

US SAILING Board of Directors Meeting
March 20, 2010
Warwick, RI

Present: Dick Allsopp, Dean Brenner, Walt Chamberlain, John Craig, Susan Epstein, President Gary Jobson, Leslie Keller, Dawn Riley, Bill Stump, Jim Tichenor and non-voting Ex Officio members, Secretary Fred Hagedorn and Executive Director Charlie Leighton.

Guests included Clark Chapin – Bylaw Committee Chair and Jim Walsh – Chairman of the House of Delegates; and many observers.

- 1) The meeting was called to order by President Jobson at 5:16 pm ET.
- 2) Secretary Hagedorn called the Roll and announced that a quorum was present.
- 3) Consent Calendar
The approval of the Consent Calendar was **MOVED**, Seconded and APPROVED. The following is therefore approved:
 - a) Minutes from March 18, 2010
- 4) President's Report – President Jobson thanked all who attended the Think-Tank session, it was informative and stimulating. It was very nice to have so many members visit our association's headquarters, and to be able to see us putting the names and voices we know together with the faces of the people who work so very hard for us and all of the sailors in the USA. Finally, President Jobson thanked his long time associate, Kathy, for coming up to the meeting and meeting all of us.
- 5) Approved the membership of the PHRF Committee.
- 6) Requests for Action from the House of Delegates – Chairman Walsh presented:
 - a) The House of Delegates recommended approval of an amendment to the Bylaws to provide the Secretary of the Association with voting rights during Board of Directors meetings. This was MOVED, SECONDED and APPROVED unanimously (App. A).
 - b) The House of Delegates recommended approval of an amendment to the Bylaws to make the Chair of the House of Delegates a non-voting member of the Board of Directors. This was MOVED, SECONDED and APPROVED unanimously (App. B).
 - c) The House of Delegates endorsed and recommended for approval the proposal by the Council of Sailing Associations that the Spring Meeting be retained, at least for the House of Delegates, the Council of Sailing Associations and the Offshore Committees. This was MOVED and SECONDED, and during discussion, a SUBSTITUTE MOTION was Moved, Seconded and APPROVED to attach the Spring Meeting alongside a special event, such as the Yacht Club Summit in Chicago, April 2-3, 2011.
 - d) The House of Delegates recommended approval of an amendment to the Bylaws to DELETE the Term Limit for the Vice President, as the individual is already limited by his or her membership of the Board, and the role of the Vice President is limited to

that of chairing meetings. This was MOVED, SECONDED and APPROVED by a vote of 10-1-0 (App C)

- e) The House of Delegates endorsed and recommended for approval the proposal by the National Offshore Sailing Council that US SAILING not accept an invitation to join a working party of the ISAF with the purpose to propose new standard parameters and notations to be based on the Equipment Rules of Sailing (ERS). This was MOVED, SECONDED and APPROVED.
- f) The House of Delegates recommended approval of an amendment to the Bylaws to add a new section 4 to Bylaw 214 authorizing the Board of Directors to approve minutes of a General Membership meeting under specific circumstances. This was MOVED, SECONDED and APPROVED (App D).
- g) The House of Delegates recommended disapproval of an amendment to the Bylaw 525 to separate the Nominating and Governance Committee into a Nominating Committee and a Governance Committee, AND prohibiting simultaneous membership of both committees, with the exception of the Chair, and placing an "elected member of the Board of Directors" on the Nominating Committee. This was MOVED, SECONDED and DISAPPROVED – as recommended by the House of Delegates.
- h) The House of Delegates recommended disapproval of an amendment to the Bylaw 525 to separate the Nominating and Governance Committee into a Nominating Committee and a Governance Committee, WHILE PERMITTING simultaneous membership of both committees for all members, including the Chair, and placing an "elected member of the Board of Directors" on the Nominating Committee. This was MOVED, SECONDED and APPROVED on a vote of 9-2-0. As this was approving over the recommendation for disapproval by the House of Delegates a 75% super majority was required, and attained to approve this amendment (App E)

7) Reports of the Councils and Committees

- a) The Review Board noted that their role is to review identified events in terms fo the organic documents of the association, it has NO ROLE in determining Policy or Procedure.

8) Informational Issues

- a) The Admiral's Cup may be on the verge of reemergence!
- b) The National Sailing Hall of Fame, located in Annapolis, MD, has had its location approved. It will be located on a 10,000 square foot parcel, with 500' along the waterfront!
- c) The Yacht Club Summit is in the early planning stages and will be held in Chicago, IL, in April of 2011.

9) Old Business – The USOC Hearing Panel has approved the agreement between US SAILING and Hall. Relative to the Prescriptions that were approved on February 5, 2010 by the Board of Directors, it was MOVED, SECONDED and APPROVED to have them go into effect as of July 1, 2010.

10) New Business –

- a) Tom Hubbell was nominated and elected to serve as the Board of Director's member on the Nominating Committee.

- b) Tom Hubbell was re-nominated and elected to serve as the Vice President of the Association.
- c) The approval of the Minutes of the 2009 Annual Meeting of the Membership of the US SAILING Association, held October 24, 2009, was MOVED, SECONDED and APPROVED.

11)The meeting was adjourned at 6:07 pm ET.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Appendix A

Voting Rights for the Secretary of the Association

The following Bylaw Changes are approved per 6(a) above:

Bylaw 302 – Composition

Section 1. The Board of Directors shall consist of ~~42~~ 13, or at its discretion ~~13, or 14~~ 14, or 15 as may be required under Bylaw 304, voting members and ~~2~~ 1 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, the Secretary, and one Select Member if selected by the Board. ~~The n~~Non-voting members shall be as follows: ~~the Secretary, and~~ the Executive Director.

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

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Section 3. Secretary

~~(Non-voting Director)~~ The Secretary is elected by the Board of Directors as set forth in Bylaw 311.

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Bylaw 311 – Officers

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Section 2.

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(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.

Appendix B

Add Chair of the House of Delegates as a non-Voting Member of the Board of Directors

The following Bylaw Changes are approved per 6(b) above:

Bylaw 302 – Composition

Section 1. The Board of Directors shall consist of ~~42~~ 13, or at its discretion ~~13, or 14~~ 14, or 15 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, the Secretary, and one Select Member if selected by the Board. Non-voting members shall be as follows: ~~the Secretary~~, the Chair of the House of Delegates and the Executive Director.

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Appendix C

Remove Term Limit on the role of Vice President

The following Bylaw Changes are approved per 6(d) above:

Bylaw 311 – Officers

Section 2

(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.~~

Appendix D

Authority to approve Minutes of the General Members granted to the Board

The following Bylaw Changes are approved per 6(f) above:

Bylaw 214 – Meetings

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Section 4. Minutes. The Board of Directors may approve minutes of any meeting of the membership when the next meeting of the membership will follow by more than a “quarterly time interval.” The membership may make subsequent corrections to the minutes by amending a motion previously approved.

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Bylaw 301 – General Authority and Responsibility

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

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(10) Approve the minutes of the annual or special meetings of the membership when the next meeting of the membership follows by more than a “quarterly time interval”

Appendix E

Split Nominating and Governance into two committees and add a non-voting member to the Nominating Committee from the Board of Directors

The following Bylaw Changes are approved per 6(h) above:

Bylaw 521 –General

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

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~~(4) Nominating and Governance Committee~~

(5) Review Board

(6) Governance Committee

~~(6) (7) Such other committees of a permanent nature as are created by the Board of Directors and described in the Regulations.~~

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 Board of Directors shall annually select an Elected Director who shall not be under consideration for nomination, to serve as a non-voting member. The President, with the approval of the Board of Directors, shall appoint a non-voting legal advisor as a consultant for this committee.

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Section 3. Duties. The committee shall:

(1) No later than 90 days before the annual meeting, nominate individuals for open seats on the Board of Directors as contemplated by Bylaw 304.

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 90 days before the annual meeting.

(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, using procedures and criteria submitted to and approved by the Board.~~

- ~~(4) (3) Recommend to the House of Delegates additional delegate positions as necessary to achieve reasonable representation of sailing interests.~~
~~(5) As appropriate, submit to the Review Board the name of any individual serving on the Board, in the House, or on a committee for a determination as to whether the individual should be removed for misconduct.~~
~~(6) The committee shall also perform the ethics oversight of US SAILING.~~

Bylaw 527 – 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.

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) evaluate the performance of the Board of Directors, using procedures and criteria submitted to and approved by the Board.
- (2) perform the ethics oversight of US SAILING.
- (3) as appropriate, submit to the Review Board the name of any individual serving on the Board, in the House, or on a committee for a determination as to whether the individual should be removed for misconduct.