

DYC Annual Membership Meeting

2 PM, Sunday, March 03, 2024

AGENDA:

Welcome

Commodore's Message

Vice Commodore's Report

Treasurer's Report

Rear Commodore's Report

Secretary's Report

Dredge Committee Report

Election discussion

Election results

Ballot Measure Discussion and Vote on board incentives

Good of the Order

Adjournment

Duwamish Yacht Club Annual Meeting

March 3, 2024 at 2 pm

Duwamish Yacht Club 2024 Board Ballot

Voting is by owners only



to vote for

WRITE-IN

Commodore - 2 yr term

Joshua Hayes D02

Vice Commodore - 1 yr term

Joe Champoux B07

Rear Commodore - 2 yr term

To be determined

Treasurer - 2 yr term

Ron McDowell D05

Slip # _____

Signature

Owner

Print name

Ballots must be returned to the DYC office by Wednesday, Feb. 28, 2024

Ballots may be returned by email, USPS mail, or in person.

Blank paper ballots will be available in the office.

Send email ballots to dycinformation@gmail.com

for USPS mail, send to:
Duwamish Yacht Club
1801 S 93rd St
Seattle WA 98108

Office note:

In 2021 DYC's by-laws were amended to require 2-year Board terms with staggered start dates so that all Board positions would not expire at the end of any one fiscal year. Board Office terms that

Secretary - Dawson Kaminski B03

Trustee - 2 yr term Al Hillel C08

Jr. Past Commodore - 1 yr

Bill Dickinson B15

Bylaws Changes for Annual Meeting March 2024

The following two changes to the Bylaws are to be considered for voting at the March 2024 Annual Meeting. **The primary measure to consider is Measure 4.6** which changes the limits of compensation for Board Members. Currently the limit is relief of dues to the amount of \$500 per year.

Until now, the DYC has been managed entirely by volunteers on the Board, as well as volunteers for many specific tasks. It has been an honored tradition and culture.

However, for the past 6 years we essentially have not had "elections" for Board Members. We did hold voting, but none were consequential since we have not had a single position for which there was more than one candidate. A review of the last 6 years shows that many board positions have been held by the same people who continued from year to year, sometimes changing their roles. For the past 5 years, it has taken considerable effort to fill the election slate. This year, for the first time, we are heading to our election with one position unfilled.

It is clearly stated in the Bylaws that it is the duty of all members to participate in the Board, yet few have volunteered. We are in the potential situation in which we will have to choose a member to fill the open position, possibly with termination from the DYC if that member declines. Clearly, it is not ideal to keep proceeding in this fashion, as the Board could become comprised of involuntary members who have little interest in carrying out the required tasks.

Considering that few members volunteer, we are now facing the proposition that we will need to hire out the work that the Board does because we do not have the resources to continue without member participation. We anticipate for instance, that were the role of commodore or vice commodore to be unfilled, we would likely spend \$80,000 to \$120,000 to hire legal work, consultants, and contractors to maintain the DYC in their place. We estimate this would cost each member \$1000 to \$1500 per year.

The Board felt a better and less costly idea was to consider the option of increasing compensation to Board Members. The hope is that might attract more "volunteers" and avert the great cost of hiring out to cover the DYC needs.

To keep the remuneration "unsalaried", it would be limited to monthly dues. For the commodore and vice commodore, dues relief would be up to 100%. For the Treasurer, Secretary, and Rear Commodore, dues relief would be up to 60%. For the Trustees, dues relief would be up to 50%. The actual determination of the % would be determined by the Board, not to exceed the limits noted.

The total cost to the DYC would be about \$30,000 per year. The estimated cost per member for this change would be between \$350 to \$450 per year. When we considered the analogous situation for being excused from the two work parties each year, the cost of the penalty is a total of \$300 (\$150 each missed work party). Currently, half the members of the DYC choose this option rather than spend two Saturday mornings (4 hours each) at the DYC. Thus, it seems more than reasonable to charge members \$350-450 per year to compensate board members and, thereby, be excused from 9 Board Meetings and the dozens of additional hours and associated responsibilities.

Ultimately, the goal of this change is to attract more members to be interested in serving on the Board. Serving on the Board would provide dues relief. For example, a trustee position, which receives the lowest % dues relief, provides about 12x the \$350 dues relief which would cover, the equivalent, in advance, 10 years of the future \$350 assessment.

The additional change to the Bylaws is Measure 5.9. The new version simply removes the term "or as an officer without compensation" in order to remain consistent with the change proposed for Measure 4.6.

Proposal for Changes in Bylaws to allow compensation to Board Members

Current Version

4.6 Compensation: The Directors, as such, may receive reasonable compensation not to exceed \$500.00 for their services rendered at the end of their full term of service as board members. Reasonable compensation as defined here for example would be one month's free moorage at the end of their year of service.

Proposed Version

4.6 Compensation: The Directors, as such, may receive reasonable compensation not to exceed the relief of NYC monthly dues for the duration of their term. The Commodore and Vice Commodore are eligible for up to the entire amount of their monthly dues. The Treasurer, Secretary, and Rear Commodore are eligible for up to 60% of their monthly dues. The Trustees are eligible for up to 50% of their monthly dues. The exact amounts, up to the limits set in this paragraph, are to be determined by the Board.

Current Version

5.9 Indemnification: The Club shall indemnify and hold harmless each person who shall serve at any time as a director of the Club, or as an officer without compensation, from and against any and all claims and liabilities to which such person shall become subject, by reason of his having served as a director or uncompensated officer of the Club, or by reason of any action alleged to have been taken or omitted to be taken by such person. The Club shall reimburse each person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for an expense incurred with any claim or liability arising out of his own fraud, bad faith or willful misconduct.

Proposed Version

5.9 Indemnification: The Club shall indemnify and hold harmless each person who shall serve at any time as a director of the Club, or as an officer ~~without compensation~~, from and against any and all claims and liabilities to which such person shall become subject, by reason of his having served as a director or ~~uncompensated~~ officer of the Club, or by reason of any action alleged to have been taken or omitted to be taken by such person. The Club shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for an expense incurred with any claim or liability arising out of his own fraud, bad faith or willful misconduct.

DUWAMISH YACHT CLUB

2024-2025 PROXY

KNOW ALL PERSONS BY THESE PRESENT THAT the undersigned member of the Duwamish Yacht Club hereby constitutes and appoints:

_____, as the proxy of the undersigned, to represent the undersigned at the Annual Meeting of the members of the Duwamish Yacht Club to be held at the clubhouse by the club on the **3rd day of March, 2024**, at the hour of **2:00 PM**, and at all adjournments thereof, to vote on all matters coming before that meeting in the name of the undersigned, with full power in the premises as the undersigned would possess if virtually present. Proxy votes are allowed for voting on Club business matters only. Voting for Board Members may be done by ballot only.

Appointee must be a voting member in good standing of the Duwamish Yacht Club. If no appointee is named above, the Secretary of the Board is authorized to vote as designated by the majority of the Board.

Dated this _____ day of _____, 2024

Signed: _____

Print name _____

Slip No(s) _____

Please return to: Duwamish Yacht Club
Board of Directors
1801 S 93rd St
Seattle, WA 98108-5125

Return by mail in the enclosed envelope or through the mail slot at the club's office. Must be received in the DYU office by mail or email by Wednesday, February 28th, 2024, or through the mail slot by 12:00 noon on Wednesday, February 28th, 2024.