

## **Proposed Amendments to the SSCA Bylaws and Articles of Incorporation - 2007**

Your Board of Directors proposes and unanimously recommends approval by the membership of the following changes to the SSCA Bylaws and Articles of Incorporation.

The proposals are presented in the order of the Bylaws Article they would affect, followed by a proposed change to the Articles of Incorporation.

### **PROPOSAL 1: Formal notice of meetings to be given via the SSCA website for members who have chosen the “electronic subscription” option for receiving their Commodore’s Bulletin.**

This proposal will allow formal notice of membership meetings to be made by posting it on our website for folks with electronic subscriptions, while continuing to mail the notice to all members with mail subscriptions. About 10% of members have switched to electronic subscriptions, often due to the burden of receiving US mail while they are cruising. This Bylaw change will recognize that shift and allow us to avoid an unnecessary expenditure on postage and mailing.

Therefore, the following question is presented to the Membership:

### **Shall the SSCA Bylaws, Article III – Meetings of Members. Section 3. Notice, be changed in its entirety to read as follows?**

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**Section 3. Notice.** At least one hundred twenty (120) days prior formal written notice of each meeting of the members shall be posted on the members’ section of the SSCA’s website ([www.ssc.org](http://www.ssc.org)) and published in the Commodores’ Bulletin. This shall be considered adequate notice of such meetings.

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### **That proposed wording shall replace the existing wording, which is the following:**

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**Section 3. Notice.** At least one hundred twenty (120) days prior formal written notice of each meeting of the members shall be mailed to each voting member of the Corporation at the address to which the Member's *Bulletin* is sent. Notice of any meeting of the members of the Corporation appearing in any issue of the Commodores' *Bulletin* published and mailed at least one hundred twenty (120) days prior to the meeting shall be adequate notice of such meeting if the *Bulletin* is mailed to the member's last known address.

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Jack Tyler and seconded by Craig Briggs. The Board recommends a vote FOR the amendment.

**PROPOSAL 2: A Proposal to Institute Voting for Board Members by Associate Members.**

This proposal will give all members the opportunity to choose the leadership of the SSCA, rather than limiting that choice strictly to Commodores. Under present regulations, up to three Associate members may hold Board positions at a given time and only a Commodore may be elected President. Therefore, Associates can neither achieve a majority of the Board, nor be elected President, nor affect the existing structure of the Board. It is felt by the Board that, since Associates do sit on the Board, do perform all duties of elected office, do contribute equally to the betterment of SSCA through their efforts, and do contribute to our *Bulletin* and our events, they should be allowed to vote for the people who represent them on the Board of Directors. Associates would receive only the Board election ballot, not the full ballot showing other issues up for vote.

Therefore, the following question is presented to the Membership:

**Shall the SSCA Bylaws, Article III – Meetings of Members, Section 5. Voting, be changed in its entirety to read as follows?**

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**Section 5. Voting.** There shall be two classes of voting members: Class 1 shall include all Commodores, Rear Commodores and Lifetime Members whose membership is in good standing. Class 2 shall include all Associate Members whose membership is in good standing.

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Class 1 members shall be entitled to vote upon any and all matters that may properly be brought before the membership.

Class 2 members shall have restricted voting rights allowing them to vote upon the election of Directors, but no other matters. Their votes shall be submitted solely by electronic means as shall be specified by the Board of Directors and they shall receive neither notice of elections nor ballots via mail.

Voting shall not be by proxy.

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**That proposed wording shall replace the existing wording, which is the following:**

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**Section 5. Voting.** Voting shall be by individual voting member, defined as Commodores and Rear Commodores in good standing and Lifetime Commodores. Voting shall not be by proxy.

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by President Kathleen Watt and seconded by Jack Tyler. Some further discussion is presented on the following page.

**Discussion of Proposal 2: to Institute Voting for Board Members by Associate Members.**

Because an opposing viewpoint has been communicated to the Board, the following discussion is presented to assist members in making an informed decision on this proposal. It's pretty much slanted toward the Board's position, but, hey, we wrote it!

**Pro: This proposal is recommended by your Board of Directors because it will:**

- 1) by giving all paying members a say in leadership of the organization, encourage more members to take ownership of the traditions and responsibilities of SSCA membership,
- 2) encourage more Associate involvement, contribution and good will,
- 3) increase the number of voting members to ensure more equitable and extensive review of candidate merits for the position,
- 4) improve cohesion and camaraderie amongst the membership,
- 5) in all likelihood, increase the number of members applying for the Board of Directors, and,
- 6) encourage more qualified Associates to seek Commodore rank in order to expand their voting privileges.
- 7) In addition, there will be no added expense to SSCA since there is no incremental cost associated with electronic delivery of ballots or submittal of such.

**Con: The following arguments against the proposal have been communicated to your Board of Directors:**

- 1) With Associates outnumbering Commodores by a factor of about 8 to 1, their votes will out-number those submitted by our existing voting membership.
- 2) Members who may not be full time cruisers, members who own powerboats or other non-sailing members will have a say in who gets elected to represent the SSCA.

**Summary:** Your Board considers this amendment to be a win-win for the SSCA. Commodores will have a better "read" on the pulse of the membership when making critical choices on the future needs of the SSCA. There may well be an increase to the ranks of Commodores by changing the perception of the value of the rank. Associates may no longer feel disenfranchised and thus garner a better understanding of how the organization operates.

Furthermore, even with this change, Associates will not be in a position to alter the basic structure or traditions of SSCA - a serious concern expressed by many Commodores. It simply makes good sense to allow all members to vote for the leadership of the organization that represents them. Associates are active, full dues paying participants who, according to our existing Bylaws, can sit on the Board, but not vote for its members. Your Board strongly encourages your "FOR" vote on this Proposal.

**PROPOSAL 3: To change the phrase “liveaboard” cruiser to “full-time” cruiser when defining Commodores.**

This proposal is cosmetic in nature, but is based upon legal advice the Board received in connection with the anchoring rights issue of late. It is intended to protect Commodores who cruise in the State of Florida, and in other States that may follow suit, from having their boats declared “liveaboard vessels.” Under Florida Statute these vessels may not be allowed to anchor in Florida waters. (For a detailed explanation of this issue, see the October 2006 *Bulletin*, page 36-37.) The proposal also updates the existing reference to “Captain and Mate” to read “Captain and spouse or partner.”

Therefore, the following question is presented to the Membership:

**Shall the SSCA Bylaws, Article VI - Membership, Section 2 – Commodores, be changed in its entirety to read as follows?**

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**Section 2. Commodores.** The title of Commodore shall be granted individually to both the Captain and *spouse or partner*, at least one of whom is the owner of a sea-going sailing vessel and each of whom has successfully completed the nominating requirements.

(a) Nominating Requirements. To be nominated for the title of Commodore, an Associate Member must: (1) have *been a full-time cruiser* aboard his, her or their sailing vessel for at least one year; (2) be recommended by two voting members of this Corporation who have been voting members for at least one year and who *represent* two separate vessels or domiciles and (3) have fulfilled such seamanship requirements as the Board of Directors may from time to time designate and publish in the Commodores' *Bulletin*. The two-vessel and/or the two recommendation requirements may be reduced to one if, in the opinion of the Board of Directors, the applicant is unable to obtain a second recommendation due to cruising in an area remote from voting members.

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**That proposed wording shall entirely replace the existing wording, which is the following:**

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**Section 2. Commodores.** The title of Commodore shall be granted individually to both the Captain and Mate, at least one of whom is the owner of a sea-going sailing vessel which they jointly maintain as their principal place of year-round residence, and each of whom has successfully completed the nominating requirements.

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(a) Nominating Requirements. To be nominated for the title of Commodore, an Associate Member must: (1) have lived aboard his, her or their sailing vessel as their principal residence for at least one year; (2) be recommended by two voting members of this Corporation who have been voting members for at least one (1) year and who live aboard two separate vessels or domiciles and (3) have fulfilled such seamanship requirements as the Board of Directors may from time to time designate and publish in the Commodores' *Bulletin*. The two-vessel and/or the two recommendation requirements may be reduced to one if, in the opinion of the Board of Directors, the applicant is unable to obtain a second recommendation due to cruising in an area remote from voting members.

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(Please note that Italics are simply for added clarity and are not part of the proposed change.)

The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Nancy Zapf and seconded by Steve Leeds. The Board recommends a vote FOR the amendment.

**PROPOSAL 4: Identical to Proposal 3 (changing the phrase “liveaboard” cruiser to “full-time” cruiser) but in a different Bylaws Section defining Rear Commodores.**

Sorry for the seeming duplication here, but technically these changes need to be handled separately. This proposal changes the “live-aboard” verbiage to “full time” cruiser in the Bylaw Section dealing with Rear Commodores. The reason for the proposal is the same as for Proposal 3.

Therefore, the following question is presented to the Membership:

**Shall the SSCA Bylaws, Article VI - Membership, Section 3 – Rear Commodores, be changed in its entirety to read as follows?**

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**Section 3. Rear Commodores.** Rear Commodores are those members of the Corporation who were formerly Commodores but who *are no longer full-time cruisers*, or are those who were formerly Associates, but who have completed a full term of office as a Director of the Corporation. Rear Commodores must have fulfilled all of the qualifications for Commodore in order to be reinstated as or to be nominated as Commodores.

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**That proposed wording shall entirely replace the existing wording, which is the following:**

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**Section 3. Rear Commodores.** Rear Commodores are those members of the Corporation who were formerly Commodores but who no longer live aboard their sea-going vessel, or are those who were formerly Associates, but who have completed a full term of office as a Director of the Corporation. Rear Commodores must have fulfilled all of the qualifications for Commodore in order to be reinstated as or to be nominated as Commodores.

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Nancy Zapf and seconded by Steve Leeds. The Board recommends a vote FOR the amendment.

**PROPOSAL 5: To allow Associates who qualified for, but did not become Commodores in the past to apply directly for Rear Commodore status.**

This proposal is made because it has come to the attention of the Board that there are some longstanding Associate Members who would have, at some point in the past, qualified as Commodores but, due to faulty information given them regarding the nominating requirements, failed to apply at the time. We would like to give these Associates an opportunity to become voting members.

Therefore, the following question is presented to the Membership:

**Shall a new Paragraph (b) be added to the SSCA Bylaws Article VI: Membership, Section 3, Rear Commodores, that reads as follows?**

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b.) An Associate Member who would like to apply for the title of Rear Commodore must have at one time in the past have been a full-time cruiser aboard his, her or their sailing vessel for at least 12 consecutive months, have been a member in good standing at that time, and fulfill all other nominating requirements for Commodore (See Section 2. Commodores).

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Nancy Zapf and seconded by Craig Briggs. The Board recommends a vote FOR the amendment.

**PROPOSAL 6: To allow for sending ballots to members via email.**

Because many, many members communicate with the SSCA via email these days, this proposal would allow for sending ballots to them in the same way. It has the potential to reduce printing and postage costs significantly as well as enhancing communications with members and quite likely increasing voter participation by making it easier to vote.

Therefore, the following question is presented to the Membership:

**Shall the SSCA Bylaws, Article XII – Amendment, Section 1, Paragraph (c), be changed in its entirety to read as follows?**

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**Section 1. (c)** The Board shall consider all amendment motions submitted to it at least forty-five (45) days prior to the last scheduled Board meeting prior to the date ballots are required to be *e-mailed or* mailed to voting members. Amendment motions received after this date shall be considered for the subsequent year's ballot. To allow time for all voters to respond, at least one hundred twenty (120) calendar days prior to the scheduled date of the Annual or Special Meeting, ballots shall be sent to all voting members *to their e-mail address on file; if there is no e-mail address or if the e-mail ballot is returned undeliverable, then it shall be mailed to the postal address on file*, unless the Corporation has been otherwise instructed by the member in writing. Voting members may return ballots by mail or by other means up to a deadline for such submission established by the Board of Directors and included on the ballot. Such deadline shall be not more than ten (10) business days prior to the scheduled meeting. Voting members wishing to submit their vote after this deadline may do so in person at the meeting during which the proposed amendment(s) will be voted upon. No voting may be by proxy.

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**That proposed wording shall entirely replace the existing wording, which is the following:**

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**Section 1. (c)** The Board shall consider all amendment motions submitted to it at least forty-five (45) days prior to the last scheduled Board meeting prior to the date ballots are required to be mailed to voting members. Amendment motions received after this date shall be considered for the subsequent year's ballot. To allow time for all voters to respond, at least one hundred twenty (120) calendar days prior to the scheduled date of the Annual or Special Meeting ballots shall be sent to all voting members at the address to which their *Bulletin* are mailed, unless the Corporation has been otherwise instructed by the member in writing. Voting members may return ballots by mail or by other means up to a deadline for such submission established by the Board of Directors and included on the ballot. Such deadline shall be not more than ten (10) business days prior to the scheduled meeting. Voting members wishing to submit their vote after this deadline may do so in person at the meeting during which the proposed amendment(s) will be voted upon. No voting may be by proxy.

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Nancy Zapf and seconded by Ernest Kraus. The Board recommends a vote FOR the amendment.

**PROPOSAL 7: To clarify that a two thirds vote is needed to amend the By-Laws and the Articles of Incorporation.**

This proposal is for “housekeeping” purposes to correct a latent inconsistency between the Bylaws and the Articles of Incorporation; it makes no change to the existing intent of those documents. Your Board has determined that in 1997 a Bylaw amendment was passed that changed the required vote for amending the Bylaws from a simple majority of members present to a two thirds majority of votes cast, and this is how the Bylaws read today.

Unfortunately, the Articles of Incorporation were not changed to reflect this and are thus inconsistent with the Bylaws. Furthermore, the Articles also stipulate a simple majority vote as being required to amend the Articles, rather than the two-thirds vote that the 1997 vote most surely meant to be applied to both the By-Laws and the Articles.

Therefore, the following question is presented to the Membership:

**Shall the SSCA Articles of Incorporation, Article VIII – Bylaws, Section 2 and Article IX – Amendments – Section 1 and Section 2 be changed in their entirety to read as follows?**

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**Article VIII – Bylaws, Section 2:** The Bylaws of this corporation may be amended in accordance with the procedures specified therein.

**Article IX – Amendments, Section 1:** These Articles of Incorporation may be amended in accordance with the same procedures specified in the Bylaws for making amendments to the Bylaws.

**Article IX – Amendments, Section 2:** [Removed in its entirety]

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**That proposed wording shall entirely replace the existing wording, which is the following:**

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**Article VIII – By-Laws, Section 2:** The By-Laws of this corporation may be altered, amended or rescinded by a majority vote of the members present at any meeting of this corporation, provided that the members of the corporation shall be given not less than two weeks written notice of any proposed amendment, alteration or rescission.

**Article IX – Amendments, Section 1:** These Articles of Incorporation may be amended at a special meeting of the Membership called for that purpose, by a majority vote of those present.

**Article IX – Amendments, Section 2:** Amendments may also be made at a regular meeting of the Membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

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The Board of Directors has unanimously approved placing this question before the membership based on a motion made by Nancy Zapf and seconded by Patti Miller. The Board recommends a vote FOR the amendment.