

NOTICE

October 27, 2025

Official notice, pursuant to Article II, Section 1 of the OSYC Bylaws, the Annual General Membership Meeting will be held on **Monday, November 10, 2025, beginning at 6:00 P.M.** at the Ocean Springs Yacht Club. The club will open for registration at 5:00 P.M.

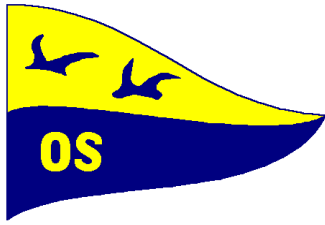
The primary order of business at this meeting is for the election of OSYC Flag Officers and Members of the Board for the year 2026, and to report to the membership on "The State of the Club." A membership dues increase and proposed bylaws changes regarding membership classes and future dues increases are also on the agenda.

The nominating committee report is posted in the club and published in the October newsletter. 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 (10/19/25) for circulation to the membership at least two (2) weeks prior to the Annual Meeting.

As required, notice of this regular 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 to attend.

Respectfully,

Vince Smith
2025 OSYC Board Secretary



Ocean Springs Yacht Club

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Proposed Slate of 2026 Officers and Board Members

Commodore - Sandra Carter
Vice Commodore – Vince Smith
Rear Commodore – Bruce Small
Fleet Captain – Cynthia Moncreiff
Treasurer – Robert (Bobby) Dalgo
Secretary - Drew Demboski
2nd Year Board Member – Dawn Smith*
2nd Year Board Member – Jenn Kimmerly*
1st Year Board Member – Casey Hill
1st Year Board Member – Connie Moran
Past Commodore - Michael Ramsey

*Electing to serve 1 year unexpired term

Submitted by Nominating Committee: Carrol Kovacevich, Bobby Dalgo, Jenn Kimmerly, Mike Tosch, and Steven “Buzz” Bussard. Endorsed by the Board of Governors on 9/18/25

AGENDA - OSYC ANNUAL GENERAL MEMBERSHIP MEETING

November 10th, 2025, OSYC

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

Before 6pm, members should check in to receive voting cards and ballots. The Club opens for registration at 5pm. 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. Vice Commodore's Report

5. Ocean Springs Sailing Squadron Report

6. Other Committee Reports

7. Old Business

8. New Business

a) Proposed Bylaws Changes

b) Proposed dues increase

c) Election of 2026 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.

d) Any other new business

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

10. ADJOURNMENT

2025 Proxy Form

I/we, _____ (Print Name), Class A or A/C member in good standing, do designate _____, a Class A member in good standing as my/our Proxy for the Ocean Springs Yacht General Membership Meeting on Monday, November 10th, 2025, to be held at 6pm.

This proxy is:

_____ (initial one) General – designate may vote on all items at the meeting

- OR - Specific: (Designate may only vote on initialed items)

_____ (initial) – By-Laws changes

_____ (initial) – Dues Increase

_____ (initial) – 2026 Board of Governors Election (and any associated ballots)

Must be signed and delivered to the Club Secretary or club business office no later than 5pm, Thursday, November 6th, 2025.

Printed Name: _____

Membership Number: _____

Date: _____

Signature: _____

BYLAWS PROPOSALS FOR 2025 GENERAL MEETING

Please submit any comments, questions or concerns regarding these Bylaws to Commodore@osyc.com prior to the General Membership Meeting. Additionally, feel free to discuss these proposed changes at the Town Hall Meeting on October 27, 2025.

Proposal 1: Definition of Military for purposes of Class M Membership

Proposed Change: Add the following text at the end of Section 8:

Class M membership is available to any individual who is currently serving in the United States military, including members of the Reserve and National Guard components of the armed forces.

Rationale: Class M does not define what it means to be a military member. The Board has seen applications for this status from retirees requesting a Class M status. The Board has traditionally taken the position that this class is not applicable to retirees, but questions persist regarding the applicability of this class to retirees and veterans who are not currently serving.

Proposal 2: Adjustments to B Class Memberships

Proposed Change: Add the following to a new paragraph in Article VI, Section 4.:

If any Class B member no longer meets the above requirements or if the member desires to convert their membership to a membership of a different class of which the member meets the requirements of such class, said membership may be immediately converted to a different class of membership by majority vote of the Board notwithstanding any Waiting List as defined in Section 11. Further, if a member is found by the Board to have used this provision to bypass the waiting list, then their membership may be terminated and/or the Board may impose fines up to the amount that would have been paid if the membership was initiated as a Class A membership.

Rationale: Class B members pay half of the dues and initiation fees of a Class A member. Some Class B members have moved to the local area and would no longer be eligible to apply as a Class B member. Other Class B members desire to convert their membership to Class A or another Class to become eligible to serve on the Board or vote. It is in the best interests of the Club to allow the Board the discretion to convert such members to Class A, Class A/C, or (if passed) Class L. The Board should consider the reasons behind the conversion to prevent abuse at the time of conversion, but this proposal also contains a mechanism to curb abuse if it is missed at the time of conversion. The inclusion of the “notwithstanding any waiting list...” language allows the Board to effect such conversions immediately. If this proposal is not adopted, it is recommended to amend Section 11 of Article VI to allow Class B members wishing to convert to “jump” the waiting list as is possible with Class M and Class G Members. See proposal 3 below. Article VI, Section II (c) does permit the Board to temporarily adjust a waiting list cap, so this proposal does not inherently conflict with the remaining Bylaws.

Proposal 3: Waiting List

Proposed Change: Amend the current language of Article VI, Section 11 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 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.

Rationale: This amendment may not be necessary if Proposal 2 is adopted as Class B members would be converted notwithstanding the waiting list. If Proposal 2 is not adopted, the rationale behind this proposal is because 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, allowing them to convert without waiting for their turn on the waiting list.

Proposal 4: Establish Legacy Class Membership

Proposed Change: Add the following Section to Article VI and renumber sections accordingly, keeping alphabetical order to Member Class Definitions

Section 8. Class L (Legacy) Members. Guidelines for membership in Class L 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 L. 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 L membership. Dues for Class L Members shall be set at an amount as voted upon by the Membership but shall be set at an amount less than dues set for Class A members. Class L members shall pay fifty percent (50%) of any assessments as levied. This class of membership may vote and hold office similarly to a Class A or A/C Member.

Additionally: Language under Article VI, Section 1 shall be amended to state:

Section 1 . Classes of Membership

(a) There will be seven (7) active and three (3) inactive classes of membership:

- (1) Class A Regular, full voting.
- (2) Class A/C Corporate, limited voting.

- (3) Class B Non-resident, non-voting.
- (4) Class C Intermediate, non-voting.
- (5) Class F Senior, non-voting. (Closed to new entry Nov 2008)
- (6) Class G Inactive, good standing, non-voting, previously Class A.
- (7) Class L Legacy, full voting
- (7~~8~~) Class M Military, non-voting.
- (8~~9~~) Class Y Youth, non-voting. Discontinued; see Section 2 below.
- (9~~10~~) Class Z Terminated/Resigned, bad standing. Discontinued; see Section 10 below.

(b) The membership of this Club shall be limited to three hundred seventy-five (375) Class A members, seventy-five (75) Class A/C members, and fifty (50) Class C members. There is no restriction on the number of Class B, F, G, L, M, Y and Z members.

(c) Members of all classes must be elected to membership by the Board of Governors.

Rationale: There has been interest in the Club for the creation of a new class of member to afford long-term members a more affordable membership. The amount of the dues shall be voted upon at the same time that dues are adjusted for other classes, but the amount is guaranteed to be set at a lower amount than Class A and A/C/. Because this would open vacancies for Class A and A/C 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 70 years of age and who have been members of the Club for at least 10 years, however, proposed changes should be presented to the membership for comment. We anticipate the criteria for this Class to be discussed and approved by the January Board Meeting. After gauging the effect of this change and the interest in Class L membership, the Board may determine it advantageous to open the Class to younger members or past Commodores as well as widow/widowers of Past Commodores, and other groups of individuals. This proposal is similar to one previously presented; however, this proposal preserves the right of the member to vote and serve office.

Proposal 5: Set regularly increasing dues to maintain pace with inflation

Proposed Change: Add the following language under Article VII, Section 2(a):

(b) Notwithstanding Section (a) above and the language of Article VI, Section 8 with respect to Class L Members, all dues shall be automatically adjusted every three (3) years beginning on January 1, 2029 to correspond with any adjustment to the Social Security Cost of Living Adjustment unless such adjustment is voted against by a majority at the at the annual membership meeting preceding the automatic increase.

Rationale: Votes over dues increases can be contentious and failure to maintain pace with inflation may jeopardize the Club's financial security. To address this matter in a fair way, this proposal allows for an automatic increase in the dues to maintain pace with inflation and ties such

increases to the Cost of Living Adjustment provided by the Social Security Administration. The proposal also contains a mechanism to avoid such an automatic increase if the membership decides against it.

Alternative Proposed Change (if Proposal 4 is rejected): Add the following language under Article VII, Section 2(a):

(b) Notwithstanding Section (a) above, all dues shall be automatically adjusted every three (3) years beginning on January 1, 2029 to correspond with any adjustment to the Social Security Cost of Living Adjustment unless such adjustment is voted against by a majority at the annual membership meeting preceding the automatic increase.

Proposal 6: Allow transfer of Membership to Immediate Family Member

Proposed Change: Add the following language under Article VI, Section 1:

(d) With consent of the member, the Board may, by majority vote, elect to transfer a membership of any class to the spouse of a member or an adult child of a member if this transfer is determined to be in the best interests of the Club.

Rationale: The Bylaws allow for limited transfer of memberships between parties (See Article VI, Section 2, re: Class A members and transfer to surviving spouses and divorced couples and Section 3 re: Class A/C membership and transfer of corporate memberships). This proposal allows the Board to authorize transfer of any membership class based on the Board's discretion, but limits the transfer of membership to immediate family, spouses, and only when such transfer is in the best interests of the Club.