

Willamette Sailing Club Board Meeting Minutes: April 21, 2022

By Rachel Barney

Attendees: Kathy Sandifer (Commodore), Brad Grenham (Vice Commodore), Geoff Fanning (Rear Commodore), Christine Stamper (Treasurer), Jared Lathrop (Port Captain), Matt Berger (Program Director), Rachel Barney (Secretary) Absent: Sebastien Laleau (Fleet Captain), Drew Ehlers (Club Manager)

Location: Windward Room at WSC

26 members were present. A quorum only required 24.

Call to order

7:08pm

Approve Meeting Minutes

Ted Drayton moved to approve the meeting minutes. All were in favor.

Treasurer's Report

Introduction

After a couple of years of work, the club's financial systems are upgraded from tiny club to small-medium club caliber. It is a testament to the quality membership that WSC has made it 60+ years and we are still sailing dinghies and having fun.

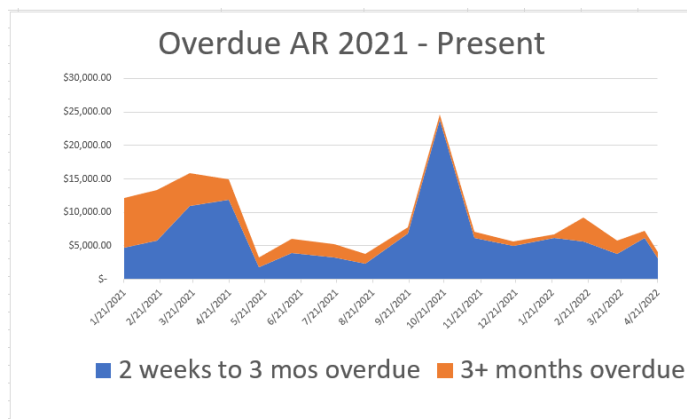
2021 Income and Expense Summary

	Jan - Dec 21	Full Yr Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Total 4100 · Dues and Initiation Fees	\$ 197,874	\$ 206,000	\$ (8,126)	96%
Total 4200 · Learn to Sail Programs	\$ 306,302	\$ 202,000	\$ 104,302	152%
Total 4300 · Moorage	\$ 131,157	\$ 133,900	\$ (2,743)	98%
4400 · Work Hours	\$ 33,548	\$ 45,000	\$ (11,453)	75%
Total 4600 · Membership Development	\$ 1,020	\$ 15,000	\$ (13,980)	7%
Total 4700 · Racing Fees	\$ 3,002	\$ 8,000	\$ (4,998)	38%
Total 4800 · Hospitality Income	\$ 2,139	\$ 10,000	\$ (7,861)	21%
4900 · Ships Store	\$ 91	\$ 5,000	\$ (4,909)	2%
Total Income	\$ 675,133	\$ 624,900	\$ 50,233	108%
Expense				
5100 · Ship Store Expenses	\$ -	\$ 4,000	\$ (4,000)	0%
Total 5200 · Maintenance	\$ 17,040	\$ 35,000	\$ (17,960)	49%
5223-00 · Bad Debts	\$ 2,118	\$ 10,000	\$ (7,882)	21%
Total 5300 · Racing Expense	\$ 5,057	\$ 12,000	\$ (6,943)	42%
Total 5400 · Membership Development Expenses	\$ 1,047	\$ 20,000	\$ (18,953)	5%
Total 5700 · Learn To Sail Programs	\$ 198,389	\$ 155,000	\$ 43,389	128%
Total 5800 · Hospitality Expenses	\$ 2,830	\$ 10,000	\$ (7,170)	28%
Total 5900 · Safety Boats	\$ 11,704	\$ 8,000	\$ 3,704	146%
Total 5950 · Sailboat fleet	\$ 5,609	\$ 5,000	\$ 609	112%
6100 · Advertising/Promotion	\$ -	\$ 1,000	\$ (1,000)	0%
Total 6200 · Membership Expenses	\$ 2,540	\$ 8,000	\$ (5,460)	32%
Total 6300 · Occupancy	\$ 80,656	\$ 88,750	\$ (8,094)	91%
Total 6500 · Administration	\$ 45,111	\$ 48,000	\$ (2,889)	94%
Total 6650 · Salaries Administrative Staff	\$ 57,784	\$ 70,000	\$ (12,216)	83%
6700 · Insurance	\$ 54,699	\$ 60,000	\$ (5,301)	91%
Total Expense	\$ 484,586	\$ 534,750	\$ (50,164)	91%
Net Ordinary Income	\$ 190,548	\$ 90,150	\$ 100,398	211%
Net Other Income	\$ 23,346	\$ 8,550	\$ 14,796	273%
Net Income	\$ 213,894	\$ 98,700	\$ 115,194	217%
Capital and Reserve Contributions				
7720 · Mortgage Principal Payment	\$ 15,316	\$ 15,316	\$ -	100%
Net for Reserve Contribution	\$ 198,578	\$ 83,384	\$ 115,194	238%

2022 Q1 Income/Expense

		2022 1st Quarter				
		Jan 1 - Mar 31	Jan 1 - Mar 31	\$ Over	% of Budget	Full Year
		Actual	Budget	Budget		Budget
Ordinary Income/Expense						
Income						
	4100 · Dues and Initiation Fees	\$ 81,560	\$ 69,325	\$ 12,235	118%	\$ 215,022
	4200 · Program Membership	\$ 152,415	\$ 55,000	\$ 97,415	277%	\$ 309,100
	4300 · Moorage	\$ 39,425	\$ 31,800	\$ 7,625	124%	\$ 124,001
	4400 · Work Hours	\$ (150)	\$ -	\$ (150)	100%	\$ 38,000
	4600 · Membership Development	\$ -	\$ -	\$ -	0%	\$ 11,900
	4700 · Racing Fees	\$ -	\$ -	\$ -	0%	\$ 3,500
	4800 · Hospitality Income	\$ 342	\$ 700	\$ (358)	49%	\$ 12,000
	4900 · Ships Store	\$ 10	\$ -	\$ 10	100%	\$ 500
	Total Income	\$ 273,601	\$ 156,825	\$ 116,776	174%	\$ 714,023
Expense						
	5200 · Maintenance	\$ 1,797	\$ 3,625	\$ (1,828)	50%	\$ 25,155
	5300 · Racing Expense	\$ -	\$ 200	\$ (200)	0%	\$ 6,300
	5400 · Membership Development	\$ 37	\$ 750	\$ (713)	5%	\$ 21,400
	5700 · Sailing Program Expenses	\$ 22,030	\$ 27,867	\$ (5,837)	79%	\$ 237,043
	5800 · Hospitality Expenses	\$ 421	\$ 1,593	\$ (1,172)	26%	\$ 14,352
	5900 · Safety Boats	\$ 2,938	\$ 3,700	\$ (762)	79%	\$ 16,500
	5950 · Sailboat fleet	\$ 471	\$ 1,200	\$ (729)	39%	\$ 8,000
	6200 · Membership Expenses	\$ -	\$ 2,050	\$ (2,050)	0%	\$ 4,380
	6300 · Occupancy	\$ 12,006	\$ 11,832	\$ 174	101%	\$ 79,000
	6500 · Administration	\$ 13,629	\$ 9,976	\$ 3,653	137%	\$ 50,000
	6650 · Salaries Admin Staff	\$ 14,036	\$ 13,768	\$ 268	102%	\$ 60,073
	6700 · Insurance	\$ 13,284	\$ 12,000	\$ 1,284	111%	\$ 56,083
	5100 · Ship Store Expenses	\$ -	\$ -	\$ -	0%	\$ 500
	5223 · Bad Debts	\$ -	\$ 1,200	\$ (1,200)	0%	\$ 5,000
	Total Expense	\$ 80,648	\$ 89,761	\$ (9,113)	90%	\$ 583,786
	Net Ordinary Income	\$ 192,953	\$ 67,064	\$ 125,889	288%	\$ 130,237
	Net Other Income	\$ 4,205	\$ 4,850	\$ (645)	87%	\$ 23,510
	Net Operating Income	\$ 197,158	\$ 71,914	\$ 125,245	274%	\$ 153,747
Capital and Reserve Contributions						
	7720 · Mortgage Principal Payment	\$ 4,035	\$ 4,035	\$ -	100%	\$ 18,160
	NET FOR RESERVE CONTRIBUTION	Not a useful measure until end of year				\$ 135,587

Accounts Receivable



- In 2021 and continuing, WSC is collecting 99+% of what we are owed
- VERY little written off as bad debt.
- Bad Debt for 2021: \$2118
- Bad Debt 2022 so far: \$0

Cash On Hand

Balances as of Mar 31, 2022:

Operating Cash: \$273.5k

Total Reserves: \$165.4k

TOTAL: \$438.9k

Reserve Accounts

2021 Year End Actual						
Reserve Funds 2022 by Bank Accounts	2020 & 2021 Reset Contribution July 8th 2021	Actual - Balance 10/18/2021	Loan Repayment Spent (Act)	Net Reserve Project Spent in 2021	Contribution Sweep for 2021 Year End- Act Feb 17th 2022	Balance: Dec 31, 2021 (Calculated)
Dredging (Target Year 2032)	\$175,100	\$175,100	\$150,000	\$0	\$40,000	\$65,100
Facility/Ground/Dock - Maintenance	\$25,100	\$25,100		\$0	\$16,667	\$41,767
Sailboats Replacement	\$23,100	\$23,100		\$13,977	\$15,333	\$24,456
Motor Boats Replacement	\$12,100	\$12,100		\$0	\$8,000	\$20,100
Total Reserves	\$235,400	\$235,400	\$150,000	\$13,977	\$80,000	\$151,423
2021 Reserve Contribution: 2020 Cash on Hand Reset minus Loan plus 2021 Income from Operations Sweep =						\$165,400
2022 Proposed Spending and Reserve Budget						
Reserve Funds 2022 by Bank Accounts	Balance (Calculated) : Jan 1st , 2022	Balance Actual: April 11th 2022	Approved Spending 2022	Projected Dec 2022 Contribution Sweep: \$135K (Net Income)	Projected Balance: Dec 31, 2022	Minimum Target Reserve Balance Dec 31 2022 (To meet 2023 needs)
Dredging (Target Year 2032)	\$65,100	\$65,108	\$0	\$85,100	\$150,208	\$120,000
Facility/Ground/Dock - Maintenance	\$41,767	\$41,769	\$28,000	\$28,000	\$41,769	\$50,000
Sailboats Replacement	\$24,456	\$24,458	\$0	\$3,900	\$28,358	\$36,000
Motor Boats Replacement	\$20,100	\$20,101	\$10,000	\$18,000	\$28,101	\$20,000
Total Reserves	\$151,423	\$151,436	\$38,000	\$135,000	\$248,436	\$226,000
Operating Cash on Hand 4/11/2022		\$304,327				
Total Operating Cash + Reserves 4/11/2022		\$455,763				

Reserve Milestones:

- DEPOSIT - July 2021 - Accounts opened, Funded with \$235k
- SPENDING - Nov 2021 - \$150k Dredging loan pd off from Dredge acct
- DEPOSIT - Feb 2022 - \$80k reserve contrib (second piece of 2021 sweep)
- SPENDING - Apr 2022 - Fleet Acct spent \$14k on 420 fleet upgrade

Outstanding approvals for 2022:

- \$10k motor boats - in case we need to replace a motor
- \$28k facilities - maintenance projects

Debt Report

- Paid off the dredging loan in Nov 2021
 - \$150k principal, 4.5% annual simple interest
 - One year after taking loan out
 - Thanks to the members who entrusted the club

- Clubhouse construction mortgage is our **only debt** now
 - Remaining Principal (as of Apr 21, 2022): \$578,181
 - Interest rate resets in July. Currently 4.64% APR.
 - Limited increase, per contract, +2%
 - May consider accelerated payments, esp if we keep exceeding our annual budget

Communications

Commodore - Kathy Sandifer

State of the Club: I would like to sincerely thank Geoff Fanning for his calm leadership and diplomacy as commodore of 2021. His emphasis on making a detailed budget has helped stabilize the club's financial planning. Under his leadership we improved the reserve system with individual accounts and exceeded our budgeted reserve savings for 2021.

Mike Rees and John Gridley both retired from the board at the end of last year and I would like to thank them for their many years of dedication and hard work.

I would like to applaud Ben Cornett and the entire Hospitality Committee. Through many hours of volunteer bartending and burger-flipping, they have breathed a spark of life back into the social side of our club.

A wholehearted thanks to Matt Berger, our Program Director. He has successfully managed our programs with a focus on safety and these programs continue to make a strong financial contribution to the club. Matt also stepped up and took on many extra management roles during a transition period last fall. Thank you for a great job.

Drew Ehlers came on board late last year as our Club Manager. His position focuses on club administration and on membership experience. He has come up to speed quickly and has already made some excellent contributions such as taking on the huge task of reorganizing moorage. If you have not met Drew yet, please come to one of his Wed

morning coffees.

On behalf of Geoff and the club I would also like to thank last year's remaining Board Members Brad, Christine, and Rachel for all the work they did last year and to welcome our new Board Members, Sebastien and Jared.

The 2022 Board has focused on three main Goals: 1)Encourage and support fleet racing, 2)Maintain WSC's fiscal security, and 3)Improve the overall experience of being a club member.

Above and beyond their other duties, each 2022 Board Member has taken on individual and joint projects that support these goals and improve the club. You will hear more about these projects tonight, but I would like to introduce and thank each board member now.

Vice Commodore Brad, is spearheading a broad plan to better welcome new members to the club and to introduce them to all the benefits of being a WSC member.

Treasurer Christine, has scrutinized and monitored our finances into the wee hours of the night and has established protocols that will outlive her term and make future financial reporting more standardized.

Fleet Captain Sebastien, is helping to coordinate clinics that introduce new members and less experienced sailors to racing.

Port Captain, Jared is working on a year long project to improve the acoustics within the Windward Room of the clubhouse.

Secretary, Rachel, has taken on the mammoth task of updating the bylaws. We are not changing the club's principles, but instead are making the bylaws reflect what the club is already doing and updating the wording. This will make it easier to understand and reference our bylaws.

Rear Commodore, Geoff, is focusing on hospitality this year. We have given him the new title of "Beer Commodore".

We are very lucky to have such a dedicated and productive Board. I'm sure I speak for everyone - "Thank you"

Overall the state of WSC is healthy, our reserve saving is on track, membership is stable, we are making improvements to the clubhouse and we are gearing up to have a fun summer.

Thank you

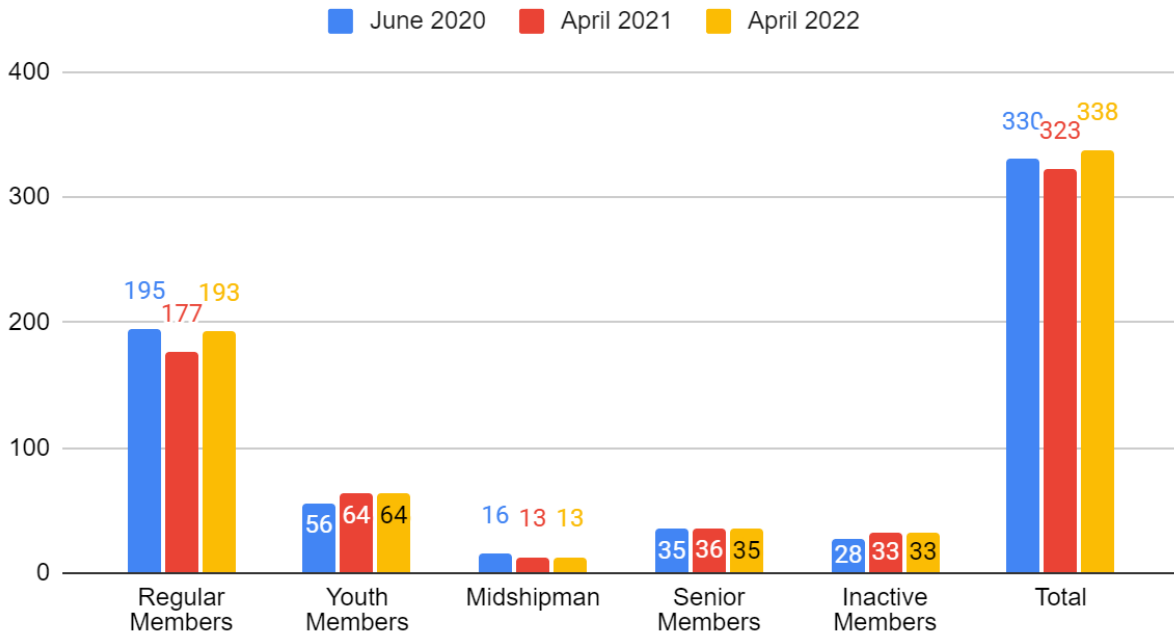
Officers Reports

Vice Commodore - Brad Grenham

Opportunities for newer members

- New member orientation in May before Friday Happy Hour
- Racing and Race committee
- Loaner boats
- Chalk talks
- Family Friday, Friday Happy Hours, Wednesday coffee, Wednesday burgers, Daysailer Sunday Brunch
- Al Morris Regatta at Yale Lake in August. Lido Turtle Regatta in May.
- "Toby's List" for boats and parts
- Willamette Wind Weekly News Bulletin and the club website (calendar and member area) have specifics

Membership Statistics



Membership over the past few years has remained constant. Our focus in the next several years is to get more midshipman members. The Board proposed a 20% discount on initiation fees for Training Members who apply for Regular Membership to assist in achieving this goal. The discount was approved under the Bylaw amendments with a unanimous vote. (see section under secretary.)

Multiple members brought up the idea of having a “Crew” or “Social” membership. Having to own a boat after a year of membership is a barrier for some who would otherwise join the club. Elizabeth Remley brought up this idea and stated that she knew several young adults who would join if it weren’t for this requirement.

Multiple members agreed and gave several examples of friends who would also join if there was a social membership category. Tom McLaughlin suggested opening boats up to partnerships, so members could share the expense of the boat and moorage. These partnerships may lead to sailboats being utilized more often and better maintained. He stated that we are “here to promote sailing, not promote boats.”

Rear Commodore- Geoff Fanning

Geoff had Ben Cornett present the updates on hospitality.

Hospitality is off to a good start in 2022: \$325.46 net income as of 4/17/22

Upcoming Events!

For the next month, expect Happy Hours every Friday night.

Trying out the idea of a "Supper Club" - one member cooks a set menu and we sell them until they are gone.

In June, volunteer efforts will shift to Wednesdays for Burgers and Beers.

Hoping to hire a regular Friday night bartender for the summer.

Call for Volunteers! A Google Sheet for signups will be available.

Fleet Captain - Sebastien Laleau

Matt presented in lieu of Sebastien, who was not able to attend the meeting.

52 People registered for Spring and Summer Series Sailing!

Remember to review the 2022 Sailing Instructions posted on the WSC website.

Fleet Chalk Talks and Racing Clinics

All Fleets have had or have scheduled chalk talks and racing clinics before summer sailing. These events are intended for all, entry level sailors to world champions, something will be learned at these events and more boats on the starting line is what we hope for.

33 People registered for Race committee.

Race committee is currently on a volunteer basis and is required for all registered sailors. Scoring; we are searching for a fleet racing scorer for 2022. Mik Rees volunteered to do the scoring.

Port Captain - Jared Lathrop

April spring cleaning event

Major capital projects (2022) & budget overview

Acoustics - will be split into two categories, projects we can do ourselves and projects that we will have to pay to complete.

-New member Melissa Von Borstel is an architect and has offered to help with this project.

Security upgrade expansion (lighting)

Preliminary works for paving

2022 "Job Jar" for volunteer hours - Jared will create a google sheet that has jobs that need to be completed. Members can sign up for jobs and submit work hours once the job is complete.

Recurring tasks (moving, weeding, ect)

Unique "1 time event" tasks

Future large events (held quarterly)

Skill set survey - If you haven't already done so, fill out the skill set survey.

Security assessment and practices for members

Secretary - Rachel Barney

Bylaw amendments were proposed and sent to each member via email 10 days prior to the General Meeting. Brad moved to approve the Bylaw amendments, the motion was seconded and opened for discussion. Rachel then went through each amendment and asked for discussion after reviewing each article.

Elizabeth Remley asked why the numbers were changed to digits instead of written out. Rachel explained that it would assist in finding information in the Bylaws more easily.

Peter Allison asked if the change in time for collecting the initiation fees would affect the members already accepted into the club. The change would affect new members from April 21 on, not the current members still making initiation fee payments.

No other discussion was raised. Brad again motioned to accept the Bylaws, and the motion was seconded. 24 members approved the motion, none were opposed. The motion passed.

The Bylaw proposal sent to the membership is attached at the end of these minutes.

Report of Committees

Hospitality Committee presented earlier in the evening.

Report of Fleets

Laser

Winter Series '22 had 11 boats with Wayne Pignolet, Ollie Kunz, Walt Mintkeski on podium

Florida Masters '22: Rob Hodson won the Seidenberg Perpetual for Top Great Grand Master

Weekend Laser Gran Prix Series Regattas in June, July, Aug, Sept, Nov

Laser \$100 raffle fundraiser for OYSF (sailingfilmfestival.com by May 15)

Laser Clinic Sat May 21 1-5pm at WSC by John Sturman

Lido

Planning meeting: Feb 27

Goals from the group- how to get more boats sailing: racing and cruising

2 chalk talks:

Mark Sandifer: Racing 101 - March 27

Tom McLaughlin: How to Rig your Lido - April 3

Possibly a 3rd to be added: Kerry Poe on boat handling

Boat measurement led by Steve Salas: April 23

Turtle Regatta: May 14/15

David Johnson is working on shirt designs

National class leadership: Jim Reavis and Tom McLaughlin

Thistle

We had a clinic day on April 9, focussing on crew development.

If you want a Thistle, there are some good ones for sale.

June 18-19, Sears Area L qualifiers at WSC in Thistles

May 28-29, Memorial Day at Eugene

June 4-5, Vancouver Lake

July 9-10, Yale Lake Thistle Regatta hosted by WSC

August 6-7, Open PNW Districts at North Flathead YC, Montana (Worth the drive! 2023 Nationals site!)

August 27-28, Sequim Bay

Daysailer

Coming Event Highlights in 2022

- 24 April 10AM-2PM Sunday Brunch and Sailing Clinic
- 30 April 5-8PM DS Fleet Salmon Dinner
- 28-29 May, Eugene Memorial Day Regatta
- 9-10 July, High Sierra Regatta, Huntington Lake, CA
- 30-31 July the North American Championship Regatta at EYC
- 3 August Wednesday evening fleet races at WSC
- 6-7 August Al Morris Regatta at Yale Lake

Headcount

- ❖ 21 DaySailers parked at the club
- ❖ 5 DaySailers on the line last night
- ❖ New DS Fleet members Joe Fram and Keith Harvey

Come prepared to sail with the DaySailers this Sunday and enjoy a potluck brunch.

Unfinished Business

No unfinished business discussion scheduled.

Introduction of Prospective Members

Three new members attended the General Meeting and were sworn into the club. Peter Allison, Melissa Von Borstel, and Wizard. Welcome!

General Business

Program Director's Report - Matt Berger

- **Spring Teams** nearly full at 40 High School and 20 Opti/Feva - HS team performing GREAT at regattas nearly every weekend. Optis/Fevas have three development regattas to attend this spring.
- **New 420s** are here and looking great for little club expense. Fleet replacement plan is on schedule. Thank you to all the donors!
- **Summer Programming** registration is going strong and nearly at our budgeted goal for the year. Programming is back to the pre-pandemic, full-week schedule:
 - **LTS 2021 Total** = \$137,815 over 422 registrants

- **LTS 2022 Year to Date** = \$162,900 over 449 registrants
- **OYSF Community Sailing** confirmed for 50 students over 10 weeks of boat building/sailing camps (30K in WSC income)
- **Sail2Change** confirmed for 24 students over 4 weeks of full-time programming with option to add 4 more weeks (10.5K-21K in WSC income)
- **Trackers NW** coming 2 days per week for entire summer (10.8K in WSC income)
- **Loaner Boats** - (Lido, DaySailer, Thistle, Lasers, 420s, Kayaks/SUPs) back in action with an online reservation calendar. Contact Director@WillametteSailingClub.com to get your safety check-out and/or reserve.
- **Whaler Upgrades** - Hulls #1, 2 & 5 (3 & 4 next), radios, horns, electrical, all motors serviced

Club Manager Report - Drew Ehlers

Moorage Lot:

- + 4 spots added to the Inner Island
- + 4 spots added in the Back Lot
- + Laser section of the lot organized for efficient storage
- + Empty trailers moved to the bluff

WSC has +/- 300 total moorage spots. The Docks and Lot are full.

Request for volunteers to move boats:

- Low use boats on the docks, swap with boats in the lot on a temporary basis.
- WSC has spare trailers and I will help launch boats during the week and Tom McLaughlin will help launch boats on weekends. Even if you can trade for one racing session it would be a help.
- Lasers on dock please move to racks or dollies
- Kayaks and SUPs stored on top two rows of dock racks. Priority for Laser moorage on lower racks.

New Business

New gate code.

Good of the order

Kerry Poe was elected for a double submarine, Thom Block for running into and getting stuck on the only log in the river on the way back to the dock.

Adjournment

9:16pm

WSC By-Laws

Proposed and Approved Bylaw Amendments 4/21/2022

ARTICLE I – NAME

The corporate name of this association shall be Willamette Sailing Club of Portland, Inc.

ARTICLE II – PURPOSE

The purpose of this club shall be:

1. To promote, advance, and encourage the sport of Corinthian or amateur sailing, particularly of yacht racing and cruising.
2. To provide club, educational, social, mooring, cruising, and racing facilities for its members.
3. To hold and take part in sailboat races and regattas with other yacht clubs and associate with them.
4. To develop the friendship, sportsmanship, and good fellowship of its members and the general public.
5. To make the yachting facilities of the Portland area more popular and utilize their possibilities.
6. To take part in and support other outdoor sports in the Pacific Northwest. 7. It is the intention of the club to maintain its position as a small boat club and to encourage development of the centerboard classes.

ARTICLE III – LOCATION

The club is located in Portland, Oregon, and its address is 6336 SW Beaver Avenue, Portland, Oregon 97239.

ARTICLE IV – OFFICERS AND DIRECTORS

Section A: The number of directors shall be seven. These directors shall be duly elected officers of the club, elected as provided in Article V of the By-Laws.

Section B: The Officers of the club shall act as Board of Directors and exercise control over policies and finances of the club and shall hold office until their successors take office.

Section C: No member shall hold the same office for more than three consecutive years. Section

D: Officers' titles and duties shall be:

1. President (Commodore)
 - A. Shall preside at all meetings of the club and directors.
 - B. Shall enforce all rules and regulations.
 - C. Shall take command of the squadron at all times.
 - D. Shall supervise club property, appoint committees, and shall manage the club, and in so doing, shall be responsible only to the Board of Directors and club.
2. First Vice President (Vice Commodore)
 - A. Shall assist the Commodore.
 - B. Shall officiate in the absence of the Commodore.
3. Second Vice President (Rear Commodore)
 - A. Shall assist the Commodore and Vice Commodore in their duties, making suggestions from their his background of experience and knowledge.
4. Secretary
 - A. Shall record all proceedings of membership meetings and directors' meetings in files books belonging to the club.
 - B. Shall ensure that maintain a correct roll of members, their addresses, and a register of boats owned by club members are kept by the office.
 - C. Shall notify applicants for membership of their acceptance or rejection. D. Shall maintain an official copy of the Articles and By-Laws, including all amendments.
 - E. Shall perform such other duties as the Commodore may direct.
5. Treasurer
 - A. Shall be the officer to supervise the bookkeeping function.
 - B. Shall periodically examine the club's books, including bank statements and other information as necessary to confirm satisfy himself of their validity. The books shall remain open for examination by the members.
 - C. Shall report to the membership the monthly financial activities of the club. At the April General February Mmeeting, he shall the Treasurer shall make a full and complete report on cash and properties of the club.
 - D. Shall approve all disbursements, as directed by the Board. The maximum amount which the Board of Directors may approve without a vote of the membership shall be limited to \$10,000.
 - E. Shall prepare a forecast of income and expenditures for the November Generalannual Board mMeeting held in November.
 - F. Shall perform such other duties as the Commodore or Board may direct.
6. Fleet Captain
 - A. Shall act as Commodore's executive officer.
 - B. Shall perform duties of Sergeant-at-Arms at meetings, function as Chairman of the Race Committee, and be responsible for club-owned equipment used for racing and maintain an inventory of such equipment.
 - C. Shall perform such other duties as the Commodore or Board of Directors may direct.
7. Port Captain
 - A. Shall supervise all moorage, floats, and buildings the club may acquire, and assist the club manager in maintaining maintain an inventory of such buildings or equipment.
 - B. Shall perform such other duties as the Commodore or Board of Directors may direct.

Section E: In the event of the absence of the Commodore, the highest ranking officer present shall preside at meetings.

Section F: The Board of Directors shall exercise the right to administer deeds of gifts or perpetual trophies to best serve the club and donor alike.

Section G: Any elected official may be removed from office for cause by a 2/3 two-thirds majority of

the eligible voting members of the club. Cause is defined as conduct unbecoming **conduct** a gentleman, insubordination, or violation of the Articles or By-Laws.

1. A written petition signed by not less than ten percent (10%) of the eligible voting membership of the club stating specific charges must be sent to all eligible voting members of the club. Upon receipt of these charges, the Commodore must schedule a hearing not less than 7 or more than 31 days following the receipt of the charges.
2. The hearing will be open to voting members only, and presided over by the Commodore. In the event the Commodore is the subject of the petition, the Vice Commodore shall preside over the hearing.
3. Immediately following the hearing, the presiding officer of the hearing shall submit a written ballot to the eligible voting members of the club containing charges and rebuttal for their approval.
4. In the event that the officer is expelled from the club, succession shall follow as defined in Article V, Section D.

Section H: Conflicts of Interest:

1. The Commodore shall be exempt from payment of dues and moorage of one boat during his **the** term of service.
 2. Except for the Commodore's exemption above, all officers shall pay routine fees such as dues, moorage, event registrations, and product sales, at the same rates as other members.
3. Other transactions between the club and its officers shall be subject to the following rules:
 - A. Goods and services shall be traded at fair market values.
 - B. Transactions with a dollar value less than \$500 shall be reported to the Board of Directors at its next meeting.
 - C. Transactions with a dollar value in excess of \$500 shall be approved in advance by the Board of Directors, with the officer(s) involved abstaining from the vote.

ARTICLE V – NOMINATIONS AND ELECTIONS

Section A: Not less than one month before the November **General** annual meeting, the Commodore shall appoint a nominating committee of three members (not **D**directors at the time of appointment), whose duty it shall be to select one or more candidates for each of the offices of Commodore, Vice Commodore, Secretary, Treasurer, Fleet Captain, and Port Captain. The report of the nominating committee shall be filed with the Secretary no less than **10** ten days before the date of the November meeting, and the Secretary shall notify the members of the selections in the notice announcing the November meeting.

Section B: At the November meeting, additional nominations for any of the six elected officers may be made from the floor.

Section C: The officers as listed above shall be elected by secret ballot of the membership at the annual November meeting, and plurality vote shall elect. However, if there is but one nominee for each office, the Commodore may declare the nominees elected. 1. New officers shall take office on January 1st and shall take part in the November and December Board meetings with full voting privileges.

2. The retiring Commodore automatically succeeds to the office of Rear Commodore.

Section D: In the event of the death or the inability or expulsion of a director or officer, his **the** successor shall be elected by the membership at the next **general** regular meeting or special meeting following such death or inability or expulsion. The person so elected shall serve only the unexpired term of the original director or officer, unless re-elected at the end of that term.

ARTICLE VI – MEMBERSHIP

Section A: The membership shall consist of a maximum of 300 Regular Members, 50 Midshipman members, and 100 Youth Members. Membership in special categories shall be determined and revised by the Board of Directors as it sees fit.

Section B: Election to membership **must** will be **approved** by the Board of Directors. The Board shall vote following a favorable report on the application by the membership committee. The committee shall consist of a chairman appointed by the

Commodore and the elected Club Secretary.

Section C: In the event an application is rejected, all dues and fees paid shall be refunded. Section D: The vote of the Board on an application shall be held at a board meeting upon the introduction of an applicant. Applicants accepted may be sworn in at the next general meeting or board meeting following the vote by the board. At that time, they will be presented with membership cards.

Section E: Work Hours Requirement: Each member unit shall be responsible for a minimum of ten (10) hours of labor during the Work Hour Year, unless specified differently in these By-Laws. Up to 2 work hours may be completed by participating on the WSC Race Committee (RC), 1 hour per RC assignment. When these By-Laws require the completion of less than the full work hour requirement, that percentage will also apply to the maximum number of work hours that can be satisfied through RC assignments.

Section F: Membership of this club shall consist of **eight six** classes of members: 1. Regular Member

- A. Regular Membership is open to anyone over the age of **30 21** with an active interest in small boat sailing.
- B. Regular Members are entitled to full rights and privileges of club membership, including the right to vote and hold office. Voting rights require boat ownership. **(Went back to the original wording.)**
- C. Club privileges, including the use of club facilities and eligibility to participate in club activities, shall extend to the Regular Member's spouse and children under the age of 21 or under the age of 23 if attending college full time, except that each Regular Member family unit shall have only one vote.
- D. Regular Members must own a boat within 1 year of joining the club.
- E. Charter members of **the club** WSC shall enjoy all the rights, privileges and responsibilities of Regular Membership.
- F. Regular Members must fulfill the full work hours requirement.
- G. New Members who join after April 1 must complete 50% of the work hour requirement prior to October 1. Those who join after June 30 will begin their work hour responsibility on October 1 of the same year and are responsible for the full work hour requirement.

2. Midshipman

- A. Midshipman Membership is open to anyone 19 years of age and older who has not yet reached **their**his or her 30th birthday.
- B. Midshipman Members shall enjoy all the rights and responsibilities of Regular Members, including the right to vote and hold office, except that, as a class, they may hold a maximum of one office on the Board of Directors.
- C. Club privileges, including the use of club facilities and eligibility to participate in club activities, shall extend to the Midshipman Member's spouse and children. Each Midshipman Member family unit shall have only one vote.
- D. Midshipman Members do not have to own a boat until they become Regular Members.
- E. Midshipman Members must be an active participant in club sailing activities.
- F. Midshipman Members must fulfill the full work hours requirement.
- G. New Midshipman Members who join after April 1 must complete 50% of the work hour requirement prior to October 1. Those who join after June 30 will begin their work hour responsibility on October 1 of the same year and are responsible for the full work hours requirement for the period beginning October 1.

3. Youth Member

- A. Youth Membership is open to anyone between 7 and 18 years of age or younger, but who has reached his or her 7th birthday, and who is actively participating in the Junior Sailing Program or and who has the sponsorship of a Regular Member. The Sponsor shall be a Regular Member in good standing who shall agree to provide guidance, advice and assistance to the Youth member.
 - 1. Youth members aged 7-11 years old must be accompanied by a parent or adult guardian, or be involved in an organized club program, such as Sailing School, Junior Program, and/or Youth Fleet activities while on club grounds.
- B. Youth Members shall enjoy the privileges of club membership except that they shall not be eligible to vote or hold office.
- C. Youth Members are not required to own a boat, sailing dinghy but must be an active participant in club sailing activities and/or be actively involved in the Junior Sailing Program.
- D. Parents or guardians of Youth Members shall be responsible for the actions of their children.
- E. Youth Members or their parents must fulfill the full work hours requirement.

4. Inactive Member

- A. Inactive Membership shall extend to Shall be a member in good standing who because of business, health, moving out of the area, or other reasons is unable to regularly use the club facilities.
- B. Persons wishing to be considered for Inactive Membership must present their requests to the Board giving explicit reasons in writing. Upon approval, this status will continue until the member requests Regular Membership, resigns, or is dropped for non-payment of dues or for misconduct.
- C. Inactive Members may become Regular Members again by notifying the Board of Directors of their intent and by paying the current annual fees, providing the membership limit has not been reached.
- D. An Inactive Member shall not hold office, exercise a vote, be entitled to moorage, use of the ramp and/or launching facilities.
- E. An Inactive Member shall not act as helmsman and/or skipper of any boat participating in any racing activities sponsored by this club. (When this rule conflicts with current operating policies, current operating policies shall override.)
- F. An Inactive Member participating in social functions of the club shall provide services and/or material the same as requested of Regular Members.
- G. Inactive Members are excused from the work hour requirement. 5.

Honorary Member

- A. On recommendation of the Board, a majority vote of the members present at any regular meeting may grant Honorary Membership to a deserving person.
- B. This membership will carry all privileges except the right to vote. C. Honorary Memberships shall be limited to a period of one year, unless extended by taking another vote.
- D. Honorary Memberships will be excused from the work hour requirement. 6.

Senior Member

- A. Senior Membership is open to anyone 65 years of age and older and who has been a Regular Member for at least 5 years.
- B. Senior Members are entitled to full rights and privileges of club membership, including the right to vote and hold office.
- C. Club privileges, including the use of club facilities and eligibility to participate in club activities, shall extend to the Senior Member's spouse and children under the age of 21 or under the age of 23 if attending college full time, except that each Senior Member family unit shall have only one vote.

- D. Senior Members are not required to own a boat.
- E. The Senior Membership category must be requested by the member from the Board of Directors.
- F. Senior Members must fulfill 50% of the work hours requirement. The relaxed requirement is effective immediately.
- G. Has been a Regular Member for at least five years.
- H. Must be 65 years old or more.
- I. Authorized to vote.¶¶
- J. Authorized to hold office.
- K. Pays dues at a rate of 50%.¶¶
- L. Responsible for 50% of work hour requirement.¶¶
- M. Must request this category from the Board. ¶¶
- N. Must pay all fees and bonds in full.

7. Training Member

- A. Anyone who takes a class at WSC is granted a Training Membership. A member who joins primarily for the purpose of learning to sail and to find out what small boat sailing, and sailing at WSC, is all about.
- B. Training members shall not hold office, vote, moor a boat, or use the facilities and/or ramp except while participating in a club sanctioned training event or as club policy allows.
- C. Training Membership is an individual membership and does not extend to family members.
- D. Training membership expires after sixty (60) days from the first use (first day of class.), and can either be renewed at the same rate (maximum of 2two terms in a calendar year) or upgraded to full membership by gaining approval from notifying the Board of Directors and paying the current prorated dues and initiation fee. (less the training membership fees paid in that calendar year), provided that the membership limit has not been reached.
- E. Training members shall not hold office, exercise a vote, be entitled to moorage, or have use of the facilities and/or ramp except while participating in a club sanctioned training event or as the guest of a Regular member who must be present at the time of use. (Moved to B for consistency)
- F. Training members are not required to own a sailboat.
- G. Training Membership does not require Board approval or swearing in, and is effective immediately upon application and remittance of dues. (moved from I. for consistency)
- H. Training Members shall have no initiation fee or work hour requirement. I. Training Membership does not require Board approval or swearing in, and is effective immediately upon application and remittance of dues.
- J. The Willamette Sailing Club Board of Directors shall set the fee for a Training Membership on a yearly basis. (moved to Article VII)

8. Collegiate Member

- A. Collegiate Membership is open to A Collegiate Member is a college students participating under an operating agreement between WSC and the student's college.
- B. Collegiate Members are not entitled to the right to vote or hold office. C. Club privileges, including the use of club facilities and eligibility to participate in club activities will be set by the operating agreement. The use of club facilities will be determined by the operating agreement.
- D. Collegiate Members must fulfill Dues and work hours as for Collegiate Members will be set by the operating agreement.
- E. Collegiate members will not vote at club elections and business meetings. Section G: Any person of good moral standing, interested in sailing, shall be eligible to apply for membership in accordance with provisions set forth in the By-Laws.

Section H: No fewer than 80% of members who are required to own a boat under Article VI Section F must own a centerboard sailing vessel under 20' in length. Up to 20% of members required to own a boat may satisfy the requirement with any other type of non motorized watercraft or with board approval, a sailboat greater than 20' with or without an accessory motor. Motorboats do not satisfy the boat ownership requirement.

Ratio of non-sailboats among Regular Members shall be 20% of boats. It shall be the responsibility of the membership committee to maintain a waiting list of Apprentice Seamen owning non-sailboats, and notifying them when the boat ratio permits advancement to Regular Member status.

Section I: Each member shall be expected to engage in appropriate conduct himself as befitting a gentleman while participating in any activities of this club. The use of alcoholic beverages shall be prohibited at any club meeting.

Section J: Any member of the club may present to the Board of Directors written charges against any other member for unbecoming conduct conduct unbecoming a gentleman, insubordination, violation of the Articles or By-Laws, or other offense. 1. The Board of Directors shall review such charges and may recommend expulsion of the offender. 2. Such expulsion may be made at any special or regular meeting of the membership, provided that 3/4 three-fourths of the attending membership vote in favor of the action.

ARTICLE VII – DUES AND FEES

Section A: Initiation Fee

1. Except for the conditions stated in Item 4 below, an initiation fee of \$1,250 is required of all members upon acceptance into Regular Membership. Of that, \$625 shall be paid with the application, and the remaining \$625 mustay be paid within 120 days. .in monthly or quarterly installments over the first 24 months of membership.
2. The initiation fee shall be divided equally into monthly payments over the Midshipman term or the end of the second year of membership, whichever comes later.
 - A. A reserve fund shall be established for each Midshipman upon acceptance into membership for the purpose of making annual payments toward the initiation fee.¶
 - B. Payments to the reserve fund are non-refundable and shall be used for the purpose of paying the initiation fee.
 - C. The initiation fee for Midshipman shall be 1/2 of the Regular Membership initiation fees.. Of that, 50% shall be paid with the application and the remainder must be paid within 120 days.
 - D. A Midshipman Membership transitions to Regular membership after the member's 30th birthday without an additional initiation fee.
3. No initiation fee is required for Youth Membership, Training Membership, or Collegiate Membership.
 4. Any person who has been affiliated with WSC as a part of a Regular Membership may, within 90 days of reaching the age of 21, become a MidshipmanRegular Member by completing an application and paying the initiation fee discounted as follows:
 - if affiliated more than 5 years: pay 0% of initiation fee
 - less than 5 and more than 4 years: pay 20% of initiation fee
 - less than 4 and more than 3 years: pay 40% of initiation fee
 - less than 3 and more than 2 years: pay 60% of initiation fee
 - less than 2 and more than 1 year: pay 80% of initiation fee
 - less than 1 year: pay 100% of initiation fee
 5. Training Members who decide to apply for full membership shall receive a 20% discount on their initiation fee, but only if they are within their 60 day membership period.

Section B: Dues

1. Annual dues for Regular Members shall be \$700 for the period starting January 1

through December 31, with the option of quarterly or monthly payments.

- A. Beginning January 1, 2021, dues and moorage rates shall be increased by 3% annually and rounded to the nearest whole dollar. This period of increases will expire after three years on December 31, 2023.
2. Annual dues for Midshipman, Youth, and Senior Members shall be set at $\frac{1}{2}$ one-half of the current dues requirement for Regular Members.
3. Annual dues for Inactive members shall be $\frac{1}{3}$ one-third of Regular Member dues.
4. The WSC Board of Directors shall set the dues for a Training Membership on a yearly basis. (previously under Training Membership section)
5. Dues for Collegiate Members will be set by the operating agreement. (previously under Collegiate Membership section)
6. First year dues shall be prorated on a monthly basis starting with the month of acceptance into the club membership.
7. Member's dues paid prior to January 31st by cash or check receive an 8% discount.
8. Regular, Senior, and Midshipman Memberships will have an annual food minimum requirement of \$50. This minimum will be effective January 1st, 2020 and will continue on a calendar year basis for each subsequent year. All food and beverage related charges will be deducted from the annual minimum with any remaining balance being billed on the first invoice of the next calendar year.

Section C: Moorage fees will be paid by members mooring on club-owned property. 1. Fee schedule to be set by the Board of Directors.

Section D: Work Hours

1. Each member shall contribute their work hour requirements as volunteer labor hours during the Work Hour Year or pay for each un-worked hour. Work hours will be billed $\frac{1}{2}$ one-half on June 30 and $\frac{1}{2}$ one-half on October 1. The hourly rate will be set by the Board of Directors.
2. The Work Hour Year will begin on October 1 and end on September 30 the following year.

Section E: A member whose account is in arrears more than 60 days and with a past due balance of \$1000 or above may be declared delinquent and may lose club privileges until such time payment is made.

1. On recommendation of the Board of Directors, a delinquent member may be dropped from the club rolls and their final balance be sent to collections.
2. Any person who has been dropped from the club rolls for non-payment of accounts may qualify for reinstatement by paying all past dues, fees, and penalties accrued. either the account due in full or a new initiation fee, whichever is higher.

ARTICLE VIII – MOORAGE AND GROUND PRIVILEGES

Section A: The privileges of the properties and facilities controlled by the club shall be limited to the use of club members, their guests, and to visiting members of recognized yacht clubs.

Section B: The Board of Directors, however, may in its judgment extend such privileges to others for certain limited periods.

ARTICLE IX – FLAGS AND UNIFORMS

Section A: The Club Burgee shall be a 12" x 18" triangular pennant, with a white circle, having the club emblem "W" and a sail (attached to leg of "W") cut out to show background color, on a red background.

Section B: The Club Cap Emblem for all members shall consist of a replica of the club Burgee.

Section C: Intentionally left blank.

Section D: Officers' insignias and flags shall be as follows:

1. Commodore
 - A. Pennant, rectangular in shape, width equals $\frac{2}{3}$ two-thirds of its length; the device

- to be thirteen white stars surrounding a white fouled anchor on a blue field.
- 2. Vice Commodore
 - A. Pennant, as above, substituting red for blue field.
- 3. Rear Commodore
 - A. Pennant, as above, substituting red for white in the device, and white for blue in the field.
- 4. Secretary
 - A. Pennant, as above, with device consisting of two white crossed quill pens on a blue field.
- 5. Treasurer
 - A. Pennant, as above, with device consisting of a white acorn on a blue field.
- 6. Fleet Captain
 - A. Pennant, as above, with device consisting of a blue fouled anchor on a white field.
- 7. Port Captain
 - A. Pennant, as above, consisting of white fouled anchor on a blue field.
- 8. Past Commodore
 - A. Pennant, as above, with a device consisting of three white stars on a blue field.

ARTICLE X – MEETINGS

Section A:

1. The regular annual meeting of this club shall be held on the second Thursday of ~~November~~October of each year, and the ~~The~~ fiscal year of the club shall commence on the first of January following.
2. General Membership meetings shall be held ~~on the second Thursday~~ in April and ~~November~~ on the second Thursday of alternate months starting with February, but may be held on another date if deemed necessary by the Board of Directors, provided that each member is notified of the change.

Section B: Special meetings may be called by the Commodore or the Board and shall be called by the Commodore upon written request of five members.

Section C: Notices of ~~general regular~~ or special meetings shall be ~~sent~~ mailed by the Secretary to each member at least five days before the date of such meeting.

Section D: The order of business of all ~~General Membership~~ meetings of the membership and/or Board shall be as follows:

1. Call to Order
2. Minutes of Previous Meeting
3. Treasurer's Report
4. Communications
5. Reports of Officers
6. Reports of Committees
7. Reports of Fleets
8. Unfinished Business
9. Introduction of Prospective Members
10. Vote on New Members
11. Elections
12. General Business
13. Installation of Officers
14. New Business
15. Good of the Order
16. Adjournment

Section E: In matters of club business, each Regular Member family unit shall have one vote, providing that unit is a charter member or a ~~sailing dinghy~~ boat owner. ~~(redundant)~~ Section F: Ten percent (10%) of the eligible voting membership of WSC shall constitute a quorum. ~~A quorum shall consist of 10% of the eligible voting membership.~~ Section G: For purposes of reference upon matters of parliamentary

procedure, Robert's Rules of Order, latest revision, is adopted by this club as the official guide.
Section H: The Board of Directors shall meet at least once every other month, and at other times as the Commodore deems necessary. The meeting shall be at least ten (10) days prior to a regular General Membership meeting. Meetings are open to all club members.
Section I: The Board shall prepare an annual report containing the financial year-end statement and inventory of club property and insurance policies, to be presented to the membership **nonot** later than the last day of April of the year following the reported year.

ARTICLE XI – PROPERTY RIGHTS AND DISSOLUTION

Section A: This club has no capital stock.

Section B: Intentionally left blank.

Section C: In the event of the dissolution of this club, all property and funds remaining after the payment of or provision for its debts and obligations shall be distributed to a charitable institution chosen by the Board for the support of sailing activities or sailing education.

Section D: The Board of Directors may authorize the borrowing of money, issuance of evidence of indebtedness; including notes, bonds and debentures, for any purpose approved by a **2/3**two-thirds vote of the membership present at a **General Meeting** regular monthly meeting or a special meeting of the membership called for that purpose, and may secure the same by mortgage, deed of trust, pledge or other lien. 1. Bond issues will be for specific amounts.

2. Total bonded indebtedness will not exceed **75%**seventy-five percent of the total worth of the club at the time of bonding.

ARTICLE XII – AMENDMENTS TO BY-LAWS

Section A: These By-Laws may be altered or amended at any **General Meeting**regular meeting or special meeting called for that purpose, provided that the text of the proposed change is included in the announcement of the meeting.

Section B: An amendment to the By-Laws shall require **2/3**two-thirds of the quorum or of the membership present, whichever is greater.

**The green edits were the original proposal sent to membership on April 7, 2022. The red were added amendments after hearing from the membership. This final version was sent to the membership on April 11, 2022.