

**BYLAWS**

**OF THE**

**UNITED STATES SAILING**

**ASSOCIATION, INC.**

**As amended through December 23, 2013**

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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 participation and to promote excellence in sailing and sail racing among the population of the United States of America, the members of US Sailing and sailing associations throughout the world;
- 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 contestants in the aforesaid international, national and inter-sectional sailing events 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:

- (1) "Sports Act" means the Ted Stevens Olympic and Amateur Sports Act, as amended from time to time.
- (2) "Sailor Athlete" means an "amateur athlete" as defined by the Sports Act, as interpreted by the USOC, for the purposes of determining athlete representation within national governing bodies for amateur sports.
- (3) "USOC" means the United States Olympic Committee.

## **PART II – MEMBERSHIP**

### ***Subpart A – General***

#### **Bylaw 201 – Eligibility**

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 race, color, religion, age, sex, or national origin. No person or organization interested in sailing or any activity related thereto may be denied membership for any reason except misconduct or non-payment of dues.

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

Section 1. US Sailing has four 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. Sailor Athletes have the right to select delegates to serve on US Sailing's Sailor Athlete Council as set forth in Bylaw 403.

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**

The Board of Directors may declare the membership of any member forfeited for non-payment of dues.

#### **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. (a) 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.

(b) 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.

(c) 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.

## **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. 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 of US Sailing.
- (2) Appoint committees and chairmen as described in Bylaw 501 and 511.
- (3) Elect two members of the Nominating Committee.
- (4) Elect one member of the Governance 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 a director to sit on the Board of the US Windsurfing Association and appoint delegates to the USOC National Governing Bodies (NGB) Council.
- (8) Nominate delegates to the International Sailing Federation (ISAF) and the International Association for Disabled Sailing (IFDS).
- (9) Establish such regulations covering policy, organization, and procedural matters as it deems appropriate.
- (10) Receive oral or written reports from the Division Chairs and the Executive Director.
- (11) Hire and oversee an Executive Director and determine compensation.
- (12) With the Executive Director, hire and oversee an Managing Director – Olympic Programs and determine compensation.
- (13) 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"
- (14) On an annual basis, each Director shall be assigned to be the prime contact for one of the Division Chairs by the President.

**Bylaw 302 – Composition**

Section 1. The Board of Directors shall consist of 13, or at its discretion 14, or as may be required under Bylaw 304, voting members and 2 non-voting members. Voting members shall be as follows: Nine (9) directors elected by the General Members (the “Elected Directors”); the President elected by the Board, the Olympic Committee Chair; the Treasurer, the Secretary, and one Select Member if nominated, elected by the Board. The non-voting members shall be as follows: the Executive Director, and the Managing Director – Olympic Programs.

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

Section 1. Members of the Board shall be selected without regard to race, color, religion, national origin, or sex. Voting members shall not all be the same gender.

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.

and shall include among them three (3) or more Sailor Athletes.

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

Section 4. All Board members 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 Executive Director and Managing Director – Olympic Programs are specifically excluded from these restrictions and serve at the pleasure of the Board.

Section 6. Board members, except the President, Olympic Committee Chair, Select Member, and the Executive Director 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 Audit 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.

**Bylaw 304 – Director Nominations**

The Nominating Committee shall nominate potential directors.

- (1) The number of nominees shall be at least one nominee for each known open 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.
- (2) 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.
- (3) 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.
- (4) Vacancies on the Board, including seats filled temporarily pursuant to Bylaw 307, shall be filled at the next Annual Meeting after the vacancy arises.
- (5) 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.
- (6) The Nominating Committee shall be responsible for ensuring that the voting Board Members collectively have extensive experience or ability in the areas described in Bylaw 302.2. The Nominating committee shall further be responsible for ensuring that the voting Board Members collectively include not less than 20% Sailor Athletes as certified by the Sailor Athlete Council.
- (7) The Nominating committee shall determine for each member of the Board, and for each nominee, those diverse aspects of the sport in which the individual has extensive experience or ability. An individual must have extensive experience or ability in one or more aspects of the sport.
- (8) The Sailor Athlete Council will certify Sailor Athletes.

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

#### Section 1. Elected Directors.

(a) The nine (9) Elected Directors shall have staggered 3-year terms such that three Elected Directors shall be selected each year. An Elected Director shall serve not more than 2 consecutive 3-year terms. After a Director has served 5 years on the Board, that member shall not stand for re-election to the Board for 5 years.

(b) Elected Directors shall be elected by vote of the General Members at the Annual Meeting of US Sailing.

- (1) Each General Member may cast one vote for each open board seat.
- (2) 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 Executive Director 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.

Section 2. President. The President is elected by the Board of Directors as set forth in Bylaw 311.

Section 3. Vice President. The Vice President is elected by the Board of Directors as set forth in Bylaw 311.

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

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

Section 6. Olympic Committee Chair.

(a) The Olympic Committee Chair shall be appointed by the President and approved by the Board and shall serve a 4-year term coinciding with the Olympic quadrennium.

(b) The Olympic Committee Chair may serve two (2), but shall not serve more than two (2), consecutive 4-year terms.

Section 7. Select Director.

(a) A "Select Director" is a high-profile individual whose personal involvement on the Board of Directors is likely to elevate the sport.

(b) One Select Director may be nominated by the President and approved by the Board and shall be a voting member of the Board.

(c) The Select Director serves for one three (3) year term, and may then be nominated and elected for a second term.

Section 8. Sailor Athlete Directors.

(a) In the event that following the election, Sailor Athletes make up less than 20% of the voting membership of the board, the President shall appoint with the approval of the Board and the Sailor Athlete Council, a Temporary Director or Directors to meet the requirements of these bylaws until the next election.

(b) The Nominating Committee shall certify the Temporary Directors' "extensive experience or ability" in the relevant area(s) of the sport.

(c) Temporary Directors appointed to maintain the composition of the Board shall serve for a term of up to one year. Such Directors may be nominated to fill a permanent seat at the next election.

Section 9. 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 shall constitute a quorum and a vote of a majority of the voting Board shall be necessary for the transaction of business, except for amendment of these Bylaws as set forth in Bylaw 801.

Section 3. Electronic Mail. 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.

### **Bylaw 307 – Removal**

In the event that a member of the Board is deemed by the Board 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.

### **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. Vacancies on the Board of Directors of directorships held by Sailor Athletes shall be approved by the Sailor Athlete Council.

## ***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.

(a) President. The President shall be elected by the Board from among one or more nominees presented to the Board by the Nominating Committee at the first meeting of that Board following the Annual Meeting of US Sailing. 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.

(b) Vice President. The Vice President shall be elected by the Board from among its Elected Directors or Select 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

(c) Treasurer. The Treasurer shall be recommended by the President and elected by the Board and shall serve a 3-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 six years consecutively.

(d) Secretary. The Secretary shall be recommended by the President and elected by the Board and shall serve a 3-year term. The Secretary shall be a voting member of the Board. A person may serve up to two terms on the board as Secretary and in whatever capacities may not serve on the Board for more than six years consecutively.

(e) 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. (a) The president shall be the chair of US Sailing's Board of Directors and shall have the following responsibilities:

- (1) Preside at all meetings of US Sailing and the Board of Directors.
- (2) Nominate the Secretary, the Treasurer, and the Olympic Committee Chair. These nominations are subject to approval by the Board.
- (4) Fill by appointment any resigned or vacated seat on the Board of Directors until the next annual election as provided in these bylaws.
- (5) Appoint US Sailing's delegates to the General Assembly of the International Sailing Federation.

(b) 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. Treasurer. The Treasurer shall:

- (1) Oversee the collection and receipt of all moneys, the keeping of a correct account thereof and the deposit of said moneys in the name of US Sailing in such bank or banks as may be designated by the Board.
- (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.

Section 4. 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.
- (2) Keep an accurate roll of all members of US Sailing.
- (3) Conduct the correspondence of US Sailing, send out all notices and perform other duties as usually pertain to the position of Secretary.

### **Bylaw 313 – Removal**

In the event that an Officer is deemed by the Board 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.

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

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

US Sailing shall have a Sailor Athlete Council. Any eligible Sailor 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 USOC.
- (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 recommend to the President the names of Sailor Athletes as candidates for appointment to certain committees as provided in Bylaw 403.
- (6) to approve appointments of Sailor Athletes to the Board as set forth in Bylaw 304.

### **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. Such procedures shall include recommendations for counting Sailor Athletes so as to assure that they comprise 20% of the total number of members of the Board.

Section 2. The Sailor Athlete Council shall recommend to the President the names of Sailor Athletes to be considered for appointment to the appropriate committees of US Sailing.

## PART V – DIVISIONS AND COMMITTEES

### *Subpart A – Divisions*

#### **Bylaw 501 – General**

Section 1. 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) Offshore / Big Boat Sailing Disciplines Division
- (6) Race Administration
- (7) Sailing Venues Division

Section 2. Division Chairs will be Nominated by the Nominating Committee and elected by the Board and 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 division is composed of the chair and such committees as are described in the Regulations. The division shall perform such duties as are described in the Regulations. The Division Chairs shall provide verbal and written reports on a quarterly basis, two divisions per month, the order to be determined annually by the President.

Section 3. Terms. The Division Chairs shall serve for 3-year terms, with two Chairs Elected each year, on a rotating basis (1 and 2, 3 and 4, and 5 and 6).

### *Subpart B – Committees*

#### **Bylaw 511 – General**

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

- (1) Appeals Committee
- (2) Audit Committee
- (3) Bylaws Committee
- (4) Nominating Committee
- (5) Review Board
- (6) Governance Committee
- (7) 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 that members of the Nominating Committee shall be selected as described in Bylaw 515 and the Governance Committee shall be selected as described in Bylaw 517.

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.

Section 5. All committees shall meet in person at the time and place of US Sailing's annual meeting, and shall meet in person or by telephone conference at other times at the call of the chair, unless an exception to these requirements is granted by the Board of Directors. Committees may also conduct business by mail or electronic means provided that any decisions made using these methods shall be made only by a majority of the entire membership of the committee and shall be recorded in the minutes of the next meeting of the committee, except that committees excused from having meetings by the Board of Directors shall evidence their decisions by written document signed by a majority of the entire membership of the committee.

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

Section 7. Sailor Athlete Representation.

(a) Minimum Committee Composition Requirement – Sailor Athletes shall comprise at least 20% of the members of the following committees: Olympic Sailing Committee, Review Board, Nominating Committee, Governance Committee, Audit Committee, Budget Committee, and any other committee whose event is approved by the Board of Directors as the vehicle for the selection of athletes to represent the USA in international competition (the list of which shall be published and maintained on the US Sailing Website). Sailor Athletes shall comprise at least 20% of the nominees for the ISAF and IFDS Delegations, recognizing that ISAF and IFDS determine which nominees are accepted.

(b) Objective – An objective of US Sailing is that Sailor Athletes shall comprise at least 20% of all committees of US Sailing.

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.

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.

**Bylaw 512 – Appeals Committee**

Section 1. Composition. 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.

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 69.1 and requests by a protest committee for confirmation or correction of such decisions shall take precedence over any other matters pending at the time.

**Bylaw 513 – Audit Committee**

Section 1. Composition. The committee shall be composed of three (3) voting members and two (2) 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)), who may also be an Elected Director. The Treasurer and Finance Director shall serve as non-voting ex officio members of the committee. The Chairman shall be an Elected Director.

Section 2. Duties. The committee shall recommend the independent auditors for US Sailing, review the report of the independent auditors 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.

#### **Bylaw 514 – Bylaws Committee**

Section 1. Composition. The committee shall be composed of a chairman and at least two additional members.

Section 2. Duties. The committee shall:

- (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.
- (2) The committee may include its recommendation for action on the proposal, if any.

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

Section 1. Composition. The committee shall be composed of the most recent past president available as chair, the current Division Chairs and by two other individuals not serving on the Board of Directors, but elected to serve on the Nominating Committee by the Board of Directors. The President, with the approval of the Board of Directors, shall appoint a non-voting legal advisor as a consultant for this committee. If the membership of the Nominating Committee does not comply with the Sailor-Athlete requirement of Bylaw 511 Section 7, then the Sailor Athlete Council shall appoint the required number of members to bring the committee into compliance.

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 on a schedule as described in the regulations.

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 – Governance Committee**

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

Section 2. Terms. With the exception of the chair, terms of the members of the committee shall be three years or until their successors are appointed. Such terms shall be staggered on a schedule as described in the regulations.

Section 3. Duties. The committee shall:

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

## **PART VI – ADMINISTRATION**

### ***Subpart A – Executive Director***

#### **Bylaw 601 – Designation**

Section 1. US Sailing shall have an Executive Director, who shall be 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 Executive Director, who shall be responsible for staff functions. The Executive Director 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 Executive Director 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 Executive Director.

#### **Bylaw 602 – Tenure**

The Executive Director shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Executive Director 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 Executive Director. If the Executive Director has a contract of employment with US Sailing, the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause.

#### **Bylaw 603 – Secretary General**

The Executive Director 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 Executive Director 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 resource generation and allocation of resources;
- (7) coordinate US Sailing's international activities;
- (8) with the President, act as the US Sailing's spokesperson;
- (9) perform all functions as usually pertain to the office of Executive Director.

### ***Subpart B – Managing Director – Olympic Programs***

#### **Bylaw 606 – Designation**

Section 1. US Sailing shall have an Managing Director – Olympic Programs, who shall be the leader of Olympic Programs and vested with the authority to make decisions on behalf of the Olympic Division. Any candidate for Managing Director – Olympic Programs shall be approved by the Board of Directors before US Sailing issues any offer of employment.

Section 2. The Managing Director – Olympic Programs, shall be responsible for Olympic Program staff functions. The Managing Director – Olympic Programs shall report to the Executive Director and shall oversee the hiring and firing of all Olympic Program staff and the staff's ethical and competent implementation of the Board's policies as implemented by the Executive Director. The Managing Director – Olympic Programs shall, either directly or by delegation, manage Olympic Program staff functions; determine the size and compensation of, hire and terminate the professional Olympic Program staff in accordance with US Sailing compensation policies and guidelines (as established by the Board and implemented by the Executive Director); develop a strategy for Olympic Program success; be responsible for resource generation and allocation; act as spokesperson for the Olympic Program; prepare and submit quadrennial and annual budgets to the Executive Director; and perform all functions as usually pertain to the Olympic Program.

#### **Bylaw 607 – Tenure**

The term of employment of the Managing Director – Olympic Programs shall be approved and established jointly by the Executive Director and the Board of Directors as they deem appropriate. The Managing Director – Olympic Programs may be removed at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Managing Director – Olympic Programs. If the Managing Director – Olympic Programs has a contract of employment with US Sailing, the contract shall provide that the Managing Director – Olympic Programs' employment may be terminated by the Executive Director with the consent of the Board, with or without cause.

#### **Bylaw 608 – Responsibilities**

1. Develop a strategy for achieving success at the Olympic, Paralympic and Pan Am Games, and the Youth World Championship, and other USOC Designated Events as adopted by US Sailing;
2. Prepare and submit quadrennial and annual budgets to the Executive Director;
3. Determine the staff needed to effectively carry out the mission, goals and objectives of the Olympic Program;
4. Oversee the hiring and termination of all Olympic Program staff per US Sailing guidelines as implemented by the Executive Director and the Board;
5. Be responsible for resource generation and allocation of resources for the Olympic Program;
6. Act as spokesperson for the Olympic Program;
7. Perform all functions as usually pertain to the Olympic Program.

### ***Subpart C – Finances***

#### **Bylaw 611 – Yearly Budget**

US Sailing shall have an annual budget as 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 Audit Committee. (See Bylaw 513). The Audit Committee shall provide the auditors 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 D – 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 USOC 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 USOC's Bylaws, upon demand of the USOC 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 USOC's Bylaws, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified in accordance with the Sports Act.

#### **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 United States Olympic Committee. This bylaw does not apply to the commencement of an arbitration proceeding under these bylaws or the USOC Bylaws or the enforcement of a decision rendered in such a USOC 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 Bylaws Committee for its review in accordance with Bylaw 514.

Section 2. The Bylaws 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 5. The amendment shall take effect at the time specified in the motion approved by the Board, unless the amendment specifies a date for effectiveness.