



Valley Forge Military Academy
and College
1001 Eagle Road
Wayne, PA 19087

CLASSICAL ASSOCIATION OF THE ATLANTIC STATES, INC.

September 5, 2015

Dear CAAS colleague:

I write to you now about a matter of some urgency for CAAS.

Enclosed is the proxy form (for the **Amendment of the Bylaws**) for our Annual Business Session on Saturday, October 10. You will remember from my letter of July 10 that I said there would be two Forms this year. If you will not be there to vote in person, **please return the Bylaws Proxy Form to Mary Brown, to arrive two weeks before the meeting, preferably by September 24.** If you have already sent in the Candidates Proxy Form, I thank you. If you have not, please send in that Form along with the Bylaws Proxy Form at your earliest convenience. This is vital to keeping CAAS in compliance with the laws governing its incorporation. **Both Forms are also available on the CAAS website with the other Annual Meeting materials.**

You are being asked to vote on **proposed Amendments to the CAAS Bylaws.** Enclosed you will find a copy of the **proposed Amended Bylaws.** To compare with our current (2008) Bylaws, you may go to https://docs.google.com/viewer?url=http://www.caas-cw.org/archive/bylaws_2008.pdf. In addition, you will find enclosed an **Explanation of Proposed Amendments to the Bylaws**, which provides section-by-section explanations of the proposed changes.

Let me give you some background.

In 2013 New York State passed The Nonprofit Revitalization Act (NPROA), revising many provisions in the New York Not-for-Profit Corporate Law that apply to charitable organizations incorporated in New York, such as CAAS. Wishing to update CAAS's practices and procedures and bring its Bylaws into compliance with the spirit and requirements of the new law, I appointed an Ad Hoc Committee, in accordance with Article VI Section 5 of the current Bylaws, consisting of myself, Janet Martin (Officer at large), and Thomas McCreight (First Vice President) to review the current Bylaws with

our attorney and to make recommendations to the members of CAAS regarding their amendment. On September 2 at a Special Meeting of the CAAS Board, conducted by conference call, each proposed amendment recommended by the Ad Hoc Committee was approved by the Board to be submitted to the membership for adoption. **The urgency lies in the fact that most of the NPRA's provisions went into effect on July 1, 2014. Therefore, it is essential that CAAS become compliant as soon as possible.**

The new law represents increased scrutiny by New York State of non-profits, which is aimed at eliminating lack of transparency and conflict of interest and at promoting proper oversight and independent leadership. Other than incorporating some technical advances, such as use of email and the like, the proposed Amended Bylaws allow CAAS to preserve its broad leadership constituency (a relatively large group consisting of Board members, Delegates, and Committee Chairs gathered together for discussion and action twice a year at Board meetings), while eliminating conflicts of interest and decision-making by individuals who are or can be seen as non-independent. Broadly speaking, the proposed revisions assign Board voting and Board Committee voting to those CAAS Board members and officers who are elected by the membership and are directly accountable to the membership. Officers who are appointed by the Board, who report directly to the Board rather than the membership, and who serve at the pleasure of the Board (many of whom are compensated for their officer duties) would continue to serve the organization on the Board in a non-voting capacity without the potential conflict of making decisions in their own interests or being seen potentially as doing so.

To sum up the big picture, **New York State has become much more interested in transparency, avoidance of conflict of interest, proper internal controls, and ensuring that independent individuals are in decision-making positions within non-profits.**

The proposed Amendments to the Bylaws not only will allow CAAS to honor its legal obligation to operate in compliance with the NPRA, but, I am confident, will in fact make CAAS a stronger organization as it moves forward towards the future.

Sincerely,

Ronnie Ancona
President of CAAS