



US SAILING Board of Directors Mid-Year Meeting
Sunday, April 3, 2005, 9 a.m. Newport, R.I.
MINUTES

President Janet Baxter called the meeting to order at 9:00 a.m.

Directors present were: Charlie Arms, Janet Baxter, Faye Bennet, Stan Betts, Bruce Bingman, Terry Bischoff, Dean Brenner, Mitch Brindley, Norton Brooker, Craig Brown, Jim Capron, Bob Counihan, Ruth Creighton, Means Davis, Peter Durant, Bruce Eissner, Susan Epstein, Louise Gleason, Fred Hagedorn, Dick Hanneman, Tom Hubbell, Charles Ivey, Rich Jepsen, Leslie Keller, Patty Lawrence, John Lovell, Dan Mangus, Clay Mock, Ken Morrison, Greg Norwine, Joni Palmer, Jack Rudy, Nat Siddall, John Siegel, Bill Stump, Jan Visser, Talbot Wilson, Scott West, and Charlie Zeckel.. Absent were: John Amos, Jerelyn Biehl, Joey Harris, Bill Munster, Tom Roberts, Bill Sandberg, Betty Sue Sherman, Karen Smith, Hannah Swett, and Adam Werblow. (Note: Talbot Wilson was elected a Director by the National Offshore Council to replace Larry Bulman, who resigned.)

A motion to approve the Minutes of the April 2, 2005 Board of Directors Meeting, as corrected, was made, seconded and carried.

A motion was made, seconded and carried to revise the agenda and to have the Bylaws Committee / Structure Taskforce Report immediately follow the Treasurer's report.

Treasurer Leslie Keller presented the Treasurer's report, which included the financial performance of both US SAILING and the US Olympic Committee. She compared US SAILING 2003 Actuals, against 2004 Actuals, Budget and Variances. The unaudited 2004 accrued Actuals indicate a negative \$7,129, excluding Olympics. Accrued Olympic losses, unaudited, are \$353,586. On a cash basis the Olympic department lost \$132,792.

She also reported on Year-to-date Actuals against budget, and indicated that there may be additional 2004 liabilities based on a bonus contract with the former Executive Director, that cannot be calculated until the audited numbers have been received.

Bylaws committee chair Clay Mock and Vice President Tom Hubbell were introduced to present the new Bylaws and the Structure Task Force report. They announced that the Structure Task Force had completed its work and that the Draft Bylaws 2005 had been distributed to the Board.

A motion was made and seconded to amend the Bylaws proposal as follows:

Article V, Section 2, the first sentence is changed to read: "The House of Delegates shall include a Chair, Vice-Chair and Secretary, elected by its members. It shall also include the 5 Division Vice-Presidents, each of whom may

vote. The US SAILING President shall preside only when required by law, during meetings of the corporation. No member of the Board of Directors shall serve as an officer of the House of Delegates

Article VII, Section I, first sentence: Strike “and the House of Delegates.”

The motion was carried with 17 voting aye, 9 voting nay, and 3 abstentions.

A motion to postpone action on the Reorganization Proposal was made and seconded. The motion was defeated.

A motion that the Board of Directors initiate the Draft Bylaws 2005, as amended, and present them to the annual meeting in Phoenix, Arizona in October, 2005, for approval, was made, seconded and carried by a vote of 28 Aye, 8 Nay and 1 abstention.

A motion was made and seconded that prior to the adoption of any proposal affecting the structure of the organization of US SAILING by the AGM, such proposals shall be reviewed by a qualified attorney and a written opinion obtained indicating compliance with New York State and Federal laws and other relevant regulations. A motion to amend the resolution to have it apply only to the Draft 2005 Bylaw proposal and to further have the concept referred to the Bylaws Committee for consideration as a US SAILING Regulation was made, seconded and carried. The motion as amended was subsequently carried.

A motion to amend Article 17.1 of the current Bylaws, as follows, was made and seconded. 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 a Special Meeting called for such purpose, by a two-thirds vote of the members present by delegate or proxy....”

(During this discussion, it was agreed that a decision was needed from the Bylaws Committee as to whether the procedures being utilized to make this amendment as well as those used to amend Bylaws 2005 were in keeping with the requirements of the current Bylaws. A motion to table was made, seconded, and carried, and the Bylaws committee retired to meet separately while the Board proceeded to hear Council reports.

On return, the Bylaws committee reported that the wording of both amendments were acceptable and since the By-Laws Committee had now met, the process was now in keeping with the current By-Laws and moved that the motion be taken from the table. This motion was seconded, carried, and discussion of the Article 17.1 amendment continued.)

The motion that the amendment of Article 17.1 be initiated by the Board and be placed on the agenda for the Annual General Meeting to be held in Phoenix,

Arizona in October, 2005, and that it be acted upon before any other Bylaw amendment proposals are considered at said Annual Meeting was carried.:

Ken Morrison, Chair of the National Offshore Council, reported that minutes of the group's two meetings had been distributed. Under current policies, US SAILING is restricted to support certain measurement rules,

A motion was made, seconded and carried that the US SAILING Offshore office assist our sailors in obtaining measurement, rating or handicap certificates when there is sufficient interest shown by US Race Organizers.

Sailor Athlete Council Chair Louise Gleason reported the Council is reviewing athlete definitions and the athlete registration process. Council will be posted on the web page.

One Design Class Council Vice-Chair Nat Siddall commented on the second One Design symposium scheduled for Annapolis on Nov. 19-20, 2005. Council minutes are on the web site.

Charles Zechel, Community Sailing Council chair, announced that delegates have been selected for the AGM and urged US SAILING Directors to attend the National Sailing Programs Symposium.

Council of Sailing Association Chair Susan Epstein reported the CSA was considering a Symposium directed at Yacht Club issues. The Council minutes are to be posted on the web. A motion to require US SAILING meeting dates to be scheduled at least 18 months in advance was made, seconded and defeated.

Minutes of the Windsurfing Council were distributed by Chair Steve Sylvester, and are posted on the web.

Cruising Council Chair Greg Norwine reported the Council is seeking a new web liaison to help develop its web pages and data base.

Inter-Collegiate Sailing Association Chair Mitch Brindley reported on the open forum held during the meetings with members of the College Sailing network.

United States Sailing Foundation Treasurer Steve Jeffries reported that the minutes of the Foundation's meeting have been posted on the web site. No grants were made and there were no action items for consideration.

Training Committee Chair Rich Jepsen reported on plans for a new Junior Big Boat Sailing Program, modeled after programs that are currently successful. The program objective is to keep the 14-18 year old age group interested in sailing. The program will be developed only if all development and production costs, estimated at \$14,000, can be fully funded through sponsorships.

A motion to develop a Junior Big Boat Sailing Program with the proviso that its development costs be fully funded by sponsorships, was made, seconded and carried.

Race Administration chair Jim Capron announced that a seminar for appeals committee members will be held at the Annual Meeting in October. The committee recommends that a \$20 differential be applied to non-members who attend race administration seminars.

He also announced that an Article 14 Review Board working party had recommended changes in the Article 14 process. Their report will be circulated to other race administration committees as well as the legal committee before being sent to the Board of Directors.

Offshore Committee Acting-Chair John Siegel reviewed committee activities and reported for the Safety at Sea committee.

A motion was made, seconded and carried that Special Regulation Submission #4, ISAF SR Number 3146, be amended to add the words "and the lanyard shall be replaced at least once a year" so the regulation will read "A taut lanyard of synthetic rope may be used to secure lifelines provided the gap it closes does not exceed 100 mm (4 in.) and the lanyard shall be replaced at least once each year."

A motion was made seconded and carried that the Offshore Committee recommends "the letter of understanding between US SAILING and the Offshore Racing Association (ORA) dated March 3, 2005, be modified to indicate that the agreement is subject to appropriate legal review."

A motion to ratify the actions taken by the Executive Committee since the October 2004 Annual General Meeting was made, seconded and carried.

Dean Brenner reported that the Olympic Sailing Committee had held a day-long meeting. Minutes will be posted on the web.

Championship Committee Chair Karen Reisch announced that the new Championships Manual was available on the web site, that all necessary forms can be downloaded. On line registration for all Championship events is now required.

A motion was made, seconded and approved (as to intent) with the provision that it be subject to review by the By-Laws committee and incorporated as a Regulation, that "No US SAILING championship trophy shall leave the United States and its territories, including those locations bordering the U.S. which are recognized as members of Regional Sailing Association by US SAILING.

Susan Daly, Youth Task Force chair mentioned several initiatives to encourage young people between the ages of 12 and 18 to stay involved in sailing and noted efforts will be taken with the Communications Committee to share all of this good work. She noted that

the 2007 Youth Worlds will be held at the San Diego Yacht Club. The Task Force report will be posted on the web.

Budget Director James Appel reported that the proposal to increase the 2005 Capitol Purchase budget had been reviewed. The proposal will have a minor impact on financials in 2005 and increase annual depreciation in years 2006-08 by \$35,000.

A motion to increase the Capitol Purchase Budget from \$50,000 to \$162,500 to facilitate implementation of a new IT initiative, and to depreciate the project over three years, was made, seconded and carried.

Charlie Arms Chair of the Women's Committee, moved to have the US Women's Match Racing Championship designated as the US SAILING qualifier to the ISAF regional event for the Nation's Cup. After considerable discussion the Women's Committee motion was withdrawn and the matter was referred to the Olympic Sailing Committee for review of the athlete selection procedure for both the Women's event and the Open Event.

The meeting was adjourned at noon.

Dick Hanneman, Secretary