

# **NATIONAL COMMITTEE FOR THE HISTORY OF ART, INC.**

## ***BY-LAWS***

### **Article I - Name, Office and Membership**

- A. The name of the Corporation shall be National Committee for the History of Art, Inc.
- B. The office of the Corporation shall be maintained at such place or places as the Board of Directors shall from time to time determine.
- C. All members of the Corporation and all members of the Board of Directors shall be active, professional members of the art historical community.

### **Article II - Directors**

- A. The property and offices of the Corporation shall be managed by the Board of Directors. The Board of Directors may delegate their power and authority, at their discretion, at any time or from time to time, to such committees as may be appointed by the Board of Directors at any one or more of their meetings.
- B. The Directors shall elect their successors and, except as provided herein, shall fill any and all vacancies as may occur on the Board of Directors.
- C. There shall be fourteen Directors as follows:
  - 1. Two art historians appointed by the College Art Association (“CAA.”).
  - 2. The pertinent officers of the Institute for Advanced Study at Princeton (“IAS”), the Center for Advanced Study in the Visual Arts in Washington, D.C. (“CASVA”), the Getty Research Institute in Los Angeles (“GRI”), and the Clark Art Institute in Williamstown, Mass. (“Clark”).
  - 3. Eight other art historians, nominated at-large by the Nominating Committee of the Corporation and approved by a majority vote of the Board. These should include senior members of the profession chosen from among past editors of the Art Bulletin, directors or senior staff of art museums, directors of member organizations in the Association of Research Institutes in Art History, and other representative members of different fields within the discipline.
- D. The terms of office of the directors shall be as follows:

1. The terms of CAA appointees shall be three years.
2. The pertinent officers of the IAS, CASVA, GRI, and the Clark shall serve for as long as they maintain their position as director of the research institution.
3. Directors nominated at-large by the Nominating Committee shall serve a three-year term. Directors in this class shall not be eligible for reelection until three years following completion of their term of office.
4. Directors shall be elected at the Annual Meeting of the Corporation and shall serve until their successors are duly elected and assume office.

### **Article III - Meetings of Directors**

- A. An annual meeting of the directors shall be held during the annual meeting of the CAA, and provided that, however, when a quorum of the directors is not in attendance at the annual meeting on the date provided herein or set by the Board of Directors, then the annual meeting shall be stated by notice to the directors as sent by the Secretary.
- B. Notice of the annual meeting of the directors shall be given to each director at least five days prior to the meeting.
- C. Special meetings of the directors for any purpose or purposes may be called by the President and shall be called by the President and Secretary at the request, in writing, of any six directors.
- D. Notice of any special meeting of the directors, stating the time, place and object thereof, shall be given to each of the directors at least three days before such meeting.
- E. Annual meetings of the directors shall be held at such place as may be designated by the President, or failing such designation by the President, at such other place as may be designated by a majority of the directors. Special meetings of the directors may be held at such time and place as shall be stated in the notice of the meeting or in the duly executed waiver of notice hereof.
- F. Whenever notice is required to be given to a director, such notice may be given either personally, by mail, telephone, email or fax.
- G. Whenever any notice is required to be given to a director, a waiver thereof given by the director who is entitled to such notice, whether given before or after the time at which the meeting is held or to be held, shall be deemed the equivalent of such notice. Any such waiver may be written or oral.
- H. In all matters pertaining to the affairs of the Corporation, the directors shall act by resolution of a majority of those directors present at a meeting of the directors. The presence of seven directors shall be deemed to constitute a quorum at any such meeting. A meeting of the directors may be duly held by the attendance thereat in

person of the directors or by telephone or written proxy or electronic means, and any director who shall participate in such meeting either personally or by telephone, written proxy, or electronic means shall be deemed to have been present thereat and shall be counted in the determination of the quorum.

#### **Article IV - Officers**

- A. There shall be a President, Vice President, a Secretary and a Treasurer.
- B. The officers shall be elected by the Board of Directors upon recommendation of the Nominating Committee at the Annual Meeting from among the directors to replace officers whose terms of office shall have expired. Directors shall be eligible for re-election as officers for two terms.
- C. An officer may be removed at any time by an affirmative vote of two-thirds of the directors and vacancies may be filled and other appointments made by a majority of the directors.
- D. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall appoint all committees. The President shall have the power to appoint on a temporary, limited basis any director of the Corporation to perform the duties of the President.
- E. The Vice President shall perform the duties of the President in the President's absence or inability to serve.
- F. The Secretary shall keep minutes of all meetings of the Board of Directors and shall be responsible for notifying members of the Corporation and the Board of Directors of all meetings.
- G. The Treasurer shall have charge of the financial affairs of the Corporation and shall have all powers necessary to carry out the functions of that office.
- H. The President shall be nominated as a titular member and a member of the Executive Committee (Bureau) of CIHA. The Vice President also shall be nominated as a titular member of CIHA, The Secretary and the Treasurer shall be nominated as supplementary members of CIHA.

#### **Article V - Standing Committee**

- A. There shall be an Executive Committee comprising the officers of the Corporation which shall have the power to act on behalf of the Board of Directors between meetings of the Board.
- B. There shall be a Nominating Committee comprising the longest serving of each class of directors which shall nominate elected directors and officers in accordance with the

provisions of these by-laws. The chair of the Nominating Committee shall be the longest serving member of the Executive Committee, except the President.

#### **Article VI - Funds and Fiscal Year**

- A. The funds of the Corporation shall be maintained at such places and in such manner as shall be authorized by the Board of Directors. In addition to payment of the normal and usual expenses of the Corporation, such as funds shall be expended by the Corporation to further its primary function to represent the United States art historical community in its relations with CIHA. In that regard, funds shall be expended to pay the expenses of attendance of the President and one other titular or suppliant member of CIHA at CIHA meetings where such expenses are not paid by CIHA, and, to the extent available, to facilitate attendance at CIHA congresses and colloquia by American Scholars.
- B. The fiscal year of the Corporation shall begin on January 1 of each year.

#### **Article VII - Amendments**

- A. These by-laws may be amended from time to time or at any time at a meeting of the Board of Directors by a vote of two-thirds of the total number of directors.

#### **Article VIII - Agreement with CAA**

- A. Corporation has entered into an agreement with the CAA providing in relevant part for the election of the designated directors and further providing for the termination of the agreement upon the vote of a majority of the directors of either organization. The agreement further provides that CAA will recognize the Corporation as the exclusive representative of the art historical community of the United States in all matters and dealings with CIHA. In the event that the CAA shall withdraw such recognition, or in the event that the agreement is otherwise terminated either by the Corporation or by the CAA, the terms of the designated directors shall terminate as of the date of the vote of the Board of Directors of the Corporation of either organization, at which time the Board of Directors of the Corporation shall compromise only the elected directors.
- B. Financial agreement.

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### *Procedural Resolutions*

1. CIHA was established in the last century by some of the illustrious founders of the discipline of art history. Over the years the tradition has been that national representatives to CIHA have been among the most distinguished in their respective countries. This custom has a practical function since the prestige of the representatives often weighs heavily in the deliberations of CIHA. Therefore, in the best interests of our discipline every effort should be made to maintain the custom of electing as CIHA representatives art historians who have attained a high degree of international recognition and respect as scholars and who have a strong commitment to the overall welfare of the field.
2. NCHA funds will be used exclusively for NCHA administrative expenses, which may include travel expenses for the President to attend meetings of the CIHA Executive Committee insofar as such expenses are not otherwise reimbursed, and, if the President deems it necessary for one other representative to CIHA to attend the CIHA general assembly meetings. In addition, NCHA funds will be used to facilitate participation by Americans who are not delivering papers, with preference given to advanced graduate students whose dissertations are closely related to one or more sessions of a CIHA meeting.
3. To ensure continuity, the present representatives to CIHA shall continue to serve and shall also continue to serve as officers of NCHA.