

## **BY-LAWS OF THE INTERNATIONAL CENTER OF MEDIEVAL ART**

**Ratified at the Annual Meeting, Feb. 2003**

**Amended at the Annual Meeting, Feb. 2019**

1. *Name.* The name of this corporation is The International Center of Medieval Art, Inc. (ICMA).
2. *Purposes.* The mission of the International Center of Medieval Art is to promote and support the study, understanding, and preservation of visual and material cultures produced primarily between ca. 300 CE and ca. 1500 CE in every corner of the medieval world. To this end the ICMA facilitates scholarship and education and sponsors public lectures, conferences, publications, and exhibitions.
3. *Membership.* All persons and institutions interested in the ICMA shall be eligible for membership. The Membership of the ICMA shall consist of voting Non-Institutional Members and non-voting Institutional Members. All members not in arrears shall receive *Gesta* and the *ICMA Newsletter*, and their dues shall be considered to include the subscription price thereof. The Board of Directors sets the categories of membership and their respective dues.

### **BOARD OF DIRECTORS**

4. The ICMA shall have a Board of Directors composed of four elected Officers and twenty-one elected Directors.
5. *Officers.* The elected Officers of the ICMA shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be a voting member of the Board of Directors. Officers shall be elected by the Membership to terms of three years, beginning at the Annual Meeting at which their election is announced and expiring at the Annual Meeting held on the third year following. The President and the Vice-President shall be eligible to serve a single term, and the Secretary and Treasurer shall be eligible to serve up to two successive terms. With the exception of the Vice-President, Officers shall not be eligible for election as an Officer or Director until the Annual Meeting held during the third calendar year after the end of their tenure in office.
  - (a) *President.* The President, who shall be the Chief Executive Officer, shall preside at all meetings of the Membership of the ICMA and of the Board of Directors. If the President is absent, the duty to preside falls successively upon the Vice-President, the Secretary, and the Treasurer. The President shall with the advice and consent of the Executive Committee establish ad-hoc committees and appoint members of standing and ad-hoc committees (except for the Nominating Committee, whose members shall be elected by the Membership, as provided for in Article 18 below), and shall perform all other duties assigned by the Board of Directors.

- (b) *Vice-President.* The Vice-President shall perform all duties assigned by the Board of Directors, the Executive Committee, and the President.
- (c) *Secretary.* The Secretary shall notify the Board of Directors of all its meetings and the Membership of all annual and special meetings; shall issue all other authorized notices on behalf of the ICMA; shall be responsible for the recording of all votes and minutes of all meetings of the Membership and of the Board of Directors, as well as meetings of the Executive Committee, Finance Committee, and Publications Committee; and shall perform all other duties assigned by the Board of Directors.
- (d) *Treasurer.* The Treasurer shall administer the finances of the ICMA and supervise expenditures. Any disbursement over \$15,000 from the general account shall be co-signed by the President. The Treasurer shall prepare an annual budget for approval by the Board of Directors and control the expenditure of funds in accord with this budget. The Treasurer shall have the financial records of the ICMA reviewed or audited (as required by applicable law or accounting standards) once a year by a certified public accountant.
6. *Directors.* There shall be twenty-one Directors, who shall be elected in three classes of seven and shall be eligible to serve up to two successive terms of three years. Each year, one such class of Directors, shall be elected by the Membership, their terms beginning at the Annual Meeting at which their election is announced and expiring at the Annual Meeting held on the third year following. Directors shall not be eligible for reelection as Director until the Annual Meeting held during the third calendar year after the end of their tenure in office.
7. *Responsibilities.* The Board of Directors shall establish policy for the ICMA, supervise activities of the ICMA, and approve the annual budget. Any Officer or Director may be removed for cause, including lack of attendance at meetings of the Board of Directors, by a two-thirds vote of the Board.
8. *Meetings.* The Board of Directors shall meet at least twice annually. A quorum shall consist of eleven members. Officers and Directors are expected to attend at least one Board meeting each year.
9. *Vacancies.* In the case of death, resignation, or removal from office of any of the Officers or Directors, the Board may fill the vacancy until the next regular election, at which time a replacement Officer or Director shall be elected for a partial term.

#### NON-VOTING PARTICIPANTS

10. *Associates.* There shall be twelve Associates drawn primarily from outside North America who will lend international expertise to the ICMA and will help further the goals of the organization. The Associates shall be elected in three classes of four and shall be eligible to serve two successive terms of three years. Each year, one such class of Associates shall be elected by the Board of Directors, their terms beginning

at the next Annual Meeting after their election and expiring at the Annual Meeting held on the third year following. Associates shall not be eligible for reelection as Associate until the Annual Meeting held during the third calendar year after the end of their tenure in office. Associates are invited to attend meetings of the Board without vote.

11. *Senior Advisors.* Former Presidents of the ICMA shall be Senior Advisors. Unless they are otherwise serving as Officers or Directors, they shall be invited to attend meetings of the Board of Directors without vote.
12. *Executive Director and other Service Providers.* There shall be an Executive Director (or other administrator) engaged by the Board of Directors on a full-time or part-time basis. The Executive Director shall perform all duties assigned by the Board of Directors or the President to encourage the growth and success of the ICMA based on its mission as set forth in Section 2. The Executive Director's duties, which shall be assigned by the Board of Directors, include encouraging membership, supporting fundraising (including grant applications), assisting with arrangements for the Annual Meeting of the Membership and periodic meetings of the Board, working in tandem with the Board of Directors and the Executive Committee to administer the ICMA committees and office and working with the Treasurer on financial matters. At the discretion of, and subject to annual review by the Board of Directors, the Executive Director shall issue checks from the general account verified by the Treasurer on a monthly basis. The Executive Director shall be invited to attend meetings of the Board of Directors as an observer and without the right to vote. In addition, the President, with the advice and consent of the Executive Committee and subject to ratification by the Board of Directors, may engage other employees or independent contractors (collectively, "Service Providers") to perform such administrative or other services as the President considers necessary or appropriate to enable the ICMA to carry out its mission as set forth in Section 2. The remuneration and other benefits of the Executive Director and any other Service Providers shall be determined by the Board of Directors from time to time.
13. *Counsel.* There shall be a Counsel appointed by the Board of Directors, who shall serve at its pleasure and act as the legal advisor to the Board. The Counsel shall be invited to attend meetings of the Board without vote.
14. *Others.* The Head of the Department of Medieval Art and The Cloisters at the Metropolitan Museum of Art, if not already serving as an Officer or Director, shall be invited to attend meetings of the Board without vote. The editors of *Gesta*, the ICMA *Newsletter*, and any occasional publication ventures established by the Board of Directors, as well as chairs of standing and ad-hoc committees who are not Directors, may also be invited to attend meetings of the Board without vote.

#### STANDING COMMITTEES

15. *Executive Committee.* The Executive Committee shall be composed of the four elected Officers and shall be chaired by the President. The Committee shall advise

the President on the establishment of ad-hoc committees and on the appointment of members to standing and ad-hoc committees (with the exception of the Nominating Committee) and shall have the authority between meetings of the Board of Directors to decide questions of policy and approve funding for any project requiring immediate attention.

16. *Finance Committee.* The Finance Committee shall be composed of the President, the Treasurer, and the Secretary, as well as two Directors, and at least two others who need not be members of the ICMA. The members of the Committee who are not Officers shall be appointed by the President with the advice and consent of the Executive Committee, normally for renewable terms of three years. The Committee shall meet at least twice annually and shall elect its chair. The Committee shall advise the Board of Directors on all matters concerning the financial management of the ICMA; its duties shall include the supervision of investments, review of the annual budget, analysis of financial information submitted by the Treasurer, and oversight of all fund raising activities.
17. *Publications Committee.* The Publications Committee shall be composed of the editors of the principal publications of the ICMA, as well as two to four members appointed by the President with the advice and consent of the Executive Committee, who shall serve staggered three-year terms. The Committee shall meet at least once annually and shall elect its chair, who normally serves a three year term. The Committee shall advise the Board of Directors on all matters concerning the publications activities of the ICMA.
18. *Nominating Committee.* The Nominating Committee shall be composed of five members elected by the Membership to serve up to two successive terms of one year. Members of the Committee shall be ineligible for nomination as an Officer or a Director.
19. Any member of any committee provided for in these By-Laws may participate in a meeting of the committee by conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ELECTIONS

20. *Nomination of Officers, Directors, and Members of the Nominating Committee by the Nominating Committee.* The Nominating Committee shall present to the Membership with the advice and consent of the Board of Directors nominations of one ICMA Member for any vacancy in the offices of President, Vice-President, Secretary, and Treasurer; ten ICMA Members as candidates for seven vacancies as Director, as well as individual nominations to fill vacancies among the Officers and Directors created by death, resignation, or removal from office; six ICMA Members as candidates for four members of the following year's Nominating Committee, as well as one ICMA

Member for the chair of the Nominating Committee. It is expected that the Nominating Committee will in most cases propose the current Vice-President as its candidate for President, a current or former member of the Finance Committee as its candidate for Treasurer, and a current or former member of the Nominating Committee as its candidate for chair of the Nominating Committee. Nominations for Officers, Directors, and chair and members of the following year's Nominating Committee shall be announced to the Membership at least ninety days in advance of the Annual Meeting.

21. *Nomination by Petition.* Nominations for Officers, Directors, and members of the Nominating Committee may be made by written petition signed by at least twenty ICMA Members, and submitted to the Secretary at least sixty days in advance of the Annual Meeting.
22. *Ballot Procedure.* A ballot containing the candidates for Officers, Directors, and the following year's Nominating Committee submitted by the Nominating Committee, together with any others submitted by petition, shall be sent to the voting Membership at least thirty days in advance of the Annual Meeting. Election shall be by plurality vote of those returning ballots prior to or at the Annual Meeting. Ballots received after the Annual Meeting shall not be considered. The results of the balloting shall be announced at the Annual Meeting.
23. *Nomination and Election of Associates.* Each year, the Nominating Committee shall present to the Board of Directors a ballot of at least five candidates, not necessarily ICMA Members, for four vacancies as Associate, as well as individual nominations to fill vacancies created by death or resignation. Election shall be by plurality vote of Officers and Directors present at the meeting.

#### MEETINGS OF THE MEMBERSHIP

24. *Annual Meeting.* There shall be an annual meeting of the Membership held at a time and place fixed by the Board of Directors and announced to the Membership not less than thirty and not more than fifty days in advance. A quorum shall consist of the presence or proxy of one hundred or ten percent of the voting Members.
25. *Special Meetings.* Special meetings of the Membership may be called by the President, or by resolution of the Board of Directors, or by the written demand of at least ten percent of the voting Members. Such meetings shall be announced to the Membership not less than thirty and not more than fifty days in advance. A quorum shall consist of the presence or proxy of one hundred or ten percent of the voting members.

#### PUBLICATIONS

26. *Gesta.* The ICMA shall publish *Gesta*, a scholarly journal. The Editor of *Gesta* shall be appointed by the Publications Committee with the approval of the Board of Directors and shall be eligible to serve up to two successive terms of three years. The

Editor of *Gesta* shall not serve concurrently as an Officer or as a Director. The Editor shall have full authority for the control of the editorial content but is responsible to the Board for the editorial policy and financial management of *Gesta*.

27. *Newsletter*. The ICMA shall publish a newsletter. The Editor of the ICMA *Newsletter* shall be appointed by the Publications Committee with the approval of the Board of Directors and shall be eligible to serve for up to two successive terms of three years. The Editor of the *Newsletter* shall not serve concurrently as an Officer or as a Director. The Editor shall have full authority for the control of the editorial content but is responsible to the Board for the editorial policy and financial management of the ICMA *Newsletter*.
28. The Board of Directors may establish additional occasional publication ventures.
29. *Indemnification*. The ICMA shall, to the fullest extent of the law (including without limitation Sections 721-726 of the New York Not-for-Profit Corporation Law), indemnify each person who at any time serves as a Director, Officer, employee, or agent of the ICMA (each an "Indemnified Person") against all judgments, fines, settlement payments, and reasonable expenses, including attorney's fees, that such Indemnified Person incurs in connection with the defense of any action, suit, or proceeding in which he or she is made a party, or threatened to be made a party, by reason of having been a Director, Officer, employee, or agent of the ICMA. The indemnification provided for in this section shall apply equally to the heirs, executors, and personal representatives of an Indemnified Person and shall not be deemed to exclude any other rights to which an Indemnified Person may be entitled under any by-law, agreement, vote of the Board of Directors or Members, or otherwise.

#### AMENDMENT OF BY-LAWS

30. These By-Laws may be amended by a vote of two thirds of the voting Members present in person or by proxy at the Annual Meeting, with notice of the proposed change given not less than thirty and not more than fifty days in advance. The Board shall have the authority to amend the By-Laws in order to resolve any ambiguity or inconsistency or upon the advice of Counsel in order to comply with any applicable law.