

# Proposed Amendments to OYC Bylaws Concerning Electronic Balloting and Amending the Bylaws

Approved by the Board of Trustees April 12, 2023

The Board of Trustees has proposed amending the Club Bylaws to:

- make electronic balloting the primary method for electing and removing officers and buying or selling real property (Article 4. Government)
- streamline the bylaws amendment process while at the same time improving membership notification and involvement in the bylaws amendment process (Article 7. Amendment of Bylaws)

The full text of this proposal showing the changes is posted on the Club website and at the Clubhouse.

## Article 4. Government

The proposed amendments will make electronic balloting the standard method by which the membership votes on Officers and issues. Currently, voting is conducted in-person by those attending the monthly dinner meetings. Typically, only about 30 memberships vote at these meetings. During the Covid-19 epidemic, we could not hold in-person meetings and used electronic voting. Ballots were emailed to members who then voted electronically. We found that over 80 memberships consistently voted, and that the system was very secure and auditable. It is, therefore, proposed that OYC's bylaws be amended to use electronic balloting for all voting. The software we used (eBallot.com) provides a secret, secure, and auditable method for conducting these votes that is used by national organizations, unions, universities, etc.

## Article 7. Amendment of Bylaws

This section is amended to simplify and speed up the amendment process from three-four months to two months while assuring that the membership is well informed about the issues. In addition to posting a proposed bylaws amendment in the Clubhouse and publishing it in the Beachcomber, the Board Secretary will email a copy to all members and post the proposed amendment on the OYC website.

In summary, these proposed amendments are intended to expand member participation in Club decisions and make Club operations more efficient and responsive. The OYC website will show the proposed changes to the affected bylaws, along with a summary of these changes and a comparison of the timeline for making amendments to the bylaws as we do it now and as it would be if this amendment is approved.

**Below is a summary of only those parts of Articles 4 and 7 that are being proposed for change:**

### Article 4 Section 1 – Government

(D) Membership Oversight:

(1) The membership, by petition to the Board, may seek to have a Board action reversed or modified. If not resolved by the Board, an electronic ballot of the membership will be conducted and the ballot passed if supported by two-thirds of the ballots received.

(2) The sale or purchase of real property shall be approved by a two-thirds vote of the members by electronic ballot.

(E) Vote of Confidence:

Members may seek the removal of a Club Trustee by submitting a petition to the Board and a majority vote. This vote will be by electronic ballot.

(G) Electronic Balloting (New Section)

Establishes electronic balloting for settling all issues subject to a vote of the membership. Ballots will be emailed to each member at least ten (10) days prior to the ballot closing and will include candidate statements,

statements of support of opposition, etc. The results of the vote will be certified by two Club Offices who are not on the ballot and will be documented in the Board minutes and announced to the members.

Article 4 Section 5 - Election of Officers

(A) Nominations:

To accommodate electronic voting prior to the May membership meeting, the nomination process is changed to close with the April membership meeting.

(B) Elections:

The election of new Officers will begin ten (10) days prior to the May membership meeting as described in Art. 4 Sec. 1(G) Electronic Balloting. The ballot emailed to the members will include a provision for writing in a candidate. The vote will close immediately prior to the meeting and the certified results will be announced at that meeting as well as being included in the BOT minutes, posted on the Club website, and emailed to the members.

Article 7. Amendment of Bylaws

- (1) The Bylaws may be amended through a proposal by the Board or by petition signed by fifteen percent or more of the membership.
- (2) At the next Board meeting following the proposed or petitioned amendments, the Secretary will confirm that they meet the requirements of (1).
- (3) The Secretary will then notify the membership of these amendments by email to the members, posting around the Clubhouse, posting on the Club website, publishing in the next Beachcomber, and presenting to the membership at the next regularly scheduled membership meeting.
- (4) At the following Board meeting, the proposed amendment will be open to discussion from the membership and the Board may then modify the proposed amendment.
- (5) After the meeting the Secretary will again notify the membership of the proposed and/or petitioned amendment by email to the members, posting around the Clubhouse, and posting on the Club website. A vote will be conducted electronically immediately prior to the next membership meeting and the certified results announced at that meeting. If two-thirds or more of the returned ballots are affirmative, the amendment is approved. The results will be included in the BOT minutes, posted on the Club website, and emailed to the members.

Below is a comparison of the times under the current bylaws and under the amended bylaws.

<b>Days</b>	<b>Date</b>	<b>Amendment Action (Current Bylaws)</b>	<b>Days</b>	<b>Date</b>	<b>Amendment Action (Amended Bylaws)</b>
0	4/12	BOT approval	0	4/12	BOT approval
8	4/20	Submitted to Beachcomber & posted around Clubhouse	8	4/20	Emailed to member, posted at Clubhouse and on website
18	4/30	Published in Beachcomber	18	4/30	Published in Beachcomber
48	5/30	30 days in Beachcomber	21	5/3	Presented at membership meeting
56	6/7	Presented to membership meeting	28	5/10	Reviewed and approved at Board mtg.
84	7/5	Vote at next membership meeting	29	5/11	Amendment emailed to members, posted at Clubhouse and on website
			46	5/28	Start of electronic balloting

			56	6/7	Vote complete and results certified at membership meeting.
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**CONSTITUTION AND BYLAWS OF THE**

**OLYMPIA YACHT CLUB**

Amended: 09/2022, 11/07/2001, 10/10/2004, 1/05/05, 4/6/2005, 4/12/2006, 1/03/2007, 6/6/2007, 4/9/2008 (from May, 2000 meeting), 6/11/2008, 4/18/2013 (from various actions 2008-present), 6/11/2014, 3/14/2018, 10/5/2022, Amended ?/?/2023.

**ARTICLE 4. GOVERNMENT**

**Section 1. Government**

(D) MEMBERSHIP OVERSIGHT:

- (1) ~~The membership may modify or reverse a[A]ny action of the Board of Trustees may be modified or reversed by a two-thirds vote of the voting members present at the next regular or special meeting membership of the Club. Any member may call for the modification or reversal of any Board action by submitting a written request to the Secretary or Board Chair within 45 days following the meeting at which the Board's action was taken is reported to the members; such requests shall identify with specificity the challenged Board action and shall state the justification(s) for the reversal or specific modifications sought. The Board may of its own initiative grant the relief sought in any such request, or shall, within ten days of receipt, submit the matter to a vote under Article 4, section 1(G).~~
- (2) In order to purchase, sell, mortgage, or dispose of Real Property the proposal to do so shall be announced by the Board of Trustees at a regularly scheduled Board meeting, and the Secretary shall then cause a notice stating the proposition to

be voted upon to be e-mailed to all members and published in the Club's Beachcomber newsletter and posted in the Clubhouse and to the Club website and official ballot shall be mailed to all members in good standing and entitled to vote, not less than thirty days prior to the date set for the final ballot submission of the proposition for a vote under the provisions of subsection (G) of this Article. ~~The counting of returned ballots, and only such ballots as are in the hands of the Secretary at midnight of the day of balloting, shall be conducted by the Secretary and two Trustees. A two-thirds vote of approval shall be required for such Real Property actions.~~

(E) VOTE OF CONFIDENCE:

The Board of Trustees, or any member thereof, shall be subject to recall at any time by a "Vote of Confidence" by the membership. The proposal for a Vote of Confidence may be originated by any member of the Club, by submitting a written petition to the Secretary outlining the specific relief sought and the justification(s) therefore, and the action shall be deemed completed by a majority vote of those members present at any regular meeting of the Club those members voting. Voting will be by

secret ballot conducted under Article 4, section 1(G).

Announcement of a special election for the purpose of electing a new Board of Trustees, contingent upon the loss of the Vote of Confidence by the incumbent Board of Trustees, shall be a part of the notice to the membership that a Vote of Confidence is to take place. Nothing in this section is to be construed as preventing nomination to a new Board of Trustees of any member of a retiring Board of Trustees.

*[NEW SECTION]*

**(G) ELECTRONIC BALLOTING:**

Elections of Trustees and Club Officers, and of all ballot measures, shall be conducted by the Secretary by electronic ballot sent to the e-mail address of the managing partner of each Active or Life membership. All ballots shall include any statements submitted in support of an officer candidate, or in support or opposition to other ballot measures, and, in the case of Trustee and Officer positions on the ballot, shall also make provision for a write-in candidate. The ballots shall be sent at least ten (10) days before the ballot closes. Only one vote will be allowed per membership. If a vote cannot be conducted electronically, a paper ballot shall be mailed to the address of record for each membership at least twenty (20) days prior to the ballot closing. All votes will be secret, will be tabulated electronically, and will be verified by at least two Trustees and/or Club Officers who are not on the ballot; if paper ballots are used, the votes will be counted and verified by two Trustees and/or Club Officers who are not on the ballot. The results of the vote will be announced by the Secretary at the next Board meeting, entered into the minutes of the meeting, and emailed to the membership.

**Section 5. Election of Officers**

A. *Nominations:* At the regular March meeting the Chairman of the Board of Trustees shall call upon the nominating committee for its report. This committee shall consist of five Active Members of the Club, including at least one Past Commodore who shall be designated Chairman of the committee. All other members shall be active members in good standing during the preceding full two-year period. This committee shall render a full report at the next (April) regular meeting of the Club, submitting a list of at least one nominee for each office, in writing, to the Secretary, who shall then read the list to the members present.

Nominations may then be made from the floor and the names of the nominees accepted by the Secretary, subject to the nominees' consent. All nominees must, at the time of their nomination, be qualified for the office for which they are nominated and be in good standing. Marital partners or two unmarried persons who constitute an Active or Life Membership may not hold office jointly nor serve on the same Board of Trustees. Formal closing of the nominations will be last order of business at the regular ~~May~~ April meeting each year.

B. *Elections:* Election of Trustees and Club ~~o[ff]icers shall take place during be held,~~ pursuant to Article 4, section 1(G), prior to the regular membership meeting of the Club in May of each year. Voting will close the day before the May meeting, and results of the voting will be announced at the May meeting. The Secretary shall furnish each member in good standing a ballot containing the names of all nominees for each position. The election shall be by a secret ballot. This printed ballot shall also contain a provision for write-in candidates. Members may vote for any eligible candidate for each position. Ballots are to be collected and counted by Trustees who are not running for office. The candidates with the most votes shall be elected to the

open positions. If there are two open positions, such as with the Board of Trustees, and the two top candidates are in a tie, then they will both be elected. In the event of a tie on any other position, a runoff vote on such position shall be held immediately after the meeting by ~~secret~~ electronic ballot with only the tied nominees on the ballot.

D. *Vacancy*: Elections shall be held ~~at any regular meeting~~ whenever a vacancy occurs in any of the elective offices, after proclamation of the Commodore and due notice of at least one month to all members of the Club. In the event of death, permanent disability, or resignation of any elective officer, the Board of Trustees shall thereupon declare such office vacant, and ~~at the next regular Club meeting thereafter~~ hold a special election, pursuant to Article 4, section 1(G), for the purpose of electing a qualified candidate to fill the unexpired term. Eligibility shall be as specified for the office declared vacant. Any officer having sold or otherwise disposed of his boat, shall serve until his term expires. No member may hold two elective offices at any one time.

#### **Section 6. Removal from Office**

Any flag officer may be removed from office by written petition submitted by any member to the Secretary or Board Chair, along with a statement in support of the petition, after notification to all ~~voting~~ members, and ~~by the vote of two-thirds of the voting members in attendance at a regular "membership meeting"~~ upon a two-thirds affirmative vote of the voting membership, conducted pursuant to Article 4, section 1(G). However, ~~N[n]o such action~~ no such action shall be taken until a reasonable opportunity has been given to the officer to appear, in their defense, before the Board of Trustees, ~~who~~ which shall present their its recommendation to the membership at the next regular Club membership meeting;

the recommendation of the Board, along with the statement in support of the petition for removal, shall thereafter be included in the ballot for vote upon the petition.

#### **ARTICLE 7. AMENDMENT OF BYLAWS**

These Bylaws may be amended by the membership through the following procedure:

(1) The Board of Trustees may consider Bylaws amendments for proposal to the membership:

(a) On its own initiative at a regularly scheduled Board of Trustees meeting,  
or

(b) On recommendation in writing from any Club member eligible to vote.

(2) An amendment may be proposed to the membership by either:

(a) The Board of Trustees or

(b) If within 60 days after receipt of a recommended amendment in accordance with (1)b of this Article, the Board fails to approve the amendment for proposal to the membership, the amendment may be proposed by petition signed by at least 15% of the members eligible to vote.

A petitioner shall present a copy of the petitioned amendment to the ~~Board~~ Secretary. The ~~Board~~ Secretary shall verify that the petition satisfies the requirements of (1) and (2) of this Article at the next regularly scheduled Board of Trustees meeting.

(3) Once the Board of Trustees approves its own or member recommended amendment for proposal to the membership, or has

received a verified petition for amendment under paragraph (2)(b), above, [t]he Board Secretary shall then email the proposed or petitioned amendment to all members and arrange for the publication of the proposed amendment in the Club's Beachcomber newsletter and posting to the Club website of the proposed or petitioned amendment. The proposed amendment shall be published in the Beachcomber issue mailed at least 30 days prior to the regularly scheduled membership meeting at which the proposal is first presented; and

website for a continuous period prior to the next regularly scheduled Membership meeting, prior to which meeting a vote of the membership to approve the amendment shall be conducted under the provisions of Article 4, section 1(G) with the vote closing on the day before the membership meeting. The proposed amendment shall be approved by a two-thirds affirmative vote of those members voting and the results shall be announced by the Secretary at this meeting.

- (4) The Board Secretary shall arrange for the posting of the proposed amendment. The proposed amendment shall be conspicuously posted in and around the Clubhouse for a continuous period of at least 30 days immediately prior to the regularly scheduled membership meeting at which the proposal is first presented; and the proposed amendment shall be approved by a two-thirds vote by ballot of the members eligible to vote and present at a regularly scheduled membership meeting.

At the next regularly scheduled Board of Trustees meeting following the notice as provided in paragraph (3), above, the Trustees will review the proposed or petitioned amendment, and open the floor to discussion and entertain any changes deemed necessary to the text of the amendment; however, no changes may be made to the text of a petitioned amendment without the concurrence of the petitioner. The Board will then approve the final proposed or petitioned amendment for submission to a vote the membership.

- (5) The Secretary shall email the final version of the proposed or petitioned amendment to all members and arrange for posting in and around the Clubhouse and on the Club

