

Notice to Members
&
Board of Directors
The American Driving Society, Inc.
Proposed Bylaw Changes

The American Driving Society, Inc. is incorporated in the State of New York as a Not for Profit Corporation and also holds Federal Tax 501 (c) 3 status allowing donations to ADS to be tax deductible according to law.

As a New York Not for Profit Corporation we are required to follow New York's applicable laws. New York has made revisions that make it necessary for us to amend our Bylaws in order to comply.

The major changes affect committees. There are now two categories: Committees of the Board and Committees of the Corporation. Committees of the Board have the authority to bind (act on behalf of) the Board. The new law mandates that the Executive Committee and the Finance and Audit Committee be Committees of the Board. Committees other than these two may be added to Committees of the Board by the Board of Directors. Counsel recommends keeping the number of these committees low.

The other category is Committee of the Corporation. These committees have no authority to bind (act on behalf of) the Board and are advisory only. All other committees Standing or Special (ad hoc) would fall into this category.

Discussions will be held at the Annual Meeting to determine how best to "arrange" these committees to best serve our members. All members present at the meeting are welcome to attend any of the discussion groups.

The Governance and Bylaws Committee has been working on these changes for some time. Following is a Summary of proposed changes we recommend be considered. The current script is given followed by the recommended script followed by the reason it's being recommended.

Our Bylaws have been rewritten to comply with the New York Law. They were adopted by the Board of Directors and are posted on the ADS website under "About Us" - "Corporate Documents" - "Corporate Bylaws". The changes recommended here are not affected by law.

If you cannot be at the Annual Meeting please send any comments you may have. ADS is YOUR organization and we appreciate your input.

Governance & Bylaws Committee
September 26, 2017