

ALBANY INSTITUTE OF HISTORY & ART

BY-LAWS OF THE ALBANY INSTITUTE OF HISTORY & ART

I. CORPORATE HISTORY

The name of this Corporation is the Albany Institute of History & Art (hereinafter the "Institute"). It is a consolidation of "The Society instituted in the State of New York for the promotion of agriculture, arts, and manufacture," incorporated 1791 by Chapter 59 of the Laws of 1793; of "A Society for the Promotion of Useful Arts," incorporated by Chapter 41 of the Laws of 1804; of "The Albany Lyceum of Natural History," incorporated by Chapter 227 of the Laws of 1823; of/or "The Albany Lyceum of Natural History," incorporated by Chapter 43 of the Laws of 1829; "The Albany Institute," incorporated by Chapter 43 of the Laws of 1829; of the "Albany Gallery of Fine Arts," incorporated by Chapter 336 of the Laws of 1846 and of the "Albany Historical and Art Society," incorporated December 31, 1886, by the entry of an order of consolidation in the office of the Albany County Clerk, dated April 25, 1900. The name of the consolidated corporation was changed to its present name by a certificate filed in the office of the secretary of State on June 25, 1925.

II. PURPOSE

Guiding Principle: Audiences are central to the museum experience. **Mission:** The Albany Institute of History & Art connects diverse audiences to the art, history, and culture of the Upper Hudson Valley through its collections, exhibition, and programs. **Vision:** The museum brings a global perspective to the art, history, and culture of the Upper Hudson Valley by creating physical and virtual experiences for the education, entertainment, and inspiration of people of all ages. **Tagline:** Connecting people to history and art since 1791. (2015)

III. MEMBERSHIP

The Board of Trustees (hereafter the "Board"), shall from time to time determine categories of membership and fix a schedule of dues.

1. Any person who is interested in the purposes of the Institute may become a member upon payment of the appropriate dues.
2. There will be an annual Membership Meeting (hereinafter the "Membership Meeting"), held at a time designated by the Board. At the Membership Meeting, the Chair, the Treasurer, the Executive Director and such others as the Chair may designate shall give reports as to the status of the Institute. Trustees shall be elected during the Membership Meeting as hereinafter provided. (See Art IV Section 2)

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3. A quorum at the Membership Meeting of the Institute shall be fifty members in good standing.
4. Special Membership Meetings may be called by the Chair, the Board, or upon the written request of 25 members of the Institute. The purpose of the special Membership Meeting must be stated in the request. Except in cases of emergency, at least ten days' notice shall be given and such notice shall reflect the purpose of the special meeting.

IV. BOARD OF TRUSTEES

1. Powers and Duties of the Board of Trustees

The Board shall manage the property and affairs of the Institute. The Board shall make policy for the Institute and monitor the execution of that policy. It shall be responsible for every aspect of the Institute: collections, physical plant, finances, personnel, and all its operations, activities and programs. The Board shall appoint and fix the compensation of the Executive Director of the Institute.

2. Composition of the Board

Trustees must be members of the Institute. The Board shall consist of at least twenty-four (24) trustees, or such other number as might be approved by the Board, not to exceed thirty-six (36) trustees. Trustees shall be elected by a majority vote of the Institute's membership at the Membership Meeting for a term of three years.

A trustee shall not be eligible to serve more than two full successive terms, except as otherwise provided herein.

Vacancies of the Board may be filled in the manner describe in Article VIII, Section 5, below. A trustee elected to fill a vacancy shall serve until the next Annual Board Meeting (hereinafter the "Annual Meeting").

3. Removal of Trustee

A trustee may be removed for cause by an affirmative vote by a majority of the Board in service at that time.

A trustee absent from three (3) consecutive meetings of the board without excuse deemed reasonable by the Chair or who has not participated in the normal work of the Board shall be deemed to have resigned from the Board and shall be so notified by the Chair or his/her designee.

4. Meetings of the Board

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The Board shall meet a minimum of five (5) times a year. The Board shall designate one meeting as the Annual Meeting. At the Annual Meeting, the Board shall elect the officers and associates of the Institute.

At the Annual Meeting, if not sooner, the Board shall adopt a budget of income and expenses for the fiscal year, which shall extend from January 1st to December 31st.

Special meetings of the Board may be called by the Chair or upon written request of any five trustees. Notice and purpose of any such special meeting must be given to trustees at least five days prior to such special meeting.

Nine trustees shall constitute a quorum for the transaction of the business at any meeting of the Board; however, a lesser number may adjourn the meeting.

5. Communications

Meeting notices and consents to Board, committees, and membership may be sent and approved in the form of written or electronic communication. Furthermore, trustees may participate and vote at meetings via telephone, video conferencing, or electronic means

V. ASSOCIATES

Associates must be members of the Institute. A trustee who has become ineligible for election as a trustee, shall be eligible for election as an associate. Associates shall be elected at the Annual Meeting from a slate prepared by the governance committee. Associates may be nominated and elected for one-year terms and continue to serve on that basis upon the recommendation of the governance committee and approval by the trustees.

Associates may serve on committees of the Board. They shall receive all notices of meetings and such other communications as trustees receive, may attend all meetings of the Board and participate in the discussion, but shall have no vote thereat.

VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Institute shall indemnify its present and former trustees, officers, and employees to the fullest extent permitted under the laws of the State of New York, against all liability, cost and expense, actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts and conduct as officers, trustees and employees relative to the affairs of and on behalf of the Institute.

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The Institute shall maintain insurance, at its expense, to protect itself and those persons entitled to indemnification under this provision against such liability, cost or expense to the extent permitted by law.

VII. OFFICERS

The officers of the Institute shall be a Chair, one or more Vice Chair(s), a Secretary and a Treasurer. The Board shall elect the officers for a one-year term. Only trustees are eligible for election as an officer. The annual election of officers shall take place at the Annual Meeting. Officers shall serve until their successors have been elected. No officer may serve more than five consecutive terms in the same office, except as provided herein. The Board, upon recommendation of the governance committee, may extend the term of a trustee for an incumbent officer whose eligibility would otherwise expire for a one-year term, not to exceed five one-year terms. An officer's term may be further extended as proposed by the governance committee, so long as such extension is approved by a two-thirds (2/3) majority vote.

Any vacancy among the officers, however created, shall be filled for the unexpired term by a vote of the Board from a slate prepared by the governance committee.

1. Chair

The Chair shall preside over meetings of the membership, the Board and the executive committee. The Chair shall, subject to the direction of the Board, have general supervision of the affairs of the corporation; shall appoint the chairs and members of all committees and special committees and have the power to fill vacancies on such committees. The Chair shall be a voting ex officio member of all committees and be responsible for evaluating the performance of the Executive Director.

2. Vice Chair(s)

There may be a first and second vice chair. The Vice Chair shall perform the duties of the Chair in his/her absence or inability to act and in such circumstances, may exercise any of the powers of the Chair. Additionally, the Vice Chair shall perform such other duties as are required by these By-Laws and as shall from time to time be assigned by the Chair or the Board.

3. Secretary

The Secretary shall be responsible for the giving of all notices required by these By-Laws and for the taking of minutes of all regular and special meetings of the Board and of the members, and shall have charge of all such minutes and of a record of

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all votes. Together with the Chair, the Secretary shall certify all acts of the Institute and of the Board that may require certification.

4. Treasurer

The Treasurer shall have the care and custody of all funds and securities of the Institute; shall deposit, or cause to be deposited the same in such banks or depositories as the Board may designate; shall cause to be kept full and accurate records of all financial transactions of the Institute; and shall report thereupon to the Board at each of its meetings and to the members at the Membership Meeting.

VIII. COMMITTEES

There shall be the following committees of the Board:

- Executive Committee
- Finance Committee
- Collections/Library Committee
- Governance Committee
- Facilities Committee
- Development Committee
- Audit Committee

Each of the committees shall have among its members five or more trustees as specified below, one of which will act as chair of the committee. The Chair shall appoint the committee chair and members of the committees. Committees serve at the pleasure and under the discretion of the Board.

The Board may create such other special committees/task forces, as it deems advisable in order to fulfill the responsibilities as laid out in powers and duties in Article IV, Sec. 1. Special committees/task forces shall have the powers specifically delegated to them by the Board. Unless otherwise specified, committees shall meet upon call of the committee chair or upon written request of any two members of the committee.

A majority of the members of the committee shall constitute a quorum for the transaction of business, with the exception of the Collections/Library committee.

1. Executive Committee

The executive committee consists of the current officers of the Institute, the immediate past president (ex officio) of the Institute, and up to three at-large trustees who are appointed by the chair. The executive committee exists for the

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purpose of action for the board in cases of emergency, providing support for the executive director, and helping to shape board priorities. The committee may exercise all the authority of the board between meetings of the board, except the committee may not: a.) fill vacancies on the board; b.) amend or repeal the by-laws or adopt new by-laws; or c.) amend or repeal any resolution of the board. All actions of the executive committee are reported to the board and are subject to its approval. The committee meets at the call of the chair or upon the written request or email of three of its members.

2. Finance Committee

The finance committee is composed of a minimum of five trustees including the board chair. The committee is responsible for the control and management of the financial affairs of the Institute; including budget development, insurance, retirement funds, and the endowment. It is responsible for the investment and disbursement of Institute funds and securities in accordance with the board approved Statement of Philosophy and Investment Policies.

3. Collections/library Committee

The collections/library committee is composed of a minimum of five trustees. A majority of the members of the committee who are trustees must constitute a quorum for the transaction of business. The committee is responsible for the oversight of the Collections Fund, and the development, care, management, and protection of the collection in accordance with the board approved Institute's Collections/Library Management Policy and Procedures Manual (2011). The committee acts as an advocate for the curatorial/ library collections by identifying objects and materials pertinent to the Institute's mission, help to secure identifying funding sources to strengthen the collection and library endowments, and work with the Development Department to raise additional funds to purchase collections.

4. Governance Committee

The governance committee is composed of a minimum of five trustees. The committee ensures that the board fulfills its legal, ethical, and functional responsibilities through governance policy development, recruitment strategies, board orientation, training programs, the monitoring of board activities, and evaluation of board members' performance.

The committee prepares a slate of board candidates for election to the board at the Membership Meeting. Notification of the slate is provided to the members at least three weeks before the Membership Meeting. Additional nominations may

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be made and seconded from the floor at the meeting by a voting member in good standing. The committee may also recommend candidates to fill vacancies occurring between the Membership Meetings and present these candidates nominations to the board for its election to an interim term.

A subcommittee of the governance committee; comprised of three trustees appointed by the committee chair, present a slate of officers of the board and associates for a vote at the Annual Meeting. Officer vacancies occurring between Annual Meetings of the board of must be filled by following the same nominating procedure as outlined above, but elections may be held at a regularly scheduled meeting of the board. Additional nominations may be made by trustees and filed with the secretary no later than one week prior to the Annual Meeting or subsequent meeting.

The committee is responsible for obtaining prior consent from all trustees, officers, and associates prior to the Annual Meeting. The committee undertakes other assignments related to board governance at the request of the board chair.

5. Facilities Committee

The facilities committee is composed of a minimum of five trustees. The committee is responsible for the development of policies related to the operations, maintenance, security of the buildings and grounds. The committee makes recommendations for new construction and improvements and repairs as required in accordance with board approved Capital Plan (2012). It ensures that the Institute adheres to safety regulations and other pertinent government regulations and ordinances.

6. Development Committee

The development committee is composed of a minimum of five trustees and includes the chairs and co-chairs of the sub-committees; including, but not limited to membership, corporate, special events, campaign, and individual gifts. The development committee is responsible for overseeing the formulation and implementation of the Institute's fund raising policies. The committee identifies, cultivates, and secures funding for the Institute's programs; including gifts from individuals, corporations, trusts, foundations and government grants.

7. Audit Committee

The audit committee is composed of a minimum of five trustees. It is responsible for the independent oversight of the museum's internal controls and risk-management procedures. The audit committee works to ensure that proper

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financial management is in place and hires, evaluates, and interacts with the independent auditors and counsel.

IX. EXECUTIVE DIRECTOR OF THE INSTITUTE

The Executive Director, appointed by and subject to the policies established by the board, shall be the chief executive officer of the Institute and responsible for the administration of Board policies and all Institute operations. He/she shall serve as a non-voting ex-officio member of the Board and of all the committees of the Board. He/she shall submit a report on the condition of the Institute at each meeting of the Board. He/she shall make such other reports to the members, the Board, or any committee thereof, as may be requested, and shall have such other powers and perform such other duties as may be assigned by the Board.

X. AMENDMENT OF BY-LAWS

Any By-Law may be adopted, amended or repealed by a vote of two-thirds of the members of the Institute present at a duly noticed regular or special meeting at which a quorum is present; provided, however, that any such proposed By-Law or change shall be first approved by a majority of the entire Board, and a notice stating the substance thereof shall have been made available to each member of the Institute at least ten days prior to the meeting at which any vote thereon is taken.

Any By-Law may also be adopted, amended, or repealed, from time to time, by a vote of the Board present at a duly noticed regular or special meeting; provided, however, that any such By-Law or change shall be subject to ratification by the members of the Institute at its next Membership Meeting, as provided for above.

XI. CONFLICT OF INTEREST

Any possible conflict of interest on the part of a trustee shall be disclosed to the Board. When any such interest becomes a matter of board action, such trustee shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest. The trustee may participate in the discussion, but shall not be present for the vote. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met. Each trustee and associate shall file a conflict of interest disclosure statement annually.

XII. AFFIRMATIVE ACTION POLICY

The Institute declares and affirms a policy of equal employment opportunity. The Institute will comply fully with all federal, state, and local laws relating to equal employment opportunity and affirmative action. The Institute will make all decisions

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regarding recruitment, hiring, promotion, and all other terms of employment on a non-discriminating basis and will administer all programs and treat all persons equally without regard to race, sex, color, national origin, religion, age, marital status, mental or physical handicap or veteran status, except where such distinction is required by law or proven to be a bona fide occupational qualification.

XIII. PARLIAMENTARY AUTHORITY

The business of the Institute shall, except as otherwise specified in these bylaws, be conducted in accordance with Robert's Rules of Order, Newly Revised.

XIV. FISCAL YEAR

The fiscal year of the Institute shall begin on the first day of January and terminate on the last day of December in each calendar year.

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