

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 Combine the offices of the
Corresponding Secretary and Recording Secretary into the office of the Secretary
and related matters re Officers*

Introduction:

The Constitution Reform Committee recommends amending the League Constitution and By-Laws with respect to the officer positions of Corresponding Secretary and Recording Secretary. The objectives of the draft proposed amendments set forth below are to:

- 1) Combine the BOC officer positions of the Corresponding Secretary and Recording Secretary into a single BOC officer position of Secretary;
- 2) Set forth the discrete responsibilities of the Secretary with clarity and in a manner aligned with New York State Law, the needs of the League, and good practices;
and
- 3) Provide support for the Secretary by authorizing the appointment of one or more Assistant Secretaries, which persons may be League staff, as the League staff carries out many of the Secretary responsibilities.

The Constitution Reform Committee also recommends amending the League Constitution as follows:

- Removing the designation of all BOC members as officers, but not doing so in the

By-Laws (The reason is because the CRC is examining whether all BOC members actually should be officers. By revising the language in the Constitution, the CRC, the BOC, and ultimately the League membership have flexibility to examine this and make amendments in the By-Laws in 2021 without having to wait until the annual meeting. This amendment will not change the officer status of all BOC members as they are so designated in the By-Laws.);

- Clarifying that the offices of President, Secretary and Treasurer cannot be held by the same people.

Part I below sets forth the role and responsibilities of the Secretary and the Assistant Secretary in new proposed draft By-Laws that would replace By-Law VI Corresponding Secretary and By-Law VII Recording Secretary.

Part II below conforms the Constitution and By-Laws by amending those provisions that refer to the Corresponding Secretary and Recording Secretary so as to refer to the Secretary. It also removes the designation of all BOC members as officers in the Constitution – but not in the By-Laws.

Part I

The New Office of the Secretary

Proposed here is that By-Law VI (Corresponding Secretary) and By-Law VII (Recording Secretary) be stricken and replaced with the following new By-Law VI.

BY-LAW VI

SECRETARY

The Secretary performs all duties customarily carried out by the office of a not-for-profit organization secretary. The Secretary: (i) sees that notices are duly posted and served for all meetings of the Members, the Board of Control, and all committees thereof, (ii) acts as secretary for all meetings of the Members and the Board of Control, (iii) keeps in the minute books of the League the minutes of all meetings, together with all resolutions and actions by written consent, of the Members, the Board of Control, and committees thereof, (iv) keeps the roll of the Members, (v) receives and keeps the annual disclosure statements required by the League's Conflict of Interest Policy, (vi) sees that all Board of Control election ballots and

communications are duly posted and served and that all election procedures are duly administered, (vii) serves as custodian of the League's governing documents, namely its Certificate of Incorporation, Constitution and By-Laws, committee charges and charters, Board of Control and committee policies and procedures, and all amendments thereto, and (viii) performs such other duties as the Board of Control may assign from time to time.

The Board of Control may appoint, by majority vote, Assistant Secretaries. Assistant Secretaries perform such duties of the Secretary as assigned by the Secretary or by the Board of Control, including, if the Secretary is unavailable, acting as secretary for meetings of Members and the Board of Control. (Assistant Secretaries are not members of the Board of Control and may not vote on behalf of the Secretary.) An Assistant Secretary serves for a term of one year and until a successor is duly appointed; provided that Assistant Secretaries may be appointed, reappointed or removed at any time, with or without cause, by majority vote by the Board of Control.

Part II

Conforming the Constitution and the By-Laws; Removing the designation of all BOC members as Officers in the Constitution – but not in the By-Laws – so that there is flexibility later to address the question of whether all BOC members should be Officers; Clarifying the President, Secretary and Treasurer must all be different individuals

A) Amend the Constitution as follows:

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~~ and such others as are ~~hereinafter~~ provided for ~~in the By-Laws, shall constitute the Board of Control~~. The offices of President, Treasurer, and Secretary must be held by separate persons, e.g., the offices of President and Secretary may not be held by the same person, but one person may serve as both Vice-President and Secretary.

[Continued]

ARTICLE V

GOVERNMENT

...It shall be composed of twelve ~~officers~~ members, one-third of whom shall be students actually at work in the school. ...

...

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 from among the members of the Board of Control.

...

B) Amend the By-Laws as follows:

BY-LAW I

MEMBERS

... 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.

...

BY-LAW II

OFFICERS

The officers of the League shall be the twelve members of the Board of Control, including the a President, two Vice-Presidents, a Treasurer, and Secretary and ~~eight others, all of whom shall be members of the Board of Control~~ such others as provided for herein and as the Board of Control may appoint.

[Continued]

BY-LAW VII

~~RECORDING SECRETARY~~ ç

BY-LAW XVII

REINSTATEMENT OF MEMBERS

...

... They shall be duly notified by the ~~Corresponding~~ Secretary of the action taken by the Board of Control upon such application.

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