

To: Chapter Members

From: Chapter President and Secretary

Date: December 17, 2018

NOTICE OF PROPOSED BYLAW CHANGES

Please be advised that AIA Long Island Board of Directors has approved that the Chapter's Bylaw be changed. In accordance with the AIA Long Island Bylaws, you are being advised of these recommended changes that will be voted on January 17, 2019 at the Chapter's annual meeting, to be held at Chateau Briand located at 440 Old Country Road, Carle Place, New York 11514, at 7:00 p.m. At the conclusion of their discussion and review by the Board of Directors of this Chapter at its July 10, 2018 meeting, and finalized at their October 9, 2018 meeting thereafter, a motion was made, seconded and passed that the proposed bylaw changes be proposed to membership with the recommendation that the Board initiate the necessary actions to change the bylaws to reflect these actions.

Many of the changes to the bylaws were merely administrative in nature and have already been made to bring the bylaws current to that which is required by The American Institute of Architects, the national organization, referred to in the bylaws and in this Notice as the "Institute". These changes were ratified by the Board at its December 11, 2018 meeting and do not require membership vote. The more substantial proposed changes to the bylaws, including those made to comply with current New York law, are described in this Notice and are highlighted in yellow. A copy of the full proposed revised bylaws have been reviewed and approved by the Institute, and may be viewed by members on the Chapter's website with all of the proposed modifications shown. As in this Notice, proposed deletions to the current bylaws are shown as strike-throughs and proposed additions to the current bylaws are shown as underlines in each of the sections that are proposed to be revised. An explanation for the need for the proposed substantive changes to certain bylaw sections precedes the proposed revisions to those sections within their respective Article, in italics.

Article 1 – Organization. *Clarification that the governing board of the Chapter is its Board of Directors and not its Executive Committee is beneficial and the objectives of the Chapter are expanded to include promoting and forwarding the Institute's objectives. Clarification of the Chapter's territory to exclude the portion of Eastern Suffolk County that has become the Peconic Chapter since the bylaws were prepared is necessary. The proposed revisions to these sections are as follows:*

1.0.2214 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the ~~Executive Committee Board of Directors~~. The national organization, The American Institute of Architects, is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board. The state organization is the AIA New York State, Inc.

1.0.332 Objects. The objects of this Chapter shall be to promote and forward the objects of the Institute within the assigned territory of this Chapter, which are to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.0.443 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: Nassau County and /Suffolk County~~counties~~, excluding that portion of Eastern Suffolk comprised of the townships of Riverhead, Southold, Southampton, Shelter Island and East Hampton, or any territory included in any future county that includes such townships~~and is indicated on the map attached to these bylaws.~~

Article 2 – Membership. *The Institute no longer maintains the membership categories of Intern Architects and Affiliate members and these categories are therefore being eliminated in these bylaws. Emeritus Membership qualifications have been redefined by the Institute to include an Architect or Associate Member in good standing for 15 successive years, or with at least 25 successive or non-successive years of membership in the Institute with good standing membership for at least 3 successive years immediately preceding the application, and has attained the age of 70 and is retired from, or unable to work as an architect due to incapacitation in the case of Architect Members, or retired from or is unable to work in an occupation related to architecture in the case of Associate Members. The proposed revisions are in line with these changes by the Institute. Associate membership eligibility requirements are expanded, non-resident status is redefined and Honorary members would be nominated and admitted by the Board of Directors. Similarly, the Chapter no longer maintains the membership categories of Student Affiliates and Architectural Member Firms due to non-use. The proposed revisions to these sections are as follows:*

2.0.1 Categories of Membership. The membership of this Chapter shall consist of:

- a) ~~Assigned members including The~~ Architect, ~~Intern,~~ Associate and Emeritus members of the Institute who have been assigned to of this Chapter, or who have been admitted to unassigned membership in this Chapter; and
- b) ~~Unassigned members including any Architect, Intern, Associate and Emeritus members assigned to another chapter.~~
- c) ~~Allied members which include Allied Professional members~~ admitted to this Chapter as provided in paragraph 2.3.
- d) ~~Affiliate members which include Honorary Affiliate and Student Affiliate members admitted to this Chapter.~~

2.0.2 Definitions. In these bylaws, Architect, Associate and Emeritus members who have been assigned to this Chapter are referred to as "assigned members". An "unassigned member" is a member assigned to another chapter who has been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "Allied Affiliate" refers to professionals, affiliates and honorary affiliates.

The term "member," if not otherwise qualified, shall refer to all persons in all categories of membership in this Chapter.

b) Associate Members: Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate ~~or International Associate~~ membership in the Institute:

- i) Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or
- ii) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
- iii) Those who have a professional degree in architecture, or
- iv) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture. ~~or~~
- ~~v) Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed are eligible for International Associate membership.~~ Such persons may be resident within or outside the U.S.

c) Emeritus Members: Any Architect ~~and Associate~~ member may apply for Emeritus status if:

- (a) The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to their application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and
- (b) The member either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

Any Associate member may apply for Emeritus status if:

- (a) The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to the member's application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and
- (b) The member either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

~~who has been in good standing in the Institute for fifteen successive years and either (i) has attained the age of 70, or (ii) has attained the age of 60 and is retired from practicing the profession of architecture or is so incapacitated as to be unable to work in the profession;~~

~~{National's Bylaws permit Associate members to apply for Emeritus status under these same conditions.}~~

~~d) Architectural Member Firms: (This category DOES NOT invoke additional dues or voting rights, it is strictly for administrative purposes) The "Architectural Member Firm" must be composed of sole proprietors, partners or corporate officers in the said firm, all of whom must be licensed Architects and at least half of the partners of the firm or officers of the corporation must be members of this Chapter.~~

2.0.4 Non-resident Status. Non-resident status shall be accorded to members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members reside and have their principal place of business outside the territory of this Chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3-0.

2.3 ALLIED AND HONORARY AFFILIATE MEMBERS

2.3.1 Admission. Every application for admission to allied ~~or affiliate~~ membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.3.2 Admission Fees. Every applicant for allied ~~and affiliate~~ membership ~~except Honorary Affiliate members~~ shall pay an admission fee in an amount determined by the Board of Directors.

2.3.3 Termination. Allied ~~or affiliate~~ membership is terminated by the death, resignation or the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied member for indebtedness to the Chapter or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.3.4 Rights and Privileges of Allied ~~and Affiliate~~ Members. Allied members shall have the rights and privileges specified in the Institute Bylaws ~~and if Affiliates~~ in good standing:

- a) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- b) May attend and speak but may not make motions or vote at any ~~regular~~ meeting of this Chapter;
- c) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; and
- d) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute, except as provided in the Institute Bylaws.

~~**2.3.6 Honorary Members-Qualifications.2.36 Student Affiliate Members Qualifications.** Student Affiliate members shall be undergraduate or post graduate students of architecture schools, or secondary school students, who study or reside within the territory of this Chapter.~~

~~**2.37 Honorary Affiliate Members Qualifications.** A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith may be admitted as an Honorary Affiliate member of this Chapter.~~

2.3.67.1 Nomination and Admission. A person eligible for Honorary ~~Affiliate~~ membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the

signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors may, ~~after a two-month period for review,~~ at any of its regular meetings ~~of the Chapter,~~ admit a nominee as an Honorary ~~Affiliate~~ member ~~upon two-thirds vote of the members present provided that a quorum is assembled. Only one Honorary Affiliate may be elected in any one calendar year.~~

2.3.67.2 Rights and Privileges. Honorary ~~Affiliate~~ members of this Chapter shall not pay any admission fee, annual dues nor be subject to any assessment, nor make any motions or vote at any meeting of this Chapter.

~~**2.373 Nomination and Admission to Honorary Affiliateship.** All nominations for honorary affiliateship and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor.~~

Article 3 – Dues, Fees and Assessments. *The date for payment of Chapter dues would now be aligned with the date for payment stated in the Institute's invoices for membership dues. The Board of Directors may determine the amount of Chapter's annual dues for the next fiscal year by vote of a very super majority of the Board of Directors, who may also determine the amount of admission fees required of Allied members. Emeritus and Honorary members may not be asked to pay any assessments. Assessments, to the extent necessary, may only be determined by the concurring vote of two-thirds of the Architect members present at a meeting and will no longer be able to be assessed only by the Board of Directors. Sections within the Chapter are being eliminated due to non-use. The proposed revisions to these sections are as follows:*

3.0.1 Obligation to Pay Dues. All members except Emeritus members and Honorary ~~Affiliate~~ members shall pay annual dues on or before ~~January 15 of each year the date required for payment in the Institute's invoice(s) for such dues.~~

3.0.2 Amount of Annual Dues. The Board of Directors by the concurring vote of all but one of its entire membership, shall fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year, and the amount of admission fees required of allied or Affiliate members.

3.0.7 Exemptions. Emeritus members and Honorary ~~Affiliate~~ members shall pay no dues or assessments to the Chapter. ~~Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors.~~

~~**3.08 Section Dues Appropriation.** Sections shall receive a percentage of the dues collected from Chapter members in the Section geographic area and shall be determined and/or changed by at least two-thirds vote of the Board of Directors and the approval of the Section's Board.~~

3.1.1 Authority. This Chapter, by the concurring vote of two-thirds of the total number of Architect members present at a meeting, not less than two-thirds vote of the Board of Directors, may levy an assessment on its Architect members and by the concurring vote of two-thirds of its assigned members present at a meeting, levy an assessment on its Associate or allied members. The amount of the assessment in any fiscal year shall not exceed 10% percent of the amount of the annual dues required to be paid by such member for that year.

3.1.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be electronically published in the Chapter newsletter mailed to every member not less than 30 days prior to the request for payment meeting of this Chapter at which the proposed assessment is to be voted on.

Article 4 – Chapter Relationship to Other Institute Organizations. *The New York State AIA, referred to in the bylaws as the State Organization, has eliminated the category of alternate directors so only one state director is to be nominated as the Chapter's representative to the State Organization. The Sections previously permitted in the bylaws are removed since the Chapter does not, and will not, have sections. The delegate procedure for the State Organization's meetings and convention, will govern this Chapter's process described in the bylaws necessitating the deletion of those provisions. The proposed revisions to these sections are as follows:*

~~**4.11 Delegates to State Convention and Meetings.** The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:~~

~~**4.111 Selection of Delegates.** Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the State Organization Bylaws.~~

~~**4.112 Obligations of State Organization Delegates.** The State Organization Delegates representing this Chapter shall act for this Chapter under the direction of the Board of Directors. Delegates shall report to the Board of Directors regularly.~~

~~**4.1.112 Representation on State Organization Board.** The ~~The~~ Board of Directors shall nominate a Director ~~and Alternate Director~~ to the State Organization, ~~These nominees shall be~~ selected from among the current or past members of the Board of Directors, ~~and~~ shall act within the guidelines of the State Organization and Chapter bylaws.~~

~~**4.1.223 Nominations and Elections.** Nominations and elections of Chapter ~~Director and Alternate Director~~ to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.~~

~~**4.1.334 Term of Director and Alternate Director.** Each representative shall serve for the term of two years, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation, or removal, ~~or incapacity~~ of any representative. This position ~~These positions~~ may be declared vacant by upon the concurrence of not less than two-thirds vote of the Board of Directors ~~at a regular meeting~~ for but not limited to one of the following reasons: resignation, physical disability, other incapacity or neglect of duties. Other than for reason of resignation this action shall not become effective until and unless the Board of Directors has offered the office holder the opportunity to be heard at a duly called meeting of the Board of Directors. Should a vacancy occur, a successor shall be chosen to fill the unexpired term by a majority vote of the Board of Directors present at a meeting called for this purpose.~~

4.1.45 Obligations of Directors, ~~and Alternate Directors.~~ The ~~Director and Alternate Director~~ representing this Chapter shall act for and on its behalf in all matters that may properly come before the State Organization and shall report to the Board of Directors monthly. Failure to report at two consecutive meetings of the Board of Directors may, at the discretion of the Board of Directors, constitute~~constitutes~~ a neglect of duty.

4.2 SECTIONS

~~4.21 Establishment of Sections.~~ This Chapter may establish Sections upon two-thirds vote of the Board of Directors and with the approval of the Institute Secretary.

~~4.211 Procedure.~~ Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

~~4.22 Section Membership.~~ Membership in any Section shall be mandatory based on the geographic area of the Section as established by resolution of the Board of Directors.

~~4.23 Section Dues and Assessments.~~ Sections may not levy dues or assessments.

~~4.24 Section Bylaws.~~ Section bylaws shall be annexed to this article.

Article 5 – Chapter Meetings. *The current bylaw requirement that the Chapter hold its annual meeting during the month of November is inflexible and too restrictive and is being expanded to assist in the Chapter's flexibility for such meeting. Regular meetings currently required in the bylaws to be held on the first Thursday of each month are also being revised to provide flexibility to be at the times and places determined by the Board of Directors. Membership's ability to call a special meeting is not being changed. Notice of all meetings may now be done electronically, as permitted by New York law. Proxy voting, also permitted by New York law, is recommended in these proposed revisions, which will allow a member entitled to vote to authorize another person entitled to vote to act for such member, assisting membership to effectuate decisions even though some members are not able to attend a particular meeting. Proxy voting may assist in achieving mandated quorum requirements which is set by New York law as 10% of membership entitled to vote. Membership votes may be taken by a direct mail ballot as long as the issue voted on was discussed at a Chapter meeting beforehand. The proposed revisions to these sections are as follows:*

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting at a time and place determined by the Board of Directors during the month of November, for the purpose of nominating and electing the Chapter's officers, and directors ~~to the Executive Committee, and the Director~~ Directors and Alternate Directors to the State Organization ~~and Institute Delegates~~ to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.0.2 Regular Meetings. This Chapter shall may hold regular meetings, ~~on first Thursday of each month, except during July and August~~ at times and places determined by. ~~When circumstances may require, the Board of Directors may change the date of the meeting.~~

5.1.1 Notice of Regular Chapter Meetings. A notice of each ~~regular~~ meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by

mail or by electronic mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) days nor more than fifty (50) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten (10) days prior to the meeting.

5.2.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter. Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable by the member executing it, except as otherwise provided by law.

5.2.5 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members and discussed at a regular or special meeting of this Chapter.

Article 6 –The Board of Directors. *New York law requires the Chapter to maintain a conflict of interest policy for its directors, personnel and other key persons requiring disclosure of conflicts to the Board of Directors, and other policies as required by law. Revisions that streamline and shorten the process regarding nominations for each officer and director of the Chapter, and to provide for a streamlined Board of Directors of between 8 and 14 members of the Chapter are recommended to facilitate the effectiveness and operations of the Board. The current officers and Chapter's past President will be the members of the Executive Committee and no more than one-third of the director positions may be held by Associate members. Past Presidents are no longer permitted to participate at all meetings of the Executive Committee and Board of Directors since doing so may hinder the Board of Directors in the conduct of the Chapter's business, by having to spend time educating a past president as to current Chapter issues. The terms of office for officers are being enlarged to two years to permit knowledgeable leadership to serve another year. A director may succeed himself or herself for only one full term of three years, and the secretary and treasurer are eligible for one additional term of two years, but no officer may serve more than two terms in the same office. These recommended changes are to assist in the operations of the Chapter by permitting the continuance of its governance with those who have spent a term learning and facilitating the business of the Chapter. The requirement that the Chapter have two vice presidents was eliminated along with the streamlined Board and Executive Committee and, in accordance with current practice, there will be only one Vice President. A requirement for an independent financial audit provided at least every four years and more often if requested by the Board of Directors is being recommended. The Board of Directors is permitted under New York law to meet by conferencing telephone or electronic means and to take action upon the unanimous consent of all members of the Board which consent may be by electronic mail. The proposed revisions to these sections are as follows:*

6.0.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the Executive Committee and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of New York, the articles of incorporation and by these bylaws.

~~6.011 Custodianship.~~ The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter. The Board of Directors shall adopt a conflict of interest policy for its directors, personnel and other key persons which shall contain procedures for disclosing conflicts to the Board of Directors, and other policies as may be required by law.

6.1.1 Nominations. Nominations for each ~~Executive Committee member~~ officer and for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least ~~three one month~~ months prior to the annual meeting, the ~~President may select a nominating committee~~ Nominating Committee shall to prepare and present to the ~~Board of Directors members~~ a slate or slates of candidates for ~~Executive Committee member officers~~ and directorships ~~to be ratified at the next meeting of the Board of Directors.~~ Nominations shall be listed on the general notice for the annual meeting and presented at the preceding regular meeting of membership.

6.1.1.1 Nominating Committee. The Nominating Committee ~~shall~~ may consist of the current President, Vice - President / President Elect, and the immediate Past President with the Vice - President as chair of the committee.

6.1.1.2 Potential Nominations. Any members seeking office or a position on the Board ~~or Executive Committee~~ must submit interest in writing to ~~the Chapter~~ nominating Committee a minimum of four ~~(4)~~ months prior to annual meeting. ~~If not nominated by nominating committee and still wishing to run for an available Executive Committee position or Director position must submit a petition signed by a minimum of five (5) percent of the membership at least two (2) months in advance of annual meeting.~~

6.2.1 Membership of the Board of Directors and Executive Committee. The Board of Directors ~~shall~~ may consist of ~~between seventeen-eight (8) and~~ between seventeen-eight (17) and fourteen (14) assigned members of this Chapter, each of whom shall be called a Director. ~~Five (5) of these directors~~ The officers and the Chapter's Past President shall be the Executive Committee of this Chapter. ~~Except as otherwise provided in and the Institute Bylaws or these Bylaws, Only balance, twelve (12) nine (9), shall be directors. Only~~ Architect members ~~who have been members of the A.I.A. for at least (3) years~~ may serve on the Executive Committee as officers or on the Board of Directors as directors; provided, however, and that no more than ~~two (2) one-third of four (4) three (3)~~ Director ~~positions~~ positions may be held by ~~a~~ Associates members. ~~interns or associates. A minimum of one (1) Directorship shall be a representative and liaison for each section. The Chairperson of a committee or commission, who is not a member of the Board of Directors, shall be an ex-officio member.~~

~~6.211 Past Presidents.~~ All past Presidents are honorary directors of the Board of Directors. Such directors may participate at all meetings of the executive committee and Board of Directors in a non-voting capacity with the exception of the immediate past president who shall have full voting privileges.

6.2.2 Terms of Office of Executive Committee and Directors. The term of office of each Executive Committee member shall be ~~one two~~ one years. ~~Each and each~~ of the other Directors shall serve a ~~be~~ elected for ~~one~~ three-year term with the terms arranged so that not all terms end in one, ~~in groups of four (4) three (3) directors each year, commencing in the year 2001,~~ begin at the Installation Meeting (no more than sixty (60) days after the election. The latter terms of office shall be so arranged that normally only four ~~(4) three (3)~~ thereof shall expire in any one year. A Director shall be permitted

eligible to succeed himself/herself for only one full term. The Executive Committee members, other than the President and ~~1st~~ Vice President – President Elect, shall be permitted eligible for one additional term of ~~one two~~ years, but in no case shall an ~~Executive Committee~~ executive committee member serve more than two terms in the same office.

6.3.1 ~~Executive Committee Officers.~~ The ~~Executive Committee consisting of five (5)~~ officers of this Chapter ~~who~~ shall be the President, ~~First~~ Vice President/President-elect, ~~2nd Vice President,~~ Treasurer, and Secretary and shall be Architect members.

6.3.3 The Vice Presidents. ~~There shall be Two (2) Vice Presidents, one of which shall be a First Vice President / President-elect. , and a 2nd Vice President.~~ The ~~First~~ Vice President / President-elect shall perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal or failure to act, and shall perform such other duties as are properly assigned by the Board of Directors. The Vice Presidents shall assume, at the direction of the President, the posts of Chairpersons of the various committees ~~and commissions~~ of the Chapter.

6.3.3.1 ~~Succession.~~ The ~~First~~ Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.3.5.4 Upon Succession. When a new treasurer takes office, the retiring treasurer shall turn over to the succeeding treasurer a copy of the closing financial statement, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. An independent audit shall be provided at least every four years and more often if requested by the Board of Directors.

6.4.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. Any one or more members of the Board of Directors may participate in the meeting by conference telephone or similar device that allows all persons participating in the meeting to hear one another at the same time. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the committee consent to the action in writing.

6.4.1.4 Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members consent to the action in writing, which may be written or electronic.

6.4.2 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided in these bylaws, the vote of a majority of the Board of Directors members present or participating at the time of the vote shall be the act of the Board of Directors if a quorum is present or participating. If a quorum is not present or participating, those present and participating may adjourn the meeting from day to day, or to a later date.

Article 7 – Finances. *The Board of Directors is required to employ an independent qualified accounting firm to prepare compilations and audits of the Chapter's financial records at regular intervals. Further, the Chapter's fiscal year will be able to be determined by the Board of Directors. The proposed revisions to these sections are as follows:*

7.0.3 Review of Financial Records. ~~At appropriate intervals~~ regular intervals, the Board of Directors shall employ ~~a~~ an independent qualified accounting firm to prepare ~~a compilation~~ compilations and audits of all the financial records of the Chapter as the basis for a financial report to the members.

7.0.4 Fiscal Year. The fiscal year of this Chapter shall ~~be January 1 through December 31~~ be determined by the Board of Directors.

Article 9 – Amendments. *The vote for changes to the bylaws is recommended to be reduced from the current requirement of two-thirds of the members entitled to vote to a majority of the members entitled to vote, as is permitted by New York law to effectuate the wishes of a majority of membership. Further, the Board of Directors is now permitted to amend the bylaws to be in conformity with model bylaws that may be issued by the Institute and to amend specific provisions of the bylaws as long as two-thirds vote of Chapter membership has authorized such amendment. It is being proposed that the Board of Directors, if authorized by two-thirds vote of the Board and without action by membership at a meeting, also may amend the bylaws. The proposed revisions to these sections are as follows:*

9.0.2 Voting of Proposed Amendments. It shall require a vote of not less than ~~atwo-thirds~~ a majority of the members of this Chapter who are present at the meeting to amend a bylaw.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORSEXECUTIVE COMMITTEE

9.1.1 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may, by a two-thirds vote of the Board of Directors present, amend any of these bylaws as may be necessary for conformity with Institute Bylaws or any model Bylaws that may be issued by the Institute. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

9.1.2 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

9.1.3 By Board. The Board of Directors, without action by a meeting of this Chapter, may, by a two-thirds vote of the Board of Directors present, amend any of these Bylaws.