



Breezes AND Blows



Ocean Springs Yacht Club

October 2024 Newsletter Supplement

100 Front Beach Drive
Ocean Springs, MS 39564



Ocean Springs Yacht Club

P.O. Box 821
100 Front Beach Drive
Ocean Springs MS 39566
228.875.1915 | www.osyc.com

NOTICE

October 18, 2024

Official notice, pursuant to Article II, Section 1 of the OSYC Bylaws, the Annual General Membership Meeting will be held on **Monday, November 11, 2024, beginning at 6:00 P.M.** at the Ocean Springs Yacht Club.

The primary order of business at this meeting is for the election of OSYC Flag Officers and Members of the Board for the year 2025, and to report to the membership on "The State of the Club." A membership dues increase, a resolution to form a benevolent non-profit, and proposed bylaws changes regarding membership classes and future dues increases are also on the agenda.

The nominating committee report is posted in the club and the October newsletter supplement. Per OSYC bylaws, 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 (10/22/24) for circulation to the membership at least two (2) weeks prior to the Annual Meeting.

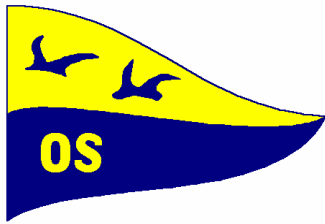
As required, notice of this called membership meeting is being announced to the members no less than two (2) weeks, nor more than six (6) weeks in advance of the meeting and includes the purpose of the meeting. Additional meeting announcements and a proxy form will be in the October newsletter supplement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

Respectfully,

Vince Smith
2024 OSYC Board Secretary



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Proposed Slate of 2025 Officers and Board Members

Commodore - Michael Ramsey

Vice Commodore – Sandra Carter

Rear Commodore – Wendie Dana

Fleet Captain – Cynthia Moncreiff

Treasurer – Meade Tyler

Secretary - Vince Smith

2nd Year Board Member – Nancy Duckett Allen

2nd Year Board Member – Bruce Smalls

1st Year Board Member – Robert (Bobby) Dalgo

1st Year Board Member – Andrew (Drew) Demboski

Past Commodore - Carroll Kovacevich



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AGENDA - OSYC ANNUAL GENERAL MEMBERSHIP MEETING

November 11th, 2024, OSYC

6:00 p.m. to 8:00 p.m.

Before 6 pm, members should check in to receive voting cards and ballots. If you are unable to attend the meeting, you may appoint a proxy to exercise the voting privilege. The proxy shall be a Class A member in good standing and present at the annual meeting. **Proxies must be received before close of business on November 7th.** If you have appointed a proxy and then attend the meeting in person, the proxy is rendered void.

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) Proposed dues increase of \$50 per month for class A and A/C members with corresponding increase per bylaws for all other classes.
 - b) Proposed Bylaw Amendment 1
 - c) Proposed Bylaw Amendment 2
 - d) Proposed resolution to form a benevolent non-profit
 - b) Election of 2025 Board of Governors

The membership will vote on the slate from the Nominating Committee that has been presented under New Business. Depending on the outcome of the motions and vote on the slate, ballots may be used to select First Term Board Members.
 - c) Any other new business
7. Member discussion (Please limit statements to 3 minutes or less)
8. ADJOURNMENT



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2024 Annual General Membership Meeting Proxy Rules

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

- (a) 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
- (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) No current officer or member of the Board of Governors or their spouse may be designated as a proxy.
- (d) 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.
- (e) No member designated to vote a proxy for another member may transfer or sub-designate such proxy.
- (f) 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.
- (g) The Club Secretary will provide in the announcement of any general membership meeting:
 - (1) An agenda for the meeting.
 - (2) A proper proxy form.
 - (3) Notice that in the event that after designating a proxy, the member or spouse shall attend the meeting, the previously registered proxy shall be revoked.
- (h) No member may vote by mail.



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Proposed Bylaw Amendment 1 (submitted by Bylaws Committee)

Reinstate Class F Membership

Article VI, Section 1 (a)(5) delete the words: (Closed to new entry Nov 2008)

Section 6. Delete current language. Add the following language:

Class F (senior) Members. Guidelines for membership in Class F shall be defined by the Board of Governors. Guidelines will be posted in the Club and on the Club website. Any member in good standing who meets the guidelines defined by the Board of Governors can elect to convert their membership to Class F. Guidelines should consider length of membership, service to the Club (i.e. Past Commodores), and age. Guidelines will be reviewed and adjusted periodically but will not be applied retroactively to members that have previously converted to Class F. Class F Members shall pay no more than fifty percent (50%) of the dues set for Class A Members and fifty percent (50%) of any assessments as levied. This class of membership is non-voting and members in Class F may not hold or be appointed to office. A member that has converted their membership to Class F may convert their membership to another class if there is a vacancy and the member has been a Class F Member for a period of one year.

Section 11. will be amended to state:

Section 11. Vacancies and Waiting List: At such time when the club has reached a membership cap, a Waiting List will be established. As a Class A membership becomes available, prospective members on the Class A Waiting List shall be offered the opportunity to join as a Class A member. Preference shall be granted first to active Class C members, and then respectively to Class F members, Class B members, Class G members, Class M members, and prospective members at large. The Club Secretary will maintain the Waiting List and ensure it is posted in the club.

Reason: There has been interest in the Club for the creation of a new class of member to afford long-term members a dues reduction. Because this would open spots for Class A members, there is a concern that the establishment of a new class would lead to overcrowding at the Club. It was therefore suggested that the initial criteria for this class be very restrictive to allow the Board to gauge the effect of the new class. Initial proposed criteria for membership is for members over 80 years of age who have been members of the Club for at least 10 years. After gauging the effect of this change and the interest in Class F membership, the Board may determine it advantageous to open the Class to younger members of past Commodores as well as widow/widowers of Past Commodores.

Because other classes that allow for 50% dues also restrict voting and the holding of office, this proposed class also places this restriction. Members who convert but later decide to return to Class A (for example, to run for a board position) may do so, but only if a spot is open.

Amending Section 11 in conjunction with Section 6, places Class F members wishing to convert back to Class A at the top of the waiting list (after Class C members - which are few). Additionally, the requirement that a member hold Class F membership for a period of one year before converting back to Class A limits the potential for abuse where one may decide to convert back to Class A ahead of the Annual meeting only to return back to Class F.

Lastly, Section 11 does not contemplate Class B members who wish to convert to Class A or are required to do so after moving into the local area. Therefore, Section 11 also adds Class B to the list of membership classes that are prioritized for Class A membership over prospective members.



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Proposed Bylaw Amendment 2 (submitted by Bylaws Committee)

Proposal to set regularly increasing Membership Dues

The current language of Article VII, Section 2(a) states:

- Dues and initiation fees will be approved at the Annual Membership Meeting by a majority vote of a quorum of voting members present.

Proposal:

Article VII, Section 2 (a) will be amended to add the following language:

(a) Dues and initiation fees may be adjusted at the Annual Membership Meeting by a majority vote of a quorum of voting members present. If dues are not adjusted, notwithstanding the foregoing, dues will automatically increase every three years by \$10 beginning on January 1, 2028, unless either of the following: (1) dues are increased at the annual membership meeting preceding the proposed increase or (2) the membership votes against an automatic increase in dues. Notice of any automatic dues increase will be announced at each annual membership meeting immediately preceding an automatic dues increase.

Reason: A periodic and recurring dues increase will allow the Club's financials to keep up with inflation. The exceptions provided allow for the membership to determine if the automatic increase should be abated or if a different adjustment in the amount of dues is necessary.

Proposed Resolution to Form a Non-Profit (submitted by Board of Governors)

Resolution to establish a nonprofit employee assistance program and scholarship organization.

Note: this is not a By-Laws change but should be voted upon by the membership as a resolution.

Call to vote: whether the Club shall support the establishment of a nonprofit sister organization to the Club, the purpose of which would be to manage donations to be used to: provide economic relief to employees of the Club undergoing hardship, provide college or trade scholarships to employees of the Club, and provide scholarships for attendance at youth sailing camps. Upon approval, the 2025 Board will vote and approve a committee at the January 2025 Board meeting.

The purpose of the committee will be to appoint a board for the nonprofit, establish the organizing documents, and name the organization.

Reason: The Club wishes to provide more structure to the way in which charitable funds are managed. The goal is to establish an organizational structure similar to OSSS to be governed separately from the Club to accept and administer tax-exempt donations from the Club and from members. The organization will establish separate bylaws and will operate independently of the Club. Details will be worked out by a committee of past commodores and/or members of the Club with experience in governance of nonprofit organizations.



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2024 Proxy Form

I/we, _____ (Print Name), Class A or A/C member in good standing, do designate _____, also a Class A member in good standing as my/our Proxy for the Ocean Springs Yacht General Membership Meeting on Monday, November 11^h, 2024, to be held at 7pm.

This proxy is:

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

- OR - Specific:

_____ (initial) – By-Laws changes

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

_____ (initial) – Nonprofit formation resolution

_____ (initial)-- Proposed dues increase of \$50 per month for class A and A/C members with corresponding increase per bylaws for all other classes.

Must be signed and delivered to the Club Secretary by Friday, November 8rd, 2024.

_____ (Printed Name)

_____ (Date)

_____ (Signature)