

BY-LAWS  
THE ARCHITECTURAL LEAGUE OF NEW YORK

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

BOARD OF DIRECTORS

- 2.1 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”.
- 2.2 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 of the Board, 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.
- 2.3 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 Board at the next annual meeting.
- 2.4 Meetings. The annual meeting of the Board will be held at a time and place fixed 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. Regular meetings of the Board will be held at such times and places as the Board may from time to time determine. Additional regular meetings of the Board shall be held at least two (2) 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.

- 2.5 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.
- 2.6 Quorum. One-third of the entire Board 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.
- 2.7 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).
- 2.8 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.
- 2.9 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 two-thirds vote of the Board members then in office.
- 2.10 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.

## ARTICLE III

### COMMITTEES OF THE BOARD

- 3.1 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.

3.2 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.

3.3 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 President shall not serve on the Nominating Committee.

3.4 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.

3.5 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 IV

### OFFICERS

- 4.1 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 Board at the annual meeting. 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.
- 4.2 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.
- 4.3 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 Board at the next annual meeting.
- 4.4 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 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.
- 4.5 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.

- 4.6 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 such reports as to the financial affairs of the League as the Board or President may from time to time request.
- 4.7 Secretary. The Secretary shall serve as Chair of the Governance Committee and be generally responsible for the maintenance of 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 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.
- 4.8 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 V

### NOMINATION PROCEDURES

- 5.1 The Nominating Committee shall file its recommended nominations with the Board not less than ten (10) 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 Board members entitled to vote. No other nominations for officers or other Board members shall be considered at the annual meeting.
- 5.2 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 VI

### AGENTS AND REPRESENTATIVES

- 6.1 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 VII

### CONTRACTS

- 7.1 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 VIII

### INVESTMENTS

- 8.1 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.
- 8.2 The Board's Investment Policy Statement shall serve as the primary guiding policy for all matters related to institutional investments.

## ARTICLE IX

### AMENDMENTS

- 9.1 These By-Laws may be amended, repealed or otherwise changed, or new By-Laws may be adopted 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.