



Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Tuesday, July 6, 2021 at 6:30pm

Board Members

Peter Capek
Seth Davis
~~Jeff Domanski~~
Mitzi Elkes
Joan Gaylord
Neil Gordon
~~Scott Greathead~~
Allen Gutkin
Samantha Hicks
Gareth Hougham
Arthur Jones

Aaron Mair
Janine Napierkowski
Henry Neale
Jeremy Rainer
~~Gregory Simpson~~
Steve Stanne
Donna Stein
Rosemary Thomas
~~Sarah Underhill~~
Greg Williams
Thomasina Winslow

Staff Members

Manna Jo Greene
Amali Knobloch

Erin Macchiaroli
Meg Mayo

Members

Jeremy B
Victoria Christof
Ben Kaminsky

Laura Selleck
Alan Thomas
Roy Volpe

In lieu of the usual song, Steve opened the meeting by playing a short video made by Reggie Harris in which Reggie sings and talks, and shows footage taken on board Clearwater and in the Hudson Valley.

Steve gave the (Acting) Executive Director's report. We have more than 22 sails booked for July and August. They're a mixture of education, public and family charter sails. We plan to end the season on or around September 8 this year, in order to get an early start on Winter maintenance. We are recruiting for a second captain, to allow Nick to focus on the upcoming maintenance.

The application for reimbursement by the NY State Office of Parks, Recreation and Historic Preservation (OPRHP) for work done earlier on the sloop will be submitted real soon now. The work we are doing for the grant from the Dept of Environmental Conservation Estuary program is progressing.

Steve urged the Board to promote the public sails, and where possible arrange sails, possibly with another Board member to bring friends aboard and encourage them to donate.

The first meeting of the Indian Point Decommissioning Oversight Board took place on June 23. The

membership of the Board is mostly settled, and the Board has invited Manna Jo to meet with them to let them know our concerns. Relatedly, we will also be scheduling local meetings in a number of towns focused on environmental justice. Concerning the Danskammer project, there is a flotilla/demonstration planned on the Hudson for August 4. We remain concerned that the greenhouse gas mitigation plans are insufficient; comments to the DEC should be submitted by August 29.

The Executive Committee will be reviewing the performance of the acting ED in August, and staff reviews are planned for early in the same month as well. Staff meetings have now switched back to being in-person events. Steve hopes to start the process of searching for a new Executive Director by September 1.

Neil Gordon gave a financial report. Cash flow remains tight, but we manage to keep the days-of-payroll in the bank at a respectable distance. We are working on the financial reports and preparing for auditors. There has been some progress on bring our 990 reports to being current, but we are not there yet.

Rosemary Thomas reported for the Development Committee. They are planning a fall fund-raising event with the hope of raising \$45000, with a kick-off in mid-August, and with the actual event probably held October 10-24. The plan is to have participants recruit sponsors/donors who support the activity (walking/hiking) of the participants. This is similar to the breast cancer fund-raising events which are familiar to many people.

Meg Mayo reported on fund-raising and development. She is encouraging Board sails (as mentioned earlier). The Clearwater Century Fund has been organized and we are discussing with an anonymous donor a matching grant in a form which is intended to encourage other donors to include Clearwater in their wills. The virtual revival this June raised \$71825; after paying musicians and ASL interpreters the net income was \$43943. There were fewer and smaller donations during the event this year than last, but there were significantly more advance donations this year.

Steve summarized the Strategic Planning activity. The report draft is being finished, and the plan is to distribute it to the Board for review during the week of July 19, with a workshop to discuss it planned for the week of July 26.

The Clearwater Annual Meeting will be held this year on Sunday, October 3.

There has been discussion on the Planning and Governance committee about two changes to the bylaws, and Steve introduced these. A “yes” vote by 2/3 of the membership is required to approve the changes, once the Board has voted to propose them to the membership. After some discussion and minor editing by members of the Board of the original draft proposals, the first proposal, a change to Article V, Section 1 of the By-Laws reads (the operative changes are highlighted in red):

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 **no fewer than fifteen and no more than** twenty-five elected members of the Corporation and any member appointed as Secretary or Treasurer pursuant to Article V, Section 2. **The number constituting the entire Board may be changed from time to time by a majority of the Board of Directors on a duly adopted resolution.** In the event that any member of the Board of Directors ceases to serve, a member of the Corporation **may** be appointed by the Board to fulfill the unexpired term.

After some further discussion, the motion to make the change was made by Greg and

seconded by Peter. It was passed unanimously.

The second proposed change was to Article IX, Section 1 of the By-Laws. Again, the final proposed amended text is:

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 shall elect, **with a minimum of 50 votes required for a candidate to be elected.** 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.

The motion to proceed was made by Peter and seconded by Arthur. It was accepted unanimously. Both changes will be proposed to the membership on the ballot this fall.

Manna Jo spoke briefly about EA. She plans to have Matt Salton create a form for the Board and staff to report to Clearwater what their state legislative and Congressional districts are so that, as constituents of various representatives, the Board and staff can be encouraged to write to their representatives to voice their opinions.

Donna Stein reported briefly about the status of the sloop clubs. They are considering doing in-person events, now that Covid is subsiding.

It being time to adjourn, doing so was moved by Peter and seconded by Greg. There were no objections.

Respectfully submitted,

Peter G. Capek