

Catskill Center Amendment and Restatement of Certificate of Incorporation

Below are some answers to questions members may have regarding the changes being made to the Catskill Center's certificate of incorporation.

- What's being changed?
 - The Catskill Center's Certificate of Incorporation is being amended and restated to provide that the Catskill Center will cease to have members under the Not-for-Profit Corporation Law of the State of New York.
- Why are these changes being made?
 - The Catskill Center is still governed by its original Certificate of Incorporation from 1969, which envisioned a much smaller organization with members playing an active role in the day-to-day governance of the organization. As the Catskill Center has grown over the last fifty years, this original governance model has become outdated. Today, we believe a board-managed organization is more effective and efficient to accomplish the Catskill Center's mission. We also believe that a board-managed governance structure is similar to our peer organizations and reflects best practices for a not-for-profit. Our members will still play an important role in our organization and mission, and their support remains critical to the Catskill Center's future. Going forward, our members will continue to enjoy many of the same benefits that they currently enjoy, including our *Catskills Magazine*, our educational program series, a discount on purchases at various locations, invitations to special events and access to our archives.
- Why am I being asked to vote?
 - Under the Not-for-Profit Corporation Law of the State of New York, the Catskill Center is currently recognized as a member-based corporation, which requires a member vote in order to make certain changes to our Certificate of Incorporation.
- Are there any other changes being made to the Certificate of Incorporation?
 - The proposed Restated Certificate of Incorporation also contains updates to reflect changes in the law since 1969 and current best practices for non-profit governance.