



By-Laws
of the Boston Athenæum

*Adopted by the Proprietors 6 February 1865,
and as amended through 27 March 2017*

ARTICLE I. PURPOSES

1.01. *Purpose.* The Athenæum is organized exclusively for charitable, literary and educational purposes, and no part of the net earnings may inure to the benefit of any private shareholder or individual. As a public charity, the Athenæum shall engage in no activities inconsistent with applicable law of the United States and the Commonwealth of Massachusetts including M.G.L. Ch.180.

1.02. *Location.* The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Incorporation of the corporation.

1.03. *Corporate Seal.* The Trustees may adopt and alter the seal of the corporation.

1.04. *Fiscal Year.* The fiscal year of the corporation shall end on the thirtieth day of September each year or such other date as the Trustees may adopt.

1.05. *Gender.* The pronoun “he” or “his” when appropriate shall be construed to mean also “she” or “her” and the word “chairman” shall be construed to include a female.

ARTICLE II. PROPRIETORS

2.01. *Class of Membership.* Members of the Athenæum corporation shall be those persons serving as the Proprietors.

2.02. *Proprietors.* Proprietors are those members who have acquired and hold numbered shares in the Boston Athenæum. Where a share is owned by two or more persons, e.g. by executors, administrators or trustees of an estate; or by a corporation; one person shall be designated in writing as the sole representative of the owners for the exercise of voting rights under these By-Laws, and the name of that person shall be furnished to the Secretary of the Board of Trustees or a designee. Failure to so designate will result in loss of voting or other rights associated with proprietorship. No transfer of a share from one Proprietor to another shall be valid until written evidence thereof is provided to the Secretary of the Board of Trustees or a designee and the transferee has given the Secretary or designee a written statement accepting the share and accepting attendant obligations including payment of assessments and compliance with all Boston Athenæum rules. A proprietor may not sell or trade a share for personal profit. When a share is cancelled, otherwise falls vacant, or a new share is issued, the

Director and Librarian may propose the award of a share to a new Proprietor and, with the approval of the Board of Trustees, award the share to a new Proprietor.

2.03. *Assessments and Privileges.* For purposes of determining Athenæum dues, assessments, and membership privileges, a Proprietor shall be treated as if he were in the membership class which would otherwise be applicable to him if he were not a Proprietor. Every Proprietor shall be entitled, upon such terms as the Board of Trustees shall establish, to introduce persons to the Athenæum, to borrow books, and to give tickets permitting other persons to borrow books or to make use of them in the Athenæum, which tickets shall be valid for the calendar year after being recorded with the Athenæum. Such persons shall be responsible for all such books and for the good conduct of all such persons.

2.04. *Resignation, Suspension or Removal.* A Proprietor may resign at any time by delivering his share to the corporation at its principal office. After reasonable notice and the opportunity to be heard, the Board of Trustees may suspend the privileges of any Proprietor violating these By-Laws, regulations, or policies set from time to time by the Board of Trustees. If a Proprietor neglects or refuses to pay any assessment duly imposed upon his share for the space of five years after the time set for payment thereof, the Board of Trustees may, after sixty days' written notice to the Proprietor, remove his name from the books of the corporation, and award that numbered share to another person.

2.05. *Annual Meeting.* The annual meeting of Proprietors shall be held on the second Monday of February at such time as the Trustees shall designate or at such earlier or later date and time as shall be determined from time to time by the Trustees or the President.

2.06. *Special Meetings.* Special meetings of the Proprietors may be held at any time when called by the President or by two or more Trustees.

2.07. *Place of Meetings.* All meetings of the Proprietors shall be held at the principal office of the corporation or at such other place within the United States as shall be fixed by the Trustees or by the President.

2.08. *Notice of Meetings.* A written notice of each meeting of Proprietors, stating the place, date and time, and the purposes of the meeting, shall be given at least seven days before the meeting to each Proprietor entitled to vote thereat and to each other Proprietor who by law, by the Articles of Incorporation, or by these By-Laws, is entitled to notice, either by electronic mail; by leaving such notice with him at his residence or usual place of business; or by mailing it postage prepaid addressed to such Proprietor at his address as it appears in the records of the corporation. Whenever notice of a meeting is required, such notice need not be given to any Proprietor if a written waiver of notice executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the

records of the meeting.

2.09. *Quorum*. At any meeting of the Proprietors, twenty-five of the Proprietors then in office (whether present in person or by proxy) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law, by the Articles of Incorporation or by these By-Laws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.10. *Action by Vote*. Subject to the provisions of Section 2.02, each share shall have one vote. When a quorum is present at any meeting, a majority of votes properly cast by Proprietors present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation or these By-Laws.

2.11. *Action by Writing*. Any action required or permitted to be taken at any meeting of the Proprietors may be taken without a meeting if all Proprietors entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Proprietors. Such consents shall be treated for all purposes as a vote at a meeting.

2.12. *Proxies*. Proprietors may vote either in person or by written proxy dated not more than six months before the meeting named herein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of the meeting.

2.13. *Electronic Action*. Any proxy given by a Proprietor or other writing required or permitted to be taken by a Proprietor or Trustee may be made by email or other electronic means and shall be valid as if in written form. A copy of such electronic communication shall be filed with the records of the meeting.

ARTICLE III. LIBRARY MEMBERS, SPONSORS, CONTRIBUTORS, BENEFACTORS, FRIENDS

3.01. *Non-voting Affiliates*. The Trustees may designate certain persons as non-voting library members, library life members, supporters, sponsors, benefactors, advisors or friends of the corporation or such other title as they deem appropriate. Except as the Trustees shall otherwise designate, such persons shall have no right to notice of, or to vote at, any meeting of the corporation; shall not be considered

for purposes of establishing a quorum, and shall have no other rights or responsibilities, except the right to use library materials, to borrow books, and to participate in library programs on such terms and conditions as the Trustees may determine.

3.02. *Legislator Members.* The Governor, Lieutenant-Governor, members of the Executive Council and of the Legislature of the Commonwealth, for the time being, shall be entitled to free admission to the Athenæum, to the use of library materials in the Athenæum, but not to borrow books or other materials.

3.03. *Scholars and Visitors.* Subject to such terms and restrictions as the Board of Trustees may establish, the Director and Librarian may grant to persons not otherwise qualified the privilege of using materials for research or other scholarly purposes. Members of the public may be entitled to admission to the Athenæum on such terms as the Trustees may determine.

3.04. *Suspension.* The right of any person described in this Article III to use library materials, borrow books, or to be admitted to the Athenæum may be suspended by the Trustees at any time.

ARTICLE IV. BOARD OF TRUSTEES

4.01. *Powers.* The affairs of the corporation shall be managed by the Trustees, who shall have and may exercise all the powers of the corporation except those powers reserved to the Proprietors by law, the Articles of Incorporation, or these By-Laws.

4.02. *Number and Election.* Trustees shall be divided into three classes of approximately equal size, the term of one class expiring each year. At each annual meeting of the Proprietors following initial election and division of Trustees into three classes, the Proprietors shall fix the number of Trustees at 21, and may elect for a term of three years the appropriate number of successors to the class whose term is expiring, and they may also elect additional Trustees to other classes to the extent necessary to maintain approximate equality in size among classes. If, after any annual meeting, fewer than an aggregate of 21 Trustees shall be serving, the shortfall shall be deemed a vacancy or vacancies to be filled by the Proprietors or the Trustees in accordance with these By-Laws. At any special or regular meeting, the Proprietors may increase the number of Trustees and elect new Trustees to complete the number so fixed by a vote of the Proprietors, or they may decrease the number of Trustees, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more Trustees. No Trustee shall serve more than four consecutive three year terms or twelve consecutive years in office as a trustee; however, any Trustee who is elected an officer of the corporation shall continue

to serve as a Trustee so long as he remains an officer. A Trustee who has ceased to serve for at least one year may be re-elected for up to four additional three year terms or twelve consecutive years.

4.03. *Term of Office.* Each Trustee shall hold office for the term of the class to which he is elected and until his successor is elected or qualified, or until he sooner dies, resigns, is removed, or becomes disqualified.

4.04. *Committees.* The Trustees may elect or appoint one or more committees and delegate to any such committee or committees that consist solely of Trustees any or all of the powers of the Trustees, except those which by law, by the Articles of Incorporation, or by these By-Laws, they are prohibited from delegating. Trustees may elect or appoint persons who are not trustees to advisory committees that do not exercise any or all of the powers of the Trustees. Unless the Trustees otherwise delegate, a Standing Committee shall have all of the powers of the Trustees during intervals between meetings of the Trustees, except for the powers specified in Section 55 of MA General Laws Chapter 156B. Unless the Trustees otherwise designate, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these By-Laws for the Trustees. The members of any committee shall serve for a term of one year or as otherwise determined by the Trustees.

4.05. *Regular Meetings.* Regular meetings of the Trustees may be held at such times and at such places as the Trustees may determine.

4.06. *Special Meetings.* Special meetings of the Trustees may be held at any time and at any place when called by the President or by two or more Trustees.

4.07. *Notice of Meetings.* Notice of the time and place of each meeting of the Trustees shall be given to each Trustee by regular or electronic mail at least five days before the meeting, addressed to him at his usual last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice executed by him (or his attorney thereunto authorized) before or after the meeting is filed with the records of the meeting, or to any Trustees who attend the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Incorporation, or these By-Laws.

4.08. *Quorum.* At any meeting of the Trustees, a majority of Trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.09. *Action by Vote.* When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, by the Articles of Incorporation, or these By-Laws.

4.10. *Action by Writing.* Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

4.11. *Presence through Communication Equipment.* Unless otherwise provided by law, the Articles of Incorporation, or these By-Laws, members of the Board of Trustees may participate in a meeting of such board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute participation in presence at a meeting.

ARTICLE V. OFFICERS AND AGENTS

5.01. *Number and Qualification.* The officers of the corporation shall be a President, Treasurer, Vice-President, Secretary, and such other officers, if any, as the Trustees may determine. An officer must be a Trustee with the exception of the Assistant Treasurer who must be a member or Proprietor if not a Trustee. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Trustees, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Trustees.

5.02. *Election.* The President, Vice-President, Treasurer and Secretary shall be elected annually by the Proprietors. Other officers, if any may be elected by the Trustees at any time.

5.03. *Tenure.* The President, Vice-President, Treasurer and Secretary shall each hold office until the next annual meeting of the Proprietors and until his successor is chosen and qualified, and each other officer shall hold office until the next annual meeting of the Proprietors, unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

5.04. *Presidents and Vice-Presidents.* Unless the Trustees otherwise specify, the President shall be the chief executive officer of the Corporation, and, subject to

the control of the Trustees, shall have general charge and supervision of the affairs of the corporation. If no chairman of the Board of Trustees is elected, the President shall preside at all meetings of the Proprietors and of the Trustees, except as the Proprietors or Trustees otherwise determine. The Vice-President, or First Vice-President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his inability to act. Vice-Presidents, if any, shall have such other duties and powers as the Trustees shall determine.

5.05. *Treasurer.* The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other government agencies. He shall have such other duties and powers as designated by the Trustees or the President.

5.06. *Secretary.* The Secretary shall record and maintain records of all proceedings of the Proprietors and Trustees in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Secretary or of its resident agent. Such book or books shall also contain records of all meetings, and the original or attested copies of the Articles of Incorporation, By-Laws, names of all Proprietors and Trustees and the address of each. If the Secretary is absent from any meeting of the Proprietors or Trustees, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

ARTICLE VI. TRUSTEE OR OFFICER RESIGNATION, REMOVAL OR VACANCY

6.01. *Resignations.* Any Trustee or officer may resign at any time by delivering his resignation in writing to the President at the office of the corporation. Such resignations shall be effective upon receipt unless specified to be effective at some other time.

6.02. *Removals.* A Trustee may be removed with or without cause by the vote of a majority of the Proprietors then in office. A Trustee may be removed with cause by the vote of a majority of the Trustees then in office. An officer may be removed with or without cause by the vote of a majority of the Trustees then in office. A Trustee or officer may be removed for cause only after reasonable notice and the opportunity to be heard by the Board of Trustees.

6.03. *Vacancies.* Any vacancy in the Board of Trustees, including a vacancy

resulting from the enlargement of the board, may be filled by the Proprietors, or by the vote of a majority of the Trustees then in office. For purposes of determining term limits as set forth in Section 4.02, the term of a Trustee elected to fill a vacancy on the Board shall be deemed to have commenced at the next annual meeting following his or her election, and any partial year term shall be disregarded. The Trustees shall elect a successor if the office of President, Vice-President, Treasurer or Secretary becomes vacant. Each such successor shall hold office for the unexpired term, and in the case of the President, Vice-President, Treasurer and Secretary, until his successor is chosen and qualified; or in each case until he sooner dies, resigns, is removed or becomes disqualified. The Trustees shall have and exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VII. EXECUTION OF PAPERS

7.01. *Execution.* Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President, Vice-President or the Treasurer.

7.02. *Real Estate.* Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice-President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or another person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, By-Laws, resolutions or votes of the corporation.

ARTICLE VIII. COMPENSATION, PERSONAL LIABILITY

8.01. *Compensation.* No Proprietor or Trustee shall be entitled to compensation for his services as a Proprietor or Trustee; however, the Board of Trustees may at its discretion reimburse a Proprietor or Trustee for the expense of attending a meeting. Subject to the provisions of Article XI, Proprietors and Trustees shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.02. *No Personal Liability.* The Proprietors, Trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations and other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract

or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the corporation.

ARTICLE IX. INDEMNIFICATION

9.01. *Indemnification.* The corporation shall to the extent legally permissible indemnify each person who serves as one of its Proprietors, Trustees or officers, or who serves at its request as a Proprietor, Trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article 9 a “Person”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which said Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or, to the extent that such matter relates to service at the request of the corporation, for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 9.01.

9.02. *Any Matter Disposed of by Compromise.* Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:

By a disinterested majority of the Trustees then in office; or

By a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or

By a majority of the disinterested Proprietors entitled to vote.

9.03. *Expenses.* Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to

repay the amount so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article 9. Such an undertaking may be accepted without reference to the financial ability of such person to make repayment.

9.04. *Rights herein not Exclusive.* The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article 9 shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise by law.

9.05. *Persons.* As used in this Article 9, the term “Person” includes such Person’s respective heirs, executors, and administrators, and a “disinterested” Proprietor, Trustee or officer is one against whom in such capacity the proceedings in question, or another proceeding or the same or similar grounds, is not proceeding.

ARTICLE X. INTERESTED PERSONS

10.01. *Definition.* No person shall be disqualified from holding any office by reason of having a direct or indirect financial interest, through business, investment, or family, in:

Any entity with which the Athenæum has an arrangement or transaction;

A compensation arrangement with the Athenæum or with any individual or entity with whom the Athenæum has an arrangement or transaction;

An existing or potential ownership or investment interest in, or compensation arrangement with, any individual or entity with whom the Athenæum has an arrangement or transaction.

Such persons shall be deemed “interested persons” as that term is defined in the most recent Athenæum Conflict of Interest Policy. An interested person has a conflict of interest only if the Board of Trustees decides that a conflict of interest exists.

10.02. *Annual Disclosure.* Each Trustee and officer shall annually disclose in writing any conflict of interest which he believes may arise in connection with his service as Trustee or officer.

10.03. *Procedures.* The Board of Trustees shall follow the procedures set forth in the Athenæum Conflict of Interest Policy to determine if a conflict exists. No transaction shall be voided by reason of any provisions of this Article 10 which would be valid but for such provisions.

ARTICLE XI. AMENDMENTS

11.01. *Amendments.* These amendments take the place of all previous By-Laws of the Athenæum. They may be altered, amended or repealed by two thirds vote of the Proprietors present in person or by proxy at any meeting, provided that notice of the proposed alteration, amendment or repeal shall have been included in the notices for such meetings as provided in Article 2.08 of these By-Laws.