

## **WSC By-Laws**

Updated April 21, 2022 General Meeting

### **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 S 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 manage the club, and in so doing, 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 background of experience and knowledge.
4. Secretary
  - A. Shall record all proceedings of membership meetings and directors' meetings in files belonging to the club.
  - B. Shall ensure that 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 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 Meeting, 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 General Meeting .
  - 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, 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 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 majority of the eligible voting members of the club. Cause is defined as unbecoming conduct , insubordination, or violation of the Articles or By-Laws.

- 1. A written petition signed by not less than 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 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 Meeting, the Commodore shall appoint a nominating committee of three members (not 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 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, the successor shall be elected by the membership at the next general 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 be approved by the Board of Directors.
- 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.
- Section E: Work Hours Requirement: Each member unit shall be responsible for a minimum of 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 classes of members:
  1. Regular Member
    - A. Regular Membership is open to anyone over the age of 30 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.
  - 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 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 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 and who is actively participating in the Junior Sailing Program or 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.
  - 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 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.
7. Training Member
  - A. Anyone who takes a class at WSC is granted a Training Membership.
  - 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 60 days from the first use (first day of class.).
  - E. (Moved to B for consistency)

- F. Training members are not required to own a boat.
  - 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.
8. Collegiate Member
- A. Collegiate Membership is open to 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
  - D. Collegiate Members must fulfill work hours as set by the operating agreement.

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.

Section I: Each member shall be expected to engage in appropriate conduct 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, 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 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 must be paid within 120 days. .
2. 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.
  - A. 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 Midshipman 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 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 1/2 of the current dues requirement for Regular Members.
3. Annual dues for Inactive members shall be 1/3 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 1/2 on June 30 and 1/2 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.

**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: Officers' insignias and flags shall be as follows:
1. Commodore
    - A. Pennant, rectangular in shape, width equals 2/3 of its length; the device to be 13 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 fiscal year of the club shall commence on the first of January.
  2. General Membership meetings shall be held in April and November 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 or special meetings shall be sent 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 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: A quorum shall consist of 10% of the eligible voting membership.
- Section F: 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 G: The Board of Directors shall meet at least once every month, and at other times as the Commodore deems necessary. The meeting shall be at least 10 days prior to a regular General Membership meeting. Meetings are open to all club members.
- Section H: 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 no 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: 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 C: 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 vote of the membership present at a General 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% 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 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 of the quorum or of the membership present, whichever is greater.