

Proposition NFPLC (Not For Profit Law Compliance) 2017

Rationale: The delegates to the 2016 Annual Meeting approved Proposition NFPLC 2016.

However, due to a technicality recognized after the fact, the presiding officer ruled, in effect, that no actions on bylaws taken at that meeting had validity. Proposition NFPLC 2016 is necessarily being presented again as Proposition NFPLC 2017.

The Executive Board directed the Bylaws Committee to prepare propositions to change the Bylaws to allow voting-enabled substitutes for all members of the Executive Board. Legal advice has revealed to us that the NYSRTA Bylaws are not presently in compliance with Not For Profit Law in that we do not have the required functioning Board of Directors. Proposition NFPLC 2016 will accomplish the mission while rectifying the legal compliance issue with NFPL.

Mechanism: There is a main amendment and three consequential amendments. The consequential motion will be considered only if the main motion is adopted.

Main Amendment

Presently

**Article VI
Executive Board**

In Bylaws booklet pp 8-10

Main motion

Amend Article VI, Section 2 by replacing the words “Executive Board” with “Board of Directors” in the title and every other instance where “Executive Board” appears in Article VI and any other instance within the bylaws of the New York State Retired Teachers’ Association where the term “Executive Board” appears shall be changed to “Board of Directors.”

New.

(line 218 of the 2016 Bylaws)

**Article VI
Board of Directors**

(line 220) “The Board of Directors
(line 223) “The Board of Directors...”
(line 231) “...by the Board of Directors...”
(line 235) “The Board of Directors...”
(line 248) “...by the Board of Directors...”
(line 276,77) “...of the Board of Directors...”
(line 278) “...of the Board of Directors...”
(line 281) “...of the Board of Directors...”
(line 285) “...of the Board of Directors...”
(line 287,88) “...in the Board of Directors...”
(line 298) “Board of Directors...”

Consequential motion BOD (Board of Directors) 2016

Amend the 2016 NYSRTA Bylaws by replacing the words “Executive Board” with the words “Board of Directors,” or, where appropriate, “Board of Directors,” by making the changes

38 indicated in the following table.

39 **Consequential motions BD [1-63]**

prop	line #	change
BD 1	67	Executive Board to Board of Directors
BD 2	90	Executive Board to Board of Directors
BD 3	92	Executive Board to Board of Directors
BD 4	123	Executive Board to Board of Directors
BD 5	128	Executive Board to Board of Directors
BD 6	129	Executive Board to Board of Directors
BD 7	137	Executive Board to Board of Directors
BD 8	146	Executive Board to Board of Directors
BD 9	157	Executive Board to Board of Directors
BD 10	176	Executive Board to Board of Directors
BD 11	178	Executive Board to Board of Directors
BD 12	179,80	Executive Board to Board of Directors
BD 13	181,82	Executive Board to Board of Directors
BD 14	184	Executive Board to Board of Directors
BD 15	188	Executive Board to Board of Directors
BD 16	191	Executive Board to Board of Directors
BD 17	197	Executive Board to Board of Directors
BD 18	320	Executive Board to Board of Directors
BD 19	335	Executive Board to Board of Directors
BD 20	373	Executive Board to Board of Directors
BD 21	377	Executive Board to Board of Directors
BD 22	411	Executive Board to Board of Directors
BD 23	413	Executive Board to Board of Directors
BD 24	417	Executive Board to Board of Directors
BD 25	428	Executive Board to Board of Directors
BD 26	443	Executive Board to Board of Directors
BD 27	460	Executive Board to Board of Directors
BD 28	463	Executive Board to Board of Directors
BD 29	479	Executive Board to Board of Directors
BD 30	484	Executive Board to Board of Directors
BD 31	496	Executive Board to Board of Directors
BD 32	519	Executive Board to Board of Directors
BD 33	522, 23	Executive Board to Board of Directors
BD 34	535	Executive Board to Board of Directors
BD 35	554	Executive Board to Board of Directors

BD 36	567	Executive Board to Board of Directors
BD 37	615	Executive Board to Board of Directors
BD 38	619	Executive Board to Board of Directors
BD 39	626	Executive Board to Board of Directors
BD 40	629	Executive Board to Board of Directors
BD 41	689	Executive Board to Board of Directors'
BD 42	691	Executive Board to Board of Directors
BD 43	708	Executive Board to Board of Directors
BD 44	710	Executive Board to Board of Directors
BD 45	713	Executive Board to Board of Directors
BD 46	717	Executive Board to Board of Directors'
BD 47	723	Executive Board to Board of Directors
BD 48	730,31	Executive Board to Board of Directors
BD 49	734	Executive Board to Board of Directors
BD 50	758	Executive Board to Board of Directors
BD 51	763	Executive Board to Board of Directors
BD 52	776	Executive Board to Board of Directors
BD 53	785	Executive Board to Board of Directors
BD 54	799	Executive Board to Board of Directors
BD 55	803	Executive Board to Board of Directors
BD 56	815	Executive Board to Board of Directors
BD 57	831	Executive Board to Board of Directors
BD 58	840	Executive Board to Board of Directors
BD 59	842,43	Executive Board to Board of Directors
BD 61	847	Executive Board to Board of Directors
BD 62	872	Executive Board to Board of Directors
BD 63	897	Executive Board to Board of Directors

40 **Consequential motion OAD (Officers Are Directors) 2017**

41 **Article V**
42 **Officers**

In Bylaws booklet pp 4-7

43 **Amend Article V** by adding a new Section 2: **"The elected officers of the Association shall,**
44 **by virtue of their office, be Directors of the Corporation."** The remaining sections shall be
45 renumbered accordingly.

46 **Consequential Amendment P to A (Proxy to Alternate) 2017**

Presently

Article VI Executive Board

In Bylaws booklet pp 8-10

Section 7 Proxy and/or designee

(a) Should any zone President hold an elected office of the Association or be unable to attend any meeting of the Executive Board, such zone President is authorized to designate an elected officer or Past President of the zone to act as his/her proxy to represent the zone. If no elected officer or past president of the zone is available, a member of the zone's governing body may serve as proxy.

(b) The Treasurer may designate the Assistant Treasurer to act as his/her proxy.

(c)) The Treasurer or zone President making such an appointment shall provide his/her proxy with a written letter of appointment to be presented to the President at the time of the meeting.

(d) Such duly appointed Alternate shall have full voting rights and other privileges of the appointing member for that particular meeting.

(e) The Editor of *YORK STATE* may designate the Associate Editor to attend the meeting as his/her representative.

Consequential Motion P to A

Amend Article VI, Section 7 by rewriting the section as shown:

Section 7 Alternate and/or designee

(a) Alternate Directors (hereafter referred to as "Alternates,") are authorized, but not required, by this bylaw. The President and the Treasurer have bylaw-designated substitutes; the Past President, the Vice Presidents, and the Secretary do not. Those members of the Board of Directors may choose to appoint an Alternate if they are unable to carry out their responsibilities. If so, an appointment of an Alternate may be made from experienced state association leaders.

(b) Should any zone President hold an elected office of the Association or be unable to attend any meeting of the Executive Board, such zone President is authorized to designate an elected officer or Past President of the zone to act as his/her Alternate to represent the zone. If no elected officer or past president of the zone is available, a member of the zone's governing body may serve as an Alternate.

(c) The Treasurer may designate the Assistant Treasurer to act as his/her Alternate.

(d) An officer or zone President making such an appointment shall notify the President in writing that an Alternate has been appointed and will be replacing the officer or zone President at a specific meeting. This notification may be handled electronically.

(e) Such duly appointed Alternate shall have full voting rights and other privileges of the appointing member for that particular meeting.

(f) The Editor of *YORK STATE* may designate the Associate Editor to attend the meeting as his/her representative; if not, an appointment of an Alternate may be made from experienced state association leaders.