

BY-LAWS  
THE ARCHITECTURAL LEAGUE OF NEW YORK, INC.

ARTICLE I

NAME AND OBJECTS

- 1.1 Name. The name of the corporation is The Architectural League of New York (hereinafter referred to as the "League").
- 1.2 Objects. The objects and purposes of the League are as set forth in its Restated Certificate of Incorporation and include the encouragement and promotion of the art and science of architecture and related arts and crafts, and the bringing together of fellow practitioners of architecture and such related arts and crafts, to the end that ever-improving leadership may be developed in these allied fields.

ARTICLE II

MEMBERSHIP

- 2.1 Classes of Membership. The membership of the League shall include Active Members, who shall have the right to vote, and such other classes of membership, with or without vote, as the Board of Directors of the League (hereinafter referred to as the "Board") may from time to time create.
- 2.2 Membership. The membership of the League at the date of adoption of these amended By-Laws shall consist of all persons and corporations who are members in good standing at such date. Thereafter, memberships may be renewed annually, and new members shall be admitted, subject to such qualifications and conditions as the Board may establish from time to time. Without limiting the generality of the foregoing, the Board shall have the authority to (a) establish schedules of annual dues for the various categories of membership and (b) specify what voting and other rights, if any, attach to the various categories of membership it may choose to establish (subject always to the right of Active Members to vote, as provided in Section 2.1 above).
- 2.3 Application for Membership, Etc. Subject to such other or further procedures as the Board may establish, a person desiring membership in the League in whatever category must (a) complete a membership application form and (b) pay the prescribed dues. A person becomes a member after the application has been duly processed and dues have been paid. Once a person or organization becomes a member, they shall remain and be deemed a member in good standing only for so long as their dues are not more than three months in arrears (or for such other period, which may exclude any grace period, as the Board may determine). Again, subject to any alternative procedures that the Board may approve, dues shall be payable in advance for one year.
- 2.4 Rights of Members. All Active Members in good standing shall have the right to attend meetings of the League, take part in discussions and vote at meetings of members and for members of the Board, as hereinafter provided. Each Active Member in good standing shall have one vote in connection with the affairs of the League. All other members of the League shall have such rights, which may or may not include the right to vote, as the Board may determine from time to time in creating or modifying the various classes of membership.
- 2.5 Resignation. Any member may resign from membership in the League at any time by written notice to the Secretary, and any members whose dues to the League are more than three months in arrears shall be deemed to have resigned from membership (subject to the rights of the Board to modify this provision, including by eliminating the grace period).

ARTICLE III

## MEETINGS OF MEMBERS

- 3.1 Annual Meeting. The Annual Meeting of the members of the League shall be held each year on a date during the months of April, May or June to be determined by the Board. The business of the Annual Meeting shall include the election of officers and members of the Board (subject to the further provisions of these By-Laws), the rendering of the Board's annual report to the extent required by law, and such other business as may properly come before the meeting.
- 3.2 Special Meetings. Special Meetings of the members of the League may be convened at the call of the Board or the President and shall be convened by the Secretary upon the written request of the lesser of (a) fifty members or (b) 10% of the members in good standing at the time.
- 3.3 Places of Meetings. The Annual Meeting of the members of the League shall be held at such place in New York City (which shall be a reasonably central location) as determined by the Board. A Special Meeting of the members of the League shall be held at such place in New York City (which shall be a reasonably central location) as is specified by the Board.
- 3.4 Notices of Meetings. Any one or more members of the League may participate in a meeting of the members of the League by means of a conference telephone, videoconference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time and can participate in all matters before the members of the League. Participation by such means shall constitute presence in person at the meeting.
- 3.5 Notices of Meetings. Notices of the time and place, and, in the case of Special Meetings, of the purpose of each meeting of the members shall be given by the Secretary (or in their absence by any other person designated by the President or the Board) to each member in good standing as of the date the notice is mailed. In the case of all such meetings, such notices shall be mailed not less than ten (10) nor more than fifty (50) days before such meeting. No notice of an adjourned meeting need be given.
- 3.6 Organization. The President, or a designee, shall preside at all meetings of the members of the League, and the Secretary, or a designee, shall act as secretary of the meeting.
- 3.7 Quorum. A quorum at any meeting of the members of the League shall consist of the lesser of (a) 10% of the members in good standing at the time, or (b) 100 such members, who are present either in person or by proxy. If there is no quorum, a majority of the members present or represented may adjourn the meeting from time to time to a future date without further notice other than an announcement at such meeting, and if a quorum is present on such adjourned date, any business may be transacted at the meeting as originally called.
- 3.8 Voting. Except as otherwise provided by law or by the board in creating and modifying the various categories of membership, each member in good standing shall be entitled to one (1) vote on each matter submitted to the vote of the members, and all resolutions and elections at any meeting of members shall be by majority vote of the members present in person or by proxy.
- 3.9 Proxies. Subject to their right to vote in general (as provided in connection with the various categories of membership), any member in good standing may be represented at any Annual or Special Meeting of the League by a duly appointed proxy. Any such appointment shall be limited to the specific meeting for which it was issued or any adjournment thereof. All such appointments shall be written and duly signed, but shall require no other attestation. The original proxy shall be filed with the secretary of the meeting at or before the commencement of such meeting.

## ARTICLE IV

### GOVERNMENT

- 4.1 Board of Directors. The government and management of the League shall be entrusted to a Board of Directors (herein referred to as the “Board”), which shall provide strategic oversight with respect to the work of the League in accordance with its Certificate of Incorporation and these By-Laws. The Board shall consist of the President, Vice-President, Treasurer, and Secretary of the League, and may include such other number of directors as the Board may determine by resolution from time to time. The above-specified officers plus such other directors are hereinafter sometimes referred to as “Board members”.
- 4.2 Election of Board. The President, Vice-President, Treasurer, and Secretary shall serve as Board members simultaneously with their service as officers, and their election as officers, which shall be for three-year terms, shall also constitute their election as Board members for equivalent terms. The other Board members shall be divided into three classes so arranged that the term of one class shall expire each year. To the extent practicable, each such class shall include one-third of the Board members, and each member of such class shall be elected for a three-year term. At each Annual Meeting, replacements of the officers and class of Board members whose terms have expired shall be elected, together with such additional new members as may be required to fill any other vacancies on the Board (whether the result of death, resignation, removal or the creation of new Board positions). No Board member shall be elected for a term which exceeds three years, except that a Board member that is then serving as an officer may continue to serve as a Board member for the duration of their term as an officer. Any Board member may be elected to any number of successive terms.
- 4.3 Vacancies. Any vacancy on the Board occurring during the year by reason of death, resignation, removal from office, the creation of a new directorship or otherwise may be filled by a vote of a majority of the Board members then in office, and the person so elected by the members at the next Annual Meeting or at a Special Meeting called for that purpose.
- 4.4 Meetings. Regular meetings of the Board shall be held at least three times a year, though the Board shall have discretion from time to time to cancel one or more of such regular meetings. Special meetings of the board may be called by the President and shall be called by the Secretary or any other officer upon the written request of five (5) Board members.
- 4.5 Notice of Meetings. Written notice of the time and place, and, in the case of special meetings, the purpose, of every meeting of the Board shall be given to each Board member.
- 4.6 Quorum. One-third of the Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Any one or more Board members may participate in a Board meeting by means of a conference telephone or similar device allowing all persons participating in the meeting to hear each other at the same time, and in such event, such Board members participating by conference phone or similar device shall be deemed present for quorum, voting, and all other purposes.
- 4.7 Voting. Except as otherwise provided in these By-Laws or required by law, all action of the Board shall be upon majority vote of the Board members present (including any members present by conference telephone or similar device).
- 4.8 Written Consent, Etc. Any action required or permitted to be taken by the Board may be taken without a meeting if all Board members consent in writing to the adoption of a resolution authorizing such action.
- 4.9 Resignation and Removal. Any Board member or officer may resign at any time by delivering their written resignation to the President or the Secretary. Any Board member (including any officer who is a Board member) may be removed as a Board member and/or from their office, with or without cause, at any time by a majority vote of the members or by a two-thirds vote of the Board members then in office.
- 4.10 Audit Report. The books of the League shall be audited annually by a certified public accountant. The report of such accountant shall be submitted to the Board and filed with the records of the League. A summary of such report shall be made available to any member of the League at their request.

## ARTICLE V

## COMMITTEES OF THE BOARD

- 5.1 Executive Committee. The Board may from time to time, as it sees fit, by a resolution adopted by a majority of the entire Board, appoint from among its members an Executive Committee of not less than five (5) persons. Such Executive Committee, if established, shall include the President, the Vice President, the Treasurer, the Secretary, the Chair of the Development Committee, and such other persons as the Board may approve. If it is necessary for any one of these Committees to be chaired by two Directors, one shall be named the primary representative of the Committee for the purposes of participation in the Executive Committee, though the second Chair may represent the relevant Standing Committee in Executive Committee meetings in the incident that the first is unable to attend. The Executive Committee shall also include any current member of the Board that served as President immediately prior to the appointment of the current President. The appointment of a member of the Executive Committee shall be made by a majority of the entire board. Subject to the further provisions of these By-Laws and other applicable provisions of law, the Executive Committee shall have all of the power of the Board between meetings of the Board, except that it shall not reverse any prior action of the Board, and any action of the Executive Committee may be overruled by a majority vote of the Board members present at any regular or special meeting of the Board. The Executive Committee shall adopt its own rules governing its meeting dates and procedures.
- 5.2 Audit Committee. The Board, by a resolution adopted by a majority of the entire Board, shall designate an Audit Committee to consist of at least three (3) independent directors, as defined in the New York Not-for-Profit Corporation Law. The Audit Committee shall oversee the accounting and financial reporting processes of the League and the audit of its financial statements, annually retain or renew the retention of an independent auditor, and review with the independent auditor the results of the audit, including the management letter. The Audit Committee will also perform any other functions required by its charter, if any, or by New York law. The Audit Committee may examine and consider such other matters relating to the financial affairs of the League and financial controls as the Audit Committee may, in its own discretion, determine to be desirable, and may hire its own advisers as it deems necessary.
- 5.3 Other Standing Committees. The Board may from time to time, as it sees fit, appoint from among its members three Standing Committees, each with at least three (3) members (except as otherwise provided herein), and their own charter:
- Finance: The Finance Committee shall assist the Board in its oversight of the League's financial affairs, including its financial condition, financial planning, and other significant financial matters involving the League. The chair of the Finance Committee shall be the Treasurer, and the Investment Committee may function as a subcommittee of the same.
- Governance: The Governance Committee shall oversee the League's governance policies and practices to ensure they are appropriate for the League's mission and operational needs, compliant with applicable law and the League's governing documents, and consistent with best practices in not-for-profit governance. The Chair of the Governance Committee shall be the Secretary.
- Development: The Development Committee shall oversee the League's fundraising activities.
- Nominating: The Nominating Committee shall make recommendations for nominations for the officers and other Board members. The Nominating Committee shall consist of five (5) Board members. The members of the nominating committee shall be proposed by the President at least sixty (60) days before each Annual Meeting of the League and approved by the Board. The President shall not serve on the Nominating Committee.
- 5.4 Other Committees. The Board may also appoint from among its members, or from among such other persons as the Board may see fit, one or more other committees in addition to the Executive Committee, the Audit Committee, and the Other Standing Committees. Such committees shall advise with and aid the officers of the League in such matters as are designated by the Board, prescribe rules and regulations for the call and conduct of its meetings and other matters relating to procedure, and have such additional

responsibilities as may be specified in the resolution creating the committee, provided that any committee that is not composed solely of directors shall not have authority to bind the Board.

- 5.5 Limits on Committee Actions. No committee consisting of individuals who are not members of the Board shall have the authority to bind the Board. Neither the Executive Committee nor any other Committee shall have the power to (a) fill vacancies in the Board or in any committee; (b) fix the compensation of the directors for serving on the Board or on any committee; (c) amend or repeal the Bylaws or adopt new Bylaws; (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable; (e) elect or remove officers or directors; (f) approve a merger or plan of dissolution; (g) adopt a resolution authorizing the sale, lease, exchange or other disposition of all or substantially all the assets of the League; or (h) approve amendments to the League's certificate of incorporation; or (i) make any obligation binding the League to the payment of any sum of money without specific authorization of the Board, which authorization may, however, be given by the Board in advance and may include a general authorization for the Executive Committee (but no other committee) to incur obligations up to a specified sum.

## ARTICLE VI

### OFFICERS

- 6.1 Officers. The officers of the League shall be a President; a Vice-President; a Treasurer, who shall serve as Chair of the Finance Committee; and a Secretary, who shall serve as Chair of the Governance Committee, all of whom shall be elected by the members of the League at the Annual meeting (or a Special Meeting in lieu thereof). In addition, the Board may, but shall not be required to, create additional officers, which may include a Chairman, if the Board sees fit. In such event, such other officers shall be elected at the Annual Meeting along with the President, Vice-President, Treasurer, and Secretary.
- 6.2 Terms. The officers shall be elected and hold office for three years, concurrent with their terms as Directors, and until their successors are elected and shall qualify. The term of an officer that has been elected to hold office prior to the adoption of these amended bylaws on May 8, 2024 shall be extended until the annual meeting at which he or she will have served for three consecutive years, subject to the agreement of such officer. No officer shall be eligible for reelection to the same office until the annual meeting following the expiration of their three-year term in such office. As with the Directors, Officers shall be divided into three classes so arranged that the term of one class shall expire each year. To the extent practicable, each such class shall include one-third of the officers.
- 6.3 Vacancies. If for any reason the President cannot complete their term of office, they will be succeeded by the Vice-President. Otherwise, whenever there is a vacancy in any of the offices of the League (whether by reason of death, resignation, removal or otherwise), it may be filled by a vote of the majority of the Board members at any meeting of the Board. Any person so elected shall serve in such office until their successor is duly elected by the members at the next Annual meeting, or at any Special Meeting duly called for that purpose.
- 6.4 President. The President shall be the chief executive officer of the League and shall exercise general supervision over all of its affairs. The President shall preside over all meetings of members and the Board. The President shall also be ex officio a member of all committees (other than the Nominating Committee) and shall be entitled to vote.
- 6.5 Vice-President. At the request of the President, or in their absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President and shall have such other powers of the President and perform such duties as may be prescribed from time to time by the Board. To be eligible to serve as Vice-President, Directors shall be required to have served on the Board at least one year.
- 6.6 Treasurer. The Treasurer shall serve as the Chair of the Finance Committee and shall oversee all aspects of the organization's finances, including insuring proper custody of the funds, property, and securities of the

League, subject to such regulations and limitations as may be imposed by the Board, and shall, in general, perform all of the duties normally incident to the office of Treasurer. Among other things, the Treasurer shall keep, or cause to be kept, full and accurate accounts of the financial transactions of the League and shall render to the Board and to meetings of the members such reports as to the financial affairs of the League as the Board or President may from time to time request.

- 6.7 Secretary. The Secretary shall serve as Chair of the Governance Committee and be generally responsible for the maintenance of membership and Board records, including minutes, and other written records of the League. They, or a delegated staff member, shall enter in books kept for that purpose minutes of resolutions, transactions and other business carried out at League and Board meetings; shall maintain (or cause to be maintained) a record of the names and addresses of all members in good standing, which listing shall be open for inspection as prescribed by law; shall give (or cause to be given) notices of meetings as provided for in these By-Laws; and shall, in general, perform all of the duties normally incident to the office of Secretary.
- 6.8 Other Officers. If the Board decides to create or fill other offices, including, but not limited to, the office of Chairman, such officers shall perform such duties as may be prescribed from time to time by the Board.

## ARTICLE VII

### NOMINATION PROCEDURES

- 7.1 The Nominating Committee shall file its recommended nominations with the Board at a meeting of the Board held not less than thirty (30) days prior to the Annual Meeting, and the Board shall approve or modify the same, as it sees fit. The resulting slate of nominees for officers and other Board members shall be included in the notice of the Annual Meeting given to the members entitled to vote. No other nominations for officers or other Board members shall be considered at the Annual Meeting, unless additional nominations are made by written petition signed by at least fifty (50) members of the League and presented to the Secretary no later than five (5) days before the scheduled time of the Annual Meeting.
- 7.2 Board composition. At least 50 percent of the Directors on the Board shall be drawn from the field of architecture. In the interest of interdisciplinarity, the Board will draw the remainder of the Directors from a mix of the allied fields (such as, but not limited to, landscape design, engineering, the visual arts, planning, and preservation), or for the contribution of their specific relevant expertise to the Board.

## ARTICLE VIII

### AGENTS AND REPRESENTATIVES

- 8.1 The Board may appoint such staff and agents of the League to have such powers and duties, and to receive reasonable compensation for the performance of their duties, as the Board may from time to time determine and may authorize the President or any other officer to employ on behalf of the League other salaried employees within a total budget to be determined by the Board.

## ARTICLE IX

### CONTRACTS

- 9.1 The President and the Treasurer, subject to the directions of the Board, shall sign all written obligations and contracts of the League. The Board may also authorize the Executive Director or any officer or agent to enter into any written obligation or contract of the League and such authority may be general or confined to a specific instance.

## ARTICLE X

### INVESTMENTS

- 10.1 The Board may invest or reinvest any funds held by the League, and may from time to time sell any securities or any related rights or privileges that may accrue from those securities, in accordance with the New York Prudent Management of Institutional Funds Act and the Board's Investment Policy Statement. The Board may also delegate the aforementioned duties in accordance with the New York Prudent Management of Institutional Funds Act and the Board's Investment Policy Statement. Any officer of the League other person or persons designed by the Board may execute and deliver proxies for stock owned by the League that (i) appoint persons to represent and vote that stock at any meeting of stockholders, with the power to substitute another person to represent and vote that stock and (ii) rescind such appointments.
- 10.2 The Board's Investment Policy Statement shall serve as the primary guiding policy for all matters related to institutional investments.

## ARTICLE XI

### AMENDMENTS

- 11.1 These By-Laws may be amended, repealed or otherwise changed, or new By-Laws may be adopted, either by majority vote of the members in good standing present in person or by proxy at an Annual or Special Meeting of members, or by majority vote of the Board members present at any regular or special meeting of the Board, provided that notice of the proposed By-Law amendment, rescission, other change or new By-Laws has been given in the notice of such meeting.