



FSSA Board of Governors

Action Item – FSSA Constitution Proposed Changes

Date: February 19, 2022

Submitted By: Dan Goldberg

Committee: Amendments

Action Requested:

Board of Governors endorsement of proposed changes to the Constitution.

Submitters Pros:

See the attached proposed changes, which include the reason for each change. These changes arose from various questions and comments recently received about the Constitution. In general, the proposed changes clarify and update the current class rules to reflect actual practices.

Submitters Cons:

None.

Impact :

List FSSA Rules That Are Affected:

See the attached proposed changes.

Financial Impacts

None.

Political Impact :

None, but should eliminate some confusion in the existing Constitution.

Comments :

Staff :

Budget Committee:

Primary Committee:

Divisional Committee :

Board Action:

PROPOSED CHANGES TO THE CONSTITUTION

Key: Except for Articles that have been deleted in their entirety and completely re-written, additions in the markup copy are shown in green and deletions are shown in red overstrike. A clean copy of the resultant changes are shown immediately after the markup copy.

ARTICLE II - OBJECTIVE

Proposed change:

The objective of the FSSA is to promote Flying Scot® sailing and class racing under uniform rules, to sponsor certain charitable and educational projects, and to rigidly maintain ~~rigidly~~ the one-design features of Flying Scot® sloops, as originally designed by Gordon K. Douglass.

CLEAN COPY:

The objective of the FSSA is to promote Flying Scot® sailing and class racing under uniform rules, to sponsor certain charitable and educational projects, and to rigidly maintain the one-design features of Flying Scot® sloops, as originally designed by Gordon K. Douglass.

Reason for the change: The FSSA promotes other forms of sailing (such as cruising), in addition to racing. The other change is editorial.

ARTICLE IX - MEMBERSHIP CLASSIFICATIONS

CURRENT WORDING:

1. Active Members and Life Members

a. Active and Life Members have the privileges of holding office in, and voting on FSSA matters. Fleet members with voting rights on FSSA matters shall be restricted to Active Members, Club Members and Life Members. He/She must be one of the following:

- (i) an owner, or
- (ii) a bona fide co-owner as registered with the FSSA, or
- (iii) a helmsman who sails a club owned boat belonging to his/her yacht club, provided that the individual is a Club Member

b. There are no age or gender limitations.

2. Associate Member

a. An Associate member must be one of the following:

- (i) a non-owner who has been a crew on a specific Flying Scot® with respect to which some person is an Active Member; or

(ii) a member of the immediate family (husband or wife, or sons, daughters, or wards of the family under the age of 21) of an Active Member; or

(iii) a part-owner as registered with the FSSA of a Flying Scot® or a member of his/her immediate family, provided that at least one of the part-owners of such Flying Scot® is an Active Member.

b. There are no age or gender limitations.

c. An Associate Member cannot vote on national FSSA matters or represent a Fleet at a national FSSA Meeting except if acting as proxy.

3. A Family Member is a combination of one Active Member and unlimited Associate Members who are all members of the Active Member's immediate family (husband or wife, or sons, daughters, or wards of the family under the age of 21 [if out of school] or 23 [if still in school]) and are all residing at the same address. The Active Member is the only member to get FSSA mailings (including Scots n' Water) with this membership classification. The other Family Members do not need to pay additional dues. Family Members who are spouses of Active or Life Members have the privileges of holding office in, and voting on FSSA matters.

4. A Sustaining Member is a non-owner who joins the FSSA because of any interest in the Class. A Sustaining Member shall not vote, hold office or represent a Fleet.

5. A Sponsoring Member is any company or individual who provides products and/or services to the membership or who has an interest in the FSSA. A Sponsoring Member shall not vote, hold office, or represent a Fleet.

6. A Life Member is an individual who pays a one-time fee to become a lifetime member, and has the same privileges as an Active Member.

7. A Club Member is an individual belonging to a Club/Association which owns registered Flying Scots®. A Junior whose parent is a Club member may sail a Club boat without paying for a second Club membership.

8. A Junior Member is a person under the age of 18 who is a non-owner of a Flying Scot®. To be eligible to helm in sanctioned junior events, that individual must not have reached his/her 19th birthday prior to the event, and must not have competed at the intercollegiate level.

9. Subject to the approval of the Fleets concerned, a member may belong to more than one Fleet at a time. Such a member shall have, however, only one vote in District and FSSA business and his/her Flying Scot® may only qualify for sanctioned events from one Fleet. He/She shall notify the Executive Secretary which of his/her multiple-fleet memberships is to be used for voting purposes.

PROPOSED REVISED WORDING:

1. Active Member

a. An Active Member is an individual who:

i. shall be a Flying Scot owner or a co-owner as registered with the FSSA and defined in Bylaw Article B-VIII-6.d;

ii. pays annual dues in an amount established by the Board of Governors;

- iii. has the privilege of voting on FSSA matters;
- iv. has the privilege of holding an FSSA office;
- v. receives the Scots n' Water magazine; and
- vi. has access to the members-only section of the FSSA website.

2. Life Member

- a. A Life Member is an individual who:
 - i. shall initially be a Flying Scot owner or a co-owner as registered with the FSSA and defined in Bylaw Article B-VIII-6.d;
 - ii. pays a one-time fee in an amount established by the Board of Governors;
 - iii. has the privilege of voting on FSSA matters;
 - iv. has the privilege of holding an FSSA office;
 - v. receives the Scots n' Water magazine; and
 - vi. has access to the members-only section of the FSSA website.
- b. A Life Member continues as a Life Member even if he/she no longer owns his/her boat.

3. Family Member

- a. A Family Member is an individual who:
 - i. resides at the same address as an Active member or Life Member;
 - ii. is a spouse, son, daughter or legal ward of the family under the age of 21 (if out of school) or 23 (if still in school);
 - iii. if he/she is a spouse of an Active or Life Member, may hold office in, and vote on, FSSA matters in place of the Active or Life Member;
 - iv. has access to the members-only section of FSSA's website.
- b. A family membership consists of one Active or Life Member, and an unlimited number of Family Members who meet the criteria of i. and ii. above. The dues for family membership shall be an amount established by the Board of Governors.

4. Club Member

- a. A Club Member is an individual who:
 - i. belongs to an Executive Committee-approved Club or Association which owns Flying Scots registered with FSSA;
 - ii. pays annual dues in an amount established by the Board of Governors;

- iii. has the privilege of voting on FSSA matters, but fleet votes for all Club Members shall be limited to the number of Flying Scots owned by their Club or Association and registered with the FSSA;
 - iv. has the privilege of holding an FSSA office;
 - v. receives the Scots n' Water magazine; and
 - vi. has access to the members-only section of the FSSA website.
- b. A Club Member's son, daughter or legal ward under the age of 18 may sail a Club boat without paying for a Club Membership.
- c. Note - The Club/Association shall annually register the boat(s) it owns with the FSSA at a fee equal to fifty percent of the Active Member fee, for each boat.

5. Associate Member

- a. An Associate member is an individual who:
- i. does not own a Flying Scot;
 - ii. crews for an Active, Life, Family or Club Member;
 - iii. pays annual dues in an amount established by the Board of Governors;
 - iv. receives the Scots n' Water magazine;
 - v. has access to the members-only section of the FSSA website;
 - vi. may not vote on FSSA matters; and
 - vii. may not hold an FSSA office.

6. Junior Member

- a. A Junior Member is an individual who:
- i. is under the age of 18;
 - ii. does not own a Flying Scot;
 - iii. pays annual dues in an amount established by the Board of Governors;
 - iv. receives the Scots n' Water magazine;
 - v. has access to the members-only section of the FSSA website;
 - vi. may not vote on FSSA matters; and
 - vii. may not hold an FSSA office.

7. Affiliate Member

- a. An Affiliate Member is any individual or company who:

- i. is a non-owner who joins the FSSA because of any interest in the Class, or who provides products and/or services to the FSSA membership;
- ii. pays annual dues in an amount established by the Board of Governors;
- iii. may not vote on FSSA matters;
- iv. may not hold an FSSA office; and
- v. may not represent a fleet at an Annual Meeting or Special Membership Meeting.

Reason for the changes: The changes serve the following purposes:

1. *They clarify the various membership categories.*
2. *They list in detail exactly what the requirements and privileges are for each type of membership.*
3. *The combine "Sponsor" and "Sustaining" membership into a single "Affiliate" membership, because they are basically similar.*
4. *The format is "cleaner" and more readable.*

ARTICLE X - EXECUTIVE OFFICERS

Subarticle 1.b

Proposed change:

b. ***First Vice-President*** - The First Vice-President shall officiate in the absence of the President. In addition, the First Vice-President shall serve as a member of the National Championships Committee and the Amendments Committee, **shall be responsible for finding hosts for, scheduling and coordinating all national-level sanctioned events**, and shall serve as **the** judge for the Fleet of the Year Competition.

CLEAN COPY:

b. ***First Vice-President*** - The First Vice-President shall officiate in the absence of the President. In addition, the First Vice-President shall serve as a member of the National Championships Committee and the Amendments Committee, shall be responsible for finding hosts for, scheduling and coordinating all national-level sanctioned events, and shall serve as the judge for the Fleet of the Year Competition.

Reason for the change: This reflects current practice, and ensures that someone is identified as the responsible person.

ARTICLE XVIII – VOTING AT ANNUAL OR SPECIAL MEETINGS

CURRENT WORDING:

1. Deleted.
2. Each Fleet in good standing with the FSSA shall be entitled to cast one (1) vote for each FSSA member enrolled in said Fleet. No Fleet is entitled to more than one third (33 1/3 percent) of the total number of votes cast.
3. No more than one (1) vote shall be allowed for any one Active Member no matter how many Flying Scot® sloops he/she may own. Membership books close thirty (30) days before any meeting, or as ordered by the Executive Committee. Votes shall be cast in accordance with the instructions of individual Active Members.
4. Only Active, Life, or Club members (or a Fleet's accredited delegates, proxies, or alternates), shall make nominations or make or vote on motions. All entitled to vote shall vote on each motion unless excused by the Chairman of the meeting. A majority of votes cast shall decide all questions not otherwise stipulated, and the Chair shall cast the one deciding vote in case of a tie and may also fix a time limit on speakers and debate of motions.

PROPOSED REVISED WORDING:

1. Each Fleet in good standing with the FSSA shall be entitled to cast one vote for each FSSA paid Active, Life, Family or Club member enrolled in said Fleet, except that fleet votes for all Club Members shall be limited to the number of Flying Scots owned by their Club or Association and registered with the FSSA. No Fleet is entitled to more than one third of the total number of votes cast.
2. No more than one vote shall be allowed for any one eligible voting member no matter how many Flying Scot sloops he/she may own. Membership books close 30 days before any meeting, or as ordered by the Executive Committee. Votes shall be cast in accordance with the instructions of individual eligible voting members.
3. Only Active, Life, or Club members (or a Fleet's designated delegates, proxies, or alternates), shall make nominations or make or vote on motions. All entitled to vote shall vote on each motion unless excused by the Chairman of the meeting. A majority of votes cast shall decide all questions, and the Chair shall cast the one deciding vote in case of a tie and may also fix a time limit on speakers and debate of motions.

Reason for the changes: The main purpose of the changes is to delineate the voting rights of Club members, and to limit Club member votes to the number of Flying Scots owned by the Club/Association.

ARTICLE XX – AMENDMENTS AND REVISIONS

Current wording:

1. The **Constitution and Specifications** may never be suspended but may be revised or amended at an Annual or Special Meeting by two-thirds (2/3) of the voters present.
2. **Bylaws:** The Board of Governors may approve revisions of or amendments to the Bylaws by an affirmative vote of a majority of its entire membership or three-fourths ($\frac{3}{4}$) of those present at a meeting or by documented electronic correspondence, whichever is the greater. Changes to

the Bylaws may be submitted by Fleet action to the Amendments Committee, for review and submittal to the Board of Governors.

3. **Specifications:** Amendments or revisions to the Specifications may be proposed by Fleet action to the Chief Measurer, who shall present the proposal to the Measurement Committee for further study and action, or by the Measurement Committee itself. Amendments or revisions shall be ratified by the Board of Governors, and shall be subject to a subsequent vote at an Annual or Special Meeting of the FSSA before final adoption. Changes shall be published in the next issue of *Scots n' Water* and posted on the FSSA website.

4. **Constitution:** Proposed amendments to the Constitution shall be submitted to the Amendments Committee either by Fleet action, or by the Executive Committee (after receiving ratification by the Board of Governors).

5. The basic principles of Articles III, IV, V and VI cannot be changed, nor can an amendment or revision be passed which shall render ineligible a former Flying Scot® sloop or Active Member whose eligibility was established under the then existing Class Rules and whose status cannot be changed to conform to the proposed amendments. Retroactive legislation shall not be passed affecting Active Members' or Fleets' constitutional rights, except by a three-fourths (¾) vote of the total voting strength of all Fleets in good standing in the FSSA. If not present, a referendum may be ordered.

6. All proposed amendments and revisions, at either Annual Meetings or a Special Meeting, must be included in the notice thereof which shall be forwarded to the all FSSA Fleet Captains and District Governors for distribution, and posted on the FSSA Website not less than thirty (30) days prior to the date of the meeting.

7. **Summary Table.** A summary of the process for amending or revising the Constitution, Bylaws, and Specifications is shown in the table below.

DOCUMENT	INITIATOR OF CHANGES	PRELIMINARY RATIFICATION OR VOTE	FINAL VOTE
Constitution	Fleet or Executive Committee (to the Amendments Committee)	Board of Governors	Membership, at Annual or Special Meeting
Bylaws	Fleet or Board of Governors (to the Amendments Committee)	(Not applicable)	Board of Governors
Specifications	Fleet (to the Chief Measurer) or Measurement Committee	Board of Governors	Membership, at Annual or Special Meeting

Proposed change: Delete the Article in its entirety, and substitute the following:

1. Any FSSA member, committee, or the Board of Governors may initiate proposed changes to the Constitution, Bylaws, and Specifications by completing an FSSA Action Item form (available on the FSSA website), including the reason for the changes and the pros and cons of each change. For changes initiated by an individual member, that member's Fleet Captain shall request a Fleet vote on the proposed changes. Only dues-paying FSSA members are eligible to vote.
2. For the Constitution and Bylaws, all proposed changes shall be submitted to the Amendments Committee (via the Chair of that committee).
3. For the Specifications, all proposed changes shall be submitted to the Measurement Committee (via the Chair of that committee).
4. The Amendments Committee (or the Measurement Committee, for the Specifications only), shall review each change for clarity, completeness, conflicts with other requirements, and to ensure that the proposed changes are sufficiently justified and pass the "common sense" test.
5. The Amendments Committee (or the Measurement Committee, for the Specifications only) shall attempt to resolve all questions and concerns, and then, if in agreement, shall forward the proposed changes to the FSSA President. The Executive Committee's approval is not required before submitting changes to the Class Rules for a vote, but the Executive Committee may provide input. The President shall request the FSSA Executive Secretary to post proposed changes on the FSSA website at least 30 days prior to a vote.
6. **Bylaws Changes** – The President shall submit the proposed changes to the Board of Governors for a vote with at least 30 days' notice.
7. **Constitution and Specification Changes** – The President shall submit the proposed changes to the Board of Governors for endorsement. If the Board of Governors endorses the changes, the President shall request the Executive Secretary to distribute the proposed changes to the Fleet Captains, with a request for them to distribute the proposed changes to the Fleet members and have them vote on them, with at least 30 days' notice. Fleet Captains or proxies appointed by the Fleet Captain shall cast their vote at the Annual Meeting or at a Special Meeting. Proxy voting is allowed for fleets not represented at the meeting. Voting shall be conducted at a live or virtual meeting, or by electronic correspondence.
8. **Voting:** For a vote to be valid, a quorum of the voting body must participate in the vote. A quorum is defined as at least one-half of the members of the body voting, and passage shall require a majority (at least one more than half) of those voting. For example, if the voting body consists of 15 members, the quorum for a valid vote is 8 members. In this example, if there are 8 members voting, at least 5 members must vote "yes" to approve a proposed change.
9. Any boat which conformed to the Class Rules at the time of its purchase will remain eligible to compete in sanctioned events, even if the Class Rules are changed at a later date in a manner which requires structural changes to the boat. This does not include changes required for safety, such as bow bags and transom ports, which are mandatory for all boats in sanctioned events.

10. **Summary Table.** A summary of the process for amending or revising the Constitution, Bylaws, and Specifications is shown in the table below.

DOCUMENT	INITIAL REVIEWER	ENDORSEMENT REQUIRED	FINAL VOTE
Constitution	Amendments Committee	Yes, by the Board of Governors	Membership, at Annual or Special Meeting
Bylaws	Amendments Committee	No	Board of Governors
Specifications	Measurement Committee	No	Membership, at Annual or Special Meeting

Reason for the changes:

Many questions have arisen about the meaning and intent of this Article. The current wording is not clear on who can initiate changes, on the responsibilities of all the parties involved (Fleet Captains, Amendments Committee, Measurement Committee, Board of Governors, and Executive Committee), and on the voting procedure. The proposed changes clarify the responsibilities. The new wording specifically allows review (but not formal approval) of Bylaw changes by the Executive Committee, because that committee can provide useful input. Unnecessary sub-paragraphs and confusing or superfluous words have been deleted. Paragraph 9 replaces current paragraph 5, to clarify its intent and to give an example. As written, the wording in paragraph 5 is archaic, obtuse, and hard to understand.

Revision 2-24-22