



# Gulf Yachting Association

## NOTICE OF WINTER MEETING

January 11 - 13, 2019  
Fairhope Yacht Club  
101 Volanta Avenue  
Fairhope, AL 36532

ORGANIZED 1901 – REORGANIZED 1920

TO: Commodores of General and Affiliate Members  
GYA Executive Committee  
GYA Past Commodores  
GYA Standing Committee and Council Chairmen  
GYA Coordinator of each GYA General Member Club  
GYA Associate Members

The Winter Meeting of the Gulf Yachting Association will be held on January 11<sup>th</sup> – 13<sup>th</sup>, 2019 at Fairhope Yacht Club, 101 Volanta Avenue, Fairhope, AL (251) 928-3276. Since some mailing/email addresses may have changed since the last meeting, please distribute this information to the appropriate contacts at your club.

Please find attached proposed changes from the Capdevielle Committee and the By-laws Committee, these proposals will be presented at the Board of Directors meeting on Sunday. Regatta Network will be present on Saturday to answer questions about using regatta network. John Pearce, US Sailing Youth Director, will speak during the youth committee meeting. A detailed schedule is attached.

### **Friday, January 11, 2019**

1800 Executive Committee Meeting & Dinner

### **Saturday, January 12, 2019**

0800 Registration

0830 Committee Meetings start according to schedule

1800 Cocktail hour and GYA Foundation Silent Auction

1900 GYA Annual Awards Dinner Banquet, RSVP to Pat 251-928-3276 or [office@fairhopecyachtclub.com](mailto:office@fairhopecyachtclub.com) by Jan 4th

### **Sunday, January 13, 2019**

0930 Committee Meetings continue

1030 Board of Directors Meeting

**GYA COMMODORES - GENERAL MEMBER CLUBS** - Your club's attendance is very important. If you cannot attend the Board meeting, please send a WRITTEN NOTICE naming your club's representative to the GYA Secretary-Treasurer via mail: 1245 Kensington Drive, Biloxi, MS 39530, email [secretary@gya.org](mailto:secretary@gya.org), or hand deliver prior the start of meeting.

All Club Commodores and their members are invited to attend the Annual Awards Banquet. The banquet will be held on Saturday evening at the Fairhope Yacht Club. The banquet cost will be \$26.95 per person, plus tax and gratuity (cash bar). Please make your dinner reservations to Fairhope Yacht Club by January 4, 2019 via email [office@fairhopecyachtclub.com](mailto:office@fairhopecyachtclub.com) or by calling Pat Colvin (251) 928-3276.

A special room rate has been established at the Hampton Inn Fairhope – Mobile Bay, 23 N Section St, Fairhope, AL (251) 928-0956, use group name Gulf Yachting Association.

Your GYA Flag Officers look forward to seeing you at the Winter meeting hosted at Fairhope Yacht Club. Please wear your appropriate blazer, club badge and dress slacks for the meeting.

Sincerely,

Jennifer Schmidt  
GYA Secretary/Treasurer  
(228) 669-7518



Commodore J. C. “Chris” Luppens

and the Board of Directors

Invite you and your guest to the

Gulf Yachting Association

Annual Awards Banquet

Saturday, January 12, 2019

5:30pm Cocktails and Silent Auction

7 pm Dinner

Fairhope Yacht Club

101 Volanta Avenue

Fairhope, Alabama

RSVP by January 4, 2019

(251) 928-3276

office@fairhopecyachtclub.com

Cash Bar

Blue Blazer/Cocktail Attire

Dinner \$26.95 pp, +tax/Gratuity

#### Menu

Mixed Green Salad - Duck and Andouille Gumbo - Prime Rib—Herbed Grilled Chicken

Squash Au Gratin- Collard Greens—Bacon Fat Whipped Potatoes - Roasted Baby Potatoes

Friendly Mini Cheesecake with fresh fruit compote—Chocolate Ganache Cake

Beverage Station with tea/water/coffee



ORGANIZED 1901 – REORGANIZED 1920

August 15, 2018

Jennifer Schmidt  
Secretary Treasurer, GYA  
2295 Club Moss Circle  
Biloxi, MS 39532

Dear Jennifer,

In compliance with Article IV, Section 2, paragraph A of the Gulf Yachting Association's Bylaws, Commodore Chris Luppens, with the approval of the Executive Committee, appointed Commodores, David Bolyard, Danny Killeen, and Ken Kleinschrodt to the 2018 Nominating Committee. David was Commodore in 2010 and resides in the state of Louisiana. Danny was Commodore in 2013 and resides in the state of Mississippi and Ken was Commodore in 2001 and resides in Alabama.

This committee is pleased to place before the Board of Directors the following nominees for the Gulf Yachting Association Officers of 2019. All of the nominees have agreed to serve in the positions for which they are nominated. A report of the Nominating Committee will be made to vote on at the Gulf Yachting Association's Board of Directors Winter Meeting in January 13, 2019.

Commodore	Shan Kirk, Southern Yacht Club
Vice Commodore	Jimmy Ruthven, St. Andrews Bay Yacht Club
Rear Commodore	Gary Rogers, Jackson Yacht Club
Secretary/Treasurer	Jennifer Schmidt, Mobile Yacht Club

Sincerely,

Ken Kleinschrodt  
GYA Chairman, Nominating Committee 2018

## REGULATIONS WAIVER PROPOSAL

### Temporarily Allow Lipton Skippers to Crew

Purpose: To test an alternative Skipper limitation for the Liptons in 2019 and 2020

Current regulation:

#### **19.5 Number of Races Sailed by Team Members**

- (a) The team captain may skipper or crew and shall comply with the following skipper and crew regulations.
- (b) A skipper shall sail in only one (1) race (shall not crew in other races).
- (c) A team member may crew in one or two (2) races (shall not skipper either one).

Proposed regulation waiver:

#### **19.5 Number of Races Sailed by Team Members**

- (a) The team captain may skipper or crew and shall comply with the following skipper and crew regulations.
- (b) A skipper shall sail in only one (1) race (shall not crew in other races). **Waived for 2019 and 2020.**
- (c) A team member may crew in one or two (2) races (shall not skipper either one). **Waived for 2019 and 2020.**
- (d) A team member may sail in a maximum of two (2) races but may only skipper one (1) race. **This regulation expires after the 2020 Liptons.**

Discussion:

Liptons attendance, in terms of number of boats, sharply declined in 2018 in the first year of the Viper 640 as the Capdevielle Interclub Boat. One probable reason for this is that the team depth of capable and willing Viper sailors at clubs, particularly the smaller ones, is not yet at the level of Flying Scot sailors. Three smaller clubs that had planned to make the 2018 Liptons dropped their plans reportedly because they could not assemble a full team for the event.

Based on sailing three-up, a club would need a minimum of 8 team members to meet the current Liptons skipper/crew limitation. The Viper 640 being a more physical boat, all three sailors on the boat need the skills, strength and familiarity with the boat that comes with more time and practice. On the Flying Scot, even when sailing three-up, the third crew position is less demanding and often was added to achieve the former minimum weight requirement.

The proposed alternate rule for 2019 and 2020 will reduce the minimum number of sailors to 6 while maintaining the "skipper once" rule (see team mock-up below). With less pressure to assemble a large team, more clubs will participate putting more boats

on the line. It will also allow a team member experienced enough to skipper, to sail with and perhaps guide team members with less experience in skippering the boat under live, competitive conditions. The result would be to accelerate the growth of a clubs Viper team, eventually rendering the temporary waiver unneeded. There would be no restriction on clubs bringing larger teams to spread the load out more, or expand their individual participation, should that be their preference.

**LIPTON TEAM MOCK-UP**

Team Members:

1. Sam
2. Sally
3. Charlie
4. Steve
5. Sarah
6. Cathy

RACE	SKIPPER	CREW 1	CREW 2
1	Sam	Sally	Charlie
2	Sally	Sam	Charlie
3	Steve	Sarah	Cathy
4	Sarah	Steve	Cathy

## REGULATIONS CHANGE PROPOSAL

### Standardize Liptons NOR

Purpose: To standardize the Notice of Race for the Liptons

Current regulation:

**19.8 Sailing Instructions.** The Lipton Cup Sailing Instruction template, maintained and published by the GYA Race Management Committee, shall be used.

Proposed regulation:

**19.8 Notice of Race and Sailing Instructions.** The Lipton Cup Notice of Race and Sailing Instruction templates, maintained and published by the GYA Race Management Committee, shall be used.

Discussion:

Since the Sailing Instructions cannot conflict with the Notice of Race, it is logical that, if a standard template is used for one, one should also be used for the other. The template Notice of Race will be published on the website in support of this proposal.

## REGULATIONS CHANGE PROPOSAL

### Standardize Junior Lipton NOR & SI

Purpose: To standardize the Notice of Race and Sailing Instructions for the Junior Liptons

Current regulation:

No regulation.

Proposed regulation:

**20.4 Notice of Race and Sailing Instructions.** The Junior Lipton Notice of Race and Sailing Instruction templates, maintained and published by the GYA Race Management Committee, shall be used.

Regulations 20.4 **Ties**, 20.5 **Trophies** and 20.6 **Perpetual Trophies** will be renumbered accordingly.

Discussion:

This will make the requirement to have standard NOR and SI's consistent between the Liptons and Junior Liptons. The template Notice of Race and Sailing Instructions will be published on the website in support of this proposal.

## REGULATIONS CHANGE PROPOSAL

### Sail Purchase

Purpose: To simplify the regulation of sail purchases and measurement by defaulting to Viper 640 Class Rules

Current regulation:

18(c) All sails shall have been measured by an authorized GYA sail measurer within one year of the date of use and shall have an official GYA registration sticker.

Proposed regulation:

18(c) All sails used in sanctioned events shall have valid Viper 640 Class sail registration stickers. The boat hull number and the hull number on the sail registration stickers shall match when the year on the registration sticker is the same as the year of the event being sailed. Sails with registration stickers older than the year of the event need not match the hull number.

Current regulation:

18(d) Only one new suit of sails (mainsail, jib and spinnaker, individually or in combination) shall be used on a hull during any twelve month period.

Proposed regulation:

None – delete the regulation

Current regulation:

18(e) All sails shall meet the requirements of the International Viper 640 Class Association Rules, specifically: 7.5.3 (Main), 7.6.3 (Jib), 7.7.3 (Spinnaker) and Part D – Technical Committee Interpretations, 14.9.

Proposed regulation (renumbered):

18(d) All sails shall meet the requirements of the International Viper 640 Class Association Rules.

Discussion:

The Viper 640 Class Rules regulate the use of new sails through the use of class issued sail registration stickers. (Class royalty fees are collected by the sail manufacturers and paid directly to the class, so the registration stickers are free.) The Viper 640 class will only issue boat owners one set of three stickers in a calendar year per boat. The stickers state the year (no month), the hull number and the sail type (main, jib or spinnaker). Clubs can get only one set of stickers per calendar year for each boat they own which is how the class regulates the one set per calendar year rule. Clubs apply their own stickers to the new sails. So, requiring sails to have Viper 640 Class registration stickers restricts clubs to using only one set of new sails per boat owned per calendar year. Regulation 18(e) (to be renumbered) contained obsolete references and redundant language. The language was deleted.

## REGULATIONS CHANGE PROPOSAL

### Lipton Team Limits

Purpose: To remove an unnecessary regulation

Current regulation:

#### **19.3 Teams**

- (a) Teams shall be composed only of eligible GYA members.
- (b) The number of members a club may carry on its Lipton Cup team is limited to one (1) team captain, four (4) skippers, two (2) alternate skippers and sixteen (16) crewmembers.
- (c) Team Captains, skippers and crews shall be members of the same club for whom they sail.

Proposed regulation:

#### **19.3 Teams**

- (a) Teams shall be composed only of eligible GYA members.
- (b) Team Captains, skippers and crews shall be members of the same club for whom they sail.

Discussion:

Imposing limitations on the number of team members is unnecessary. Skipper/crew limitations covered by Regulation 19.5 actually control the number of team members that can participate. Recording and archiving the names of persons who do not actually sail in a race is not necessary either and unduly burdensome. Any participating club that believes a competitor from some other club is not eligible may file a protest and have it heard by the protest committee. The names of skippers and crewmembers who actually sail in the races will be recorded and archived in the Historical Records Collection by the Secretary-Treasurer as required by Regulations 19.1 (c) and (d).

## REGULATIONS CHANGE PROPOSAL

### **Require Leeward Gates**

Purpose: To require leeward gates at all Capdevielle events

Current regulation:

No Regulation

Proposed regulation:

#### **14 RACE MANAGEMENT**

14.2 Host club race committees shall incorporate leeward gates in all race courses set.

Discussion:

Experience in the first year of sailing Capdevielle races has demonstrated that leeward gates are necessary for safety.

## REGULATIONS CHANGE PROPOSAL

### Knot Number of Races

Purpose: To reduce the number of races for the Knot

Current regulation:

#### 14 NUMBER OF RACES

Event	Number of Races Scheduled	Number of Races to Constitute a Series
Lipton Cup	4	2
Junior Lipton	6	1
Knot	6	1
Sugar Bowl	Maximum of 5	Per the OA
All Others	5	1

Proposed regulation:

#### 14 RACE MANAGEMENT

14.1 The number of races scheduled and required to constitute a series at each event shall conform to the following:

Event	Number of Races Scheduled	Number of Races to Constitute a Series
Lipton Cup	4	2
Junior Lipton	6	1
Knot	Maximum of 5	1
Sugar Bowl	Maximum of 5	Per the OA
All Others	5	1

Discussion:

Fewer than 6 races is reported to be the preference of a majority of the competitors and the host yacht club. Setting it at a maximum of 5 permits more flexibility for the regatta to be structured to accommodate those preferences.

## REGULATIONS CHANGE PROPOSAL

### **Knost Age Limits**

Purpose: To make the Knost requirements for skipper and/or crew age consistent with other Capdevielle events

Current regulation:

21.2(b) Racing skippers and crewmembers shall be limited to females who have reached the age of twelve years before January 1st of the year of the series.

Proposed regulation:

21.2(b) Racing skippers and crewmembers shall be limited to females.

Discussion:

Eliminating the Knost age restriction will open the event to more potential participants providing an opportunity for more clubs to bring a team.

## REGULATIONS CHANGE PROPOSAL

### Require Boat Measurement at Liptons

Purpose: To require annual measurement of boats at the Liptons

Current regulation:

#### **19.2 Registration**

GYA Clubs intending to challenge for the championship shall notify the host club and the Secretary-Treasurer no later than twelve (12) days prior to the first race date.

Proposed regulation:

#### **19.2 Registration and Measurement**

- (a) GYA Clubs intending to challenge for the championship shall notify the host club and the Secretary-Treasurer no later than twelve (12) days prior to the first race date.
- (b) All boats shall be measured before the first race is sailed. Host clubs shall make the necessary arrangements to have the Chief Measurer, adequate assistants and all templates, scales and measurement tools available at the regatta site to conduct the necessary measurements without impacting the race schedule.

Discussion:

Measurement of the boats of the top 10 finishers from the previous year has been the process used for several years but it has never been included in the regulations. This simply makes what we have already been doing a regulation but includes all boats, not just the top 10.

## **For the GYA 420 championship**

### **Current regulation:**

#### 27.2 Eligibility

- (a) Entrants (skippers and crews) shall be members of GYA Clubs.
- (b) The maximum age of skippers and crew shall not have reached their 19th birthday during the calendar year of competition.
- (c) Each skipper and crew must have reached their twelfth birthday by the date of participation in this event.

### **Proposed regulation**

#### 27.2 Eligibility

- (a) Entrants (skippers and crews) shall be members of GYA Clubs.
- (b) The maximum age of skippers and crew shall not have reached their 19th birthday during the calendar year of competition.

Discussion: Eliminate the age minimum rule 27.2(c) for the GYA 420 championship. This event needs to be a feeder event to prepare the kids for the national 420 events (Bemis, Youth Champs, Ida Lewis, etc.) The kids have a stronger sailing background due to starting Optis at an earlier age. This change also is inline with other age requirements for other GYA events.

## **PREFACE**

The following are non-substantive changes to the Bylaws, the intent being to use consistent and/or concise language and eliminate redundant or unnecessary wording. In order to minimize the length of the document the following general non-substantive changes have been made:

- (A) Article 1 reads: The name of this corporation shall be Gulf Yachting Association, Inc. (herein sometimes referred to as “GYA” or “Corporation”). In a few places in the current Bylaws the GYA is referred to as the Association. This is not consistent with Article 1 and has therefore been corrected to either GYA or Corporation.
- (B) Throughout the current Bylaws the Executive Committee is sometimes referred to as the Executive Committee, the EXCOMM, the EXCOM or the ExCom. The Bylaws are revised to refer only to Executive Committee or ExCom.
- (C) Throughout the current Bylaws the Board of Directors is referred to as the Board of Directors, the GYA Board of Directors, the BOD or the BoD. The Bylaws are revised to refer only to Board of Directors or Board.
- (D) The Bylaws define General Membership, Affiliate Membership, Associate Membership and Sponsoring Membership. In numerous places in the Bylaws there is reference to General, Affiliate, Associate or Sponsoring Member (capital ‘M’), none of which are defined terms in the Bylaws. Therefore, General, Affiliate, etc. is left capitalized and Member is changed to member (lower case ‘m’).
- (E) Gender neutral changes

When above corrections and/or changes have been made a notation of “**See (A)** (or B, C, etc.) **of Preface**” will follow the paragraph changed. Other non-substantive changes will be specifically noted. For ease of identification, explanation of changes are Bold and Underlined

Articles and Sections that have no changes are not included in this document.

**GULF YACHTING ASSOCIATION, INC.  
BYLAWS**

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, ~~and Mississippi, and 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.

**Includes/adds Texas as part of the YGA; provides the option to refer to Board of Directors as “Board”**

B. Classification

(1) *General Membership.* Organizations in this classification shall ~~meet the requirements described in Paragraph A above and in addition shall~~ have a clubhouse with adequate facilities, and shall be a member of the United States Sailing Association (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 ~~meet the requirements described in Paragraph A above and in addition shall~~ be a member of the United States Sailing Association (herein sometimes referred to as “USSA”). ~~(Compliance with this requirement may be delayed until acceptance).~~ Affiliate ~~M~~m members shall have the right to participate in ~~United States Sailing Association~~ USSA events conducted within the GYA, use the services of the Appeals Committee and the PHRF 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 ~~M~~m 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.

**‘meet the requirements described in Paragraph A above and in addition shall’ is duplicative language since the requirements are set forth in “A. Eligibility Requirements.”; see (D) of Preface.**

Section 2: Individuals

B. Honorary Membership. This classification is reserved for individuals who have contributed outstanding service to the GYA ~~in particular~~ 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 ~~M~~m 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.

**Line 2, “in particular” is deleted for the purpose of concise wording; provides option of referring to the Executive Committee as the “ExCom”; see (D) of Preface**

Section 3: Sponsoring Membership. Corporations and other entities wishing to support the work of the ~~Association~~ GYA may apply as a Sponsoring Mmember with benefits as determined from time to time by the Board of Directors. Sponsoring Membership conveys no voting rights within the ~~Association~~ GYA.

**See (A) and (C) of Preface**

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 ~~Members~~ and ~~new~~ Sponsoring Mmembers shall be prorated based on the number of complete months remaining in the calendar year as of the date of acceptance, ~~and said Annual~~ dues for new Affiliate Mmembers shall be the full amount. Dues for the year of acceptance shall be due upon receipt of invoice.

**See (D) of Preface; 3<sup>rd</sup> line - remove unnecessary/redundant wording; 3<sup>rd</sup> line, beginning with “Annual dues” breaks up a run-on sentence by creating 2 sentences.**

**B. Trophy Accountability.** Each General Mmember 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.

**See (D) of Preface**

Section 5: Resignations, Suspensions, Terminations

**A. Resignations.** General and Affiliate Mmembers 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.

**See (C) and (D) of Preface**

B. Suspensions.

(1) The ~~GYA~~ Board of Directors shall have the authority to suspend the membership of any General ~~of or~~ Affiliate Mmember that is delinquent in any financial obligation to the GYA that is in excess of 60 days. The ~~BOD~~ Board shall permit the ~~EXCOM~~ ExCom to notify any such member in writing of the impending action upon determination that the financial obligation is delinquent.

(2) The ~~BOD~~ Board may suspend the membership of any General or Affiliate Mmember for lapses in meeting any of the membership eligibility requirements as described in Article III,

Section I. Any ~~M~~member encountering such a lapse shall be given written notice of the infraction by the ~~EXCOM-ExCom~~ with a reasonable specified period of time to correct ~~the lapse~~. The ~~BOD-Board~~ may extend this period ~~of time~~ given extenuating circumstances. Failure to correct the lapse of the identified eligibility requirement shall automatically result in the suspension of the ~~M~~member.

**The use of “GYA” in line 1, paragraph (1) is unnecessary and inconsistent; paragraph 2, line 5 – the wording “of time” is deleted for the purpose of using concise language; see (B), (C) and (D) of Preface; Line 3: changes the word “it” to “the lapse” (subject of sentence)**

(3) The suspended ~~M~~member shall not be represented at any meetings of the Board ~~of Directors~~ 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 ~~BOD-Board~~ and the ~~M~~member is notified in writing by the ~~GYA~~ Secretary-Treasurer. The suspended ~~M~~member may submit a request for a hearing to the ~~EXCOM-ExCom~~ for consideration by the ~~BOD-Board~~.

**See (B), (C) and (D) of Preface; Line 3: removes “GYA” – unnecessary wording**

### C. Terminations

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

**See (C) and (D) of Preface; paragraph is broken into 2 sentences to eliminate run-on sentence**

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

**See (D) of Preface; “Board of Directors” is changed to “Board” for consistent wording with paragraph (1)**

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

**Wording is rearranged for concise reading; “Board of Directors” is changed to “Board” for consistent wording with paragraph (1) and (2)**

(4) Associate ~~and Sponsoring~~ ~~M~~members ~~in arrears with delinquent dues~~ will be automatically terminated.

~~(5) Sponsoring Members in arrears will be automatically terminated.~~

**Section 5, Paragraph (B) refers to dues being delinquent; “in arrears” is changed to “with delinquent dues) for consistent wording; Paragraphs (4) and (5) and combined; see (D) of Preface**

## 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 ~~G~~YA-~~G~~General ~~M~~m~~m~~embers at the time of their election, and a Secretary-Treasurer. Said officers shall be termed "Flag Officers" in the tradition of yachting.

**See (D) of Preface; "GYA" is removed as unnecessary wording**

B. By General Members. Individuals may be nominated for office by written nomination by at least five General ~~M~~m~~m~~embers. Said nominations shall be mailed by registered or certified mail no later than fifteen days prior to the Winter Meeting to all General ~~M~~m~~m~~embers and ~~G~~YA ~~O~~fficers~~the Executive Committee~~.

**See (D) of Preface; Changes "GYA Officers" to "the Executive Committee" for consistent wording**

## 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/~~her~~self 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.

**See (E) of Preface**

## SECTION 5: DUTIES OF OFFICERS

### A. Commodore.

(1) appoint all standing committees and their chair~~s~~men (after consultation with the current chair~~m~~en of said committees), delegates and advisors as described in Article VIII of these bylaws;

(2) exercise ratification authority over the selection of council chair~~s~~men;

(3) exercise ratification authority over the selection of the Chair~~m~~an of the PHRF Rating Committee;

**See (E) of Preface**

### 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, ~~all~~ chair~~s~~men of all councils and standing committees, and others as appropriate;

**See (E) of Preface; use of consistent language**

(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 of Directors~~Board, ~~all~~ chair~~s~~men of all councils and standing committees, and others as appropriate. ~~†~~The use of electronic mail ~~beingshall~~

be deemed sufficient to satisfy this requirement in cases where required recipients are known to have the capability to receive such communications;

**See (E) of Preface; consistent/clearer wording change; break up run-on sentence**

Article V – Board of Directors

Section 1:

C. One representative ... from each yacht club holding General Membership in the Corporation, said representative to be either:

(1) The current Commodore of said General ~~M~~member-yacht club, or

(2) Such other person designated by written document signed by the Commodore or Secretary of said ~~yacht club~~General member and delivered to the Secretary-Treasurer of the Corporation. Said representative shall be a member of the ~~yacht club~~General member so represented and shall not represent any other ~~General membership~~yacht club at the same meeting.

**See (D) of Preface; delete the words “yacht club” for consistent language**

Section 2: Voting. The voting authority of the Board of Directors shall be vested solely in the respective representatives of the General ~~M~~members ~~yacht clubs~~ 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.

**See (D) of Preface; delete the words “yacht club” for consistent language**

Article VI – Meetings of the Board of Directors

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 ~~Member-members~~ ~~yacht clubs~~ given to the Secretary-Treasurer, subject to the following:

**See (D) of Preface; delete the words “yacht club” for consistent language**

Article VIII – Committees, Delegates, Advisors

Section 1: Standing Committees

B. All members of the Standing Committees shall be members of or affiliated with ~~GYA~~ General ~~M~~members.

**Delete “GYA” for consistent language; see (D) of Preface**

Section 2: Appeals Committee

A. Composition. The Committee shall be composed of five voting members, one of whom shall serve as chair ~~man~~, and any number of associate members who may substitute for excused voting members.

**See (E) of Preface**

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. ~~The chairmanship shall be a term of one year or until a successor is appointed. Associate members' terms shall be one year.~~

**Redundant wording - terms of membership on the committee are set forth in Section 1 Paragraph C**

Section 3: Bylaws Committee

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

**See (E) of Preface**

Section 8: Race Management Committee

A. Composition. The Committee shall be composed of eleven (11) members consisting of a chair~~man~~, 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 Chairman may, in his/~~her~~ sole discretion, appoint any number of non-voting associate members, ~~for one-year terms~~ selected without regard to residency location.

**See (E) of Preface; term of office set forth in (B)**

B. Terms. The term of office for the Chair~~man~~ 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.

**See (E) of Preface**

Section ~~9~~10: Sail Measurement Committee

A. Composition. The Committee shall be composed of a chair~~man~~, called the "Chief Measurer", and such other measurers as are necessary to provide the services of the Committee to the membership.

**See (E) of Preface**

Section 13: Trophy Committee

A. Composition. The Committee shall be composed of a chair~~man~~ and such other members as are deemed necessary.

**See (E) of Preface**

Section 14: USSA Championships Committee

A. Composition. The Committee shall be composed of up to ten members consisting of a Chair~~man~~, the ~~G~~YA-USSA Delegate (*ex officio member*), the ~~G~~YA-Youth Committee Chair~~man~~

and up to 7 additional members appointed by the Commodore. Each of the states having ~~g~~General members ~~s clubs~~ in the Gulf Yachting Association shall have at least one representative. The Chair~~man~~, the GYA USSA Delegate and the ~~GYA~~-Youth Committee Chair~~man~~ 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~~man~~ and approval of the Commodore.

**The use of “GYA” is redundant and unnecessary; consistent wording (ex officio member) with Section 16: USSA Delegate; see (D) and (E) of Preface**

#### Section ~~46~~17: Advisors

A. General Counsel. The General Counsel shall be licensed to practice law, shall be a member of a ~~GYA~~-General ~~M~~member, and shall provide legal assistance and advice to the GYA as necessary. ~~The term of office shall be one year corresponding to the calendar year.~~

B. Parliamentarian. The Parliamentarian shall be a member of a ~~GYA~~-General ~~M~~member and shall serve as prescribed in the adopted parliamentary authority. ~~The term of office shall be one year corresponding to the calendar year.~~

**The use of “GYA” is unnecessary; term of office is previously set forth and is therefore redundant; see (D) of Preface**

#### 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 ~~GYA~~-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 chair~~s~~men by said councils shall be ratified by the Commodore with the approval of the Executive Committee before becoming effective.

**The use of “GYA” is unnecessary; see (E) of Preface**

#### Section 2: Procedure.

A. shall have been proposed in writing by a General ~~M~~member, a member of the Board of Directors, the Executive Committee, a Council a standing or special committee;

**See (D) of Preface**

**Bylaws Committee Report**  
**January 13, 2019**  
**Winter Meeting at Fairhope Yacht Club**

The following has been reviewed by and/or submitted to the Bylaws Committee. It is the opinion of this Committee that these changes to GYA Bylaws should be adopted.

**ARTICLE III - MEMBERSHIP**

**Section 2: Individuals**

**Current:**

**A. Associate Membership.** 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, sailing schedules and other publications as deemed appropriate. The Associate Members shall have neither the right to vote nor the right to attend Board of Directors meetings without a special invitation.

**Proposed:**

**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.

**Purpose:** Language consistency change to correspond with the 1<sup>st</sup> sentence of paragraph B of this section which begins "This classification is"; deletes the condition that this class of membership will receive copies of the sailing schedule (the schedule is no longer copied and distributed at the BoD meeting, mailed or distributed electronically); deletes wording in last sentence to eliminate exclusivity.

**ARTICLE IV – OFFICERS**

**Section 2: Nominations**

**Current:**

**A. By Committee.** The Commodore, with the approval of the Executive Committee, shall appoint prior to the Semiannual 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 to the Secretary-Treasurer in such time as to allow the Secretary-Treasurer to include a copy of said Nominating Committee report with the call for the Winter Meeting.

**Proposed:**

**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.

**Purpose:** Directs the Commodore to appoint the Nominating Committee earlier (before Annual Meeting as opposed to Semiannual Meeting); directs the Nominating Committee to submit its report before the Semiannual Meeting; directs the Secretary-Treasurer to submit the report to the ExCom before or at the Semiannual Meeting. This change would allow a Nominee to sit in on, possibly, two ExCom meetings before taking office (if approved

by the Board) in January at the Winter Meeting, giving them time to become familiar with the procedures and duties of the ExCom.

## **Section 5: Duties of Officers**

### **D. Secretary-Treasurer.**

#### **Current:**

(3) distribute copies of the GYA Racing Schedule and the GYA Directory to all General and Affiliate Members, all members of the Board of Directors, chairmen of all standing committees and councils, and others as appropriate;

#### **Proposed:**

(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;

**Purpose:** The Secretary-Treasurer is no longer required to distribute (mail or copy and distribute copies of) the Racing Schedule at the Winter Meeting)

#### **Current:**

(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 30.1(d), and within seven days of receipt forward said results to the GYA Historical Records Collection identified in the GYA Directory.

#### **Proposed:**

(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.

**Purpose:** Changes 30.1(d) to 19.1(c) to coincide with Regulations for Sanctioned Events

## **ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 1: Regular Meetings**

#### **Current:**

**A. Annual Meeting.** The Annual Meeting shall be held the first Saturday in May unless otherwise ordered by the Board of Directors. The meeting 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.

#### **Proposed:**

**A. Annual Meeting.** The Annual Meeting shall be held the first Saturday in May unless otherwise requested by the incoming Commodore and approved by the Board of Directors. The meeting 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.

**Purpose:** Allows and directs that if the incoming Commodore has a conflict with the date of the Annual Meeting, he/she must request a change of date and that change be approved by the Board of Directors.

## ARTICLE VII – EXECUTIVE COMMITTEE

### **Current:**

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

### **Proposed:**

**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.

**Purpose:** Allows for business to be conducted by e-mail, telephone or other electronic means as opposed to only (US) mail.

### **Current:**

**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 Board of Directors by a majority vote without notice. Non-budgeted expenditures shall be approved by the Executive Committee or the Board of Directors.

### **Proposed:**

**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.

**Purpose:** Corrects the wording “Executive Board of Directors” to read “Executive Committee”

## ARTICLE VIII – COMMITTEES, DELEGATES, ADVISORS

### **Section 1: Standing Committees**

#### **Current:**

**A.** The Standing Committees of the GYA shall be: Appeals, Bylaws, Capdevielle, Judges, Membership, Race Management, Racing Regulations, Sail Measurement, Schedule, Trophy, USSA Championships, and Youth. Said committees shall function as described in Sections 2 through 12 of this Article.

#### **Proposed:**

**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.

**Purpose:** One-Design Council has agreed to become a Standing Committee; change Sail Measurement to Measurement (upcoming proposal from Capdevielle Committee places broader duties than just sail measurement; measures boats when required). add Safety Committee

### **Section 2: Appeals Committee**

#### **Current:**

**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 Board of Directors. 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.

**Proposed:**

**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.

**Purpose:** US Sailing assigns which RSA hears an appeal, not the BoD

**Section 3: Bylaws Committee**

**Current:**

**B. Duties.** The Committee shall:

(1) review all amendments submitted in accordance with Article XIII and edit 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;

**Proposed:**

**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;

**Purpose:** Clarifies that the Bylaws Committee MAY edit for composition a submission but is not required to do so.

**Section 4: Capdevielle Committee**

**Current:**

**A. Composition.** The committee shall be composed of seven members consisting of a chairman, the Chief Measurer, the chairman of the One-Design Council, and four additional members who shall reside in different states.

**Proposed:**

**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.

**Purpose:** Corrects the language of the Section defining the composition of the Committee to be consistent with a Bylaw change which passed at the Board of Directors' meeting May 6, 2017, and proposed change submitted at this meeting for One-Design Council to become One-Design Committee.

**Current:**

**Section 5: Judges Committee**

**A. Composition.** The committee shall be composed of a chairman, called the "GYA Administrative Judge," who shall be a USSA Senior Judge, and such members as are deemed necessary.

**Proposed:**

**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.

**Purpose:** USSA no longer has a classification of “Senior” Judge; provides the option that if a National Judge is not available another classification of judge may fill the position; requires at least 2 additional members on the Committee

**Current:**

**B. Duties.** The committee shall select the jury for USSA Quarterfinal events conducted within the GYA, select the jury for other events as required by the Regulations for Sanctioned Events, provide training for prospective individuals for certification as judges by the United States Sailing Association, and provide recommendations for service on juries when requested.

**Proposed:**

**C. 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.

**Purpose:** USSA no longer has Quarterfinal events; requires the Committee to comply with requirements set forth in the Regulation for Sanctioned Events

**Current:**

**Section 9: Sail Measurement Committee**

**B. Duties.** The committee shall measure the sails of all GYA sanctioned classes, and such other classes as directed by the Board of Directors, in accordance with procedures prescribed in the Regulations for Sanctioned Events.

**Section 6: Measurement Committee**

**B. Duties.** The committee shall measure sails and perform other duties as prescribed in the Regulations for Sanctioned Events.

**Purpose:**

Rename Sail Measurement Committee to Measurement Committee and move to Section 6 in keeping with alphabetical order of committees listed in Directory; this Committee not only measures sails but also measures boats when required.

(subsequent Sections to be renumbered)

**INSERT:**

**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.

**Subsequent Sections to be renumbered.**

**Insert**

### **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 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.

**Subsequent Sections to be renumbered.**

### **Section 13: Trophy Committee**

**Current – under “D. Duties”, 2<sup>nd</sup> paragraph only**

#### **D. Duties.**

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 Race Committee Chair or GYA Committee Chair awarding a perpetual trophy. Completion of the forms shall be the responsibility of the Race Committee Chair or GYA Committee who in turn shall ensure the completed forms are transmitted to the appropriate representative of the Trophy Committee for maintenance of trophy accountability.

#### **Proposed**

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.

**Purpose:** 2<sup>nd</sup> line – the wording “Host Club Race Committee Chair” is vague. “Race Committee Chair” generally implies who is responsible for on the water personnel (PRO, mark set, pin set, etc.) NoRs name (or at least should name) who is the Regatta Chair and generally is in charge of land activities. Changing the wording to “host club regatta chair” the Trophy Committee will know to whom they should send the forms. “GYA Committee Chair” is vague as there isn’t a “GYA Committee”

## **Section 14: USSA Championships Committee**

### **Current:**

**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 quarterfinal events and semifinal 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.

### **Proposed:**

**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.

**Purpose:** USSA no longer has quarterfinal events

## **Section 15: Youth Committee**

### **Current:**

**A. Composition.** The committee shall be composed of nine members consisting of a chairman and two individuals residing in each of the states of Alabama, Florida, Louisiana, and Mississippi. For the purposes of this committee, the state of Arkansas shall be considered the same state as Louisiana.

### **Proposed:**

**A. Composition.** The Committee shall be composed of nine members consisting of a chair and two individuals residing in each of the states of Alabama, Florida, Louisiana, and Mississippi. For the purposes of this committee, the state of Arkansas shall be considered the same state as Mississippi and the state of Texas shall be considered the same state as Louisiana.

**Purpose:** Include a Texas representative and redefine "same state as" with this inclusion; see (B) of Introductory Paragraph

## **ARTICLE X – INDEMNIFICATION**

### **Current:**

**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 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.

**Section 3: Willful Misconduct Determination.** In determining whether or not a director was guilty of willful misconduct 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.

**Proposed:**

**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.

**Purpose:** Section 3, 1<sup>st</sup> sentence, for the purpose of using concise language, removed the words "or not". Sections 1, 2 and 3: Added "Gross Negligence". Gross negligence amounts to a gross failure to do something that the average responsible person might do; "willful misconduct" is a conscious decision to act irresponsibly. By including gross negligence we hold our directors, officers and/or committee members to a higher standard and will not indemnify them for gross failure in addition to willful failure.

**Current:**

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

**Proposed:**

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

**Purpose:** directs that the GYA carry indemnification insurance

<b>Schedule of Events - 2019 GYA Winter Meeting</b>							
<b>Saturday</b>	<b>Restaurant</b>	<b>Ship Wheel Area</b>	<b>Ballroom - Sec. A</b>	<b>Ballroom - Sec. B</b>	<b>Jubilee Room</b>	<b>Saturday</b>	
<b>8:00 AM</b>	<b>Registration</b>				Projector Set Up All Day in Jubilee Room	<b>8:00 AM</b>	
<b>8:30</b>	<b>Breakfast Served 8:30-10:00</b>	<b>Foundation Meeting 8:30-10 (1.5hrs)</b>	<b>Regatta Network 9:00-10:00</b>	<b>Silent Auction Benefitting GYA Foundation</b>		<b>8:30</b>	
<b>9:00</b>						<b>Capdevielle Comm. 9-10:30</b>	<b>9:00</b>
<b>9:30</b>							<b>9:30</b>
<b>10:00</b>		<b>Trophy Committee 10:00-11:00</b>	<b>One Design Council 10:00-11:30</b>			<b>10:00</b>	
<b>10:30</b>						<b>Youth Committee &amp; Jr. Board 10:30- Noon</b>	<b>10:30</b>
<b>11:00</b>	<b>Lunch Buffet 11am-2pm</b>	<b>Past GYA Commodore Lunch 11:30-1:00</b>	<b>Sailing Directors 11:30-12:30</b>			<b>11:00</b>	
<b>11:30</b>						<b>11:30</b>	
<b>Noon</b>						<b>Noon</b>	
<b>12:30</b>						<b>Race Management 12:30-1:30</b>	<b>12:30</b>
<b>1:00</b>							<b>1:00</b>
<b>1:30</b>		<b>USSA Championship Committee 1:30- 2:30</b>		<b>1:30</b>			
<b>2:00</b>				<b>Schedule 2:00-2:30</b>	<b>2:00</b>		
<b>2:30</b>			<b>Regatta Network 2:30- 3:30</b>		<b>2:30</b>		
<b>3:00</b>					<b>Council &amp; Comm. Chairs w/Incoming Commodore 3:00- 3:30</b>	<b>3:00</b>	
<b>3:30</b>					<b>3:30</b>		
<b>4:00</b>			<b>Room and Auction Setup</b>			<b>4:00</b>	
<b>4:30</b>						<b>4:30</b>	
<b>5:00</b>						<b>5:00</b>	
<b>5:30</b>			<b>Cocktail Party &amp; Silent Auction 5:30-7:00</b>			<b>5:30</b>	
<b>6:00</b>						<b>6:00</b>	
<b>6:30</b>						<b>6:30</b>	
<b>7:00</b>	<b>GYA Awards Banquet</b>					<b>7:00</b>	
<b>7:30</b>						<b>7:30</b>	
<b>8:00</b>						<b>8:00</b>	
<b>8:30</b>						<b>8:30</b>	
<b>9:00</b>						<b>9:00</b>	
<b>Schedule of Events - 2019 GYA Winter Meeting</b>							
<b>Sunday</b>						<b>Sunday</b>	
<b>8:30</b>						<b>8:30</b>	
<b>9:00</b>		<b>Club Commodores Mtg/Workshop 9-10</b>		<b>Bloody Mary Bar 9:00-10:30  Sponsored by Regatta Al Sol Committee</b>		<b>9:00</b>	
<b>9:30</b>					<b>9:30</b>		
<b>10:00</b>						<b>10:00</b>	
<b>10:30</b>	<b>FYC Brunch 11am-2pm</b>	<b>Club Managers' Meeting 10-Noon (2hr)</b>	<b>Board of Directors Meeting 10:30am-12:30pm (2hrs)</b>		<b>10:30</b>		
<b>11:00</b>					<b>11:00</b>		
<b>11:30</b>					<b>11:30</b>		
<b>Noon</b>					<b>Noon</b>		
<b>12:30</b>					<b>12:30</b>		
<b>1:00</b>					<b>1:00</b>		
<b>2:00</b>					<b>2:00</b>		



**Gulf Yachting Association Annual Meeting  
Saturday, September 1, 2018  
Bay Waveland Yacht Club**

**Call to Order** – 1004 hours by Commodore Chris Luppens

**Executive Committee & Other members present:** Commodore Chris Luppens, Vice Commodore Shan Kirk, Rear Commodore, Jimmy Ruthven, Immediate-Past Commodore Michael Hage, Secretary-Treasurer, Jennifer Schmidt and Parliamentarian Cary Trapani.

**Roll Call** – 19 Clubs were present: BWYC, BYC, BucYC, FYC, FWYC, GYC, HYC, LBYC, MYC, NYC, PCYC, PYC, PBYC, PontYC, SABYC, SRYC, SYC, TYC and TCYC, a quorum was met.

Commodore, Chris Luppens led the assembly in the Pledge of Allegiance. Commodore Ted Dawson (BWYC) led us in a prayer.

**Introduction of all the Ex-Com members & other members as listed above.**

Commodore Luppens recognized the recently deceased commodores and/or sailing friends with a moment of silence.

**Conduct of the Meeting** – Parliamentarian Cary Trapani- We honor Robert's Rules of order. Anyone may make a motion, take part in discussion once recognized. Seated club commodores or their representatives are the only voting members of the GYA Board. Reports are limited to five minutes, comments to three minutes. No one may speak until recognized by the chair. He reminded those that once you speak on a subject, you will be allowed to speak once more after everyone has spoken on the subject.

**GYA Past Commodores Recognized-** Henry G. "Harry" Chapman (BWYC/SYC), Thomas D. "Tom" Berry, Jr. (SRYC), Basil Kennedy (BWYC), John B. Morrow (SABYC/GYC), Ken K. Kleinschrodt (BucYC), David Bolyard (PontYC/NOYC/TYC/GYC/PCYC), John Matthews (PYC/NYC), Daniel B. "Danny" Killeen, Jr. (PCYC), Ewell C. "Corky" Potts (SYC), Catherine "Cathy" Cromartie (FYC), and immediate past Commodore Michael G. Hage (GYC).

**Welcome:** Commodore Zak Fanberg (BWYC) welcomed the GYA to Bay Waveland Yacht Club and how honored the club is to host the 98<sup>th</sup> Sir Thomas Lipton Challenge Cup. PRO Clinton Edwards has promised great weather and that the regatta will go on as schedule, so if it doesn't, see Clinton. He thanked all for coming and is humbled by the stewardship and asked everyone to make their self at home. He encouraged all too please contact him or any BWYC member if you have any questions.

**Minutes** – Cathy Cromartie (FYC)) made a motion, second by John Matthews (PYC/NYC) to waive the reading of the minutes and approve as presented, unanimously approved.

**Financial Report- Secretary-Treasurer-** Jennifer Schmidt Reported as of August 31, GYA account balances are: Invest I (Trophy) \$16,951.46, Invest II (GYA) account \$20,572.20, checking account \$10,168.75, cash invest account \$2,500.10 for a Total of all accounts \$50,192.51. A \$2,500 disbursement to Edward Jones was made to be invested toward the self-insurance trophy account and \$2,575 to the GYA Foundation for 2018.

**Executive Committee** – Commodore Luppens reported the 2019 winter meeting will be hosted at Fairhope Yacht Club January 11-13, 2019. The 2019 Opening Regatta will be hosted at Southern Yacht Club May 17-19, 2019. The historian committee will be asked to annually submit the program book and results for the Sir Thomas Lipton Cup to the webmaster and secretary. 2018 dues for Sarasota Sailing Squadron was waived. Approved a onetime reimbursement to youth chairs for the purchase of four shirts for the junior bridge. Approved a onetime waiver to Fairhope Yacht Club for Knost team participant that was short of being a member as outlined in the regulations. Nominations for the 2019 Area D representative, which will serve a 2 year term, will be open until September 21, 2018. We do have one nominee, anyone interested please contact the secretary. GYA has an online Ship Store through CRSA, visit the website.

## **COMMITTEE REPORTS –**

**100 Year Committee** – Corky Potts thanked the 28 members on this committee that has been meeting monthly. The committee is working to publish a centennial book and working to raise the down payment to move forward. There are forms on the registration table to pre-order commemorative 100<sup>th</sup> Anniversary books, \$50 each. The committee is also selling “in memory” ad for the book, single line is \$100 each or with a photo for \$150 each.

**Youth Committee** – Laura Burns reported 9 clubs participated in this year’s Jr. Lipton Regatta, this was the first year the event was sailed in the Viper 640. She thanked PCYC for chartering a boat to Lakewood YC to participate and to Jane Dane III, David Bolyard and Shelly McNair for graciously coaching the kids 3 days prior to the event. The Burn’s hosted the Lakewood Team at their home. Lakewood YC won two of the races, and the Uncle Roy trophy was awarded to this team for winning the last race of the series. The junior’s loved seeing all the clubs pull together to compete as a team and definitely plan to come back next year. We are working to recruit St. Petersburg and others for next year. Laura thanked Charles Higgins, Tulane head sailing coach, and Miia Newman for coaching a trap/spin clinic PCYC hosted prior to the 420 Championship. She also thank John Pearce at US Sailing for making this connection with Coach Higgins. There were 19 teams at the clinic and 17 competed in the regatta. This has been the largest number of sailors for a 420 GYA event in a long time. The committee is currently working to update the age requirement for 420 champs, look for more information at the winter meeting. Laura introduced GYA Jr. Commodore Mallory Edwards. Mallory announced the current board: Michael Burns (Vice Commodore), Emily Alfortish (Sec/Treas), Dutch Byron (Rear Commodore). Mallory stated the junior board is working to increase communication between GYA juniors. An instagram account has been established and a group-me text account. She thanked all the parents and coaches for their support of junior sailing.

**Racing Regulations** – Richard Heausler reported the committee has received positive feedback on all the rules changes presented at the annual meeting held at Mobile YC. Requests have been received to review the age requirements for youth events and the Knost. Capdevielle is working to propose these changes to be presented at the winter meeting, January 11-13 at Fairhope YC.

**Capdevielle Committee** – Gary Rogers reported the committee met prior and are working on the age requirements with more details to come at the winter meeting. Capdevielle participation is actually down but, this was to be expected with the introduction of a new boat.

**Schedule Committee** – Randy Fitzpatrick-Wainwright, no report.

**Appeals** – Dwight Leblanc, no report

**By-Laws Committee** – Cathy Cromartie, no current updates. This committee will be working on proposed changes to come at the winter meeting.

**Judges** – Chris Luppens reported a judge seminar was hosted in August, had 3 attendees with 1 passing the test, working to be certified. PYC hosted a seminar in late January, with 14 attending with 9 passing the test and two have been certified.

**Sail Measurement** - Chris Luppens reported that boat measurement went well and everything has been done according to the Viper class rules. The GYA will not be measuring sails in the future, Viper class rules be followed as well.

**Trophy Committee** – John Matthews reported the committee is developing a procedure and process for standardizing the engraving for all GYA perpetual trophies. The committee is also reviewing the policy for accepting new perpetual trophies (value, design, handling and longevity). The committee wanted to remind clubs that they are responsible for all trophies and carrying cases. If one is lost, it is the club's responsibility to pay to replace. A new carrying case will be created for the Uncle Roy, since the trophy has doubled in size.

**U. S. Sailing Championships Committee** - Karen Reisch reported that we are up in participation at events. She has over 100 invitations for the awards banquet to be hosted at Fairhope YC in January. The next upcoming event is the Adult Championship, Benz Faget has qualified and will be attending. The qualifier for next year event will be the J22 Midwinters at Ft. Walton YC.

**U. S. Sailing Representative** – Holly Murray, no report.

**GYA Foundation** – Bernard Mosbey, no report.

**Offshore Council** – Scott Sonnier reported the council is going to be sending out a survey to all the clubs in regards to the Challenge Cup. We ask that all Commodore please get this to the person within your club handling offshore events.

**PHRF** – Tom Beery reported PHRF certificates have increased to approximately 499. Craig Wilusz term as PHRF handicapper will expire this year, the committee will be requesting replacement recommendation from Florida club commodores. Tom also announced with more clubs using Regatta Network for results, which has been great for scores, Regatta Network lacks the ability to track several items needed by the PHRF committee. Please continue to submit all information to [gya.phrf@gmail.com](mailto:gya.phrf@gmail.com). The PHRF gum labels are available to clubs wanting to send mailing outs. The committee also has about 96% of the PHRF certificate holder's emails, the committee is happy to send out notices on each clubs behalf.

**One-Design** – Kevin Blank reported trophy proposal have been quoted and will be acquired prior to the winter meeting for 420 Sailor of the Year. A request to change the number of races at the Knost, this has been deferred to the Capdevielle committee. One Design is working with Capdevielle to lower age limits for 420 Championship sand 420 circuit and to review the working for 420 circuit. More to come at the winter meeting.

**GYA Directory** – Cheri Dillard reported this is her last year, after 15 years. Jennifer Schmidt will be acquiring all the information next year, she will continue to print. She thanked everyone for their assistance of the years.

**Membership Committee** – Daniel B. Killeen, Jr. announced Lake Arthur YC has resigned from the GYA. He has been in talks with one Texas club and will report at the winter meeting.

**GYA Historian Committee** – Ken Kleinschrodt, no report.

**Unfinished Business and General Orders-** None

**New Business** – Commodore Luppens announced the nominating committee, Chair Ken Kleinschrodt (AL), David Bolyard (LA) and Danny Killeen (MS), has submitted the following for 2019 nominations, to be voted on at the winter meeting: Commodore Shan Kirk (SYC), Vice Commodore Jimmy Ruthven (SABYC), Rear Commodore Gary Rogers (JYC) and Jennifer Schmidt (MYC/SYC) (Secretary/Treasurer)

**Closing Remarks/Announcements** - Commodore Luppens reminded committee chairs to turn in their written reports to the GYA Secretary/Treasurer. He thanked Bay Waveland YC Commodore Zak Fanberg, the BWYC board of directors and BWYC Staff for the hospitality. Flag raising ceremony to be at 1200 hours.

**John Matthews moved to adjourn, seconded by Cathy Cromartie.**

**Adjourned** – 1044 hours.

**Respectfully submitted by:**

**Jennifer Schmidt**

**Approved:** \_\_\_\_\_

*Committee Reports and Attachments of the minutes for the meeting maybe found on-line at [www.gya.org](http://www.gya.org)*