

CONSTITUTION AND BY-LAWS



THE ART STUDENTS LEAGUE OF NEW YORK

(Adopted March 26, 1878)

2021 Edition

(As Amended by the Members April 21, 2021)

Founded June 2, 1875

Incorporated February 8, 1878

CONSTITUTION

ARTICLE I

NAME

This organization shall be called The Art Students League of New York (the “League”).

ARTICLE II

OBJECTS

The objects of 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.

ARTICLE III

MEMBERS

The League shall be composed of artists and students who intend to make Art a profession.

Members may be elected at the Annual Meeting of the League and at any other meeting of the League membership, 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 may be elected as provided in the By-Laws.

(As Amended December 2, 2020)

ARTICLE IV

OFFICERS

The officers of the League shall be a President, two Vice-Presidents, a Treasurer, a Secretary and such others as are provided for in the By-Laws. 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.

(As Amended December 2, 2020)

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 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 League. It shall be composed of twelve members, 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, and a Secretary from among the members of the Board of Control.

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 League for their services, nor shall they be eligible for any salaried office in the League.

(As Amended December 2, 2020)

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 shall constitute a quorum at the Annual Meeting and at all other meetings of the League membership.

(As Amended December 2, 2020)

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 of the League, as provided in the By-Laws, and all interest in the property of the League of persons resigning, or otherwise ceasing to be 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 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 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 proposing such candidate and of two Members who endorse such candidate, shall be placed in a book kept for that purpose, accessible to all 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 Secretary, who shall at the same time transmit to them a copy of the Constitution and By-Laws.

All, except 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, 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, with exemption from annual dues, and with the same rights and privileges as Active Members.

Honorary Members, with the same rights and privileges as other 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 Board twenty days before being voted upon.

(As Amended December 2, 2020)

BY-LAW II OFFICERS

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

(As Amended December 2, 2020)

BY-LAW III

PRESIDENT

The President shall have general supervision of the affairs of the League and preside at all meetings of the Members and all meetings of the Board of Control. The President shall appoint all committees and committee chairs not otherwise provided for in the League's Constitution and By-Laws and shall be an ex-officio member of all committees. The President has the power to sign and execute in the name of the League all contracts authorized either generally or specifically by the Board of Control, unless the Board of Control has specifically required an additional signature.

Concerning communications, the President shall: (i) be the spokesperson for the Board of Control and see that Member communications to the Board of Control are responded to, (ii) see that the Members and the Board of Control are informed about the activities of the League, (iii) present at the Annual Meeting an address, giving a general statement of the condition of the League, and (iv) propose such measures as are requisite for the League's welfare and prosperity and for the advancement of the mission of the League.

In addition to the foregoing, the President shall perform all duties customarily carried out by the president of a not-for-profit organization and such other duties as from time to time may be agreed upon with the Board of Control.

In case of the resignation, disability, or death of the President, the Board of Control shall call a Special Meeting of the Members to be held within thirty days thereafter for the purpose of nominating and electing a successor for the remainder of the term.

(As Amended April 21, 2021)

BY-LAW IV

VICE-PRESIDENT

Each Vice President shall have such powers and duties as may be assigned by the Board of Control. Both Vice Presidents shall be ex-officio members of all committees. In the absence of the President, the Vice Presidents shall perform the duties of the President as assigned by the Board of Control. In case of the resignation, disability, or death of either of the Vice Presidents, the Board of Control shall appoint a successor for the remainder of the term.

(As Amended April 21, 2021)

BY-LAW V

TREASURER

The Treasurer has oversight over the League's finances, assets and annual budget and performs all duties customarily carried out by the treasurer of a not-for-profit organization. In exercising such oversight, the Treasurer shall: (i) chair the finance committee, (ii) cause to be kept full and accurate accounts of receipts and disbursements of the League, (iii) cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the League in the name and to the credit of the League in

League, including to manage its operations and hire staff. Such Executive Director shall regularly report to the President and the Board of Control about all of the activities of the League within the scope of such Executive Director's authority.

Additionally, the Board of Control may from time to time appoint such other employees and agents as it shall deem necessary to carry out the mission and management of the League.

Employees and agents of the League shall have such authority and perform such duties as the Board of Control may from time to time determine and shall hold office at the pleasure of the Board of Control. To the fullest extent allowed by law, the Board of Control may delegate to the Executive Director or any employee or agent any powers possessed by the Board of Control and may prescribe their respective title, terms of office, authorities, duties, and compensation.

(Adopted April 21, 2021)

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 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 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 at any time within one year, upon payment of the fees or dues. All Members whose names shall have been on the retired list for one year, shall be dropped from the League. But no Member shall be relieved from the responsibility of membership until such Member's resignation shall have been formally presented at a regular meeting of the League, or until such Member's name shall have been dropped.

The membership fee of 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 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 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 of the League by a unanimous vote, if, after a thorough investigation, and the Member shall have been given ample opportunity to be heard in such Member's own defense, they shall find such Member guilty of conduct unbecoming a Member of the 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.

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

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

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

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 Board of Control members may call a Special Meeting of the Board of Control at any time.

At the discretion of the Board of Control, meetings may be conducted so as to allow participation by videoconference or teleconference or similar electronic communications media; provided that persons participating electronically who have the right to propose, object to, and vote upon any specific actions to be taken at the meeting, are able to do so and are also able to hear the meeting and see any materials being shown at the meeting substantially concurrently with the other persons in the meeting. Participation by such electronic means will constitute presence in person at a meeting to the extent permitted by applicable law.

(As Amended January 27, 2021)

BY-LAW XII
ANNUAL ELECTION

At the October business meeting of the Members of the League, all nominations of the three elective officers and the three elective members of the Board of Control shall be made. Nominations shall be

closed at the termination of this meeting and no further nominations made. Only 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 sent to all of the Members a ballot listing all of the candidates for election, identifying any candidates 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 candidate for such purpose. The ballot shall otherwise be in such form and include such provisions as may be approved by the Board of Control.

Following the close of nominations, but no less than two weeks prior to the Annual Meeting, the Board of Control shall provide no less than one meet-the-candidates forum for Members to hear from and speak to the candidates for the Board of Control, which forum may be in person and/or by electronic means at the discretion of 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.

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 not on the Board of Control to witness the count of the votes. All votes shall be by ballot sent to the League or cast at the Annual Meeting. No votes shall be cast by proxy. If a Member votes more than once, e.g., by sending in a ballot and then casting a vote at the Annual Meeting, only the Member's last vote will be counted. Candidates shall be elected by plurality vote.

(As Amended January 27, 2021)

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 present.

BY-LAW XIV

QUORUM

One hundred 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 Chairperson and one 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 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 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 and a Chairperson elected by Fall Members' Meeting, for a term of one year, and such 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 dropped for non-payment of dues may be reinstated as follows:

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

Former Members whose applications are approved by the Board of Control shall qualify by paying dues for the 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 except that the preceding years of active membership shall be included in the ten-year period required for Life Membership.

(As Amended December 2, 2020)

BY-LAW XVIII

FISCAL AUTHORITY AND CONTRACTS

All checks, drafts and other orders for payment of money out of the funds of the League shall be signed on behalf of the League in such manner as shall from time to time be determined by resolution of the Board of Control.

The Board of Control, except as otherwise provided in these By-Laws, may authorize any officers, employees or agents, in the name and on behalf of the League, to enter into and execute any contract. Any such authority may be general or confined to specific instances and may be granted prospectively or retroactively.

(Adopted April 21, 2021)

BY-LAW XIX

ANNUAL REPORT

The Annual Report of the League's finances shall be presented to the Members at the Annual Meeting. The report shall include in appropriate detail: (i) the assets and liabilities of the League as of the end of a twelve-month fiscal period terminating not more than six months prior to the meeting, (ii) the principal changes in assets and liabilities during the fiscal period, (iii) the revenue and receipts of the League, both unrestricted and restricted to particular purposes during the fiscal period, (iv) the expenses and disbursements of the League, for both general and restricted purposes during the fiscal period, and (v) the number of Members of the League as of the date of the Annual Report, together with a statement of increase or decrease in such number during the fiscal period, and a statement of the location where the names and places of residence of the current Members may be found. Prior to presentation to the Members, the Annual Report shall be verified by the President and Treasurer, or by a majority of the Board of Control, or certified by an independent certified public accounting firm selected by the Board of Control. The Annual Report shall be filed with the minutes of the Annual Meeting at which it was presented.

(Adopted April 21, 2021)

BY-LAW XX

INDEMNIFICATION AND INSURANCE

The League shall, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person is or was a member or officer of the Board of Control, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. And to the fullest extent permitted by law, the League shall advance the payment of expenses incurred in defending such action or proceeding, including but not limited to reasonable attorneys' fees, provided such person agrees in writing to repay the League for any advanced amounts if such person is ultimately determined not to be entitled to indemnification.

The League may, by vote of the Board of Control, provide indemnification and advancement of expenses to its employees and agents with the same scope and effect as is provided above to members and officers of the Board of Control.

No indemnification may be made for any person where: (i) such person's acts were committed in bad faith, or were the result of such person's active and deliberate dishonesty, and were material to the action or proceeding where indemnification is sought or (ii) such person personally gained a financial profit or other advantage to which such person was not legally entitled in the transaction or matter where indemnification is sought.

The foregoing rights of indemnification are not exclusive of any other rights to which a member or officer of the Board of Control or employee or agent of the League may be entitled under any present or future law, By-Law, agreement or otherwise.

The League shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the League, including insurance to indemnify the League for any obligation that it incurs or may incur as a result of the above provisions for indemnification.

(Adopted April 21, 2021)

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)

AMENDMENT No. 19 — (Repealed October 20, 1965)

AMENDMENT No. 20

Newly elected 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 of the League, subject to the same conditions as student 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 — (Repealed January 27, 2021)

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 at any meeting unless such matter has been submitted to the Board of Control and has been posted on the 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 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 League is entitled to vote under these By-laws; and

- (b) “Inactive Members,” who shall be Members of the League for all other purposes but who shall not have the right to vote on any other matter for which a Member of the 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. Inactive Members may reinstate their status as 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)

NOTES

At the Annual Meeting on December 12, 2020, the Constitution and By-Laws were amended by the Members to use gender neutral terms and to consistently use other terms, e.g., the “League,” throughout the Constitution and By-Laws without making substantive changes to the meaning or intent of any provision.

Amendments made since 2001 are shown directly in the main body of the Constitution and By-Laws.

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