

TRUSTEES OF THE WALTERS ART MUSEUM

BY-LAWS

Adopted September 28, 2021

Preface

By his Last Will and Testament dated November 30, 1931, Henry Walters gave to the Mayor and City Council of Baltimore his art gallery, his adjacent dwelling and all of the art and contents therein for the benefit of the public. He further directed that the income derived from an endowment established under his Will should be used for the purpose of maintaining the Walters Art Gallery (now doing business as “The Walters Art Museum”). Thereafter, in 1933, Baltimore City enacted an Ordinance that authorized the Mayor and City Council to receive the property and funds given to the Mayor and City Council by Henry Walters and further created a Board of Trustees that was empowered to adopt rules and regulations and receive and spend income for the management and maintenance of the Museum in the interests of the public. In the same year, the General Assembly of the State of Maryland enacted a law that incorporated the Trustees of the Walters Art Gallery as an “agency of the Mayor and City Council of Baltimore.” It empowered this corporate body of Trustees “to have and exercise full and complete control” over the real properties, art treasures and income of the museum and to further have, in general, all of the powers with respect to the affairs of the Museum which are conferred by the laws of Maryland upon the directors or managing bodies of Maryland corporations. In accordance with the Last Will and Testament of Henry Walters and the aforementioned City and State laws, the Trustees of the Walters Art Museum have adopted the following By-Laws.

ARTICLE I

BOARD OF TRUSTEES

Section 1. The **Board of Trustees of the Walters Art Museum (hereinafter the Board)** shall have full authority to exercise all of the powers and perform all of the duties prescribed by the ordinances of the City of Baltimore and the laws of the State of Maryland. The Board is responsible for the well-being of the Museum's various assets. In accordance with the Museum's Board of Trustees Code of Ethics, these powers and duties include but are not limited to the power to exercise full and complete control over the real property, art, and other contents of the Museum and its physical plant; to adopt, alter, and/or repeal By-Laws, rules and policies pertaining to the Museum; to develop short- and long-range strategic plans; to receive and expend such income that will maintain, preserve, and improve the Museum; to approve an annual budget; to approve, as recommended by the Collections Committee, the acquisition, deaccession, and loan of works of art except when such power is delegated to the Executive Director; to elect a Chairperson, a President, Officers, and Trustees of the Board; and to select and hire an Executive Director who shall have the responsibility and authority set forth in Article III. The Board shall exercise its powers and perform its duties for the benefit of the public.

Section 2. The **Board** shall consist of not more than 40 Trustees who are elected to serve by the Board; that is, the Board is self-perpetuating. From time to time, the Board may increase or decrease the total number of Trustees by resolution of a majority of the entire Board. Trustees who are elected in this manner are designated hereinafter as "Trustees." In accordance with the Baltimore City Ordinance that governs the Walters Art Museum, the Mayor of Baltimore and President of the City Council of Baltimore (or their designees) shall be members of the Board and have all of the powers entrusted to the Trustees. No individual who is an art dealer or who would have a professional interest in which objects enter or are deaccessioned from the permanent collections of the Museum shall serve as a Trustee of the Walters Art Museum.

Section 3. A Trustee shall be elected to serve for a term of three years and can be re-elected for successive three-year terms provided the Trustee does not serve more than 12 years in succession. A Trustee who has served 12 years in

succession is eligible for re-election to the Board after a hiatus of one year. The 12-year restriction on consecutive years of service does not apply to a Trustee who has been elected or nominated to serve as an officer. A Trustee may serve no more than six years as an officer after completing four successive three-year terms. A Trustee who is not present in person or electronically for four consecutive meetings shall be deemed to have resigned, unless such absences are excused by the President. From time to time and in extraordinary circumstances, and by vote of the Board at the Annual Meeting, a Trustee who has been critical to an ongoing Board project may have their term extended for an additional year to ensure completion of that project.

Section 4. Trustees shall receive no pay or compensation of any kind for the performance of their duties as members of the Board.

Section 5. Trustees must annually complete a Conflict of Interest (COI) statement in accordance with the Museum's policy. In addition to completion of this annual COI, any possible conflict of interest, direct or indirect, on the part of any Trustee (or a member of the Trustee's immediate family) in regard to any pending transaction with the Museum shall be immediately disclosed by the Trustee to the President. The Trustee must also disclose the conflict at the beginning of the portion of any regular or special meeting of the Board or other Committees of the Board at which the pending transaction is to be discussed, considered, or acted upon. When any conflicting interest becomes relevant to any matter requiring approval by the Board or other Committee at a regular or special meeting, the Trustee shall recuse themselves from any discussion, deliberation, or consideration of the matter and shall not vote on the matter or use personal influence regarding the matter in communication with the Board or any Trustee, Ex Officio Trustee, or Trustee Emeritus. Any Trustee who is excluded from participating and voting because of such conflict of interest may, however, at the President's request, briefly answer pertinent questions of other Trustees when such Trustee's knowledge of the matter will assist the Board. The minutes of the meeting shall reflect the disclosure of the conflict, and that the interested Trustee recused and abstained from consideration of and voting upon the matter.

Section 6. A Trustee may be removed from the Board for cause (as determined in the sole good faith judgment of the Board of Trustees) at any regular or special meeting of the Board by the vote of at least three-fourths of the Trustees present and voting at such meeting.

Section 7. The Board may also include no more than 20 **Ex Officio Members** who are appointed by the President of the Board by virtue of the governmental office or position that they independently occupy. Ex Officio Members may include the Governor of Maryland and County Executives of Maryland counties. These elected officials may appoint a representative to the Board to serve in their place. Other Ex Officio Members may include the Chairperson of the Walters' Docents and the Chairperson of any other affiliated group as appointed by the President. Ex Officio Members shall have the right to attend all meetings of the Board and its Committees and to participate in any discussions but shall have no vote on any measure and shall not be counted in determining a quorum, except as described in Article IV, Section II.

Section 8. From time to time, the Board may elect, for life appointment as a **Trustee Emeritus**, a former Trustee who has demonstrated exemplary commitment and rendered distinguished service to the Walters Art Museum. If so elected, such Trustee Emeritus shall be entitled to attend the meetings of the Board and participate in any discussion. As Trustee Emeritus, such individual shall comply with the Museum Board of Trustees Code of Ethics, declare annually any Conflict of Interest, and shall be covered by indemnification as stated in Article V below, but shall have no vote on any measure and shall not be counted in determining a quorum, except as described in Article IV, Section II.

Section 9. Meetings of the Board shall occur regularly each year, on such dates and times and at such places as designated by the President. The President is also authorized to convene additional meetings following reasonable notice based upon their own discretion or the written requests of 20 percent of the Trustees for the purpose of discussing and/or deciding upon specific matters identified in the notice. At all meetings of the Board, the presence of a majority of elected Trustees is required to constitute a **quorum** for the transaction of business. With advance notice from the President, meetings may be called through electronic means and Trustees in attendance at these meetings either electronically or telephonically are to be counted as present and may fully participate in such meetings. If an immediate decision of the Board is required on an important and urgent matter prior to the ability to convene a meeting of the Board, the President is authorized to seek unanimous consent to obtain a vote of the Board on the matter through electronic or telephonic means.

Section 10. The Board shall conduct an **Annual Meeting**, at which the Governance and Board Development Committee shall nominate and the Board shall elect new Trustees and the Officers of the Board for the upcoming year.

Section 11. The decisions of the Board shall be made by the vote of a majority of elected Trustees attending a Board meeting. The **minutes** of all meetings of the Board shall be recorded by the Secretary or their designee, submitted to the Trustees for modification or amendment and approved by the vote of the Board at the following meeting.

Section 12. At its discretion, the Board shall conduct an open **State of the Museum Meeting**, at which the Museum will report on such topics as the major activities of the Museum during the previous year and the strategic plans for the future. The time and place of this meeting will be publicized on the Museum's website, and the members of the Walters Art Museum as well as the public in general shall be invited to attend.

ARTICLE II OFFICERS

Section 1. The **Officers** of the Board shall be a Chairperson, a President, two or more Vice Presidents, a Secretary, and a Treasurer. With the exception of the Secretary, the Officers shall be members of the Board. The position of Secretary shall be filled by the Executive Director of the Museum. The Chairperson, President, Vice Presidents, and Treasurer shall be elected by the Board annually with the expectation that they will serve in their positions for at least three years. Officers shall be nominated by the Board of Trustees based on recommendation by the Committee on Governance and Board Development. Trustees may nominate themselves and/or fellow Trustees to be Officers.

Section 2. The **Chairperson** shall provide advice and counsel to the President.

Section 3. The **President** has the authority to exercise oversight of the Museum; to assure compliance with the By-Laws and the policies of the Museum; to appoint Trustees to serve as Chairpersons of the Museum's Committees; to serve as the immediate supervisor of the Executive Director; and to ensure that the

Executive Director executes the short- and long-range plans, strategies, and decisions of the Board. The President shall bring to the attention of the Board matters which in their judgment require the Board's attention and/or action. The President shall perform such additional duties and exercise such additional powers as may be required or authorized from time to time by the Trustees or called for in the judgment of the President in the reasonable exercise of their discretion. The President has the duty to preside at all meetings of the Board of Trustees. In the event of the President's absence, the Chairperson will preside over the meeting, and in the event that neither the President nor Chairperson is available to preside over a meeting of the Trustees, the most senior Vice President shall do so.

Section 4. The **Vice Presidents** shall report to the President and perform such duties and responsibilities that are assigned or delegated to them by the President.

Section 5. The **Treasurer** serves as Chair of the Finance Committee and, working with the Executive Director and appropriate staff, informs the Board of the financial condition of the Museum. The Treasurer manages, with the Finance Committee, the Board's review and actions related to its financial responsibilities, including presenting the annual budget to the Board for approval and developing policies and strategies for recommendation to the Board to ensure the Museum's financial integrity and sustainability. The Treasurer shall be an independent Trustee with no financial relationship to the Museum.

Section 6. The Executive Director shall serve as the **Secretary** of the Board. The Secretary shall cause notices to be issued of all meetings of the Board and record minutes of the meetings. The Secretary, with the authority of the President or a designated Vice President, shall sign and execute or cause to be executed all contracts on behalf of the Board in accordance with the policies of the Museum. The Secretary shall also serve as the custodian of the records of the Museum and perform such additional duties as assigned by the President that are incident to the office of Secretary.

Section 7. At any regular or special meeting of the Board called for such purpose, any Officer of the Board may be removed by the Board (whenever in its sole good faith judgment the best interests of the Museum will be served thereby) by the vote of at least three-fourths of the Trustees present and voting at any such meeting.

ARTICLE III

EXECUTIVE DIRECTOR

The **Executive Director** shall be the Chief Executive Officer of the Walters Art Museum. The Executive Director shall report to the President and to the Board, and continued employment of the Executive Director shall be at the pleasure of the Board. In accordance with the Museum's By-Laws and the policies and decisions of the Board, the Executive Director shall be responsible for planning, organizing, staffing, and directing the day-to-day activities of the Museum. The Executive Director also shall exercise overall responsibility for the Museum's curatorial and education programs, for its permanent installation, its exhibition program, and for the preservation and enhancement of its collections, including recommending to the Collections Committee of the Board the acquisition, deaccession, and loan of works of art. The Executive Director shall also be responsible for the financial management of the Museum, including managing the budget established in concert with the Board. In further concert with the Board, the Executive Director shall actively participate in raising funds for the Museum. The Executive Director shall have the authority to hire, to assign, and, if necessary, to remove any members of the staff of the Museum, and the Executive Director shall have the duty to exercise general supervision over their performance and practices. The Executive Director shall also be responsible for satisfying any other duties and responsibilities assigned or delegated to them by the President. With regard to all of the aforementioned duties and responsibilities, the Executive Director is authorized to reasonably exercise their informed and professional judgment and discretion on behalf of the Museum and in the interests of the public.

ARTICLE IV

COMMITTEES

Section 1. The following standing Committees are established by the Board of Trustees: (1) a **Committee on the Museum** composed of the Officers authorized to exercise all of the powers of the Board of Trustees should action be required in extraordinary circumstances between scheduled meetings of the Board; (2) a **Governance and Board Development Committee** to ensure the smooth functioning, effectiveness, and compliance of the Board; (3) a **Finance Committee**

charged with oversight of the Museum's, financial reporting, budgeting and policies; (4) a **Collections Committee** to advise the Board on matters of acquisitions, deaccessions, loans, and collections management policies; (5) a **Development Committee** to work with the Executive Director, Board, volunteers and staff on raising funds to operate the Museum; (6) an **Investment Committee** charged with oversight to the Museum's investments and endowment portfolio; and (7) an **Audit Committee** charged with the oversight of the Museum's annual audit, internal controls, risk management, and ethical and legal compliance; and (8) a **DEAI Committee** charged with devising and implementing the Board's strategy and initiatives regarding matters of diversity, equity, accessibility, and inclusion. The President may appoint other Committees deemed necessary to the operation of the Museum. The Board may name, establish, and eliminate standing Committees as needed.

Section 2. Each Committee shall be chaired by an elected Trustee of the Museum who has been selected by the President. The President and the Executive Director shall be Ex Officio members of each Committee. With the exception of the Audit Committee, each Committee shall include no fewer than four additional Trustees who have been selected to serve on the Committee by the Chairperson and the President. The number and identity of other members of the Committee is subject to the discretion of the President and Chairperson of the Committee. Non-Board members may serve as members of all Committees, except non-Board members shall not serve on the Governance and Board Development Committee. For all Committees, one third of the assigned Committee members who are Trustees at every meeting are required to be present to constitute a quorum to conduct business unless special circumstances require action by the Committee in the absence of such quorum. With advance notice, Committee members unable to attend a meeting in person may attend and participate in the meeting by electronic means and be counted as present. Each Trustee shall have one vote while serving on a Committee. Ex Officio and Trustees Emeriti may vote on Committees to which they are appointed by the President and on which they serve. All Trustees, Ex Officio Trustees, and Trustees Emeriti may attend any Committee meeting, but only members appointed to a Committee by the President shall have a vote on Committee matters and shall count in determining a quorum.

a. **Audit Committee** - The Audit Committee shall consist of at least three and no more than five members, the majority of which shall be elected Trustees. The Audit Committee Chairperson and Committee members shall be appointed by the

President of the Board of Trustees. In furtherance of the responsibilities specified in its charter the Audit Committee shall also have access to its own counsel and other advisors at the Committee's sole discretion.

Section 3. The charter of each standing Committee shall be determined by each Committee and approved by the Board and recorded in the minutes of the Board. Each Committee shall act in an advisory capacity and is without any authority to supersede or replace the decision-making authority of the Board unless the Board expressly delegates such authority to the Committee. Each Committee is expected to submit to the Board one or more reports annually regarding the Committee's activities and the Committee's recommendations or proposals for Board action.

Section 4. The Chairperson of each Committee is authorized to determine when and where the Committee will meet and the agenda for each meeting. The Chairperson shall provide reasonable notice of a meeting to the members of the Committee. The Chairperson also shall record the Committee's proceedings. The Chairperson, with the express permission of the President, can establish Subcommittees and define their purpose and duration. Subcommittees may be chaired by non-Board members, and any reports from the Subcommittees shall be approved by the Chairperson of the Committee and incorporated into the reports of the Committee.

Section 5. Based on the President's recommendation, the Board may form other Committees as the need arises. The charter, duration and authority of such Committee shall be defined by the Board and recorded in the minutes. The Chairperson of such Committee shall be appointed by the President and confirmed by the Board. All Committees shall act in an advisory capacity without any authority to replace or supersede the Board's decision-making authority unless the Board expressly delegates such authority to the Committee.

ARTICLE V

INDEMNIFICATION

The Walters Art Museum shall indemnify (i) its Trustees and Officers, whether serving the Walters Art Museum or at its request serving any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or

hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (ii) other employees and agents to such extent as shall be authorized by the Board and be permitted by law; provided, however, that indemnification shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time these By-Laws, resolutions, or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of these By-Laws or repeal of this Article V shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VI MISCELLANEOUS

Section 1. The Board is authorized to support and maintain affiliate groups, such as the Docents and the Friends of Asian Art. The Chairpersons of such organizations shall report to the Board annually regarding their activities. The Board retains the discretion to change the title and purpose of such organizations.

Section 2. The Walters Art Museum is an equal opportunity employer and shall not discriminate against any applicant for employment or employee on the basis of race, color, creed, national origin, religion, sex, sexual orientation, age, disability, marital status, or any other unlawful consideration in accordance with applicable local, state, and federal laws. All employees of the Walters Art Museum are at-will employees.

Section 3. The Museum originally known as the Walters Art Gallery shall hereafter be known as the Walters Art Museum. The Museum officially known as “the Walters Art Gallery” shall also do business as the “The Walters Art Museum.”

Section 4. The By-Laws of the Museum shall be filed with the City of Baltimore Department of Legislative Reference; they shall be accessible at all times to the public; and they shall be set forth on the website of the Museum, www.thewalters.org. The By-Laws may be amended or repealed by the vote of a majority of all of the Trustees at any regular or special meeting of the Board, provided that the Trustees have been provided reasonable notice of such anticipated action.

Section 5. The fiscal year of the Walters Art Museum shall be from July 1 – June 30. The Museum’s place of business is 600 North Charles Street, Baltimore, Maryland 21201.

Approved by the Board Governance and Board Development Committee 9.15.2021
Recommended for Approval of the Board