

US SAILING Association
Board of Directors' Meeting Minutes
Monday, January 29, 2007
Teleconference

Present were: Jim Capron, President, Dick Allsopp, Dean Brenner, Susan Epstein, Amy Gross-Kehoe, Tom Hubbell, Chip Johns, Leslie Keller, Patty Lawrence, Jerry Montgomery, Bill Stump, Jim Tichenor, and Ex Officio: Fred Hagedorn, Charlie Leighton, Executive Director.

Rich Jepsen, Education Division Chair, and William Doelger attended as guests.

1. Call to Order.

- President Capron called the Board of Directors meeting to Order at 8:00 pm Eastern Time Zone

2. Roll.

- Secretary Hagedorn called the roll.

3. Actions Between Meetings

A MOTION to approve the members of the Compensation Committee (Jerry Montgomery, Chair, Leslie Keller, and Dave Rosekrans) was approved via electronic voting on January 12, 2007.

A MOTION to initiate a Change to Bylaw 526, increasing the size of the Review Board from five members to 10 members (which will result in Bylaw 526 and Regulation 15 being in accord) was approved via electronic voting on January 14, 2007.

4. Consent Calendar

The following were approved with a unanimous vote:

- a. Minutes of the Board meeting held on December 19, 2007
- b. Committee Rosters (please see attached spreadsheet - Addendum A)
- c. Bylaws of the Coach and Instructor Council and the Industry Council (see Addendum B).
- d. The remaining funds from the Ft. Worth Trophy be combined with the Junior Championships in that designated fund.

5. President's Report

President Capron reported on the large number of US SAILING activities occurring since the holidays. As soon as Capron arrived in Miami last weekend, he flew to New Orleans to spend the day at the very successful NSPS/ODSS. Over 260 sailors attended the combined event in New Orleans, January 17-21. This includes nearly 60 sailors representing 18 classes who attended the One-Design Sailing Symposium.

Back in Miami later that day, the US SAILING OSC was poised to welcome over 850 sailors from 49 countries at the ISAF Grade 1 Rolex Miami OCR. The Orange Bowl Regatta (a US SAILING Junior Olympic sailing event) organized racing for over 600 kids in Miami between Christmas and New Year's.

The first US SAILING Mount Gay Rum Speaker Series of 2007 was held in Georgia January 27. Gary Jobson entertained a sell-out crowd at Lake Lanier Sailing Club and took out some special time to chat with the junior sailors beforehand. The 2nd Speaker Series event is this coming weekend in Augusta, GA, where Dave Perry will simplify the racing rules for the sailors in attendance.

Sailing instructor courses are held throughout the year. US Sailing presented Powerboat Instructor Course in New Orleans last weekend which was filled to capacity. The next one is scheduled February 9-11 at Shake-a-Leg in Miami. Race committee members were introduced to our Basic Race Management

Seminar in Alabama in January. Three others will be hosted on February 3rd in California, Florida and Washington State.

US SAILING held two Safety at Sea Seminars in January - one in Newport Beach, CA, and for the other, US SAILING teamed up with ISAF for a special seminar created for the Morninglight crew that is training for the Transpac Race.

For US SAILING staff and volunteers, the cold winter months are still a busy time indeed.

6. Sailing Outreach Proposal

Bill Doelger reviewed the hand-out that had been sent to the Board in support of the initial action he had submitted to the Board via the House of Delegates in November, 2006. Rich Jepsen supported the potential of developing some form of web-based support to assist potential programs to get off the ground and get more people sailing and playing in boats. Charlie Leighton pointed out that the Training Director, Janine Ahmed, would like time to cost out the effort.

A MOTION was made, seconded and approved to refer this proposal to the Education Division and to the Training Director and staff for their consideration and recommendations. An update (or final report) shall be delivered by the Education Division Chair and the Training Director to the Board at its March meetings in Newport, RI.

7. Executive Director's Report

Executive Director Leighton reviewed his written report, the highlights of which included:

YEAR-TO-DATE PERFORMANCE – see YTD net by Department, December, 2006 (green, red, yellow).

As the financial results indicate, 2006 was a turnaround year. Overall, the net for US SAILING, \$232,231, exceeded last year by \$364,539, the original budget by \$232,229, and the reforecast budget by \$40,063. (this was the unbudgeted net from the Annual Appeal). The whole organization contributed to the positive results.

Olympics had a very successful year, on the water and financially, and have a positive \$819,208 cash balance entering the 3rd year of the Quad.

Greens (above revised budget & last YTD)

- Total Administration - (membership expense reductions was a leading factor)
- Total Education
- Total US SAILING

Yellows (ahead of revised budget or last year)

- Total Competition
- Olympics

Reds (behind revised budget and last year)

- None

In addition to the positive quantitative results, equally important was US SAILING's organizational changes that have created a smaller board which will allow more effective communication between the Board, staff and members.

2006 Fundraising

The Medalist campaign brought in new gifts of \$885,000 in 2006, bringing the campaign total of cash received and pledges outstanding to \$1,685,000. December generated new gifts of \$75,000.

The Annual Appeal - "Gone Sailing" grossed \$53,000 from 388 member donations, with a net after postage and printing costs of \$40,000. All donors received thank you letters and there were personal notes on those letters acknowledging gifts of \$250 or greater.

We are embarking on the development of two "Gone Sailing" projects: 1) handbook on how to establish a disabled sailing program highlighting best practices from established programs, and 2) training program for those who will be working with or teaching sailors with disabilities in concert with our current training programs.

Generating Good Will for US SAILING is something we need to keep in the forefront in whatever activities the staff and volunteers are engaged in while serving members and potential members.

8. **Treasurer's Report**

Treasurer Keller noted that the positive results highlighted in the Executive Director's Report were underscored by the dramatic improvement in the Association's Current Ratio which has increased from 1.31 at the end of FY 2005, to 2.34 at the end of FY 2006.

Today, January 29, 2007, we have borrowed on the LOC the amount of \$165,000 and expect it to increase upon this by an additional \$60,000 next week. It is expected that the LOC will be back to \$0 at the end of March or early April.

\$280,000 has been borrowed from deferred revenues for a total borrowing as of today of \$445,000.

9. **Olympic Report**

Dean Brenner reported on the successes of the 2007 Rolex Miami OCR. 855 competitors from 49 countries – simply the largest OCR in its 18 year history! The registration system provided by Active.com was a big success and was actively supported on-site by Ken Taylor. The volunteer IT support of people like Serge Jorgensen can not be valued. Sam Murray, MD, and the medical team he put together greatly enhanced the event. Our staff leaders were highlighted by all who were in attendance for their positive attitude and professionalism, especially Katie Kelly who was the model of upbeat and calm.

Domestic and international attention on the event was extremely high with nearly 500,000 page views on www.RolexMiamiOCR.org and nearly another 200,000 on www.JobsonSailing.com. With this sustained growth, infrastructure continues to be the greatest impediment. The US SAILING server crashed on the first day and had to be replaced. The good news was that it was accomplished quickly; the bad news is that it happened at all. One improvement for next year is that the scrolling notice-board

function, so critical to an event that is as spread out geographically as the Rolex Miami OCR, will be integrated into the Active.com functionality.

On the water, US Sailors performed well with 2 golds and 1 bronze in the able-bodied classes, and 1 gold, 1 silver and 1 bronze in the disabled classes.

9. February 17, 2006 Board Meeting in Marina del Rey

Breakfast will be available beginning at 8 am. The meeting will begin at 9 am. A working lunch will be served. The meeting should be completed by 5 pm. For those who are available after that, a reception with sailing leaders from southern California will be held after the meeting.

10. Safety At Sea Committee submissions

It was decided to defer this discussion to an electronic one with the goal of conducting an electronic vote prior to the February 17, 2007 meeting.

11. Old Business

Susan Epstein presented 22 changes (see addendum C) to the Bylaws to be initiated and sent to the Bylaws committee per Bylaw 801 Section 2.

A MOTION to initiate the 22 changes was made, seconded and approved. Item #8 was isolated for an individual vote (10 – Yea, 1 – Nay, and 1 – Abstention). The other 21 proposed changes were initiated with a unanimous vote.

The Working Party plans to have the changes to the Regulations ready for initial Board review in early February and Epstein intends to present them to the Board for an electronic vote to initiate them very shortly.

Epstein wanted to particularly thank her ad hoc committee members for their efforts, Walter Chamberlain, Fred Hagedorn, and Dave Rosekrans.

12. New Business

It was agreed by the Board that the President should name an ad hoc committee to study if any regulations should be developed to impact how officials are selected to serve at non-US SAILING owned events that have been chosen by US SAILING to be used to select athletes to represent US SAILING at international events. President Capron stated that he will name this ad hoc committee in the near future.

13. Executive Session

The Board went into Executive Session at 9:51 pm Eastern Time and Executive Director Leighton excused himself at that time.

14. Adjournment

A Motion to Adjourn was made, seconded and approved at 10:03 pm Eastern Time Zone.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Addendum A

| emberID_1 | RoleID | Name | Location | BeginDate | EndDate | Web Liason |
|-----------|--------|------|----------|-----------|---------|------------|
|-----------|--------|------|----------|-----------|---------|------------|

US Team Racing Championships Committee

DELETE Rob Overton from the approved list from December 19, 2006

US Women's Sailing Championships Committee

DELETE Judy Hearn from Area E and REPLACE with Sandi Svoboda

Budget Committee List

| | | |
|--------------------|---|---|
| Chair | Sarah Alger James Appel Michael Arndt Peter Durant Stephen Jefferies Ned Jones | |
| Treasurer | Leslie Keller | |
| Web Liaison | Chris Luppens Vicki Sodaro | Y |
| Staff Liaison, CFO | Bill Stump Bobbi Warren | |

Government Relations Committee

| | |
|----------|--|
| Chair | Jim Muldoon Peter Durant Robert Counihan Harry Foote Sarah Ashton Ed Theisen Karen Smith Tom Roberts Dan Doyle Art Engel Donald Crandall Director to be Named from Area L |
| At-large | Doris Colgate |
| At-large | Gelnn T. McCarthy |
| At-large | Dale T. Mogle |
| At-large | Karen Reisch |
| At-large | Glenn Schmidt |

Addendum A

Membership Committee

| | | |
|-------------------------------------|--|---|
| Staff, Membership Director Chair | Joe Costa Ruth Creighton Kim Hapgood Leslie Keller Steve Prime Bill Sandberg Talbot Wilson | Y |
|-------------------------------------|--|---|

Risk Management Committee

| | | |
|--|---|--|
| Blue Gavel Division Chair Staff Chair Committee Insurance Consultant Junior Sailing | Vern Bendsen Ruth Creighton Hart Kelly Alan McMillan Joe Melino Steve Prime Larry White | |
|--|---|--|

Site Selection Committee

| | | |
|---|---|--|
| Executive Director Staff, Meeting Planner Chair Past-Chair | Harry Foote Charlie Leighton Siobhan Lynch Janet Miller-Schmidt Bill Ross Ed Theisen | |
|---|---|--|

Technology Committee

| | | |
|-------|------------------------------------|--|
| Chair | Sandy Grosvenor Serge Jorgensen | |
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Web Liaison Committee

| | | |
|-------|---------------|---|
| Chair | Chris Luppens | Y |
|-------|---------------|---|

Addendum A

Match Racing Committee

| | | |
|--|--|---|
| Calendar | Brian Angel Charlie Arms Don Becker Cliff Black | |
| USWMRC Chair | Jeff Borland Debbie Capozzi Bruce Cook | |
| Grading Secretary | Susan Epstein | |
| US Representative to ISAF MRC Chair | Liz Filter Deborah Schoenherr | Y |
| USMRC Chair | Steve Wrigley | Y |

Offshore Teams Committee

| | | |
|-------|--|---|
| Chair | Bruce Bingham Dobbs Davis Don Genitempo Talbot Wilson | Y |
|-------|--|---|

Portsmouth Numbers Committee

| | | |
|-------------------------|---|---|
| Chair | Bob Curry Jamie Diamond Mark P. Harris | |
| Past Chair, Web Liaison | Darline Hobock Kevin D. Kirkpatrick Bernie P. Kuse David B. Osborn Deborah K. Schaefer Mark Schneider MD John Williams FL | Y |

U.S. Disabled Sailing Championship

| | | | | |
|-----------------|--------------------|----------------|-----------|------------|
| At Large | Ms Betsy Alison | Newport, RI | 21-Dec-04 | Liz Walker |
| Area [Area] Rep | Mr Donald E Backe | Annapolis, | 21-Dec-04 | |
| Chair | Mr Kevin D'Aprile | Chicago, IL | 1-Dec-06 | |
| At Large | Dr Marc Robert De | Belleville, IL | 15-Jan-07 | |
| Vice-Chair | Ms Debra S Frenkel | Hollywood, FL | 1-Dec-06 | |
| Area [Area] Rep | Mr Robert E Jones | Issaquah, WA | 1-Nov-00 | |
| Area [Area] Rep | Mr Jeff Reinhold | Kirkland, WA | 15-Jan-07 | |
| Area [Area] Rep | Mr Joseph Del | East | 15-Jan-07 | |

Addendum A

Race Management Committee

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|--|--|
| Secretary | William Adams Carole Y. Bardes Terence Bischoff Thomas Duggan |
| Race Officer Training and Certification | Thomas H. Farquhar Stephen B. Jeffries Jeff H. Johnson |
| Web Liaison & Scoring Program Eval. Chair, Area Race Officers Working Group Publications | John C. Luppens Mark G. Murphy Patricia Seidenspinner Hank Stuart |
| Safety St. Petersburg Trophy Chair | Bill Stump J. Taran Teague Robin Wallace |

Y

Area Race Officers Working Group

| | | |
|-------|------------------------|---|
| Chair | Robin Wallace | A |
| | William E. Kirkpatrick | B |
| | Mark G. Murphy | C |
| | Carole Y. Bardes | D |
| | David L. Shaffer | E |
| | Shannon Bush | F |
| | William D. Gage | G |
| | Guy S. Flemming | H |
| | Bruce Greene | J |
| | John Strassman | K |
| | Leslie Keller | L |

Commercial Sailing Committee

| | |
|-------|---|
| Chair | John Alofsin Doris Colgate Rick Franke Rich Jepsen Greg Norwine |
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Addendum A

Sports Medicine Committee

| | |
|-------|--|
| Chair | Bruce Eissner, MD Edwin Fischer, MD Louise Gleason Susan Johnson David Jones, MD Sam Murray, MD William Waggoner, Ph.D. Robin Wallace, MD |
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Sportsmanship Committee

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|---------------|---|---|
| Chair | Dean S. Cady WI John R. Caldwell TN Mimi Dyer RI George Fisher OH Gregory Fisher MD Rich Jeffries GA Natalie D. King RI Richard Ohst CA Ruth Ann Moorman IL | |
| Staff Liaison | Marliede Eaton RI | Y |

Audit Committee

| | |
|-----------|--------------------------------|
| Treasurer | Donna Hobbs |
| Chair | Leslie Keller Johnny Lovell |

Compensation Committee

| | |
|-------|---|
| Chair | Leslie Keller Jerry Montgomery Dave Rosekrans |
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Approved on January 11, 2007

Addendum A

Nominating and Governance Committee *This committee is created by the Bylaws and is not "approved" by BOD*

| | | | |
|------------------------------|--------------------|-------------|----------|
| Chair | Janet Baxter | Chicago, IL | 1-Dec-07 |
| CSA | Walter Chamberlain | | |
| ODCC | Patty Lawrence | | |
| NOC | Bruce Bingham | | |
| Community Sailing Council | Dave Lumian | | |
| Coach and Instructor Council | Rich Jepsen | | |
| Cruising Council | Greg Norwine | | |
| Windsurfing | | | |
| SAC | | | |
| SAC | | | |
| SAC | | | |
| Legal Advisor (non-voting) | | | |

The following 3 committees are all that are left from 52

Team Racing Committee

| | |
|-------|----------------|
| Chair | Senet Bischoff |
|-------|----------------|

ORR Committee

| | |
|-------|----------------|
| Chair | Dick Hampikian |
|-------|----------------|

Investment Oversight Committee

| | |
|-------|----------------------|
| Chair | Malcolm "Doc" Clarke |
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Addendum B

Bylaws of the Coach and Instructor Council of the United States Sailing Association

Article I – Name

The name of this organization shall be the Coach and Instructor Council of the United States Sailing Association. Hereinafter, the Council may be referred to as the “Council,” and the United States Sailing Association may be referred to as “US SAILING.”

Article II – Purpose

The purpose of the council is to function as authorized and described in Bylaws 202, 222 and 511 of the US SAILING Bylaws, and other provisions of the US SAILING Bylaws and US SAILING Regulations as appropriate. Any conflicts between the US SAILING Bylaws and this document shall be resolved in favor of the US SAILING Bylaws.

It shall represent, promote, advocate for and support US SAILING Instructors and Coaches on present and future programs, courses and curriculum, and other things they need for proper execution of their charge, within US SAILING and throughout the United States.

The purpose includes:

Maintaining an avenue to voice the opinions of Certified US SAILING Coaches and Instructors within US SAILING, and to provide a forum and opportunity to have a meaningful impact on the future and direction of the sport of sailing.

Maintaining high standards of instruction and a system of well trained, highly qualified coaches within the US SAILING system, consistent with its goal to encourage participation and promote excellence in sailing and racing in the United States. Providing a forum for US SAILING Instructors and Coaches to exchange information and assist one another in solving mutual challenges.

Article III – Membership

Section One – Description. The membership of the Council shall consist of all coaches and instructors who meet the criteria listed in this section, below

- A. An individual must be a member of US SAILING and:
- B. Either be certified as an Instructor or Coach or be a Registered Coach.

Details of qualifications of council members:

- a. Instructors

Instructors must be certified through the US SAILING Instructor Level One (Small Boat sailing Instructor), or US SAILING’s Basic Keel Boat Instructor level, or US SAILING Level 2 Coach workshop (Head Instructor Track) course.

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b. Coaches

Coaches must be certified through US SAILING Level 2 Coach workshop (Racing Coach Track) course, or be a Registered Coach

c. Registered Coaches

Registered coaches need not be certified by US SAILING but must be actively coaching in collegiate, high school or ISAF recognized class events. Their resume of experience and their portfolio of certifications, from powerboat handling to first aid and CPR must be current. Their status as registered coaches is solely the decision of the Training Director but the Training Director shall interpret their status liberally, with the goal to include as many active coaches in the US as possible in the process.

Article IV – Officers

Section One – Officers and Duties. The officers of the Board of Directors shall be a Chair, Vice–Chair, and Secretary, elected by the Board of Directors from its membership. These officers shall perform the duties prescribed by the US SAILING bylaws, these bylaws, and the adopted parliamentary authority of the Council.

Section Two – Terms of Office. Officers shall serve a term of one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. No member shall hold more than one office at a time. No member shall be eligible to serve more than three consecutive terms in the same office, with the exception of the office of Secretary.

Section Three – Vacancies. A vacancy in the office of Chair shall be filled by the Vice-Chair automatically assuming the office of Chair for the remainder of the term. A vacancy in the office of Vice-Chair shall be filled by election at the next annual meeting. A vacancy in the office of Secretary shall be filled by appointment made by the chair for the remainder of the term. For the purposes of the term limits contained in Section 2 above, service of half a term or less in an office shall be ignored, and service of more than half a term shall be considered a full term.

Article V – Meetings

Section One – Annual Meeting.

The annual meeting of the Council shall be held at the same location and dates as the session of US SAILING Annual Meetings. The purpose of the meeting shall be for elections and the conduct of such other business as may legally come before the meeting. No later than thirty days before the meeting, the Secretary shall cause the notice of the meeting to be posted on the US SAILING website and sent electronically or through other means to all members of the Council.

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Section Two – Spring Meeting.

The Spring Meeting of the Council shall be held as part of the session of US SAILING meetings held during the spring each year. No later than thirty days before the meeting, the Secretary shall cause the notice of the meeting to be posted on the US SAILING website and sent electronically or through other means to all members of the Council.

Section Three – Special Meetings.

Special meetings of the Council may be called as described in Section 214 of the US SAILING bylaws.

Section Four – Quorum

A majority of the sitting Executive Committee, present in person or by proxy, shall constitute a quorum. A majority vote as defined in the parliamentary authority shall be sufficient for action of the Council, except as otherwise required by these bylaws or the parliamentary authority. Proxies shall be in writing, may be in the form of a fax or electronic mail, and shall be delivered to the Secretary no later than the roll call of the meeting at which they are in effect.

Section Five – Transaction of Business by Telephone and Other Means

- (a) **Telephone Conference.** Any member of the Council may participate in a meeting of the Council by means of 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.
- (b) **Electronic Mail.** The Council shall have the authority to conduct business by electronic mail provided that all communications by any members are copied to all other members of the Council or Executive Committee, and that any decisions made using this method shall be made by the affirmative vote of at least sixty per-cent of the entire membership of the Council. Decisions made using this method shall be incorporated in the minutes of the next meeting of the Council.
- (c) **Proxy** Any voting member of the Council can provide his or her proxy to a member attending the Annual General Meeting. Proxies are not allowed for electronic mail voting or for telephone conference voting.

Article VI – Elections

Section One– Positions. The Executive Committee shall be elected at the annual meeting. Also at the annual meeting, the Executive Committee shall appoint the chair to serve on the US SAILING House of Delegates as described in US SAILING bylaw 222

Addendum B

and the Executive Committee shall appoint a member of the Council to serve on the US SAILING Nominating and Governance Committee. This member shall serve a three year term.

Section Two – Nominations. The Nominating Committee shall nominate one candidate for each position described in Article III, Section 2, above. Additional nominations may be made from the floor.

Section Three – Nominating Committee.

- (a) **Composition** The Nominating Committee of the Council shall consist of the most recent past chair of the council, who serves as the Committee Chair. The Committee Chair appoints at least two other Council members to terms of three years as vacancies appear. The Committee Chair's term is the year immediately following his or her Council Chairmanship.
- (b) **Duties.** The committee shall make nominations as described in Section 2 above, and shall make available the list of nominees to all members of the Council not later than thirty days prior to the meeting at which the election shall take place. Posting said list on the US SAILING website shall be construed as meeting this requirement. In performing its duties, the committee shall assure that its nominees comply with all of the requirements contained in these bylaws and the bylaws of US Sailing.

Section Four – Election Procedures

- a) Elections should be open to any instructors and coaches meeting the requirements in Membership, above.
- b) Voting will take place on-line, prior to the US SAILING Annual Meeting or at the Council Meeting at the US SAILING Annual Meeting.
- c) The Executive Committee will certify the results by appointing a member of the Executive Committee as election supervisor.

Article VII – Executive Committee

- a) The executive Committee consist of 10 qualifying members of the Council; comprised of 2 Certified Small Boat Instructors, 2 Certified Coaches, 2 Certified Keelboat Instructors, 1 Powerboat Instructor, 1 Windsurfing Instructor, and 2 Open positions which can be held by any group stated above, or by any registered coach. The Council Officers shall be the officers of the Executive Committee
- b) The term of office of Executive Committee shall be two years.
- c) The Executive Committee may act on all matters between Council meetings. The Executive Committee shall report on all its actions to the Council by posting actions on the Council website and at the next regular meeting.

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Article VIII – Committees

Special committees may be appointed by the Chair.

Article IX – Parliamentary Authority

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

Article X – Amendment of Bylaws

These bylaws may be amended at any annual, spring, or special meeting called for such purpose, by a two-thirds vote of the members present in person or by proxy, provided that the proposed amendment was included with the notice of the meeting. Such approved amendment shall become effective upon compliance with US SAILING Bylaw 301, Section 2 (7).

Addendum B

BYLAWS INDUSTRY COUNCIL OF THE US SAILING ASSOCIATION

Article I – Name

The name of the organization is the Industry Council of the United States Sailing Association. Hereinafter, the Council may be referred to as the “Council,” or “IC,” and the United States Sailing Association may be referred to as “US SAILING.”

Article II –Purpose

The purpose of the council is to function as authorized and described in Bylaws 202, 222, and 511 of the US SAILING Bylaws, and other provisions of the US SAILING Bylaws and US SAILING Regulations as appropriate. Any conflicts between the US SAILING Bylaws and this document shall be resolved in favor of the US SAILING Bylaws.

It shall represent the interests of the Council within US SAILING. Its purpose is to promote and support sailing in the United States, and to provide a forum for sailing industry personnel to exchange information and assist one another in solving mutual challenges.

The purpose includes:

1. Provide a forum to examine entrance points for new sailing industry members, and to advise US SAILING on ways to foster, market, and encourage participation in the sport of sailing by leveraging industry’s involvement and experience in the sport of sailing.
2. Provide a forum for industry related issues for the leadership of US SAILING and its membership. Topics may include new and emerging technology, equipment safety, state and federal regulation and boating law, and the further development/review of new and existing products and services that are available to US SAILING and its membership.
3. Advise US SAILING on issues related to product and service educational opportunities in the US. Provide a forum for input related to commercial, recreational and competitive product and service needs of US SAILING and its membership.
4. Communicate available industry data relating to industry performance and participation as well as investigate information gaps that would be beneficial for US SAILING members to be aware of.

Article III –Membership

- a. Delegates elected to serve on the Council by and from among those US SAILING Members who have registered their interest in this council’s area of concern with US SAILING.

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ARTICLE IV –Officers

Section One – Officers and Duties. The officers of the Council shall be a Chair, Vice–Chair, and Secretary, elected by the Council from its membership. These officers shall perform the duties prescribed by the US SAILING bylaws, these bylaws, and the adopted parliamentary authority of the Council.

Section Two – Terms of Office. Officers shall serve a term of two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office, with the exception of the office of Secretary.

Section Three – Vacancies. A vacancy in the office of Chair shall be filled by the Vice-Chair automatically assuming the office of Chair for the remainder of the term. A vacancy in the office of Vice-Chair shall be filled by election at the next annual meeting. A vacancy in the office of Secretary shall be filled by appointment made by the chair for the remainder of the term. For the purposes of the term limits contained in Section 2 above, service of half a term or less in an office shall be ignored, and service of more than half a term shall be considered a full term.

Article V – Meetings

Section One – Annual Meeting. The annual meeting of the Council shall be held at the same location and dates as the session of US SAILING Annual Meetings. The purpose of the meeting shall be for elections and the conduct of such other business as may legally come before the meeting. No later than thirty days before the meeting, the Secretary shall cause the notice of the meeting to be posted on the US SAILING website and sent electronically or through other means to all members of the Council.

Section Two – Spring Meeting. The Spring Meeting of the Council shall be held as part of the session of US SAILING meetings held during the spring each year. No later than thirty days before the meeting, the Secretary shall cause the notice of the meeting to be posted on the US SAILING website and sent electronically or through other means to all members of the Council.

Section Three – Special Meetings. Special meetings of the Council may be called as described in Section 214 of the US SAILING bylaws.

Section Four – Quorum.

1. Five regular members and a majority of the executive committee, present in person or by proxy, shall constitute a quorum. A majority vote as defined in the parliamentary authority shall be sufficient for action of the Council, except as otherwise required by these bylaws or the parliamentary authority. Proxies shall be in writing, may be in the form of a fax or electronic mail, and shall be

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delivered to the Secretary no later than the roll call of the meeting at which they are in effect.

2. A majority of the Executive Committee members shall constitute a quorum for Executive Committee meetings.

Section Five – Transaction of Business by Telephone and Other Means

- (a) **Telephone Conference.** Any member of the Council may participate in a meeting of the Council by means of 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.
- (d) **Electronic Mail.** The Council shall have the authority to conduct business by electronic mail provided that all communications by any members are copied to all other members of the Council, and that any decisions made using this method shall be made by the affirmative vote of at least sixty per-cent of the entire membership of the Council. Decisions made using this method shall be incorporated in the minutes of the next meeting of the Council.

Article VI – Elections

Section One– Positions. The Chair, Vice-Chair, and Secretary shall be elected at the Annual Meeting. Also at the annual meeting, the Council shall appoint by virtue of position the chair and vice chair or shall separately elect 2 members to serve on the US SAILING House of Delegates as described in US SAILING bylaw 222.

Section Two – Nominations. The Nominating Committee shall nominate one candidate for each position described in Section 1 above. Additional nominations may be made from the floor.

Section Three – Nominating Committee.

- (a) **Composition** The Nominating Committee of the Council shall consist of the past chair plus two IC members.
- (b) **Duties.** The committee shall make nominations as described in Section 2 above, and shall make available the list of nominees to all members of the Council not later than thirty days prior to the meeting at which the election shall take place. Posting said list on the US SAILING website shall be construed as meeting this requirement. In performing its duties, the committee shall assure that its nominees comply with all of the requirements contained in these bylaws and the bylaws of US Sailing.

Addendum B

Article VII – Executive Committee

1. The Executive Committee shall consist of the Council officers, a representative from SAIL AMERICA, hereafter SA, and two others who shall be elected by the membership of the Council present at the Annual Meeting of US SAILING, hereafter AM.
2. The Executive Committee may act on all matters between Council meetings. The Executive Committee shall report on all its actions to the Council by posting actions on the Council website and at the next regular meeting.
3. The term of office of Executive Committee shall be two years. In the first year (2007), half of the members shall be elected for two years and half of the members shall be elected for one year in order to maintain continuity on the Executive Committee.

Article VIII – Committees

Special committees may be appointed by the Chair.

Article IX – Parliamentary Authority

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

Article X – Amendment of Bylaws

These bylaws may be amended at any annual, spring, or special meeting called for such purpose, by a two-thirds vote of the members present in person or by proxy, provided that the proposed amendment was included with the notice of the meeting. Such approved amendment shall become effective upon compliance with US SAILING Bylaw 301, Section 2 (7).

Addendum C

On January 29, 2007, the US SAILING Board of Directors moved that the following changes to the US Sailing Association Bylaws be initiated pursuant to Bylaw 801 Section 2. All were agreed to for initiation with a unanimous vote with the exception of #8, which was initiated with a vote of 10 Yea, 1 Nay, and 1 Abstention.

1. It is proposed that Bylaw 102 Section 2 be changed by adding the underlined words to its 6th paragraph, namely “...promote safe boating and ... safety and ...”, such that Bylaw 102, Section 2 E shall read in its entirety:

Bylaw 102 – Purpose and Objectives

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

- E. To promote safe boating and foster educational programs for the safety and training of members in the science of seamanship and navigation;

RATIONAL: To specifically include the concept of SAFETY in the Association’s Purpose.

2. It is proposed that Bylaw 202, Section 2 be amended by adding the following sentence at the end of the section:

General Membership is required of any individual who serves as a member of the Board or the House, of a volunteer serving on any US Sailing committee or Council, and of anyone serving as a US SAILING Certified Official.

With the approval of this amendment, Regulation 2.02 F shall be DELETED and Bylaw 521 Section 2 shall be DELETED and the subsequent sections renumbered. The reason for these two deletions is that both provisions become redundant with the approval of this change to Bylaw 202 Section 2.

RATIONAL: This language is much clearer than what was initially included in Bylaw 521 Section 2, and correctly moves some language from the New Regulations up into the Bylaws where it belongs.

3. It is proposed that Bylaw 202 Section 4 be amended such that the “Council for Sailors with Special Needs” shall be changed to Council for Sailors with Disabilities.

This same change shall also be made in Bylaw 222 Section 1 and in Bylaw 511.

RATIONAL: This is a logical request of the sailors who are actively involved with what was once known as “Sailors with Special Needs.”

Addendum C

4. It is proposed that Bylaw 214, Section 3 (a) be corrected by deleting the word “by” at the end of the third line as shown below:

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...

RATIONALE: The word “by” is extraneous and unhelpful to the meaning.

5. It is proposed that Bylaw 222.1.(2) be changed to reflect 11 (rather than 10) Area Directors representing the Council of Sailing Associations.

RATIONALE: This reflects the decision taken by the CSA and subsequently Approved by the Board to split Area H into two parts, so that Hawaii will stand on its own, separate from the Pacific Northwest.

6. It is proposed that Bylaw 222 Section 2 be CHANGED by DELETING the words “, from its members,” from the current sentence and ADDING a second sentence:

“The Chair may be selected from the general membership of the Association and does not need to already be a member of the House of Delegates; the other officers shall be selected from the members of the House of Delegates.”

RATIONALE: The Chair of the HOD is the lead voice of the constituent member-based organizations, and the House should be able to select whomever it wants to be that voice, and not be limited to only those whom the councils provide to its membership.

7. It is proposed that Bylaw 301 Section 2 be changed in the following ways:

- a. In (5), DELETE “and International Foundation for Disabled Sailing (IFDS)”
- b. In (6), ADD after “(ISAF)”: “and International Foundation for Disabled Sailing (IFDS)”

RATIONALE: Like ISAF, IFDS takes nominations for its MNA’s but is not bound to accept them. It is more appropriate to have these two International Federations that are linked in process and approach in the same portion of the Bylaw.

8. It is proposed that Bylaw 305 be changed in the following way:

- E. Section 9 shall be changed such that it would read as follows:
“(a) Elected Directors shall assume their duties at a meeting scheduled to be held within 24 hours of the close of the Annual Governing Meeting of the Association, but not before the preceding Board has had sufficient time to meet to complete its business between the above two referenced meetings and has done so.

Addendum C

(b) The officers, Select Director, Olympic Director and Temporary Directors shall assume their duties at the close of the meeting at which they are appointed or elected.”

(c) Each Director and Officer shall remain in their position until their replacement has been elected or approved and is ready to assume his duties per Section 9 (a) and (b) above.

With the adoption of this amendment, Regulation 9.02 shall be deleted in its entirety.

RATIONALE: the Current Bylaw does not adequately provide for a transition between the time of the election of individuals and the assumption of their duties, and does not provide for the completion of the previous year’s work appropriately.

RATIONAL: This change places this requirement in the correct level of document (Bylaw rather than Regulation).

9. It is proposed that Bylaw 306 be CORRECTED by DELETING the word “the” from the first line of the second sentence, such that the Second sentence shall read as follows:

“The President of ~~the~~ US SAILING shall preside...”

RATIONALE: Grammatical correction.

10. It is proposed that Bylaws 502, 503, 504, 505 and 506 be changed such that in Section 1 of each of these Bylaws the word “committee” shall be replaced by division and the word “members” is replaced by committees, and such that in Section 2 of each of these Bylaws the word “committee” shall be replaced by division.

Thereby resulting in Bylaws 502 through 506 reading in their entirety as follows:

Bylaw 502 – Administration Division

Section 1. Composition. The division shall be composed of a chair and such additional committees are described in the regulations.

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

Bylaw 503 – Competition Division

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

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

Addendum C

Bylaw 504 – Education Division

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

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

Bylaw 505 – Olympic Division

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

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

Bylaw 506 – Recreational Sailing Division

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

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

RATIONAL: This is actually a clerical correction, as Divisions don't have individual members, but rather have committees within them.

11. It is proposed to Amend Bylaw 511 by ADDING the following Section:

Section 4. Councils shall:

- E. Establish bylaws, approved by the Board, which shall not conflict with US SAILING Bylaws or Regulations;
- F. Determine its membership and officers, and when appropriate, appoint (or elect) representatives to US SAILING Committees;
- G. Provide for term limits for its officers, such limits shall not exceed six (6) years;
- H. Make proposals for consideration by the Board through the House of Delegates, which the House will report to the Board in the form of a submission;
- I. Meet at least once per year at the Annual Meeting of US SAILING.

RATIONAL: This adds a section that was overlooked in the initial drafting. It may have been intended to place these requirements in the Regulations, but that is not the proper place to include them, this bylaw is the more correct location.

Addendum C

12. It is Proposed to Amend Bylaw 521, Section 4, by adding the following, such that it shall read in its entirety:

Section 4. Unless otherwise stated in these bylaws or the regulations, terms of committee members, including chairs, shall be one year or until their successors are appointed. Such terms shall commence at the close of the meeting at which they are appointed. A Committee Chair shall be limited to four (4) consecutive 1-year terms, which may be extended with an affirmative vote of the Board.

With the approval of this amendment, Regulation 6.01 C shall be DELETED.

RATIONAL: This clarifies when a term begins as well as ends and puts the term limits for a Chair in the correct level of document.

13. It is proposed to re-order the words in the final phrase of the first sentence of Bylaw 521, Section 5, such that the first sentence shall read as follows:

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 the Board of Directors grants an exception to these requirements.

RATIONALE: The re-ordering of the words makes the phrase more active and puts the decider at the front end rather than at the very end.

14. It is proposed that Bylaw 521 Section 7 be amended in the following ways:
- E. CORRECT the name of the Olympic Sailing Committee by DELETING the word "Division;"
 - F. CORRECT the name of the Audit Committee by DELETING "and Ethics;"
 - G. DELETE all Championship Committees from the list of committees requiring 20% athlete representation and REPLACE them with the following:
 - "...and any other committee whose event is approved by the Board of Directors as the vehicle for the selection of athletes to represent the USA in international competition (the list of such committees shall be published and maintained on the US SAILING Website).";
 - H. Amend the final sentence such that it reads as follows: "...Sailor Athletes shall comprise at least 20% of the nominees for the ISAF and IFDS Delegations, recognizing that ISAF and IFDS determine which nominees are accepted."

RATIONAL: "A" and "B" are clerical corrections, "C" provides a minimal amount of flexibility for the Board as these committees change from year-to-year as to which are being used, and "D" correctly includes IFDS in the requirements and improves the drafting language.

Addendum C

15. It is proposed that Bylaw 524 Section 2 be amended in its second paragraph to DELETE “(1)” and to REPLACE it with the paragraph, such that Bylaw 524 would now read in its entirety:

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:

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.

Upon completion of the procedures described in the paragraph immediately above, the committee shall present the proposed amendment to the House of Delegates for action.

The committee may include its recommendation for action on the proposal, if any.

RATIONAL: This more clearly state where the referenced procedures are located, “(1)” could have been interpreted to mean Section 1, and that would be incorrect.

16. It is proposed to Amend Bylaw 525, Section 3 (3) by adding the following at its end:

To this end, develop procedures and criteria for evaluation of the Board, which shall be submitted to the Board for its approval.

RATIONAL: This clarifies and states the process that is being followed, and ensures that the Board has bought into the criteria by which it shall be measured.

17. It is proposed that Bylaw 801 Section 2 (at the end of the 3rd sentence) be amended to DELETE the word “approval” and REPLACE it with action. As a result, Bylaw 801 would read in its entirety as follows:

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 action. 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.

Addendum C

RATIONAL: The reason for the above change is to bring Bylaw 801 into conformity with Bylaw 524 and thereby eliminate any confusion as to the intent of the overall bylaws. The Bylaws Committee, in the opinion of the Board, may also wish to change the final word of Section 2 from “approval” to “consideration and possible approval.”

18. **DELETE PART IX – Transition and Bylaws 901 and 902** in accordance with Bylaw 902.

This does not require a vote, but we do need to remember to actually do it.

19. **Bylaw 521 Section 2**

Delete and re-number subsequent sections.

RATIONALE: If #2 (Bylaw 202 Section 2) is accepted, then Bylaw 521 Section 2 becomes redundant and should be Deleted.

20. The intent of the revisions to Bylaw 305 Section 1. (c) (2) and (3) is to increase the number of votes in the election.

The timing of the election is revised so that the announcement of candidates for the Board and the opening of voting both occur 90 days before the meeting. The announcement of candidates that must be mailed to all members would also include a ballot.

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

Section 1. Elected Directors.

(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 in the mailing ~~upon request~~ with the announcement of the candidates, or may be downloaded from US SAILING’s website, not more than ~~60~~ 90 days and not less than 15 ~~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~~ 90 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.

Addendum C

21. The intent of the revisions to Bylaw 525, Section 3, Par 5 and 6, is to let the Review Board handle possible removals from the Board or Committees. The NGC is not equipped to handle due process.

Bylaw 525 – Nominating and Governance Committee

Section 3. Duties. The committee shall:

(1) No later than ~~June 15~~ 90 days before the Annual Meeting, 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~~ 90 days before the annual meeting.

(4) Recommend to the House of Delegates additional delegate positions as necessary to achieve reasonable representation of sailing interests.

(5) As appropriate, draw to the attention of the Review Board situations for due process prior to a possible recommendation to the Board of Directors for the removal of members of the Board of Directors or committee members, including chairs, for cause.

~~(6) As appropriate, recommend to the Board of Directors the removal of committee members, including chairs, for cause.~~

(~~6~~ 7) The committee shall also perform the ethics oversight of US SAILING.