

**BYLAWS
Of
VILLAGE COMMUNITY BOATHOUSE, INC.**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is VILLAGE COMMUNITY BOATHOUSE, INC. (the “Organization”).

Section 1.02. Purpose. The purposes for which the Organization is formed are to promote awareness of the public ownership of our urban waterways and to provide the means for everyone to access them; to introduce the public, and especially young people, to the joys of rowing and sailing Whitehall Gigs in New York Harbor and to revive the arts of small-boat seamanship and boatbuilding; to advance the environmental stewardship of the harbor and the estuary; and to foster a tradition of maritime hospitality and fellowship.

**ARTICLE II
MEMBERS**

Section 2.01. Classes. There shall be two classes of member: Voting Member and Supporting Member.

Section 2.02. Qualifications.

A. Voting Membership

i. The initial Voting Members shall be the individuals who have participated in the formation of the Organization by participating in at least one (1) organizational meeting, or those who petition the Incorporators at or prior to the initial special membership meeting. The Incorporators shall verify the initial Voting Members for the purpose of any vote by initial Voting Members.

ii. Voting Membership may be granted to any individual that supports the mission and purposes of the Organization, is 18 years old, has participated in the Organization for at least one year, and has exhibited a spirit of service in fulfilling the functions necessary to operate the Organization.

iii. Membership will conferred by a majority vote of the Board of Directors. Appeals may be made at the annual membership meeting in February, at which time a majority of Voting Members may overrule the Board.

B. Supporting Membership may be conferred by an action of the Board of Directors in its discretion.

Section 2.03. Termination of Membership. A Voting Membership may be terminated for non-participation in the Organization for a period of two years or for continually unsafe behavior. This action may be taken by a majority vote of the Board of Directors. Appeals may be made at the annual membership meeting in February, at which time a majority of Voting Members may overrule the Board. Termination will not preclude reinstatement of the member at a future date.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 2.05. Dues. Dues for members may be established by a majority of the Voting Members attending the annual membership meeting in February.

Section 2.06. Meetings. The annual membership meeting shall be held in February of each year. Notification of the meeting and its location will be mailed, telephoned or emailed to each member by the Secretary, no less than four (4) weeks prior to the meeting. A minimum of 20% of the Voting Members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Additional meetings may be called by the Board of Directors or at the request of at least 25% of the Voting Members by notice mailed, telephoned or emailed to each member not less than fourteen (14) days before such meeting.

Section 2.07. Voting. Only Voting Members may vote. Any vote required of the membership of the Organization may be conducted during any regular or special meeting. A quorum of 20% of the Voting Members must be present for any vote to be official and valid. The Board of Directors shall determine the method for conducting the vote. Any action that may be taken by the Voting Members at a meeting may be done by unanimous written consent of the Voting Members.

Section 2.08. Service Requirement. All Voting Members may be required to fulfill a service requirement if such a requirement is established by the Board of Directors.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy making body and may exercise all the powers and authority granted to the Organization by law. All Directors must be Voting Members of the Organization.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of seven (7) Directors. Each Director shall be elected for a term of two (2) years and shall remain in office until a successor is elected and assumes the office. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority of Voting Members at a special election meeting. In the event of a tie

vote, the Board shall choose the succeeding Director by a majority vote of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

Section 3.03. Nominations and Elections. The annual election of the Board of Directors, including Officers, shall take place at the annual meeting of the membership in February. The first Directors shall be elected by vote of the initial Voting Members at the first meeting of the Membership. Voting Members may nominate themselves or any other Voting Member as Director and any vacant position of Officer, provided the member agrees to the nomination. All nominations must be seconded. The Recording Secretary at the time of the election shall be in charge of the election, tabulating and keeping a record of the vote.

Section 3.04. Resignation. Resignations of Directors are effective upon receipt of written notification by the Secretary of the Corporation.

Section 3.05. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Meetings of the Board of Directors shall be open to all Voting Members unless the Board determines that a closed, executive session is necessary.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine.

Section 3.07. Notice. Meetings may be called by the President or at the request of any two (2) Directors by notice emailed, mailed or telephoned to each member of the Board not less than forty eight (48) hours before such meeting. Notice will also be emailed to all Voting Members and will be posted at the boathouse and on the website.

Section 3.08. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing or other electronic means. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at any meeting, the Directors present shall adjourn the meeting on occasion without further notice.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing, to taking the action without a meeting and to approving the specific action. Signatures can be sent by fax or electronically. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be.

Section 3.10. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors, establish committees of the Board composed of at least two (2) persons which, may include non-Board members and non-members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, or other activities of the Organization.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval of the Board. In addition, Directors serving the Organization in any other capacity, such as staff or professional advisors, are allowed to receive compensation therefore.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The Officers of the Organization shall be a President, a Vice-president, a Recording Secretary, a Corresponding Secretary and a Treasurer. The Officers shall be members of the Board of Directors. Two offices may not be held by the same person. All Officers must be Voting Members of the Organization.

Section 4.02. Terms of Office. The Officers of the Organization shall be elected by the Voting Members at the Membership Meeting in February. The term of office shall be two (2) years
, concurrent with membership on the Board of Directors.

Section 4.03. Resignation. Resignation of an Officer shall also constitute resignation as a Director and is effective upon receipt of a written notification by the Secretary of the Organization.

Section 4.04. Removal. An Officer who does not fulfill the duties of his/her position can be removed from this position by a two-thirds vote of the Voting Members attending a regular or specially called meeting.

Section 4.05. President. The President shall be a Director of the Organization and will preside at all meetings of the Board of Directors. The President shall oversee and coordinate the general direction of the Organization, be authorized to speak on its behalf, and may delegate the authority to speak on behalf of the Organization.

Section 4.06. Vice-President. The Vice-President shall be a Director of the Organization and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall assist the President in carrying out his/her duties. In

the event the President is incapacitated, the Vice-President shall be empowered to act in place of the President until the President is able to resume his/her duties, or until the end of the President's term. In the event the President shall resign, the Vice-President shall carry out his/her duties until the end of the President's term.

Section 4.07 Recording Secretary. The Recording Secretary shall be a Director of the Organization and shall oversee keeping the minutes of all meetings of the Board of Directors and the Membership Meeting.

The Secretary shall maintain an official membership list with current contact information for each Voting Member and Supporting Member.

Section 4.08 Corresponding Secretary. The Corresponding Secretary shall be a Director of the Organization and shall be responsible for maintaining and organizing the records of the Organization and coordinating all official correspondence.

Section 4.09 Treasurer. The Treasurer shall be a Director of the Organization and shall be primarily responsible for all fiscal matters of the organization, including but not limited to the collection and disbursement of the funds and the filing of tax forms. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Organization's finances

ARTICLE V INDEMNIFICATION

The Organization shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Organization, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, by-law, agreement, vote of members, or otherwise

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration and Responsibilities. The size, duration and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal year. The fiscal year of the Organization shall be January 1-December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, drafts, etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers or authorized agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise expended, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any Officer or authorized agent of the Organization.

Section 7.04. Investments. The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

The Organization shall keep at its principal office: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board and any committee of the Organization; and (3) a current list or record containing the names and addresses of all members, directors and officers of the Organization Any of the books, records and minutes of the Organization may be in written form or in any other form

capable of being converted into written form within a reasonable time. All books and records of the Organization may be reviewed and/or copied by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time. Any information obtained from access to these records shall be used only for purposes related to the function of the Organization.

ARTICLE IX AMENDMENT OF BYLAWS

Amendments to the Bylaws of the Village Community Boathouse may be proposed in writing by any Voting Member. The Board of Directors will present the proposal, along with its recommendations, to the general membership, either at the annual membership meeting or at a special meeting. The members will be notified of the proposed changes in advance of the meeting. These Bylaws may be amended by a two-thirds majority of the Voting Members present at the meeting.

ARTICLE X DISSOLUTION OF THE ORGANIZATION

In the event of liquidation, dissolution or winding up of the Organization, whether voluntary, involuntary or by the operation of law, the property or other assets of the Organization remaining after payment, satisfaction and discharge of its liabilities and obligations, shall be distributed entirely to any corporation, community chest, fund, foundation, agency institution or other entity which is (or between or among two or more of such entities, each of which is) organized and operated exclusively for, and devoted to the realization of charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law. No individual shall have any right, title or interest in or to any of the remaining assets of the Organization.