

BYLAWS



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With amendments through May 4, 2024

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GULF YACHTING ASSOCIATION, INC.

BYLAWS

Article I – Name

The name of this corporation shall be Gulf Yachting Association, Inc. (herein sometimes referred to as “GYA” or “Corporation”).

Article II – Objects

The objects of this Corporation are to foster and encourage friendly, social and nautical relations between the cities of the South and all of North America, to foster and advance sailing and power boating in all phases, and in particular to promote interclub races and regattas, both inshore and offshore, under uniform rules among the constituent members of the Corporation.

Article III – Membership

Section 1: Yacht Clubs and Sailing Clubs

- A. Eligibility Requirements. Yacht Clubs and Sailing Clubs located in the states of Alabama, Arkansas, Florida, Louisiana, Mississippi, Texas, and other Southern states as may be determined by the Board of Directors (herein sometimes referred to as “Board”) from time to time, not connected with any commercial venture, shall be eligible to apply for membership in the GYA in the appropriate classification as described in Paragraph B below and meeting the additional requirements described therein.
- B. Classification
- (1) *General Membership.* Organizations in this classification shall have a clubhouse with adequate facilities and shall be a member of the United States Sailing Association (hereinafter sometimes referred to as “USSA”). Compliance with this requirement may be delayed until acceptance. General members shall have the right of full participation in GYA affairs as provided by these bylaws.
- (2) *Affiliate Membership.* Organizations in this classification shall be a member of the United States Sailing Association. Compliance with this requirement may be delayed until acceptance. Affiliate members shall have the right to participate in USSA events conducted within the GYA, use the services of the Appeals Committee and the Handicap Rating Committee in accordance with the established procedures and otherwise participate in GYA affairs on a reduced basis as determined by the Board of Directors from time to time, but shall not be entitled to representation on the Board.
- C. Application and Election. Organizations applying for membership in either classification shall make application through the Secretary-Treasurer on a suitable form as provided by the GYA and shall be recommended by a minimum of two General members. The Secretary-Treasurer shall refer the application to the Membership Committee for review and action as described in Article VIII, Section 6-B of these bylaws. A two-thirds vote of those members of the Board of Directors present and entitled to vote shall be required for election of an applicant to membership. Applicants elected to membership shall be declared a member upon payment of the appropriate dues and other fees.

Section 2: Individuals

- A. Associate Membership. This classification is available to individuals who are members of the Affiliate or General members of the Gulf Yachting Association. Associate members will receive copies of the directory, notices of meetings, minutes of meetings and other publications as deemed appropriate. Associate members shall not have the right to vote.
- B. Honorary Membership. This classification is reserved for individuals who have contributed outstanding service to the GYA or to the sport of yachting in general. Candidates shall be nominated in writing by the Executive Committee (herein sometimes referred to as "ExCom") or by a minimum of two General members. A two-thirds vote of those members of the Board of Directors present and entitled to vote shall be required for election to membership in this classification. Honorary Membership conveys no rights within the GYA and has no financial obligations.

Section 3: Sponsoring Membership.

Corporations and other entities wishing to support the work of the GYA may apply as a Sponsoring member with benefits as determined from time to time by the Board of Directors. Sponsoring Membership conveys no voting rights within the GYA.

Section 4: Financial Obligations

- A. Dues: Annual dues shall be on a calendar-year basis and shall be as fixed by the Board of Directors from time to time, to be due on January 1 each year and delinquent after April 1. In the year of acceptance to membership said dues for new General and Sponsoring members shall be prorated based on the number of complete months remaining in the calendar year as of the date of acceptance. Annual dues for new Affiliate members shall be the full amount. Dues for the year of acceptance shall be due upon receipt of invoice.
- B. Initiation Fees and Assessments. Initiation fees and assessments shall be as fixed by the Board of Directors from time to time, including due dates and delinquent dates.
- C. Trophy Accountability. Each General member acknowledges, as a condition of membership, that it is financially responsible for any GYA-owned trophy, banner, and any associated equipment it receives, and agrees that it is subject to any policies the Board of Directors may adopt governing the administration and handling of these GYA properties.

Section 5: Resignations, Suspensions, Terminations

- A. Resignations. General and Affiliate members current in financial obligations to the GYA may submit resignations in writing to the Secretary-Treasurer. The Executive Committee shall have the authority to accept such resignations. If said resignation is mailed before January 1 the resigning member shall not be liable for dues for that year.
- B. Suspensions.
 - (1) The Board of Directors shall have the authority to suspend the membership of any General or Affiliate member that is delinquent in any financial obligation to the GYA in excess of (sixty) 60 days. The Board shall permit the ExCom to notify any such member in writing of the impending action upon determination that the financial obligation is delinquent.
 - (2) The Board may suspend the membership of any General or Affiliate member for lapses in meeting any of the membership eligibility requirements as described in Article III, Section I. Any member encountering such a lapse shall be given written notice of the infraction by the ExCom with a reasonable specified period of time to correct the lapse. The Board may extend this period given extenuating circumstances. Failure to correct the

lapse of the identified eligibility requirement shall automatically result in the suspension of the member.

(3) The suspended member shall not be represented at any meetings of the Board or Councils, shall not participate in any GYA sanctioned events, and shall not otherwise participate in GYA affairs until such suspension is lifted by the Board and the member is notified in writing by the Secretary-Treasurer. The suspended member may submit a request for a hearing to the ExCom for consideration by the Board.

C. Terminations

(1) Any General or Affiliate member that remains in suspended status for more than six months shall be presented to the Board for action at the next regular meeting of the Board. Termination of membership because of suspended status shall be by majority vote.

(2) The membership of any General, Affiliate, Honorary or Associate member may be terminated for conduct injurious to the name of the GYA by a two-thirds vote of those members of the Board present and entitled to vote, provided previous notice was given with the call of the meeting.

(3) Members subject to termination proceedings shall be entitled, upon request, to a hearing before the Board.

(4) Associate and Sponsoring members with delinquent dues will be automatically terminated.

Article IV – Officers

Section 1: Positions. The officers shall consist of a Commodore (President), a Vice-Commodore (First Vice-President), a Rear Commodore (Second Vice-President), all of whom shall be members of different General members at the time of their election, and a Secretary-Treasurer. Said officers shall be termed “Flag Officers” in the tradition of yachting.

Section 2: Nominations

- A. By Committee. The Commodore, with the approval of the Executive Committee, shall appoint at or prior to the Annual Meeting a Nominating Committee of three individuals who reside in different states within the GYA area at the time of appointment and who are also Past Commodores of the GYA, unless none are available. The Nominating Committee shall nominate one candidate for each office to be filled and shall report said nominations in writing, prior to the Semiannual Meeting, to the Secretary-Treasurer who shall submit said report to the Executive Committee prior to the Semiannual Meeting and include a copy of said Nominating Committee report with the call for the Winter Meeting.
- B. By General Members. Individuals may be nominated for office by written nomination by at least five General members. Said nominations shall be mailed by registered or certified mail no later than fifteen days prior to the Winter Meeting to all General members and the Executive Committee.

Section 3: Elections. The election of officers shall take place at the Winter Meeting of the Board of Directors. The election shall be by ballot except for those offices for which there is only one

nominee. Before the election, the Nominating Committee shall make its report and the Secretary-Treasurer shall read the names of any nominations under Section 2-B above.

Section 4: Terms of Office and Vacancies

- A. Terms of Office. Officers shall serve a term of one year or until their successors are elected and assume office, and their terms of office shall be based on the calendar year. No officer shall succeed him/herself in the same office except for the Secretary-Treasurer. For the purpose of this Section, an officer who has served more than half a term shall be considered to have served a full term in that office.
- B. Vacancies in Office. A vacancy in the office of Commodore shall be filled by the Vice-Commodore automatically assuming the office of Commodore for the remainder of the term. A vacancy in the office of Vice-Commodore shall be filled by the Rear Commodore automatically assuming the office of Vice-Commodore for the remainder of the term. A vacancy in the office of Rear Commodore or Secretary-Treasurer shall be filled by appointment made by the Executive Committee for the remainder of the term.

Section 5: Duties of Officers

- A. Commodore.
 - (1) appoint all standing committees and their chairs (after consultation with the current chair of said committees), delegates and advisors as described in Article VIII of these bylaws.
 - (2) exercise ratification authority over the selection of council chairs.
 - (3) exercise ratification authority over the selection of the Chair of the Handicap Rating Committee.
 - (4) appoint the Lipton Cup Regatta race committee and jury as described in the Regulations for Sanctioned Events; and
 - (5) appoint a nominating committee as described in Article IV, Section 2, of these bylaws.
- B. Vice-Commodore. The Vice-Commodore shall assist the Commodore in the performance of his/her duties, preside at meetings in the absence of the Commodore, and perform such other duties of the office as are prescribed in these bylaws or the adopted parliamentary authority.
- C. Rear Commodore. The Rear Commodore shall assist the Commodore and the Vice-Commodore in the performance of their duties, preside at meetings in the absence of those two officers, and perform such other duties of the office as are prescribed in these bylaws or the adopted parliamentary authority.
- D. Secretary-Treasurer.
 - (1) keep a record of all proceedings of the Board of Directors and Executive Committee in an official Minute Book and distribute copies of minutes of meetings of the Board to all members of the Board of Directors, chairs of all councils and standing committees, and others as appropriate.
 - (2) mail notices of meetings of the Board of Directors no later than thirty days prior to such meetings to all members of the Board, chairs of all councils and standing committees, and others as appropriate. The use of electronic mail shall be deemed sufficient to satisfy this requirement in cases where required recipients are known to have the capability to receive such communications.

(3) distribute copies of the GYA Directory to all General and Affiliate members, all members of the Board of Directors, chairs of all standing committees and councils, and others as appropriate.

(4) collect all dues and other monies of the Corporation and deposit same in the name of the Corporation in a bank or banks as determined by the Executive Committee, cause proper disbursements of Corporation monies, and render an annual financial report covering the previous calendar year at the Annual Meeting, and interim reports at the Semiannual and Winter Meetings.

(5) keep a record of the annual winners of all GYA-sanctioned events; and

(6) within seven days following the conclusion of the Sir Thomas Lipton Cup Regatta, obtain a copy of the results of the regatta, in the format described in GYA Regulation 19.1(c) and, within seven days of receipt, forward said results to the GYA Historical Records Collection identified in the GYA Directory.

Section 6: Removal from Office. An officer may be removed from office for willful neglect of office, failure to carry out the duties and responsibilities assigned to said officer, or willful violation of the bylaws, rules, and regulations of this Corporation. In the event a claim is made in writing to the Board of Directors or upon the written complaint of any member of the Board of Directors with respect to such officer, the Board of Directors shall notify the officer who is the subject of such complaint and furnish said officer with a copy of such complaint(s), and such officer shall be afforded an opportunity for a full and impartial hearing before the Board of Directors with respect to such complaint. A two-thirds vote of those members of the Board of Directors present and entitled to vote shall be required to remove an officer from office.

Article V – Board of Directors

Section 1: Composition and Authority. The Board of Directors shall have full power and authority over the affairs of the Corporation and shall be composed as follows:

- A. The Flag Officers of the Corporation.
- B. The Past Commodores of the Corporation.
- C. One representative from each General member of the Corporation, said representative to be either:
 - (1) The current Commodore of said General member, or
 - (2) Such other person designated by electronic communication or written document from the Commodore or Secretary of said General member and delivered to the Secretary-Treasurer of the Corporation. Said representative shall be a member of the General member so represented and shall not represent any other General member at the same meeting.

Section 2: Voting. The voting authority of the Board of Directors shall be vested solely in the respective representatives of the General members present at a meeting, excepting those in suspended status. The presiding officer is empowered to vote only in event of a tie. All other members of the Board of Directors may make motions and take part in debate but shall not have a vote.

Article VI – Meetings of the Board of Directors

Section 1: Regular Meetings

- A. Annual Meeting. The Annual Meeting shall be held the day of the first scheduled Opening Regatta race and shall be hosted by the yacht club of the Commodore or such other yacht club selected by the Commodore with the approval of the Executive Committee.
- B. Semiannual Meeting. The Semiannual Meeting shall be held the day of the first scheduled race of the GYA Championship for the Lipton Trophy at the yacht club hosting the championship.
- C. Winter Meeting. The Winter Meeting shall be held during the month of January, the date and location as determined by the Executive Committee. The business of the meeting shall include the election of officers, adoption of the race schedule for the current calendar year and such other business as may be deemed appropriate.

Section 2: Special Meetings Special Meetings may be called by the Commodore with the approval of the Executive Committee, or upon the written request of forty percent of the General members given to the Secretary-Treasurer, subject to the following:

- A. Written notice of special meetings shall be given as prescribed in Article IV, Section 5-D (2).
- B. No business shall be transacted at said meetings except that stated in the notice.

Section 3: Quorum. A majority of the voting members entitled to vote shall constitute a quorum.

Section 4: Virtual Meetings. Notwithstanding anything contained in Article VI, Sections 1, 2 and 3, under extenuating circumstances (natural disaster, state of emergency, epidemic, pandemic, and/or where governmental agencies restrict personal interaction), a meeting of the Board of Directors may be conducted by one or more means of remote communication through which all of the Board members may participate with each other during the meeting, if the number of Board members participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by this means constitutes presence in person at the meeting.

Article VII – Executive Committee

Section 1: Composition. The Executive Committee shall be composed of the Flag Officers of the Corporation and the Immediate Past Commodore.

Section 2: Duties and Authority. The Executive Committee shall be responsible for executing the directives and policies of the Board of Directors and shall perform such other duties as are specified in these bylaws. Between meetings of the Board of Directors, the Executive Committee shall have the full authority of the Board except for those powers described in Articles III; IV, VIII, Section 9-B; IX, X, XII, and XIII. None of the acts of the Executive Committee shall conflict with any actions taken by the Board of Directors.

Section 3: Meetings. The Executive Committee shall meet in person or by telephone conference at the call of the Commodore or at the request of three members of the committee given to the Secretary-Treasurer. A minimum of seven days prior notice of meetings shall be given to each

member of the committee, except that this requirement may be waived with the consent of all members of the committee.

Section 4: Quorum. A majority of the members of the Executive Committee shall constitute a quorum.

Section 5: Business by Mail. Business of the Executive Committee may be conducted by mail or electronic means when necessary. Actions taken by mail or electronic means shall be made part of the minutes of the next following meeting of the Executive Committee.

Section 6: Reports. The Executive Committee shall make a report at each meeting of the Board of Directors, which shall include a summary of its actions.

Section 7: Budget. The Executive Committee shall adopt a calendar-year budget no later than March 1 each year. The budget may be amended by the Executive Committee by a majority vote without notice. Non-budgeted expenditures shall be approved by the Executive Committee or the Board of Directors.

Article VIII – Committees, Delegates, Advisors

Section 1: Standing Committees

- A. The Standing Committees of the GYA shall be: Appeals, Bylaws, Capdevielle, Judges, Measurement, Membership, One-Design, Race Management, Racing Regulations, Safety, Schedule, Trophy, USSA Championships and Youth. Said committees shall function as described in Sections 2 through 15 of this Article.
- B. All members of the Standing Committees shall be members of or affiliated with General members.
- C. Unless otherwise stated herein, terms for members of Standing Committees shall be one year, or until their successors are appointed. Terms shall be based on the calendar year.
- D. All Standing Committees shall make an annual written report at the Winter Meeting and such other reports as are necessary.
- E. All Standing Committees shall maintain a book containing minutes and other appropriate items to ensure the proper long-term functioning of the committee.

Section 2: Appeals Committee

- A. Composition. The Committee shall be composed of five voting members, one of whom shall serve as chair, and any number of associate members who may substitute for excused voting members.
- B. Terms. Voting member terms shall be five years or until their successors are appointed, said terms to be overlapping so that one term expires each year.
- C. Duties. The Committee shall hear and decide, in conformity with the racing rules and such other rules as may apply, all appeals from decisions of protest committees serving at events hosted by General and Affiliate members and such other organizations as determined by the USSA. Decisions of the Committee shall not be subject to review by the GYA and shall be binding on all parties thereto unless reversed or otherwise altered by the United States Sailing Association.

Section 3: Bylaws Committee

- A. Composition. The Committee shall be composed of a chair and two additional members

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B. Duties. The Committee shall:

- (1) review all amendments submitted in accordance with Article XIII, edit (if necessary) for composition and forward said amendments, together with the committee's recommendation for action, if any, to the Secretary-Treasurer in time for distribution as required by Article XIII.
- (2) originate amendments as necessary; and
- (3) consolidate similar amendments for joint proposal subject to acceptance by the proposers

Section 4: Capdevielle Committee

- A. Composition. The Committee shall be composed of a chair, the Chief Measurer, the Chair of the One-Design Committee and one representative appointed by the Commodore of each General member that competed in at least fifty (50%) percent of the Capdevielle events in the previous year.
- B. Duties. The Committee shall administer the annual competition for the Capdevielle Trophy as described in the Regulations for Sanctioned Events, including but not limited to:
 - (1) informing host clubs of Capdevielle events of their duties and responsibilities; and
 - (2) maintaining a record of the results of all Capdevielle events, computing the scoring for the Capdevielle competition and providing said scores to all General members at the regular meetings of the Board of Directors, after receiving the necessary information from host clubs.

Section 5: Judges Committee

- A. Composition. The Committee shall be composed of a chair, called the "GYA Administrative Judge", who shall be a USSA National Judge, unless one is not available then a USSA Judge may fill the position, and a minimum of two (2) additional members.
- B. Duties. The Committee shall select the jury for events as required by the Regulations for Sanctioned Events, provide training for prospective individuals for certification as judges by the United States Sailing Association, provide recommendations for service on juries when requested and comply with all other requirements as specified in the Regulations for Sanctioned Events.

Section 6: Measurement Committee

- A. Composition. The Committee shall be composed of a chair, called the "Chief Measurer", and such other measurers as are necessary to provide the services of the Committee to the membership
- B. Duties. The committee shall measure sails and perform other duties as prescribed in the Regulations for Sanctioned Events.

Section 7: Membership Committee

- A. Composition. The committee shall be composed of a chair and four additional members.
- B. Duties. The committee shall review all applications for General and Affiliate Membership; review any other matters as necessary within the scope of Article III of these bylaws, including but not limited to continued compliance with eligibility

requirements; and report its findings and recommendations thereon to the Board of Directors for appropriate action.

Section 8: One-Design Committee

- A. Composition. The Committee shall be composed of a chair and one representative of each General member, appointed annually by the Commodore of the General member. The appointments shall be made and submitted to the Chair of the Committee no later than the Annual Meeting for which they appoint a representative.
- B. Duties: The Committee shall promote and support One- Design class sailing within the GYA, promote GYA interclub competition for the Commodore Auguste Capdevielle Memorial Trophy and other GYA sanctioned and/or sponsored interclub competitions among One- Design classes and multihulls by proposing any improvements to format, competition, race management, rules and regulations it deems necessary, and provide a forum for the One-Design fleets to exchange views and help solve problems.
- C. Vacancies: A vacancy on the Committee shall be appointed by the Commodore of the General member of the vacating committee member and shall be for the remainder of the year.

Section 9: Race Management Committee

- A. Composition. The Committee shall be composed of eleven (11) members consisting of a chair, two individuals residing in each of the states of Alabama, Florida, Louisiana, Mississippi, and one individual residing in each of the states of Arkansas and Texas. In addition, the Chair may, in his/her sole discretion, appoint any number of non-voting associate members, selected without regard to residency location.
- B. Terms. The term of office for the Chair shall be one year or until a successor is appointed. The term of office for the remaining members shall be four years or until their successors are appointed. One term from Alabama and one from Louisiana shall expire at the end of even numbered years. One term from Mississippi and one from Florida shall expire at the end of each odd numbered year. The term from Arkansas shall expire at the end of odd numbered years prior to leap years and the term from Texas shall expire at the end of odd numbered years following leap years.
- C. Duties. The committee shall promote excellence in race management within the GYA, administer the competition for GYA Trophy for Excellence in Race Management, investigate reports of improper race management as set forth in the Regulations for Sanctioned Events, and provide assistance and advice on race administration. The Excellence in Race Management Award shall include the presentation of the Excellence in Race Management trophy, an Engraved Porthole Mirror as a keeper trophy to the PRO, and a signed, framed certificate listing all race committee personnel to the winning yacht club.

Section 10: Racing Regulations Committee

- A. Composition. The committee shall be composed of a chair and such other members as are deemed necessary.
- B. Duties. The committee shall maintain a current set of GYA Regulations for Sanctioned Events, originate amendments to said Regulations when appropriate, review amendments to said Regulations originated by parties other than the Racing Regulations Committee, edit for composition, and give a recommendation for action, if any.

Section 11: Safety Committee

- A. Composition. The Committee shall be comprised of seven (7) members, four (4) of whom shall be the Chairs of the Capdevielle, One Design and Youth Committees, and the Chair of the Offshore Council. The Rear Commodore shall act as a liaison between the Committee and the Executive Committee.
- B. Communication. Committee communications may be via electronic means. It is recommended that the Committee meet in person annually at the Winter Meeting. Other meetings may be established as necessary.
- C. Duties. In carrying out its purpose, the Safety Committee is committed to four basic principles:
 - 1. An annual review and report to the ExCom of GYA safety principles and guidelines.
 - 2. Recommend to the ExCom any proposed or actual changes in safety policies, practices, and procedures.
 - 3. Assist the ExCom and other Committees in the planning of action to promote sailing safety.
 - 4. Act as a problem-solving group to help with the identification, control, and resolution of unsafe sailing practices.

Section 12: Trophy Committee

- A. Composition. The Committee shall be composed of a chair and such other members as are deemed necessary.
- B. Duties. The Committee shall maintain an inventory list of all competitive perpetual and marker awards, including trophies, banners, and other similar items, owned by the GYA or for which the GYA is otherwise responsible, showing the location of each award, and include said inventory list in its annual report; make arrangements for said awards to be brought to events as appropriate for presentation; communicate with host clubs to assure the purchase of such trophies as are prescribed in the Regulations for Sanctioned Events for the Lipton Championship, Junior Lipton Championship, Opening Regatta, and Knost; receive and review all requests for adoption of new perpetual trophies and banners; communicate with the Secretary-Treasurer to assure the timely purchase of those standard awards required by the Regulations to be supplied by the GYA for presentation for the Lipton, Jr. Lipton, Fish Class, and Capdevielle Championships; and make such recommendations regarding these matters as the committee deems appropriate from time to time.

In addition, the Committee shall develop and provide suitable Accountability Forms for each perpetual trophy awarded for GYA Sanctioned Events. These forms shall be made available to each host club committee chair awarding a perpetual trophy. Completion of the forms shall be the responsibility of the host club committee chair who in turn shall ensure the completed forms are transmitted to the appropriate representative of the Trophy Committee for maintenance of trophy accountability.

The Committee shall also maintain an Electronic Trophy Book which contains specific information for each Perpetual Trophy given to the GYA. This information should provide the following at a minimum:

1. Complete Deeds of Gift which contain information about the donors, the reason for the trophy, and how the trophies are to be maintained and awarded.
2. Pictures and complete description of the trophies detailing all aspects of each trophy; and
3. A written, legible list of the names of the winning clubs and/or individuals, and where applicable the names of the skippers and crews who **actually sailed** the event races. The Host Club Event Chair shall provide this information in writing to the GYA Secretary and the Chair, GYA Trophy committee within 5 business days of the end of the event.
4. All costs associated with this requirement shall be paid by the GYA.

Section 13: USSA Championships Committee

- A. Composition. The Committee shall be composed of up to ten members consisting of a chair, the USSA Delegate (*ex officio member*), the Youth Committee Chair and up to 7 additional members appointed by the Commodore. Each of the states having General members in the Gulf Yachting Association shall have at least one representative. The Chair, the GYA USSA Delegate and the Youth Committee Chair may also serve as representatives of their respective states. If there is no representative available, a state may be unrepresented until a representative is available upon recommendation by the Chair and approval of the Commodore.
- B. Duties. The Committee shall promote participation in USSA Championships except for Offshore Championships, be thoroughly familiar with the rules published by the USSA governing its championships, recommend to the Schedule Committee the dates and host clubs for USSA Championship events hosted by General members, work closely with said clubs to ensure a properly run event and assist those competitors sailing in events above the GYA level. The Technical Advisor shall assist in the drafting of documents as needed, such as the Notice of Race and Sailing Instructions.

Section 14: Youth Committee

- A. The Committee shall be composed of a Chair and one (1) representative from each GYA General and Affiliate member club.
- B. The term of office for the chair shall be one year or until a successor is appointed. The term of office for the remaining members shall be two years or until their successors are appointed.
- C. Duties. The committee shall promote the interests of youth sailing within the GYA.

Section 15: Scheduler

The Scheduler shall oversee the development of the on-line GYA racing schedule for the coming calendar year and resolve conflicts where possible.

Section 16: Special Committees.

Special Committees may be appointed as necessary by the Board of Directors, or by the Commodore with the approval of the Executive Committee.

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Section 17: USSA Delegate.

The USSA Delegate shall represent the GYA at membership meetings of the United States Sailing Association, the Regional Sailing Association Council, and Area "D", shall make periodic reports on such representation, and shall be an *ex officio* member of the USSA Championships Committee of the GYA. The term of office shall be one year corresponding to the calendar year. The USSA Delegate shall be a member of a GYA General member and a member of the United States Sailing Association.

Section 18: Advisors

- A. General Counsel. The General Counsel shall be licensed to practice law, shall be a member of a General member, and shall provide legal assistance and advice to the GYA as necessary.
- B. Parliamentarian. The Parliamentarian shall be a member of a General member and shall serve as prescribed in the adopted parliamentary authority.

Article IX - Councils

The Board of Directors may authorize the formation of Councils to carry out the objectives of the GYA in defined spheres of activity. Such Councils shall have the authority to adopt their own bylaws, rules, regulations, etc., provided such bylaws, rules, regulations, etc. shall be ratified by the Board of Directors before becoming effective. Councils shall make written annual reports at the Winter Meeting of the Board of Directors and such other reports as are necessary and shall provide financial reports as necessary to the Secretary-Treasurer to facilitate the preparation of financial statements for the GYA. The selection of chairs by said councils shall be ratified by the Commodore with the approval of the Executive Committee before becoming effective.

Article X – Indemnification

Section 1: Coverage. Each director, officer or committee member serving the Corporation in any of its activities and his/her legal representative shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he/she is made a party by reason of his/her being, or having been, such director, officer or committee member, provided that in no case shall the Corporation indemnify such person or legal representative with respect to any matters as to which he/she may be adjudged in any such action, suit or proceeding to have been liable for willful misconduct or gross negligence in the performance of his/her duties as a director, officer or committee member.

Section 2: Compromise Settlements. The indemnification herein provided for, however, shall also apply in respect to any amount paid in compromise of any action, suit, proceeding or claim asserted against those persons named in Section 1 above (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the person involved was not guilty of willful misconduct or gross negligence.

Section 3: Willful Misconduct or Gross Negligence Determination. In determining whether a director was guilty of willful misconduct or gross negligence in relation to any such matters, the Board of Directors, or a committee or special advisor appointed by the Board of Directors as the case may be, may conclusively rely upon the opinion of independent legal counsel selected by such Board of Directors, committee, or special advisor.

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Section 4: Coverage. The Corporation shall have the power to indemnify any person who was or is a part of or is 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 is or was an officer, employee, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct unlawful.

Section 5: Presumption. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a pleading of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he/she did not have reasonable cause to believe that his/her conduct was unlawful.

Section 6: Insurance. The Corporation shall procure insurance insuring the Corporation with respect to the indemnification set forth herein.

Article XI - Burgee

The burgee of the GYA shall be a pennant with a red field containing the letters "GYA" in white.

Article XII – Parliamentary Authority

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

Article XIII – Amendments

Section 1: Articles of Incorporation Relationship. Articles contained in these bylaws dealing with matters also covered in the Articles of Incorporation may be amended only with a current amendment to the Articles of Incorporation as needed.

Section 2: Procedure. These bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote of those members present and entitled to vote provided that the amendment:

- A. shall have been proposed in writing by a General member, a member of the Board of Directors, the Executive Committee, a Council, or a standing or special committee.
- B. if originated by a party other than the Executive Committee shall have been submitted to that committee through the Secretary-Treasurer no later than sixty days prior to the meeting at which the amendment will be considered.
- C. shall have been submitted to the Bylaws Committee by the Secretary-Treasurer for review as required by Article VIII, Section 3-B of these bylaws; and
- D. shall have been included with the notice of the meeting at which the amendment will be considered.