



Minutes

October US Sailing Board Meeting

📅 Mon October 18th, 2021

🕒 7:30pm - 9:30pm EDT

📍 Zoom Conference Call

👥 In Attendance

Charlie Arms, Henry Brauer, Paul Cayard, Clerc Cooper, Rich Jepsen, Russ Lucas, Alan Ostfield, Katie Pettibone, Briana Provancha, Tony Rey, Bill Ruh, Judge Ryan, John Schoendorf, Cory Sertl, Maggie Shea, Martine Zurinskas

I. **Call to Order and Roll Call**

Guest: 23 including staff.

II. **Announcements - President's Report**

President Cory Sertl delivered a comprehensive report including lots of details on the meeting recently at USOPC for the NGB Council, World Sailing and other US Sailing updates. She shared World Sailing is making a big initiative to bring para sailing back for LA 2028 Games and launching a media campaign to build support. She congratulated the recent inductees into the [Sailing Hall of Fame](#) that were recognized in Newport over the weekend. Several of the Board and US Sailing leadership were present and able to celebrate these inspirational inductees.

III. **Consent Calendar**

Decision: Vote #1: Motion to approve, unanimously approved.

- a. **BAR20211004 US Adult Championship Conditions Update (e-vote)**
- b. **BAR20210928 World & Continental Championship approval (e-vote 9/30/21)**
- c. **BAR20211017 World & Continental Championship approval**
- d. **BAR20211015 Offshore Committee and ORC member updates**

IV. **Association Report**

Association Report stands as submitted. Full report can be found, [HERE](#).

Alan Ostfield, CEO, shared observations from his trip to Colorado Springs for the in-person NGB Council meeting. Additionally, he noted US Sailing is undergoing an IT audit to review the organizational structure and budget. It will include a review of our current software databases for membership and donors and how to possibly integrate those with other various departments in the organization. Lastly, he shared an update regarding the current open positions. He hopes to announce in the coming weeks the staff who will be filling the roles of CMO, SrVP of Program and Services, and Head of Offshore Ratings.

V. **CFO Report**

Heather Monoson, CFO, provided to the Board the financial report sharing that the organization held a strong healthy position for August. Our 2nd PPE load received forgiveness and is reflected in the reports. The staff will start to dig into the budget process in late October and November reviewing the 2021 data along with the strategic plan to support the 2022 budget. The Budget will be presented to the board for approval in December.

- a. **2020 Audit**

Heather Monoson presented the Audit for the Board to accept.

Decision: Vote #2: Motion to accept Audit, unanimously approved.

VI. **Annual Appeal Update**

Jill Nosach, Chief Development Officer, gave an update on the end-of-year appeal that is underway. She presented to the Board the various donor levels and segments that will be targeted. She shared an overview of the look and feel of the direct mail appeal that will hit homes, Thanksgiving week.

VII. **Vice Presidents Report**

Rich Jepsen, Vice President, gave a report on some of the activities most recently including the Diversity Racing Clinic, Diversity Leadership Recruiting, and National Sailing Program Symposium Jan 27-29. Lastly, he congratulated Paul Cayard for his induction to the SF Bay Area Sports Hall of Fame.

VIII. **Secretary Report**

a. **Herreshoff Nomination 2021**

Review the Award criteria, submissions due December 3rd.

The recipient is selected by the Board of Directors from nominations made by members of the Board, Division and Committee Chairs, past Presidents and Counselors of Honor.

Please send nominations for the 2021 Herreshoff to incoming Secretary Charlie Arms at charliearms@ussailing.org. She will be following up with Board at the December meeting for the selection of the 2021 recipient.

b. **November 12 & 13 Meeting Overview**

Secretary Martine Zurinska shared an overview of the schedule of events for the Board meetings in November to be held at the Conanicut Yacht Club in Jamestown, RI.

IX. **Old Business**

a. **BAR20210929 Bylaws Update Phase III**

Martine shared Phase III of the Bylaws that we initiated in May is complete. This includes adding 2 new committees – Finance Committee which absorbed the Audit, Budget and Risk Management Committee and the Governance and Compliance Committee which absorbed the Bylaw Committee. We would like to recognize the volunteers that have served these committees for their hard work over the past years serving our organization and sport

Decision: Vote #3: Motion to approve, unanimously approved.

X. **New Business**

a. **BAR20211008 Sailor Athlete Definition 10-21 Approval**

Approve the definitions and initiate the Bylaw & Regulation changes associated with this update.

The Sailor Athlete Definition update was initiated in order to be in compliance with the USOPC athlete representation requirements. The working group has proposed the following definitions for Sailor Athletes as

10-year Sailor Athlete, 10-year+ Sailor Athlete, and Actively Engaged Sailor Athlete. These definitions will replace the previous reference A, B, and C Athletes.

Decision: Vote #4: Motion to approve, unanimously approved.

XI. **Executive Session**

XII. **Adjourn**

Motion to Adjourn at 9:10 pm.



Action Request Form

Request No. BAR20211004

Date Submitted: 10/4/2021

Submitted By: Betsy Alison on behalf of Sam Vasquez Adult Championship Committee Chair

Subject: Change to the Championship Condition #2 for Adult Championship

Action Requested (word this in resolution form):

Propose that an addition be made to Adult Championship Condition 2.3

2. ELIGIBILITY AND SELECTION OF TEAMS

2.1. Each team shall meet the eligibility requirements of the US Sailing Championship Conditions and the US Sailing Regulations. See Conditions 1.2 and 1.3 for links to these documents.

2.2. This championship is an invitational event.

2.3. Each US Sailing Regional Sailing Association (RSA) may submit one (1) team for consideration. A confirmation email from the RSA Representative is to be sent to US Sailing's U.S. Adult Sailing Championship Committee Chair announcing their representing team. Application instructions will follow. Any team interested in applying must receive approval from their RSA to begin the application process. When a team is interested in applying for the championship and cannot reach their RSA representative, they are to contact the U.S. Adult Sailing Championship Committee Chair.

2.3.1. The host club may propose its representative to its RSA and said team must meet 2.4. If the RSA accepts the club's nominee, no other team may be proposed from that RSA.

Add new:

2.3.2. If the local RSA has accepted a team other than from the host club, after the deadline for application has passed and allotted slots have not been assigned/filled, the host club may submit one (1) team. Skipper and crew must be from the host club and meet 2.4.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

Any perceived positive effects: YES. Increases participation at the US Adult Championship for the Mallory Trophy

Any perceived negative effects: None

Will this proposal bring in new members?

☒ Yes, 3-6 Estimated Number

☐ No

☐ Unknown

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific): Increases participation at this championship. Brings additional value to the host club for hosting the event. IN recent years since this event has become an RSA application event instead of 13 areas, the participation has decreased – lack of engagement by RSAs. This year 9-10 teams have applied making it marginally viable to host. If participation does not meet maximum that the club can handle for the event, this proposal makes it fiscally more viable for the host club.



No impact (be specific):

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.
Positive effects: No financial impact on US Sailing

Negative effects: None on US Sailing but has positive impact for hosts.

Summary: This request to change the championship conditions has been approved by the Adult Championship Committee and by the National Adult Championship Chair.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|---|---|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stephens Act |
| <input type="checkbox"/> Regulations | |

Submitted by _____ Betsy Alison _____

Action Request Form



Request No. BAR20210928 **Date Submitted** 9-28-2021

Submitted By: ___Martine Zurinskas, US Sailing Secretary

Subject:___ World & Continental Championships _____

Action Requested (word this in resolution form):

Resolved, that the US Sailing Board of Directors gives its approval, pursuant to World Sailing Regulation.10 and 25 and for International Visa support from USOPC to the following championship in the United States:

Class	Name of Event	Date	Host	Host a Member	Class a Member
Star J70 Class M24 Viper	Bacardi Cup Invitational	12/18-19/2021 1/28-30/2021 3/6-12/2021	Shake-a-Leg Miami Coral Reef Yacht Club Biscayne Bay YC US Sailing Center	Yes	yes
Melges 24	Atlantic Coast Championship, Melges 24 Gulf Coast Championships	Nov 12-14, 2021	Pensacola Yacht Club, 1897 Cypress Street, Pensacola, FL 32502	Yes	Yes

Strategic Plan Alignment: Describe below how and why this is aligned to the current strategic plan.
Encourages high-level competition in the US.

Mission Impacts: Describe below how and why this creates value to our organization.

Opportunities for our sailors, host organization and race officials to compete and support competition at the highest level within this specific class.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)
Class Association and Host organization membership are current.

Will this proposal bring in new members? ☐ Yes, _____ Estimated Number ☐ No ☒ Unknown

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.
Small potential impact on membership.

Implementation Strategy/Ownership: Describe the implementation for the actions/changes that will be initiated by approval of the BAR, including communication plans, process revisions, responsible parties, etc.

Email will be sent to the host organization and class association informing them of the approval.

Summary:

This is part of our Strategic Plan – Vision for the Future of Sailing – driven by American success in international competition—hosting World Championships is part of that American Success for the sailors, volunteers and host organizations.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--|---|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stephens Act |
| <input type="checkbox"/> Regulations | |

Submitted by ___Martine Zurinskas, US Sailing Board_____

Action Request Form



Request No. BAR20211016 **Date Submitted** 10-16-2021

Submitted By: ___Martine Zurinskas, US Sailing Secretary

Subject:___ World & Continental Championships _____

Action Requested (word this in resolution form):

Resolved, that the US Sailing Board of Directors gives its approval, pursuant to World Sailing Regulation.10 and 25 and for International Visa support from USOPC to the following championship in the United States:

Class	Name of Event	Date	Host	Host a Member	Class a Member
Etchells	Etchells Regatta Series 2022-2023	12/11/2021 - 4/23/2023	Biscayne Bay Yacht Club	Yes	Yes

Strategic Plan Alignment: Describe below how and why this is aligned to the current strategic plan.

Encourages high-level competition in the US.

Mission Impacts: Describe below how and why this creates value to our organization.

Opportunities for our sailors, host organization and race officials to compete and support competition at the highest level within this specific class.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

Class Association and Host organization membership are current.

Will this proposal bring in new members? ☐ Yes, ___Estimated Number ☐ No ☒ Unknown

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

Small potential impact on membership.

Implementation Strategy/Ownership: Describe the implementation for the actions/changes that will be initiated by approval of the BAR, including communication plans, process revisions, responsible parties, etc.

Email will be sent to the host organization and class association informing them of the approval.

Summary:

This is part of our Strategic Plan – Vision for the Future of Sailing – driven by American success in international competition– hosting World Championships is part of that American Success for the sailors, volunteers and host organizations.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--|---|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stephens Act |
| <input type="checkbox"/> Regulations | |

Submitted by ___Martine Zurinskas, US Sailing Board_____



Action Request Form

Request No. BAR20211015 Offshore Racing Congress **Date Submitted:** ____10-6-2021____

Submitted By: ____Matt Gallagher, Offshore Director____

Subject: ____Nomination for Offshore Racing Congress (ORC)____

Board Action Requested:

Make a motion for the following the following as supported by the Offshore Committee:

Nominations for the Offshore Racing Congress: Tom Rinda

Renewal of Committee member: Steve Benjamin

Offshore Racing Congress (ORC) – The President, with the approval of the Board, shall nominate one or more representatives to the ORC based on the ORC regulations. An ORC Representative shall not serve more than three consecutive four-year terms unless an exception is approved by the Board.

Strategic Plan Alignment: Describe below how and why this is aligned to the current strategic plan.

Offshore Committee has a key role on the Offshore Racing Congress (ORC) and ensuring this seat is filled prior to the meeting is critical to the success of US Sailing and the Offshore membership.

Mission Impacts: Describe below how and why this creates value to our organization.

Leader in the sport of Sailing in the United States.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

More representation at ORC.

Will this proposal bring in new members? ☐ Yes, ____Estimated Number ☒ No ☐ Unknown

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

None, ORC Delegates do not receive travel stipend to participate in these events such as the ORC

Implementation Strategy/Ownership: Describe the implementation for the actions/changes that will be initiated by approval of the BAR, including communication plans, process revisions, responsible parties, etc.

Matt Gallagher will work with the Offshore Dept. to ensure updated sailorbase updates are made.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--|---|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stevens Act |
| <input checked="" type="checkbox"/> Regulations | |

Submitted by ____Matt Gallagher, Offshore Director____



Action Request Form

Request No. BAR20210929 Bylaw Update Date Submitted: 9-29-2021

Submitted By: Martine Zurinskas

Subject: Bylaw update October 2021

Board Action Requested (word this in resolution form):

The Board approves the following update as included in the redline version attached.

Item #4	Governance & Compliance Committee **New Committee**	Governance & Compliance Committee Elected Director, Secretary is the Chair Responsibilities include: * Bylaws * NBG/USOPC Compliance * World Sailing Compliance * Review Governance & compliance
Item #7	Finance Committee **New Committee**	Finance Committee Elected Director, Treasurer is the Chair Responsibilities include: * Audit * Financial Summary to the Board * Review Budget, process review * Risk Management * Other items to be confirmed by June
Item #8	Ethics Committee	Remove the word "Governance" from the current committee (Ethics and Governance Committee). This Committee will have the focused role of Ethics and Certification issues. Composition does not need to include the Past President, rather qualified committee members.
Item #9	Risk Management Committee	Remove and place this responsibility under Finance Committee

Strategic Plan Alignment: Describe below how and why this is aligned to the current strategic plan.

Clarifies the US Sailing current operation and aligns with the organizational effectiveness.

Mission Impacts: Describe below how and why this creates value to our organization.

Updated the bylaws to reflect the changes needed for organization effectiveness.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)
No

Will this proposal bring in new members? ☐ Yes, _____ Estimated Number ☒ No
☐ Unknown

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

None

Implementation Strategy/Ownership: Describe the implementation for the actions/changes that will be initiated by approval of the BAR, including communication plans, process revisions, responsible parties, etc.



Summary: Clarifies the way the organizational structure is currently operating.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--|---|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stevens Act |
| <input type="checkbox"/> Regulations | |

Submitted by _____Martine Zurinskas_____

1. Revise Bylaw 511 – General as shown below:

Bylaw 511 – General

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

- (1) Appeals Committee
- (2) ~~Audit~~ Finance Committee
- (3) ~~Bylaws Committee~~ Governance and Compliance Committee
- (4) Nominating Committee
- (5) Review Board
- (6) ~~Governance and~~ Ethics Committee
- (7) Compensation Committee
- (8) Diversity, Equity, and Inclusion Committee
- (9) ~~Risk Management~~ Finance Committee
- ...

2. Change all current internal Bylaw and Regulation references from “Governance and Ethics Committee” to “Ethics Committee”

3. Change all current internal Bylaw and Regulation references from “Audit Committee”, “Budget Committee” or “Risk Management Committee” to “Finance Committee”

4. Replace Bylaw 513 – Audit Committee with a new Bylaw as shown below:

Bylaw 513 – Finance Committee

Section 1. Composition. The committee shall be composed of the Treasurer as chair and six (6) members, three (3) voting members and three (3) non-voting members. At least two (2) of the three (3) voting members shall be Elected Directors (Bylaw 302). At least one (1) of the three (3) voting members shall be a Sailor Athlete (Bylaw 105(2)). The US Sailing Chief Financial Officer shall serve as non-voting ex-officio members of the committee. The US Sailing Foundation shall select from its board one (1) member to be a non-voting ex officio member of this committee.

Section 2. Duties. The committee shall

- (1) hire the independent auditors for US Sailing, review the report of the independent auditors, tax forms, 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;
- (2) prepare a financial summary to the Board of Directors at least quarterly;
- (3) develop the process for budget preparation and review the budget before submission to the Board of Directors;
- (4) perform the risk management function of US Sailing and make appropriate recommendations to the Board; and
- (5) perform other duties of a financial nature as the Board may direct.

5. Replace Bylaw 514 – Bylaws Committee with a new Bylaw as shown below:

Bylaw 514 – Governance and Compliance Committee

Section 1. Composition. The committee shall be composed of the Secretary as chair and at least four additional members selected for their experience in the governance of sports or volunteer-based organizations.

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. The committee may also include its recommendation for action on any bylaw or regulation proposal.
- (2) receive the recommendations of the USOPC for structure and governance of US Sailing as a National Governing Body (NGB) and formulate proposals for compliance for Board approval;
- (3) receive the recommendations of World Sailing for compliance of US Sailing as a National Authority under World Sailing rules and formulate proposals for compliance for Board approval; and
- (4) Review the structure and governance of US Sailing and make recommendations to the Board for appropriate changes, both in structure and personnel.

6. Revise Bylaw 517 – Governance and Ethics Committee as shown below:

Bylaw 517 – ~~Governance and~~ Ethics Committee

Section 1. Composition. The committee shall be composed of ~~the most recent past president available as a~~ chair, the current Chair of the Sailor-Athlete Council and ~~one~~ other individuals not serving on the Board of Directors, but elected to serve on the ~~Governance and~~ Ethics Committee by the Board of Directors who brings ~~s governance~~ experience in ethics and resolution of ethical issues.

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 or on a committee for a determination as to whether the individual should be removed for misconduct; develop policies and procedures for Board approval that provide guidance for US Sailing committees, staff to resolve common ethical issues; and~~
- (3) provide guidance in this area, when requested, to committees or staff.



Action Request Form

Request No. BAR20211008

Date Submitted: 10-8-2021

Submitted By: Fred Hagedorn and Clerc Cooper, Board Member, SAC Chair

Subject: US Athlete Definition Bylaw and Regulation Changes 2021 10 7 Draft 3

Board Action Requested (word this in resolution form):

So it be resolved that the Board to approve the proposed definitions for Sailor Athletes as endorsed by the SA Council October 2021. The definitions of Sailor Athlete 10-year Sailor Athlete, 10-year+ Sailor Athlete and Actively Engaged Sailor Athlete and supporting definitions will replace previous reference to A, B and C Athlete. Approval of the definitions will initiate the Bylaws and Regulation changes so that Board can approve once the USOPC approves.

Strategic Plan Alignment: Describe below how and why this is aligned to the current strategic plan.

Compliance with USOPC Sailor Athlete representation requirements by the Dec. 31, 2021.

Mission Impacts: Describe below how and why this creates value to our organization.

Ensures representation of athletes within US Sailing organizational structure.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

Ensures representation of athletes within US Sailing organizational structure.

Will this proposal bring in new members? ☐ Yes, _____ Estimated Number No ☒ Unknown

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

None. The hope is that Sailor Athletes will be more engaged with our organization and ensure membership remains current.

Implementation Strategy/Ownership: Describe the implementation for the actions/changes that will be initiated by approval of the BAR, including communication plans, process revisions, responsible parties, etc.

BAR would initiation the Bylaws change for a future final approval.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--|---|
| <input checked="" type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stevens Act |
| <input checked="" type="checkbox"/> Regulations | |

Submitted by Clerc Cooper, SAC Char & US Sailing Board Member

The following definitions apply in these Bylaws:

Bylaw 105 – Definitions

DELETE A-Level, B-Level and C-Level and replace with the following:

“10-Year Sailor Athlete” means a person who individually represents the USA and who has also, within the last 10 years:

- Represented the United States at an Olympic, Pan American or Paralympic Games (Delegation Events) in the last ten years; or,
- Competed in Domestically held Trials for Delegation Events and finished in the top half; or,
- Represented the United States at the World Championships of a Delegation Event equipment class and finished in the top half; or,
- Competed in World Sailing Grade 1 Race week of a Delegation Event equipment class and finished in the top quarter; or,
- Competed in a Continental Championship of a Delegation equipment class and finished in the top quarter; or,
- Competed as a sailor on an America's Cup boat (Challenger series, Defender series or Finals) in the past 10 years; or,
- Competed as a sailor a World Sailing Recognized “Around-the-World Race” (e.g., Vendee Globe, The Ocean Race, Global Solo Challenge, etc.); or,
- Represented the United States at the World Sailing Match Racing and/or World Sailing Team Racing World Championships and finished in the top half; or,
- Competed in a World Sailing Designated Event (e.g., SSL, Sail GP, Match Tours, Transat, Offshore Worlds, etc.) and finished in the top quarter; or,
- Represented the United States at a World Sailing recognized International Equipment Class World Championship and finished in the top quarter; or,
- Competed in a US Sailing Championship (Adult) and finished in the top fifth.

“10-Year + Sailor Athlete” means a person who individually represented the USA and who met the “10-Year Sailor Athlete” definition 11 or more years previous, within the following limits:

- Olympic, Pan-am or Paralympic Games (Delegation Events) since 1985;
- Delegation Event Equipment Class World Championships since 1985;
- Domestically Held Trials for Delegation Events since 1985;
- World Sailing Grade 1 Delegation Equipment Class Race Week since 2001;
- Delegation Event Continental Championships since 2001;
- America's Cup Challenger, Defender and Finals since 1985;
- Around-the-World Races since 1985;
- World Sailing Match Racing and Team Racing World Championships since 2001;
- World Sailing International Equipment Class World Championships since 2001;
- World Sailing Designated Events since 2001;
- US Sailing Championships (Adult) since 2001.

“Actively Engaged Sailor Athlete” means a person who has participated in any of the following events within the last 24 months: a US Sailing Championship (Adult), the National, Continental or World Championship of a US Sailing member class, a Regional sailing event in the USA involving at least 5 Local Sailing Organizations including Offshore Races of 100 miles or greater and 3-5 day weekend regattas, or at least 20 races in a calendar year. “10-Year” and “10-Year +” are also included in this list.

“Delegation Event” means an event that is on the program of events at the Olympic Games, Pan American Games, and/or the Paralympic Games.

“Delegation Equipment Class” means the equipment class utilized for competition in a Delegation Event.

“Sailor Athlete” means an “amateur athlete” as defined by the Sports Act, as interpreted by the USOPC, for the purposes of determining athlete representation within national governing bodies for amateur sports.

In addition, Update the following Bylaws, as noted:

Bylaw 202 – Membership Categories

Section 3. Sailor Athlete Members. Sailor Athlete Members are General Members who meet the definition of Sailor Athlete as set forth in Bylaw 105.

- (1) Sailor Athletes have the right to select delegates to serve on US Sailing’s Sailor Athlete Council as set forth in Bylaw 403.
- (2) ~~A-Level~~10-year and ~~B-Level~~10-Year+ Sailor Athletes have the right to nominate and elect the US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council.

Bylaw 302 – Composition

Section 1.

The Board of Directors consists of 14 voting members and 2 non-voting members. Voting members shall be as follows: Four (4) directors elected by the General Members (each an “Elected Director,” collectively the “Elected Directors”); Five (5) Sailor-Athlete directors – two of which are the US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council, and three (3) elected by the Sailor Athletes (at least ~~2-1~~ shall be ~~level-A~~10-Year Athletes and no more than ~~1-2~~ may be a ~~level-B~~10-Year + Athletes) – of these 5 athletes, at least 3 will have obtained their Athlete Status through competing at an event that, at the time of their election, is on a Delegation Event program; the President; the Secretary, the Treasurer, and an Independent Director elected by the Board; and the Chair of the USSF (ex Officio). The non-voting members shall be as follows: The Chief Executive Officer, and the Executive Director of Olympic Sailing Programs (ED of USOSP).

Bylaw 304 – Director Nominations

- (9) The Sailor Athlete Council will nominate, and the 10-Year Sailor Athletes will elect the Sailor Athlete members of the Board of Directors.

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

Section 3. Sailor Athlete Elected Directors

- (a) The three (3) Sailor Athlete Elected Directors shall have staggered 4-year terms such that in the ordinary course, one Sailor Athlete Elected Director seat will become vacant each non-Olympic year. A Sailor Athlete Elected Director shall serve not more than 2 consecutive 4-year terms. After a Sailor Athlete Elected Director has served 7 years on the Board, that Sailor Athlete Elected Director shall not stand for re-election to the Board for 7 years.

- (b) Sailor Athlete Elected Directors shall be elected by the ~~Level A-10-Year~~ and ~~Level B~~ Sailor Athletes pursuant to procedures implemented by the Sailor Athlete Council.

PART IV – SAILOR ATHLETE REPRESENTATION

Bylaw 401 – Sailor Athlete Council

US Sailing shall have a Sailor Athlete Council. Any ~~A-Level10-Year~~ or ~~B-Level10-Year+~~ 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 USOPC.
- (3) to make reports and recommendations to the Board of Directors about matters affecting Sailor Athletes.
- (4) to participate in the Nominating Committee as required by Bylaw 515 Section 1 to assure the nomination and election of sufficient Sailor Athletes to the Board of Directors.
- (5) to provide to the President the names of ~~A-Level10-Year~~ and ~~B-Level10-Year+~~ Sailor Athletes as candidates for appointment to certain committees as provided in Bylaw 403.
- (6) to approve nominations of Sailor Athletes to the Board as set forth in Bylaw 304.
- (7) to provide to the President the names of (~~A-10 Year~~, ~~B-10-Year+~~, or ~~C-LevelActively Engaged~~) Sailor Athletes as candidates for appointment to any other committee of US Sailing not listed in Bylaw 403.
- (8) to conduct the nomination and election process for the US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council.
- (9) to host a meeting, open to all currently competing Sailor Athletes, at least quarterly.

Bylaw 403 – Selection of Directors and Committee Members

Section 1. The Sailor Athlete Council shall prescribe procedures, subject to the approval of the Nominating 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.

Section 2. The Sailor Athlete Council shall recommend to the President the names of Sailor Athletes to be considered for appointment to US Sailing Committees as follows:

- (1) Before December 31, 2021, sufficient A-Level and B-Level Sailor Athletes to maintain at least 20% A-Level and B-Level Sailor Athletes on the committees listed in Section 7 (a) of Bylaw 511. Effective on or before December 31, 2021, sufficient ~~A-Level10-Year~~ and ~~B-Level10-Year+~~ Sailor Athletes to maintain at least 33.34% ~~A-Level10-Year~~ and ~~B-Level10-Year+~~ Sailor Athletes on the committees listed in Section 7 (a) of Bylaw 511.
- (2) Sufficient ~~A-Level10-Year~~, ~~B-Level10-Year+~~, and ~~C-LevelActively Engaged~~ Sailor Athletes to maintain at least 33.34% Sailor Athletes on all other US Sailing Committees.

Section 3. The following requirement applies to only Section 1 of this Bylaw and Section 2 sub-section (1) of this Bylaw. Before December 31, 2021, for the Board and the committees listed in Section 7 (a) of Bylaw 511, the division of Sailor Athletes must be as follows: Up to 50% of the Sailor Athletes must be A-Level and up to 50% of the Sailor Athletes may be B-Level. Effective on or before December 31, 2021, the division of Sailor Athletes must be 60% ~~A-Level~~10-Year and may be up to 40% ~~B-Level~~10-Year+.

Bylaw 511 – General

Section 7. Sailor Athlete Representation.

(a) Minimum Committee Composition Requirement – ~~A-Level~~10-Year and ~~B-Level~~10-Year+ Sailor Athletes shall comprise at least 33.34% (at least half of whom shall be 10-Year Athletes) of the members of the following committees:

- (1) Review Board,
- (2) Nominating Committee,
- (3) Governance and Ethics Committee,
- (4) Finance Committee,
- (5) Budget Committee,
- (6) International Selection Committee, and
- (7) 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 which shall be published and maintained on the US Sailing Website).

(b) ~~A-Level~~10-Year and ~~B-Level~~10-Year+ Sailor Athletes should comprise at least 33.34% of the nominees for the World Sailing Delegation, recognizing that World Sailing determines which nominees are accepted. Further, when the World Sailing Delegation meets to discuss and propose policy positions for the US Sailing Board to consider, at those meetings the members of the SAC shall provide the elected athlete voice, and 2 representatives from the staff leadership of the Olympic Sailing Program/US Sailing Team.

(c) ~~A-Level~~10-Year, ~~B-Level~~10-Year+, and ~~C-Level~~Actively Engaged Sailor Athletes must comprise at least 33.34% of the members of all other committees not listed in Sections 7 (a) above.

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. Any special committee must meet the requirement of Section 7 (c) above.

Bylaw 518 – Compensation Committee

Section 1 Composition. The committee is composed of a Board member as chair, the Vice President, and one additional ~~A-Level~~10-Year Sailor Athlete as voting members and the Treasurer as an ex officio non-voting member. Each member selected must have experience as a professional manager or executive or other relevant experience.

Bylaw 520 – International Selection Committee

Section 1: Composition. The committee shall be composed of a Chair, proposed by the President and confirmed by the Board, and no less than eight (8) and as many as fourteen (14) voting members. The committee shall include at least three (3) US Sailing Board members: the

US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council and at least one other Sailor Athlete from the US Sailing Board of Directors. The committee shall also include the Executive Director of US Olympic Sailing Program and key Olympic staff as voting members. The additional voting members of the committee should have relevant expertise including prior Delegation Event (Olympic and/or Pan Am Games) experience either as competitors, coaches or both. Athlete representatives will equal at least 33.3% of the voting members of the committee in compliance with Bylaw 403, Section 3.

Section 2. Terms. Terms of the members of the committee should be four (4) years to synchronize with the Olympic quadrennium cycle. The Committee Chair shall serve no more than two (2) consecutive terms in office unless exception is approved by the US Sailing Board of Directors. Committee members shall serve no more than four (4) consecutive terms.

Section 3 Duties. The committee shall ensure that the processes for selecting athletes to represent the United States in certain international sailing events including, but not limited to, the events listed in US Sailing Regulation 12.01 are defined, approved, communicated, and published in a timely manner. The committee shall also review the entry and selection requirements of Protected Competitions. The committee shall ensure that these processes are in compliance with the Ted Stevens Act and USOPC Bylaws governing the opportunity of an athlete to participate.

Section 4 Composition when considering Paralympic Selections. In addition to the composition requirements outlined in Section 1 (above), the make-up of the committee when overseeing the selection of athletes, coaches, and/or staff for a Para Sailing Protected Competition, at least half of the athlete representatives (10-Year and 10-Year+) involved in the Selection Process will have obtained their status as a Sailor Athlete through competing in a Para Sailing event.

And the following Changes to the US Sailing Regulations are also required:

3. Governance

3.01 SAILOR ATHLETES

A. ~~A-Level~~10-Year, ~~B-Level~~10-Year+, and ~~C-Level~~Actively Engaged Sailor Athletes are defined in Bylaw 105 in order to ensure representation of athletes within US Sailing.