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BY - LAWS OF THE MUSEUM OF MODERN ART

AS AMENDED TO MAY 9, 1946

ARTICLE I.

MEMBERS

Section 1. The members of the Corporation shall consist of the members of the Board of Trustees, all persons who on November 1, 1939 were Patrons, Contributing Members or Sustaining Members, and all other persons designated as members of the Corporation by the Board of Trustees subsequent to November 1, 1939.

Section 2. Persons who are not members of the corporation may be members of the Museum in such classes and with such rights and privileges as may be fixed from time to time by the Board of Trustees.

ARTICLE II.

OFFICERS

Section 1. The officers of the Corporation shall be a Chairman of the Board, one or more Vice-Chairmen, a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as may be elected by the Board of Trustees. The Chairman of the Board, Vice-Chairmen, President and Treasurer shall be members of the Board of Trustees. Other officers may be members of the Board of Trustees. All officers shall be elected annually by the Board of Trustees and shall hold office, during the pleasure of the Board of Trustees, for one year and until their successors shall assume office.

Section 2. The Chairman of the Board shall preside at meetings of the Board of Trustees and perform such other duties as are prescribed in the By-Laws or by the Board of Trustees. In the absence of the Chairman of the Board at any meeting of the Board of Trustees, the Vice-Chairman, senior in title, who is present at the meeting, or, if there is no seniority in title, who is senior in service as a Trustee, who is present at the meeting, shall perform the duties of the Chairman.

Section 3. The President shall be the chief executive officer of the Corporation and shall exercise a general supervision over its affairs. He shall preside at meetings of the Corporation.

Section 4. In case of the death, absence, resignation or disability of the President, the Chairman of the Board shall perform the duties of the President.

Section 5. The Vice-President or Vice-Presidents shall perform the duties prescribed by the President.

Section 6. The Secretary shall cause not less than five nor more than ten days' mailed notice to be given of all meetings of the Corporation, of the Board of Trustees, and of the Executive Committee, and a record to be made of their proceedings. He, with the President or a Vice-President, shall execute all contracts and instruments on behalf of the Corporation. He shall also preserve the seal and corporate correspondence, and affix the seal when authorized to do so. He shall perform such other duties as are prescribed in the By-Laws or by the Board of Trustees.

Section 7. The Treasurer shall be responsible for the receipt and disbursement of the funds of the Corporation under the direction of the Board of Trustees, and for the keeping of the accounts of the Corporation in books, belonging to it, which shall be at all times open to the inspection of any Trustee. He shall make an annual report to the Board of Trustees as to the financial condition of the Corporation. He shall perform such other duties as are prescribed in the By-Laws or by the Board of Trustees.

ARTICLE III.

TRUSTEES

Section 1. The property of the Corporation shall be held and controlled and its affairs managed by a Board of Trustees, consisting of thirty members. Such thirty members shall be divided into three classes of ten members each with terms of office so arranged that the term of but one class may expire in any one year. The Board of Trustees shall elect annually Trustees to fill the places of the class of Trustees whose term of office expires in that year and the new Trustees so elected shall hold office for three years and until their successors shall assume office. In case

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of a vacancy in the Board by death, resignation, disqualification or otherwise, the vacancy shall be filled by the Board of Trustees, at any regular or special meeting, for the unexpired term. No person shall be eligible for election as Trustee unless he shall have been nominated at a regular or special meeting previous to the meeting at which his name shall be acted upon or unless he shall have been nominated in writing by communication addressed to the Secretary, and notice of such nomination mailed to each member of the Board of Trustees at least ten days prior to the meeting at which the nomination shall be acted upon.

Section 2. By election of the Board of Trustees any person who has rendered special and significant service to the Museum over a period of years may become an Honorary Trustee for Life. This office shall be strictly honorary and advisory.

Section 3. If any Trustee shall fail to attend three consecutive meetings of the Board without excuse accepted by the Board as satisfactory, he shall be deemed to have resigned as Trustee.

ARTICLE IV.

MEETINGS

Section 1. The annual meeting of the Corporation shall be held on the third Thursday of November, or the day thereafter to which said annual meeting shall be adjourned. At this meeting a report shall be presented by the Trustees of their transactions during the previous year.

Section 2. Special meetings of the Corporation shall be called at any time by the Secretary upon an order of the President or a written request of five members.

Section 3. At all meetings of the Corporation ten members shall constitute a quorum.

Section 4. The Trustees shall meet on the second Thursday of each month, except July, August and September in each year, or the days thereafter to which said regular meetings respectively shall be adjourned.

Section 5. Special meetings of the Trustees shall also be called at any time by the Secretary upon the order of the Chairman of the Board or the written request of five members of the Board.

Section 6. At all meetings of the Board of Trustees a majority of the Trustees in office shall constitute a quorum.

Section 7. All meetings of the Corporation and of the Trustees shall be held at the Museum building, unless otherwise designated in the notice thereof by authority of the President of the Corporation, or in cases of meetings of the Board of Trustees, by the Chairman of the Board.

ARTICLE V.

COMMITTEES OF THE TRUSTEES

Section 1. At the first regular meeting in each year the Trustees shall elect two committees to hold office during the ensuing year, to wit: an Executive Committee and a Finance Committee. All other committees shall be appointed by the Chairman of the Board.

Section 2. The Executive Committee shall consist of three or more members of the Board of Trustees. The Executive Committee shall have and may exercise the powers of the Board of Trustees in the interim between Board meetings.

Section 3. At all meetings of the Executive Committee three members shall constitute a quorum.

Section 4. The Finance Committee shall consist of the Treasurer, ex-officio, as Chairman and two or more additional Trustees, two of whom shall constitute a quorum. The Finance Committee shall have general charge of the investment funds of the Museum with authority to invest and reinvest the same; and the Committee shall report annually to the Trustees.

Section 5. All vacancies in the Executive or Finance Committee during the year shall be filled by the Board of Trustees by election at any regular or special meeting.

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ARTICLE VI.

AMENDMENTS

Section 1. These By-Laws may be amended by the Board of Trustees or by the Executive Committee, but no amendment shall be made unless the amendment shall have been proposed at a previous regular or special meeting of the Board of Trustees or unless written notice of the proposed amendment shall have been served upon or mailed to each member of the Board of Trustees at least ten days before the meeting of the Board of Trustees or Executive Committee at which the proposed amendment is to be adopted.

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*Amended
By Laws, 1946
[2 copies]*

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BY - LAWS OF THE MUSEUM OF MODERN ART

AS AMENDED TO May 9, 1946

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