

**THE CLASSICAL ASSOCIATION OF THE ATLANTIC STATES, INC.**

**EXPLANATION OF PROPOSED AMENDMENTS TO  
THE BYLAWS  
FOR ADOPTION BY THE MEMBERS**

PROPOSED AMENDMENT TO ARTICLE III, SECTION 3

The proposed amendment to Article III, Section 3 of the Corporation's Bylaws allows for notice of member meetings to include notice by facsimile telecommunications or electronic mail in compliance with NPCL Section 605, as amended, and to remove the requirement of notice in *Classical World* because such notice alone does not comply with NPCL Section 605, as amended. Section 3 will also include a notice on the CAAS website for the convenience of members as such posting does not alone meet the requirements of NPCL Section 605. The new Section 3 will read as follows:

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by first class mail (postage prepaid), facsimile telecommunications, electronic mail or personal delivery, not less than 10 days nor more than 50 days before the date of the meeting. Notice shall not be deemed to have been given electronically (1) if the Corporation is unable to deliver two consecutive notices to the member by facsimile telecommunications or electronic mail; or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Notice of meetings shall also be posted on the CAAS website for the convenience of members. However, such posting alone does not constitute "notice" for these purposes.

PROPOSED AMENDMENT TO ARTICLE III, SECTION 4

The proposed amendment to Article III, Section 4 of the Corporation's Bylaws provides for electronic waiver of notice of a member meeting in compliance with NPCL Section 606, as amended. The new Section 4 will read as follows:

Section 4. Waiver of Notice. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted, with information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by

proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

#### PROPOSED AMENDMENT TO ARTICLE III, SECTION 7

The proposed amendment to Article III, Section 7 of the Corporation's Bylaws provides for electronic transmission of consent of members in actions taken without a meeting in compliance with NPCL Section 614, as amended. The new Section 7 will read as follows:

Section 7. Action Without a Meeting. Whenever members are required or permitted to take action by vote, such action may be taken without a meeting upon the consent of all the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee, or agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. Written or electronic consent given by all members entitled to vote shall have the same effect as a unanimous vote of members.

#### PROPOSED AMENDMENT TO ARTICLE IV, SECTION 2

The proposed amendment to Article IV, Section 2 of the Corporation's Bylaws incorporates the new definition of "entire Board" under NPCL Section 102(6-A), as amended, and provides that officers appointed by the Board who report directly to the Board and serve at the pleasure of the Board, will serve as nonvoting *ex officio* members of the Board. The new Section 2 will read as follows:

Section 2. Number and Qualification. The Board shall consist of no less than 3 nor more than 30 directors, such number to be set by resolution of the Board. The Board may change the number of directors by vote of a majority of the entire Board (the "entire Board" being the number of directors elected as of the most recently held election of directors as well as *ex officio* members entitled to vote). However, no decrease in the number of directors shall shorten the term of any incumbent director. The members of the Corporation shall elect directors from the various regions within the Corporation's territory so that all regions will have representation on the Board. In addition, the officers of the Corporation elected by the membership as provided herein (the President, First Vice President, Second Vice President and Officer-at-Large) shall serve as *ex officio* members of the Board entitled to vote. Officers appointed by the Board as provided herein (the Executive Director, Secretary, Treasurer, Editor(s) of *Classical World*, Program Coordinator, Archivist, Webmaster and Investment Liaison) shall serve as nonvoting *ex officio* members of the Board.

#### PROPOSED AMENDMENT TO ARTICLE IV, SECTION 6

The proposed amendment to Article IV, Section 6 of the Corporation's Bylaws provides for facsimile telecommunication or electronic mail notice of special meetings of the Board, in compliance with NPCL Section 711, as amended. The new Section 6 will read as follows:

Section 6. Annual and Special Meetings; Notice of Special Meeting. An annual meeting of the Board shall be held in each fiscal year on a date designated by the President or the Board. The President or any officer designated by the Board may call a special meeting of the Board on not less than five (5) days' notice, given by mail, telephone, facsimile telecommunication or electronic mail. All meetings of the Board shall be held at such place within or without the State of New York as shall be designated in the notice of the meeting.

#### PROPOSED AMENDMENT TO ARTICLE IV, SECTION 7

The proposed addition of a new Article IV, Section 7 of the Corporation's Bylaws provides a waiver of notice of a meeting of the Board in compliance with NPCL Section 711(c), as amended. The new Section 7 will read as follows:

Section 7. Waiver of Notice. Notice of a meeting need not be given to any director who submits a 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 notice given. Such waiver may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

#### PROPOSED AMENDMENTS TO ARTICLE IV, SECTIONS 7,8,9,and 10

Proposed amendments to Article IV, Sections 7, 8, 9 and 10 provide that these sections be renumbered as Sections 8, 9, 10 and 11, to accommodate the addition of a new Section 7.

#### PROPOSED AMENDMENT TO ARTICLE IV, SECTION 9 (as renumbered)

The proposed amendment to Article IV, Section 9 (as renumbered) of the Corporation's Bylaws provides for electronic consent by the Board in actions taken without a meeting in compliance with NPCL Section 708(b), as amended. The new Section 9 will read as follows:

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail

and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

PROPOSED AMENDMENT TO ARTICLE IV, SECTION 10 (as renumbered)

The proposed amendment to Article IV, Section 10 (as renumbered) of the Corporation's Bylaws provides for participation in a Board meeting by electronic video conferencing in compliance with NPCL Section 708(c), as amended. The new Section 10 will read as follows:

Section 10. Participation by Telephone or Video Conference. Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting so long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

PROPOSED AMENDMENT TO ARTICLE IV, SECTION 12

The proposed addition of a new Article IV, Section 12 to the Corporation's Bylaws provides for mandatory procedures regarding Related Party Transactions which must be followed by the Board under the new law, as required and in compliance with NPCL Section 715, as amended. The new Section 12 will read as follows:

Section 12. Related Party Transactions. The Corporation may not enter into any related party transaction unless the Board determines that the transaction is fair, reasonable and in the Corporation's best interest at the time of such determination. Any director, officer or key employee as defined in CAAS's Conflicts of Interest Policy who has an interest in a related party transaction must disclose in good faith to the Board or an authorized Board committee the material facts concerning such interest.

If a related party has a substantial financial interest in a proposed transaction, the Board or authorized Board committee must:

- (a) prior to entering into the transaction, consider alternative transactions to the extent available;
- (b) approve the transaction by not less than a majority vote of the directors or committee members present at the meeting;
- (c) and contemporaneously document in writing the basis for its approval of the transaction, including consideration of any alternative transactions.

No related party with an interest in a proposed transaction (including compensation arrangements) may participate in deliberations or vote on the related party transaction, except that the Board or an authorized Board committee may request that such related party present information concerning the transaction at a meeting of the Board or such committee prior to commencement of deliberations or voting thereon.

#### PROPOSED AMENDMENT TO ARTICLE V, SECTION 2

The proposed amendment to Article V, Section 2 of the Corporation's Bylaws provides that there will be voting and nonvoting *ex officio* members of the Board in accordance with the proposed amendment to Article IV, Section 2 above. The new Section 2 will read as follows:

Section 2. Election. The President, First Vice President, Second Vice President, and Officer-at-Large are elected by the membership at the Business Session at the Annual Meeting of the Members and serve as *ex officio* voting members of the Board for the term of their office. All other officers are appointed by the Board of Directors. Officers appointed by the Board serve as *ex officio* nonvoting members of the Board of Directors for the term of their office. Officers shall hold office until their respective successors shall have been elected and qualified. The officers shall receive such salaries or other compensation as may be authorized by the Board.

#### PROPOSED AMENDMENT TO ARTICLE V, SECTION 3

The proposed amendment to Article V, Section 3 of the Corporation's Bylaws provides that those officers subject to annual review by the Board may be reviewed by a Committee of the Board delegated with such responsibility. The new Section 3 will read as follows:

Section 3. Terms of Office. The President, First Vice President, Second Vice President and Officer-at-Large each serve a one-year term and may not be immediately reelected to the same office; but after serving one year the Second Vice President may be elected First Vice President, and either Vice President may be elected President. The outgoing President may be elected Officer-at-Large. The Executive Director, Secretary, Treasurer, Webmaster, Program Coordinator, Archivist, and Investment Liaison, by reason of the special services which they render to the Corporation, shall severally be appointed by the Board of Directors for three-year, renewable terms, subject to annual review by the Board of Directors or a Committee of the Board delegated with such responsibility. The Editor of *Classical World* shall be appointed by the Board of Directors and serve for a five-year, renewable term, subject to annual review by the Board of Directors or a Committee of the Board delegated with such responsibility.

#### PROPOSED AMENDMENT TO ARTICLE V, SECTION 5

The proposed amendment to Article V, Section 5 of the Corporation's Bylaws includes a stipulation that no employee of the Corporation may serve as President or chair the Board or hold another title with similar responsibilities as required and in compliance with NPCL Section 713(f), as amended. The new Section 5 will read as follows:

Section 5. President. The President shall be the chief executive officer of the Corporation and have general supervision over the affairs and property of the Corporation and its several officers, subject, however, to the control of the Board. Except as otherwise provided by these bylaws or by action of the Board, the President shall have the power to sign for the Corporation all deeds, contracts, agreements, instruments and other documents, and to perform such acts as usually pertain to the office of president. The President shall chair the meetings of the Board of Directors and Executive Committee and chair all Meetings of the Members. The President may not be an employee of the Corporation. No employee of the Corporation may serve as chair of the Board or hold any other title with similar responsibilities.

#### PROPOSED AMENDMENT TO ARTICLE V, SECTION 10

The proposed amendment to Article V, Section 10 of the Corporation's Bylaws clarifies that the office of Editor may be held by more than one individual who shall serve as "Co-Editors." The new Section 10 will read as follows:

Section 10. Editor. The Editor shall be responsible for the content and publication of *Classical World* and shall report at least annually on the journal to the Board of Directors. More than one individual may serve as Editor during the same term at the discretion of the Board. Such individuals shall serve as "Co-Editors" and each singularly shall have the full rights and responsibilities inherent to the position of Editor.

#### PROPOSED AMENDMENT TO ARTICLE VI, SECTION 1

The proposed amendment to Article VI, Section 1 of the Corporation's Bylaws incorporates the change in the law eliminating "Standing" committees of the Board and providing, instead, for "Board Committees" in accordance with the law. The proposed amendment further clarifies that Board Committees serve at the pleasure of the Board and that delegation of authority to a Board Committee does not relieve any director of his or her duty to the Corporation in compliance with NPCL Section 712, as amended. The new Section 1 will read as follows:

Section 1. Committees. The Board may create, by a resolution adopted by a majority of the entire Board such committees as the Board may from time to time find appropriate. The Board shall designate at least three of its members to serve on each such Board committees. Between meetings of the Board, Board committees shall have and may exercise all the authority of the Board, to the extent provided in the resolution or these Bylaws. However, no committee shall have the authority to:

- (a) submit to members any action requiring members' approval;
- (b) fill vacancies in the Board or in any committee;

- (c) fix the compensation of the directors for serving on the Board or on any committee;
- (d) amend or repeal the Bylaws or adopt new Bylaws; or
- (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

Any action taken by such committees between meetings of the Board shall be reported to the Board at its next meeting. Board committees shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Corporation.

#### PROPOSED AMENDMENT TO ARTICLE VI, SECTION 2

The proposed amendment to Article VI, Section 2 of the Corporation's Bylaws carries forward the changes made in Article IV, Section 2 above, by changing the composition of the Executive Committee so that it is staffed by *ex officio* members who are voting members of the Board and one Regional Director, each of whom is directly accountable to the membership, in order to provide for greater independence and delineation of duty and promote clearer internal controls and adequate structural checks and balances. The new Section 2 will read as follows:

Section 2. Executive Committee. There shall be an Executive Committee, consisting of the following 4 officers: the President, the First Vice President, the Second Vice President, the Officer-at-Large and one Regional Director who shall be elected by the Board to serve on the committee. The Executive Committee shall have all powers of the Board when the Board is not in session, except as otherwise provided in these Bylaws.

#### PROPOSED AMENDMENT TO ARTICLE VI, SECTION 3

The proposed amendment to Article VI, Section 3 of the Corporation's Bylaws carries forward the changes made in Article IV, Section 2 above, by changing the composition of the Finance Committee so that it is staffed by *ex officio* members who are voting members of the Board and who are all directly accountable to the membership, in order to provide for greater independence and delineation of duty and promote clearer internal controls and adequate structural checks and balances regarding financial matters. The new Section 3 will read as follows:

Section 3. Finance Committee. There shall be a Finance Committee consisting of the President, the First Vice President, who will act as chair, the Second Vice President and the Officer-at-Large. At the discretion of the President, the Treasurer, Executive Director, and Investment Liaison and others may be invited to attend meetings of the committee. The Finance Committee shall review the annual financial statements of the Corporation prior to their submission to the Board. The Finance Committee may examine and consider such other matters relating to the financial affairs of the Corporation as the Committee deems desirable.

#### PROPOSED AMENDMENT TO ARTICLE VI, SECTION 4

The proposed amendment to Article VI, Section 4 of the Corporation's Bylaws carries forward the changes made in Article IV, Section 2 above, by changing the composition of the Nominations Committee so that it is staffed by *ex officio* members who are voting members of the Board and one Regional Director, each of whom is directly accountable to the membership, in order to provide for greater independence and delineation of duty. The new Section 4 will read as follows:

Section 4. Nominations Committee. There shall be a Nominations Committee consisting of the Officer-at-Large, who shall act as chair, the President, and one Regional Director who shall be elected by the Board to serve on the committee. This committee shall prepare a slate of officers and directors to be elected at the Business Session of the Annual Meeting and shall propose to the Board candidates for appointive offices and for committee chairs and members.

#### PROPOSED AMENDMENT TO ARTICLE VI, SECTION 5

The proposed amendment to Article VI, Section 5 of the Corporation's Bylaws incorporates the change in the law eliminating "special" committees and providing for Committees of the Corporation in compliance with NPCL Section 712(e), as amended. Committees of the Corporation are advisory in nature. The new Section 5 will read as follows:

Section 5. Committees of the Corporation. The Board, by a resolution adopted by a majority of the entire Board, may designate Committees of the Corporation and appoint the members of such committees. Members of a Committee of the Corporation need not be Board members or may be a mix of Board members and non-Board members. Committees of the Corporation shall be advisory and shall not have the authority to bind the Board.

#### PROPOSED AMENDMENT TO ARTICLE IX

The proposed amendment to Article IX of the Corporation's Bylaws incorporates the change in the law eliminating "Types" of corporations by deleting the term "Type B corporation" and referring instead to "charitable corporation", in compliance with NPCL Section 716, as amended. The new Article IX will read as follows:

#### **Article IX – LOANS**

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any officer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other similar institution, or from any

firm, corporation or individual. Such authority may be general or confined to specific instances. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial interest, except a loan to another charitable corporation, as defined in the New York Not-for-Profit Corporation Law.