

TRUSTEES OF THE WALTERS ART GALLERY

AMENDED AND RESTATED BY-LAWS

Approved November 13, 2012 and Amended May 7, 2013

(Effective as of March 8, 2016 and Amended March 8, 2016)

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. 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 Gallery (now doing business as 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. 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; 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, and other officers and trustees of the Board; and to select and hire an Executive Director to manage the museum. 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. 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 elective Trustees. 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 office or position that they independently occupy. The Ex Officio Members may include the Governor of Maryland and the County Executives of Baltimore County, Howard County and other Maryland counties who have been invited by the Board to serve as an Ex Officio Member. These elected officials may appoint a representative to the Board to serve in their place. Ex Officio Members may include the Chairperson of the Walters Enthusiasts; the Chairperson of the Walters' Women's Committee; the Chairperson of the Walters' Docents; and the Chairperson of any other Committee who has been invited by the Board to serve as an Ex Officio Member. The Ex Officio Members shall have the right to attend all meetings of the Board and its committees and to participate in any discussions, but they do not have the right to vote on any measure, and they shall not be counted in determining a quorum. A former Trustee who has served with

distinction may be elected by the Board as a Trustee Emeritus and, if so elected, shall be entitled to attend the meetings of the Board and participate in any discussions, but shall not be entitled to vote on any measure and shall not be counted in determining a quorum.

Section 3. The Board shall meet regularly each year, on such dates and times and at such places as may be designated by the President of the Board (hereinafter the President). The President is also authorized to convene additional meetings following reasonable notice based upon his/her 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 the elective Trustees is required to constitute a quorum for the transaction of business. With advance notice, a Trustee who is unable to attend a meeting of the Board in person can attend and participate in the meeting by means of electronic conferencing equipment and be counted as present. In the event that 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 4. A Trustee shall be elected to serve for a term of three years, and can be re-elected for successive three-year terms so long as 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. Trustees shall receive no pay or compensation of any kind for the performance of their duties.

Section 5. 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 6. The decisions of the Board shall be made by the vote of a majority of Trustees attending a Board meeting. The minutes of all meetings of

the Board shall be recorded by the Secretary or his or her designee, submitted to the Trustees for modification or amendment and approved by the vote of the Board at the following meeting.

Section 7. 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.

Section 2. The Chairperson shall provide advice and counsel to the President. The President has the duty to preside at all meetings of the Board of Trustees. In the event that the Chairperson and President are not available to preside over a meeting of the Trustees, the most senior Vice President shall do so.

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 collaborate with the Executive Director to assure that the short and long range plans, strategies and decisions of the Board are executed. The President shall bring to the attention of the Board matters which in his/her 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 his/her discretion.

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. The Secretary shall cause notices to be issued of all meetings of the Board and minutes of the meetings recorded. 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 contract policy of the museum. The Secretary shall also serve as the custodian of the records of the museum and perform such additional duties as assigned to him/her by the President that are incident to the office of a secretary.

ARTICLE III

THE 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 his/her continued employment 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. He/she 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 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, he/she 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 he/she 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 him/her by the President. With regard to all of the aforementioned duties and responsibilities, the Executive Director is authorized to reasonably exercise his/her 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, Friends of the Museum, 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. The Board 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 a 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. Each committee shall include no less 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. For all committees, one third of the assigned committee members 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 means of electronic conferencing and be counted as present.

a. **Audit Committee** - The Audit Committee shall consist of at least three and no more than five members, the majority of which shall be active members of the Board of 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 purpose of each standing committee shall be decided upon 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 purpose, 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, the Women’s Committee, Friends of the Asian Collections, and the Walters Enthusiasts. 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 employed at the will of the Executive Director.

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 11/13/12

Amended 5/7/13, 11/12/13, 11/11/14, 3/8/16