

**By-laws of the College Art Association, Inc.**

- Article I. Name**
- Article II. Purposes**
- Article III. Membership and Affiliation**
- Article IV. Meetings of the Members**
- Article V. Board of Directors**
- Article VI. Officers**
- Article VII. Nominations, Elections and Appointments**
- Article VIII. Committees**
- Article IX. Resignations**
- Article X. Interpretation of the By-laws**
- Article XI. Amendment of the By-laws**
- Article XII. Indemnification of Directors and Officers**
- Article XIII. Annual Audit**
- Article ~~IV~~XIV. Transitional Provisions**

**BY-LAWS OF THE COLLEGE ART ASSOCIATION, INC.**

**ARTICLE I: NAME**

This Association shall be known as "The College Art Association, Inc."

**ARTICLE II: PURPOSES**

The purposes of the Association are:

1. To encourage the highest standards of creativity, scholarship, connoisseurship, and teaching in the areas of studio art, design, the history and criticism of the visual arts ~~and~~(which, for purposes of these By-laws, includes design), architecture, and exhibitions; and to further these objectives in institutions of higher learning and of public service such as colleges, universities, art schools, museums, and other ~~art~~visual arts organizations.
2. To encourage the inclusion among its constituencies of qualified individuals representing a diversity of race, religion, gender, national origin, sexual orientation, and physical disability.
3. To discourage discrimination based on race, religion, gender, national origin, sexual orientation, physical disability, and age in employment, education, exhibitions, scholarly and programmatic opportunities, the awarding of grants and prizes in the public and private ~~art~~visual arts sectors, and media coverage.
4. To publish such journals as are desirable and feasible; to provide for the dissemination of the results of creative works, scholarly research, and exhibitions, the judgments of critical thought on the visual arts, and all other information valuable to the purposes set forth in this Article II.

5. To publish appropriate monographs, papers, bulletins, and reports of a scholarly, critical, or informative nature that the scope of the established journals may not permit.
6. To hold an annual conference for the purposes of presenting scholarly papers, presenting and discussing visual artists' works, addressing other issues pertinent to the Association such as pedagogy, museum programs, and artisticvisual arts and scholarly legal rights, and conducting the business of the Association.
7. To acknowledge and develop the fundamental mutual interests between museums and other academic institutions.
8. To encourage curators, librarians, collectors, dealers, public officials, and all others entrusted with the custody of works of visual art or documents associated with works of visual art to make these available for study to scholars, visual artists, and students.
9. To encourage and support those groups and activities, inside and outside of this Association, that set themselves the task of elevating the standards of teaching and curricula, of improving the materials of teaching, and of generally advancing the cause of learning in the visual arts at the secondary, undergraduate, and graduate levels.
10. To encourage professional relationships with other learned societies and with international, national, and regional organizations which serve similar purposes in the finevisual arts or allied areas.
11. To examine the policies of governmental agencies, corporations, foundations, and other relevant groups with regard to the visual arts field and to lend or withhold the support of the Association wherever its basic interests are involved.
12. To encourage qualified students to enter the visual arts as a profession and, to this end, to seek ways and means of establishing scholarships, fellowships, and awards for academic achievement or creative ability and promise.
13. To seek support from foundations, philanthropic organizations, or individuals for specific programs or activities of merit in the visual arts.
14. To administer funds contributed to the Association in order to finance pertinent conferences, meetings, symposia, publications, surveys, studies, exhibitions, residencies, scholarships, and similar activities.
15. To assist members of the profession and institutions in locating and filling positions on the staffs of colleges, universities, artvisual arts schools, museums, foundations, government agencies or commissions, and other organizations engaged in artvisual arts activities or programs consonant with the purposes of the Association.
16. To develop, disseminate and, where appropriate, implement standards, guidelines, and statements of policy regarding the activities of the profession(s) and the Association.

### **ARTICLE III: MEMBERSHIP AND AFFILIATION**

Section 1. Membership Classes, Rights and Privileges and Dues. The Association shall have two classes of membership, Individual Membership and Institutional Membership, with such subclasses, rights and privileges as the Board of Directors may designate. The Board of Directors shall establish the dues of each class and subclass of membership.

Section 2. Individual Membership. All natural persons interested in the mission and purposes of the Association are eligible for Individual Membership.

Section 3. Institutional Membership. All institutions are eligible for Institutional Membership.

Section 4. Voting Rights. Any person or institution shall, upon application and payment of dues, become a member of the Association. Active Individual Members shall have the right to vote and hold office in the Association. All Individual Members shall be provided with notice of any meetings of the Association. Institutional Members shall not be entitled to vote or hold office in the Association.

~~Section 5~~ **Section 5.** Affiliated Societies. To be recognized as an Affiliated Society, a group must be national in scope and must present evidence that: (i) it is primarily, or in large part, committed to the serious practice and advancement of the visual arts or to the study of some broad, major area of the history of ~~art~~ the visual arts; and (ii) it possesses a formal organizational structure, i.e., elected officers, an identifiable membership, and demonstrates such signs of ongoing activity as a newsletter or other periodic publication, exhibition record, or other documentation. Applications for Affiliated Society status will be ~~acted upon~~ decided by the Executive Committee and an applicant may appeal a decision denying an application to the Board of Directors, ~~which may delegate that responsibility.~~ The affiliation of an Affiliated Society with the Association may be terminated for sufficient reason by a vote of two-thirds of the members of the Board. Members of an Affiliated Society shall have such privileges and be governed by such policies as may be authorized by the Board.

#### **ARTICLE IV: MEETINGS OF THE MEMBERS**

Section 1. Annual Business Meeting. The Association shall hold an annual business meeting (the "Annual Meeting") in conjunction with the Annual Conference at a place and on a date and time fixed by the Board of Directors. The purpose of the Annual Meeting is to transact such business as may come before ~~the Meeting~~ it and to elect new Elected Directors and Emerging Professional Directors to the Board.

Section 2. Resolutions. Active Members may propose resolutions for consideration at the Annual Meeting. Any such proposals must (i) be received by the office of the Executive Director no later than eighty (80) days prior to the Annual Meeting; (ii) be in proper parliamentary form; (iii) be signed by at least twenty-five (25) Active Members of the Association in good standing; (iv) be no more than three hundred (300) words in length; and (v) deal with matters relating to the purposes of the Association as set forth in Article II. The Board may also propose matters for consideration at the Annual Meeting.

Section 3. Notice of Annual Meeting. The Notice of the Annual Meeting shall give notice of the date, time and place of the Annual Meeting, the names of and other information regarding candidates for election to the Board of Directors and of any resolutions or other matters to be considered at the Annual Meeting. The Notice shall be served personally, or by mail or electronic mail, to all members entitled to notice at least sixty (60) days prior

to the date designated for the Annual Meeting. The Notice shall be printed or written and be signed or authorized by the Secretary or, in the event of the death, resignation, incapacity or absence of the Secretary, by the President.

Section 4. Consideration of Resolutions. At the Annual Meeting, the President shall determine the order in which resolutions or other matters may be considered. As the President may deem appropriate, resolutions from the floor may be considered at the Annual Meeting.

Section 5. Voting. At the Annual Meeting, Active Individual Members, whether present in person or by proxy, may, by majority vote, adopt such resolutions or act on such other business of the Association as may properly come before the Meeting.

Section 6. Special Meeting. Special Meetings of the members of the Association may be called for any purpose or purposes other than those regulated by statute by (i) resolution of the Board of Directors; (ii) majority vote of the Executive Committee; or (iii) written request of ten (10) percent of the Active Members. In the event of such request, it shall be the duty of the Secretary to call such a Special Meeting at such time and place as the Secretary may fix, not less than two (2) months nor more than three (3) months after the receipt of said request. If the Secretary neglects or refuses to issue such call within five (5) days of such receipt, any member making the request may issue the call, specifying therein the time and place of the meeting. The Secretary shall send out a Notice of Special Meeting, with the date, time and place of the meeting and of the resolution or other matters to be considered at the Special Meeting. The Notice shall be served personally or by mail to all members entitled to notice at least sixty (60) days prior to the date designated for the Special Meeting. The Notice shall be printed or written and be signed or authorized by the Secretary or, in the event of the death, resignation, incapacity or absence of the Secretary, by the President. No business shall be transacted at a Special Meeting except such as shall be specified in the Notice thereof, or matters germane thereto.

Section 7. Meeting Without Notice. Meetings may be held without notice if all ~~members-entitled to vote thereat~~ Active Individual Members are present or if notice is waived in writing by every member entitled to participate in such meeting or by each such member's duly authorized attorney.

Section 8. Quorum. The presence in person or by proxy of one hundred (100) ~~members-entitled to vote~~ Active Individual Members shall be required to constitute a quorum at all meetings of the members for the transaction of business except as otherwise directed by law. Failing a quorum, those members present at a meeting shall have the power to adjourn such meeting from time to time without notice until a quorum is obtained.

Section 9. Proxy. Each ~~member entitled to vote~~ Active Individual Member shall be entitled at every meeting of the Association set forth in this Article IV to cast one vote on any resolution, in any election or on any subject that is before the meeting. Such vote may be cast in person or by written proxy executed by the member or his or her duly authorized attorney. Proxies more than eleven (11) months old shall be invalid unless expressly stated to apply for a specified longer period, and shall be revocable at the will of the maker.

## 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”); (iv) no more than three (3) Appointed Directors; (v) the no more than two (2) Emerging Professional Directors; (vi) the Treasurer; ~~(vii)~~ the Counsel; and ~~(viii)~~ the Executive Director.

Section 2. Classes. Approximately twenty-five (25) percent of the 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; Removal. Each Elected Director or Appointed Director shall serve for a term of four (4) years. Each Emerging Professional Director shall serve for a term of two (2) years. In case of the death or resignation of an Elected Director or Emerging Professional 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 in accordance with Article VII, Section 9. An Elected Director, an Emerging Professional 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 Director shall not be eligible for re-election, and an Emerging Professional Director shall not be eligible for election as an Elected Director, until six (6) years from the date of expiration of his or her term ~~either~~ as an Elected Director, Emerging Professional 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~~ in conjunction with 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. The Board may remove any Elected Director or Emerging Professional Director for cause by a vote of two-thirds of the members of the Board.

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; (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.

Section 6. Conflict of Interest. A Director owes a duty of loyalty to the Association. Members of the Board of Directors must conduct their personal and professional affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. A Director shall disclose to the Board as a matter of record any personal, financial, or professional interest in the outcome of a matter at the meeting at which such matter is discussed. A Director having such duality of interest may be counted for quorum purposes but may not use personal influence or vote when such matter is considered by the Board.

Section 7. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held three (3) times each year, at such times and at such places within or without the State of New York as may be fixed by resolution of the Board or as may be specified in the Board Meeting Notice.

Section 8. Special Meetings of the Board. Whenever requested by ten (10) Directors, special meetings of the Board of Directors may be called by the Executive Committee or by the President. Notice of a special meeting of the Board shall be given orally, or by telecopier, electronic or other written means duly served on or sent or mailed to each member of the Board, not less than two (2) days before such meeting. Notice of special meetings need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice.

Section 9. Notice of Regular Board Meetings. Each Director shall be given written notice of any regular meeting of the Board of Directors (the "Board Meeting Notice") not less than seven (7) days prior to such meeting. No Board Meeting Notice need be sent to give notice of regular meetings of the Board that are held at the time and the place fixed by resolution of the Board. No Board Meeting Notice need be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice.

Section 10. Actions by Written Consent. Any Except as otherwise provided herein, any action required or permitted to be taken by the Board of Directors or any Board Committee may be taken without a meeting if all members of the Board or of the Board Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or of the Board Committee shall be filed with the minutes of the proceedings of the Board or of the Board Committee.

Section 11. Conference Calls. Any one or more members of the Board of Directors or of any Board Committee may participate in a meeting of such Board or Board Committee by means of conference telephone or similar communications equipment allowing all persons

participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE VI: OFFICERS

Section 1. Officers. The officers of the Association are (i) the President, ~~four (4)~~five (5) 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 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~~Relations, the Vice ~~President~~President for Committees, the Vice President for the Annual Conference, ~~and Programs~~, the Vice President ~~for Publications~~for Publications; and the Vice President for Diversity and Inclusion; 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)~~five (5) 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~~Relations"); 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 and provide general oversight of all of the Association's other programs (the "Vice President for the Annual Conference"); and Programs"); one Vice President shall coordinate the publications of the Association (the "Vice President for Publications"); and one Vice President shall promote diversity and inclusion in the Association (the "Vice President for Diversity and Inclusion").

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. The Counsel shall receive no compensation for his or her services as a member of the Board. The Counsel is a member, ex officio, with voice but not vote, of the Board and the Executive Committee.

Section 8. Executive Director. The Executive Director shall be the Chief 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 Board Committees.

## **ARTICLE VII: NOMINATIONS, ELECTIONS, AND APPOINTMENTS**

Section 1. Elections and Appointments. The Elected Directors and the Emerging Professional Directors shall be elected by the ~~membership~~ Active Individual Members at the Annual Meeting. The Elected Officers, ~~the Appointed Directors~~, 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 and the Audit Committee shall be selected or constituted as herein provided.

Section 2. Nomination of Candidates for Election to the Board of Directors. ~~The as Elected Directors. Each year, the~~ Nominating Committee shall, from among the Active Individual Members of the Association, nominate candidates for election to the Board of Directors as Elected 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~~ Board meeting that is held in conjunction with the Annual Conference. The Nominating Committee shall nominate at least six (6) candidates for the class of four (4) Elected Directors to be elected, giving due consideration to the need for representation of the membership on the Board. The Nominating Committee is encouraged to consider candidates who (i) primarily reflect the real and aspirational diversity and balance of the CAA membership consistent with the CAA Values Statement on Diversity & Inclusion, with particular attention to the balance of professions of the membership, race, ethnicity, sexual orientation and gender identity, age and disability and (ii) secondarily, diversity of geographical location, field of scholarship or practice and employment type, including type of institution and independent scholars/practitioners (clauses (i) and (ii), the "Diversity Criteria"). Nominations for Elected Directors 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 as Elected Directors and shall report to the Board 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. Nomination of Candidates for Election to the Board of Directors as Emerging Professional Directors. Each year, the Nominating Committee shall determine whether to add to the Board one (1) or two (2) Emerging Professional Directors. For each such Emerging Professional Director, the Nominating Committee shall, from among the Active Individual Members, nominate as candidates for election two (2) individuals who are emerging professionals, meaning that they are in graduate school or in the first two (2) years of his or her career after graduate school. In selecting candidates, the Nominating Committee is encouraged to consider the Diversity Criteria. Such persons shall be nominated for election to the Board as Emerging Professional Directors for a term commencing at the regular meeting of the Board next following the Board meeting that is held in conjunction with the Annual Meeting. Nominations for Emerging Professional Directors 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 as Emerging Professional Directors 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 4. Election of Elected Directors- and Emerging Professional Directors. The candidates for Elected Directors and Emerging Professional 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- as an Elected Director or (if eligible) as an Emerging Professional Director. Active Individual 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 at the Annual Meeting in such manner as ~~the Nominating Committee may provide~~prescribed by the Counsel and the Executive Director and the results shall ~~then be sealed in a box and deposited in~~preserved at the headquarters of the Association for a period of at least one (1) year. The candidates for the positions of Elected Directors and Emerging Professional Directors shall be ranked in order of number of votes received. The highest ranking candidates equal in number to the positions to be filled for Elected Directors shall be elected to the Board as Elected Directors and the highest ranking candidate(s) equal in number to the positions to be filled for Emerging Professional Directors shall be elected to the Board as Emerging Professional 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 and Emerging Professional 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~~5. 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~~in conjunction with 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~~in conjunction with 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~~in conjunction with 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 ~~8~~7.

Section ~~Section~~56. Nomination and Election of Elected Officers. The Board of Directors

shall elect the Elected Officers. The Board shall nominate candidates for Elected Officers (other than the President-~~Elect and President~~) from among 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 which term commences as of the commencement of such next regular meeting of the Board after the Board meeting held in conjunction with the Annual Conference and terminates immediately prior to the commencement of the next regular meeting of the Board after the Board meeting held in conjunction with the Annual Conference two (2) years later, at which time he or she becomes the past President of the Association.~~ Any Elected Officer may be removed for cause by a two-thirds vote of all the Directors then in office.

Section ~~67~~. Nomination and Election of the President-Elect. The Board of Directors shall nominate candidates for the President-Elect from among the Elected Directors. Any Elected ~~Officers~~Officer, other than the President, may be nominated as ~~eandidatesa~~candidate for President-Elect. 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 Board meeting held in conjunction with the Annual Conference held after the meeting of the Board at which the President-Elect ~~shall have been~~was 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 ~~78~~. Appointment of 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, the Counsel shall hold office for a term of four (4) years, which term shall be renewed for successive four (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 Counsel and the Executive Director.

Section ~~89~~. Vacancies. Any vacancy occurring in the office of the President, the President- Elect, any Vice President, the Secretary, or among the Elected Directors or the

Emerging Professional Directors, including vacancies created by an increase in the number of the members of the Board of Directors pursuant to law or decision of the Board, 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, may elect or appoint persons to fill such vacancy. The Board may determine whether to fill any vacancy occurring among the Elected Directors or the Emerging Professional Directors. If it chooses to do so, the Board shall fill such vacancy with an individual that it elects from a list, maintained by the Nominating Committee, of persons who have been vetted for purposes of confirming that they are willing to serve on the Board. Any 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 ~~89~~ shall hold office until his or her respective successor is elected and 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, such as task forces (which, together with Board Committees and ~~PIPS~~Professional 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~~Active Individual Members 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 and the Executive Director, 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 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. Any action by the Executive Committee, at a meeting or by written consent, shall require at least a majority of the voting members. The Executive Committee shall keep regular minutes of its meetings.

Section 4. Nominating Committee. The Association shall have a Nominating Committee comprising: (i) three (3) ~~Elected current members of the Board of Directors (but not Elected Officers) in their final two (2) years of service,~~ who shall be ~~selected~~delected 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 (the "Board Members");~~ (ii) four (4) ~~other persons selected~~current Active Individual Members of the Association elected by the ~~prior year's~~then-current Nominating Committee, giving due consideration to the Diversity Criteria, from among Active Individual Members nominated by the Association's membership (the "General Members"); and (iii) the Vice President for Committees and the Executive Director, who ~~shall not be Directors, one of whom shall be a member of such prior year's Nominating~~will each serve on the Committee, ~~ex officio, with voice but not vote.~~ The Chair of the Nominating Committee shall be ~~the Vice President for Committees, elected by the Nominating Committee from among Elected Directors who are no longer members of the Board and shall serve without vote. Except as otherwise provided except in the case of a tie vote of the Board Members and the General Members. The terms of service on the Nominating Committee will be (i) for the Board Members, one (1) year; (ii) for the General Members, staggered three (3)-year terms; (iii) for the Vice President for Committees, until the expiration of such person's term in that office; and (iv) for the Chair, a three (3)-year term. The presence of five (5) Board Members and General Members shall constitute a quorum at all meetings of the Nominating Committee, and a majority vote of those in this Section 4, the members of the Nominating Committee shall serve for one (1) year~~attendance shall control its decisions.

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 and service 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. Any action by the Appointed Directors Nominating Committee, at a meeting or by written consent, shall require at least a majority of the voting members. The Appointed Directors Nominating Committee shall keep regular minutes of its meetings.

Section 6. Finance and Budget Committee. The Association shall have a Finance and Budget Committee 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~~ of Directors.

Section 7. Audit Committee. The Association shall have an Audit Committee comprising the current Vice President for External Relations (who shall serve as its Chair) and two other current Directors (not including the Executive Director or any other Director who is involved in financial oversight of the Association), who have a working familiarity with basic finance and accounting practices (or are able to acquire such familiarity within a reasonable period after appointment), who are appointed pursuant to Article VIII, Section 2 and who, in the case of a Director other than the Chair, shall serve for a term of three (3) years (which term may continue after his or her term of service on the Board has expired). The Audit Committee shall be responsible for (i) reviewing with management and the Association’s independent auditors, and recommending for Board approval, the Association’s annual consolidated audit of the Association’s finances and its annual Form 990 report to the Internal Revenue Service; (ii) as set forth in Article XIII, Section 1, arranging for an annual audit of the books of the Association in accordance with the requirements of the New York not-for-profit corporation law; (iii) retaining, reviewing the performance of, and terminating the independent auditors and approving the terms of the auditors’ engagement; (iv) reviewing the Association’s financial reporting processes; and (v) reviewing procedures for complaints regarding accounting or auditing matters, submissions of concerns regarding same, and whistleblower protection. Any action by the Audit Committee, at a meeting or by written consent, shall require a majority vote of the members. The Audit Committee shall keep regular minutes of its meetings.

#### **ARTICLE IX: RESIGNATIONS**

Section 1. Officers and Directors. Any Elected Officer, the Treasurer and the Counsel and any member of the Board of Directors may resign his or her office at any time, which resignation is to be made in writing and to take effect from the time of its acceptance by the Executive Committee on behalf of the Board. The acceptance of a resignation shall be required to make it effective.

Section 2. Members. Any member of the Association may resign from membership in the Association, which resignation is to be made in writing and to take effect upon receipt. Any person ceasing to be a member of the Association forfeits all interest in the Association and any property thereof.

#### **ARTICLE X: INTERPRETATION OF THE BY-LAWS**

Section 1. All questions on interpretation, construction or application of the By-laws shall be decided by the Board of Directors upon the advice of the Counsel. Any decisions by the Board shall control until reversed or altered by the members of the Association pursuant to Article IV, Section 2.

#### **ARTICLE XI: AMENDMENT OF THE BY-LAWS**

Section 1. By Members. These By-laws may be amended, added to, rescinded, or repealed by the members of the Association pursuant to Article IV. For good cause, the Board of Directors may suspend the advance notice and other requirements of Article IV with respect to any proposed amendment, addition, rescission or repeal by the members.

Section 2. By the Board. These By-laws may be amended, added to, rescinded or repealed by the Board of Directors, effective immediately, upon the vote of seventy-five (75) percent of the Directors then in office. who are eligible to vote. Any such amendment, addition, rescission or repeal may be reversed or altered by the members of the Association pursuant to Article IV, Section 2.

## **ARTICLE XII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Each officer of the Association and each Director now or hereafter serving the Association, and each person who at the request of or on behalf of the Association is now serving or hereafter serves as an officer or director of any other corporation, whether for profit or not for profit, and their respective heirs, executors, and personal representatives, shall be indemnified by the Association against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such an officer or director, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any By-law, agreement, vote of the Board of Directors or members, or otherwise.

## **ARTICLE XIII: ANNUAL AUDIT**

Section 1. The accounts of the Association shall be audited annually and at such other times and in such manner as the Board of Directors may direct.

## **ARTICLE XIV: TRANSITIONAL PROVISIONS**

Section 1. The Board of Directors is authorized to adopt such transitional measures as may be appropriate with respect to terms of service as an officer of the Association, a Director and a member of any committee of the Association, membership on the Board and on any committee of the Association, any nominations, elections or appointments thereto, and any other matter, as may be caused or necessitated by the amendment of these By-laws.

Updated February 14, 2014 Revised by vote of CAA Membership-the Association on [ ].