

## BYLAWS

### CLEARWATER INITIATIVE CORPORATION (A Nonstock Corporation)

#### ARTICLE I

##### NAME AND LOCATION

**1.1 Name.** The name of the corporation shall be Clearwater Initiative Corporation (hereinafter the "Corporation").

**1.2 Business Offices.** The principal office of the Corporation shall be located at 55 Whitney Avenue, New Haven, Connecticut 06510. The Corporation may have such other offices, either within or without the State of Connecticut as the Board of Trustees (hereinafter sometimes the "Board") may determine or as the affairs of the Corporation may require from time to time.

**1.3 Registered Office.** The Corporation shall have and continuously maintain in the State of Connecticut a registered office. The registered office may be, but need not be, identical with the principal office in the State of Connecticut and the address of the registered office may be changed from time to time by the Board. The initial registered office of the Corporation shall be 55 Whitney Avenue, New Haven, Connecticut 06510.

#### ARTICLE II

##### PURPOSES OF THE CORPORATION

**2.1 Exemption.** The Corporation is irrevocably dedicated to and operated for, nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any individual. The Corporation is organized as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future United States internal revenue law (the "Code"). The Corporation shall apply for recognition of exemption from taxation under Section 501(a) of the Code (the "Exemption").

**2.2 Purposes.** The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as amended from time to time, as follows:

a. This Corporation is organized exclusively for educational and/or charitable purposes, and more specifically to (1) support simple, innovative clean water projects in international disasters; and (2) to provide grants to individuals and organizations to advance simple, innovative approaches to disaster response. Said educational and charitable purposes

may include all or some of the following:

- (i) To provide potable water solutions to populations affected by complex humanitarian emergencies. Projects may include, but are not limited to:
  - Drilling and repair of boreholes and wells;
  - Development of water storage systems
  - Shallow well purification
- (ii) To provide small grants to individuals with demonstrated professional experience in humanitarian relief operations in order to fund simple, innovative interventions in disasters.
- (iii) To support general humanitarian relief efforts in complex emergencies.
- (iv) To increase education and awareness of humanitarian issues in complex emergencies and disasters; and
- (v) To partner with other charitable and educational organizations in the development of programs in furtherance of the foregoing purposes.

b. The Corporation is further organized for the purpose of making distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

c. This Corporation shall endeavor to qualify for the Exemption, and shall operate at all times in a manner consistent with Section 501(c)(3) of the Code and the regulations promulgated thereunder.

**2.3 Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future United States federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or the corresponding section of any future United States federal tax code.

**2.4 Powers.** In furtherance of, and not in limitation of, the general powers conferred under the laws of the State of Connecticut ("State"), and in furtherance of the purposes enumerated herein and in the Certificate of Incorporation ("Certificate") of the Corporation, the Corporation is empowered:

a. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the solicitation of, application for and receipt of grants, loans, and contributions which may provide capital for construction or ongoing operations and special projects.

b. To buy, own, and lease equipment, tools, office space, vehicles and other personal property necessary or useful to the purposes and objectives herein described; to borrow money and issue evidences of indebtedness in furtherance of the Corporation's business activities; to establish depository accounts and other banking relationships in the name of the Corporation.

c. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more Exempt Organizations within the meaning of Article II. 2.2.b. hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 III

#### NO STOCK

**3.1 No Shares.** The Corporation shall not have or issue shares of stock.

**3.2 No Members.** The Corporation shall have no members but shall operate under the management of its Board of Trustees as provided in the Certificate.

### ARTICLE IV

#### BOARD OF TRUSTEES

**4.1 Requirements for and Duties of Board.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Trustees.

**4.2 Number and Election of Trustees.**

(a) The Board shall consist of not less than three (3) nor more than nine (9) individuals, or such smaller or larger numbers as the Board shall from time to time determine, subject to the requirements of the Act. Trustees serving ex-officio shall not be entitled to vote.

- (b) The initial Trustees shall be appointed by the Incorporator. Trustees shall thereafter be appointed at the first annual Board meeting, and at annual meetings thereafter as provided in Section 4.3, below. Trustees may also be elected at a special meeting called for such purpose. Commencing at the first annual Board meeting, the Trustees shall be appointed as follows:
- (i) The following shall serve ex-officio as Trustees of the Corporation:
- **Founder and Incorporator: Benjamin A. Sklaver,**
  - **Counsel: Laura M. Sklaver, Esq.**
  - **Counsel: Gary P. Sklaver, Esq.**
- (ii) Remaining Trustees shall be elected by the Board of Trustees serving from time to time;

The foregoing ex-officio Trusteeships enumerated in subparagraph (b)(i) above are intended to bring to the Board of Trustees individuals experienced in non-profit institutional management and humanitarian response. The Board may add additional ex-officio Trusteeships from time to time.

- (c) Trustees appointed pursuant to subsection (ii) above shall be elected by a plurality of the votes cast by the Trustees entitled to vote in the election at a Board meeting at which a quorum is present.

#### **4.3 Terms of Trustees Generally.**

- (a) The terms of the initial Trustees of the Corporation shall expire at the first annual meeting of the Board.
- (b) The Trustees appointed at the first annual meeting shall each have a term of two years, such term expiring on the date of the third annual meeting of the Board of Trustees. Thereafter, the terms of the Trustees (excluding ex officio Trustees whose offices continue) shall be staggered; i) one third of the Trustees appointed at such third annual meeting shall serve for a term of one year; ii) one third of the Trustees appointed at such third annual meeting shall serve for a term of two years; and iii) one third of the Trustees appointed at such third annual meeting shall serve for a term of three years. Thereafter, each successor Trustee shall serve for a term of three years. Trustees may serve an unlimited number of terms.
- (c) A decrease in the number of Trustees does not shorten an incumbent Trustee's term.
- (d) A Trustee appointed to fill a vacancy shall remain in office until the expiration of the term of the Trustee he or she replaces.

- (e) Despite the expiration of a Trustee's term, such Trustee continues to serve until his successor is elected and qualified or until there is a decrease in the number of Trustees.

#### **4.4 Resignation of Trustee.**

- (a) A Trustee may resign at any time by delivering written notice to the Board, its chairman or to the Corporation.
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- (c) A Trustee who serves ex-officio shall be deemed to have resigned when he or she ceases to hold office.

#### **4.5 Removal of Trustees.**

- (a) The Board may remove one or more Trustees with or without cause.
- (b) A Trustee may be removed by the Board only at a meeting called for the purpose of removing such Trustee and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Trustee.

#### **4.6 Vacancy on Board.**

- (a) If a vacancy occurs on the Board as a result of the resignation, removal or death of a Trustee, the vacancy shall be filled by the appropriate appointing authority who appointed such Trustee, as identified in Section 4.2(b) above; and if a vacancy occurs on the Board as a result of an increase in the number of Trusteeships, the vacancy shall be filled as provided by the Board upon the creation of such Trusteeships, subject to the percentage requirements of Section 4.2(b).

#### **4.7 Meetings.**

- (a) The Board may hold its meetings at such place or places within or without the State as it may from time to time determine.
- (b) A meeting of the Board for the election of officers and the transaction of any other business that may come before such meeting shall be held immediately following each annual meeting of the Board or as soon thereafter as is convenient at the place designated therefor. Additional notice need not be given.
- (c) Special and other meetings of the Board may be held whenever the President, Chair, Co-Chair or one-third (1/3) of the Trustees may deem it advisable, notice thereof to be given or mailed to each Trustee in accordance with these Bylaws.

**4.8 Notice of Meeting.**

- (a) Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, if such date, time and place have been established in advance by the Board.
- (b) Special meetings of the Board shall be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting.

**4.9 Waiver of Notice.**

- (a) A Trustee may waive any notice required by Section 4.8 hereof, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver shall be in writing, signed by the Trustee entitled to the notice and filed with the minutes or corporate records.
- (b) A Trustee's attendance at or participation in a meeting waives any required notice to such Trustee of the meeting unless the Trustee at the beginning of the meeting, or promptly upon such Trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**4.10 Quorum and Voting.**

- (a) A quorum of the Board shall consist of a majority of the Trustees in office at the time the meeting begins.
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present is the act of the Board.
- (c) A Trustee who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (1) such Trustee objects at the beginning of the meeting, or promptly upon such Trustee's arrival, to holding or to transacting business at the meeting; (2) such Trustee's dissent or abstention from the action taken is entered in the minutes of the meetings; or (3) such Trustee delivers written notice of such Trustee's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.
- (d) Ex-officio Trustees shall be counted in determining a quorum and shall be entitled to vote.

**4.11 Action Without Meeting.**

- (a) Any action required or permitted to be taken at a Board meeting may be taken without a meeting so long as such action is set forth in writing describing the action taken, signed by each Trustee, and included in the minutes or filed with the corporate records reflecting the action taken.
- (b) Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date.
- (c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**4.12 Compensation.** The compensation of the Trustees shall be fixed by the Board from time to time, consistent with and not to exceed that permitted by the Certificate of Incorporation.

**4.13 Chair.** The Board may select one or more of the Trustees to serve as Chair or Co-Chairs and shall discharge the duties prescribed by the Board.

ARTICLE V

OFFICERS

**5.1 Titles, Election and Duties.** The officers of the Corporation shall be a President and a Secretary, and such other officers as the Board may, from time to time, appoint. The offices of secretary and treasurer may be held by the same person. The duties of officers of the Corporation shall be such as are prescribed by these Bylaws and as may be prescribed by the Board. Any officer may appoint one or more assistant officers to assist in discharge of the responsibilities of such office.

**5.2 President.** The President shall be the chief executive officer of the Corporation and shall have general control and management of its business and affairs, subject to the direction of the Board. He shall preside at all meetings of the Board and shall perform all duties incident to the office of President. He may appoint such clerks and other employees and agents of the Corporation as he may from time to time deem advisable.

**5.3 Vice-Presidents.** The Vice-President, if appointed, shall perform such duties as may from time to time be assigned to him by the Board or delegated to him by the President. In case of the death, disability or absence of the President, he shall fulfill all the duties and be vested with all the powers and responsibilities of the President. Any other Vice-President shall perform such duties as the Board or the President may from time to time prescribe.

**5.4 Treasurer.** The Treasurer, if appointed, shall have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements and other customary financial records of the Corporation, deposit all moneys and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board and, in general, perform such other duties as may from time to time be assigned to him/her by the Board or by the President or as are incident to the office of Treasurer.

**5.5 Assistant Treasurer.** The Assistant Treasurer, if appointed, shall assist the Treasurer in the performance of the Treasurer's duties and shall carry out the duties of the Treasurer whenever the Treasurer is unable to perform such duties. There may be more than one Assistant Treasurer.

**5.6 Secretary.** The Secretary shall keep a book of minutes of all meetings of the Board and shall issue all notices required by law or by these Bylaws, and he shall discharge all other duties required of a corporate secretary by law or imposed from time to time by the Board or by the President or as are incident to the office of Secretary. He shall have the custody of all books, records and papers of the Corporation, except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board.

**5.7 Assistant Secretary.** The Assistant Secretary, if any, shall assist the Secretary in the performance of the Secretary's duties and shall carry out the duties of the Secretary whenever the Secretary is unable to perform such duties. There may be more than one Assistant Secretary.

**5.8 Executive Director.** The Executive Director, if any, shall be the chief operating officer of the Corporation and shall have general managerial responsibility for the day-to-day operation of the Corporation, management of its business and programs, and management of personnel and employees. The Executive Director shall serve at the pleasure of the Board.

**5.9 Compensation.** The compensation of all officers shall be fixed by the Board from time to time, consistent with and not to exceed that permitted by the Certificate of Incorporation.

**5.10 Term of Office.** Each officer shall serve for the term for which such officer is elected and until such officer's successor is duly elected or until such officer's death or until such officer shall have resigned or have been removed. Any officer may be removed by the Board at any time with or without cause and with or without notice or hearing. Vacancies among the officers shall be filled by the Board.

## ARTICLE VI

### COMMITTEES

**6.1 Committees.** The Board may create one or more committees and appoint members of the Board to serve on them. Each committee shall have two or more members who

serve at the pleasure of the Board.

## ARTICLE VII

### INSURANCE

**7.1 Trustees and Officers.** The Board may from time to time procure liability insurance covering the actions of officers and Trustees of the Corporation, provided the insured actions did not:

- a. Involve a knowing and culpable violation of law by the Trustee;
- b. Enable the Trustee to receive an improper personal economic gain;
- c. Show a lack of good faith and a conscious disregard for the duty of the Trustee to the Corporation under circumstances in which the Trustee was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation; or
- d. Constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the Corporation.

Any repeal or modification of this paragraph 7.1 shall not adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification.

## ARTICLE VIII

### MISCELLANEOUS

**8.1 Seal.** The Board may adopt a form of corporate seal for the Corporation.

**8.2 Fiscal Year.** The fiscal year of the Corporation shall end of December 31<sup>st</sup>.

**8.3 Inconsistencies with Certificate of Incorporation.** If any provision of these Bylaws shall be found to be inconsistent with any provision of the Certificate, as now existing, or as from time to time amended hereafter, the provisions of the Certificate shall prevail.

## ARTICLE IX

### AMENDMENTS

**9.1 By Trustees.** The Board shall have the power to amend, repeal or adopt bylaws at any regular or special meeting; provided, however, that no amendment shall be adopted which

would prevent or impair the Corporation's Exemption and any such proposed amendment shall be void ab initio.

**9.2 Record of Changes.** Whenever any bylaw is amended or repealed or a new bylaw is adopted, such action and date on which it was taken shall be noted on the original bylaws in the appropriate place or a new set of bylaws shall be prepared incorporating such change.

**ADOPTION**

These Bylaws have been adopted by the Trustees of the Corporation as of this 12<sup>th</sup> day of August, 2007.

CLEARWATER INITIATIVE CORPORATION

By: 

Benjamin A. Sklaver

Its President and Secretary