

Minutes of Regular Board of Directors Monthly Meeting

Date: Thursday, April 5, 2018 Location: SWYC @ 6:30 pm

1. Call to Order – 1841 – Keith Ericson, Kym Kapalla, Renee Hirsh, Danyel Shipley, Cleve Hardaker, Colleen Cooke, Mark Clements, Chris Bennett, Susi Graff, Jon Gardner, Sue Brown, Lynsi Gibbons

2. Quorum – YES - *Article V: Section 7. Meetings: A regular meeting shall be held each month. Seven Officers shall constitute a quorum.*

3. Introduction of Guests - NONE

4. Announcements - NONE

5. Review and Approve:
 - a. Agenda: April 5, 2018
 - b. Minutes: March 1, 2018, on the web site

Above Minutes and Agenda approved

6. Treasurer's Report – *financials presented by email*

7. Email Votes - NONE

8. Old Business
 - a. CRA Race Check List
https://docs.google.com/spreadsheets/d/18kLpicb_YzPcxa6-udOI8pwK46ZLPEvoFu1lrSH9IAQ/edit?ts=569810eb#gid=0

 - b. Beer Can Series preparations – *meeting Wednesday, 4/11 – preparations about 85% complete – probably Kickoff party by North at Harbor Island West Marina – 20% of boats already registered – suggested to send emails to all who participated last year to encourage early registration – PHRF can also send such an email*

9. New Business

a. From Colleen Cooke: Dennis Conner's proposes to loan CRA money to pay for RC equipment- *\$10,000 at no interest with no definite payment date – to buy a mark set bot – questions: can we try it out first? can we rent it to other clubs? consent: more research needed but the board likes the idea. Susi Graff and Colleen Cooke to be the mark set bot committee.*

b. From Colleen Cooke: The on-line Membership registration form still has the old liability verbiage and still allows for membership to be paid for via a check. *No action on Liability Release Statement. Susi Graff will talk to Regatta Network about removing accepting checks.*

This is the Liability Release on the Membership Application: In applying for membership in the Cortez Racing Association, I agree to abide by its By-Laws, rules and sailing instructions. Membership in the US SAILING ASSOCIATION is strongly encouraged. To join US Sailing, use the link found at the CRA web site – **www.cortezracing.com**

The Fine Print: I, in consideration of the acceptance of my Membership Application for myself and my heirs, administrators, executors, successors and assigns, hereby waive, to the fullest extent permitted by law, any and all rights to sue CRA with respect to personal injury and/or property damage suffered by myself or my crew as a result of participation in any CRA event and hereby release CRA from any and all liability for such injury and damage. I agree to accept responsibility for the safety, welfare and conduct of all persons aboard my yacht during any CRA race or function. I agree to maintain and equip my yacht in accordance with all applicable Federal, state and municipal statutes, regulations and rules, including those of the U.S. Coast Guard, US Sailing Association and CRA. Additionally, I agree to comply with all rules and sailing instruction governing the races and I agree that any contestant may inspect my yacht before or after any race under jurisdiction of the fleet measurer or Race Committee Chairman. The interpretation of this release and waiver shall be performed as if both parties had an equal opportunity to draft the entire release. I further expressly understand and agree that the foregoing release and waiver is intended to be as broad and inclusive as is permitted by law and that if any portion is held invalid, it is agree that the balance shall continue in full force and legal effect.

This is the Liability Release as stated in the ByLaws: ARTICLE VII: LIABILITY AND INDEMNIFICATION

Section 1. Liability: The liability of the Directors and Officers of the Association for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. Indemnification: Except to the extent prohibited by California law, CRA shall indemnify and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person is/was an Officer of the Association, against judgments, fines amounts paid in settlement, including attorney's fees incurred as a result of such action, suit or proceeding or any appeal therein. The foregoing right of indemnification shall be contingent upon a finding by a disinterested majority of the Board of Directors of this Association, or, if a majority of the Board is not disinterested, then by independent legal counsel, that such person was acting in good faith within what such person reasonably believed to be the scope of such person's authority or employment and for a purpose which such person reasonably believed to be in the best interest of the Association. The Association is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Association and members through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporation Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporation Code.

Section 3. Insurance: The Board of Directors may authorize the Association to purchase insurance in order to meet its obligations under the terms and provisions of this Article.

C. from Chris Bennett - Member List Employment – *a member could list their area of business some where on our web site – Susi Graff and Chris Bennett will work on this addition to web site.*

10. NONE - New Member applications approved by email vote since the last meeting. *From the ByLaws: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent, in writing or by electronic media, to such action. Such consents shall be filed with the minutes of the proceedings of the Board.*

11. New Member applications (in need of approval)

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| 637 | Mark Reece | Admiralty 30 | Regular |
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| 638 | Cate Thero | | NA | Associate |
| 639 | Don Garber | | Alerion Express 38-2 | Regular |
| 640 | Walter Noss | | Beneteau First 30 | Regular |
| 641 | Tina Workman | | NA | Associate |
| 642 | Richard Allen | | NA | Associate |
| 643 | Brad Stump | | Olson 30 | Regular |
| 644 | Johannes | Neuendorf | DK46 | Regular |
| 646 | Thomas | Laffler | NA | Associate |
| | | | | Associate |
| | William | Godfrey | NA | |
| | Cricket | Tryon | NA | Associate |

All above member requests approved by unanimous vote

12. Directors Reports:

Commodore: *SWYC's Commodore's Race – Kym Kapalla is planning to sign up using Blind Squirrel – Cleve Hardaker and Kym Kapalla met with SGYC Commodore about partnership in Beer Can Series - Cleve Hardaker has heard nothing – Cleve Hardaker will talk to Commodore one more time and if nothing we will drop SGYC from the partnership next year.*

Vice Commodore: *asks about Living Coast – it is not happening with CRA*

Rear Commodore: Not Present

Fleet Captain: *Locker Key – decided one should stay with Clark Hardy whose office is very close*

Secretary: *Keith Ericson attended the Harbor safety Committee Meeting and will continue to do so*

Junior Staff Commodore: No Report

Treasurer: No Report

Membership Director: *some minor questions about membership procedures mostly answered by Sue Brown and Colleen Cooke*

Communications Director: *email out about Beer Can Series and Membership roster updated*

Race Committee Chair: *Colleen to change password for access to race results every year and send it to the Bridge – Gerry Brown short on RC crew - Rich Chambers will be PRO – looking for some more to help*

Director at Large: No Report

Director at Large Ways & Means: *sponsors – Beer Can Series: The Moorings/Sunsail contact wants this to be a Sunsail only event (they are donating a charter and cash contribution to pay for RC gear) - Summer Regatta, June 9: Will stay Moorings/Sunsail. They want a Yacht Club venue for after race party and would gladly add another co-sponsor at a discounted price if anyone had ideas, Mark is checking PLYC, Cleve is checking SGYC, and SDYC didn't respond to Susi's inquiry.*

PHRF Representative: No Report

13. Adjourn 2107

14. Next Meeting: May 3, 2018