



Advance voting is now closed. To vote, please attend the 2012 Membership Meeting on January 10, 2012 at the New York Hilton.

ARTICLE III. THE BOARD OF DIRECTORS

Section 1. Number.

Current language:

The business and affairs of the corporation shall be managed by a Board of Directors. The number of Directors shall be established by the Board of Directors with a minimum of 17 Directors and a maximum of 23 Directors. In addition to the foregoing, the Immediate Past Chair shall serve as an *ex officio* member of the Board for a one-year term.

Proposed language:

The business and affairs of the corporation shall be managed by a Board of Directors. The number of Directors shall be established by the Board of Directors with a minimum of 17 Directors and a maximum of 23 voting Directors. The President/CEO shall serve as an *ex officio nonvoting member of the board*. In addition to the foregoing, the Immediate Past Chair shall serve as an *ex officio* member of the Board for a one-year term.

Section 3. Terms of Directors.

Current language:

The Board of Directors shall be elected at the annual meeting of the membership for terms of three years expiring seven calendar days after the election and qualification of their successors. Each Director is eligible to serve a maximum of two consecutive three-year terms on the Board of Directors. However, should the board member be elected as an officer, he/she shall be eligible to serve one additional three-year term. In no case shall members of the Board of Directors serve more than nine years.

Proposed language:

The Board of Directors shall be elected at the annual meeting of the membership for terms of three years expiring seven calendar days after the election and qualification of their successors. Each Director is eligible to serve a maximum of two consecutive three-year terms on the Board of Directors. However, should the board member be elected as an officer, he/she shall be eligible to serve one additional three-year term. In no case shall members of the Board of Directors serve more than nine years as voting members.



Section 6. Executive Committee.

Current language:

The Executive Committee of the Board of Directors shall consist of the Chair, the two Vice Chairs, Treasurer and such other persons, who are members of the Board of Directors, as may be designated, from time to time, by the Board of Directors. The Executive Committee shall have and may exercise, while the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action in respect to the election of officers (other than the Chair, see Article IV, Section 3) or the filling of vacancies in the Board of Directors.

Proposed language:

The Executive Committee of the Board of Directors shall consist of the Chair, the two Vice Chairs, Treasurer, **Secretary, or at the Board's discretion, a Secretary-Treasurer** and such other persons, who are members of the Board of Directors, as may be designated, from time to time, by the Board of Directors. The Executive Committee shall have and may exercise, while the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action in respect to the election of officers (other than the Chair, see Article IV, Section 3) or the filling of vacancies in the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Principal Officers.

Current language:

The Principal Officers of the corporation shall consist of a Chair, two Vice Chairs, a President and Chief Executive Officer, a Treasurer and a Secretary.

Proposed language:

The Principal Officers of the corporation shall consist of a Chair, two Vice Chairs, a President and Chief Executive Officer, a Treasurer and a **Secretary or, at the Board's discretion, the position of Secretary-Treasurer.**



Section 2. Qualification, Election, Term.

Current language:

The Chair, two Vice Chairs and Treasurer shall be members of the Board of Directors and shall be elected by the Board to serve three-year terms expiring seven calendar days after the election and qualification of their successors. Officers may not serve more than one consecutive term in any one office.

Proposed language:

The Chair, two Vice Chairs, Treasurer **and Secretary, or Secretary-Treasurer**, shall be members of the Board of Directors and shall be elected by the Board to serve three-year terms expiring seven calendar days after the election and qualification of their successors. Officers may not serve more than one consecutive term in any one office.

Section 3. Vacancies.

Current language:

In the case of the death or resignation of the Chair, or of the case of his/her absence or inability to act, the Executive Committee shall designate an officer to perform the duties of the Chair until such time as a new Chair is elected and qualified by the Board of Directors. Otherwise, whenever any vacancy shall occur in any office by death, resignation, or otherwise, the same shall be filled by the Board of Directors.

Proposed language:

In the case of the death or resignation of the Chair, or of the case of his/her absence or inability to act, the Executive Committee shall designate an officer to perform the duties of the Chair until such time as a new Chair is elected and qualified by the Board of Directors. Otherwise, whenever any vacancy shall occur in any **other** office by death, resignation, or otherwise, the same shall be filled by the Board of Directors

Section 5. President and Chief Executive Officer; Secretary.

Current language:

The Board of Directors shall appoint and have the authority to dismiss the President and Chief Executive Officer. The President and Chief Executive Officer may serve as Secretary and may also serve as an *ex-officio(voting)* member on the Board of Directors and on all committees. S/He shall conduct and supervise the affairs of the Association as directed by the Board of Directors. S/He shall keep the roster of members of the Association and the Board of Directors, give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform other duties as are usual for such official or as may be duly assigned to him/her. The President and Chief Executive Officer shall be paid such compensation as shall be



Association of Performing Arts Presenters

determined by the Board of Directors and is not subject to the term restrictions set forth in Article III, Section 3 and Article IV, Section 2.

Proposed language:

The Board of Directors shall appoint and have the authority to dismiss the President and Chief Executive Officer. The President and Chief Executive Officer shall serve as an ex officio nonvoting member of the board. H/She shall be paid such compensation as shall be determined by the Board of Directors and is not subject to the term restrictions set forth in Article III, Section 3 and Article IV, Section 2.

Section 6. Additional Officers.

Current language:

The Board of Directors shall appoint such assistant or additional officers, as it deems necessary or prudent.

Section 6 Secretary

Proposed language:

The Secretary shall serve as the official responsible for keeping and, as necessary, recording all official papers and documents of the Board. S/He shall keep the roster of members of the Association and the Board of Directors, give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform other duties as are usual for such official or as may be duly assigned to him/her. If the Board determines that the positions of Secretary and Treasurer shall be combined into a single officer position, then the duties herein described shall be performed by that person in addition to their duties as Treasurer.