

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 for the nation’s service.

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, he, she or it shall remain and be deemed a member in good standing only for so long as his, her or its 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 President and shall be convened by the Secretary upon the written request of not less than fifty members.
- 3.3 Places of Meetings. The Annual Meeting 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 person calling such meeting.
- 3.4 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 his 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.

- 3.5 Organization. The President, or in his or her absence, the Vice-Presidents in descending order, shall preside at all meetings of the League, and the Secretary, or in his or her absence, a person chosen at the meeting, shall act as secretary of the meeting.
- 3.6 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.
- 3.7 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.
- 3.8 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 not 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 govern and manage the work of the League in accordance with its Certificate of Incorporation and these By-Laws. The Board shall consist of the President, Vice-Presidents, Treasurer and Secretary of the League, and 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-Presidents, Treasurer and Secretary shall serve as Board members simultaneously with their service as officers, and their election as officers, which shall be for two-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 other than the officers, 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. Any Board member may, however, 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 not less than five (5) days before the meeting.
- 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 his 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 his or her 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 his request.

ARTICLE V

COMMITTEES OF THE BOARD

- 5.1 Executive committee. The Board may from time to time, as it sees fit, 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 Treasurer, and such other persons as the Board may approve. 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 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. 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.
- 5.3 Limits on Money Commitments. Neither the Executive Committee nor any other Committee shall have the power to 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 First Vice-President, such other Vice-Presidents as the Board may specify from time to time, a

Treasurer and a Secretary, 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-Presidents, Treasurer and Secretary.

- 6.2 Term. The officers shall be elected and hold office for two years, with an option to be reelected once successively, and until their successors are elected and shall qualify. No officer shall be eligible for more than two successive terms in that office.
- 6.3 Vacancies. If for any reason the President cannot complete his or her term of office, he or she will be succeeded by the First 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 his 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, who must be an architect, 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 First Vice-President. The First Vice-President shall also be an architect. At the request of the President, or in his absence or disability, the First 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.
- 6.6 Other Vice-Presidents. The Board, by resolution, may create additional Vice-Presidencies beyond the First Vice-President, with such qualifications and duties as the Board may see fit. At the date of the adoption of these amended By-Laws, the following Vice-Presidencies (in addition to the First Vice-President) have been established and shall continue in existence unless and until the board abolishes one or more of them:

Second Vice-President, who shall be a Painter

Third Vice-President, who shall be a Sculptor

Fourth Vice-President, who shall be a Designer, Craftsman, or a Practitioner of Communication Arts

Fifth Vice-President, who shall be a Landscape Architect

Sixth Vice-President, who shall be an Engineer

Seventh Vice-President, who shall be an Urban Planner
Eighth Vice-President, who shall be an Industrial Designer
Ninth Vice-President, who shall be a Photographer

The Board may add further Vice-Presidents and abolish (or modify the qualifications of) the existing Vice-Presidents, provided that no existing position shall be abolished before the conclusion of an incumbent's existing term. The various Vice-Presidents shall have such duties, if any, as the Board may assign to them from time to time.

- 6.7 Treasurer. The Treasurer shall have 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.
- 6.8 Secretary. The Secretary shall be generally responsible for the maintenance of membership and Board records, including minutes, and other written records of the League. He or she, 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.
- 6.9 Other Officers. If the Board decides to create or fill other office, 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 Nominating Committee. At a meeting of the Board held not less than sixty (60) days before each Annual Meeting of the League, the President shall propose a committee, subject to the approval of the Board, to make recommendations for nominations for the officers and other Board members to be elected at such Annual Meeting. Such Nominating Committee shall consist of five (5) Board members, the ultimate selection of whom shall rest with the Board.

- 7.2 Nominations. 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.

ARTICLE VIII

AGENTS AND REPRESENTATIVES

The Board may appoint such staff and agents of the League to be paid such salary, and to have such powers and 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

AWARDS

The Board may from time to time provide for awards to be given by the League to persons whose achievements are deemed by the Board to advance the purposes of the League. Such awards, at the discretion of the Board, may involve the payment to the recipient of cash payments from the funds of the League in such amounts as may be determined by the Board. At the discretion of the Board, such awards may be granted after competitions on such term and conditions as may be determined by the Board.

ARTICLE X

CONTRACTS

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 XI

INVESTMENTS

The Board may invest or reinvest any funds held by the League according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction. The Board may delegate all or any part of its authority with respect to the investment or reinvestment of the funds of the League to one or more officers of the League or to a committee composed of Board members of the League.

ARTICLE XII

FISCAL YEAR

The Board may adopt a fiscal year for the League, which may be other than the calendar year, and may from time to time thereafter alter such fiscal year.

ARTICLE XIII

AMENDMENTS

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.