

BY-LAWS OF THE HUDSON RIVER SLOOP CLEARWATER, INC.

ARTICLE I NAME

The name of the Corporation shall be the HUDSON RIVER SLOOP CLEARWATER, INC.

ARTICLE II PURPOSE

The purpose for which this Corporation is formed, which is to be charitable and no other, is:  
To defend and restore the Hudson River, one of the great and historic rivers of this nation; to investigate and conduct research into any cause or sources of contamination and destruction of this river, its tributaries and similar river systems; to inform the public of such dangers and to assist the public in taking such measures as to stop such contamination; to educate the general populace as to the importance of preserving the Hudson River, its tributaries and similar river systems; to foster the historic and cultural heritage of the Hudson River Valley from the mountains to the sea; to concern itself with the well-being of those individuals who dwell along its banks and related areas; to protect and restore other great waterways; and to conduct other actions including, but not limited to, litigation that will enhance and improve the environment of the Hudson River Valley and related areas.

ARTICLE III PLACE OF BUSINESS

The office of the Corporation shall be located in the City of Beacon, County of Dutchess, State of New York, but it may also engage in operations elsewhere in the United States.

(The foregoing Articles, forming part of Incorporation, can be changed only by amending such Articles as provided by law.)

ARTICLE IV MEMBERSHIP

Section 1. The membership of the Corporation shall consist of persons who are interested in advancing the purpose of the Corporation and who pay minimum annual dues, as set from time to time by the Board of Directors. The membership shall control the Corporation through the annual election of Directors.

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Section 2. A member may be suspended or removed from the Corporation, or a prospective member excluded, for acts counter to the purpose of the Corporation - after a hearing, if s/he so desires - by a majority vote of the actual membership of the Board of Directors.

## ARTICLE V DIRECTORS AND OFFICERS

Section 1. The government of the Corporation shall consist of a body known as the Board of Directors. The Board of Directors shall consist of up to twenty-five elected members of the Corporation and any member appointed as Secretary or Treasurer pursuant to Article V, Section 2. In the event that any member of the Board of Directors ceases to serve, a member of the Corporation shall be appointed by the Board to fulfill the unexpired term.

Section 2. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The President and the Vice President must be members of the Board of Directors at the time of their nomination as officers and are to be elected by the Board of Directors. The Secretary and the Treasurer need not be members of the Board of Directors at the time of their nomination, but must be members of the Corporation, and are to be elected by the Board of Directors. If the Secretary or the Treasurer chosen by the Directors is not a Director at the time of nomination, then such officer shall become a duly qualified Director upon election.

Section 3. The Directors shall enter into their term of office upon their election. The Board of Directors shall meet no more than three weeks after the general election, with the election of officers, as specified in Section 2 of this Article, as their first order of business. These officers will serve as officers of the Corporation and of the Board. The presiding officer at this meeting shall be the President, who was duly qualified and elected to hold such an office prior to this election of officers, until a new President is elected.

Section 4. An officer shall hold office for one year and may succeed in that office until a successor is elected and qualified, unless having earlier lost the status of Director.

Section 5. Directors are elected to a term of three years or until three out of four consecutive meetings are missed. Directors are limited to serving three consecutive three-year terms, with an absence of one year required before additional service.

Section 6. The Board of Directors shall be the managing board of the Corporation. It has the power to fill vacancies in the Board and its officers for unexpired terms and act for its interests in any way not inconsistent with these by-laws.

Section 7. The basis for removal of a Director shall be acts which are detrimental to the best interests of the Corporation. A member of the Board of Directors may be suspended or removed from his or her position by a majority vote of the actual and duly qualified membership of the Board after complete discussion by the Board of charges brought against the member. Such member must be afforded the opportunity to be heard by and respond to the Board concerning such charges.

## ARTICLE VI DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Corporation and of the Board of Directors; enforce the by-laws and carry out the policies of the Board; call such meetings as prescribed; nominate the chairpersons of all standing committees and present such nominations to the Board of Directors for confirmation; and have such other powers as ordinarily accompany the office.

Section 2. The chief duty of the Vice President is to immediately assume the duties of President, as listed in Section 1 of Article VI, when the President is unable to serve. Under such conditions, the Vice President shall assume the title of "Acting President" until the next meeting of the Board of Directors, when a new President shall be chosen.

Section 3. The Secretary shall keep a current list of the members of the Corporation; keep an exact record of the proceedings of the Board of Directors; have charge of the records of the Corporation; maintain an index and numbered record of all policy statements adopted by the members of the Corporation and the Board of Directors; give notice to the members of the Corporation and to the Board of Directors of meetings of the Corporation and of the Board; keep in safe custody the seal of the Corporation; and when authorized by the Directors, shall affix it to any instrument requiring a seal; and, in the absence of both the President and the Vice President at any meeting, shall call to order and preside over the election of an Acting President for the meeting. The Secretary shall have the authority to delegate such responsibilities as are necessary for the efficient operation of the organization.

Section 4. The Treasurer shall, under the general supervision of the Board, have custody of the monies and investments belonging to the Corporation; shall receive and receipt for membership dues; make disbursements and investments of the Corporation's funds; keep proper books of account; at all meetings of the Board, annually, and at other times as may be required, submit to the members and the Board of Directors a report of the receipts and disbursements, and the

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financial condition of the Corporation. The Treasurer shall have the authority to delegate such responsibilities as are necessary for the efficient operation of the organization.

## ARTICLE VII COMMITTEES OF THE BOARD

Section 1. The Board shall elect an Executive Committee and two members of a Nominating Committee from the membership of the Board of Directors. The Board may appoint such other standing, ad hoc, and advisory committees as it may deem appropriate.

Section 2. The Executive Committee and the two Board members who will serve on the Nominating Committee shall be elected annually at the same meeting as the election of officers. All other committees may be appointed at the convenience of the Board of Directors.

Section 3. Executive Committee: The Executive Committee of the Board shall consist of the President, Vice President, Secretary, Treasurer, and three other members to be elected by the Directors. The Executive Committee may exercise all powers of the Board of Directors between meetings of the Board, with the exception that the Executive Committee shall not hire or fire employees, unless the Board of Directors specifically delegates such power. The Executive Committee may take binding votes by telephone or e-mail where necessary and appropriate, but only if actual notice of vote is provided in advance to all Executive Committee members and only if a record of the decision is distributed by email to all Board Members promptly following the decision. Decisions of the Executive Committee may also be ratified by the Board of Directors by e-mail or telephone query to all Board Members for time-sensitive matters where necessary and appropriate, but only upon the approval of more than fifty percent of the remaining Board Members following reasonable notice, and only if a record of the decision is distributed to all Board Members by e-mail promptly following the decision. Such actions as are taken by the Executive Committee between Board meetings shall be reported to the Board of Directors at their next meeting, and shall be subject to ratification by the Board. The Executive Committee shall not have the power to take action which will overrule an established policy of the Board. The Board may delegate to, or withdraw from, the Executive Committee such powers as it may determine. If a member of the Executive Committee becomes unable to serve, replacement of such member shall be made in the same manner described in Section 1 of this Article.

Section 4. Nominating Committee: The Board of Directors shall elect two of its members to a Nominating Committee, who will in turn recommend three additional members from outside the Board to serve on this committee. The three non-Board members recommended for the

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Nominating Committee must be approved by the Board of Directors at the meeting following the election of the officers. The purpose of this committee is to seek out and nominate qualified candidates for the next election of the Board of Directors. The members of this committee shall serve for a term of one year or until replaced.

## ARTICLE VIII NOMINATION OF DIRECTORS

Section 1. The Nominating Committee of the Board of Directors shall be comprised of five members who have been appointed by the Board in accordance with Sections 2 and 4 of Article VII.

Section 2. It shall be the duty of 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 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 3. Eight weeks before the annual election, the Nominating Committee shall file its report with the Secretary of the Corporation, the names arranged in alphabetical order, for Board acceptance.

Section 4. A ballot containing the names of the nominees in alphabetical order shall be 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, and those statements shall be distributed with the ballots.

## ARTICLE IX ELECTION OF DIRECTORS

Section 1. The election of the Directors shall take place at each Annual Meeting of the Corporation. Such election shall be held no earlier than the second Sunday in September, nor later than the third Sunday in October. The voting shall be by secret ballot. A plurality of votes

Hudson River Sloop Clearwater, Inc. By-Laws shall elect. Individual members shall each cast one ballot; each adult member of the family covered by a family membership shall cast one ballot. Ties shall be broken immediately after tabulation by a vote taken among members present. Official ballots which are completed and 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.

Section 2. The Board of Directors shall provide for the appointment from the membership of the Corporation five Judges of Election to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The election of the Directors shall be certified at the Annual Meeting of the Corporation. The Secretary shall thereupon notify in writing the members elected.

## ARTICLE X CORPORATION AND BOARD MEETINGS

Section 1. The Annual Meeting of the Corporation shall be held no earlier than the second Sunday in September nor later than the third Sunday in October at a time and place to be fixed at the first meeting of the newly elected Board of Directors at their discretion. All members must be notified 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 four weeks in advance of Corporation meetings. One hundred voting members of the Corporation shall constitute a quorum.

Section 2. Meetings of the Board of Directors shall be held when called by the President or by seven members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of the meeting at least seven days prior. Alternatively, notice of Clearwater Board Meetings may be made by e-mail and posting on the Clearwater website, except to a Board Member who requests notification by regular mail. One third of the actual number of Directors shall constitute a quorum for the transaction of business.

Section 3. All meetings of the Board of Directors, the Executive Committee or of any committee thereof, shall be open to attendance by any members of the Corporation in good standing, but nothing herein shall prevent the Board or any such committee, by resolution or other appropriate action, from convening in private session for the consideration of any matter which may come before them, provided the vote or other final action shall be taken in open session.

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Section 4. Directors are not permitted to cast proxies or to instruct other Directors to cast proxy ballots.

Section 5. Members of the Board of Directors may, from time to time where necessary fully participate in Board Meetings via telephone conference call, if such technology is available for the meeting. Participation by telephone conference call however, shall not reduce the Board Member's obligation to be present at the meetings as otherwise required by these Bylaws.

## ARTICLE XI BALLOT BY THE CORPORATION

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 order such a question to be included on the ballot for vote, the Board should direct the Secretary to 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 that 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. Members retain the right to change their option upon due notice.

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 and 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.

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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), who in turn 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 1 of Article IX, above.

## ARTICLE XII AMENDMENTS

Amendments to these by-laws may be proposed by petition of any five members of the Board of Directors or any fifty members of the Corporation. If such an amendment is approved by the Board, it shall be submitted to the Corporation for a referendum vote. Such a vote could take place at the same time as the election of the Board, or at any other time set by the Board, and in accordance with the procedures set forth in Article XI. If approved by two-thirds of those voting, such amendment will become part of these by-laws.

## ARTICLE XIII SLOOP CLUBS

Section 1. Members of the Corporation who reside in the same region may apply for recognition as a Sloop Club. The Board of Directors, when satisfied that the purpose of the Corporation will be served by the proposed Sloop Club, shall grant it a charter at the next immediate Annual Meeting for a period of one year. A Sloop Club shall act in accordance with the policies of the Corporation, with the understanding that the purpose of this requirement is to attain general unity rather than absolute control.

Section 2. Each Sloop Club may, at the discretion of the Board of Directors, have its charter renewed for a period of one year at the Corporation's Annual Meeting. Each Club shall satisfactorily demonstrate its ability to maintain standards set by the Sloop Club Review Committee, which shall be appointed by the Board of Directors. The structure and functioning of the Club, including its relations with the Corporation, shall be governed by rules adopted from time to time by the Board of Directors.



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Section 3. A Sloop Club may have its recognition removed by a vote of two-thirds of the actual membership of the Board of Directors. The Sloop Club will be entitled to a hearing, if one is so desired, prior to such a vote.

Section 4. No Sloop Club shall be recognized unless an application signed by at least ten members of the Corporation, all residents of the designated region, shall have been filed with the Board. The application shall propose the geographical boundaries and the name chosen by the applicants. If the proposed boundaries include territories already assigned to an existing Sloop Club, the application must be accompanied by a waiver duly authorized by said Sloop Club.

Section 5. As soon as the formation of a Sloop Club has been recognized by the Board of Directors, the Secretary shall provide to the Club a list of the names of all members who reside in the designated territory.

Section 6. Each Sloop Club shall elect two individuals to attend meetings of the Board of Directors of the Corporation. Each Sloop Club may cast one advisory vote on all matters which come before the Board of Directors.

#### ARTICLE XIV ADMINISTRATIVE DUTIES

Section 1. The day-to-day operations of the Corporation may be entrusted to full-time paid administrative employees who will carry out the policies established by the Board of Directors.

Section 2. The senior administrative employee, whose prime function shall be to implement the policies established by the Board of Directors and the Executive Committee, shall be known as the Executive Director. The Executive Director shall be nominated and approved by a majority vote of the Board of Directors. The Executive Director shall be paid a salary set by the Board of Directors.

Section 3. The Board of Directors has the authority to hire and fire all employees of the Corporation, but it shall have the right to delegate this authority. Employees who are terminated can appeal to the Board in accordance with the procedures prescribed in the Employee Personnel Policy which has been approved by the Board of Directors.

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Section 4. No person who is a paid employee of the Corporation, or any of its subsidiaries or related bodies, shall be eligible to serve as a member of the Board, but the Board may request them to attend meetings to help set policies.

Dated: September 26, 1987, as amended June 1993, and as further amended April 1995 and further amended April 1998. Further amended October 2002 and further amended October 2005. Further amended September 27, 2009. Further amended September 17, 2011 and further amended September 24, 2016.