



Breezes AND Blows



Ocean Springs Yacht Club

October 2023 Newsletter Supplement

100 Front Beach Drive
Ocean Springs, MS 39564



Ocean Springs Yacht Club

P.O. Box 821
100 Front Beach Drive
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228.875.1915 | www.osyc.com

NOTICE

October 10, 2023

Official notice, pursuant to Article II, Section 1 of the OSYC bylaws, the Annual General Membership Meeting will held on Monday, November 6th, 2023, beginning at 7:00 P.M. at the Gulf Hills Hotel & Resort, the Grand Ballroom, 13701 Paso Road, Ocean Springs, MS.
Doors open at 6:00 PM and meeting starts at 7:00 PM.

The primary order of business at this meeting is for the election of OSYC Flag Officers and Members of the Board for the year 2024, and to report to the membership on "The State of the Club" as of this point in time in the calendar year. There will also be a presentation and vote on proposed changes to the OSYC By-Laws regarding how proxy votes are handled.

We request your attendance at this meeting.

As required, notice of this called membership meeting is being announced to the members no less than two (2) weeks, nor more than six (6) weeks in advance of the meeting, and includes the purpose of the meeting. Additional announcements of the meeting and a proxy form will be included in the October and November OSYC newsletters, posted on the OSYC Bulletin Board, and also posted on the OSYC website and other related web pages.

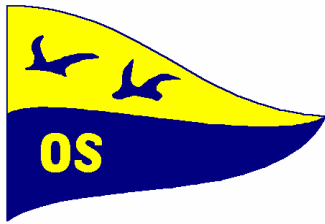
Respectfully submitted,

William Buchanan
2023 OSYC Board Secretary



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Proposed Slate of 2024 Officers and Board Members

Commodore - Carroll Kovacevich

Vice Commodore - Michael Ramsey

Rear Commodore - Dos Hetrick

Fleet Captain - Amanda Romano

Treasurer - Gian Motta

Secretary - Vince Smith

2nd Year Board Member - Wendie Hilliard

2nd Year Board Member - Sandra Carter

1st Year Board Member - Nancy Duckett Allen

1st Year Board Member - Bruce Smalls

Past Commodore - Nicole McClendon

Membership Endorsed Nomination(s)

Meade Tyler - 1st Term Board Member.



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AGENDA - OSYC ANNUAL GENERAL MEMBERSHIP MEETING

November 6th, 2023, Gulf Hills Hotel & Resort

7:00 p.m. to 9:00 p.m.

Before 7pm members should check in to receive vote cards and ballots. If you are not going to be at meeting you may issue proxies to a voting member that will be there. Please remember that these proxies must be received before close of business on November 3rd. If you have issued a proxy and then show up for the meeting, the proxy issued is voided.

1. Call To Order/ Quorum Check by Secretary

2. Financial Report

3. Commodore's Report

4. Other Committee Reports

5. Old Business

6. New Business

a) Vote on Proposed By-Laws Changes (Proxy votes, Article II)

1) Changes from the Bylaws Committee approved by the Board

2) Changes put forward by the Board for proxy votes

b) Election of 2024 Board of Governors

The membership will vote on the slate from the Nominating Committee that has been presented under New Business. Depending on outcome of the motions and vote on the slate, ballots may be used to select First Term Bboard Members

c) Any other new business

7. Member discussion (Please limit statements to 3 minutes or less)

8. ADJOURNMENT



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2023 Annual General Membership Meeting Proxy Rules

Section 4. Only Class A and Class A/C members in good standing may vote at a general membership meeting, except that:

- (a) In the absence of a Class A voting member from a general membership meeting, the voting privilege may be exercised by the spouse of such member.
- (b) In the absence of both member and spouse, a member in good standing may designate a proxy to exercise the voting privilege. The proxy shall be a Class A member in good standing, which does not include the spouse of any such designated Class A member.
- (c) The written proxy must be designated as a general or special: In the absence of such designation, the proxy shall be considered as special, and restricted to voting on specific matters in the published agenda of any such meetings.
- (d) No member designated to vote a proxy for another member may transfer or sub designate such proxy.
- (e) To register a proxy, a voting member must complete the form provided in the formal announcement of the scheduled meeting and return it to the Club Secretary no less than three (3) days prior to the scheduled meeting.

2023 General Membership Meeting Proxy

I/we, _____ (Print Name), Class A or A/C member in good standing, do designate _____, also a Class A or A/C member in good standing as my/our Proxy for the Ocean Springs Yacht General Membership Meeting on Monday, November 6^h, 2023, to be held at 7pm.

This proxy is:

_____ (initial one) General – all items at the meeting

- OR - Specific:

_____ (initial) – By-Laws Committee changes (proxy votes, Article II)

_____ (initial) –Board of Governors changes proposed for proxy votes

_____ (initial) – 2024 Board of Governors Election (and any associated ballots)

Must be signed and delivered to Club Secretary by Friday, November 3rd, 2023.

_____ (Printed Name)

_____ (Date)

_____ (Signature)



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Proposed Amendment I (submitted by Bylaws Committee)

Current Language of Article IV, Section 2:

(a) Nominations for officers and for vacancies on the Board of Governors will be made by the Nominating Committee appointed by the Board.

(b) The committee will nominate a candidate or candidates for each office or vacancy on the Board, which after approval by the Board of Governors, will be circulated to the general membership by the Secretary at least four (4) and no more than eight (8) weeks prior to the annual meeting

(c) Additional nominations may be made by any voting member with the endorsement of at least four (4) other voting members, provided such nominations are received by the Secretary at least twenty-one (21) days prior to the Annual Meeting for circulation to the membership at least two (2) weeks prior to the annual meeting.

(d) All nominations shall be with the consent of the nominated.

Amend Article IV, Section 2(c) to state:

(c) Additional candidates may be nominated by any voting member with the endorsement of at least four (4) other voting members, provided such nominations are received by the Secretary at least twenty-one (21) days prior to the Annual Meeting for circulation to the membership at least two (2) weeks prior to the Annual Meeting.

Reason for proposed amendment: The preceding subsection (b) states “the committee will nominate a candidate or candidates for each office or vacancy on the Board”. Amending the language here adds consistency and clarity.

And add new subsection under Art. IV, Sec. 2:

(e) Election of officers shall occur at the Annual Meeting in the following manner:

(1) First, all candidates approved by the Board of Governors for which there is only one candidate for the office or vacancy shall be presented to the general membership for approval by majority vote.

(2) Second, for each office or vacancy for which there are multiple candidates, the membership shall vote on the candidates for each contested office by a majority vote. If no candidate shall receive the majority of votes following the initial vote, the top two candidates for the office or vacancy shall be voted upon until one candidate has obtained a majority of votes.

Reason for proposed amendment: Election procedures in the Bylaws are currently ambiguous as to how elections are conducted in the event that the Board approves multiple candidates for election to an office or board vacancy (as allowed by subsection b) or if a timely nomination is made pursuant to subsection c. Amending this procedure will allow the general membership to have a greater opportunity to vote on board nominees.



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Proposed Amendment II (submitted by Bylaws Committee)

Current Language of Article IV, Section 2:

- (a) Nominations for officers and for vacancies on the Board of Governors will be made by the Nominating Committee appointed by the Board.
- (b) The committee will nominate a candidate or candidates for each office or vacancy on the Board, which after approval by the Board of Governors, will be circulated to the general membership by the Secretary at least four (4) and no more than eight (8) weeks prior to the annual meeting
- (c) Additional nominations may be made by any voting member with the endorsement of at least four (4) other voting members, provided such nominations are received by the Secretary at least twenty-one (21) days prior to the Annual Meeting for circulation to the membership at least two (2) weeks prior to the annual meeting.
- (d) All nominations shall be with the consent of the nominated.

Proposal submitted by Bylaws Committee:

Add new subsection under Art. IV, Sec. 2:

(f) Any candidate for a vacancy on the Board of Governors shall be in good financial standing with the club, shall be required to have been a member – or spouse of a member - of the Club for a period of one year or more, and shall have served on at least one committee.

Reason for proposed amendment: Length of membership and service to the Club are important considerations for any candidate to the Board. To ensure that candidates to the Board of Governors have a demonstrated history of service to the Club, candidates should be required to have at least a year of history as a member or spouse and in the club and should also be required to have been involved with a committee prior to nomination.

NOTE: If Amendment I passes, this subsection will be designated (f). If Amendment I does not pass and Amendment II passes, this subsection shall be designated (e)



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**Proposed Amendment III (Option A submitted by Bylaws Committee;
Option B submitted by Board of Governors)**

Current Language of Article II, Section 4:

Section 4. Only Class A and A/C members in good standing may vote at a general membership meeting, except that:

- In the absence of a Class A and A/C member from a general membership meeting, the voting privilege may be exercised by the spouse of such member.
- In the absence of both member and spouse, a member in good standing may designate a proxy to exercise the voting privilege. The proxy shall be a Class A member in good standing, which does not include the spouse of any such designated Class A member.
- The written proxy must be designated as a general or special: In the absence of such designation, the proxy shall be considered as special, and restricted to voting on specific matters in the published agenda of any such meetings.
- No member designated to vote a proxy for another member may transfer or sub designate such proxy.

Option A: Proposed Amendment by the Bylaws Committee

Add new subsection under Art. II, Sec. 4

(c) No current officer or member of the Board of Governors or their spouse may be designated as a proxy.

NOTE: This language is proposed as subsection (c). The current subsections (c), (d), (e), (f), and (g) will be reesignated as (d), (e), (f) and (g), (h) and (i) respectively:

Reason for proposed amendment: Under the current bylaws, the Board of Governors has appointed a nominating committee and has approved the submitted slate of officers and Board of Governors prior to the membership meeting. Accordingly each member of the Board has had a voice in the candidates presented for election. Additionally, most officers and Board of Governor members are historically on the slate of officers and board members that is the subject of the election. Limiting current officers and Board of Governor members or their spouse from holding proxies avoids the appearance of impropriety. This amendment promotes participation and fairness in the election process by excluding current officers, Board of Governor members or their spouse from serving as proxies.



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Option B: Alternative Proposal by the Board

- Article II Section 4. Subsection (b) shall be amended to state:
“In the absence of both member and spouse, no voting by proxy or voting by mail shall be allowed”
- Subsections (c), (d), (e), and (g) of Article II Section 4 shall be deleted.
- Article II Section 4. Subsection (f) shall be renumbered and amended to state:
“The Club Secretary will provide an agenda for the meeting in the announcement of any general membership meeting.”

Reason for proposed amendment: To prevent the abuse of proxy votes in general membership meetings and in elections, proxy voting should be eliminated entirely. The amendment presented by the ByLaws Committee does not prevent other members from accumulating large numbers of proxies nor does it prevent current or proposed board members from colluding with other members to accumulate proxies and vote in the same manner that has been complained of in the currently proposed amendment. This option applies the same rules to everyone.