



MEMBERSHIP BY-LAWS

SEPTEMBER 1, 2016

Article I - NAME: The name of this organization is Save Our Seaport.

Article II - MISSION

Section 1. Save Our Seaport is a grassroots organization devoted to the future of the South Street Seaport Museum, the Museum's waterfront and vessels, the Historic District and the old Fulton Market. Save Our Seaport defends the public purpose of the neighborhood and its revitalization, and advocates for the interests of residents and New Yorkers at-large over those of corporate developers.

Section 2. Save Our Seaport makes no endorsements of candidates for any elected public or political office.

Article III - MEMBERSHIP

Section 1. Save Our Seaport is an all-volunteer group of concerned New Yorkers who want to revitalize the South Street Seaport Historic District in a way that preserves its inherent character as the public steward of New York City's maritime history. Those who support the purposes of the organization (hereafter "SOS") by paying the annual dues specified below, shall be Regular Members entitled to vote at SOS Meetings. Amount and schedule of dues payment shall be determined by the Steering Committee each year. The 2016 dues shall be fifteen (\$15) dollars.

Section 2. All other persons who pay annual dues to the South Street Seaport Museum (hereafter "SSSM") shall be eligible for Associate Non-Voting membership. Amount and schedule of dues payments are determined by the SSSM.

Section 3. Voting on all questions shall be restricted to paid-up members who have been enrolled for no less than two (2) weeks prior to the vote in question.



MEMBERSHIP BY-LAWS

SEPTEMBER 1, 2016

Section 4. Members of the Steering Committee may use membership lists on SOS business. All information about members is confidential.

Article IV - STEERING COMMITTEE ("SC")

Section 1. The Steering Committee shall consist of no less than nine (9) and no more than thirteen (13) members of SOS, (but should be an odd number). Term of office is one (1) year and or until their qualified successors are elected. Terms should be staggered. One less than half to be selected by members of the SC itself, the balance elected from membership.

Section 2. Additional requirements for members of the SC:

- (a) SC Members must be Regular Voting Members of SOS
- (b) No occupant of, or candidate for, any of the following elected offices may serve on the SC: any Statewide office in New York, any Citywide office in New York City, U.S. Representative, N.Y.S. Senate, N.Y.S. Assembly. If any SC member becomes a candidate for any of the above offices, she/he must resign.
- (c) SC members may be removed for failure to attend three consecutive SC Meetings, improper conduct or conflict of interest by a two-thirds vote of the entire SC, with the challenged member not eligible to vote.

Section 3. Steering Committee Meetings

- (a) A simple majority of the SC present in-person, or on a conference call where all persons participating can hear each other, constitutes a quorum for conducting SC business; when voting on questions, 2/3 of the total number of SC members must prevail.
- (b) An affirmative vote of 2/3 of the entire SC shall be necessary to authorize SC actions.
- (c) The SC shall determine its own schedule of meetings.

Section 4. Vacancies in the SC.

Vacancies in the SC, whenever they occur, may be left unfilled as long as the SC



MEMBERSHIP BY-LAWS

SEPTEMBER 1, 2016

has at least nine (9) members. SC may appoint Regular Members of SOS to join the SC on an interim basis until the next regular election. If the SC falls below nine (9) members, a special Meeting of Regular Members shall be held to raise the SC back to a minimum of nine (9) and a maximum of thirteen (13) members. Election procedures shall conform to those in Article VI

Article V - OFFICERS

Section 1. The steering committee may select from among its members individuals or sub-committees to fill whatever offices it sees fit for the conduct of business. Such responsibilities will include those of treasurer, secretary, meeting chair, and may rotate as the committee determines.

Section 2. The Presiding Chair of SC meetings, is chosen by the SC from amongst its members.

Section 3. Spokespeople for Save Our Seaport shall be designated by the steering committee.

Section 4. The Treasurer shall collect all incoming funds, keep dues records and accurate membership records for use in elections. She/he will supervise SOS expenditures and banking, and report to the SC and the membership on SOS financial affairs at membership meetings.

Article VI - MEETINGS

Section 1. A Nominating Meeting, of Regular (voting) Members shall be held in January of each year and an Annual Meeting of Regular Members shall be held in February of each year to elect SC Members for the upcoming year. Under extenuating circumstances, these two meeting may be held in the first quarter of the following year. One less than half to be selected by members of the SC itself, the balance elected from membership.



MEMBERSHIP BY-LAWS SEPTEMBER 1, 2016

Section 2. The Steering Committee shall schedule other general membership meetings and public meeting *to serve the goals and interests of the organization.*

Section 3. Thirty (30) Regular (voting) Members present in person shall constitute a quorum for the transaction of business at membership meetings. Decisions shall be made by consensus, if possible. Provided a quorum is present, if necessary, any action taken by a 2/3rd votes of Regular Members present in person shall be a valid action on behalf of the SOS.

Section 4. Although the SC runs the day-to-day affairs of SOS, and makes policy that carries the faith and credit of the organization, it may be reversed by membership with 2/3rd votes at membership meetings. In addition, the membership may, by 2/3rd votes at a membership meeting, instruct the SC or the officers to carry out specific policies or activities.

Section 5. The membership must receive notice of membership meetings no later than one (1) week prior to the date of the meeting.

Section 6. Any twenty Regular (voting) Members of SOS may, upon presenting a signed petition to the SC or any of its officers, cause a special membership meeting of Regular Members to be called for the purpose specified. Under such circumstances, the SC shall cooperate with the petitioning members and send notices to all Regular (voting) Members of a special meeting being called.

Section 7. Steering Committee meetings and communications are private within its members unless by specific and common consent.

Section 8. All activities on the part of SOS shall have no less than one liason assigned from the Steering Committee at all times.

Section 9. The Steering Committee is a part of SOS, not all of it. It is to manage the affairs of the organization, decide matters that must be resolved



MEMBERSHIP BY-LAWS SEPTEMBER 1, 2016

between public meetings, assist in implementing proposals approved by public meetings. Wherever possible, the Steering Committee shall seek approval for any proposal or position from a public meeting.

Section 10. The Steering Committee is responsible for the calling of public meetings, including arranging place and time, publicizing, chairing, providing an agenda, taking attendance and keeping notes. Its approval is required for leaflets, literature, letters from SOS.

Section 11. The Steering Committee may create whatever subcommittees are needed to pursue the goals of the organization and to facilitate its functioning. Said subcommittees report to the Committee as a whole. Subcommittees should have no less than three members.

Article VII - ELECTIONS:

Section 1. Each year, as outlined in Article VI, Section 1, SOS shall have a Nominating Meeting attended by the Regular (voting) Members. At the Nominating Meeting, any paid-up Regular (voting) Member may present herself/himself as a candidate for SC membership for the upcoming year. No later than seven days after the Nominating Meeting, each candidate for the SC must deliver a "statement of candidacy" of no more than one paragraph to the SC member designated to prepare the list of candidates and their statements. Members of SOS unable to attend the Nominating Meeting may become candidates by complying with the statement delivery procedure described in the preceding sentence.

Section 2. If there is no contest for SC positions for the upcoming year (i.e. if there are nine (9) or fewer candidates for the new SC), then all candidates who have complied with Section 1 and meet the qualifications stipulated in Article IV shall be automatically elected. Under this circumstance, the SC shall send the candidacy statements of the new SC to all members no later than thirty days after the Nominating Meeting.



MEMBERSHIP BY-LAWS SEPTEMBER 1, 2016

Section 3. If ten (10) or more candidates present themselves for the new SC, then a vote for the thirteen (13) SC positions shall be conducted at the Annual Meeting by an Elections Committee consisting of the Co-Chairs and two (2) general members of SOS not on the SC, and not candidates for the new SC.

Section 4. If an online election is mandated, secret ballots must be sent to all voting members. The Elections Committee shall insure that a recognized secret ballot procedure is used in the election. Voters must vote for at least one (1) but not more than thirteen (13) candidates for their ballots to be valid.

Section 5. In any election, the Election Committee shall count the votes immediately following the Meeting.

Section 6. The names of the winning candidates in an SC election shall be announced in the next e-mailing that goes out to the members after the election results are determined.

Article VIII - FINANCE

Section 1. Annual dues, amount and schedules of payment, shall be determined by the SC.

Article IX - AMENDMENTS

Section 1. Proposals to amend any portion of these By-Laws may be made by written resolution, signed by no less than twenty (20) Regular (voting) Members in good standing or by the SC, and submitted at a membership meeting of Regular (voting) Members of SOS and given first reading at such meeting. Those proposing an amendment must so inform an Officer of SOS no later than seven (7) days before a regular or special membership meeting of Regular (voting) Members, to insure that first reading of the proposed Amendment is placed on the agenda for the meeting.

Section 2. If the proposed Amendment is approved by two-thirds (2/3) of



MEMBERSHIP BY-LAWS SEPTEMBER 1, 2016

those present and voting in person or by proxy, assuming a quorum is present at the meeting, at a Second Meeting of Regular (voting) Members held within thirty (30) days thereafter, the Amendment shall be adopted.

Article X - IMPLEMENTATION

These By-Laws if ratified, shall become effective immediately.

Appendix A:

Public Meeting Procedure

Committee resolves to call meeting as needed

Time and place secured

Outreach, as determined: E-mail, Face book, Coalition partners, friends, flyers/posters/leafleting, events calendars, press release

Agenda (approved by committee)

Meeting materials (approved): copies on hand

Attendance

Chairing and organization

Notes

Distribution of notes, to attendees and all steering committee members

Meeting Blurb, written and published, a capsule description of the preceding meeting

Follow through on decisions made, assignments taken

Save Our Seaport was formed by museum volunteers and former staff, including its founding president, Peter Stanford. Since 2011, we have grown to include a broad array of citizens concerned with the preservation of the Museum, the Seaport Historic District and its public markets, New York and American maritime history and the Museum ships and waterfront.