

Proposed Amendments (continued from inside)

Article XI proposed amendment:

ARTICLE XI is amended in its entirety (including the addition of new sections) to read as follows:

Section 1. Whenever the Board of Directors shall decide that a question submitted for its decision is of such importance that it should be submitted to a vote of the Corporation, the Board shall: submit to the Secretary, in writing, such question, formatted and worded precisely as it is to be finally presented; direct the Secretary to include such question on the regular ballot for comment or direction; or, if the Board should direct the Secretary to mail distribute the ballot and canvass the vote in the same manner as for the annual election of Directors. A majority vote of all ballots shall decide the question. The Board shall upon the written request of fifty members of the Corporation submit to vote any question they propose.

Section 2. Whenever the Board, the Nominating Committee or the Corporation is required by these Bylaws to distribute a ballot, notification or other document, instrument or communication to the membership or notify the membership of any matter or action, such distribution or notification may be by email addressed to that member at the most recent email listed for that member in the Corporation's membership records, except that such distribution or notification may not be by email (but shall be by US Mail) to any member who has not been notified in person or by US Mail that he or she has the option of receiving communications and notifications by US Mail or to any person who has elected that option.

Explanation
The changes in Section 1 enable the new Sections 2, 3 and 4 to be operative.

The new Section 2 deals with communications from Clearwater to members and permits email communications except for those members who wish to continue receiving theirs through the US mail.

The new Section 3 deals with communications from the

Section 3. Whenever a communication, including a completed ballot, is to be sent or conveyed by a member to the Corporation pursuant to these Bylaws, such communication may be made either by US Mail or at the option of the member by email or other electronic means established authorized by the Board for such purpose, provided that the Corporation has notified the member (by US Mail or email, in accordance with Section 2 of this Article XI) of the email address or other means so established for such purpose.

Section 4. In the case of any communication by members to the Corporation that, under these Bylaws, constitutes a vote by the membership, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting. Furthermore, in the case of any communication by members to the Corporation that, under these Bylaws is to be by secret ballot, the Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means affords members either the ability to submit such ballots anonymously or the ability to submit them to a third party designated and deemed trustworthy by the Board, which third party will tabulate the results and report them to the Judges of Election (without disclosing the votes of individual members) and will combine such votes with those received through the US Mail and include them in the report to the President and Secretary delivered by the Judges of Election pursuant to Section 2 of Article IX, above.

membership by Clearwater and permits email communications from those members who wish to use email.

The new Section 4 contains additional provisions addressing situations involving voting by the membership. It makes clear that the means provided (such as Survey Monkey, for example) must have functionality to assure the integrity and, in the case of secret ballots, the anonymity of the voting. The results of that will be sent to the Judges of Election, who will combine them with paper ballots and report the overall tallies.

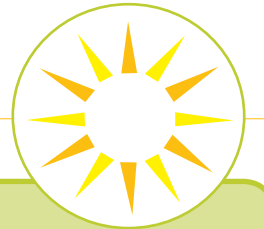


Hudson River Sloop Clearwater Annual Membership Meeting 2015:

Sunday, September 20, 2015
10:00 am to 2:00 pm

At University Settlement Camp, Pavilion
724 Wolcott Avenue
Beacon, NY 12508

HUDSON RIVER SLOOP CLEARWATER
Annual Membership Meeting 2015



The Year of the Sloop – We Need You Aboard!

This year, our beloved sloop, "America's Environmental Flagship" and the floating classroom on which 12,000 children a year are inspired and educated by on-water experiences, will undergo the most extensive, costly and lengthy sloop restoration project we've ever undertaken – replacement of the midships area of the hull. This is the last part of a three-step restoration project started in 2009. It will be expensive and will take us out of the water earlier this Fall and delay the start of the Spring season, taking weeks from our most productive sailing seasons.

The *Clearwater* is the only tall ship still operating on the Hudson and keeping it sailing into the future is the responsibility we take on as part of Pete's legacy. In his words, "I'm quite convinced that 500 years from now, the *Clearwater* will still be sailing. They probably will have replaced every plank on her by that time. She will have been wrung through five or six masts... maybe ten or twelve... but she will still be sailing. Because there will still be a job to do."

We have a generous matching grant from New York State to cover about half of the restoration costs, but this year, especially, all of us in the *Clearwater* family need to work together to raise funds to support the restoration and assure that Pete's vision will be the bright and robust reality ahead.

Sunday, September 20, 2015

10:00 am - 2:00 pm

The Pavilion

University Settlement Camp (behind the Clearwater Office)
724 Wolcott Avenue (NYS Route 9D)
Beacon, NY 12508

Directions

By train: Take Metro-North Railroad to the Beacon station. We can arrange to pick you up.

By car (West Bank): Take the NYS Thruway to Exit 17 – Newburgh. Follow signs to I-84 E toward Beacon. Take the first exit after the toll on Rt. 9D (Exit 11) toward Beacon/Wappingers Falls. Turn right at the light onto 9D and continue to the site – approximately 2.9 miles. It will be on your left.

By car (East Bank): Take NYS Route 9 to NYS Route 9D and continue to the site – approximately 2.9 miles. It will be on your left.

AGENDA:

all times subject to change:

10:00 am

Meet, coffee, potluck

10:30 am

Introductions

11:00 - 11:45 am

Musical Performances

11:45 am

Meet the Candidates – Ballot box closes at noon

12:00 - 1:30 pm

Ongoing Board of Directors Meeting
Sloop Club Charters

1:30 pm

Closing Songs

2:00 pm

Sloop Club Congress Meeting

ELECTION 2015: YOUR VOTE IS IMPORTANT!

Clearwater members near and far vote to elect Board candidates into office every year – and it's that time again. Board members serve 3-year terms, and may serve three consecutive terms before they must rotate off for at least one year. Here's how the process works:

1. A nominating committee, comprised of Board members and non-Board members, identifies and recruits a slate of candidates.
2. The full Board of Directors accepts or amends the slate.
3. Additional candidates are added by petition with five Board members' or 30 Clearwater members' signatures.
4. A ballot is mailed to the membership 4 weeks before the Annual Meeting (September 20).
5. All current members are STRONGLY ENCOURAGED to vote. There have been times in the past when Board members were elected almost solely by those who were able to attend the Annual Meeting – a small minority of Clearwater's thousands of members! [N.B. Ballots are anonymous, but must include the member code to the right above your name on the original copy of the address label in order to be counted.]
6. Votes are counted and the new Board members announced.
7. The new Board convenes, electing its officers and Executive Committee, and reconstituting its committees.

Board members play key, creative roles in setting policy, oversight, fundraising, event planning, program development, financial management, public relations, and project management, and must serve as articulate, credible spokespersons and ambassadors for Clearwater. It is vitally important that you vote, by mail or by attending the Annual Meeting.

The Candidates

Current Board Members Up for Re-election

Ross Gould

Ross Gould is an attorney and policy analyst with experience working with a diverse range of individuals and organizations on legal, regulatory, political, environmental and energy matters. Currently, Ross serves as a Legislative Counsel in the New York State Senate. Ross specializes in analyzing and evaluating proposed legislation, regulations and policy initiatives related to energy and the environment with a particular focus on: air quality, climate change, energy efficiency, renewable energy, and clean energy jobs.

Prior to his work in the Senate, Ross served as the Air & Energy Program Director at Environmental Advocates of New York. His work included promoting policies to improve air quality and reduce global warming pollution, as well as supporting New York's efforts to increase conservation and energy efficiency and accelerate renewable energy deployment.

Ross lives in Red Hook, NY with his wife Allison and is the proud father of two girls, Gia age 5 and Sada age 2. They live with Lucy their 12-year-old mixed breed (aka pound puppy) who is mainly black with a white patch on her chest. Ross and his family love exploring the Hudson Valley, hiking, camping, gardening and cooking fresh food from local farms.

"It has been a privilege to serve you all and to work to continue Clearwater's great tradition of fighting for the health of the Hudson River, its watershed and most importantly the people on the river and in the watershed. It would be my pleasure to continue to do so."

Anne Todd Osborn

Anne Osborn is a longtime volunteer in the Hudson Valley (cook tent for volunteers at Woodstock Festival). She and her family looped the Atlantic in 1985 while home schooling three kids on the 44' Alden cutter, *Easter*. For over 25 years, Annie has served on the boards of local and NY State environmental organizations. In 2000 she earned a Master of Forestry degree from Yale and joined Clearwater's board. With the exception of one year off the board as required in the by-laws, she has served Clearwater for 4 1/2 three-year terms. Favorite pastimes are gardening, and canoeing as well as hiking, sailing, singing, and reading with her 10 grandchildren. Annie is looking forward to completing our sloop's restoration. She hopes to build an endowment sufficient to keep Clearwater in good shape for the next 45 years.

Currently, Annie chairs the development committee and is Clearwater's Board President.

New Board Candidates

Seth Davis

Seth Davis has spent his entire life and raised his family in the Hudson Valley. An attorney specializing in environmental law, Seth has been involved with local government in Croton-on-Hudson as (at different times) chairman of the planning board and the zoning board of appeals, and as chair and member of several volunteer committees that brought about cleanup of the Hudson riverfront and the return of former industrial properties to public use. Seth's decades-long involvement with the American Bar Association is culminating in the chairmanship of the Section of Environment, Energy, and Resources Law ("SEER"), the 9,000-member premier forum for environmental, energy, and resources lawyers. For more than ten years, Seth has been an adjunct professor in Pace Law School's nationally ranked environmental law program.

Over the years, Seth has been an officer or member of the board of directors of Destination Imagination of New York (the New York affiliate of the world's largest creative problem-solving competition), Musica Sacra of New York, Musical Dreams, and Croton's Bennett Conservatory of Music.

Mr. Davis is a graduate of the Harvard Law School, Wesleyan University and Croton-Harmon High School. He is also a four-time Jeopardy! winner.

Mitzi Elkes

Mitzi Elkes has been Chairperson of the Town of Ossining Environmental Advisory Committee (EAC) for the last fifteen years. The EAC has played a key role in writing new environmental ordinances for the Town, i.e. Wetlands, Steep Slopes, Tree, Storm Water and the town's Comprehensive Plans, to protect open space, encourage sustainable growth and follow smart development practices. For the last twenty-two years, Mitzi has been the President of an International Food Regulations company, JEMS International, Inc. Prior to consulting, she was the head of the flavor regulatory department for ten years at Givaudan. Mitzi has a Chemistry Degree from Purchase College, SUNY, and a Masters in International Business Administration from Baruch College, CUNY. She and her husband have lived in Briarcliff Manor in the Town of Ossining for the last twenty-five years, along with their three children.

Kathleen Frith

Kathleen Frith is President of Glynwood, a nonprofit working to ensure that farming thrives in the Hudson Valley. Prior to joining Glynwood in 2012, Kathleen was the Managing Director of the Center for Health and the

Global Environment at Harvard Medical School, where she helped shape the Center's programs to educate people about the links between human health, food systems, the ocean and the environment. In addition to her leadership position at Glynwood, Kathleen currently serves as Director for the Pleiades Network, an organization she founded to advance women's leadership in creating a more sustainable world. Originally from California, Kathleen studied marine biology and received a Master's degree in Science Journalism from Boston University.

Allen Gutkin

Allen Gutkin was born and raised in Brooklyn. His father was an escapee from the Russian pogroms who refused to discuss politics, (Allen believes out of fear). Allen married into an activist family at 21 and began to spend his summers in a colony at which Pete and other McCarthy victims performed. Allen became involved in the civil rights and Vietnam issues and subsequently with Pete and Clearwater. Although Allen had a house and still has a business in Brooklyn, much of his spare time revolves around the Hudson on which he had a small sailboat for 12 years. After Allen's wife who was the principal of PS 9 passed away, he bought a condo in the Berkshires for the cultural scene. He is now looking to sell it as he becomes more involved in the issues of the Hudson River.

Allen has been a member of Walkabout Clearwater Chorus for about twelve years and was asked to be the liaison to Clearwater. This has been Allen's official connection to Clearwater and would like to expand it to the board. Allen feels it would be of benefit to both organizations.

Rachel Marco-Havens

Rachel Marco-Havens stepped up in the winter of 2014, to join the grassroots coalition that came together to successfully protect the Hudson Valley region from the threat of a corporate water grab. Her drive to be effective, on a grander scale, is inspired by true collaboration – supporting and promoting those working for positive change.

Recently co-founding a chapter of Earth Guardians, Rachel is currently active in connecting young people with regional, social and environmental advocacy groups, to encourage Intergenerational Climate Justice Leadership.

Tactile immersion in the spiritual, service and music industries, allows her to offer a unique, diverse perspective to her advocacy, and creative ideas for growth and expansion.

Her resume includes: Writing, Concert

CAST ONE VOTE FOR INDIVIDUAL MEMBERS		BALLOT	ADDITIONAL VOTE FOR FAMILY MEMBERSHIPS	
YES	NO		YES	NO
<input type="checkbox"/>	<input type="checkbox"/>	Seth Davis	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Mitzi Elkes	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Kathleen Frith	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Ross Gould	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Allen Gutkin	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Rachel Marco-Havens	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Anne Todd Osborn	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Donna Stein	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	Julia Wilson	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>

Amendments:

Approve the Amendments to the Clearwater Bylaws Articles VIII, IX, X and XI authorizing email and electronic voting by members.

The Board recommends a Yes vote.

The full text of the proposed Bylaws amendment is printed on the following pages.

YES NO

Promotion, Event Planning, Hospitality, Catering, Music Distribution & Marketing, Social Media Management, Public Speaking, Performance and Front Porch Therapist.

Rachel is extremely humbled and honored to be considered for the Clearwater Board of Directors.

Donna Stein

Donna Stein served as President of and is a current board member of NYC Friends of Clearwater. Donna came to NYCFC to help with their 1st Annual Water Festival and has been producing events ever since. Producing the Honoring Pete Seeger's Vision event, where 700 folks enjoyed music and a remembrance was a special joy. Donna brings to HRSC a love of project and vision development.

As a young child around the campfire, Pete Seeger songs from her camp counselor's banjo infused her life. It was an organic progression to become involved with the organization that Pete conceived of. The arts further influenced Donna when she saw an anti-war poster as a young girl, and has remained a lifelong activist for social and environmental justice.

Donna currently works for Green Energy

Times, a resource publication focusing on renewable energy and sustainable living. Living in Manhattan now, Donna was born in New Orleans and grew up in Yonkers.

Recently Donna enjoyed being on stage crew at Clearwater's Earth Grooves concert. Donna welcomes the opportunity to serve Clearwater as a board member and work toward increased environmental awareness.

Julia Wilson

Julia Wilson was born and raised in the Mid-Hudson Valley, and has had a lifelong attachment to the Hudson River. She first volunteered on the *Clearwater* in high school, and has never really been able to leave. Short stints away, sure, but always coming back. Her first crew position was as ships engineer and after doing that for a few seasons she managed to work her way through every position including educator, and eventually on to captain.

In the periods of time when she was not on

Casting Your Vote



Clearwater's bylaws provide that the Board of Directors shall consist of up to 25 elected members. There are slots for up to **nine (9)** new or re-elected members on this ballot. Each candidate needs a plurality of 'yes' votes to be elected. Ballots will be tallied and results announced at the Annual Meeting.

Ballot Rules

Please vote yes or no for up to **nine (9)** candidates. Individual members may cast one ballot; each adult member of the family covered by a Family Membership may cast one ballot. Space is provided if you wish to write in the names of other candidates. Note: Any write-ins should not currently be proposed candidates, and must meet the quorum requirement in votes the same as the nominated candidates.

Ballot Validation

To insure that only members vote, a letter code is included on the right hand side of the mailing label (indicated by 'MI' or 'MF' next to your mailing address on the ballot). Be sure this code is printed to the back of your ballot. Handwritten or photocopied codes will not be accepted.

Mail Your Ballot

Send your ballot to: Board of Elections, Clearwater, 724 Wolcott Avenue, Beacon, NY 12508, to be received no later than September 18, 2015.

Alternatively, you may vote in person at the Annual Meeting, but **you must use this ballot**. Additional ballots will not be available.

the *Clearwater*, she studied Environmental Policy and Pre-Med at Cornell, and got a doctorate of Chiropractic from University of Western States in Portland, OR. Julia currently lives in Hudson, NY, has two young children and runs a thriving chiropractic practice, "Hudson Healing Arts and Chiropractic."

She is a founding member of the Hudson Sloop Club, and continues with her lifelong passion to introduce people to the Hudson River every chance she gets.

As a member of the Clearwater Board of Directors Julia looks forward to integrating her detailed knowledge of sloop operations, with the business operations of Clearwater as well as lifelong community building within the Hudson Valley environmental and sailing communities.

Proposed Bylaws Amendments:

Authorizing Email and Electronic Communications to Members and Electronic Voting by Members

Overall Explanation

The Board of Directors, at a meeting held on July 21, 2015, approved the following proposed amendments and asked that they be submitted to the membership for a vote.

These amendments authorize the use of email for official communications between Clearwater and its members. The rationales for the amendments are:

- To make the elections more accessible and democratic, by making the voting process easier;
- To increase the number and percentage of members who vote in elections and participate in other membership decisions;
- To allow for email communications, while assuring that those members who wish to receive and send paper ballots through the mail can continue to do so;

- To save Clearwater an estimated \$1,500 a year in mailing and printing costs;
- To decrease the number of trees and carbon footprint now involved in sending paper ballots and having them returned by mail.

In the text below, language to be deleted is indicated by being stricken through and new language is indicated by being underscored.

At the end of the each of the proposed amendments is a further explanation, in italics, of the changes to the individual sections.

These explanations are not part of the amendments themselves and will not be part of the Bylaws.

Article VIII proposed amendment:

In ARTICLE VIII, Sections 2, 4 and 5 are amended as follows:

Section 2. It shall be the duty of ~~this committee~~ the Nominating Committee to nominate candidates for Directors to fill vacancies on the Board of Directors for the ensuing three-year term. The general membership shall be notified ~~in the Navigator~~ that the Committee is seeking suggestions for nominations. All members of the Corporation are eligible for nomination. Additional nominations may be submitted to the Committee by petition of any five members of the Board of Directors, or any thirty members of the Corporation, up until ten weeks prior to the election.

Section 4. A ballot containing the names of the nominees in alphabetical order shall be ~~printed and mailed~~ distributed to each member of the Corporation at least four weeks before the date of the annual election. The ballot shall have two (2) blank spaces for the convenient insertion of additional names.

Section 5. The Nominating Committee must prepare a brief fair statement concerning each nominee ~~upon contacting nominees~~, and those statements shall be ~~printed and enclosed~~ distributed with the ballots.

Explanation

These changes use the word "distributed" instead of "printed," "mailed," etc. The operative language of the effect of these changes is in the new Section 2 of Article XI, which is printed on the back of this document.

Article IX proposed amendment:

In ARTICLE IX, the last sentence in Section 1 is amended as follows:

Official ballots which are completed and mailed ~~returned~~ to the office of the Corporation by United States Postal Service mail (US Mail) or in such manner as may be specified in instructions distributed with the ballots will be accepted if they are received no later than the day before the election.

Explanation

Later, in the proposed addition of Section 4 to Article XI, a means is permitted of tabulating votes without use of the US Mail for those members who wish to do it that way. This language simply permits that language to work.

Article X proposed amendment:

In ARTICLE X, the penultimate sentence in Section 1 is amended as follows:

All members must be notified ~~with agenda by mail delivered to the Post Office of the time, date and location and proposed agenda by US Mail or by email or other electronic means, in accordance with the provisions of Section 2 of ARTICLE XI below~~, at least three weeks in advance of Corporation meetings.

Explanation

Later, in the proposed addition of Section 2 to Article XI, a means is permitted for sending notices, etc. without use of the US Mail for those members who wish to do it that way. This language simply permits that language to work.

(continued on back)