

## ARTICLE V: BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of: (i) the Elected Officers; (ii) the past President of the Association, who shall serve for one (1) year following the expiration of his or her term as President; (iii) no fewer than eleven (11) nor more than twenty-five (25) Directors elected from among the Active Members (which number does not include the Elected Officers) (the "Elected Directors"); ~~and~~ (iv) no more than three (3) Appointed Directors; (v) the Treasurer; (vi) the Counsel; and (vii) the Executive Director.

Section 2. Classes. Approximately twenty-five (25) percent of the ~~Board of~~ Elected Directors shall be elected by the membership annually. Each Elected Director shall hold office until the later of (i) the expiration of his or her term of office or (ii) the election and qualification of his or her respective successor.

Section 3. Quorum. A majority of the members of the Board of Directors (or, if the Board shall consist of twenty (20) or more members, then ten (10) or more of such members) shall constitute a quorum at all meetings of the Board, and a majority vote of those in attendance shall control its decisions.

Section 4. Term. Each ~~elected~~ Elected Director or ~~appointed~~ Appointed Director shall serve for a term of four (4) years. In case of the death or resignation of ~~a~~ an Elected Director during his or her term of office, the Board of Directors is empowered to fill the vacancy so created for the remainder of the term. An ~~elected~~ Elected Director or an Appointed Director shall be deemed to have resigned upon (i) his or her failure to attend three (3) consecutive meetings of the Board and (ii) a vote of the Executive Committee. An ~~elected~~ Elected Director shall not be eligible for re-election until six (6) years from the date of expiration of his or her term either as ~~a~~ an Elected Director or as an Elected Officer, whichever is later. The Board may reappoint an Appointed Director for up to two (2) terms in addition to his or her initial term. If an Appointed Director is appointed for a term that begins at any time other than the Board meeting after the Board meeting held at the Annual Conference, then he or she shall serve for the remainder of an initial term of four (4) years that commenced with the Board meeting after the Board meeting held at the Annual Conference immediately previous to such appointment.

Section 5. Duties. The Board of Directors shall have charge of the general interest of the Association, being vested with the power (i) to control and manage the affairs, funds, and finances of the Association; (ii) to borrow money on behalf of and pledge for the purpose of the Association ~~and~~; (iii) to authorize and direct the President, the Secretary, or the Treasurer to execute, under their hands and seals, notes, bonds, or other evidences of indebtedness, and to sign, execute, and deliver or direct the officers of the Association to sign, execute, and deliver mortgage or other pledge or pledges of any or all of the Association's property, real or personal, and security for the payment of the same; (iv) to call the Annual Meeting and any Special Meetings of the members of the Association; (v) to fill vacancies on the Board caused by the death or resignation of any Director, or by the failure to elect a Director to hold office, until the next annual election of Directors; and (vi) to do all lawful things which they may deem expedient to promote the business and interests of the Association.

*[Sections 6-11 would be unchanged and are omitted.]*

## ARTICLE VI: OFFICERS

Section 1. Officers. The officers of the Association are (i) the President, four (4) Vice Presidents, and the Secretary (collectively, the "Elected Officers"); (ii) the President-Elect, who may be an Elected Officer other than the President; and (iii) the Treasurer, the Counsel, and the Executive Director.

Section 2. President. The President shall ~~be the Chief Executive Officer of the Association~~, preside at all meetings of the members of the Association and of the Board of Directors and perform all other duties

usually devolving upon a presiding officer or as the Board may assign to him or her. In the absence of the President, his or her duties shall devolve upon (i) the President-Elect, if there is a President-Elect at such time; (ii) one (1) of the Vice Presidents, as the President may determine; or (iii) in the event that the President is absent, incapacitated, or is otherwise unable to make such determination and there is no President-Elect, the Vice Presidents successively and in descending order, based on length of term of service on the Board, except that if any of the Vice Presidents has a term of service on the Board equal to that of any of the other Vice Presidents, then the order of succession as between or among such Vice Presidents shall be the Vice President for External Affairs, the Vice President for Committees, the Vice President for the Annual Conference, and the Vice President for Publications; and (iv) the Secretary. In the event of the President's resignation or death, the order of succession shall be as provided in the preceding sentence and, if there is a President-Elect, then he or she shall become President for the remainder of the unexpired term and for the next term as President and, if there is not a President-Elect, then an Elected Officer, as provided in the preceding sentence, shall become President for the remainder of the unexpired term.

Section 3. President-Elect. The President-Elect shall perform such duties as the President or the Board of Directors may assign to him or her.

Section 4. Vice President. There shall be four (4) Vice Presidents, each of whom shall perform such duties as may be determined by the Board of Directors or the Executive Committee. In addition to such duties, one Vice President shall have oversight of the external affairs of the Association (the "Vice President for External Affairs"); one Vice President shall coordinate the Professional Interests, Practices and Standards Committees (the "Vice President for Committees"); one Vice President shall chair the Annual Conference Committee (the "Vice President for the Annual Conference"); and one Vice President shall coordinate the publications of the Association (the "Vice President for Publications").

Section 5. Secretary. The Secretary shall notify or cause to be notified each member of the Board of Directors of all its meetings, and all members of the Association of all Annual and Special Meetings; issue or cause to be issued all other authorized notices to members or other persons; attend all sessions of the Executive Committee and the Board and all meetings of the members of the Association, and act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and perform such other duties as the Board or Executive Committee may assign. The Secretary may delegate to any other Elected Officer the power to do any and all of the same foregoing and, in such event, the acts taken pursuant thereto shall be of the same force and effect as if done by the Secretary personally.

Section 6. Treasurer. The Treasurer shall collect and have custody of the funds and securities of the Association and shall hold in a custodial or fiduciary capacity any other funds as directed by the Board of Directors. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Association, and shall deposit all moneys and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Association, and shall perform all duties incident to the office of Treasurer and such other duties as shall from time to time be assigned to him or her by the Board. Annually, at a meeting of the Board, the Treasurer shall present a report showing in appropriate detail: (i) the assets and liabilities of the Association as of a twelve (12)-month fiscal period terminating not more than six (6) months prior to the meeting; (ii) the principal changes in assets and liabilities during that fiscal period; (iii) the revenues or receipts of the Association, both unrestricted and restricted to particular purposes, for that fiscal period; and (iv) the expenses or disbursements of the Association, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of the meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Association to the Internal Revenue Service or to the Attorney General of the State of New York that includes the information hereinabove specified. The Treasurer is a member with voice and vote of the Board of Directors, the Executive Committee, and the Finance and Budget Committee, which he or she chairs.

Section 7. Counsel. The Counsel shall be the legal adviser to the Board of Directors, the Executive Committee, the Elected Officers, the Executive Director, and the committees of the Association, unless otherwise provided, on all matters affecting their respective duties and powers or the affairs of the Association. He or she shall have custody of the By-laws. ~~Section 8. Ex Officio Members. The Treasurer and the~~ The Counsel shall receive no compensation for their his or her services. They are members as a member of the Board. The Counsel is a member, ex officio, with voice but not vote, of the Board of ~~Directors~~ and the Executive Committee.

~~Section 9. Section 8. Executive Director.~~ The Executive Director shall be the Chief ~~Administrative~~ Executive Officer of the Association. The Executive Director shall, under the authority of the Board of Directors, have overall supervision, direction, and control of the Association and its staff and responsibility for the quality of its programs and services and for operating within the budget approved by the Board. The Executive Director is a member, ex officio, with voice but not vote, of the Board, the Executive Committee, and all other committees of the Board.

## ARTICLE VII: NOMINATIONS, ELECTIONS, AND APPOINTMENTS

Section 1. Elections and Appointments. ~~The elected Directors of the Board of~~ Elected Directors shall be elected by the membership. The Elected Officers, the Executive Committee, the Treasurer, and the Counsel shall be elected or appointed by the Board as herein provided. The Nominating Committee and the Appointed Directors Nominating Committee shall be ~~elected~~ selected or constituted as herein provided.

Section 2. Nomination of Candidates for Election to the Board of Directors. The Nominating Committee shall, from among the Active Members of the Association, nominate candidates for election to the Board of Directors for the class whose term commences at the regular meeting of the Board next following the Annual Meeting. Giving due consideration to the need for representation of the membership on the Board, the Nominating Committee shall nominate as candidates no more than two hundred (200) percent of the positions to be filled. Nominations may also be made by petition carrying the signature of one hundred (100) or more members of the Association in good standing. Nominations by petition shall be delivered to the Chair of the Nominating Committee at least six (6) months before the Annual Meeting. The Chair of the Nominating Committee shall ascertain that all candidates have consented to stand for election and shall report on the nominations to the Board at the regular meeting of the Board preceding the date when the Notice of Annual Meeting is to be sent.

Section 3. Election of Elected Directors. The candidates for ~~election to the Board~~ Elected Directors nominated by the Nominating Committee and by petition shall be presented and identified on an election ballot, which shall be mailed, sent, or otherwise delivered to all Active Members with the Notice of Annual Meeting or otherwise as the Board may determine. The ballot also shall permit write-in candidates for election. Members shall vote for no more than the number of positions to be filled. All ballots must have been voted and received by the Association by no later than the Annual Meeting and no vote received after the Annual Meeting shall be valid. The votes shall be counted and checked in such manner as the Nominating Committee may provide and shall then be sealed in a box and deposited in the headquarters of the Association for a period of at least one (1) year. The candidates shall be ranked in order of number of votes received. The highest ranking candidates equal in number to the positions to be filled shall be elected to the Board as Elected Directors. The results of the election shall be announced at the Annual Meeting, in the newsletter of the Association, or as the Board may otherwise determine. The Elected Directors so elected shall hold office for the term to which they have been elected or until their successors are elected and qualified in accordance with this Article VII.

Section 4. Nomination and Appointment of Appointed Directors and the Treasurer. The Chair of the Appointed Directors Nominating Committee may present to the Board at the regular meeting of the Board of Directors held at the Annual Conference (or, in the case of candidates for Appointed Directors, at any other meeting of the Board, as determined by the President) any candidates nominated by the Appointed Directors Nominating Committee to serve as Appointed Directors or as Treasurer. Any such nomination shall be notified to the Board by no later than seven (7) days in advance of the meeting. The Board shall

vote on the appointment of any Appointed Directors or the Treasurer so nominated. The results of such vote shall be announced in the newsletter of the Association or as the Board may otherwise determine. The term of office of any Appointed Directors and the Treasurer so appointed shall commence at the regular meeting of the Board next following the meeting of the Board held at the Annual Conference, provided, however, that the term of office of any Appointed Director appointed at a meeting of the Board other than the meeting held at the Annual Conference shall commence at such time as the Board shall specify. Each Appointed Director shall hold office for the term specified in Article V, Section 4. The Treasurer so appointed shall hold office for the term specified in Article VII, Section 7.

Section 5. Nomination and Election of Elected Officers. The Board of Directors shall nominate candidates for Elected Officers (other than the President) from among ~~its membership.~~ the Elected Directors. Elected Directors may nominate themselves, or other Elected Directors, as candidates and all such nominations shall be notified to the Board by no later than seven (7) days in advance of the election. Elections shall take place at the regular meeting of the Board held in conjunction with the Annual Conference, or at such other times as the Board may determine. The term of an Elected Officer (other than the President) shall commence with the next regular meeting of the Board. The term of office of each Elected Officer (other than the President) shall be one (1) year, and until his or her successor is elected and qualifies, after which he or she may be reelected for an additional one (1)-year term. The term of office of the President shall be two (2) years, and until his or her successor is elected and qualifies. Any Elected Officer may be removed for cause by a two-thirds vote of all the Directors then in office.

~~Section 5-6.~~ Section 6. Nomination and Election of the President-Elect. The Board of Directors shall nominate candidates for the President-Elect from among ~~its membership.~~ the Elected Directors. Elected Officers, other than the President, may be nominated as candidates. All nominations shall be notified to the Board by no later than seven (7) days in advance of the election. Elections shall take place at the regular meeting of the Board that precedes the Annual Conference (i.e., usually at the meeting held in the autumn) in the year before the year in which the term of the President expires, or at such other times as the Board may determine. The President-Elect will have such duties as the President may delegate. The term of office of the President-Elect shall commence immediately upon election and last until the commencement of the next regular meeting of the Board after the Annual Conference after the meeting of the Board at which the President -Elect shall have been elected. Upon expiration of the term of office of the President, which normally will occur immediately prior to the commencement of such next regular meeting of the Board after the Annual Conference, the President-Elect shall assume the office of President.

~~Section 6.~~ Section 7. Appointment of Other Officers. ~~The~~ the Counsel, the Treasurer, ~~and the~~ Executive Director. The Counsel shall be appointed by a vote of the Board of Directors on the advice of the Executive Committee. Upon appointment, ~~each~~ the Counsel shall hold office for a term of ~~one~~ four (4) ~~year~~ years, which term of office shall be renewed for successive ~~one~~ four (4) ~~year~~ terms, ~~unless the Board votes not to renew~~ 4)-year terms for so long as the Counsel is providing legal services to the Association. The Treasurer shall be appointed in accordance with Article VII, Section 4. Upon appointment, the Treasurer shall hold office for a term of four (4) years, which term may be renewed for successive four (4)-year terms. The Executive Director shall be appointed by and serve at the pleasure of the Board. The Executive Committee shall periodically review the ~~Treasurer, the Counsel,~~ and the Executive Director.

~~Section 7.~~ Section 8. Vacancies. Any vacancy occurring in the office of the President, the President-Elect, any Vice President, the Secretary, ~~the Treasurer or the Counsel,~~ or in the Board ~~of or among the Elected~~ Directors, including vacancies created by an increase in the number of the members of the Board pursuant to law, shall be announced by advance notice no less than seven (7) days prior to the next regular meeting of the Board. Nominations for candidates to fill the vacancy shall be made at that meeting and the Board, whether or not a quorum is present, ~~shall~~ may elect or appoint persons to fill such vacancy. ~~Any officer or Director so chosen~~ vacancy occurring in the office of Treasurer shall be filled by the Board, upon nomination of the Appointed Directors Nominating Committee, at the next meeting of the Board following such vacancy. Any vacancy occurring in the office of Counsel shall be filled by appointment by the Board on the advice of the Executive Committee. Any person elected or appointed to fill a vacancy in

accordance with this Section 8 shall hold office until his or her respective successor is elected and qualified-qualifies.

## ARTICLE VIII: COMMITTEES

Section 1. CAA Committees. The Board of Directors shall appoint such committees of the Board ("Board Committees"), standing Professional Interests, Practices, and Standards committees ("PIPS Committees"), and Awards committees and other ad hoc committees (which, together with Board Committees and PIPS Committees, constitute "CAA Committees") as it deems necessary in order to advance the activities of the Association. All CAA Committees are bodies of the Association and shall function at the discretion of the Board and with the Board as the final supervisor of their activities. The Board shall determine the jurisdiction and budget of each CAA Committee. No CAA Committee or member of a CAA Committee shall have the power to bind the Association contractually or to commit funds of the Association without approval of the Board. All members of a CAA Committee must be members of the Association in good standing.

Section 2. Appointment. Other than as provided in these By-laws, the President shall, in consultation with the Vice President for Committees, have the power to appoint the members of all CAA Committees and to fill all vacancies therein.

Section 3. Executive Committee. The Association shall have an Executive Committee ~~comprised~~ of comprising the Elected Officers, the President-Elect (who, if not an Elected Officer, shall serve as a nonvoting member), the Treasurer, the Counsel, and the Executive Director. Said Committee may meet at stated times or on notice (which may be oral, or by telecopier, electronic, or other written means) of one (1) of its members. Between meetings of the Board of Directors, the Executive Committee shall advise the Board, undertake the management of the business of the Association, and exercise such powers as may be delegated thereto by the Board. The Executive Committee shall have all of the powers and duties of the Board when the Board is not in session, with the exception of the following matters: (i) the submission to members of any action requiring the approval of members of the Association hereunder; (ii) the filling of vacancies in the Board and in the elected officerships; (iii) the amendment of the By-laws or the adoption of new By-laws; and (iv) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. The Executive Committee shall keep regular minutes of its meetings.

Section 4. Nominating Committee. The Association shall have a Nominating Committee ~~comprised~~ of comprising: (i) three (3) Elected Directors (but not Elected Officers) in their ~~last final~~ two (2) years of service, who shall be selected by the Board of Directors, provided, however, that if there is an insufficient number of such Elected Directors, then the Board may select an Elected Director in his or her second year of service; and (ii) four (4) other persons selected by the prior year's Nominating Committee who shall not be Directors, one of whom shall be a member of such prior year's Nominating Committee. The Chair of the Nominating Committee shall be the Vice President for Committees, who shall serve without vote. Except as otherwise provided in this Section 4, the members of the Nominating Committee shall serve for one (1) year.

Section 5. Appointed Directors Nominating Committee. The Appointed Directors Nominating Committee shall comprise the Elected Officers and the Executive Director. The Chair of the Appointed Directors Nominating Committee shall be the Vice President for Committees. The Appointed Directors Nominating Committee shall identify candidates, including by soliciting the members of the Association and the members of the Board of Directors, to serve as (i) Appointed Directors, based on their ability to bring specific professional experience to the Association in the fields of philanthropy, development, management, communications, and any other areas directed by the Board and (ii) the Treasurer. Taking account of the needs of the Association and the desire to stagger the terms of the Appointed Directors, the Appointed Directors Nominating Committee may nominate up to three (3) candidates as Appointed Directors in any one year subject to the limitation, in Article V, Section 1, that no more than three (3) Appointed Directors may serve on the Board at any one time.

Section 6. Finance and Budget Committee. The Association shall have a Finance and Budget Committee ~~comprised of~~comprising the Elected Officers (one of whom may also be the President-Elect), the Treasurer (who shall serve as its Chair), the Executive Director, and the Association's Chief Financial Officer. The Finance and Budget Committee shall be responsible for the general planning of the financial affairs of the Association, including the preparation with the staff of an annual budget for review and approval by the Executive Committee and the Board, and the arrangement of an annual audit of the books of the Association in accordance with the requirements of the New York not-for-profit corporation law.