

American Go Association, Inc.

Unanimous Written Consent in Lieu of Organizational Meeting of Board of Directors

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 405(b) of the Not-for-Profit Corporation Law of the State of New York, the undersigned, being all the members of the Board of Directors of American Go Association, Inc., a not-for-profit corporation (the "Corporation"), hereby consent to the adoption of the following resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation:

Resolved, that the By-laws attached hereto as Exhibit A are hereby approved as the By-laws of the Corporation.

In order to give the operations of the former, unincorporated American Go Association correct legal form and status under the new American Go Association, Inc., it is resolved that:

1. For the purpose of managing the Corporation, AGA chapters and members are divided into three geographic regions: Eastern, Central, and Western.

- a) The Eastern Region includes the following states and territories: ME, RI, VT, NH, CT, MA, NY, PA, NJ, DE, MD, VA, NC, SC, GA, FL, Washington DC, Puerto Rico, and the **Virgin Islands of the United States**.
- b) The Central Region includes the following states and territories: WV, IA, AR, OH, IL, IN, MI, WI, MN, ND, SD, MT, ID, WY, CO, NV, **NE**, TN, OK, KS, UT, MO, MS, LA, AL, TX, NM, KY, and AZ.
- c) The Western Region includes the following states and/or territories: WA, OR, CA, AK, HI, **American Samoa, the Commonwealth of Northern Marianas, Guam, Wake Island, Midway Atoll, and all other Pacific US territories.**

The Board of Directors shall develop policy and guidelines for AGA international membership, procedural and operational issues, e.g. enfranchisement through chapter representation. The Board of Directors, with the consent of the Chapter Representatives Assembly, may modify the regional structure.

2. The AGA Board of Directors shall be an elected body. All AGA officer and committee chair positions are to be filled through appointments by the Board.

3. *Standing Committees.* The Board of Directors shall establish standing committees to carry out the purposes and functions of the Corporation, and the membership of each committee shall be filled by appointment of the Board, or by the President, if delegated by the Board.

Commented [C1]: This version has incorporated changes from the prior release for public comment dated 2018/02/06

These changes appear in red, and will be noted with additional comments

Commented [WL2]: Update to official name

Commented [WL3]: Nebraska – NOT New Brunswick!!

Commented [C4]: The Norther Marianas was suggested, and on researching further I added all possessions. The other 11 pacific islands are all currently uninhabited.

Commented [WL5R4]: suggestion of slight wording change just to be clear that we are only including territories that belong to the US.

4. The Board of Directors shall fill any vacancy among appointed officers if the remaining term to be filled is greater than one year, except in the case of the President's position, which should be filled if the remaining term is more than six months. All potential candidates shall verify that they have read the AGA bylaws and that they have been AGA members and residents of the US for at least two years in the last ten years.

Commented [CK6]: Changes membership time requirement from one to two years

5. For the purposes of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the Board of the Corporation are hereby authorized to appoint or specifically empower the President to appoint all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary applications, certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein.

Commented [CK7]:

6. Committees

a) The Board may establish one or more Standing committees, whose responsibility is to manage oversight of specified long term activities of the Association. In addition to the standing committees, the Board may establish ordinary committees if the Board deems that they are necessary to develop, implement, and manage short term functions, projects, or plans for the Corporation. Each committee so designated shall have their membership stated by the Board in terms of numbers of members, their required status, if any, and length of terms, and, to the extent provided in an organizational document and not restricted by law, shall have and exercise the authority delegated to them by the Board.

b) Designation of such committees and the delegation thereto of authority shall not operate to relieve the Directors of any responsibility imposed upon them by law. Membership of each committee, unless otherwise prescribed by the Board, may include the President and any other AGA members who are deemed suitable by the Board.

c) The Board may delegate authority to the President to form any Committee besides the standing committees.

d) The Board reserves the authority to direct the President to take any lawful and appropriate action regarding the membership or performance of any committee or committee member.

e) Term of Office. Individual membership on such Committees expires automatically at midnight of the last day of the term defined in the appointment, which shall not exceed two years, and may be renewed at the board's discretion prior to the expiration of the term of appointment. Individuals have no authority or standing on a Committee if that individual's membership expires.

Commented [CK8]: The main change here is to explicitly limit terms to two years, (automatic termination) and require the board to reappoint if wished.

f) The secretary shall maintain a diary of appointments and place the reappointment on the appropriate Board Agenda within three months of the expiration of the term.

Commented [CK9]: A guarantee that the board will in fact need to act to reappoint as needed.

g) Rules. Each committee may adopt rules for its own governance in accordance with these By-Laws and additional rules as adopted by the Board of Directors.

8. Rights of members are defined and limited as follows:

- a) Limited Member. Limited Membership includes participation in the AGA National Computer Rating System and in all AGA-sanctioned tournaments subject to other qualification conditions that might be imposed by tournament organizers.
- b) Full member. Full Membership shall confer all the benefits of Limited Membership. In addition, Full Members receive a copy of all "full-members-only" publications, may become candidates for U.S. representation in international tournaments, and may become AGA Directors or Officers. For purposes of these Articles and Bylaws, Youth and Life members count as Full members.
- c) Chapter Membership. Chapter Membership shall include a copy of all "full-members-only" publications, which the Chapter Club may circulate to all its AGA or non-AGA members. Chapter Member clubs will also receive an advance copy of the agenda for each Assembly meeting and an open invitation to attend. Each Chapter shall designate at least one Chapter Representative, hereinafter referred to as" Representative. Only chapters shall be authorized to sell Limited Memberships.
- d) Membership types, requirement criteria, rights, privileges, and obligations of membership may be revised as provided in the by-laws.

9. The Articles of Incorporation may be amended by the affirmative mail vote of the Individual Members. Counting all votes received within 45 days of ballot mailing, a two-thirds majority of those votes shall constitute adoption.

10. Any and each of the officers of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization and incorporation of the Corporation. The officers of the Corporation hereby are authorized to file the registration forms required by the New York State Department of Law and New York Department of State, and such other registration forms as may be required by any agency of the State.

11. The officers of the Corporation hereby are authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as such officer may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

The Board of Directors may separately execute this unanimous consent in two or more counterparts.

2001 AGA Directors

Barbara Calhoun

Keith Arnold

Terry Benson

Roger White

Jeff Shaevel

Lawrence Gross

Ernest Brown

Chen-Dao Lin

EXHIBIT A
By-Laws, American Go Association, Inc.
(Jan 1, 2002)

ARTICLE I: Purposes

The Corporation shall be organized exclusively as a nonprofit, tax-exempt organization under Section 501(c)(4) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes: to foster knowledge and appreciation of the *game and* art of "go" (also called "wei chi", "baduk", and "igo") in the United States of America through publicizing the game; to encourage and assist in game activities and education; to promote tournaments, seminars, professional tours, congresses, and improvement of individual game skills throughout the nation; and to encourage intercultural and international goodwill through related activities.

ARTICLE II: Members

Section 1. *Types of Membership.* There shall be two primary classes of membership:

- a) Individual - This membership class shall be open to all persons interested in the purposes of the Corporation. It is further sub-divided into Full Memberships and Limited Memberships, whose entitlements are contained in section 8 of the Articles of Incorporation.
- b) Chapter – Any club or group of players which professes to support the purposes of the Corporation may become a Chapter Member. Each Chapter shall choose through its own election at least one person to act as the Chapter Representative, who shall hereinafter be referred to as the "Representative."

Section 2. *Members' Rights and Responsibilities.* At an Annual Assembly of the Chapter Representatives, known as the Assembly, the Representatives may establish such other criteria for membership or categories of membership, including a schedule of dues, as they deem appropriate, including the rights of the Members in general.

Section 3. *Meetings.* The Assembly shall be held yearly at the U.S. Go Congress. If there is no Go Congress, the Assembly shall meet at an alternative place, time, and date fixed by the Board.

Section 4. *Notice of Meetings.*

- a) Notice of the place, date, and hour of the Assembly shall be given to each Chapter Representative individually by electronic mail or first class mail or by personal delivery, not less than thirty nor more than fifty days before the date of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail in a properly addressed and posted envelope, or when electronic mail is delivered through official channels. If any such notice is returned as undeliverable, at least one alternate method must be attempted.

b) Notice shall also be placed prominently on the AGA's official website not less than thirty nor more than fifty days before the date of the meeting.

Section 5. *Conduct of Meetings.* The President of the Corporation shall preside at all meetings of the Chapter Representatives or, in the absence of the President, an officer appointed by the Board for that purpose. The Secretary of the Corporation shall act as Secretary at all meetings of the Chapter Representatives and all members may attend. The Secretary shall circulate an Agenda approved by the Board to all Chapter Representatives and Officers at least 30 days in advance of such meeting. Robert's Rules of Order shall govern the conduct of business. If any four Chapter Representatives jointly request Board consideration of a proposal at least 30 days in advance of such meeting, it shall be placed on the next Meeting Agenda.

Section 6. Quorum.

At all meetings of the Chapter Representatives, 25% of the weighted votes of their Chapters, along with any two Board members, whether present in person, by letter, or by proxy, shall constitute a quorum for the transaction of business.

Section 7. *Voting.* At any meeting of the Chapter Representatives, or in the election of Regional Directors, or any other call for a vote of the Chapters, the weighting of the votes will be as follows: A Chapter shall have 1 vote if it has 2 Full Members, an additional vote if it has 5 Members and an additional vote if it has 10 members. Additional votes will be received for each additional 10 Members. Voting by proxy will be permitted. Upon demand of any Representative entitled to vote, any vote upon any question before the meeting shall be by ballot.

ARTICLE III: Directors

Section 1. *Powers and Number.* The number of Directors constituting the entire Board shall be not more than nine. If the number of Directors falls below seven, the remaining Directors shall elect acting interim board Director(s) within 30 days. The Board shall have the responsibility to appoint as quickly as practicable an interim director to fill vacancies caused by resignation, removal, or death.

Section 2. *Designation of term of office*

- a) Each Director shall be 21 years of age or older, and have been a full AGA member for twenty-four out of the thirty months prior to the date when they assume office. To remain eligible to serve as Directors, Directors must maintain their primary residences in the United States. Regional Directors shall maintain their primary residence in the region they represent.
- b) Should a Regional Director move out of that region, the vacancy shall be filled as follows:

Commented [CK10]: Provides for notice by email, and requires an alternative attempt if that fails. Also requires public notice in EJ

Commented [CK11]: Cleans up the language. 1 fourth is not a majority.

i) If less than six months remain in the Director's term, the position will be filled through the next scheduled general election.

ii) If more than six (6) months but less than twelve (12) months remain in the term, that Director will be replaced by the Board in accordance with the above requirements.

ii) If more than 12 months remain in the Director's term, the Board shall direct the Secretary to arrange for an election to fill the vacancy.

c) Except for the election immediately following adoption of this article, Directors shall be elected individually for a term of two years. Each region shall have two Directors on the Board, and there shall be at least one at-large Director (having no regional affiliation). Regional Directors shall serve staggered terms of two years each, such that one seat is up for election each year. Regional representatives shall be elected only by Chapters within their regions. At-large representatives will be elected by direct vote of all Full Members.

d) Each calendar year, nominations shall be made by no later than June 1st. Ballots shall be sent out by no later than June 15th. If there is a US Go Congress, the results of the election shall be announced on the first Sunday of the US Go Congress. If there is no US Go Congress or Assembly, the ballots shall be mailed or otherwise submitted as specified by the Board and Election coordinator for counting by no later than August 1st. Directors shall take office on September 1st. The President, with the advice and consent of the Board, may institute an approved internet-based voting system.

Commented [CK12]: The idea of expanding the number of directors to 9 by creating 3 regional at large directors (rather than the one national as we have now), was discussed. We have no recommendation at this time but thought we should mention the idea here to see how it feels to others.

Commented [CK13]: Moves the voting process two weeks earlier in view of current thought that Congresses will be running a bit earlier – as planned this and next year.

Commented [CK14]: Allows internet voting

Section 3. Meetings.

a) The Board of Directors shall meet on at least four separate occasions each calendar year, at times and places fixed by the Board (phone meetings may count for this purpose), provided that one of its yearly meetings must be its Annual Meeting which shall be held yearly at and during the U.S. Go Congress. If the Congress is not held for any reason, the Board shall decide by majority vote on an alternative location and hold its Annual Meeting during the month of August, or as soon thereafter as practicable.

b) *Special meetings.* At any time, unscheduled directors meetings may be called by the Board Chair, or on the written request of not less than two other sitting Directors, or as may otherwise be permitted by law, and notification of such meetings will be sent by the Secretary to the remaining directors and the President. Such notice must include the name of the persons who called the meeting and the stated purpose of the meeting. Any request for such meeting shall state the purpose or purposes of the proposed meeting. Meetings may be held by telephone or video conference call or any other agreed upon electronic means, as directed by the Board of Directors and stated in the notice of meeting.

- c) At the Assembly meeting, the President, and the Chair of the Board, jointly or individually, shall report to the Assembly the state of affairs of the Association including but not limited to a financial status report, new committee appointments, *membership status, tournament development*, international agreements, plans for the following year, and such other business, as the Board deems appropriate.
- d) Immediately after the election or selection (by the board) directors present, including both the new Director(s) and those whose terms have not yet expired, shall by simple majority elect one Director to be the next Board Chair who shall serve for a set term. If the election is conducted at the US Go Congress, that term shall be for one year beginning September 1st. If the election is conducted due to the replacement of a Director(s), that Chair shall complete the term of the previous chair.
- e) The Board Chair shall lead and set agendas for all business meetings, as well as be responsible for the overall operations of the Board. A Board Chair may be reelected without limit so long as he/she continues to be reelected as a Director.

Commented [CK15]: Changes to have both Board and President report to the Assembly.

Commented [CK16]: Clarifies process and keeps term of chair constant on calendar

Section 4. Notice of Meetings. Notice of the place, date, and hour of the annual meeting shall be given by the Secretary to each Director, Officer, and chapter representative by mail, e-mail, or by personal delivery, not less than ninety nor more than one hundred fifty days before the date of the meeting.

Notice of the place, date, and hour of other meetings shall be given by the Secretary to each Director, Officer, and chapter representative by mail, e-mail, or by personal delivery, not less than fourteen nor more than ninety days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Quorum. At all meetings of the Board where official decisions are made, a simple majority of the Directors then in office shall be the minimum number required to make official decisions. The Directors may be present in person, by letter, or by proxy. Valid Board meetings may also be held at which fewer than the said majority are present, to otherwise discuss, review, and propose business matters.

Section 6. Conduct of Meetings. The Board Chair shall preside at all Board meetings and in his/her absence, the attending Directors shall appoint one person amongst them by simple majority vote to act as Board Chair for that meeting. The Secretary of the Corporation shall carry out that function at all meetings of the Board, but in his/her absence, the presiding Board Chair may appoint any person to act as Secretary of the meeting. All Members may attend Annual Meetings of the Board; all Officers may attend other meetings of the Board.

Section 7. Voting. Voting by proxy shall be permitted.

Section 8. Action by the Board.

a) If and when the Directors shall severally or collectively consent in writing, through any medium, to any action taken by the Corporation either before or after the action is taken, such action shall be a valid corporate action as if it had been taken at a meeting of the Directors. Written consent shall be filed with the minutes of the proceedings of the Board of Directors.

Commented [WL17]: Suggested typo fix – second ‘a’ deleted

b) A Director may participate in a meeting of Directors by a video conference or telephone call or similar communication by which all persons participating in the meeting may hear and/or see each other. All participants must be advised of the communications options in advance of the meeting and the names of the participants in the conference must be divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Commented [CK18]: Minor wording and format change only.

Section 9. Compensation. Directors shall not receive any wage, commission, or salary, except that the Directors may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Section 10. Removal of Directors. Any Director may be removed for malfeasance, dereliction of duty, or irreconcilable conflict of interest only by a vote of the electing constituency, which must be 67% plus 1 of those voting, which will be the weighted chapters for regional Directors, and the membership for an at large member.

Such recall may be initiated by:

a) the petition of at least 6 chapter representatives of the region for a regional Director

b) the petition of at least 10 chapters for the national at large Director.

c) An affirmative vote of two thirds of the Directors at the Board meeting in which the matter was included as an agenda item in the announcement of the meeting at least two weeks prior to the meeting. This procedure will be the same as that for removal of officers in Article IV, section 2.

Commented [CK19]: This is to bring us to being consistent with NY State law, which requires that only the electorate can remove an elected official.

Commented [C20]: The specific legislation may be found at <https://law.justia.com/codes/new-york/2016/npc/article-7/706/>

Commented [C21]: Revised to make it clear that the majority required is of those voting rather than the whole class. Changed 60% to 67%

Commented [CK22]: Same requirement as present

Commented [CK23]: This allows the Board (precluded from direct removal of a Director) to initiate the election process required above. To do so.

Commented [C24]: As the criteria specified above express a limit as to causes for recall, they must be specified.

Commented [CK25]: More explicit wording

In all cases, the cause for removal must be stated by the petitioning body.

Elections shall be called to elect a replacement Director for the remainder of the term of the Director removed if there is more than 12 months remaining. If less than 12 months, the Board may, but shall not be required to, appoint an interim Director until the next election.

Section 11. Conflict of Interest. Section 11. The Board shall institute a conflict of interest policy consistent with examples provided by the IRS in conjunction with applications for 501c(3) corporations (Form 1023).

Commented [CK26]: Specifies the nature of the policy and the requirement that it be consistent with IRS recommendations.

In order to avoid a conflict of interest or the appearance thereof, anyone in a policy or decision making position in the AGA shall recuse himself or herself from any discussion where his or her personal, business, or commercial interests may conflict with the

interests of the AGA. Policy and decision-makers may be so instructed by the Board of Directors, with cause, and must provide the Board with information it may request in order to make such a determination. Anyone nominated for such a position in the AGA will inform the Board of any potential sources of such conflicts of interest when they accept nomination. Potential nominees will cooperate with reasonable inquiries the Board may make in order to reach a decision. The Board will render judgment on possible conflicts of interest within 21 days of receiving a written response to any such inquiry. Anyone in such a position within the AGA must inform the Board of Directors of any potential sources of such conflicts of interest whenever such potential sources of conflict arise.

- a) Family members of AGA policy/decision makers may seek AGA employment, subject to Board approval, guidance, and control.
- b) Board members shall recuse themselves from a conflict of interest deliberation if they have an involvement, or apparent involvement, in the case.
- c) The Board of Directors is the sole authority within the Corporation to determine whether a conflict of interest exists and, if so, the appropriate remedy
- d) The Board shall write and publish its policies and requirements regarding the provisions of this section.

ARTICLE IV: Officers

Section 1. Definitions

For the purpose of this section,

- a) The term 'appointing authority' means the Board of Directors or the President as appropriate.
- b) The term 'Corporate Officers' is defined as the President, Secretary, Treasurer, Executive Vice President. The Board of Directors may designate other Vice Presidents as Corporate Officers.
- c) The term 'staff' includes all other appointees.

Section 2. Appointments and duties

- a) The Board shall have the sole authority to appoint the following Corporate Officers: President, Treasurer, and Secretary and Executive Vice President. No person may hold more than one of these positions at the same time. The Board and these By-laws shall determine the qualifications for each office. Appointments for these offices must be approved by a two thirds majority vote of the entire Board. When the required vote cannot be achieved, the Executive Vice President will act for the President until the required vote is achieved. The Board may appoint by simple majority vote and Acting Secretary or Acting Treasurer until the required vote is achieved.
- b) The Board, in consultation with the President, shall appoint an Executive Vice President to support the President directly in managing the general operations of the Corporation. In the event the President ceases to hold office permanently, or is unable

to discharge the President's duties on a temporary basis for any reason, the Board shall direct the Executive Vice-President to assume the position and authority of the President until the current president returns to office or a new President is appointed.

- c) The Board, or the President with approval by the Board, may appoint one or more non-Executive Vice Presidents. Each of these appointments must be made in writing and state the duties, the term length, a description of the appointee's authority and all reporting requirements.
- d) The Board may appoint non-Corporate Officer staff as appropriate, with or without compensation, to perform certain duties for the Corporation. Each of these appointments must be made in writing and state the duties, the term length, a description of the appointee's authority and all reporting requirements.
- e) The President may appoint subordinate Vice Presidents, Coordinators, Committee Chairs, Liaisons, Project Managers or other staff, with or without compensation, to provide operational support to the President and shall so inform the Board. Each of these appointments must be made in writing and state the duties, the term length, a description of the appointee's authority and all reporting requirements. All such appointees report to the President.
- f) Appointees have only the authority, and may perform only the duties, assigned to them from time to time by the Board or the President. Duties may be added after the original appointment. Subject to Article IV, Section a), the same person may hold two or more positions
- g) In the case of a vacancy in the Corporate Offices, the Board shall take all necessary action to make a new appointment under this Article IV within 60 consecutive calendar days of the date the vacancy occurs.
- h) In the case of a vacancy in other positions, the appropriate appointing authority may make an "acting" appointment to temporarily fill a vacancy caused for any reason. "Acting" appointments shall be for a stated period of time and less than the unexpired term of the office vacated. Acting appointments must be expressly made and recorded as such to be valid. The appropriate appointing authority shall make a permanent appointment as soon as possible thereafter according to the requirements of the By-laws.

Section 2. Section 3. Suspension, Removal or Resignation of Appointments.

a.) The Board has the sole authority to suspend or remove from office any person appointed by the Board. Suspension or removal shall be for good cause and the vote must be at least a two thirds majority of the Board in favor of such action.

Commented [CK27]: Specifies that this applies to any person appointed by the board rather than corporate officers only.

b.) In the event the Board wishes to suspend or remove an officer, it shall follow these procedures:

1. At a properly called Board meeting, the Board may decide to place on the agenda of a subsequent Board meeting a vote on the suspension or removal of a

Corporate Officer. Notwithstanding any other rules of procedure contained in these by-laws or elsewhere, the decision under this paragraph requires a majority vote of the Board, not just the majority of those present at the meeting.

2. As soon as possible after such decision, the Board shall give the Corporate Officer written notice of the Board's intention to hold such a vote. The notice to the Corporate Officer shall explain clearly why it intends to hold such a vote and provide at least fourteen calendar days' before notice of the meeting agenda is published.
3. After the fourteen days have expired, the Board may publish the agenda for the Board meeting at which the vote will take place, and if it does, the Board must send the notice to all Directors, Chapter Representatives and Corporate Officers.

The Board shall provide at least thirty days between publication of the meeting agenda and the meeting at which the vote is scheduled.

- c) In exceptional and urgent circumstances, the Board may act to suspend any Corporate officer instantly for up to sixty (60) days for good cause without prior notice or publication. The Board shall advise the officer immediately to cease all corporate activity, provide reasons to the officer and shall investigate all appropriate matters.
- d) Any Corporate officer or appointee may resign on his or her own initiative at any time by written notice to the appropriate appointing authority. A resignation notice containing any language indicating an intention of instant effect shall be effective upon its receipt by the appointing authority, Secretary or the Chairman of the Board either electronically or physically.
- e) Unless instructed otherwise by the Board, the President may remove from duty any of the President's appointees with or without cause upon written notice to the Board and the appointee.

Section 4. Compensation. The Corporate Officers shall receive no wages, commissions, or salaries. With the express prior written consent of the Board of Directors, other staff and appointees may receive wages, commissions, or salaries for their services. However, all Officers, staff and appointees may be reimbursed for actual expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Section 5. President.

- a) Beginning in 2006, every two years the Board shall appoint a President. The Board may reappoint a current President. The Board should make the appointment no later than June 1 in the appropriate year. If made by June 1, the new term shall begin on the following September 1. If not made by June 1, the new term shall begin ninety (90) calendar days after the appointment is made.

- b) The President shall exercise full operational control and management over the business affairs and property of the Corporation. The President also shall have all powers expressly delegated by the Board and the By-laws.
- c) The President shall see that the resolutions and directives received from the Board of Directors are implemented to the best of his/her abilities.
- d) When instructed or authorized by the Board, the President shall execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments in accordance with the delegation or instructions.
- e) Where such authority has not been clearly delegated by the Board of Directors, the President must seek prior approval before taking actions that:
 1. establish formal internal or external Corporation-wide policies, except for operational and administrative policies;
 2. establish new formal relations between the Corporation and any other organization or entity; or
 3. legally obligate the Corporation to take or refrain from taking any action as a Corporation that it might otherwise wish to take.

Section 6. *The Secretary.*

- a) Beginning in 2006, every two years the Board shall appoint a Secretary. The Board should make the appointment no later than June 1 in the appropriate year. If made by June 1, new the term shall begin on the following September 1. If not made by June 1, the new term shall begin ninety (90) calendar days after the appointment is made.
- b) The Secretary shall have the powers and duties delegated by the Board and these By-laws. The Secretary shall see that the resolutions and directives of the Board of Directors are properly recorded and delivered except where responsibility is assigned to some other person by the Board of Directors.
- c) The Secretary shall attend all meetings of the Board of Directors and the Chapter Representatives and record all votes and the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and the Chapter Representatives for which notice may be required.
- d) The Secretary shall execute with the President all conveyances, contracts, or other obligations as authorized by the Board in the name of the Corporation.
- e) The Secretary shall maintain the Corporation records in a safe and secure place at all times. The records shall be kept in an organized manner such that research may be conducted efficiently by topic, Board meetings, or fiscal year. Non-sensitive records may be inspected upon written request of any Board Director, Corporate Officer, or Chapter Representative.
- f) The Secretary shall issue a written policy, approved by the Board, to protect and preserve sensitive information regarding the business of the Corporation. The policy shall identify the type of information that may not be released by the Secretary under the section without written Board approval.

Commented [CK28]: Specifies that the Secretary, presumably more expert in these matters, will write the policy and the Board approve it. In current practice, we expect our archivist will advise on this, as she is an expert in this subject.

Section 7. *The Treasurer.*

- a) Beginning in 2005, every two years the Board shall appoint a Treasurer. The Board should make the appointment no later than June 1 in the appropriate year. If made by June 1, the new term shall begin on the following September 1. If not made by June 1, the new term shall begin ninety (90) calendar days after the appointment is made.
- b) The Treasurer shall have the powers and duties delegated by the Board, the President and these By-laws. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in records which shall belong to the Corporation; and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.
- c) The Treasurer shall deliver to the President and the Board at least quarterly an account of all financial transactions and bank accounts. The Treasurer shall at all reasonable times make available for inspection the books and accounts to the President or to a Director of the Corporation.
- d) The Treasurer shall maintain Corporation records in a safe and secure place at all times. The records shall be kept in an organized manner such that research may be conducted efficiently by account, project, or fiscal year. The records may be inspected upon written request of any Board Director, Corporate Officer, or Chapter Representative.
- e) The Treasurer shall issue a written policy, approved by the Board, to protect and preserve sensitive information regarding the business of the Corporation. The policy shall identify the type of information that may not be released by the Treasurer under the section without written Board approval.
- f) Each July 1st, the Treasurer shall present to the President and the Board an annual report showing in appropriate detail:
 - 1) the assets and liabilities of the Corporation as of the prior May 31st;
 - 2) the principal changes in assets and liabilities during the preceding fiscal period;
 - 3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period;
 - 4) reconciliations of all bank accounts; and
 - 5) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

The report shall be filed with the minutes of a meeting of the Board. The report shall include a verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York, which includes the information herein above specified.

- g) The Treasurer shall, if required by the Board of Directors, give the Corporation adequate security for the faithful performance of his or her duties as the Board of

Commented [CK29]: Specifies that the Treasurer, presumably more expert in these matters, will write the policy and the Board approve it. In current practice, we expect our archivist will advise on this, as she is an expert in this subject.

Directors may require.

- h) The Treasurer, if called upon by the President, shall provide support and assistance in the preparation of the Corporation annual budget.

Section 8. *Employees and Other Agents.* The Board of Directors may hire from time to time such employees, contractors or agents as the Board shall deem necessary, each of whom shall hold employment at the pleasure of the Board. The employees shall have the authority, perform the duties and receive compensation as determined by the Board in writing.

Section 9. *Resolving Conflicts of Authority*

- a) In the event any Corporate Officer or staff in any capacity receives conflicting or inconsistent communications about official duties, responsibilities or actions, the ranking of authority is as follows:
 - 1. Articles of Incorporation
 - 2. Bylaws
 - 3. Written instructions from the Board.
 - 4. Written instructions from the President.
- b) Persons receiving conflicting instructions shall notify the sources of such instruction as soon as possible and request written clarification. If clarification is not received in a reasonable period of time, the instructions from the higher authority shall prevail.

ARTICLE V: Contracts, Checks, Bank Accounts, and Investments

Section 1. *Checks, Notes, and Contracts.* The Board of Directors is authorized to select the banks or depositories deemed proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 2. *Investments.* The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as to the Board may determine.

ARTICLE VI: Books and Records

The Corporation shall keep in New York State correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Chapter Representatives, and committees, and of the appointment of officers and other actions of the President.

ARTICLE VII: Fiscal Year

The fiscal year of the Corporation shall end on the last day of the month of February unless changed by the Board.

ARTICLE VIII

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, New York."

ARTICLE IX: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act of the State of New York or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: Indemnification and Insurance

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, and to purchase insurance therefore.

ARTICLE XI: Amendments

These by-laws may be amended by the affirmative vote of the Individual Members. Counting all votes received within 45 days of the issuance of ballots, a 2/3 majority of these votes shall constitute adoption. Voting may be by mail, or, by a Board approved internet based method. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Commented [CK30]: Permits use of an internet based voting system