

Proposed Amendments of the By-Laws: Voting

A – Introduction

Set forth below is a draft proposed amendment to the League's By-Laws concerning voting. The proposed amendment is for a new By-Law to address voting both generally and to incorporate the provisions of Amendments 26, 29, and 31 which address certain voting matters and thereby move the content of those Amendments into a By-Law to make the By-Laws easier to navigate.

This memorandum reflects the work of the CRC. The amendment proposed is to the By-Laws as amended on October 27, 2021.

B – Draft Amendment

BY-LAW [__ to follow Quorum]

VOTING

At any meeting of the Members, each Member shall be entitled to one vote. The affirmative vote of a majority of the Members at any meeting of the Members that has a quorum at the time of the vote shall be the act of the membership, except as set forth in this By-Law, elsewhere in the League's Constitution or By-Laws, or as required by law.

No matter may be put to a vote of the Members at any meeting unless such matter has been submitted to the Board of Control and has been posted on the Bulletin Board not less than four weeks prior to the date of such meeting. The preceding sentence shall not apply to matters relating to the procedures to be followed at the meeting or any adjournment thereof.

A proxy to vote at a Member's Meeting must be submitted to the League for validation of the proxy-giver's signature at least seven days prior to the date of such Meeting. A proxy which has not been so submitted within such time or which has not been so validated shall not be voted.

(Adopted December 2, 2021)

BY-LAW [__]

THE BUILDING

The Board of Control shall take no action to sell, lease, mortgage, or dispose of the League's Building [located at 215 West 57th Street, New York, NY 10019](#) or any interest therein (including development or other rights associated with the ownership of the Building) unless and until:

- (a) the proposed action has been approved by two successive Boards of Control (that is, by the Board of Control as constituted at the time of the first such approval and by the Board of Control as reconstituted after the next annual election of the Board of Control); and
- (b) the Board of Control has thereafter submitted the proposed transaction to the Members, and a majority of Members entitled to vote (or such greater percentage of Members whose

affirmative vote may be required by law from time to time) have approved the proposed transaction.

(Formerly Amendment 31, Adopted April 25, 2001)

C – What is in the Current By-Laws

The following language is substantively unchanged, just moved to the new proposed By-Laws.

~~AMENDMENT No. 26~~ (Below text moved to the third paragraph of proposed Voting By-Law)

A proxy to vote at a Member's Meeting must be submitted to the League for validation of the proxy-giver's signature at least seven days prior to the date of such Meeting. A proxy which has not been so submitted within such time or which has not been so validated shall not be voted.

~~(Adopted October 20, 1965)~~

~~AMENDMENT No. 29~~ (Except as noted, below text moved to the second paragraph of proposed Voting By-Law)

~~RESOLVED, that Article XIII of the By laws be amended by adding the following paragraph to the end thereof:~~

~~“Notwithstanding anything to the contrary contained herein,~~ no matter may be put to a vote of the Members at any meeting unless such matter has been submitted to the Board of Control and has been posted on the Bulletin Board not less than four weeks prior to the date of such meeting. The preceding sentence shall not apply to matters relating to the procedures to be followed at the meeting or any adjournment thereof.”

~~(Adopted November 1, 2000).~~

~~AMENDMENT No. 31~~ (Below text moved to become the proposed Building By-Law)

The Board of Control shall take no action to sell, lease, mortgage, or dispose of the Building or any interest therein (including development or other rights associated with the ownership of the Building) unless and until:

- (a) the proposed action has been approved by two successive Boards of Control (that is, by the Board of Control as constituted at the time of the first such approval and by the Board of Control as reconstituted after the next annual election of the Board of Control); and
- (b) the Board of Control has thereafter submitted the proposed transaction to the Members, and a majority of Members entitled to vote (or such greater percentage of Members whose affirmative vote may be required by law from time to time) have approved the proposed transaction.

~~(Adopted April 25, 2001)~~

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