

Downtown Boathouse Statement of Purpose

The Downtown Boathouse is a non-profit, all volunteer, membership corporation. Its purpose is to provide public access to the Hudson River for non-motorized boating in the proposed Hudson River park. The corporation will maintain the public boathouse at Pier 26 and found other such public boathouses within the proposed park area. The corporation will also lessen the burden of government by providing legal public access through volunteer activity where the government is obligated to provide it until a suitable public parks agency commits to continue to provide for this right of public access and takes over all improvements, assets, and operations of the Downtown Boathouse Inc. in furtherance of this purpose.

Preamble to the Bylaws of the Downtown Boathouse

The intent of these Bylaws is to place the power to make decisions important to the Boathouse's purpose with the open membership, rather than with the board of directors. Officers of the corporation shall be elected by the open membership. A ballot may be initiated by the petition of ten percent of the membership at any time on any matter concerning operations or bylaws of the Boathouse, including the election of officers. Officers shall be required to inform the membership of matters that might initiate such petitions and allow time for such petitions and ballots.

Provisions in the Bylaws or operations of the Downtown Boathouse that contradict or appear to contradict the above expressed intent are to be deleted or amended by ballot of the open membership as and when they are discovered by the officers and membership of the Downtown Boathouse Inc.

Bylaws Downtown Boathouse Inc.

Article 1 - Offices

SECTION 1 PRINCIPAL OFFICE. The principal office of the corporation shall be in the City of New York, County of New York, State of New York.

SECTION 2 OTHER OFFICES. The corporation may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time determine or the activities of the corporation may require.

SECTION 3. REGISTERED OFFICE. The registered office of the corporation shall be established and maintained at Pier #26 West Street in the County of New York, State of New York.

Article 2 - Meeting of Members

SECTION 1. ANNUAL MEETINGS. Annual meetings of members for the nominating of directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or without the State of New York and at such times and dates as the Board of Directors, by resolution, shall determine and set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of members shall be held at the principal office of the corporation on the first Tuesday of October at seven o'clock P.M. in each year.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

SECTION 2. OTHER MEETINGS. Meetings of members for any purpose other than the nomination of directors may be held at such time and place, within or without the State of New York, as shall be stated in the notice of the meeting.

SECTION 3. VOTING. Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these Bylaws shall have one vote which must be submitted in writing with the signature of the voting member in response to a mailed Ballot. No binding vote may be taken at any meeting. Votes taken at meetings will be advisory to the officers/directors and must not contravene these Bylaws or well established custom before they are ratified by a written ballot of the membership. All elections and votes shall be decided by a simple majority vote of a quorum of eligible members, except as otherwise provided by the Certificate of Incorporation or the laws of the State of New York.

SECTION 4. Membership. The officer who has charge of the membership list of the corporation shall, at least ten days before the mailing of a ballot prepare a complete, alphabetical list of the members entitled to vote on the ensuing ballot. Said list shall be open to the examination of any member for a period of at least ten days prior to the mailing of the ballot at the Principal Office of the corporation.

SECTION 5. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws, the return of a majority of the ballots of the members entitled to vote within thirty days of the mailing shall constitute a quorum for a vote on any matter not prohibited by law or the Certificate of Incorporation.

SECTION 6. BALLOTS. Ballots of the membership may be initiated by the officers/directors at their discretion or by petition of not less than ten percent of the membership. Such petitions must be accompanied by a deposit to cover the cost of postage which will be returned if the ballot is successful. A ballot may amend any part of the Bylaws except this one.

SECTION 7. NOTICE OF MEETINGS. Written notice, stating the place, date and time of meetings, and the general nature of the business to be considered shall be posted at the Principal Office of the Corporation not less than ten days before the meeting.

SECTION 8. BUSINESS TRANSACTED. No business other than that stated in the notice shall be concluded at any meeting. Such new business as may be introduced at a meeting without notice will be held open for a succeeding meeting or a mailed ballot at the discretion of the officers/directors.

Article 3 - Directors

SECTION 1. NUMBER AND TERM. The number of directors shall be three, or no fewer than required by law. The directors shall be elected as the officers of the corporation by written ballot of the membership and each director/officer shall be elected to serve until his or her successor shall be elected and shall qualify.

SECTION 2. RESIGNATIONS. Any director, member of a committee, or officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the resident or secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES. If the office of any director/officer becomes vacant the remaining director/officers may appoint any qualified person to fill such vacancy until a ballot of the membership can be held to elect a successor.

SECTION 4. REMOVAL. Any director/officer may be replaced by a successor elected by ballot of the membership at any time.

SECTION 5. INCREASE IN NUMBER. The number of director/officers may be increased by amendment of these Bylaws by ballot of the membership.

SECTION 6. COMPENSATION. Director/officers shall receive no compensation for their services but may be reimbursed for such expenses as they incur in their duties.

Article 4 - Officers

SECTION 1. OFFICERS. The officers of the corporation shall consist of a president, a treasurer, and a secretary, who shall also serve as the three directors of the corporation and shall be elected by ballot of the membership and shall hold office until their successors are elected and qualified.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Director-Officers may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power as shall be determined by the Board of Director-Officers.

SECTION 3. PRESIDENT. The president shall be the chief executive officer of the corporation and the chairman of the Board of Directors and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. He or she shall preside at all meetings of the members if present thereat, and shall have general supervision, direction, and control of the affairs of the corporation. He or she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer.

SECTION 4. VICE-PRESIDENT. Each vice-president shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Director-Officers.

SECTION 5. TREASURER. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Director-Officers.

The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Director-Officers, or the president, taking proper vouchers for such disbursements. He or she shall render to the president and Board of Director/officers whenever they may request it an account of all his or her transactions as treasurer and of the financial condition of the corporation.

SECTION 6. SECRETARY. The secretary shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or these Bylaws, and in case of his or her absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president, or by the director-Officers, or members, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the director-Officers or the president, and attest the same.

SECTION 7. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Assistant treasurers and assistant secretaries, if any, shall be elected by ballot of the membership and have such powers and shall perform such duties as shall be assigned to them by the Director-Officers.

Article 5 - Membership

SECTION 1. CLASSES OF MEMBERSHIP. There shall be two classes of membership. They shall be voting membership and non-voting membership.

SECTION 2. QUALIFICATIONS. The qualification for non-voting membership is signing the waiver of liability required by the corporation's insurer. The additional qualification for voting membership is the contribution of fifty dollars to the corporation per year.

SECTION 3. RIGHTS. Voting members names shall be entered in the membership list and shall be mailed ballots for their votes on matters pertaining to the operations of the corporation, such as the election of Director/officers and amendments to these Bylaws.

Article 6 - Prohibition of Dividends

SECTION 1. PROHIBITION OF DIVIDENDS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

Further, upon the dissolution of the corporation, the Board of Director-Officers shall, after paying or making provision for the payment of all of 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501C (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States law) as the Board of Director/officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 7- Corporate Seal

SECTION 1. SEAL. The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL DOWNTOWN BOATHOUSE". Said seal may be used causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Article 8 - Fiscal Year

SECTION 1. FISCAL YEAR. The fiscal year of the corporation shall be determined by resolution of the Board of Director-Officers.

Article 9 - Execution of Corporation Instruments

SECTION 1. INSTRUMENTS. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Director-Officers.

Article 10 - Notice and Waiver of Notice

SECTION 1. NOTICE. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

SECTION 2. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

Article 11 - Amendments

SECTION 1. AMENDMENTS. These Bylaws may be altered and repealed and Bylaws may be made by vote by mailed ballot of the membership except for SECTION 6. of ARTICLE 2.