

MEMORANDUM

Date: October 27, 2020

To: Robin Lechter Frank, President of the Board of Control

Members of the Board of Control of The Art Students League of New York

From: Josh Nathan

*CC: Charlotte Bialek, VP of the Board of Control, Constitution Reform Committee Chair
Members of the Constitution Reform Committee*

Re: Amending the Constitution and By-Laws to use gender neutral terms and to correct inconsistent use of certain defined terms.

Introduction:

The Constitution Reform Committee recommends amending the League Constitution and By-Laws to use gender neutral terms and to clarify inconsistent use of certain defined terms. The objectives of the attached proposed amendments set forth below are to:

- 1) Use gender neutral terms throughout the Constitution and By-Laws, which is in keeping with current culture and the League's values;
- 2) Correct inconsistent uses of defined terms and capitalizations, for example the League is referred to in some provisions as the "Society" and in others as the "League," which can lead to unnecessary confusion and create difficulty in making future substantive amendments; and
- 3) Make no substantive changes to the meaning or intent of any provisions of the Constitution or By-Laws.

Proposed Amendments

Attached is a markup of the Constitution and By-Laws showing all of the recommended edits. The edits fall primarily into the following five categories:

- Replacing "Society" and "Corporation" with "organization" or, mostly, with "League" and clarifying that the name of the organization is "The Art Students League of New York," no apostrophe and including "The;"

- Replacing “he/him/his,” “she/her/hers,” and “Chairman” with gender neutral references, e.g., “Chairperson” and “their” or “person” or a defined term where “their” might erroneously indicate a plural where a singular reference is intended or employing such other wordsmithing as may be necessary to achieve gender neutrality without changing substantive meaning;
- Consistently referring to the BOC as the “Board of Control,” i.e., adding “of Control” to where just “Board” is used;
- Consistently referring to the bulletin board as the “Bulletin Board,” i.e., adding “Board” to where just “bulletin” or “Bulletin” are used;
- Consistently capitalizing “Member,” including all classifications of Member, when it refers to a Member of the League as opposed to a member of the BOC or of a committee or otherwise;
- Removing hyphens from broken words that appear to be left over from an old typed format of the Constitution and By-Laws (e.g., “cur-rent”); and
- Consistently writing the words artist, art student, and student in lowercase as such are not defined terms.

Please note: This markup does not address every defined term issue.

Additionally, please note: This markup does not assume any other amendments to the Constitution and By-Laws and therefore includes edits to sections that the CRC is separately recommending be amended substantively. Such other recommended amendments are gender neutral and consistent with the defined terms used in the attached markup.

(Markup Attached)

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THE ART STUDENTS LEAGUE OF NEW YORK



CONSTITUTION AND BY-LAWS

(Adopted March 26, 1878)

2020 Edition

Founded June 2, 1875

Incorporated February 8, 1878

CONSTITUTION

ARTICLE I

NAME

This ~~Society organization~~ shall be called The Art Students' League of New York (~~the "League"~~).

ARTICLE II

OBJECTS

The objects of ~~this Society~~ the League are:

- First* — The establishment and maintenance of an Academic School of Art, which shall give a thorough course of instruction in drawing, painting and sculpture.
- Second* — The cultivation of a spirit of fraternity among ~~Art Students~~ art students.

ARTICLE III

MEMBERS

~~This Society~~ The League shall be composed of ~~Artists and Students~~ artists and students who intend to make Art a profession.

Members may be elected at the regular business meetings, on the recommendation of the Board of Control, by a three-fourths vote; and must qualify by signing the Constitution and paying the annual dues within thirty days.

Honorary ~~members~~ Members may be elected as provided in the By-Laws.

ARTICLE IV

OFFICERS

The officers of the League shall be a President, two Vice-Presidents, a Treasurer, a Corresponding Secretary, and a Recording Secretary; who, with such others are hereinafter provided for, shall constitute the Board of Control.

ARTICLE V

GOVERNMENT

The League shall be governed by a Board of Control, which shall have the entire direction and management of all the concerns of the ~~Society League~~ during its term of office, and shall be responsible to the League for the maintenance of its schools and for the advancement of the objects of the ~~Society League~~. It shall be composed of twelve officers, one-third of whom shall be students actually at work in the school. It shall hold office for one year, or until the organization of the new Board ~~of Control~~ is completed, and shall be elected in the following manner: At the Annual Meeting, the League shall elect a President, a Vice-President who shall be nominated by the men, a Vice-President who shall be nominated by the women, and three others. Of the six chosen at least three, not including the President, shall be selected from the retiring Board of Control.

The six members so elected shall organize within ten days, and proceed to elect six others, and shall appoint a Treasurer, a Corresponding Secretary and a Recording Secretary.

The Board of Control shall have power to fill all vacancies that may occur in its number and to remove any member except those elected by the League.

Members of the Board of Control shall not receive any remuneration from the Society League for their services, nor shall they be eligible for any salaried office in the League.

ARTICLE VI

DUES

All dues shall be fixed and established by the Board of Control.

ARTICLE VII

MEETINGS

There shall be an Annual Meeting of the League held in the month of December, for the election of Officers for the ensuing year; and such other meetings as may be provided for in the By-Laws. One hundred of the active members Active Members shall constitute a quorum at the Annual Meeting and at all Special Meetings of the League. (As Amended December 4, 1963)

ARTICLE VIII

SCHOOLS

The Board of Control shall maintain schools or classes for study from the Nude and from the Antique. It may establish or discontinue, at its discretion, classes for study from the Head, in Composition, Perspective, Anatomy, or any other branch that may be included in a regular academic course of art study.

ARTICLE IX

EXPULSION

The Board of Control shall have the power to suspend or expel a member Member of the League, as provided in the By-Laws, and all interest in the property of the Society League of persons resigning, or otherwise ceasing to be members Members, shall vest in the League.

ARTICLE X

AMENDMENTS

This Constitution shall not be altered or amended, except at the Annual Meeting. All proposed amendments must be submitted to the Board of Control and be posted on the bulletin Bulletin Board of the League one month prior to being acted upon; and no amendment shall be adopted unless by vote of three-fourths of the members Members personally present forming a quorum.

BY-LAWS

BY-LAW I

MEMBERS

Members shall be elected as follows: The candidate's name and address, with the name of the ~~member~~ Member ~~pro-posing~~ proposing him or her such candidate and of two ~~members~~ Members who endorse him or her such candidate, shall be placed in a book kept for that purpose, accessible to all ~~members~~ Members, and there remain for one month. The Board of Control shall make diligent inquiry concerning the candidates proposed, and, if deemed eligible, their names shall be submitted to the next Business Meeting of the League. Candidates receiving three-fourths of the votes cast shall be declared elected and shall be duly notified by the Corresponding Secretary, who shall at the same time transmit to them a copy of the Constitution and By-Laws.

All, except ~~honorary members~~ Honorary Members, must qualify, by payment of dues and signing the Constitution within thirty days after their election.

No persons shall be admitted to membership, except as ~~honorary members~~ Honorary Members, unless they shall have worked at least three months in the League in one of the regular classes or one school year in a class once a week.

Students who have worked for at least three months in any other than a Life Class of the League may, upon unanimous vote of the Board ~~of Control~~, be considered as candidates for membership.

Members of good standing for ten years may become ~~life members~~ Life Members, with exemption from annual dues, and with the same rights and privileges as ~~active members~~ Active Members.

Honorary Members, with the same rights and privileges as other ~~members~~ Members, may be elected at the Annual Meeting, on unanimous recommendation of the Board of Control, by a four-fifths vote, but the names of all candidates for honorary membership must be posted on the ~~bulletin~~ Bulletin Board twenty days before being voted upon.

BY-LAW II

OFFICERS

The officers of the League shall be a President, two Vice-Presidents, a Treasurer, and eight others, all of whom shall be members of the Board of Control.

BY-LAW III

PRESIDENT

It shall be the duty of the President to preside at all meetings of the League and of the Board of Control, to sign all warrants upon the Treasurer, to appoint all committees not otherwise provided for, to call special meetings of the Board ~~of Control~~ and to exercise a general executive superintendence over the interests of the League. ~~He~~ The President shall be ex-officio a member of all committees. ~~He~~ The President shall present at the Annual Meeting an address, giving a general statement of the condition of the League, and propose such measures as in ~~his~~ the President's opinion are requisite for ~~it's~~ the League's welfare and prosperity.

BY-LAW IV
VICE-PRESIDENT

In the absence of the President, either Vice-President may take ~~his the President's~~ place and discharge ~~his the President's~~ duties; but in case of the death, resignation, or disability of the President or either of the Vice-Presidents, a general meeting of the League shall be called within thirty days thereafter, if between October and June, for the purpose of electing a successor. Both Vice-Presidents shall be ex-officio members of all committees.

BY-LAW V
TREASURER

It shall be the duty of the Treasurer to receive all moneys, and to pay out the same on warrants signed by the President, such warrants being ~~his the Treasurer's~~ vouchers in accounting for the funds of the League; but ~~he the Treasurer~~ shall not pay out on any single warrant over fifty dollars without the special authority of the Board of Control. ~~He The Treasurer~~ shall have charge of all the funds and securities of the ~~Society League~~, and deposit the same in such institution as the Board of Control shall from time to time direct. ~~He The Treasurer~~ shall keep an accurate account of all receipts and expenditures, and shall, at each regular meeting of the Board of Control, present a statement of the same, and shall prepare a detailed report of the receipts and expenditures of the past year, to be submitted at the Annual Meeting. ~~He The Treasurer~~ shall attend to the collection of all dues, and shall make such payments as shall be ordered by the Board of Control. ~~He The Treasurer~~ shall give bonds, with one surety, for the faithful performance of ~~his the Treasurer's~~ duties, in such amount as the Board of Control may require. ~~His The Treasurer's~~ books shall at all times be open to the inspection of the President and the Board of Control.

BY-LAW VI
CORRESPONDING SECRETARY

The Corresponding Secretary shall receive and answer all communications addressed to the League, send notices of its business and special meetings, conduct all its correspondence, and perform such other duties as appertain to ~~his the~~ office; and shall, in the absence of the Recording Secretary, discharge the duties of that officer.

BY-LAW VII
RECORDING SECRETARY

The Recording Secretary shall keep a faithful record of the proceedings of all meetings of the League, and of the Board of Control; ~~he~~ shall keep a roll of the ~~members Members~~, the common seal, and preserve all records, documents, reports, minutes, and archives of the League; and in the absence of the Corresponding Secretary ~~he~~ shall discharge the duties of that officer.

BY-LAW VIII
FEES AND DUES

The Board of Control shall establish an annual fee for membership, and such dues in the several classes as it deems requisite.

The names of ~~members Members~~ who do not pay the annual membership fees or class dues within three months from the time the same are due, shall after due notice be placed on a retired list, and such ~~members Members~~ shall not be entitled to any privileges of membership

until the said fees or class dues be paid; but the names may be replaced on the list of ~~active members~~ **Active Members** at any time within one year, upon payment of the fees or dues. All ~~members~~ **Members** whose names shall have been on the retired list for one year, shall be dropped from the **Society League**. But no ~~one Member~~ shall be relieved from the responsibility of membership until ~~his such Member's~~ resignation shall have been formally presented at a regular meeting of the **Society League**, or until ~~his such Member's~~ name shall have been dropped.

The membership fee of ~~members~~ **Members** who leave the United States for the purpose of study shall be remitted during such absence, and they shall be considered as non-resident ~~members~~ **Members**.

Members whose class dues are thirty days in arrears may be required to give the Treasurer security for their payment.

The Board of Control may, at its discretion, relieve any student from the payment of class dues for a limited time.

BY-LAW IX GRIEVANCES

The Board of Control shall investigate and redress all grievances of ~~members~~ **Members** which shall be submitted to it in writing.

BY-LAW X DISCIPLINE

The Board of Control shall have power to suspend or expel a ~~member~~ **Member** of the League by a unanimous vote, if, after a thorough investigation, and the ~~member~~ **Member** shall have been given ample opportunity to be heard in ~~his such Member's~~ own defense, they shall find ~~him such Member~~ guilty of conduct unbecoming a ~~member~~ **Member** of the **Society League**; and any one so expelled shall be forever disqualified for membership.

BY-LAW XI MEETINGS

The Annual Meeting of the League shall be held on the evening of the first Wednesday in December at eight o'clock.

There shall be three business meetings of the League each year, which shall convene on the evening of the first Wednesday in October and the third Wednesday in January and April, unless otherwise ordered by the Board of Control.

All nominations of the three elective officers and the three elective members of the Board of Control shall be made at the October meeting. Nominations shall be closed at the termination of this meeting and no further nominations made.

The Board of Control may call Special Meetings of the League at any time.

The Board of Control shall meet for the transaction of business at least once each month for 10 months out of the calendar year, which months shall be selected by the Board of Control.

Absence on the part of any member of the Board of Control from three consecutive meetings thereof, without satisfactory reasons being submitted to the Board **of Control**, shall be considered a resignation therefrom.

The President or any three officers may call a Special Meeting of the Board of Control at any time.

A Special Meeting of the ~~members~~ **Members** of the League may be called at any time, due notice of the meeting and the object for which it is called being posted on the Bulletin Board of the League two weeks prior to the date of the meeting and signed by 100 ~~active members~~ **Active Members**.

(As amended August 12, 2020)

BY-LAW XII

ANNUAL ELECTION

At the Annual Meeting of the League, after the President's address and the report of the Treasurer, the President shall appoint three inspectors of Election from ~~members~~ **Members** not on the Board of Control, to receive and count the votes.

All voting shall be done by ballot, a majority vote to elect; the Inspectors in every case to count the votes and announce the result without retiring.

If no candidate shall have received a majority, another vote shall be taken, and the balloting proceed until a result be reached.

BY-LAW XIII

ORDER OF BUSINESS

At the Annual Meeting of the League, the Order of Business shall be as follows:

- I. Calling of the Roll.
- II. Reading of the Minutes of the last Annual Meeting, and of the last Business meeting.
- III. Address of the President.
- IV. Reports of Treasurer and Auditors.
- V. Appointment of Inspectors of Election.
- VI. Election of Officers.
- VII. Election of Members.
- VIII. Miscellaneous Business.

At each Business Meeting:

- I. Reading of Minutes.
- II. Election of Members.
- III. Deferred Business.
- IV. New Business.

Board of Control Meeting:

- I. Reading of Minutes.

- II. Report of Treasurer.
- III. Consideration of Candidates for Membership.
- IV. Deferred Business.
- V. New Business.

The order of business may be changed by a three-fourths vote of the ~~members~~ Members present.

BY-LAW XIV

QUORUM

One hundred ~~active members~~ Active Members shall constitute a quorum at the stated meetings, except Board of Control and committee meetings.

A majority of the Board of Control shall constitute a quorum at all Board of Control meetings. The ~~Chairman~~ Chairperson and one ~~member~~ Member shall constitute a quorum of all committees.

(As Amended August 12, 2020)

BY-LAW XV

AMENDMENTS

These By-Laws may be amended at the Annual Meeting and at any regular Business Meeting of the League, by a three-fourths vote of the ~~members~~ Members present forming a quorum. But no amendment shall be acted upon unless it shall have been submitted to the Board of Control, and have been posted on the ~~bulletin~~ Bulletin Board two weeks previous to such meeting.

(As amended August 12, 2020)

BY-LAW XVI

ENTERTAINMENT

An Entertainment Committee shall be provided composed of the Committee on Entertainment from the Board of Control, one ~~member~~ Member and a ~~chairman~~ Chairperson elected by Fall Members' Meeting, for a term of one year, and such ~~members~~ Members and students as the Committee shall from time to time choose to serve temporarily; That this committee shall inaugurate a program of dances, tea dances, receptions, etc. It may suggest functions to the Exhibition Committee or other Committees or Board ~~of Control~~, or it may be requested by the Board ~~of Control~~ or other Committees to give functions in connection with exhibitions, meetings, etc.

BY-LAW XVII

REINSTATEMENT OF MEMBERS

Former ~~members~~ Members dropped for non-payment of dues may be reinstated as follows:

Such former ~~members~~ Members shall make application to the Board of Control in writing. They shall be duly notified by the Corresponding Secretary of the action taken by the Board of Control upon such application.

Former ~~members~~ Members whose applications are approved by the Board of Control shall qualify by paying dues for the ~~cur-rent~~ current year within thirty days and upon such payment shall have the rights and privileges equal only to those of newly elected and qualified ~~members~~ Members except that the preceding years of active membership shall be included in the ten-year period required for Life Membership.

AMENDMENTS

AMENDMENTS TO BY-LAWS SINCE MAY 1932

AMENDMENT No. 18

The Minutes, or a summary of the Minutes, of each meeting of the Board of Control shall be posted in the League for a period of at least one week following such meeting and that this record shall be called the League Board of Control report.

(Adopted November 16, 1932) No. 19 — (Repealed October 20, 1965)

AMENDMENT No. 20

Newly elected members Members shall not have the right to vote at the meeting at which they are elected to membership.

(Adopted November 16, 1932)

AMENDMENT No. 21

Instructors who have taught at the League for one summer or winter season may become members Members of the League, subject to the same conditions as student members Members, except that it shall not be necessary for instructors to have studied at the League.

(Adopted April 19, 1933)

AMENDMENT No. 22

No member of the retiring Board of Control whose expiring period of service on the Board of Control is three full consecutive years shall be eligible for re-election or to serve on the Board of Control during the following year, except in the capacity of President. After a lapse of one full year such person shall again be eligible to serve on the Board of Control.

(Adopted April 19, 1933)

AMENDMENT No. 23 — (Repealed November 16, 1960)

AMENDMENT No. 24 — (Repealed November 16, 1960)

AMENDMENT No. 25 — (Repealed November 16, 1960)

AMENDMENT No. 26

A proxy to vote at a Member's Meeting must be submitted to the League for validation of the proxy-giver's signature at least seven days prior to the date of such Meeting. A proxy which has not been so submitted within such time or which has not been so validated shall not be voted.

(Adopted October 20, 1965)

AMENDMENT No. 27

The League admits the students of any race to all the rights, privileges, programs and activities generally accorded or made available to students at the school and the League does not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

(Adopted April 21, 1976)

AMENDMENT No. 28

RESOLVED, that Article XII of the By-laws of The Art Students League of New York be, and it hereby is, amended by deleting the last two paragraphs thereof and substituting the following in their place:

"All votes shall be by ballot cast in person or in absentia in accordance with the provisions set forth in this Article XII. No votes shall be cast by proxy. Candidates shall be elected by plurality vote.

Only ~~Art Students League members~~ **Members** in good standing may be nominated for election to, and serve on, the Board of Control. At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and mailed to all of the Members a ballot listing all of the nominees to be elected at the Meeting, identifying any nominees who are members of the retiring Board of Control, and including any statement of not more than 200 words in length which may have been submitted by the nominee for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

The Board of Control is expressly prohibited from expending any League funds for the purpose of promoting the candidacy of any person except as expressly contemplated in the League's Constitution and By-laws."

(As amended August 12, 2020)

AMENDMENT No. 29

RESOLVED, that Article XIII of the By-laws be amended by adding the following paragraph to the end thereof:

"Notwithstanding anything to the contrary contained herein, no matter may be put to a vote of the ~~members~~ **Members** at any meeting unless such matter has been submitted to the Board ~~of Control~~ and has been posted on the ~~bulletin~~ **Bulletin Board** not less than four weeks prior to the date of such meeting. The preceding sentence shall not apply to matters relating to the procedures to be followed at the meeting or any adjournment thereof."

(Adopted November 1, 2000).

AMENDMENT No. 30

1. The ~~Corporation League~~ shall have two categories of Members:
 - (a) "Active Members," who shall have the right to vote on all matters for which a Member of the ~~Corporation League~~ is entitled to vote under these By-laws; and
 - (b) "Inactive Members," who shall be Members of the ~~Corporation League~~ for all other purposes but who shall not have the right to vote on any other matter for which a Member of the ~~Corporation League~~ is entitled to vote under these By-laws.

2. The Board of Control may conduct a query of its Members from time to time by mail or other means to determine each Member's desire to maintain active voting status. Any Member who does not respond affirmatively in writing to any such query within 60 days of the date of the query notice will be deemed to have elected to become, and shall thereupon become, an Inactive Member. In addition, any Active Member who has not voted in two successive League Member meetings (beginning with the next such Meeting after the date of adoption of this Amendment No. 30) will be automatically deemed to have elected to become an Inactive Member, effective as of the day after the date of the second of such Meetings.
3. Any Inactive Members may reinstate his or her their status as an Active Members either:
(a) by voting at any meeting of Members; or (b) by submitting a written request for reinstatement to the Board of Control at least 30 days before a meeting of Members in which such Member desires to vote. In either such event, such person shall thereupon become and be an Active Member, subject to paragraph 2 above.

(Adopted April 25, 2001)

AMENDMENT No. 31

The Board of Control shall take no action to sell, lease, mortgage, or dispose of the Building or any interest therein (including development or other rights associated with the ownership of the Building) unless and until:

- (a) the proposed action has been approved by two successive Boards of Control (that is, by the Board of Control as constituted at the time of the first such approval and by the Board of Control as reconstituted after the next annual election of the Board of Control); and
- (b) the Board of Control has thereafter submitted the proposed transaction to the Members, and a majority of Members entitled to vote (or such greater percentage of Members whose affirmative vote may be required by law from time to time) have approved the proposed transaction.

(Adopted April 25, 2001)