

**BYLAWS**

**OF THE**

**UNITED STATES SAILING**

**ASSOCIATION, INC.**

**As amended through March 25, 2024**

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## PART I – GENERAL PROVISIONS

### Bylaw 101 – Name

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

### Bylaw 102 – Purpose and Objectives

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

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

- a. To encourage and promote the racing of sailing boats and to unify the rules in connection therewith;
- b. To encourage sailing participation and excellence through education, competition, and equal opportunity while upholding the principles of fair play, sportsmanship, and safety;
- c. To formulate rules governing sailing competitions and the conduct of sailing competitions among the members of US Sailing, among the associations and clubs which are members of US Sailing and among the members of the aforesaid member associations and member clubs;
- d. To exercise Advisory Jurisdiction over activities carried on by the members of US Sailing and activities carried on by the member associations and member clubs and to enforce the bylaws and rules of US Sailing on all members, member associations, and member clubs which or who are subject to its jurisdiction;
- e. To promote safe boating and foster educational programs for the training of members in boating safety and the science of seamanship and navigation;
- f. To promote educational and scientific purposes by assisting in the training of amateur sailors for participation in international, national, and inter-sectional competition including the Pan American, Paralympic, and Olympic Games;
- g. To provide training for candidates and their crews for international, national, and inter-sectional competitions, including Pan American, Paralympic, and Olympic Games by organizing and/or holding competitive events similar in nature and to the holding of meetings in the nature of seminars at which the results of these events will be analyzed and competitive strategy and tactics will be discussed with a view to the improvement of the performance of the participants;
- h. To promote and make available to the athlete development process new developments in the design, construction, sails, and rigging of craft of the type used in such contests;
- i. To foster and promote public interest in the participation in international, national, and inter-sectional events, including the Pan American, Paralympic, and Olympic Games.

Section 3. No person shall be denied the right to participate in any event within the jurisdiction of US Sailing or to manage or otherwise be involved in the participation of such event, or having so participated shall suffer any penalty for having participated, on grounds of race, color, religion, age, sex, or national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information, or any other status protected by federal, state or local law, where applicable. This section shall not prevent the conduct of separate events for males and females and separate events for age groups such as youth and masters.

### Bylaw 103 – Tax Exempt Status

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

**Bylaw 104 – Parliamentary Authority**

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

**Bylaw 105 – Definitions**

The following definitions apply in these Bylaws:

“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 in a Circumnavigation Race; or,
- Competed in a race of 2,500 miles or longer and finished in the top half; or,
- Competed in a race of 2,000 – 2,499 miles and finished in the top quarter; or,
- Competed in a race of 600 – 1,999 miles and finished in the top 5%; 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, World Sailing 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;
- Circumnavigation race since 1985;
- Races of 600 – over 2,500 miles since 2001;
- 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. "Advisory Jurisdiction" means that US Sailing is the authority to which sailing organizations or individuals may turn to for advice.

"Delegation Event" means that term as defined under the USOPC Bylaws.

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

"Independent Director" (see Bylaw 302 – Composition) is a voting member of the Board of Directors who meets the following requirements

1. The Independent Director, or a candidate for that position must not, within the preceding two (2) years:
  - a. be or have been employed by or held any governance position (whether a paid or volunteer position) with US Sailing or World Sailing;
  - b. have an immediate family member of the individual who is or was employed by or held any governance position (whether a paid or volunteer position) with US Sailing or World Sailing;
  - c. be or have been affiliated with or employed by US Sailing's outside auditor or outside counsel;
  - d. have an immediate family member who is or was affiliated with or employed by US Sailing's outside auditor or outside counsel as a partner, principal, or manager;
  - e. be or have been a member of the US Sailing's Sailor Athlete Council;
  - f. be or have been a member of any constituent group with representation on the board;
  - g. be receiving or have received any compensation from US Sailing, directly or indirectly;
  - h. be or have been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with US Sailing; or
  - i. be or have been the parent, close family member, or coach of an athlete that has competed in a Protected Competition.
  - j. be or have been a member of US Sailing in a membership category that participates in Protected Competitions.
2. The Independent Director must maintain an independent perspective by meeting the requirements above for their entire term and any successive term, with exceptions related to their service on the board.
  - a. An independent member is excepted from the requirement prohibiting them from holding any governance position with US Sailing or World Sailing, provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to World Sailing)
  - b. An independent member is excepted from the requirement prohibiting them from accepting any payment from US Sailing, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

"Misconduct" means conduct that is a breach of good manners, a breach of good sportsmanship, or unethical behavior or conduct that may bring, or has brought, the sport into disrepute.

“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.

“Sports Act” means the Ted Stevens Olympic and Amateur Sports Act, as amended from time to time.

“USOPC” means the United States Olympic and Paralympic Committee.

“USSF” means the United States Sailing Foundation.

## **PART II – MEMBERSHIP**

### ***Subpart A – General***

#### **Bylaw 201 – Eligibility**

Section 1. The membership of US Sailing is open to all sailing organizations and all sailors, coaches, trainers, managers, administrators, and officials without discrimination on the basis of gender, race, color, ethnicity, culture, religion, sexual orientation, gender expression, or mental or physical disability.

Section 2. No person or organization interested in sailing or any activity related thereto may be denied membership except for cause. Under these Bylaws, “for cause” means any violation of the Bylaws, Regulations, Code of Conduct of US Sailing, any applicable terms and conditions of membership in US Sailing, Misconduct, non-payment of dues, or conduct that is contrary to the fundamental purposes, or injures the reputation, of US Sailing.

#### **Bylaw 202 – Membership Categories**

Section 1. US Sailing has three classes of members:

- (1) General Members;
- (2) Sailor Athlete Members;
- (3) Non-Voting Members.

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

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

- (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) 10-Year and 10-Year+ Sailor Athletes have the right to nominate and elect the US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council.

Section 4. Non-voting Members. US Sailing’s non-voting members are:

- (1) Affiliated associations which conduct college, high school, Sea Explorer, Sea Scouts, armed forces, and similar sailing programs, including the Inter-Collegiate Sailing Association (ICSA) and the Inter-Scholastic Sailing Association (ISSA);
- (2) Sailing associations (sometimes titled yacht racing unions, yachting associations, yacht racing associations or sailing associations) made up of yacht or sailing clubs, which by their application for and election to membership in US Sailing accept the responsibility to carry out, in their respective areas, the purposes for which US Sailing was organized;
- (3) Yacht clubs which are members of a member sailing association;

- (4) Class associations composed of one-design classes organized through fleets and/or districts as one-design, restricted, open or rated classes;
- (5) United States Windsurfing Association;
- (6) Offshore racing associations organized through clubs, fleets, or classes for the conduct of racing locally, regionally or nationally on a level, handicap or rated basis;
- (7) Fleets or stations which belong to a member class association or offshore cruising/ racing association;
- (8) Community sailing organizations;
- (9) Cruising associations;
- (10) Other sailing organizations, including yacht clubs, which are not members of a member sailing association and fleets or stations, which are not members of a member class association or member offshore cruising/racing association;
- (11) National Organizations. (Any amateur sailing organization that either (a) conducts sailing programs on a level of proficiency appropriate for selection of athletes to represent the United States in international competition or on a national basis, or (b) conducts a regular national sailing competition;
- (12) Corporations wishing to support the work of US Sailing.

### ***Subpart B – Membership Rights and Obligations***

#### **Bylaw 211 – Member Rights**

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

#### **Bylaw 212 – Member Dues**

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

#### **Bylaw 213 – Membership Termination**

Membership may be revoked or suspended for cause as defined herein.

#### **Bylaw 214 – Meetings**

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

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

Section 3. Special Meetings.

- (1) Special meetings of US Sailing's General Members may be called at the President's discretion in the interest of US Sailing. Notice of the meeting shall be published in a newspaper published in the county in the state in which the principal office of US Sailing is located, once a week for three successive weeks next preceding the date of the meeting. US Sailing may also post the notice or send it to its members electronically or through other means. A notice for a special meeting shall state the reason for calling such meeting and the business to be transacted at such a meeting.
- (2) At the written request of a majority of the Board of Directors or at the written request of not less than one hundred voting General Members, the President shall call a special meeting of the voting members to be held within six weeks of the receipt of such request and notice of such meeting shall be mailed to all members at least 30 days before the scheduled date set for such special meeting.
- (3) No business, other than that specified in the notice of a special meeting, may be dealt with at such meeting.

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.

#### **Bylaw 215 – Member Obligation to SafeSport**

As a condition of membership in US Sailing and a condition for participation in any US Sailing competition or event, each US Sailing General Member, Sailor-Athlete Member, and Non-voting Member, and each athlete, coach, trainer, agent, athlete support person, medical or para-medical person, team staff, official, or other person who participates in US Sailing or US Sailing events, agrees to comply with and be bound by the applicable rules of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction and rules of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, as such rules may be amended from time to time. To the extent any US Sailing Bylaw or Regulation, is inconsistent with the rules of the U.S. Center for SafeSport, the US Sailing Bylaw or Regulation is hereby superseded.

## **PART III – GOVERNANCE**

### ***Subpart A – Board of Directors***

#### **Bylaw 301 – General Authority and Responsibility**

Section 1. US Sailing shall be governed by a Board of Directors (hereinafter referred to as the "Board" or "Board of Directors"). The Board of Directors shall have general control and management of the affairs and funds of US Sailing. It shall have full power and it shall be its duty to carry out the purposes of US Sailing according to law.

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

- (1) Consider, plan, and act on policies and program activities to foster the mission and strategic plan of US Sailing;
- (2) Appoint committees and chairmen as described in Bylaw 501 and 511;
- (3) Elect one member of the Nominating Committee;
- (4) Elect one member of the Ethics Committee;



- (5) Determine the recipients of various awards of US Sailing;
- (6) Appoint interim officers to fill vacancies until the next annual election;
- (7) Appoint delegates to the USOPC National Governing Bodies (NGB) Council;
- (8) Nominate delegates to World Sailing;
- (9) Establish such regulations covering policy, organization, and procedural matters as it deems appropriate;
- (10) Receive oral or written reports from the Chairs, Staff Directors, US Sailing Foundation Chair, and the Chief Executive Officer;
- (11) Be responsible for the selection, compensation, evaluation, and termination of the Chief Executive Officer;
- (12) 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;
- (13) On an annual basis, each Director shall be assigned to be the prime liaison for one of the Division Chairs by the President;
- (14) Appoint Directors to the USSF Board as provided in the USSF Bylaws;
- (15) Be responsible for US Sailing's compliance with the Sports Act and USOPC Bylaws;
- (16) Ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and US Center for SafeSport;
- (17) Review and approve US Sailing's strategic plan and budget;
- (18) Oversight of the financial activities throughout the fiscal year;
- (19) Review and approval of the financial statements, annual reports, financial and control policies, and the selection of independent auditors.

### **Bylaw 302 – Composition**

Section 1. The Board of Directors shall consist of 15 voting members and 1 non-voting member.

Section 2. Voting members shall be as follows:

- (1) Five (5) directors elected by the General Members (each an "Elected Director," collectively the "Elected Directors").
- (2) Five (5) Sailor-Athlete directors.
  - Sailor Athlete director composition:
    - The US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council; and
    - Three (3) individuals elected by the Sailor Athletes. At least one shall be a 10-Year Athlete (and no more than two may be 10-Year+ Athletes);
    - At least 3 Sailor Athlete directors will have obtained 10 Year or 10 Year+ Athlete representative eligibility through competing at an event that, at the time of their election/selection, is on a Delegation Event program.
- (3) The President;
- (4) The Secretary;
- (5) The Treasurer;

- (6) An Independent Director selected by the Nominating Committee; and
- (7) The Chair of the USSF (ex Officio).

Section 3. The Chief Executive Officer shall be a non-voting member of the Board of Directors.

Section 4. If in the future there is an amateur sports organization that is permitted under amended versions of these Bylaws to register as an affiliated organization and which, pursuant to Section 220522 of the Sports Act, conducts a national program or regular national amateur athletic competition on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international sailing competitions, then the Board of Directors shall consider, adhering to any applicable requirements under the Ted Stevens Act, whether to admit such organization as a US Sailing member in a category appropriate therefor, and the Board of Directors shall consider amending these Bylaws to add or reserve a seat on the Board of Directors for one Board of Directors member to represent the collective interests of any and all such organizations.

### **Bylaw 303 – Eligibility and Conflicts of Interest**

Section 1. Members of the Board of Directors shall be selected without regard to gender, race, color, ethnicity, national origin, culture, religion, sexual orientation, gender expression or mental or physical disability and the Board of Directors shall reflect a reasonable representation of both male and female members pursuant to Section 220522(9) of the Sports Act.

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

- (1) club sailing;
- (2) community sailing (non-club);
- (3) sail training/ education;
- (4) youth sailing;
- (5) sailboat racing;
- (6) race administration;
- (7) Cruising;
- (8) offshore sailing;
- (9) sailing industry experience;
- (10) business and non-profit management;
- (11) finance and accounting;
- (12) high performance athlete development.

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

Section 4. All members of the Board of Directors shall have the highest personal and professional integrity, shall have demonstrated exceptional governance ability and judgment, and shall be most effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of US Sailing.

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

Section 6. Board of Directors members, except the President, Sailor-Athlete Chair (when applicable), and the Chief Executive Officer by virtue of holding these titles, shall not hold any chairmanship (or equivalent position) at the regional or national level in US Sailing or at the national level in the sport of sailing. No Board member may concurrently hold a chairmanship or presidency of a US Sailing committee, regional sailing association, or national or international class association. This prohibition does not apply to committees of the Board such as the Finance Committee, Compensation Committee or the Investment Committee or such other special committees of the Board as may be established by the President for specific tasks. The Board may make exceptions where a board member may have unique expertise or ability that is needed as the chair of a US Sailing or World Sailing committee or subcommittee.

Section 7. Each member of the Board of Directors must agree to comply with the US Sailing Confidentiality Policy, Code of Ethics, Conflict of Interest Policy, and Background Check Policy in order to serve.

### **Bylaw 304 – Director Nominations**

The Nominating Committee shall nominate potential directors for open Elected Director positions.

- (1) The number of nominees shall be at least one nominee for each known open Elected Director seat as of the Nomination Date.
- (2) If 250 or more General Members believe that the Nominating Committee has overlooked a reasonable candidate for election to the Board of Directors, they may collectively file a nomination within 45 days after the initial publishing of the initial list of nominees. If the Nominating Committee determines that: (1) the nomination has at least 250 valid endorsements by General Members, and (2) that the identified individual meets the requirements of Bylaw 303; it shall add the additionally nominated candidate to the list of nominees prior to the opening of voting.
- (3) The Nominating Committee shall determine whether the nominees shall run for a specific seat (in which case the nominee that receives the most votes shall be elected to that seat) or for all open seats (in which case the nominees that receive the most votes shall be elected to those seats). The determination whether to run nominees for a specific seat or for two or more open seats shall be at the sole discretion of the Nominating Committee, which may take into account the experiences and abilities of the various nominees when making such a determination.
- (4) The names of Nominees and such other information as the Nominating Committee may deem relevant shall be published by US Sailing by the Nomination Date on the Corporations web site and newsletter.
- (5) Vacancies on the Board, including vacancies created through implementation of Bylaw 307, shall be filled at the next Annual Meeting after the vacancy arises.
- (6) At least one nominee will be named for each vacancy arising prior to the Nomination Date. Additional nominees shall not be named for vacancies arising subsequent to the Nomination Date.

- (7) The Nominating Committee shall be responsible for ensuring that the Elected Directors, collectively with one another and with all directors who are not Elected Directors have extensive experience or ability in the areas described in Bylaw 303.2.
- (8) The Nominating Committee shall determine for each nominee for an Elected Director seat those diverse aspects of the sport in which such individual has extensive experience or ability. The Nominating Committee shall ensure that each nominee for an Elected Director seat has extensive experience or ability in one or more aspects of the sport enumerated in Bylaw 303.2.
- (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 1. Elected Directors, Secretary, and Treasurer.

- (1) The five (5) Elected Directors shall have staggered 4-year terms. An Elected Director shall serve not more than 2 consecutive 4-year terms. After an Elected Director has served 8 consecutive years on the Board, that Elected Director shall not stand for election to the Board of Directors for 8 years. The Secretary and the Treasurer shall each have a 4-year term and each may stand for reelection if they have served less than 8 years on the Board.
- (2) The at-large Elected Directors, Secretary, and Treasurer shall be elected by vote of the General Members at the Annual Meeting of US Sailing.
  - (a) Each General Member may cast one vote for each open at-large Elected Director, Secretary, and Treasurer seat.
  - (b) A General Member Family may have up to a maximum of (2) two representatives who may vote (i.e., a General Member Family may cast a maximum of 2 ballots). One family member representative of a General Member Family may cast the vote as a proxy for the other representative of that General Member Family. The representatives of a General Member Family must vote at the same time using the same means.
  - (c) General Members (individuals and Family members) may vote in person, by mail or by electronic ballot.
    1. Physical ballots shall be distributed at the annual meeting.
    2. Mail-out ballots shall be provided to General Members upon request not more than 50 days and not less than 10 days prior to the Annual Meeting.
    3. Downloaded ballots may be downloaded from US Sailing's website not more than 50 days and not less than 10 days prior to the Annual Meeting.
    4. Mail-out or Downloaded Ballots must be received by US Sailing not less than 10 business days prior to the Annual Meeting.
    5. Electronic ballots shall be provided for on the US Sailing website. Electronic ballots may be cast not more than 50 days and not less than 10 days prior to the Annual Meeting.
    6. Mail-out, Downloaded, or electronic ballots are directed proxies, which the Chief Executive Officer shall cast at the annual meeting as directed on the respective ballot.
  - (d) The total number of votes for each candidate will be tallied, and the candidates will be ranked in order of the number of votes received. The candidate for each seat having the most votes will fill the respective seat for which s/he has been nominated. If candidates have been nominated for a specific seat then the candidate for each seat having the most votes shall be elected to that seat. If some candidates have been nominated for

two or more specific seats then the candidates for those seats having the most votes shall be elected to those seats (for two seats, the two candidates receiving the most votes shall be elected, etc.; if seats have different terms then the candidates receiving the most votes shall be elected to the seats with the longest terms).

- (e) Vacancies arising after the nomination date and before the annual meeting, will be filled by the candidate(s) with the next most votes.
- (f) Elections shall be administered in such a manner as to ensure fair, consistent, and appropriate election results as required herein.

Section 2. US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council. These two directors are elected according to Section 3 of Bylaw 202 and serve, ex Officio, as members of the Board.

Section 3. Sailor Athlete Elected Directors.

- (1) 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 of Directors for 7 years.
- (2) Sailor Athlete Elected Directors shall be elected by the 10-Year Sailor Athletes pursuant to procedures implemented by the Sailor Athlete Council.

Section 4. President. The President is elected by the Board of Directors as set forth in Bylaw 311.

Section 5. Vice President. The Vice President is elected by the Board of Directors as set forth in Bylaw 311.

Section 6. Secretary. The Secretary is elected by the General Members as set forth in Bylaw 311 Section 2 (c).

Section 7. Treasurer. The Treasurer is elected by the General Members as set forth in Bylaw 311 Section 2 (d).

Section 8. Chair of the USSF (ex Officio). The USSF Chair is selected according to the Bylaws of that organization.

Section 9. Independent Director. The Independent Director is selected by the Nominating Committee and is a voting member of the Board. The Independent Director serves for one four (4) year term, and may be then selected for a second term. The Independent Director will first take office in November of 2022.

Section 10. Directors assume their duties immediately after the meeting at which they are elected.

**Bylaw 306 – Meetings**

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

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

Section 3. Electronic Mail. The Board of Directors 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 Board of Directors and that any decisions made using this method shall be made by a majority vote provided that a minimum of sixty percent (60%) of the Board of Directors participates in the vote. Decisions made using this method shall be incorporated in the minutes of the next meeting of the Board of Directors. Final approval of a Bylaw Change may not be accomplished via Electronic Mail.

Section 4. Attendance. Members of the Board of Directors are expected to attend, in person or by telephone or video conference, all regularly scheduled meetings of the Board of Directors in each year of their term. Members of the Board of Directors must attend at least three fourths (3/4) of all regularly scheduled meetings of the Board of Directors in each year of their term.

Section 5. Sailor Athlete Travel Costs. US Sailing will pay for the reasonable travel costs submitted by Sailor Athlete Elected Directors to attend meetings of the Board of Directors

### **Bylaw 307 – Removal**

In the event that a member of the Board of Directors is deemed to no longer be fit to serve on the Board of Directors, that individual shall be removed by a 75% vote of the entire Board of Directors. When the Director being removed is a Sailor Athlete, the Sailor Athlete Council shall be informed and shall nominate a replacement Sailor Athlete Elected Director for election by the Sailor Athletes per Section 3 of Bylaw 202 and Section 3 of Bylaw 305.

### **Bylaw 308 – Vacancies**

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

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

Section 3. The Sailor Athlete Council may name a replacement for a vacancy on the Board of the elected Sailor Athlete directors until an election conducted according to Section 3 (b) of Bylaw 305 is conducted.

## ***Subpart B – Officers***

### **Bylaw 311 – Officers**

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

Section 2.

- (1) President. The President shall be elected by the Board of Directors from among one or more nominees presented to the Board of Directors by the Nominating Committee at the first meeting of that Board of Directors following the Annual Meeting of US Sailing. Through November of 2024, the President shall be elected for a three-year term and may serve that term in addition to any time served on the Board prior to election as President. Effective in November of 2024, the President shall be elected for a four-year term and

may serve that term in addition to any time served on the Board prior to election as President. A person may serve only one term as President.

- (2) Vice President. The Vice President shall be elected by the Board from among its at-large Elected Directors, the Sailor Athlete Directors, or the Independent Director 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.
- (3) Secretary. The Secretary shall be nominated by the Nominating Committee and elected by the membership for a four-year term, except that the Secretary elected in 2021 will serve a three-year term. The Secretary also serves as chair of the Governance and Compliance Committee. The Secretary shall be a voting member of the Board. A person may serve up to two terms on the Board of Directors as Secretary and in whatever capacities may not serve on the Board for more than eight years consecutively.
- (4) Treasurer. The Treasurer shall be nominated by the Nominating Committee and elected by the membership for a four-year term, except that the Treasurer elected in 2021 will serve a three-year term. The Treasurer shall be a voting member of the Board. A person may serve up to two terms on the board as Treasurer and in whatever capacities may not serve on the Board for more than eight years consecutively.
- (5) Honorary Vice President. The Chair of the Government Relations Committee, who is appointed by the President subject to the approval by the Board, may also use the title "Vice President, Government Relations" as needed to fulfill his duties. The Chair of the Government Relations Committee, however, is not a member of the Board of Directors and is not an Officer of US Sailing.

### **Bylaw 312 – Responsibility of Officers**

#### Section 1. President.

- (1) The president shall be the chair of US Sailing's Board of Directors and shall have the following responsibilities:
  - (a) Preside at all meetings of US Sailing and the Board of Directors;
  - (b) Fill by appointment any resigned or vacated seat among the Elected Directors or the Independent Director until the next annual election as provided in these bylaws;
  - (c) Appoint US Sailing's delegates to the General Assembly of World Sailing;
- (2) In the event the President is unable to perform the duties of the office, the Board of Directors may designate a member of the Board to be interim President.

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

#### Section 3. Secretary. The Secretary shall:

- (1) Publish on-line, within 15 days of a meeting of the Board of Directors, an executive summary and list of approved actions, however, this report shall not be considered a part of the record of the proceedings required of the association, unless approved by the Board of Directors;
- (2) Keep a record of the proceedings of all meetings of US Sailing and the Board of Directors and publish as approved minutes;
- (3) Keep an accurate roll of all members of US Sailing;

- (4) Conduct the correspondence of US Sailing, send out all notices and perform other duties as usually pertain to the position of Secretary.

Section 4. Treasurer. The Treasurer shall:

- (1) Be chairperson of the Finance Committee;
- (2) Annually submit a report in writing of the financial condition of US Sailing;
- (3) Be bonded at the expense of US Sailing and in such amount as the Board may determine;
- (4) Perform such other duties as usually pertain to the position of Treasurer.

## **PART IV – SAILOR ATHLETE REPRESENTATION**

### **Bylaw 401 – Sailor Athlete Council**

US Sailing shall have a Sailor Athlete Council. Any 10-Year or 10-Year+ Athlete may serve as a member of the Sailor Athlete Council. The US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council shall both serve on 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 10-Year and 10-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 (10-Year, 10-Year+, or Actively 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) Sufficient 10-Year and 10-Year+ Sailor Athletes to maintain at least 33.3% 10-Year and 10-Year+ Sailor Athletes on the committees listed in Section 7 (a) of Bylaw 511.
- (2) Sufficient 10-Year, 10-Year+, and Actively Engaged Sailor Athletes to maintain at least 33.3% Sailor Athletes on all other US Sailing Committees.



- (3) Exceptions. The Appeals Committee members shall be nominated by the Board, subject to the approval of the Sailor Athlete Council.

## **PART V – DIVISIONS AND COMMITTEES**

### ***Subpart A – Divisions***

#### **Bylaw 501 – General**

Section 1. Operating Divisions. US Sailing shall have the following Operating Divisions:

- (1) Management Division;
- (2) Championships Division;
- (3) Education Division;
- (4) Inshore / Smaller Boat Sailing Disciplines Division;
- (5) Race Administration;
- (6) Sailing Venues Division;
- (7) Offshore and Technology Division.

Section 2. Operating Division Chairs will be Nominated by the Nominating Committee, elected by the Board, shall oversee the committees that are assigned to them, and encourage, promote, and coordinate with the chairs of all committees to meet their respective duties and responsibilities. They shall obtain when necessary, the names of the proposed new chairs and members of each committee to serve during the next year and timely deliver them to the President for action. Recommendations for the removal and replacement of chairs and members of committees shall also be made to the President. Each Operating Division is composed of the chair and such committees as are described in the Regulations. The Operating Division shall perform such duties as are described in the Regulations. The Operating Division Chairs shall provide verbal and written reports on a quarterly basis, two or three divisions per month, the order to be determined annually by the President.

Section 3. Terms. The Operating Division Chairs shall serve for 3-year terms, with two or three Chairs Elected each year, on a rotating basis as follows: 1 and 2; 3 and 4; and 5, 6, and 7. An Operating Division Chair may serve no more than 3 terms. Any person who has served the maximum number of terms is eligible to serve in the same capacity for an additional 3 year term after a 2 year period has elapsed.

### ***Subpart B – Committees***

#### **Bylaw 511 – General**

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

- (1) Appeals Committee;
- (2) Finance Committee;
- (3) Governance and Compliance Committee;
- (4) Nominating Committee;
- (5) Review Board;

- (6) Ethics Committee;
- (7) Compensation Committee;
- (8) Diversity, Equity, and Inclusion Committee;
- (9) International Selection Committee;
- (10) Such other committees of a permanent nature as are created by the Board of Directors and described in the Regulations.

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

Section 3. All members of standing committees, including chairmen, shall be appointed by the President with the approval of the Board of Directors, except as follows:

- (1) that members of the Nominating Committee shall be selected as described in Bylaw 515 and the Ethics Committee shall be selected as described in Bylaw 517.
- (2) Sailor Athlete representatives shall be appointed by the Sailor Athlete Council and approved by the President and Board of Directors

Section 4. Unless otherwise stated in these bylaws or the regulations, terms for committee members, including chairs, shall be one year or until their successors are appointed. Committee members, including chairs, may serve no more than either (a) 8 terms or (b) 9 years, whichever is shorter, on each committee such member is appointed. Any person who has served the maximum amount of time on a committee is eligible to serve in the same capacity after a 2 year period has elapsed.

Section 5. Each committee shall meet at least annually. A meeting may be held in person or by electronic means, but any decision made using telephonic or electronic means must be approved by a majority of the entire membership of the committee. Committee members are required to attend, in person or by telephone or videoconference, at least three fourths (3/4) of all regularly scheduled committee meetings in each year of their term.

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

Section 7. Sailor Athlete Representation.

- (1) Minimum Committee Composition Requirement – 10-Year and 10-Year+ Sailor Athletes shall comprise at least 33.3% (at least half of whom shall be 10-Year Sailor Athletes) of the members of the following committees:
  - (a) Appeals Committee;
  - (b) Finance Committee;
  - (c) Governance and Compliance Committee;
  - (d) Nominating Committee;
  - (e) Review Board;
  - (f) Ethics Committee;
  - (g) Compensation Committee;
  - (h) International Selection Committee;

- (i) 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).
- (2) 10-Year and 10-Year+ Sailor Athletes should comprise at least 33.3% 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.
- (3) 10-Year, 10-Year+, and Actively Engaged Sailor Athletes must comprise at least 33.3% 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) and Section 3(2) above.

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

Section 10. Compensation. A committee member may not receive compensation for their service on the committee on which they serve.

### **Bylaw 512 – Appeals Committee**

Section 1. Composition and Appointment. The committee shall be composed of a chairman and four additional members. The committee shall appoint a secretary who shall not be a member of the committee. The committee shall be appointed pursuant to Bylaw 403, Section 2(3)(a).

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

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

Section 4. Precedence of Certain Appeals. Appeals will be considered in the order received, except that appeals of decisions of a protest committee made under Rule 69.2 and requests by a protest committee for confirmation or correction of such decisions made under Rule 70.2, and expedited appeals made under Rule R8 take precedence over any other matters pending at the time.

### **Bylaw 513 – Finance Committee**

Section 1. Composition. The committee shall be composed of the following voting members:

- (1) The Treasurer, who shall serve as chair;
- (2) The chair of the US Sailing Compensation Committee; and
- (3) Three (3) additional voting members.

At least two (2) of the five (5) voting members must be Elected Directors.

The committee must also include two (2) non-voting members:

The US Sailing Controller; and

A member of the USSF Board chosen by the USSF Board.

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 to the Board of Directors. The committee shall investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors;
- (2) Ensure management provides appropriate financial reporting at least quarterly;
- (3) Provide oversight with management in regard to proper budgeting processes;
- (4) Provide oversight for US Sailing's and USSF's investments and their respective investment strategies;
- (5) Provide oversight for US Sailing's and USSF's risk management and insurance programs;
- (6) Review and resolve all USOPC audit findings with the US Sailing Controller as they apply to financial and internal control matters;
- (7) Perform other duties of a financial nature as the Board may direct.

#### **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.

#### **Bylaw 515 – Nominating Committee**

Section 1. Composition. The committee shall be composed of:

- (1) One member of the current Board who is selected by the Board, who is the Chair. This member of the Board may be an elected Director, the Secretary, or the Treasurer, but this member must not be eligible for re-nomination to that Board position. This member's term is one year, but they may be re-nominated if they continue to meet the requirements of this sub-section;
- (2) The most recent past president available;
- (3) Three At-Large Members who are selected by the Nominating Committee in staggered three year terms, one each year. These members must have experience in the areas of US Sailing listed in Section 2 of Bylaw 303. These members may be past Board members

or Officers, and are expected to have a comprehensive view of US Sailing and its activities;

- (4) Three (3) Sailor-Athletes appointed by the Sailor Athlete Council in accordance with Section 7 of Bylaw 511 to staggered 3-year terms;
- (5) The President, with the approval of the Board of Directors, may appoint a non-voting legal advisor as a consultant for this committee in the area of compliance with New York not-for-profit law and the Sports Act, each as amended from time to time.

Section 2. Terms. Terms of the voting members of the committee shall be three years or until their successors are appointed, except as described in Section 1(1) of this Bylaw.

Section 3. Nominating 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 Committee 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) 30 days prior to the Annual Meeting, provide the President with the list of nominated Division Chairs as required under Bylaw 501.

### **Bylaw 516 – Review Board**

Section 1. Composition. The committee shall be composed of a chairman and such additional members as the Board may determine in the Regulations (but not less than five total members).

Section 2. Duties. The committee shall perform the duties described in Regulation 15 regarding grievances and disciplinary proceedings.

### **Bylaw 517 – Ethics Committee**

Section 1. Composition. The committee shall be composed of a chair, the current Chair of the Sailor-Athlete Council and at least two other individuals not serving on the Board of Directors, but elected to serve on the Ethics Committee by the Board of Directors who bring 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) Perform the ethics oversight of US Sailing;
- (2) Develop policies and procedures for Board approval that provide guidance for US Sailing committees and staff to resolve ethical issues; and
- (3) Provide guidance in this area, when requested, to committees or staff.

### **Bylaw 518 – Compensation Committee**

Section 1 Composition. The committee is composed of a Board member as chair, the Vice President, and one additional 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.

Section 2. Terms. Except for the chair, terms of the members of the committee shall be three years or until their successors are appointed and approved. The terms shall be staggered on a schedule such that one member's term expires each year.

Section 3. Duties regarding Chief Executive Officer. The committee shall:

- (1) Develop procedures and criteria for evaluating the performance of the Chief Executive Officer which must be approved by the Board;
- (2) Annually evaluate the performance of the Chief Executive Officer using these procedures and criteria;
- (3) Periodically meet with the CEO during the year to guide the CEO regarding the performance standards and criteria;
- (4) Report to the Board of Directors after each meeting with the CEO; and
- (5) As preparation for the annual budget approval, review with the CEO all proposed salary increases, incentive awards, and bonus awards for reasonableness. The Chair shall report the result of this review and any comments to the Board.

### **Bylaw 519 – Diversity, Equity, and Inclusion Committee**

Section 1. Composition. The committee shall be composed of a Chair, proposed by the President and confirmed by the Board, and up to 12 other voting members. A non-voting staff liaison and a non-voting board liaison may be assigned to the committee.

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

Section 3. Duties. The committee shall:

- (1) Advise and Consult with the Board and staff leadership on matters of diversity, equity and inclusion in the sport of sailing and within US Sailing's leadership, staff and volunteer demographics. This includes, but is not limited to:
  - (a) Advising the Board, USSF Board, Staff leaders and committee chairs on the recruitment, retention and promotion of diverse sailing leaders and proposing specific diverse leaders for the Board, Staff and Committees of US Sailing.
  - (b) Advising US Sailing Staff and Volunteer Leadership on policies and procedures to ensure they comport with best practices of improving diversity, equity and inclusion
- (2) Develop and propose initiatives to the Board and staff leadership that are financially prudent and consistent with US Sailing's commitment to making sailing more diverse, equitable and inclusionary;
- (3) Help implement these initiatives.

### **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

High Performance Director 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 Sports 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, 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.

## **PART VI – ADMINISTRATION**

### ***Subpart A – Chief Executive Officer***

#### **Bylaw 601 – Designation**

Section 1. US Sailing shall have a Chief Executive Officer who is the leader of management and vested with the authority to make decisions on behalf of management.

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

#### **Bylaw 602 – Tenure**

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

**Bylaw 603 – Secretary General**

The Chief Executive Officer shall serve as Secretary General of US Sailing and in that capacity shall represent the US Sailing in relations with the international sports federation for sailing recognized by the International Olympic Committee and at international sailing functions and events.

**Bylaw 604 – Responsibilities**

The Chief Executive Officer shall:

- (1) Develop a strategy for achieving US Sailing’s mission, goals and objectives and present the strategy to the Board of Directors for approval;
- (2) Prepare and submit quadrennial and annual budgets to the Board for approval;
- (3) Determine the staff needed to effectively carry out US Sailing’s mission, goals and objectives, within US Sailing’s budget;
- (4) Oversee the hiring and termination of all staff;
- (5) Either directly or by delegation manage all staff functions;
- (6) Be responsible for development of financial resources and allocation of resources;
- (7) Coordinate US Sailing’s international activities;
- (8) Review and support US Sailing’s Olympic Sailing and Athlete Development Programs;
- (9) With the President, act as the US Sailing’s spokesperson;
- (10) Serve as a non-voting member of the US Sailing Board of Directors (ex-officio);
- (11) Serve as a non-voting member of the USSF Board of Directors (ex-officio);
- (12) Serve as a non-voting member of the USOPC NGB Council; and
- (13) Perform all functions as usually pertain to the office of Chief Executive Officer.

***Subpart B – Finances*****Bylaw 611 – Yearly Budget**

US Sailing shall have an annual and quadrennial budget approved by its Board of Directors.

**Bylaw 612 – Audit**

Each year US Sailing shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Finance Committee. (See Bylaw 513). The Finance Committee shall provide the auditor’s report to the Board of Directors upon completion.

**Bylaw 613 – Individual Liability**

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

***Subpart C – Miscellaneous*****Bylaw 621 – Indemnification**

Section 1. US Sailing shall defend, indemnify and hold harmless any person who is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she, his/her testator or intestate is or was a director, officer, or employee of US Sailing, or is or was serving at the



request of US Sailing as a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, as a result of such action, suit or proceeding, or any appeal therein, to the extent permitted by law.

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

#### **Bylaw 622 – Savings Clause**

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

## **PART VII – GRIEVANCES AND DISCIPLINARY PROCEEDINGS**

#### **Bylaw 701 – Due Process**

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

#### **Bylaw 702 – Opportunity to Participate**

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

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

#### **Bylaw 703 – Arbitration**

US Sailing agrees to submit to binding arbitration in any controversy involving (i) its recognition as a national governing body, as provided for in the USOPC's Bylaws, upon demand of the USOPC or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Sailing, as provided for in the USOPC's Bylaws, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.

#### **Bylaw 704 – Litigation**

No member, affiliate, or participant in US Sailing and its programs may invoke the aid of the courts of the United States or a State without first exhausting all available remedies within the appropriate sailing organization, and as provided within US Sailing, including any rights to bring claims to the

USOPC. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOPC Bylaws or the enforcement of a decision rendered in such a USOPC proceeding.

## **PART VIII – AMENDMENTS**

### **Bylaw 801 – Amendments**

Section 1. An amendment to these Bylaws may be initiated by the Board of Directors by a majority vote of the then sitting members. The Board of Directors shall present the amendment to the Governance and Compliance Committee for its review in accordance with Bylaw 514.

Section 2. The Governance and Compliance Committee shall then submit such proposed amendment, together with any suggested changes it may have, to the Board of Directors for its consideration.

Section 3. The Board of Directors may then approve an amendment to these Bylaws by a two-thirds (2/3) majority vote of the Directors present at a duly called meeting.

Section 4. The amendment shall take effect at the time specified in the motion approved by the Board, unless the amendment specifies a date for effectiveness.