

Proposed Amendment Regarding Elections to Be Considered at the January 27, 2021 Members Meeting

Introduction

League Member George Nader proposed a By-Law provision requiring the League to hold a Meet the Candidates Meeting. The Constitutional Reform Commnittes reviewed the proposed amendment and then worked with Mr. Nadir to agree on an a broader set of changes that provide for a “meet the candidates forum” and clarify the election process. The amendments are set forth below. In broad strokes, the recommended amendments are:

- By-Law XI Meetings: Remove election process clause from By-Law XI, which is about meetings, and move that clause to By-Law XII, which is about Elections,
- Amendment 28: Remove Amendment 28, which amends By-Law XII Elections, and move those provisions directly into By-Law XII so they can be read as one,
- By-Law XII:
 - Add to By-Law XII a “meet the candidates forum,” and
 - Revise By-Law XII regarding how it’s organized so that it is intuitive in terms of likely chronology.

The net effect of these changes is that all the election provisions will be in By-Law XII Elections and should be readily understandable.

Set out below are the new proposed By-Law XII Elections and a markup of By-Law XI, XII and Amendment 28 to show the overall changes recommended.

Draft of Amended By-Law XII

BY-LAW XII

ANNUAL ELECTION

At the October business meeting of the Members of the League, all nominations of the three elective officers and the three elective members of the Board of Control shall be made. Nominations shall be closed at the termination of this meeting and no further nominations made. Only Members in good standing may be nominated for election to, and serve on, the Board of Control.

At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and sent to all of the Members a ballot listing all of the candidates for election, identifying any candidates who are members of the retiring Board of Control, and including any statement of not more than 200 words in length which may have been submitted by the candidate for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

Following the close of nominations, but no less than two weeks prior to the Annual Meeting, the Board of Control shall provide no less than one meet-the-candidates forum for Members to hear from and speak to the candidates for the Board of Control, which forum may be in person and/or by electronic means at the discretion of the Board of Control.

The Board of Control is expressly prohibited from expending any League funds for the purpose of promoting the candidacy of any person except as expressly contemplated in the League's Constitution and By-laws.

At the Annual Meeting of the League, after the President's address and the report of the Treasurer, the President shall appoint three inspectors of Election from Members not on the Board of Control to witness the count of the votes. All votes shall be by ballot sent to the League or cast at the Annual Meeting. No votes shall be cast by proxy. If a Member votes more than once, e.g., by sending in a ballot and then casting a vote at the Annual Meeting, only the Member's last vote will be counted. Candidates shall be elected by plurality vote.

(As amended _____, 2021)

Markup of Draft Amendments

BY-LAW XI

MEETINGS

The Annual Meeting of the League shall be held on the evening of the first Wednesday in December.

There shall be three business meetings of the **Members of the** League each year, which shall convene on the evenings of **the first Wednesday in October and** the third Wednesday in January and April **and the first Wednesday in October**, unless otherwise ordered by the Board of Control.

~~All nominations of the three elective officers and the three elective members of the Board of Control shall be made at the October meeting. Nominations shall be closed at the termination of this meeting and no further nominations made.~~

The Board of Control may call Special Meetings of the Members of the League at any time.

A Special Meeting of the Members of the League may be called **by petition** at any time, provided that due notice of the meeting and the object for which it is called is posted on the Bulletin Board of the League two weeks prior to the date of the meeting and signed by 100 Active Members.

The Board of Control shall meet for the transaction of business at least once each month for 10 months out of the calendar year, which months shall be selected by the Board of Control.

Absence on the part of any member of the Board of Control from three consecutive meetings thereof, without satisfactory reasons being submitted to the Board of Control, shall be considered a resignation therefrom.

The President or any three Board of Control members may call a Special Meeting of the Board of Control at any time.

At the discretion of the Board of Control, meetings may be conducted so as to allow participation by videoconference or teleconference or similar electronic communications media; provided that persons participating electronically who have the right to propose, object to, and vote upon any specific actions to be taken at the meeting, are able to do so and are also able to hear the meeting and see any materials being shown at the meeting substantially concurrently with the other persons in the meeting. Participation by such electronic means will constitute presence in person at a meeting to the extent permitted by applicable law.

(As amended _____, 2021)

BY-LAW XII

ANNUAL ELECTION

[This section has been reorganized, the markup shows substantive changes but not organizational changes of paragraphs, sentences, or clauses. Sections in green are moved from other sections.]

At the October business meeting of the Members of the League, all nominations of the three elective officers and the three elective members of the Board of Control shall be made. Nominations shall be closed at the termination of this meeting and no further nominations made. **Only Members in good standing may be nominated for election to, and serve on, the Board of Control.**

At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and mailed sent to all of the Members a ballot listing all of the nominees to be elected candidates for election at the Meeting, identifying any nominees candidates who are members of the retiring Board of Control, and including any statement of not more than 200 words in length which may have been submitted by the nominee candidate for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

Following the close of nominations, but no less than two weeks prior to the Annual Meeting, the Board of Control shall provide no less than one meet-the-candidates forum for Members to hear from and speak to the candidates for the Board of Control, which forum may be in person and/or by electronic means at the discretion of the Board of Control.

The Board of Control is expressly prohibited from expending any League funds for the purpose of promoting the candidacy of any person except as expressly contemplated in the League's Constitution and By-laws.

At the Annual Meeting of the League, after the President's address and the report of the Treasurer, the President shall appoint three inspectors of Election from Members not on the Board of Control, **to receive and to witness the** count of the votes. All votes shall be by ballot **sent to the League** or cast **at the Annual Meeting** ~~in person or in absentia in accordance with the provisions set forth in this Article By Law XII.~~ No votes shall be cast by proxy. If a Member votes more than once, e.g., by sending in a ballot and then casting a vote at the Annual Meeting, only the Member's last vote will be counted. Candidates shall be elected by plurality vote.

All voting shall be done by ballot, a majority vote to elect; the Inspectors in every case to count the votes and announce the result without retiring.

If no candidate shall have received a majority, another vote shall be taken, and the balloting proceed until a result be reached.

(As amended _____, 2021)

AMENDMENT No. 28

RESOLVED, that Article XII of the By-laws of The Art Students League of New York be, and it hereby is, amended by deleting the last two paragraphs thereof and substituting the following in their place:

“All votes shall be by ballot cast in person or in absentia in accordance with the provisions set forth in this Article XII. No votes shall be cast by proxy. Candidates shall be elected by plurality vote.

Only Members in good standing may be nominated for election to, and serve on, the Board of Control. At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and mailed to all of the Members a ballot listing all of the nominees to be elected at the Meeting, identifying any nominees who are members of the retiring Board of Control, and including any statement of not more than 200 words in length which may have been submitted by the nominee for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

The Board of Control is expressly prohibited from expending any League funds for the purpose of promoting the candidacy of any person except as expressly contemplated in the League's Constitution and By-laws.”

(As amended August 12, 2020)

* * *