

Executive Committee Bylaw Amendment—Committee Substitute

To Replace Article VI Executive Committee

Section 1. Composition.

- (a) There shall be an Executive Committee consisting of ~~nine~~¹¹ individual voting members, including the President, the First and Second Vice Presidents, and ~~six~~⁸ additional members as herein provided, all of whom shall be directors.
- (b) The following directors shall serve as voting members of the Executive Committee ex officio, by virtue of their offices or committee positions, for so long as they hold such positions and are 1) not elected as an officer of the Association and 2) until their successors are appointed and qualified:
- The Finance Committee Chair
 - The Audit Committee Chair
 - The Legal Affairs Committee Chair
 - The Membership Committee Chair
- (c) The remaining ~~two~~⁴ voting members of the Executive Committee shall be nominated by the Nominating Committee or from the floor at any meeting of the Board of Directors, and elected by a three-fourths vote of the directors present annually by and from the Board. All such elected members shall serve until their successors are elected and qualified.
- (d) Members of the Executive Committee, other than the President and Vice Presidents, may serve a maximum of six consecutive terms.

Section 2. Powers and Duties.

- (a) The Executive Committee shall exercise all the powers of the Board of Directors when said Board is not in session, other than the powers to:
1. Repeal or amend the Bylaws, or adopt new Bylaws;
 2. Fill vacancies on the Board of Directors or the Executive Committee;
 3. Fix the compensation of Directors or Officers;
 4. Remove a Director, with or without cause;
 5. Amend or repeal any resolution of the Board, which by its terms shall not be amendable or repealable;
 6. Adopt and disseminate a fundamental change of view, or basic policy, or basic organizational structure of the Association;
 7. Approve the submission of matters to the members, or submit to the members any action requiring member approval under the applicable statute;
 8. Purchase, sell, mortgage, or lease real property of the Association, or adopt a corporate resolution recommending the sale, lease, exchange or other disposition of all or substantially all the assets of the Association, or authorize major new construction;
 9. Present a petition for judicial dissolution, or to adopt plans of merger, consolidation, bankruptcy, or nonjudicial dissolution;

10. Authorize indemnification of Officers, Directors, members of the Executive Council, or employees; or
11. Formulate such other corporate policy decisions or perform corporate activities of the Association of such major significance as to warrant action by the full Board of Directors.

(b) In addition to the powers described in subsection (a), the Executive Committee shall have the following governance responsibilities:

1. Oversee and monitor the Association's governance practices and recommend improvements to the full Board of Directors;
2. Review and assess Board composition, structure, and effectiveness on an annual basis;
3. Develop and recommend policies regarding Board member orientation, education, and evaluation;
4. Monitor compliance with applicable laws, regulations, and the Association's governing documents;
5. Coordinate the work of standing committees to ensure alignment with the Association's strategic priorities;
6. Review and make recommendations regarding the Association's organizational structure and operations;
7. Evaluate the performance and effectiveness of Board committees and recommend changes as appropriate;
8. Oversee succession planning for key leadership positions within the Board and Association management;
9. Review and approve staff recommendations not to exceed one million dollars per annum for selling or leasing real property.

Section 3. Meetings and Reporting.

(a) Meetings of the Executive Committee will be held on the call of the President, reasonable notice being given. The Executive Committee shall meet regularly at such times and places as determined by the President or no less than a majority of the committee. Notice of the time and place of any Executive Committee meeting and the stated specific object of any meeting shall be sent to each member of the committee, and the Board of Directors. Other than for a video or telephone conference meeting pursuant to Article XI, Section 7, such notice shall be sent at least five (5) business days in advance of the meeting. For a video or telephone conference, such notice shall be sent at least 48 hours in advance of the meeting, except that notice sent less than 48 hours in advance shall be deemed sufficient upon confirmation of delivery to all members of the committee. Members of the Board of Directors who are not members of the committee shall be entitled to attend such meetings, including executive sessions, at their own expense or by electronic means. Executive sessions of the Executive Committee shall be compliant with New York Not for Profit Law and strive to achieve the highest levels of transparency.

(b) The Executive Committee shall maintain minutes of all meetings and report all actions taken to the full Board of Directors at the next regularly scheduled Board meeting and post preliminary meeting summaries or reports to Board Members in a designated secure portal for Board access within five working days of an Executive Committee meeting.

(c) Any action of the Executive Committee may be overridden by a vote of a majority of the directors present.

Amendment 11A is further amended ∨



11B

Amendment 11A is further amended:

Section 2 (a) 8. Purchase, sell, mortgage, or lease real property of the Association with a total sale price or annual lease value in excess of \$1 million or that constitutes all or substantially all the assets of the Association, or adopt a corporate resolution recommending the sale, lease, exchange or other disposition of all or substantially all the assets of the Association, or authorize major new construction;

Section 2 (b) 9. ~~Review and approve staff recommendations not to exceed one million dollars per annum for selling or leasing real property.~~

Motion to amend Bylaw 11A introduced by John Richardson

Mr. President

I move that the Proposed bylaw Amendment regarding the Executive Committee, be amended as follows:

Section 1, subsection (a): Delete "nine" and insert, "eleven" and delete "six" and insert "eight".

Section 1, subsection (c): Delete "two" and insert "four"