



Breezes AND Blows



Ocean Springs Yacht Club

November 2023

100 Front Beach Drive
Ocean Springs, MS 39564

Commodore's Report



The Club's renovations will be beautiful. There have been many things related to the fire recovery that have been accomplished in the past few months. Although our Club was perfect the way it was, we have made some changes. The changes are improvements for future growth. We are making large

improvements on a budget. Change is not always bad, and change doesn't always mean that something was wrong. Your opinion and how you react to change is how those labels are made. I am here to tell you that everything happens for a reason, and we needed upgrades. We now are making those upgrades with money we didn't have before. The timing was impeccable.

Timing is something that I wish we could speed up but everything takes time. Remodeling can be timelier than starting from scratch. And remodeling after a fire is quite timely, especially pulling everything that has been damaged. Granted, to some this is an easy task, but if it is done correctly it takes some time. You must keep and reuse what is not broken and upgrade the things that are outdated. You must do all these tasks after you have been granted the insurance money and the most difficult part is getting all eleven members of the Board on the same page. One bad egg can put you behind schedule, but I know that the decisions that I have made, I have made for the wellbeing of our Club.

Everything will be going up quickly from here. If you would like a tour of the facility upstairs, please ask a manager for a guided tour. I will be posting pictures of the facility that will be sent out on a regular basis until it's complete. Downstairs will be weather proofed for the cold season. I have special ordered clear plastic covers to be installed on the outside perimeters. We will also be purchasing more stand-up heaters. Your patience is much appreciated as this has been a process that no one would want to endure but I am grateful to all of you that have trusted me to make your Club great again!

Please join us November 6th at the Gulf Hills Resort. We will be having our annual membership meeting and I encourage everyone to join us.

XOXO
Nicole McClendon

2023 Flag/Corporate Officers:

Commodore - Nicole McClendon
Vice Commodore - Carroll Kovacevich
Rear Commodore - Michael Ramsey
Fleet Captain - Amanda Romano
Treasurer - Gian Motta
Secretary - William Buchanan



Board of Governors

2nd Year Board Member - Kristen Grizzard
2nd Year Board Member - Dos Hetrick
1st Year Board Member - Sandra Carter
1st Year Board Member - Wendie Hilliard
Past Commodore - Lloyd Hebert



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P.O. Box 821, Ocean Springs MS 39566 (228) 875-1915

From the Vice Commodore,
Carroll Kovacevich



It's General Membership Meeting time. I hope most of you are aware that The Ocean Springs Yacht Club Annual General Membership Meeting will be held Monday November 6, 2023 at 7:00 pm. The meeting place will be The Gulf Hills Hotel and Resort. Doors will open for the meeting to sign in and refreshments. The

meeting will start at 7:00 PM sharp, please join us!

The focus will be the election of officers, board of governors along with voting on the proposed bylaws changes. There will be updates on our financial status, construction progress and the sailing program. Also any plans for future developments and events. Members will be allowed three minutes for comments and questions. So if you can please attend.

The weather has been nice, but business has been slow downstairs, so we have adjusted the hours of operations. I would ask if you get the chance come down and enjoy the food and drink. But more importantly come down and support our hardworking and dedicated employees. Thanks!

Carroll

From the Rear Commodore,
Michael Ramsey



Ahoy!

Recently I saw a Sun Herald article entitled "Why is the Ocean Springs Yacht Club suing its insurance carriers? Here's what we know". As a first matter of clarification, the lawsuit that the article discusses is related to a lawsuit stemming from

damages that the Club received during Hurricane

Zeta. This suit is not related to our fire damage claim currently in process. At the time, our insurance provider told us that the claim we had was less than our deductible and we were not going to recover any part of our claim. We later contacted a loss consultant and resubmitted the claim. The insurance company has dragged its feet and recently the Board authorized a lawsuit against the insurance company. It is important to know that this lawsuit is not costing the Club anything out of pocket and the law firm that we hired is only compensated if we can recover money by settlement or by judgment. If we can recover anything, it is a win for the Club. If we do not recover anything, we have not lost anything.

The article itself did not contain any information aside from what was available through public court records. No one from the Sun Herald reached out to the Club for comment and – while I do not think that the information reported is negative – it lacks context. Anyone who has had an insured loss should be able to understand the Board's position. Insurance companies are interested in protecting their bottom line and as fiduciaries of the Club, the Board needs to protect the financial interests of the Club. I am proud to say that we have done this, and that we continue to do so. Not only are we fighting to recover money to reimburse our repairs after Hurricane Zeta, but our Board and - especially our recent past commodores - have ensured that the Club received Covid relief funds and Employee Retention Credits. We also have retained a loss consultant to ensure that we receive what is due to us from the fire damage. These decisions have helped to place the club in a strong economic position and our financials will show that. A strong financial condition will ensure that the club not only survives but that it thrives. While we cannot predict every challenge of tomorrow, we can prepare for them. I want to thank Lloyd, Tim, Joe, Nicole, and everyone who has helped to ensure the prosperity of the Club throughout hurricanes, a pandemic, and arson. I look forward to continuing their great work and making sure that the Club stays strong.

I look forward to seeing you at the Club!

Mike Ramsey
Rear Commodore



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From Your Club Manager, David Danna
Office@osyc.com

Greetings OSYC'ers!

"Progress is impossible without change"
(George Bernard Shaw).

Shaw's quote perfectly captures what's happening at OSYC: progress and change with our building, progress and change in our operational software. Both are no small undertakings, yet the end result will be well worth the wait.

As most of you know, we are switching our software to Clubessential, and jettisoning Jonas. The reason for the change is that Clubessential is a much more user-friendly, comprehensive "one-stop-shop" software program.

There are 4 basic modules to the software: accounting, membership, website, POS (point-of-sale). On the back end, the software makes daily operations on the back end much easier and simpler to navigate.

For members, the most exciting, significant and visible change will be to our website. We are creating a new, private, members only link to our current website that will allow members to create your own profile, enter your payment information, and see your statement!!
Woohoo!!!!

Another exciting change will be the way the club communicates with our members. Clubessential will allow us to centralize the mode and manner in which we will send club updates, announcements, upcoming events, menus, regattas, etc.

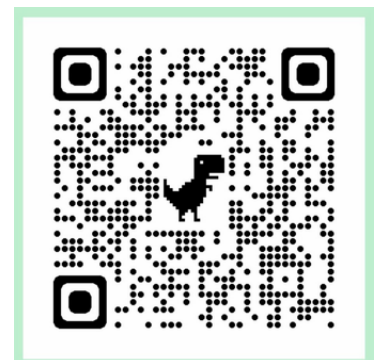
Clubessential will be live on the back end (office) on December 1st. The private, members only website will be live sometime in December. We don't have an exact date yet.

Rest assured, I will keep the membership apprised as to when the website will be live. I will provide instructions on how to log in, and create your profile. Easy peasy!

I am very excited about direction we are headed: rebuilding, renovation, and.....rejuvenation!

There's a shadow on the road behind. There's sunlight on the road ahead.

David Danna
General Manager
office@osyc.com.





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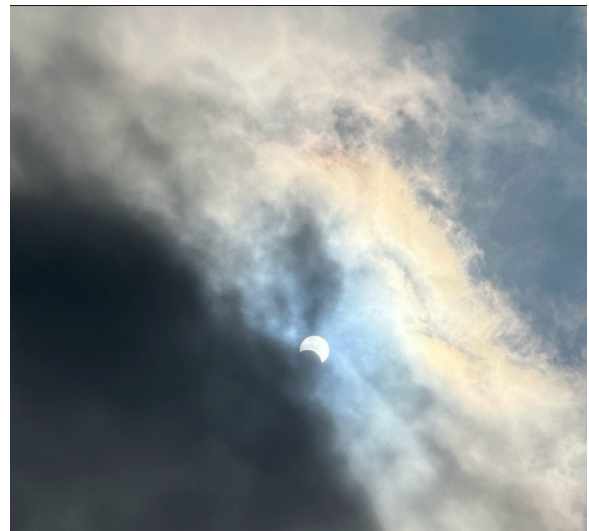
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Burgee Exchange



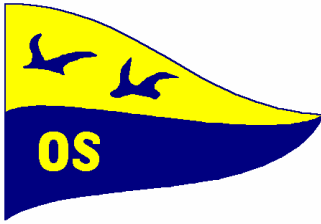
Robbie Holstead (OSYC member and past Fleet Captain) and Sheboygan Yacht Club's general manager Sean Pieters, exchange club burgees at the Sheboygan Yacht Club, located on the western shore of Lake Michigan to the north of Milwaukee, Wisconsin. The exchange took place in early September of this year.

Photos to the right, taken from the Ocean Springs Sailing Squadron's Facebook page, show Wave catamarans participating in the 2023 Formula Wave Class Deep South Regatta and the partial annular solar eclipse visible during the event on Saturday, October 14, 2023.





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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.

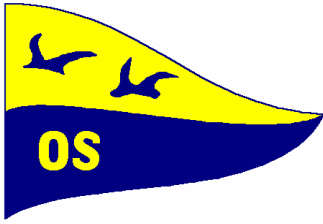
As required, notice of this called membership meeting is being announced to the members no less than two (2) weeks, nor more than six (6) weeks in advance of the meeting, and includes the purpose of the meeting. Additional announcements of the meeting and a proxy form will be included in the October 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.