

RESOLUTION OF THE BOARD OF DIRECTORS OF THE NEW YORK STATE
SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

WHEREAS, the Governance Committee of NYSSCPA was established as a Committee of the NYSSCPA Board;

WHEREAS, as a Committee of the NYSSCPA Board, pursuant to the New York Not-for-Profit Law Section 712, all members of such Committee must be members of the Board of Directors of NYSSCPA;

WHEREAS, the current NYSSCPA Board of Directors Standing Rules, Section SR-6, requires one member of the Governance Committee to be a trustee of the Foundation for Accounting Education, Inc. (“FAE”); and

WHEREAS, in order for NYSSCPA to be in compliance with the New York State Not-for-Profit Law, the NYSSCPA Board desires to amend the Board of Directors Standing Rules, to remove the requirement that a trustee of FAE be a member of the Governance Committee; now, therefore be it

RESOLVED, that the Board of Directors Standing Rules, Section SR-6, which presently reads as follows:

“SR-6. Board Governance Subcommittee — On or before the first regular board meeting each year, the President shall appoint a board subcommittee, the purpose of which shall be to advise the Board on matters of Society and Board governance. The governance subcommittee shall comprise five individuals, four from the board of directors, two of which shall be Executive Committee members, and a member of the FAE trustees, who shall serve ex officio with right to vote on subcommittee matters.”

be amended to read,

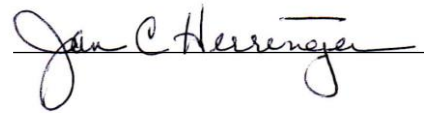
“SR-6. Board Governance Subcommittee — On or before the first regular board meeting each year, the President shall appoint a board subcommittee, the purpose of which shall be to advise the Board on matters of Society and Board governance. The governance subcommittee shall comprise five board members, two of which shall be Executive Committee members.”

and it is further

RESOLVED, that the officers of NYSSCPA are hereby authorized, empowered and directed, in the name and on behalf of NYSSCPA, to take such additional actions and to execute and deliver such documents, certificates, and instruments as may be deemed necessary or appropriate to implement the provisions of the foregoing resolutions; and it is further

RESOLVED, that this Resolution shall be effective on May 10, 2019.

Respectfully submitted,

A handwritten signature in cursive script, reading "Jan C. Herringer", written over a horizontal line.