

RESOLUTION

Whereas, Article X Section Two of the NCBA By-Laws provides in pertinent part that an amendment to the By-Laws may be proposed by the Board of Directors, and

Whereas, the By-Laws of the NCBA at Article II Section Six provide that: “the Board of Directors shall meet at the Home of Association, or such other place within the State of New York as the Board may designate . . .”

Whereas, the attendance at meetings at the Home of the Association, or other physical place, may cause a hardship upon a Member of the Board of Directors and can delay the transaction of business of the Board, and

Whereas, the By-Laws Committee of the NCBA has reviewed the circumstances and has recommended to the Board of Directors that it would be in the best interest of the NCBA to amend Article II Section Six of the By-Laws to provide a mechanism for a meeting of the Board to held by means of electronic communications at times as the President or the Board of Directors would believe it would be provident to hold a meeting by such means.

Whereas, the By-Laws Committee of the NCBA has also reviewed as to whether it would be in the best interests of the NCBA for the Executive Committee to be able to conduct business by means of electronic communications and has recommended to the Board that By-Laws of the NCBA be amended to permit meetings by electronic communications by the Executive Committee.

Whereas, the Executive Committee has reviewed the recommendations of the By-Laws Committee and supports the By-Laws Committee recommendations.

IT IS HEREBY RESOLVED pursuant to NCBA By-Laws Article X Section Two the Board herein proposes that the By-Laws of the NCBA be amended as follows (changes from the existing By-Laws are in italics) :

SECTION SIX. Meetings.

A. *Regular meetings of the Board of Directors shall take place at the Home of the Association, or at such other place within the State of New York as the Board may designate, at least once each month except during the months of July and August. Unless prohibited by law, a Director may participate in a regular monthly meeting of the Board only while being physically present at the meeting. The above notwithstanding in the event of exigent circumstances as determined by the Executive Committee, unless prohibited by law, a Director may participate in a regular monthly meeting of the Board by electronic, telephonic or other means which affords any such Director, without limitation, the ability to participate and vote, and which affords all persons participating in the meeting to communicate with each other at the same time. For the purposes of this*

Section Six, the term "Director" shall mean any member of the Board of Directors, including officers and Past President Directors.

The schedule for regular meetings of the Board shall be established by the Board, subject to change by the Executive Committee where circumstances warrant.

B. *Special Meetings of the Board of Directors.* The President may at any time call a special meeting of the Board, and shall do so at the written request of five Directors, specifying the purpose of such call. Notice of any special meeting shall be given by mail at least three business days in advance of such meeting, or by telephone, facsimile or electronic mail notice during regular business hours to an address or telephone number designated by the respective Board member for that purpose, at least 24 hours in advance of such meeting. No business shall be transacted at any such special meeting unless specified in the written or oral notice of such meeting. *Unless otherwise directed by the President, or the Directors requesting a special meeting, or unless prohibited by law, a Director may participate in a special meeting of the Board by electronic, telephonic or other means which affords any such Director, without limitation, the ability to participate and vote, and which affords all persons participating in the meeting to communicate with each other at the same time.*

C. No Director shall be entitled to vote at any meeting of the Board of Directors unless the said Director has attended at least five of the ten immediately preceding regular meetings of the Board of Directors. This paragraph shall not apply in the first year of any Director's term of office.

SECTION SEVEN. Executive Committee. The Executive Committee shall consist of the elected Officers and the Immediate Past President. It shall meet upon the call of the President. A full report of any action taken by the Executive Committee shall be made at the next meeting of the Board of Directors held after any meeting of the Executive Committee.

A. The Executive Committee shall have all the powers of the Board of Directors in the management of the business affairs of the Association, except that it shall have no power to approve the expenditure of funds beyond those provided for in the budget of the Association, or to establish policy, or to act contrary to policy established by the Board of Directors.

B. The Executive Committee may make recommendations to the Board of Directors with respect to any matter to be considered or acted upon by the Board.

C. Regular monthly meetings of the Executive Committee shall take place at the Home of the Association, or at such other place within the State of New York as the President may designate and shall be held without need of a specific notice provided that the members of the Executive Committee receive a schedule of such regular monthly meetings from the President or Executive Director at least fifteen (15) business days in advance of a regular monthly meetings. The schedule of regular monthly meetings may be amended by the President from time to time, provided the amended schedule is provided to all members of the Executive Committee at least fifteen (15) days before the next such date being so amended. A member of the Executive Committee may participate in the meeting of the Executive Committee by electronic communications by means of a conference telephone or similar communications equipment or by electronic video screen communication unless the President directs that physical attendance at a meeting of the Executive Committee is required.

D. ~~€~~ Special Meetings of the Executive Committee may be convened by the President upon at least three business days' notice by mail, or by telephone, facsimile or electronic mail notice during regular business hours to an address or telephone number designated by the respective Executive Committee member for that purpose, at least 24 hours in advance of such meeting. A member of the Executive Committee may participate in the meeting of the Executive Committee by electronic communications by means of a conference telephone or similar communications equipment or by electronic video screen communication unless the President directs that physical attendance at a meeting of the Executive Committee is required.

E~~Đ~~. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

IT IS HEREBY ALSO RESOLVED that the above proposed amendments of the By-Laws of the NCBA be presented for vote to the Members of the Association at the next annual meeting of the Association and that the Secretary of the Association provide notice to the Association Membership.