

Proposed CYC Bylaw Amendments

Approved Unanimously by the Board for Submission to the Membership

For most of this year the Board has been dealing with the realization that CYC cannot continue to survive by merely putting on sailing races – as a mark-setting service entity. Our membership is aging and the number of members and racers decreasing, with higher costs being shared by an ever-decreasing base. These are trends shared by many other clubs, sailing and otherwise, trends heightened by the recent economic downturn.

Over the last few months Board member Brian Watkins and Commodore Wayne Balsiger have led Monday-night meetings of CYC members and non-members to discuss issues revolving why do people join, or not join, CYC. A general consensus was that the Club had to create a sense of community around sailing – for there to be positive reasons to join CYC in addition to the racing, such as a more active social and education program, a broader junior program, a more family-friendly clubhouse.

In addition, the discussion identified some issues that discouraged people from joining CYC, including the perceived high dues level of \$628 for full membership with the only alternative being an Associate membership that many people could not use because it was not available to individuals with an ownership interest in any boat, no matter how small.

The Board has determined to amend the Bylaws, subject to member approval, to change many provisions, including the membership classifications and fees and dues. The Board recognizes that, while these changes may be necessary, they are only a start – and the important work remains for Club members to come together and develop reasons for people to join the Club and use the clubhouse.

The bylaw amendments – unanimously approved by the Board and to become effective January 1, 2012 - come in three broad groups, each to be approved by the CYC voting members:

- A. Changes in the membership categories and the fees and dues, including:
 - The membership categories are simplified with the main categories being “family” memberships,
 - The Associate category remains but the “boat ownership” disqualification has been narrowed to sailboats 23 feet and longer, and
 - The broadest annual dues amount has been reduced from \$628 to \$420, or \$35 per month.
- B. Increased Board authority to change fees and dues but within limits.
- C. Housekeeping changes to remove provisions no longer needed, change references to new terminology and shorten provisions to emphasize the more important aspects.

These changes are described in greater detail in the sections that follow. The entire bylaws, as proposed to be amended, are posted on the Club’s website.

A. Membership Classes, Fees and Dues

The proposed amendments significantly recast the structure of the club's membership and the fees and dues.

In particular, as to membership:

- There would be three principal categories of individual dues paying members:
 - Adults
 - Associates
 - Juniors.
- The "Adult" category is divided into four groups, based on age: 19-24, 25-29, 30 to 69, and 70 and older, and thus combines into one class the former S2, S3 and Intermediate classes.
- The Senior class, formerly the S1 class, remains, with all current S1 members transferred into the Senior class. Over time the age basis for this class moves from 60 to 70 years and the experience with the club as an adult/S2 dues paying member increases from 30 to 35 years. All current S2 members who are 55 or older as of the end of 2011 will be grandfathered into the Senior class upon meeting the current criteria. This class remains a non-dues paying class.
- The Adult and Senior classes are "family" membership classes and include the member's spouse/domestic partner and children under 19. Families get one vote. Because spouses/domestic partners are considered members, the "surviving spouse" class has been eliminated.
- The Associate '89 class is eliminated, and all three remaining members of this class will be transferred automatically into the "Adult - 70 and above" membership class with no changes in dues but they are given voting rights.
- There is no change to the Honorary Life membership except that all such members are entitled to vote.
- We have added two entity memberships. First, a "Business" membership that allows a commercial organization to become a sponsoring member. The Board may designate certain privileges for these Business members. Secondly, sailing fleets can join (no cost) the club to be recognized as CYC fleets.
- The Associate class has been expanded. Previously, one could not be an "Associate" member if the person had an ownership interest in any boat. While a "boat ownership" disqualification remains, it has been significantly narrowed to cover only 50% or greater ownership interest in a sailboat at least 23 feet long. Owning a powerboat of any size or a pram or a dinghy will not disqualify one from joining CYC (note that Associates cannot skipper a boat in club races except upon paying a non-member race fee).
- The Board added "sustaining" and supporting" classes for members who make a significant contribution to the club. This could be used to encourage members to pay a

higher amount as dues, such as an additional 50%. The basis for this recognition has not yet been determined.

The dues and initiation fee structure has also been restructured.

- The Board has tried to make the basic dues fees cover the Clubhouse and its activities, and greatly lessen their contribution to supporting the race program. The thus highest dues level has been lowered from \$628 a year to \$420 a year (\$35 a month). The Board believes this lower amount, along with significantly increased planned activities at the clubhouse that should rebuild the sense of club community, will attract many new members from the Shilshole moorage community and others interested in sailing, even if their primary interest is not racing.
- Race fees are not in the bylaws. However, in order to afford this reduction in dues, the race fees will be increased. For example, S2 members currently pay combined annual dues and weeknight season race fees of just over \$900; with annual dues at \$420, the weeknight season race fees are likely to be in the \$480 - \$500 range, so that the total paid for dues and these race fees will not be changed significantly.
- The initiation fees have generally been reduced to 50% of the annual dues; with the lower annual dues, the total of initiation fees and dues should not be a barrier to entry. The Board is likely to adopt a process whereby most adult members may pay their dues on automatic monthly basis.
- The "Business" membership dues are \$1,500 per year. The Associate dues have been raised to \$96 per year. The Board believes that the Associate membership should grow significantly with the increased activity at the clubhouse.

In addition to these changes, the proposed amendments provide additional detail on the rights and privileges of members in good standing (Section 1, lead paragraph) and clarify that the Board may adopt schedules for payments of fees and dues, including offering discounts for full prompt payments (Section 4). In addition, the current "College Club Affiliate" membership class has been expanded to include similar arrangements with other clubs as the Board may negotiate from time to time, although such arrangements require a two-thirds approval by the Board (Section 1 (h)).

The full text of Article V, Sections 1 through 4, is set out below:

Article IV Membership

Section 1. Membership Classes. The club shall have the classes of membership set out below. Except as otherwise specified in these bylaws, each member in good standing shall be entitled to all of the rights and privileges of membership, including the right to vote, hold offices, participate in committee activities, enter club races, represent the club in other races, fly the club burgee, receive club awards, use the clubhouse, receive member discounts, have reciprocal privileges and receive publications.

- (a) Senior: One who is at least 70 years old and who has paid Senior Class 2/Adult dues for at least 35 years. All "Senior Class 1" members immediately prior to the adoption of these bylaw amendments shall be considered as "Senior" members. All current "Senior Class 2" members who are age 55 and above on or before December 31, 2011, shall be

eligible to become "Senior" members after reaching age 60 and upon having paid "Senior Class 2" dues for at least 30 years at such time as they so elect.

(b) Adult (Family): One who is at least 19 years old.

(c) Associate: One who is at least 19 years old and desires to support club activities through membership but who does not own a 50% or greater interest in a sailboat that is 23 or more feet long unless the co-owner is a Senior or Adult member in good standing. Rights and privileges are limited to participation in committee activities, use of the clubhouse when open and receipt of publications.

(d) Junior: One is not more than 18 years old and includes juniors who join the club individually and as a part of a family membership. Juniors who turn 19 shall apply for individual Adult or Associate membership for the immediately following calendar year. Rights and privileges are limited to participation in committee activities pertaining to Junior activities, use of the clubhouse when open, eligibility for club awards, and receipt of publications.

(e) Business: Any business entity with no individual rights except the right to vote and receive member discounts and with such other rights and privileges as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to club activities.

(f) Non-Resident: One who is, at the time of application, a Senior or Adult member in good standing who no longer resides in or has a business premise in a county fronting on Puget Sound and who is not active in club activities.

(g) Honorary Life: One who is so elected by the unanimous vote of the Board; there may not be more than ten Honorary Life members at any one time.

(h) Other Club Affiliate: One who is a member of the club through membership in the College Club of Seattle or such other club as the Board may designate from time to time by the favorable vote of two-thirds of the Board then in office. Such members may not vote or hold office, fly the club burgee or receive individual copies of club publications and may use the clubhouse only when open. The Board may from time to time modify the privileges of this class of membership, establish separate administrative policies for this class of membership and may terminate this class of membership without amending these bylaws; such privileges and policies may differ among members of different clubs. Individual applicants for this class of membership are not subject to the approval of the Board under Section 3 of this Article.

(i) Fleet: A local sailboat fleet organization that wishes to be officially associated with the club. Rights and privileges are limited to those set out in Article XII, Section 2, and as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to club activities.

(j) Sustaining and Supporting: From time to time the Board may designate members as either Sustaining or Supporting members based on criteria and with such rights and privileges determined by the Board from time to time.

Section 2. Family. Except as otherwise specified in these bylaws, each Adult and Senior membership, although in the name of one individual, shall be a "Family" membership and includes the named member's spouse or domestic partner and children under the age of 19. Each family shall have one vote in club elections and other balloting. Upon the death of the individual named as a member of the club, the surviving spouse or domestic partner shall automatically become the named member of the club (without payment of any initiation fee and without approval of the Board pursuant to Section 3 of this Article). A member's child shall be entitled to use the clubhouse when accompanied by a member over 18 or a responsible adult.

Section 3. Board Approval. Except as otherwise specified in these bylaws, the Board shall approve every applicant for membership and every change in membership.

Section 4. Initiation Fee and Dues. The initiation fee and dues for each class of membership shall be as follows:

<u>Membership Class</u>	<u>Initiation Fee</u>	<u>Annual Dues</u>	<u>Monthly Dues</u>
Senior	\$ 0	\$ 0	N A
Adult (Family)			
70 and above	\$ 120	\$ 240	\$ 20
30 – 69	\$ 210	\$ 420	\$ 35
25 – 29	\$ 120	\$ 240	\$ 20
19 – 24	\$ 60	\$ 120	\$ 10
Associate	\$ 0	\$ 96	N A
Junior	\$ 0	\$ 50	N A
Business	\$ 0	\$1,500	N A
Non-Resident	\$ 0	\$ 120	N A
Honorary Life	\$ 0	\$ 0	N A
Other Club Affiliate	\$ 0	\$ 0	N A
Fleet	\$ 0	\$ 0	N A

Dues and initiation fees shall be paid in accordance with schedules established by the Board from time to time. The Board may waive initiation fees in whole or in part when such waivers are deemed in the best interest of the club and may adopt a schedule for proration of initiation fees and dues, including discounts for prompt payments of the initiation fees and annual dues in full. No additional initiation fees will be due upon a transfer between membership classifications except in the case of:

- A transferring Adult member moving from one age group to another who has not maintained continuous active membership since paying an initiation fee;
- A transferring Associate member moving to an Adult membership who has never before paid an initiation fee or who has not maintained continuous active membership since paying an initiation fee; or
- A transferring junior member who has not maintained continuous membership as a junior (either individually or as part of a family membership) for the four (4) years immediately prior to his or her application for Adult membership.

All other transfers shall be initiated by a letter to the Board and upon approval of the Board.

All age classifications shall be determined by the member's age at the beginning of each calendar year.

B. Board Flexibility re Fees and Dues

Article IV, Section 5, currently states that the Board may not “adjust” initiation fees and annual dues by more than 10% in any one year without a vote of the membership.

This provision applies to decreases in fees and dues as well as increases. And while 10% can be a significant dollar amount for some membership categories, for other categories it is a very small amount, less than \$10 or \$15 in some circumstances, which can restrict the Board from making even small changes to adapt to new circumstances.

The proposal is two-fold:

First, permit the Board to reduce fees and dues without restriction – if the Board has set a number that turns out to be too high, then it should be able to act quickly without going through the process of a special membership vote.

Secondly, increase the flexibility of the Board to increase fees and dues with respect to smaller amounts – the limit is suggested at the greater of 10% or \$30.00 for initiation fees and annual dues. If the proposed new fees and dues are adopted, then this provision would continue to limit dues increases for the broadest category of members (Adult, age 30-69) to 10%, and thus not affect that group (or the proposed “Business” member class). Other members would be subject to the \$30 limit on annual increases.

The revised Section 5 would read (with the new language in bold) as follows:

Section 5. Changes in Fees and Dues. The Board may add, delete or otherwise change subcategories of the membership categories for purposes of implementing changes in the dues for certain classes of members, provided that the Board may not **increase** Initiation fees and Annual dues by more than **the greater of 10% or \$30.00** in any one year without a vote of the membership as required in Article XI, Section 1 of these bylaws. Adjustments to initiation fees or dues made by the Board must be posted at the club and on the club’s website as soon as practicable after the Board makes such adjustments.

C. Housekeeping Matters

These proposed amendments accomplish several goals, including shortening some provisions to retain the most important aspects and leaving other matters for Board action from time to time as needed, clarifying the basic responsibilities of the staff officers, changes references from particular classes of membership that are proposed to be changed to “voting members,” move the deadline for announcing nominees for staff officers and Board members from 45 days to 25 days and for bylaw amendments from 10 days to 25 days so the rules for elections are consistent.

These specific changes are set out below, along with a brief description, in brackets, of the reasons for the change.

Article II Purpose

The club is to promote, advance and encourage the sport of corinthian (amateur) sailing, including racing and cruising, and to strengthen the sailing community through the voluntary actions of its members.

[This section replaces a longer statement of the club’s purposes, which include a number of various ways to implement the principal purposes of the club. We believe this statement summarizes CYC’s mission.]

Article IV Membership

Section 5. Changes in Fees and Dues. The Board may add, delete or otherwise **change subcategories of the membership categories for purposes of implementing changes in the fees and dues for certain classes of members**, provided that the Board may not increase Initiation fees and Annual dues by more than the greater of 10% or \$30.00 in any one year without a vote of the membership as required in Article XI, Section 1 of these bylaws. Adjustments to initiation fees or dues made by the Board must be posted at the club and **on the club’s website** as soon as practicable after the Board makes such adjustments.

[For this purpose, the changes are in bold type. The section would permit the Board to change the age sub-categories in the proposed Adult membership class if appropriate without a membership vote, provided that the change would not affect fees and dues by more than the limit. The section, as revised, also would require dues adjustments to be posted at the club and on the club website rather than being published in the Leadline. Note that the actual limit on the Board’s actions is subject to approval of members in bylaw proposal No. 2.]

Section 6. Active Duty. Members of the armed forces may apply for suspension of dues while on active duty.

[Adds a title to the Section and eliminates a requirement that the active duty must be outside of King and Kitsap counties; all suspensions remain subject to Board approval.]

Section 7. Application for Membership. (last sentence)

Each application shall be sponsored by two (2) members in good standing, both of whom must be members eligible to vote.

[Adds a title to the Section and changes reference from “senior” members to those who are “eligible to vote” because of the proposed changes in the names of the membership classes.]

Section 8. Reprimand / Expulsion. [Adds title to the section: no other changes.]

Section 9. Late Payment of Dues. [Adds title to the section: no other changes.]

Section 10. Volunteer Expectations of Members. [Adds title to the section: no other changes.]

Article V Officers

Section 4. Commodore. The Commodore shall be the senior officer of the club, **shall represent the club in external matters**, and shall preside at all meetings of the membership, the Board **and the Executive Committee. In addition the Commodore shall have such other responsibilities as the Board may designate from time to time.** All past Commodores and each Commodore at the end of his or her term of office shall become a Staff Commodore (which rank may be held concurrently with other offices) and shall have all the rights, privileges and power normally pertaining to the position.

[New language is in **bold** – this section outlines the principal responsibilities of the Commodore as the senior officer of the club.]

Section 5. Vice Commodore. **The Vice Commodore shall have oversight responsibility for business customer relationships, strategic relationships and new member engagement. In addition the Vice Commodore shall have such other responsibilities as the Board may designate from time to time.** In the absence or disability of the Commodore, the Vice Commodore shall perform the duties of the Commodore, and when so acting shall the powers and responsibilities of the Commodore.

[New language is in **bold**– this section adds the principal oversight responsibilities of the Vice Commodore.]

Section 6. Rear Commodore. **The Rear Commodore shall have oversight responsibility for vendor relationships, asset management and member services. In addition the Rear Commodore shall have such other responsibilities as the Board may designate from time to time.** In the absence or disability of the Commodore and Vice Commodore, the Rear Commodore shall perform the duties of the Commodore, and when so acting shall the powers and responsibilities of the Commodore.

[New language is in **bold** – this section adds the principal oversight responsibilities of the Rear Commodore.]

Section 9. Fleet Captain–Race. The Fleet Captain–Race shall be in charge of the planning and conduct of all racing activities of the club.

[This deletes the phrase: “including personnel, equipment, schedules and administration and shall have jurisdiction of the Fleet Councils.” Some of these functions may be assigned to other groups, such as a Boats Committee to oversee the club’s committee boats and whalers.]

Article VI Committees

Section 1. Permanent Committees. The club shall have the following permanent committees: Executive, Nominations and Elections and Membership. In addition, the Board may create such other committees

from time to time to act with respect to matters specified by the Board. Committee activities shall at all times be subject to the approval of the Board and responsible officers of the Club. Nothing contained in this Article VI shall limit the authority of the Board to act on any issue at any time. The members of each permanent committee for the ensuing club year and the list of other committees created by the Board shall be published on the club's website.

[This Section reduces the number of permanent bylaw required committees to those three that are essential to the basic function of the club – making decisions that cannot wait for the Board to meet, finding individuals for Board and staff officer positions and retaining and attracting members. The Board will appoint other committees that it believes are important to the club's operations – for example, a Juniors committee, a long-range planning committee, a social/education committee, a boats committee – but this allows the Board to realign the operating committees as needs change. All the provisions specifying the various committees other than the Executive, Nominations and Elections and Membership committees will be deleted.]

Section 5. Reports. Each Committee shall submit to the club office a written report of its actions and recommendations in time for submission to the Board.

[This section deletes references to "Councils" and to Director's information packets, which are not currently used; it also deletes a reference to the long-range plan, which currently does not exist and will be covered by the Board resolution establishing a long-range planning committee or its equivalent.]

Article VII Meetings

Section 5. First clause of first sentence: Fifty (50) members eligible to vote, in person or by written ballot,

[Changes reference from "senior members" to "members eligible to vote," in line with the proposed changes to the names of the membership classes.]

Section 9. The club's website will be used for official notice of meetings and other club business.

[Changes a reference from the "club's newsletter" to the "club's website", as the principal communication vehicle between the club and its members; of course to the extent we have the "Leadline" published again, such information should also be included in such publication.]

Article VIII Nominations and Elections

Section 1. The Nominating and Elections Committee shall, not less than twenty-five (25) days before the annual membership meeting, nominate candidates for each of the elective offices and vacancies on the Board and, at the same time, shall mail such nominations to all voting members and shall post the nominations at the clubhouse and on the club's website.

[Changes the deadline for nominations from 45 to 25 days before the annual meeting, deletes a clause that said that the mailing can be "either directly or in the club's newsletter" AND adds a reference to the club's website and posting at the Club, which is contained in other similar provisions. The 45-day period had been necessitated for publication in the Leadline, which is no longer required; Note that mailing is still required, as it is currently.]

Section 2. Additional nominations may be made by:

(a) A letter signed by ten (10) members eligible to vote and directed to the Secretary of the club and received by the club, whether by mail, delivery or electronically not later than fifteen (15) days prior to the Annual Membership Meeting. Notification of such nominations must be made to all voting members at least ten (10) days prior to the Annual Membership Meeting by posting at the clubhouse and on the club website.

(b) Nominations from the floor by any member eligible to vote for Board members only.

[In subclauses (a) and (b), changes references from “senior” members to “members eligible to vote,” consistent with similar change throughout the bylaws, and reduces the time for other nominations from 30 days to 15 days, and the notice of such nominations from 20 to 10 days and permits delivery by hand or electronically, consistent with the shorter period for the original nominations.]

Section 4. (first sentence of subsection (f))

(f) Before a vote is taken, the chairman of the meeting shall appoint three (3) members eligible to vote to act as Election Judges.

[Changes references from “senior” members to “members eligible to vote” .]

Article IX Juniors – deleted completely.

[The substance of this Article will be included in the Board resolutions establishing the Juniors committee.]

Article X Yacht Owners – deleted completely

[Section 1 defined “yacht ownership, “ a term no longer needed; Section 2 re use of Club burgee moved to Section 1 of Article XI, and Section 3 governs meetings where representation is by “yachts,” and CYC has no such meetings.]

[All Articles following current Article X would be re-numbered]

Article XI Burgee and Flags

Section 1. Burgee. The club burgee shall be a pennant in the colors of red, white and blue with the letters “CYC.” It shall be flown according to prevailing custom. No boat chartered to a non-member of the club or engaged in trading shall be entitled to fly the club burgee.

Section 2. Officer Flags. From time to time, the Board may specify the flags to be flown when officers of the club, including staff commodores, are afloat (except when racing) and by the regatta committee.

[Changes the title of the Article from “Flags and Uniforms” – the Article dealt with the club burgee and officer flags but not Uniforms; includes the last sentence in Section 1 that previously

was in prior Article X and eliminates six sections specifying the flags that the various officers could fly when afloat (except when racing), leaving that to Board action.]

Article XI Amendments

Section 1. (last two sentences):

Proposed bylaw amendments must be either (a) approved by the Board for submission to members or (b) submitted on a petition signed by not fewer than ten (10) members eligible to vote. Notice of the amendment shall be given as one of the stated objects of such meeting and a copy of the proposed amendment must be posted at the club and on the club's website and mailed to all voting members at least twenty-five (25) days before such meeting.

[Changes the reference from "Senior" members to a "members eligible to vote" and changes the number of days for notice of bylaws, which must be posted at the club and on the website, from 10 to 25 days, same as for officer nominations.]

Article XII Recognition, Reciprocity and Visitors

Section 3. Visitors may enjoy the privileges of the club only for a reasonable number of times in any one calendar year. For purposes of this section, the term "visitor" means a nonmember who is granted access to the privileges of the club on a prearranged invitation from a bona fide member in furtherance of the club's activities and purposes. Visitors may remain at the club as long as the member accompanying the visitor is present in the club. The Board may amend this section from time to time without membership approval in order to comply with the regulations of the Washington Liquor Control Board.

[Adds "and Visitors" to the title of the Article and a new section 3 designed to comply with proposed regulations of the Liquor Control Board that otherwise would restrict "visitors" to no more than six visits in any one calendar year – a proposed exception to this requirement must be set out in the club's bylaws, and this language is based on the current Liquor Control Board rules.]