



Sail Newport Bylaws

PURPOSE

The purpose of this Corporation is to encourage sailing and to administer and promote public participation in sailing-related programs, events and activities in Newport and adjacent waters.

NAME

The Corporation shall be known as SAIL NEWPORT, INC.

ARTICLE I – Members

Membership in the Corporation shall be open to all persons who express and demonstrate an interest in furthering the purpose of SAIL NEWPORT, INC., and apply through the Sail Newport website, by mail or in person. Membership in the Corporation shall not be limited to any individual on the basis of race, sex, creed or national origin. The Board of Directors shall set membership fees on an annual basis.

ARTICLE II – Meetings of the Members

Section 1: Annual Meeting

The Annual Meeting of the Corporation shall be held in Newport, Rhode Island, on the second Wednesday of December, or at such place and time as designated by the Board of Directors, and notice thereof stating the time and place shall be posted online and/or sent to each member of the Corporation at least seven (7) days before said meeting. The President and Treasurer shall give an Annual Report to the members of the Corporation present at the Annual Meeting, written copies of which shall be available to all members upon request.

Section 2: Special Meetings

Special meetings of the Corporation may be held at any time by order of the President, a majority of the Board of Directors, or by Petition signed by at least twenty-five (25%) percent of the Corporation. The signed Petition must include the specific purpose for such a meeting. Notice thereof stating the time, place and purpose of the meeting shall be sent by the Secretary or President to each member of the Corporation at least seven (7) days before such meeting. If the meeting is called by Petition, it shall take place within thirty (30) days of the Petition being received by the President, and notice of the date, time, purpose and place of said meeting shall be sent by the President or Secretary within ten (10) days of the receipt of said Petition. Business transacted at all special meetings shall be limited to the objects stated in the notice.

Section 3: Quorum

In order to transact any business of the Corporation at the Annual Meeting, or any Special Meeting, a quorum consisting of ten (10%) percent of the members of the Corporation entitled to vote in person or virtually, shall constitute a quorum at any duly convened meeting; proxies shall not be allowed. If less than a quorum is represented at a meeting, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice. If at such an adjourned meeting a quorum is present or represented, any business may be transacted which might have been transacted at the original meeting. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of a number of members so as to leave less than a quorum.

ARTICLE III – Officers

Section 1: Enumeration

The Officers of this Corporation shall consist of the President, Vice President, Treasurer, Secretary and other such Officers, including one or more Assistant Treasurers and Assistant Secretaries as the Directors of the Corporation may determine.

Section 2: Election and Term of Office

The election of the President, Vice President, Treasurer or Secretary or other such Officers as set forth above, shall be elected by the membership at the Annual Meeting. A majority of the votes of members personally or virtually present shall be necessary for election; proxies shall not be allowed. Each officer so elected

shall serve until the next Annual Meeting unless they sooner dies, resigns, or is removed from office. All Officers must be members of the Corporation. Vacancies in any of said offices may be filled for the unexpired term at any regular or special meeting of the Board of Directors.

Section 3: Powers and Duties of Officers

A. President

The President shall be the Chief Executive of the Corporation and shall preside at all meetings. They shall carry out the policies established by the Board of Directors.

B. Vice President

The Vice President shall be the assistant to the President and shall become President in the event of the death or resignation of the President, for the remainder of the term. In the event of the disability or absence of the President from the State of Rhode Island, or if requested by the President, the Vice President shall have the power and authority of the President.

C. Treasurer

The Treasurer, working with the Executive Director, shall receive on behalf of the Corporation donations, bequests, fees and other such monies that are payable to the Corporation. The Treasurer shall keep the books and accounts of the Corporation at all times and hold them ready for examination or audit by the Board of Directors and the Department of Environmental Management. The Treasurer shall keep the books and accounts open to inspection at reasonable hours to any member of the Corporation. The Treasurer shall render a report of the Corporation's finances at every regular meeting of the Board of Directors and whenever required. The Treasurer shall assist the Executive Director and Board of Directors in the formulation of an annual operating budget. The Treasurer may from time to time propose the creation of budgets for special projects, subject to the approval of the Board of Directors. The Annual Report, monthly finance reports and other such reports shall be sent to the R.I. Department of Environmental Management upon request.

D. Secretary

The Secretary shall keep a true and complete record of the proceedings of the Corporation and Directors, and keep a file in the names and addresses of all members of the Corporation, and perform such other duties as the Board of Directors may determine. The Secretary shall keep these records of proceedings open to inspection at reasonable hours to any member of the Corporation; a copy shall be sent to the R. I. Department of Environmental Management. In the absence of the Secretary, an Assistant Secretary if one is elected, otherwise, a temporary Secretary designated by the person presiding at the meeting, shall keep a record of the proceedings of the Corporation and Directors.

E. Assistant Treasurer or Assistant Secretary

Any Assistant Treasurer or Assistant Secretary shall have such powers as the Directors shall from time to time designate.

F. Executive Board

The Executive Board shall comprise the President, the Vice-President, the Treasurer and the Secretary and the immediate Past President (ex officio) of the corporation. The Executive Board shall meet at least once per month to review the day-to-day operation of the Corporation and to ensure that the policies as established by the Board of Directors are being properly implemented. Any action taken by the Executive Board must be ratified by a vote of the Board of Directors. The Executive

Board shall insure that minutes of its meetings are taken and copies of said Executive Board minutes shall be sent to each member of the Board of Directors.

G. Additional Duties and Powers

Each Officer shall, subject to these bylaws, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily inherent to their office, and such duties and powers as the Directors may from time to time designate.

Section 4: Execution of Promissory Notes

All promissory notes, acceptances and other obligations of the Corporation for the payment of money, except checks, drafts and other orders for the payment of money, shall be signed by the President or Treasurer unless in a particular instance the Board of Directors shall otherwise order or provide.

Section 5: Execution of Deeds, Mortgages and Contracts

All contracts, mortgages, leases, deeds, transfers and other conveyances of the real property of the Corporation shall be executed by either the President, Vice President or Treasurer, unless the Board of Directors shall otherwise provide.

Section 6: Signing Checks, etc.

All checks, drafts or orders for the payment of money shall be signed by the President or Treasurer or any other individual so authorized by the Board of Directors.

Section 7: Removal of Officer

Any Officer may be removed for cause from office at a special meeting of the Corporation called for that purpose. The individual in question shall be given notice of the meeting, including the reason for removal, and shall be given an opportunity to be heard at the meeting. A vote for removal shall be taken with a two-thirds (2/3) vote of those present necessary for removal. Any vacancy caused by any removal, and any vacancy which may be caused by the filling of any such vacancy, shall be filled by an election or elections to be conducted at such meeting in the manner specified for elections at the Annual Meeting. The removal of an Officer from office shall automatically remove the Officer from the Board of Directors and Executive Committee.

ARTICLE IV – Board of Directors

Section 1: General Provisions

The Board of Directors shall have the power and duty to direct the affairs of the Corporation through their various officers and agents; the Board of Directors shall from time to time formulate policies and procedures setting forth the manner in which the purpose of the Corporation shall be implemented. All vacancies caused by resignation or death in the office of Vice President, Treasurer or Secretary shall be filled by the Board of Directors from among the remaining Directors until the next annual election. All other vacancies in the Board of Directors, except in the office of President, caused by resignation or death, shall be filled by the Board of Directors until the next annual election. It shall require a majority of the Board of Directors then in office to fill said vacancy.

Section 2: Members of Board of Directors

The Board of Directors shall consist of the following: The President, Vice President, Treasurer, Secretary during their term of office, the immediate Past President, and up to eleven (11) additional Directors elected from the membership of the Corporation. A Director must be a member of the Corporation and shall not be a regular full-time or regular part-time employee of the Corporation.

Section 3: Election and Term of Office

Each Director shall serve for a three (3) year term unless a lesser term is specified at the time of such Director's election to the Board. The Directors shall be elected at the Annual Meeting of the

Membership and a majority of the votes of members present in person or virtually shall be necessary for election; proxies shall not be allowed. Each Director so elected shall serve until the election of their successor at the next Annual Meeting unless they sooner dies, resigns, or is removed from office.

Section 4: Attendance Requirement

Directors shall attend a minimum of four (4) regular board meetings per year. Failure to attend the minimum requirement as set forth herein shall be grounds for removal.

Section 5: Quorum

Eight (8) members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. In the event that less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time, without further notice.

Section 6: Waiver of Notice

Any action by the Board of Directors except action pertaining to leasing of portions of Fort Adams to operate a sailing facility, may be taken without a meeting if written consent thereto is signified by all the Directors and filed with the records of the Directors' Meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 7: Removal of Director

Any Director may be removed for cause from office at a special meeting of the Corporation called for that purpose. The individual in question shall be given notice of the meeting, including the reason for removal, and shall be given an opportunity to be heard at the meeting. A vote for removal shall be taken with a two-thirds (2/3) vote of those present necessary for removal. Any vacancy caused by any removal, and any vacancy which may be caused by the filling of any such vacancy, shall be filled by an election or elections to be conducted at such meeting in the manner specified for elections at the Annual Meeting.

Section 8: Meetings of Directors and Notice Thereof

A. Regular Meetings

The Board of Directors shall meet on the fourth Tuesday of the month six (6) times during the fiscal year.

B. Special Meetings

Special meetings of the Board of Directors may be called from time to time by either the President, or by the Secretary after having received a written request for a special meeting of the Directors from no less than six (6) members of the Board of Directors.

C. Notice of Meetings

Notice of the time and place of the regular meetings and of each special meeting of the Board of Directors shall be sent to each Director no less than ten (10) days prior to each regular meeting and no less than three (3) days prior to any special meeting. In the event of a special meeting, the notice shall specify the business to be brought before the meeting and no other business shall be considered at said special meeting.

ARTICLE V – Advisory Council

Section 1: Enumeration

The Advisory Council shall consist of members of the Corporation who have been selected by the Nominating Committee to serve in an advisory position to the Board of Directors.

Section 2: Elections

The members of the Advisory Council shall be elected by the membership at the Annual Meeting of the membership, and a majority of the votes of the members present in person or virtually shall be necessary for election; proxies shall not be allowed.

Section 3: Term of Office

Each member of the Advisory Council shall serve for a one (1) year term. All Advisory Council members must be members of the Corporation. No person serving as a member of the Advisory Council shall be a regular fulltime or regular part-time employee of the Corporation.

Section 4: Meetings

Members of the Advisory Council are invited to attend the Board of Directors' regular meetings. Advisory Council members shall not be entitled to vote at Board of Directors meetings. Advisory Council members shall be entitled to receive the minutes of regular and special meetings of the Board of Directors.

Section 5: Duties

The duties of the Advisory Council are to assist the Board of Directors and the Executive Staff with specific projects, give advice and support to the Board of Directors, and to provide such other assistance and support so as to advance the purpose of the Corporation.

Section 6: Removal of Advisory Council Member

Any Advisory Council member may be removed for cause from their position at a special meeting of the Corporation called for that purpose. The individual in question shall be given notice of the meeting, including the reason for removal, and shall be given an opportunity to be heard at the meeting. A vote for removal shall be taken with a two-thirds (2/3) vote of those present in person or virtually necessary for removal. Any vacancy caused by any removal, and any vacancy which may be caused by the filling of any such vacancy, shall be filled by an election or elections to be conducted at such meeting in the manner specified for elections at the Annual Meeting.

ARTICLE VI – Nominating Committee

Section 1: Membership

The Nominating Committee shall consist of up to seven (7) members of the Corporation. The immediate Past President of the Corporation shall serve as a member of the Nominating Committee. The Board of Directors shall nominate one of its members as one (1) additional member of the Nominating Committee, to serve until the next Annual Meeting of the Corporation and until their successor is duly elected and qualified. The five remaining members of the Nominating Committee shall be known as the "at-large" members and shall be elected at the Annual Meeting pursuant to Section 2 of this Article VI. The at-large members of the Nominating Committee shall not be Officers, Directors nor Advisory Council members of the Corporation.

Section 2: Election

The five (5) at-large members of the Nominating Committee shall be nominated at the Annual Meeting of the Corporation and shall be elected at the Annual Meeting of the Corporation and shall hold office until the next Annual Meeting of the Corporation and until their successors are duly elected and qualified. A vacancy on the Nominating Committee may be filled for the unexpired term by the Board of Directors, by majority vote. The Nominating Committee shall nominate candidates for the various officers of the Corporation, for members of the Board of Directors, and for members of the Advisory Council to succeed those Officers, Directors and Council members whose terms of office expire at the next Annual Meeting. The Nominating Committee shall notify the Secretary of such nominations no later than November 15 preceding the next Annual Meeting.

Section 3: Nomination by Members

In addition to nominations presented by the Nominating Committee, five (5) or more members of the Corporation may put in nomination any other candidate for any of the positions referred to in Section 2 above, provided that such nomination be signed by at least five (5) members and filed with the Secretary no less than fifteen (15) days before the Annual Meeting.

Section 4: Notice

The Secretary shall send notice of all nominations to all Members not less than five (5) days before the Annual Meeting.

ARTICLE VII – Standing Committees

The Corporation shall contain the following standing committees: Finance Development, and Governance. There shall also be such other committees as may from time to time be created by the Board of Directors.

Finance Committee

The role of the Finance Committee is to support the financial initiatives of Sail Newport, and to ensure the organization is operating with the financial resources needed to fulfill the mission.

Section 1: Enumeration and Appointment

The Finance Committee shall be comprised of up to five (5) members. Two members shall be current members of the Board of Directors, one of which shall be the Treasurer. Sail Newport's Executive Director shall hold a permanent seat on the Finance Committee. The balance of the Committee shall be comprised of members of the Corporation. Members shall be appointed by a vote by the Board of Directors in the first general board meeting after the Annual Meeting of Sail Newport. The Chair of the Finance Committee shall be appointed by the President with the advice and consent of the Board of Directors.

Section 2: Duties and Entitlements

The Finance Committee provides financial analysis, advice and oversight of the Corporation's budget. The committee ensures that accurate and complete financial records are maintained; reviews and recommends financial policies to the Board of Directors; ensures that accurate, timely, and meaningful financial statements are prepared and presented to the Board of Directors; oversees the preparation of an annual budget; and proposes for board approval a budget that accurately reflects the goals, needs, expenses, and revenue of the Corporation.

Development Committee

The role of the Development Committee is to oversee the Corporation's development plan and fundraising initiatives that ensure the organization's financial ability to carry out its mission.

Section 1: Enumeration and Appointment

The Development Committee shall be comprised of a Chair, at least one (1) member of the Board of Directors, and at least three (3) other members of the Corporation. Sail Newport's Development Director shall hold a permanent seat on the Development Committee. Members shall be appointed by a vote by the Board of Directors in the first general board meeting after the Annual Meeting of Sail Newport. The Chair of the Development Committee shall be appointed by the President with the advice and consent of the Board of Directors.

Section 2: Duties and Entitlements

The Development Committee provides guidance, advice, and oversight of the Corporation's philanthropic and fundraising initiatives; assists in the development of an annual fundraising plan to support the Corporation's short and long-range goals and objectives; supports the Sail Newport staff in their efforts to raise funds; and recommends policies to the Board of Directors on all matters relating to Board involvement in fundraising programs.

Governance Committee

The role of the Governance Committee is to ensure that the bylaws and policies set in place are being carried out.

Section 1: Enumeration and Appointment

The Governance Committee shall be comprised of a Chair, at least one (1) member of the Board of Directors, and at least three (3) other members of the Corporation. Members shall be appointed by a vote by the Board of Directors in the first general board meeting after the Annual Meeting of Sail Newport. The Chair of the Governance Committee shall be appointed by the President with the advice and consent of the Board of Directors.

Section 2: Duties and Entitlements

The Governance Committee periodically reviews the governing documents of the Corporation and whether they are consistent with applicable laws and actual or desired organizational practices, and amend such governing documents, as necessary; reviews the performance of the Board of Directors and committees, and makes recommendations, as appropriate; and conducts a regular performance review of the Executive Director.

ARTICLE VIII – Amendments to Bylaws

These bylaws may be added to, amended or repealed at any meeting of the Members by vote of no less than two thirds (2/3) of the Members of the Corporation present at the meeting, provided that the notice of the meeting shall set forth the proposed addition, amendment or deletion of the bylaws, as the case may be, and such notice shall state the substance of such proposed addition, amendment or deletion. All bylaw changes shall be approved by the State of Rhode Island in accordance with the terms of the lease between the State of Rhode Island and the Corporation.

ARTICLE IX – Fiscal Year

The fiscal year of the Corporation shall begin on November 1.

ARTICLE X - Indemnification

Every person who is, or shall have been an Officer or Director of the Corporation and their personal representative, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by, or imposed upon them, in connection with, or resulting from, any action, suit or proceeding to which either may be made a party by reason of his or her being, or have been, an Officer or Director of the Corporation, except, in relation to such matters as to which they shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith, and to have been liable by reason of willful misconduct in the performance of their duty as such Officer or Director. The term "costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE XI – Charitable and Educational Purposes

The Corporation, SAIL NEWPORT, INC., shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members or any private individuals. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the

liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Sail Newport in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Sail Newport may adopt.