published in a newspaper published in the county in the state in which the principal office of US SAILING is located, once a week for three successive weeks next preceding the date of the meeting. US SAILING may also post the notice or send it to its members electronically or through other means.

Section 2. Quorum. The lesser of 100 votes or ten percent (10%) of General Members entitled to vote shall constitute the quorum for a meeting of the General Members.

Section 3. Special Meetings. (a) Special meetings of US SAILING's House of Delegates (including Delegate-Based Members) and/or General Members may be called at the President's discretion in the interest of US SAILING. Notice of the meeting shall be by published in a newspaper published in the county in the state in which the principal office of US SAILING is located, once a week for three successive weeks next preceding the date of the meeting. US SAILING may also post the notice or send it to its members electronically or

through other means. A notice for a special meeting shall state the reason for calling such meeting and the business to be transacted at such a meeting.

(b) At the written request of a majority of the Board of Directors or at the written request of not less than one hundred voting General Members and/or one-half of the Delegates, the President shall call a special meeting of the Voting Members to be held within six weeks of the receipt of such request and notice of such meeting shall be mailed to all members at least 30 days before the scheduled date set for such special meeting.

(c) No business, other than that specified in the notice of a special meeting, may be dealt with at such meeting.

Subpart C – House of Delegates

Bylaw 221 – Status and General Authority

The House of Delegates shall meet at least annually to serve as a forum for members and member organizations to debate and advise the Board on policies, performance, governance, and other pertinent matters. The House of Delegates shall have the following authority:

- (1) Receive written and oral reports from the President, and from each of the Division Chairs. Such reports shall review performance since the last report, and introduce recommendations or resolutions, which may be presented to the Board for action.
- (2) May receive written or oral reports from such Committee and Council Chairs who have recommendations or resolutions that will be presented to the Board for action.
- (3) May issue non-binding advisory resolutions to the Board of Directors on the recommendations of the Councils and Committees. The Board of Directors shall respond to such resolutions in a timely manner.
- (4) Nominate three members of the Board of Directors according to the schedule of staggered three year terms as determined by the Nominating and Governance Committee. The Nominating and Governance Committee shall not nominate any other candidate for those seats. The Nomination & Governance Committee shall include such nominees in the proposed slate of directors.
- (5) Propose, review and vote on proposed bylaw changes as set forth in Bylaw 801.

Bylaw 222 – Composition

Section 1. The House of Delegates shall be comprised of the following voting members:

- (1) the 5 Division Chairs, each of whom may vote.
- (2) the Chair and 10 Area Directors representing the Council of Sailing Associations.
- (3) 5 delegates from the One Design Class Council (ODCC).
- (4) 5 delegates from the National Offshore Council (NOC).
- (5) 5 delegates from the Community Sailing Council.
- (6) 2 delegates from the Industry Council.
- (7) 2 delegates from the Coach and Instructor Council.
- (8) 1 delegate from the Cruising Council.

- (9) 1 delegate from the Inter-Collegiate Sailing Association.
- (10) 1 delegate from the Inter-Scholastic Sailing Association.
- (11) 1 delegate from the Multihull Council.
- (12) 1 delegate from the Sailors with Special Needs Council.
- (13) 1 delegate from the US Windsurfing Council.
- (14) 1 delegate from the Women's Sailing Council.
- (15) 1 delegate from the Youth Sailing Council.
- (16) 1 delegate from each National Organization, if any.
- (17) sufficient Sailor Athlete Council delegates to achieve representation at least 20% of the total number of Delegates.

Section 2. The House of Delegates shall elect its own Chair, Vice-Chair, and Secretary, from its members, each of whom shall be entitled to vote.

Section 3. The US SAILING President shall preside only when required by law.

Bylaw 223 – Delegate Eligibility

Section 1. Delegate-Based Members shall annually designate their respective delegate(s) to represent them at House of Delegates meetings.

Section 2. No member of the Board of Directors shall serve as an officer of the House of Delegates.

Section 3. Each delegate shall be a current General Member of US SAILING in order to serve and vote.

Section 4. Votes shall be allocated one vote per Delegate Member.

Section 5. A Delegate's authority to represent and vote on behalf of the Delegate-Based, when challenged, must be in writing and attested to by the secretary or other appropriate officer of the Delegate-Based Member body represented.

Section 6. Members of the House of Delegates shall be selected without regard to race, color, religion, national origin, or sex.

PART III – GOVERNANCE

Subpart A – Board of Directors

Bylaw 301 – General Authority and Responsibility

Section 1. US SAILING shall be governed by a Board of Directors. The Board of Directors shall have general control and management of the affairs and funds of US SAILING. It shall have full power and it shall be its duty to carry out the purposes of US SAILING according to law.

Section 2. Without in any way limiting the general powers of the Board of Directors, it shall, among other things:

- (1) Consider, plan, and act on policies and program activities to foster the mission of US SAILING: to encourage participation and promote excellence in sailing and sail racing in the United States.
- (2) Appoint committees and chairmen as described in Bylaw 501 and 521.
- (3) Determine the recipients of various awards of US SAILING.
- (4) Appoint interim officers to fill vacancies until the next annual election.
- (5) Appoint a director to sit on the Board of the US Windsurfing Association and appoint delegates to the USOC House of Delegates and the International Foundation for Disabled Sailing (IFDS.)
- (6) Nominate delegates to the International Sailing Federation (ISAF.)
- (7) Establish such regulations covering policy, organization, and procedural matters as it deems appropriate.
- (8) Receive oral or written reports from the Division Chairs and the Executive Director.
- (9) Hire and oversee an Executive Director and determine compensation.

Bylaw 302 – Composition

Section 1. The Board of Directors shall consist of 12, or at its discretion 13, or 14 as may be required under Bylaw 304, voting members and 2 non-voting members. Voting members shall be as follows: Nine (9) directors elected by the General Members (the “Elected Directors”); the President elected by the Board, the Olympic Division Chair; the Treasurer, and one Select Member if selected by the Board. Non-voting members shall be as follows: the Secretary, and the Executive Director.

Bylaw 303 – Eligibility and Conflicts of Interest

Section 1. Members of the Board shall be selected without regard to race, color, religion, national origin, or sex. Voting members shall not all be the same gender.

Section 2. The voting members of the Board of Directors shall collectively have extensive experience or ability in:

- (1) club sailing.
- (2) community sailing (non-club).
- (3) sail training/ education.
- (4) youth sailing.
- (5) sailboat racing.
- (6) race administration.
- (7) Cruising.
- (8) offshore sailing.
- (9) sailing industry experience

and shall include among them three (3) or more Sailor Athletes.

Section 3. Board members serve for the good of the sport of sailing, not as representatives of a constituency.

Section 4. All Board members shall have the highest personal and professional integrity, shall have demonstrated exceptional governance ability and judgment, and shall be

most effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of US SAILING.

Section 5. No officer or member of the Board of Directors of US SAILING may receive a salary or compensation from US SAILING, but nothing herein shall be construed to prevent an officer or member of the Board of Directors from receiving compensation from US SAILING for the duties performed on behalf of US SAILING other than in the capacity of an officer or member of the Board of Directors. The Executive Director is specifically excluded from these restrictions and serves at the pleasure of the Board.

Section 6. Board members, except the President, Olympic Division Chair, Select Member, and the Executive Director by virtue of holding these titles, shall not hold any chairmanship (or equivalent position) at the regional or national level in US SAILING or at the national level in the sport of sailing. No Board member may concurrently hold a chairmanship or presidency of a US SAILING council or committee, regional sailing association, or, national or international class association.

Bylaw 304 – Director Nominations

The Nominating & Governance Committee shall nominate potential directors.

- (1) The number of nominees shall be at least two nominees for each known open seat as of the Nomination Date except those nominated by the House of Delegates.
- (2) To assure and maintain diversity, the open seats shall be numbered consecutively, and the nominees designated by the nominating and governance committee shall select for each seat two (2) or more nominees who may but need not have similar experiences and ability.
- (3) The names of Nominees and such other information as the Nominating Committee may deem relevant shall be published by US SAILING by the Nomination Date on the Corporations web site and newsletter.
- (4) Vacancies on the Board, including seats filled temporarily pursuant to Bylaw 307, shall be filled at the next Annual Meeting after the vacancy arises.
- (5) At least two nominees will be named for each vacancy arising prior to the Nomination Date. Additional nominees shall not be named for vacancies arising subsequent to the Nomination Date.
- (6) The Nominating & Governance Committee shall be responsible for ensuring that the voting Board Members collectively have extensive experience or ability in the diverse aspects of the sport including: club sailing; community sailing (non-club); sail training and education; youth sailing; sailboat racing; race administration; cruising, offshore sailing, and the sailing industry. The Nominating & Governance committee shall further be responsible for ensuring that the voting Board Members collectively include not less than 20% Sailor Athletes as certified by the Sailor Athlete Council.
- (7) The Nominating & Governance committee shall determine for each member of the board, and for each nominee, those diverse aspects of the sport in which the individual has extensive experience or ability, including industry experience. An individual must have extensive experience or

ability in one or more aspects of the sport. Individuals are not to represent only a single aspect of the sport.

- (8) The Sailor Athlete Council will certify Sailor Athletes.

Bylaw 305 – Election/Selection of Directors and Term of Office

Section 1. Elected Directors.

(a) The nine (9) Elected Directors shall have staggered 3-year terms such that three Elected Directors shall be selected each year. An Elected Director shall serve not more than 2 consecutive 3-year terms. After a Director has served 5 years on the Board, that member shall not stand for re-election to the Board for 5 years.

(b) Elected Directors shall be elected by vote of the General Members at the Annual Meeting of US SAILING.

- (1) Each General Member may cast one vote for each open board seat.
- (2) A General Member Family may have up to a maximum of (2) two representatives who may vote (i.e., a General Member Family may cast a maximum of 2 ballots). One family member representative of a General Member Family may cast the vote as a proxy for the other representative of that General Member Family. The representatives of a General Member Family must vote at the same time using the same means.

(c) General Members (individuals and Family members) may vote in Person, by mail or by electronic ballot.

- (1) Physical ballots shall be distributed at the annual meeting.
- (2) Mail-in ballots shall be provided to General Members upon request, or may be downloaded from US SAILING's website not more than 60 days and not less than 30 days prior to the Annual Meeting. Mail-in Ballots shall be received by US SAILING not less than 10 business days prior to the Annual Meeting.
- (3) Electronic voting shall be provided for on the US SAILING website. Electronic votes may be cast not more than 30 days and not less than 10 days prior to the Annual Meeting.
- (4) Mail-in ballots and electronic ballots shall be considered directed proxies, which shall be cast by the Executive Director at the annual meeting as directed on the respective ballot.

(d) The total number of votes for each candidate will be tallied, and the candidates will be ranked in order of the number of votes received. The candidate for each seat having the most votes will fill the respective seat for which s/he has been nominated.

(e) Vacancies arising after the nomination date and before the annual meeting, will be filled by the candidate(s) with the next most votes

Section 2. President.

The President is elected by the Board of Directors as set forth in Bylaw 311.

Section 3. Vice President.

The Vice President is elected by the Board as set forth in Bylaw 311.

Section 4. Treasurer.

The Treasurer is elected by the Board of Directors as set forth in Bylaw 311.

Section 5. Secretary. (Non-voting Director)

The Secretary is elected by the Board of Directors as set forth in Bylaw 311.

Section 6. Olympic Division Chair.

(a) The Olympic Division Chair shall be appointed by the President and approved by the Board and shall serve a 4-year term coinciding with the Olympic quadrennium.

(b) The Olympic Division Chair may serve two (2), but shall not serve more than two (2), consecutive 4-year terms.

Section 7. Select Director.

(a) A "Select Director" is a high-profile individual whose personal involvement on the Board of Directors is likely to elevate the sport.

(b) One Select Director may be nominated by the President and approved by the Board and shall be a voting member of the Board.

(c) The Select Director serves for one three (3) year term, and may then be nominated and elected for a second term.

Section 8. Sailor Athlete Directors.

(a) In the event that following the election, Sailor Athletes make up less than 20% of the voting membership of the board, the President shall appoint with the approval of the Board and the Sailor Athlete Council, a Temporary Director or Directors to meet the requirements of these bylaws until the next election.

(b) The Nominating & Governance Committee shall certify the Temporary Directors' "extensive experience or ability" in the relevant area(s) of the sport.

(c) Temporary Directors appointed to maintain the composition of the Board shall serve for a term of up to one year. Such Directors may be nominated to fill a permanent seat at the next election.

Section 9. Directors assume their duties immediately after the meeting at which they are elected.

Bylaw 306 – Meetings

Section 1. Meetings. The Board of Directors shall meet at least six times per year. The President of the US SAILING shall preside at all meetings of the Board of Directors and in his absence the Vice President shall preside. Notice of any Board meeting may be communicated orally, electronically or in writing. Any member of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2. Quorum. A majority of the entire voting Board shall constitute a quorum and a vote of a majority of the voting Board shall be necessary for the transaction of business, except for amendment of these Bylaws as set forth in Bylaw 801.

Bylaw 307 – Vacancies

Section 1. Vacancies on the Board, other than Sailor Athlete directorships, may be temporarily filled by Presidential nomination and elected by the Board. Directors elected under this provision shall serve until the next annual meeting.

Section 2. Vacancies of Elected Director seats shall be permanently filled by election at the next annual meeting. Directors elected to fill a vacancy shall serve the remaining term of the seat vacated.

Section 3. Vacancies on the Board of Directors of directorships held by Sailor Athletes shall be approved by the Sailor Athlete Council.

Subpart B – Officers

Bylaw 311 – Officers

Section 1. US SAILING shall have the following elected officers: President; Vice-President; a Secretary; and a Treasurer. The Officers are elected by the Board of Directors as set forth in Section 2 below. As provided in the Sports Act, these officers shall not be officers of any other National Governing Body.

Section 2.

(a) President. The President shall be elected by the Board from among one or more nominees presented to the Board by the Nominating and Governance Committee at the first meeting of that Board following the Annual Meeting of US SAILING. The President shall be elected for a one-year term and may serve up to 3 consecutive one-year terms in addition to any time served on the board prior to election as President.

(b) Vice President. The Vice President shall be elected by the Board from among its Elected Directors at the first meeting of that Board following the Annual Meeting of US SAILING. The Vice President shall be elected for a one-year term and may serve up to 3 consecutive one-year terms.

(c) Treasurer. The Treasurer shall be recommended by the President and elected by the Board and shall serve a 3-year term. The Treasurer shall be a voting member of the Board. A person may serve up to two terms on the board as Treasurer and in whatever capacities may not serve on the Board for more than six years consecutively.

(d) Secretary. The Secretary shall be recommended by the President and elected by the Board and shall serve a 3-year term. The Secretary shall be a non-voting member of the Board. A person may serve up to two terms on the board as Secretary and in whatever capacities may not serve on the Board for more than six years consecutively.

(e) Honorary Vice President. The Chair of the Government Relations Committee, who is appointed by the President subject to the approval by the Board, may also use the title "Vice President, Government Relations" as needed to fulfill his duties. The Chair of the Government Relations Committee, however, is not a member of the Board of Directors and is not an Officer of US SAILING.

Bylaw 312 – Responsibility of Officers

Section 1. President. (a) The president shall be the chair of US SAILING's Board of Directors and shall have the following responsibilities:

- (1) Preside at all meetings of US SAILING and the Board of Directors.
- (2) Nominate the Secretary, the Treasurer, and the Olympic Division Chair. These nominations are subject to approval by the Board.
- (3) Appoint, subject to the approval of the Board, the other Division Chairs for Recreation Sailing, Education, Competition, Administration, and other committees as necessary. These Chairs are not members of the Board
- (4) Fill by appointment any resigned or vacated seat on the Board of Directors until the next annual election as provided in these bylaws.
- (5) Appoint US SAILING's delegates to the General Assembly of the International Sailing Federation.

(b) In the event the President is unable to perform the duties of the office, the Board of Directors may designate a member of the Board to be interim President.

Section 2. Vice President. The Vice President shall assist the President in the performance of the President's responsibilities and shall preside at all meetings in the absence of the President or interim President.

Section 3. Treasurer. The Treasurer shall:

- (1) Oversee the collection and receipt of all moneys, the keeping of a correct account thereof and the deposit of said moneys in the name of US SAILING in such bank or banks as may be designated by the Board.
- (2) Annually submit a report in writing of the financial condition of US SAILING.
- (3) Be bonded at the expense of US SAILING and in such amount as the Board may determine.
- (4) Perform such other duties as usually pertain to the position of Treasurer.

Section 4. Secretary. The Secretary shall:

- (1) Keep a record of the proceedings of all meetings of US SAILING and the Board of Directors.
- (2) Keep an accurate roll of all members of the House of Delegates and of all members of US SAILING.
- (3) Conduct the correspondence of US SAILING, send out all notices and perform other duties as usually pertain to the position of Secretary.

PART IV – SAILOR ATHLETE REPRESENTATION

Bylaw 401 – Sailor Athlete Council

US SAILING shall have a Sailor Athlete Council. Any eligible Sailor Athlete may serve as a member of the Sailor Athlete Council.

Bylaw 402 – Responsibilities

The Sailor Athlete Council shall have the following responsibilities:

- (1) to provide effective communications between Sailor Athletes and US SAILING.
- (2) from time to time to review and recommend to the Board of Directors for its approval interpretations of the term “Sailor Athlete” as defined and used in these Bylaws to ensure that it complies with the definition of “Athlete” promulgated by the USOC.
- (3) to make reports and recommendations to the Board of Directors about matters affecting Sailor Athletes.
- (4) to participate by representatives in the Nominating and Governance Committee assuring the nomination and election of sufficient Sailor Athletes to the Board of Directors.
- (5) to recommend to the President the names of Sailor Athletes as candidates for appointment to certain committees as provided in Bylaw 403.
- (6) to approve appointments of Sailor Athletes to the Board as set forth in Bylaw 304.

Bylaw 403 – Selection Of Directors And Committee Members

Section 1. The Sailor Athlete Council shall prescribe procedures, subject to the approval of the Nominating and Governance Committee, for the nomination of Sailor Athletes by Sailor Athletes to serve on the Board of Directors, having due regard for encouraging the best possible communication between Sailor Athletes and various interests within US SAILING. Such procedures shall include recommendations for counting Sailor Athletes so as to assure that they comprise 20% of the total number of members of the Board.

Section 2. The Sailor Athlete Council shall recommend to the President the names of Sailor Athletes to be considered for appointment to the appropriate committees of US SAILING.

PART V – DIVISIONS, COUNCILS AND COMMITTEES

Subpart A – Divisions

Bylaw 501 – General

Section 1. US SAILING shall have the following operating Divisions:

- (1) Administration Division.
- (2) Competition Division.
- (3) Education Division.
- (4) Olympic Division.
- (5) Recreational Sailing Division

Section 2. Division Chairs will be appointed by the President subject to approval by the Board and shall oversee the committees that are assigned to them, shall encourage, promote,

and coordinate with the chairs of all committees to meet their respective duties and responsibilities. They shall obtain when necessary, the names of the proposed new chairs and members of each committee to serve during the next year and timely deliver them to the President for action. Recommendations for the removal and replacement of chairs and members of committees shall also be made to the President.

Bylaw 502 – Administration Division

Section 1. Composition. The committee shall be composed of a chair and such additional members as are described in the regulations.

Section 2. Duties. The committee shall perform such duties as are described in the regulations.

Bylaw 503 – Competition Division

Section 1. Composition. The committee shall be composed of a chair and such additional members as are described in the regulations.

Section 2. Duties. The committee shall perform such duties as are described in the regulations.

Bylaw 504 – Education Division

Section 1. Composition. The committee shall be composed of a chair and such additional members as are described in the regulations.

Section 2. Duties. The committee shall perform such duties as are described in the regulations.

Bylaw 505 – Olympic Division

Section 1. Composition. The committee shall be composed of a chair with a term of four years and a maximum of two consecutive terms, and such additional members as are described in the regulations.

Section 2. Duties. The committee shall perform such duties as are described in the regulations.

Bylaw 506 – Recreational Sailing Division

Section 1. Composition. The committee shall be composed of a chair and such additional members as are described in the regulations.

Section 2. Duties. The committee shall perform such duties as are described in the regulations.

Subpart B – Councils

Bylaw 511 – General

Section 1. US SAILING shall have the following Councils:

- (1) Council of Sailing Associations
- (2) One Design Class Council
- (3) National Offshore Council
- (4) Community Sailing Council
- (5) Industry Council
- (6) Coach and Instructor Council
- (7) Cruising Council
- (8) Intercollegiate Sailing Association
- (9) Inter-Scholastic Sailing Association
- (10) Multihull Council
- (11) Sailors with Special Needs Council
- (12) US Windsurfing Council
- (13) Women's Sailing Council
- (14) Youth Sailing Council
- (15) Sailor Athlete Council

Section 2. Councils are comprised of groups having common and mutual sailing interests on a national basis which shall have direct representation in the House of Delegates by right of selecting Delegates to the House of Delegates in a number as described in Bylaw 222.

Section 3. Each council shall serve, in addition to representing its constituents in the House of Delegates, as a communications link between US SAILING and the special interests of sailors in the group in order to carry out the purposes for which US SAILING was organized.

Subpart C -- Committees

Bylaw 521 – General

Section 1. Standing Committees. US SAILING shall have the following standing committees:

- (1) Appeals Committee
- (2) Audit Committee
- (3) Bylaws Committee
- (4) Nominating and Governance Committee
- (5) Review Board
- (6) Such other committees of a permanent nature as are created by the Board of Directors and described in the Regulations.

Section 2. All members of standing committees must be General Members of US SAILING.

Section 3. All members of standing committees, including chairmen, shall be appointed by the President with the approval of the Board of Directors, except that members of the Nominating and Governance Committee shall be selected as described in Bylaw 525.

Section 4. Unless otherwise stated in these bylaws or the regulations, terms for committee members, including chairs, shall be one year or until their successors are appointed.

Section 5. All committees shall meet in person at the time and place of US SAILING's annual meeting, and shall meet in person or by telephone conference at other times at the call

of the chair, unless an exception to these requirements is granted by the Board of Directors. Committees may also conduct business by mail or electronic means provided that any decisions made using these methods shall be made only by a majority of the entire membership of the committee and shall be recorded in the minutes of the next meeting of the committee, except that committees excused from having meetings by the Board of Directors shall evidence their decisions by written document signed by a majority of the entire membership of the committee.

Section 6. Unless otherwise stated in these bylaws or the regulations, all committees shall be responsible to the Board of Directors and the Executive Director.

Section 7. Sailor Athlete Representation

(a) Minimum Committee Composition Requirement – Sailor Athletes shall comprise at least 20% of the members of the following committees: Olympic Division Committee, Review Board, Nominating and Governance Committee, Audit and Ethics Committee, Budget Committee, U.S. Junior Women’s Championship Committee, U.S. Youth Championship Committee, U.S. Singlehanded Championship Committee, U.S. Team Racing Championship Committee, Offshore teams, Offshore One-Design and Level Classes Committee, IFDS Delegation. Sailor Athletes shall comprise at least 20% of the nominees for the ISAF Delegation, recognizing that ISAF determines which nominees are accepted.

(b) Objective – An objective of US SAILING is that Sailor Athletes shall comprise at least 20% of all committees of US SAILING.

Section 8. Special Committees. Special committees may be appointed by the Board of Directors or the President with the approval of the Board of Directors.

Section 9. Motion To Discharge. The provisions of these bylaws notwithstanding, all standing and special committees shall be subject to the motion to discharge a committee.

Bylaw 522 – Appeals Committee

Section 1. Composition. The committee shall be composed of a chairman and five additional members. The committee shall appoint a secretary who shall not be a member of the committee.

Section 2. Terms. Terms of the members of the committee shall be three years or until their successors are appointed. Such terms shall be staggered so that the terms of two members' terms expire each year. The chairman and the secretary each shall serve for a term of one year or until a successor is appointed.

Section 3. Duties. The committee shall decide in conformity with the Racing Rules of Sailing all appeals properly submitted to it, employing such procedures for handling appeals as are contained in the racing rules.

Section 4. Precedence of Certain Appeals. Appeals will be considered in the order received, except that appeals of decisions of a protest committee made under Rule 69.1 and requests by a protest committee for confirmation or correction of such decisions shall take precedence over any other matters pending at the time.

Bylaw 523 –Audit Committee

Section 1. Composition. The committee shall be composed of a chairman and 4 additional members, including at least one Sailor Athlete. Each member of the committee shall not serve on US SAILING's Board of Directors.

Section 2. Duties. The committee shall recommend the independent auditors for US SAILING, review the report of the independent auditors and management letter and recommend action as needed. The committee shall investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors.

Bylaw 524 – Bylaws Committee

Section 1. Composition. The committee shall be composed of a chairman and at least two additional members.

Section 2. Duties. The committee shall:

- (1) Review all proposed amendments to these bylaws and the regulations and edit same for composition, draft amendment proposals when requested, have the right to originate amendments, and may consolidate similar amendments for joint proposal subject to acceptance by the proposers.
- (2) Upon completion of the procedures described in (1) immediately above, the committee shall present the proposed amendment to the House of Delegates for action.
- (3) The committee may include its recommendation for action on the proposal, if any.

Bylaw 525 – Nominating and Governance Committee

Section 1. Composition. The committee shall be composed of the most recent past president available as chair and eleven other members selected by councils as follows: three members from the Sailor Athlete Council; one member each from the Council of Sailing Associations, One Design Class Council, National Offshore Council, Community Sailing Council, Coach and Instructor Council, Cruising Council, Multihull Council, US Windsurfing Council. The President, with the approval of the Board of Directors, shall appoint a non-voting legal advisor as a consultant for this committee.

Section 2. Terms. With the exception of the chair, terms of the members of the committee shall be three years or until their successors are appointed. Such terms shall be staggered on a schedule as described in the regulations.

Section 3. Duties. The committee shall:

- (1) No later than June 15, nominate two individuals for each position on the Board of Directors open for election, excluding those seats to be nominated by the House of Delegates, at the next annual meeting. The list of nominations by the Nominating and Governance Committee and those from the House of Delegates shall be posted on US SAILING's web site no later than July 1.
- (2) Develop rules to be published in the regulations governing details of the election process for positions on the Board of Directors and governing campaigning by nominees for these positions.

- (3) Evaluate the performance of the Board of Directors.
- (4) Recommend to the House of Delegates additional delegate positions as necessary to achieve reasonable representation of sailing interests.
- (5) As appropriate, recommend to the Board of Directors the removal of members of the Board of Directors for cause.
- (6) As appropriate, recommend to the Board of Directors the removal of committee members, including chairs, for cause.
- (7) The committee shall also perform the ethics oversight of US SAILING.

Bylaw 526 – Review Board

Section 1. Composition. The committee shall be composed of a chairman and four additional members.

Section 2. Duties. The committee shall perform the duties described in its Code of Regulations regarding grievances and disciplinary proceedings.

PART VI – ADMINISTRATION

Subpart A – Executive Director

Bylaw 601 – Designation

Section 1. US SAILING shall have an Executive Director, who shall be the leader of management and vested with the authority to make decisions on behalf of management.

Section 2. The Board shall hire and oversee the Executive Director, who shall be responsible for staff functions. The Executive Director shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of US SAILING. The Executive Director shall, either directly or by delegation, manage staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with US SAILING compensation policies and guidelines (established by the Board); develop a strategy for achieving US SAILING's mission, goals and objectives and present the strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as US SAILING's spokesperson (with the President); prepare and submit quadrennial and annual budgets to the Board; and perform all functions as usually pertain to the office of Executive Director.

Bylaw 602 – Tenure

The Executive Director shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Executive Director may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Executive Director. If the Executive Director has a contract of employment with US SAILING, the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause.

Bylaw 603 – Secretary General

The Executive Director shall serve as Secretary General of US SAILING and in that capacity shall represent the US SAILING in relations with the international sports federation for

sailing recognized by the International Olympic Committee and at international sailing functions and events.

Bylaw 604 – Responsibilities

The Executive Director shall:

- (1) develop a strategy for achieving US SAILING's mission, goals and objectives and present the strategy to the Board of Directors for approval.
- (2) prepare and submit quadrennial and annual budgets to the Board for approval.
- (3) determine the staff needed to effectively carry out US SAILING's mission, goals and objectives, within US SAILING's budget.
- (4) oversee the hiring and termination of all staff.
- (5) either directly or by delegation manage all staff functions.
- (6) be responsible for resource generation and allocation of resources.
- (7) coordinate US SAILING's international activities.
- (8) with the President, act as the US SAILING's spokesperson.
- (9) perform all functions as usually pertain to the office of Executive Director.

Subpart B – Finances

Bylaw 611 – Yearly Budget

US SAILING shall have an annual budget as approved by its Board of Directors.

Bylaw 612 – Audit

Each year US SAILING shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. (See Bylaw 523.) The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

Bylaw 613 – Individual Liability

No individual director of the Board or officer shall be personally liable in respect to any debt or other obligation incurred in the name of US SAILING pursuant to the authority granted directly or indirectly by the Board of Directors.

Subpart C – Miscellaneous

Bylaw 621 – Indemnification

Section 1. US SAILING shall defend, indemnify and hold harmless any person who is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she, his/her testator or intestate is or was a director, officer, or employee of US SAILING, or is or was serving at the request of US SAILING as a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, as a result of such action, suit or proceeding, or any appeal therein, to the extent permitted by law.

Section 2. The board of directors in their discretion may authorize US SAILING to defend, indemnify and hold harmless any person other than a director, officer, or employee for expenses incurred or other amounts paid in any civil or criminal action, suit or proceeding to which such person was, or was threatened to be, made a party by reason of the fact that he/she, his/her testator or intestate is or was acting in any matter as an agent or otherwise on behalf of US SAILING.

Bylaw 622 – Savings Clause

Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in the phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors or other bodies so affected.

PART VII – GRIEVANCES AND DISCIPLINARY PROCEEDINGS

Bylaw 701 – Due Process

The Board of Directors shall provide in its Code of Regulations the procedure for the filing and settlement or for a fair hearing of grievances and disciplinary matters, together with an appeal, so that due process will be provided and completed.

Bylaw 702 – Opportunity to Participate

Section 1. Fair notice and an opportunity for a hearing shall be accorded to any amateur athlete, coach, trainer, manager, administrator, or official before US SAILING may declare such individual ineligible to participate in any amateur athletic competition. Any hearing conducted hereunder shall be conducted in accordance with the provisions established in accordance with Bylaw 701.

Section 2. Neither US SAILING nor any member of US SAILING may deny or threaten to deny any amateur athlete, coach, trainer, manager, administrator, or official the opportunity to compete in the Olympic or Pan American Games, World Championship competitions or such other “protected competition” as defined in the USOC Bylaws; nor may US SAILING, or any member US SAILING, subsequent to such competition, censure or otherwise penalize any such athlete who participates in any such competition.

Bylaw 703 – Arbitration

US SAILING agrees to submit to binding arbitration in any controversy involving (i) its recognition as a national governing body, as provided for in the USOC’s Bylaws, upon demand of the USOC or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Sailing, as provided for in the USOC’s Bylaws, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified in accordance with the Sports Act.

Bylaw 704 – Litigation

No member, affiliate, or participant in US SAILING and its programs may invoke the aid of the courts of the United States or a State without first exhausting all available remedies within the appropriate sailing organization, and as provided within US SAILING, including any rights to bring claims to the United States Olympic Committee. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOC Bylaws or the enforcement of a decision rendered in such a USOC proceeding.

PART VIII – AMENDMENTS

Bylaw 801 – Amendments

Section 1. The Board of Directors may amend these bylaws by (a) a majority vote of the Directors present at a duly called meeting, if the proposed amendment has been approved by a majority of the House of Delegates as set forth in Section 2 below or (b) by a three-quarters vote of the Directors present at a duly called meeting if the proposed amendment has not been approved by the House of Delegates as set forth in Section 2 below.

Section 2. Any amendment to these bylaws must be initiated by the House of Delegates or Board of Directors by a majority vote of the members of the proposing body. Such proposed amendment then shall be presented to the Bylaws Committee for its review in accordance with Bylaw 524. The Bylaws Committee then shall submit such proposed amendment, together with any suggested changes it may have, to the House of Delegates for its approval. The House of Delegates then shall vote on the proposed amendment and shall submit the proposed amendment and the results of its vote to the Board of Directors for its approval.

PART IX – TRANSITION

Bylaw 901 – Transition Plan to Implement These Bylaws

Section 1. Under the terms of the current Bylaws an election of officers at the 2005 Annual General Meeting shall proceed prior to consideration of the question on the 2005 Amended Bylaws. The President shall then state the composition of the Executive Committee, including the persons recently appointed by the President and approved by the Board, according to the current Bylaws provisions.

Section 2. Upon the adoption of these 2005 Amended Bylaws by a vote of the members, these new Bylaws shall become effective and in full force, and shall be the only bylaws of US SAILING, subject only to temporary modifications of the new bylaws as described in this Transition Plan. The first election of Directors shall take place in 2006. After the conclusion of the first election of Directors by the General Members the newly elected Board shall meet as soon as possible. At the beginning of that meeting the Transition Plan shall expire.

Section 3. Modifications of the New Bylaws during the Transition:

1. Members of the Board of Directors:
 - a. The present Executive Committee of the Board of Directors (as defined in item 1 above) shall become the transitional Board, except that current Board Members (under the “old” bylaws) with

- unexpired terms may serve the duration of their respective terms (or they may resign.) Terms of other directors shall terminate.
- b. The following provision of the new Bylaws (303, Section 6) shall not apply during the Transition. "Board members, except the President, Olympic Division Chair, Select Member, and the Executive Director by virtue of holding these titles, shall not hold any chairmanship (or equivalent position) at the regional or national level in US SAILING or at the national level in the sport of sailing. No Board member may concurrently hold a chairmanship or presidency of a US SAILING council or committee, regional sailing association, or, national or international class association."
2. Duties of the Transitional Board:
 - a. The transitional Board shall perform all things necessary to continue and carry out the purposes and operations of US SAILING until the new Board is duly elected and begins its first meeting.
 - b. The transitional Board has the authority to provide for the organization and membership of the Nomination and Governance Committee and the election of the members of the new Board. The transitional Board shall request the Nominating and Governance Committee to nominate candidates to fill all director seats to be elected, setting the terms of office for three years, two years, and one year in order to fill such seats and establish the staggered terms provided herein.
 - c. The transitional Board has the authority to realign the committees and working bodies of US SAILING within the new Divisions.
 3. Initiate Election of Directors:

Upon receipt of the report of the Nominating and Governance as to the nominees for the members of the new Board, the transitional board shall call for the election of members for the new Board by the General Members in the manner and upon the terms provided in the new Bylaws at the next Annual Meeting of US SAILING, in the Fall of 2006.
 4. First meeting of Elected Board:
 - a. Upon receiving certification from the Secretary of US SAILING as to the vote of the General Members and Delegates regarding the election of the new Board members, the President shall call for the first meeting of such new Board, which shall then meet, organize and elect the designated officers.
 - b. Upon such organization of the newly elected Board and election of its officers, the transitional Board and the terms of its members shall terminate and the new Board, its members and its elected officers shall be empowered and authorized to conduct and carry out the purposes and operations of US SAILING.

Section 4. The current Regulations of US SAILING remain in effect except where in conflict with these 2005 Amended Bylaws, in which case these bylaws will prevail. The revised Regulations shall be developed and in place by the end of the fall 2006 meeting.

Bylaw 902 – Automatic Termination and Removal

Upon completion of the Transition Plan set forth in Bylaw 901 above, this Part IX of these bylaws (Bylaws 901 and 902) shall automatically terminate and shall be removed from these bylaws without any further action by the Board, the General Members, House of Delegates or any other body or constituency of US SAILING.