

# CONSTITUTION AND BY-LAWS



## THE ART STUDENTS LEAGUE OF NEW YORK

Adopted March 26, 1878

2022 Edition

(As Amended by the Members January 19, 2022)

Founded June 2, 1875

Incorporated February 8, 1878

# CONSTITUTION

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## 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, at least three of whom shall be students actually at work in the school. The twelve members are a President and two Vice Presidents elected to one-year terms, six others elected to two-year terms, which terms are staggered, and three more appointed to one-year terms.

The Board of Control 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.

The six members so elected, together with those persons on the Board of Control who are continuing into the second year of their term, shall organize within ten days, and proceed to (i) appoint three more for one-year terms, and (ii) then the full Board of Control shall appoint a Treasurer, and a Secretary from among the members of the Board of Control.

The Board of Control shall have the power to fill all vacancies that may occur in its number and to remove any member except those elected by the League. The appointment of a person to fill a vacancy of an elected member of the Board of Control shall only be until the next Board of Control election. Where such vacancy occurs in the first year of a two-year term, the Membership shall nominate and elect a Member to serve for the balance of the unexpired term, i.e., one year.

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 1, 2021)

**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 four weeks prior to being acted upon. No amendment shall be adopted unless by vote of three-fourths of the Members present forming a quorum.

(As Amended December 1, 2021)

# BY-LAWS

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## BY-LAW I MEMBERSHIP

The mission and future of the League depends on the active participation of an informed membership. The rights and responsibilities of the League's Members include electing the Board of Control, making nominations for League membership and the Board of Control, receiving an annual report on the state of the League and its financial condition, and approving major decisions as set forth in the League's Constitution and By-Laws.

To be eligible for membership, a person must be: (i) a student who has taken at least 210 hours of in-studio, instructor-led classes at the League, or (ii) an instructor who has taught in-studio at the League for one regular session or three summer sessions.

An eligible person shall be nominated for membership via the following process: (i) proposal by a sponsoring Member and two supporting Members, all in good standing, (ii) registration of the eligible person's name and address in the Member Book together with signatures from the sponsoring and supporting Members, (iii) diligent inquiry by or on behalf of the Board of Control confirming eligibility, and (iv) recommendation of the Board of Control (in accordance with Article III of the League's Constitution).

The names of nominees together with their respective cities of residence and the names of their sponsoring Members shall be posted on the League's Bulletin Board for no less than thirty days before the meeting where the nominees are presented to the membership for a vote. Nominees are elected in accordance with Article III of the League's Constitution. Thereafter, the Secretary shall notify all persons newly elected to the membership so that they may accept membership by agreeing to the League's policies, including the Student Code of Conduct, and complying with the requirements of Article III of the League Constitution. Persons newly elected to membership may not vote at the meeting where they were elected and may not exercise rights of membership until completing their obligations under Article III.

Members who are Active Members and "in good standing" have all the rights and privileges of membership as set forth in the League's Constitution and By-Laws, including the right to vote on matters before the membership, to make nomination proposals, and to be counted as part of a quorum and for purposes of the minimum number of signatories for a petition.

Members are Active Members as long as they have attended or voted at one meeting within the twenty-four months preceding any exercise of their rights of membership. Members who have not attended or voted at one meeting within that twenty-four-month period are automatically deemed Inactive Members. 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. Inactive Members in good standing have the same rights and privileges as Active Members except that they don't have the right to vote, make nomination proposals, be counted for purposes of the minimum number of signatories for a petition, or receive ballots and member notices. Inactive Members shall be reinstated as Active Members either: (i) immediately upon showing up in attendance at any Annual, Business, or Special

Meeting, at which they shall be entitled to exercise all rights as an Active Member, including to be counted as part of a quorum and to vote, or (ii) 30 days after submitting a written request for reinstatement to the Board of Control.

Members are “in good standing” when they are current on all membership dues, tuition, and fees and haven’t been suspended or expelled from membership by the Board of Control. Members in arrears for more than 90 days are not in good standing and are not entitled to any privileges of membership until all unpaid dues, tuition and fees have been paid. Members in arrears or who have not renewed their membership for more than 15 months shall be dropped from the membership rolls. Persons dropped from League membership rolls due to arrears or non-renewal may be reinstated as Members in good standing upon paying any arrears, applying to the Board of Control, and receiving Board of Control approval for reinstatement. Reinstated Members shall have the rights and privileges equal to those of newly elected Members except that the preceding years of active membership shall be included in the ten-year period required for Life Membership.

Members in good standing who have completed ten full years of membership after the year they were elected, and who have made eleven annual membership dues payments, shall become Life Members. Life Members have all the same rights, privileges, and obligations as Members except that they are exempt from paying membership dues.

The membership may elect Honorary Members at the Annual Meeting by a four-fifths vote upon the unanimous nomination of the Board of Control, provided that the names of the candidates for honorary membership have been posted on the League’s Bulletin Board thirty days in advance of the Annual Meeting. Honorary Members are exempt from payment of membership dues. However, they must sign the League’s Constitution and By-Laws prior to exercising any honorary membership rights. Honorary Members in good standing shall have the right to receive the same benefits as may be offered to Members and shall have the right to attend and be heard at membership meetings, but shall not have the right to vote, to be counted for purposes of a quorum or the minimum number of signatories for a petition, or to serve on the Board of Control.

(As Amended January 19, 2022)

## **BY-LAW [#TBD]**

### **NON-DISCRIMINATION**

The League shall be governed and administered in a manner welcoming to all who are committed to the learning, teaching, and making of Art.

In all its dealings, neither the League nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, religion, sex, gender, gender identity, age, ethnicity, national origin, marital status, sexual preference, disability, or any category protected by state or federal law.

(Adopted October 27, 2021)

## **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-PRESIDENTS**

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 such banks or depositories as the Board of Control may designate, (iv) cause to be rendered a statement of the League's finances to the Board of Control at its regular meetings or whenever required by the Board of Control, (v) cause to be rendered an Annual Report of the League's finances to the Members at the Annual Meeting of the Members, (vi) cause to be exhibited, at all reasonable times, the League's books and accounts to any Board of Control member, and (vii) perform such other duties as the Board of Control may assign from time to time.

The Board of Control may appoint, by majority vote, Assistant Treasurers. Assistant Treasurers perform such duties as assigned by the Treasurer or by the Board of Control. (Assistant Treasurers are not members of the Board of Control and may not vote on behalf of the Treasurer.) An Assistant Treasurer serves for a term of one year and until a successor is duly appointed; Assistant Treasurers may be appointed, reappointed or removed at any time, with or without cause, by majority vote of the Board of Control.

(As Amended April 21, 2021)

## **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 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, re-appointed or removed at any time, with or without cause, by majority vote by the Board of Control.

(As Amended December 2, 2020)

## **BY-LAW VII**

### **EXECUTIVE DIRECTOR, EMPLOYEES AND AGENTS**

In carrying out its responsibilities, the Board of Control may appoint an Executive Director (titled as such or as the Board of Control otherwise determines) to execute and advance the mission of the 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 annual dues for membership, tuition for classes, and such other fees as it deems appropriate. At its discretion, the Board of Control may relieve any person from the payment of tuition and fees (but not from the payment of membership dues) for a limited time.

(As Amended January 19, 2022)

## **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 for President, Vice Presidents, Board of Control members to be elected to two-year terms, and any Board of Control members to be elected to serve unexpired terms, 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.

A person is ineligible to be nominated or appointed to the Board of Control if such election or appointment would result in such person exceeding any of the following term limits:

- (i) the President may serve up to eight full consecutive terms as President, and thereafter may not serve on the Board of Control in any capacity until after a full one-year break from service;
- (ii) any Vice President or other member of the Board of Control may serve up to six full consecutive years on the Board of Control, and thereafter may not serve on the Board of Control in any capacity, other than as President, until after a full one-year break from service; and
- (iii) no person may serve on the Board of Control for more than fourteen consecutive years in any combination of capacities (i.e., President, Vice President, elected member, appointee), but shall be eligible to serve again in any capacity after a full one-year break from service.

A partial year of service on the Board of Control due to appointment or special election will not count toward the eight-year, six-year, or fourteen-year limits.

At least four weeks prior to the Annual Meeting, the Board of Control shall cause to be prepared and sent to all Active Members in good standing 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.

*Transition Note. The foregoing election of three Board of Control members to two-year terms and appointment of three Board of Control members requires a transition from the prior practice of electing three Board of Control members to one-year terms and appointing six Board of Control members to one-year terms. Accordingly:*

- (i) *following the election of Board of Control members in December of 2021, the President, Vice Presidents and three other elected members of the Board of Control shall appoint six members to the Board of Control, each to serve for a one-year term;*

- (ii) *at the October 2022 Business Meeting, the Members shall first nominate persons for election to three Board of Control member seats, each to serve for a two-year term and then shall nominate persons for election to three Board of Control member seats, each to serve for a one-year term,*
- (iii) *at the 2022 Annual Meeting the members shall elect three nominees to two-year terms on the Board of Control and three nominees to one-year terms on the Board of Control;*
- (iv) *within ten days the elected members of the 2023 Board of Control together with the elected President and Vice Presidents shall appoint three Members to the Board of Control in accordance with Article V of the Constitution,*
- (v) *beginning with the October 2023 Business Meeting, Article V of the Constitution shall be fully applied, i.e., the Members shall nominate persons for election to three Board of Control member seats, each to serve for a two-year term, which nominees shall stand for election at the 2023 Annual Meeting and thereafter the President, Vice Presidents, and other elected members of the Board of Control shall appoint three members to the Board of Control.*

*This Transition Note may be deleted from this By-Law by action of the Board of Control at any time after January of 2024.*

(As Amended December 1, 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 [#TBD]**

##### **VOTING**

At any meeting of the Members, each Member shall be entitled to one vote. The affirmative vote of a majority of the Members at any meeting of the Members that has a quorum at the time of the vote shall be the act of the membership, except as set forth in this By-Law, elsewhere in the League's Constitution or By-Laws, or as required by law.

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.

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.

(As Amended December 1, 2021)

#### **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 four weeks previous to such meeting.

(As Amended December 1, 2021)

## **BY-LAW [#TBD]**

### **COMMITTEES**

The Board of Control shall form the following committees annually at the first meeting of the Board of Control following the Annual Meeting: Audit, Finance, and any committee called for under the League's Constitution and By-Laws. The Board of Control may authorize the formation of committees concerned with collections, development, facilities, governance, membership, planning, programs, and other aspects of the League as the Board of Control may determine are appropriate. The Board of Control may determine the names of such committees and whether the members of such committees must be members of the Board of Control. To the extent permitted by law and by these By-Laws, the Board of Control may delegate powers and duties to such committees. The President and Vice Presidents serve as ex officio members of all committees. The President shall appoint the chair and members of each committee, subject to the approval the Board of Control, except that the Treasurer shall serve as chair of the Finance Committee.

(Adopted October 27, 2021)

## **BY-LAW XVI**

### **ENTERTAINMENT**

An Entertainment Committee may be provided composed of the Committee on Entertainment from the Board of Control, one Member and a Chairperson appointed at the first Board of Control Meeting following the Annual 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 may 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.

(As Amended October 27, 2021)

## **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)

**BY-LAW [#TBD]**

**THE BUILDING**

The Board of Control shall take no action to sell, lease, mortgage, or dispose of the League's Building located at 215 West 57<sup>th</sup> Street, New York, NY 10019 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.

( As Amended December 1, 2021)



# AMENDMENTS

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## 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)-MOVING TO NEW BY LAW [#TBD] NOTICES & BULLETIN BOARD~~

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

### ~~AMENDMENT No. 20 See By Law 1 MEMBERSHIP~~

~~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 See By Law 1 MEMBERSHIP~~

~~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 See By Law XII ANNUAL ELECTION~~

~~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 See By Law VOTING~~**

~~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** – (Replaced by By Law [## ] October 27, 2021)

**AMENDMENT No. 28** — (Repealed January 27, 2021)

**~~AMENDMENT No. 29 See By Law VOTING~~**

~~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 See By Law I MEMBERSHIP~~**

~~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 See new By Law BUILDING**~~

~~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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