



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 the Corporation, and apply through the Corporation's website, by mail, or in person. Membership in the Corporation shall not be limited to any individual on the basis of race, gender, age, religion, identity, and experience. The Board of Directors shall set membership fees on an annual basis, upon recommendation by the Corporation's Executive Director.

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.

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 Members 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 by video conference, 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.



BYLAWS

ARTICLE III – Officers

Section 1: Enumeration

The Officers of this Corporation shall consist of the President, Vice President, Treasurer, Secretary and other such Officers as the Directors of the Corporation may determine.

Section 2: Election and Term of Office

The President, Vice President, Treasurer, and Secretary shall be elected by the Members of the Corporation 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 and shall serve for a term no longer than two consecutive years, unless approved by the Board. 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 and the Corporation.

B. Vice President

The Vice President shall be the assistant to the President and shall become President in the event of the death, resignation, or removal 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 oversee the management and reporting of the Corporation's finances. 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.

D. Secretary

The Secretary shall keep a true and complete record of the proceedings of the Corporation and Directors and perform such other duties as the Board of Directors may determine. In the absence of the Secretary, a temporary Secretary designated by the person presiding at the meeting, shall keep a record of the proceedings of the Corporation and Directors.

E. Executive Board

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

F. 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 his or her office, and such duties and powers as the Directors may from time to time designate.



BYLAWS

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 or otherwise approved by the President, Treasurer, or Executive Director unless in a particular instance the Board of Directors shall otherwise order or provide. Amounts exceeding \$50,000 must be approved by the Board of Directors.

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, Treasurer, or Executive Director unless in a particular instance the Board of Directors shall otherwise order or provide. Amounts exceeding \$50,000 must be approved by the Board of Directors.

Section 6: Signing Checks, etc.

All checks, drafts, or orders for the payment of money shall be signed by the President, Treasurer, Executive Director, or any other individual so authorized by the Board of Directors. Amounts exceeding \$50,000 must be approved 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 Members present. 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 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 Board.

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 death, resignation, or removal 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 death, resignation, or removal 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: President, Vice President, Treasurer, and 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.



BYLAWS

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. Each director shall serve for no more than two terms, unless approved by the Board. The Directors shall be elected at the Annual Meeting of the Members of the Corporation and a majority of the votes of Members present shall be necessary for election; proxies shall not be allowed. 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 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) Directors 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 Members present. 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 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) 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.



BYLAWS

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, 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 full-time 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 Corporation with specific projects, give advice and support to the Board of Directors and the Corporation, 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 Members present. 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 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 and chair 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 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 of any other candidate for any of the positions referred to in Section 2 above, provided that such nomination is 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.



BYLAWS

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 the Corporation, and to ensure the organization is operating with the financial resources needed to fulfill its mission.

Section 1: Enumeration and Appointment

The Finance 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. The Treasurer and Executive Director shall hold permanent seats on the Finance Committee. Members shall be appointed by a vote by the Board of Directors in the first general board meeting after the Annual Meeting of the Corporation. 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 and annual and long-range financial planning, and any other financial matter as may from time to time arise.

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 the Corporation. 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; advises on gift acceptance policies; assists in the development of an annual and long-range 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.



BYLAWS

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 the Corporation. 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 and practices of the Corporation to ensure 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, with the President, conducts an annual 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 of the Corporation 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 which would substantially change the structure or operations of the Corporation or alter its corporate purposes, 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 or her personal representative, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by, or imposed upon him or her, in connection with, or resulting from, any action, suit, or proceeding to which he or she may be made a party by reason of his or her being, or having been, an Officer or Director of the Corporation, except, in relation to such matters as to which he or she 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 or her duty as such Officer or Director. The term "costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, litigation expenses, damages, and reasonable amounts paid in settlement bylaws and any special rules of order the Corporation may adopt.



BYLAWS

ARTICLE XI – Charitable and Educational Purposes

The Corporation 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 the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.