



SAIL NEWPORT BY-LAWS

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 in writing to the Secretary. 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 (Corporation)

Section 1: Annual Meeting

The Annual Meeting of the Corporation shall be held at Newport, Rhode Island, on the first Tuesday in December, or at such place and time as designated by the Board of Directors, and notice thereof stating the time and place shall be mailed to each member of the Corporation at least seven (7) days before said meeting at his or her address as it appears on the books of the Corporation. 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 on request. A copy will be sent to the Department of Environmental Management.

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 mailed by the Secretary or President to each member of the Corporation at least seven (7) days before such meeting at his or her address as it appears on the books of the Corporation. If the meeting is called by Petition, it shall take place within thirty (30) days of the Petition's being received by the President, and notice of the date, time, purpose and place of said meeting shall be mailed by the President or Secretary as set forth above 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, 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 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.



SAIL NEWPORT BY-LAWS
-Continued 2

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 present shall be necessary for election; proxies shall not be allowed. Each officer so elected shall serve until the next Annual Meeting unless he or she 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. He or she 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 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, a copy of which will be sent to the Department of Environmental Management, at every regular meeting of the Board of Directors and whenever required. The Treasurer shall deposit all funds they receive in a Bank or Trust Company in an amount not exceeding the insurance on said deposit, as provided by state and federal laws, or may purchase United States Government obligations. The Treasurer shall assist the 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.

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.

**SAIL NEWPORT BY-LAWS****-Continued 3****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 insure 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 By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily inherent to his 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. In depositing checks, drafts or orders for the payment of money to the credit of the Corporation, a rubber stamp or other such device may be used in endorsing same.

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.



SAIL NEWPORT BY-LAWS
-Continued 4

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 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 personally present shall be necessary for election; proxies shall not be allowed. If more than the number required should receive majority votes, those receiving most votes shall be elected. In the event of a tied majority for the final place or places, ballots shall be cast for the candidates until the tie is broken. Each Director so elected shall serve until the election of his successor at the next Annual Meeting unless he sooner dies, resigns, or is removed from office.

Section 4: Attendance Requirement

Directors shall attend a minimum of seven (7) monthly 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 monthly 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.



SAIL NEWPORT BY-LAW
-Continued 5.

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 each month.

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 monthly meetings and of each special meeting of the Board of Directors shall be given by written notice to each Director no less than ten (10) days prior to each monthly 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 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 monthly 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 monthly and special meetings of the Board of Directors.



SAIL NEWPORT BY-LAWS
-Continued 6

Section 5: Duties

The duties of the Advisory Council are to assist the Board of Directors 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 his or her 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 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 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 his or her successor is duly elected and qualified. The five (5) 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 from the floor 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, 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 October 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.



SAIL NEWPORT BY-LAWS
-Continued 7

ARTICLE VII - Standing Committees

Community Board

Section 1: Enumeration and Appointment

The Community Board shall consist of various organizations and/or individuals interested in promoting sailing, marine related activities and the purposes of the Corporation. Said organizations and/or individuals shall serve at the pleasure of SAIL NEWPORT and shall be designated by the Board of Directors from time to time.

Section 2: Meetings

The members of the Community Board shall be invited to attend the Board of Director's monthly meetings. The Community Board members shall not be entitled to vote on SAIL NEWPORT matters at Board of Directors meetings.

Section 3: Duties and Entitlements

The function of the Community Board shall be to consult with the Board of Directors of the Corporation so as to provide additional community input. The members of the Community Board shall be entitled to receive the minutes of the monthly Board of Directors meetings.

Finance Committee

The role of the Finance Committee is to support the financial initiatives of Sail Newport. The Finance Committee's goal is to assist Sail Newport in the fulfillment of its Purpose, as directed in Sail Newport's Purpose Statement.

Section 1: Enumeration and Appointment

The Finance Committee shall be comprised of a maximum of five 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 organization. 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 Chairman of the Finance Committee shall be appointed by the President of Sail Newport with the advice and consent of the Board of Directors.

Section 2: Duties and Entitlements

Annual Budget Development and Review for Submission to Executive Board
Sponsorship (both for Corporate sponsorship and Event sponsorship), Sponsor Fulfillment, Development of Charitable Gifting Strategies, Endowment Funds Stewardship, Funding of Capital Projects. The Finance Committee shall draw upon the expertise and work with the Sail Newport Staff in the execution of its initiatives.

Facilities Committee

The role of the facilities committee is to promote and maintain the highest level of stewardship for the natural and built environment within any property that is under the management control of Sail Newport, including any owned, leased, and temporary facility, with the charter to provide ideas- not direction- to the organization.

**SAIL NEWPORT BY-LAWS****-Continued 8****Section 1: Enumeration and Appointment**

The Facilities Committee shall be comprised of a maximum of five members. Two members shall be current members of the Board of Directors. Sail Newport's Executive Director shall hold a permanent seat on the Facilities Committee. The balance of the Committee shall be comprised of members of the organization.

Members shall be recommended and appointed by a vote by the Board of Directors in the first general board meeting after the Annual Meeting of Sail Newport. The Chairman of the Facilities Committee shall be elected among the members of the committee at its first meeting after appointment.

Section 2: Duties and Entitlements

Hold meetings as necessary, but at least once every quarter. Review existing conditions periodically but at least annually. Review list of items for repair and maintenance, their associated cost and schedule, annually or more frequently if necessary. Review, adopt and recommend Facilities' Committee budget to the Board for consideration and inclusion in the annual budget. Receive member recommendations for improvement to, and maintenance of buildings and grounds, including waterfront, fixed piers, hoists, bulkheads, wave attenuators, floating docks, boat ramps, mooring fields, etc. With staff input and co-ordination, prioritize and report the results to the Board for consideration. At the direction of the Board and with input from the staff, facilitate programming any changes to current facilities and forecasting Sail Newport's need for any future expansion. The Facilities Committee shall draw upon the expertise and work with the Sail Newport Staff in the execution of its initiatives.

The Facilities Committee's goal is to assist Sail Newport in the fulfillment of its purpose, as directed in Sail Newport's Purpose Statement.

ARTICLE VIII - Amendments to By-Laws

These By-Laws 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 by-laws, as the case may be, and such notice shall state the substance of such proposed addition, amendment or deletion. All by-law 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 1st.

ARTICLE X - Indemnification

Every person who is, or shall have been an Officer or Director of the Corporation and his personal representative, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by, or imposed upon him, in connection with, or resulting from, any action, suit or proceeding to which he may be made a party by reason of his being, or having been, an Officer or Director of the Corporation, except, in relation to such matters as to which he 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 his 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.

**SAIL NEWPORT BY-LAWS**
-Continued 9**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 Trustees 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.

POLICIES AND PROCEDURES

1. The Corporation shall operate the SAIL NEWPORT SAILING CENTER at Fort Adams, Newport, Rhode Island to accomplish all of the purposes and objectives of the Corporation.
2. Fees: Fees for services at the SAIL NEWPORT SAILING CENTER shall be established annually by the Board of Directors, and shall be approved by the Rhode Island Department of Environmental Management.
3. Boat Storage:
 - a. Dry Sailing boat storage for sailboats, dinghies and sailboards shall be available to SAIL NEWPORT members who shall pay a fee as established by the Board of Directors.
 - b. Storage space for motorboats and other sailing craft shall be allowed upon the condition that sailing craft shall have been provided priority; all other craft shall be wait-listed until lease space is available. Members shall be provided a reasonable period of time to express interest in obtaining lease space. Should there be more demand than space available, slots will be assigned by lottery. Assignments are good for one season with no vested right to future assignment. Two thirds (2/3) of the available space shall be reserved for boats which have recognized class one-design fleets in Newport.
 - c. There shall be no seasonal dockage. Docks may be used for temporary tie-up, for loading, unloading and wash down of member and non-member boats. Tie-up time is limited to 3 hours. Overnight dockage is prohibited on the Admiral's Pier. Floating docks at the Visitor's Center Pier (aka Volvo) and the Alofsin Piers are available for overnight dockage by permit only during SAIL NEWPORT sanctioned events.
 - d. SAIL NEWPORT owned moorings are to be used for SAIL NEWPORT owned boats, solely.
 - e. SAIL NEWPORT will provide members and non-members with youth and adult sailing instruction programs as well as private instruction for any interested individual or group.
 - f. Sailboat rentals will be available for members and non-members qualified by the standards set by SAIL NEWPORT. Availability of boats will be scheduled around the sailing instruction usage of said boats and will be provided on a first-come, first-served basis.



SAIL NEWPORT BY-LAWS

-Continued 10

4. Public access to the shore front, docks and piers shall not be restricted. Non-members shall be allowed to use the SAIL NEWPORT SAILING CENTER facilities subject to availability.
5. The Corporation shall provide the Rhode Island Department of Environmental Management with a written annual report before November 31 for each year during the term of the present lease between the Corporation and the State of Rhode Island. Said report shall include the following information:
 - a. A narrative discussion of each community program provided by the Corporation including schools, social service agencies, municipal programs, benefits of each program, numbers of persons served for each program, cost of each program, fee charged for each program, and number of scholarships and the approximate amount (in dollars) of value provided by such program.
 - b. A narrative discussion of the Corporation's efforts to outreach to the public in general, and community agencies and the effectiveness of the outreach programs.
 - c. Membership numbers for each type of membership, change over previous years (using five year base), fees generated from membership activities (boat storage, boat rental, other programs).
 - d. Number of participants in Free Sail Day or other general public events and the costs of this program to the Corporation.
 - e. Other programs and activities which provide public benefits but are not part of the Corporation's sailing program activities.