Welcome to the Board!

Thank you for agreeing to serve on the Board of Governors at this pivotal moment in the history of the National Academy of Design.

Very soon we will have the opportunity to help guide the decisions on how and where to allocate the proceeds from the sale of the buildings. You will also assist us in determining whether the NA should become more of an “outward-facing,” activist, and arts advocacy organization; or remain an association of Artists and Architects that largely serves its membership.

Our hope is that you will each take a strong lead in bringing the National Academy into its third century as a vital part of the artistic life in America.

We would like to meet with you at your convenience to discuss these topics and the various ways that we can work together to advance the National Academy. One of us will be in touch shortly to arrange a meeting. In the meantime, please let us know if you have any questions.

All the best,

Walter and Tim

Walter Chatham, NA, Board Co-Chair
Tim Walch, Board Co-Chair
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ABOUT THE NATIONAL ACADEMY

Historical Overview
The founding of the National Academy stemmed from the failed attempt in 1825 by the fledgling art students Thomas Seir Cummings and Frederick Styles Agate to gain access to the American Academy of Fine Art’s collection of casts of antique sculpture. After expressing displeasure to an American Academy director, the artists were chastised by the organizations’ esteemed president John Trumbull. Spurred on by Trumbull’s arrogance, a loosely organized group of artists and architects, including Thomas Cole, Rembrandt Peale, Ithiel Town, Samuel F. B. Morse, Asher B. Durand, and others met in late November 1825 and dubbed themselves the New York Drawing Association. Two months later the group ratified the establishment of the National Academy of the Arts of Design. During this era, design was the exact translation of the French word “dessin,” meaning drawing. In choosing its name the Academy was expressing its desire that the organization concentrate on the traditional fine arts for which drawing is fundamental; painting, sculpture, engraving and architecture.

Morse had studied at the Royal Academy in London, where he became knowledgeable about its operation. This aided him in formulating the organization of the NAD, which in emulation of the RA is made up of professional artist members, and a structure that includes an elected government council, a professional art school, and an annual exhibition of contemporary art. Morse served as president of the NAD from 1826 to 1848, and again in 1861, on the resignation of the institutions second president, Asher B. Durand. At its founding, the NAD was the first institution in the US established by and under the exclusive control of professional artists.

Since its founding, the National Academy has followed a simple yet powerful mission: To promote the fine arts in America through exhibition and education. The founders of the National Academy believed that the practice and exhibition of art and architecture could flourish outside of the aristocratic patronage system. Their new egalitarian institution would aim for the highest echelons of artistic expression with an inclusive philosophy, enriching and educating new generations of artists and architects while preserving and sharing their work with the public.

The official name of the Academy has changed over its history. In 1828 the name of the organization was shortened to the National Academy of Design. In 1997 the name of the institution was expanded to the National Academy Museum and School of Fine Arts. The name of the body of Academicians remains the National Academy of Design. In 2017, the institution returned its name to the National Academy of Design.

Official Names of the Academy (1825-2012):
1825 – The New York Drawing Association
1826 – The National Academy of The Arts of Design
1828 – The National Academy of Design
1997 – The National Academy Museum and School of Fine Art
2017 – The National Academy of Design

National Academicians
In January 1826, the first group of members of the organization was elected. Following this, two categories of membership were established, Associate (ANA) and Academician (NA). Artists were elected on the basis of recognized excellence. Up until 1869, the body of members was drawn exclusively from the immediate New York area, and up until the turn of the century ANA’s and NA’s had to exhibit in a given year’s annual to be considered for election.
ABOUT THE NATIONAL ACADEMY

Upon the establishment of the first constitution, members were required to give a diploma or qualifying work in his or her medium. Early members almost uniformly ignored this rule. Indeed, none of the founders gave a diploma work to the Academy, with the possible exceptions of Morse and John Frazee. The tide began to turn in 1839 upon the revision of the constitution and by-laws, which included the requirement that Associates present a portrait of themselves. The response to the Associate and Academician requirement picked up as the 1840s progressed, stimulated by the new ruling and the beginning of a systematic effort by the council to document the acceptance of portraits and diploma works. The goal of forming a collection was stimulated on by the desire to amass a body of work that would represent for posterity the styles, tastes, and contributions of the organization’s members. The Associate membership designation was eliminated in 1994, bringing an end to the portrait requirement.

Today, elected members work with the Academy’s curators to select a representative work to give to the collection which is now comprised of over 7,700 works. The diploma submission brings the member’s status from NA-Elect to full National Academician, entitling him or her the right to participate in future elections, vote on institutional matters, serve on the Board of Governors and committees, and more.

Over 2,100 artists and architects have been elected since the Academy’s founding, and there are 440 living Academicians, including the recently-elected Class of 2017. New members are nominated and elected in a confidential process organized annually by the Membership Committee. At the beginning of the year, the committee sends out a call for nominations, and typically each full Academician has the ability to submit up to three nominees. Any living artist or architect who has made a significant contribution to American culture is eligible. The nominator submits a letter of recommendation and gathers letters of support from two other current Academicians, the nominee’s biography, and a selection of images of the nominee’s work. The Membership Committee reviews the nominations and then shares them for consideration with the rest of the Academicians at the Winter (General) Meeting. A few months later, the nominees are voted upon at the Spring (Annual) Meeting. In order to be considered, each nominee must receive a minimum of 100 votes, and in order to be elected, at least 60% of the votes must be in favor. In the fall, the new members are celebrated and welcomed into the fold at the annual Induction Ceremony and Party. The President presents the new class to the current members and supporters of the Academy, and gives each new member a pin and certificate that officially commemorates the election.

In 1826, membership was limited to 30 Academicians and 30 Associates. In 1829 the number of Academicians and Associates was increased to 50 for each category. In 1843, the number of Academicians was decreased to 35. In 1852 the number of Academicians was back to 50; in 1882 number of Academicians and Associates was set to 100 for each category. In 1903 membership was set at 100 members. Due to the merger with the Society of American Artists in 1906 membership increased again, arrayed among the professional classes: 125 painters, 25 sculptors, 25 architects or engravers. The constitution of 1907 codified this increase as well as a distinction between active members and those members who by decision of the Council were declared unavailable for active service by reason of residence abroad. Membership quotas increased several more times in the 20th century, until 1994, when the professional quotas and the classification of Associate members were eliminated. In 1994 membership eligibility was expanded to the current limit of 450.

Location and Building History

Since its founding, the National Academy has been housed in a series of venues in New York City, including the Old Alms House (1825-1826), the Arcade Baths (1827-1830), Clinton Hall (1829-), and the New York Society Library (1840-1847). In 1848, a building dedicated to the National Academy was opened on lower Broadway between Amity and Mercer Streets. Then, in 1860, a building site at 23rd Street and Fourth Avenue (now Park Avenue South) was purchased for the erection of the first permanent home of the Academy. Designed by architect Peter B. Wight, the structure was a Venetian Gothic Revival building, popularly known as the “Doge’s Palace”; it opened in 1865 and

Doge’s Palace
ABOUT THE NATIONAL ACADEMY

housed the offices, school, and exhibition facilities. A New York City landmark, the building was sold in 1899 to the Metropolitan Life Insurance Company, and later demolished. Remnants of the façade can be found on Our Lady of Lourdes Church at 465 W. 142nd St.

Between 1900 and 1940 the Academy was again without a permanent home. The School was located at 109th Street and Amsterdam Avenue, while the Annual exhibitions were held in the galleries of the American Fine Arts Society at 215 West 57th Street. Plans had been developed by the leading architectural firm of Carrère and Hastings for a large structure to be built in upper Manhattan, but were never realized because of financial and logistical problems.

From 1942 to 2017 the Academy resided in a Beaux Arts-style mansion on the Millionaires Row portion of Fifth Avenue at 89th Street. The mansion was originally the home of Archer Milton Huntington (1870-1955) and his wife, sculptor and National Academician Anna Hyatt Huntington (1876-1973). Huntington was the heir to the fortune amassed by his father, railroad magnate Collis Huntington, an owner of the Central Pacific and Southern Pacific railroads, among others. The Huntingtons lived in this house until 1939, when they gave the building and surrounding properties to the National Academy and moved to their country estate. A major philanthropist, Archer Huntington was also a naturalist and a scholar who specialized in Spanish history, art, and literature. He is best remembered as the founder of the Hispanic Society in New York City, the Mariners Museum in Newport News, Virginia, and, with his wife, Brookgreen Gardens in South Carolina.

In 1902, Archer Huntington purchased several properties along Fifth Avenue between 89th and 90th streets, including a comparatively small house at number 1083. In 1913, he hired the architect and interior designer Ogden Codman, Jr., to enlarge the house, turning it into the mansion it is today. Codman, who was a colleague and friend of Edith Wharton, tripled the size of the residence by adding a large wing at the back, opening onto 89th Street. He remodeled the existing interiors in the French Renaissance Revival and Neo-Grec styles he favored.

The second floor was designed for entertaining; on the third floor were the living quarters for Archer Huntington; and, after his marriage, in 1923, his wife had a five-room suite on the fourth floor. A number of small bedrooms for the more than 25 servants were located on the fifth and sixth floors. An expansive space on the fifth floor, which had a large skylight, was refitted as the sculpture studio for Anna Huntington. The Huntingtons lived in this house until 1939, when they gave the building and surrounding properties to the National Academy. The couple then moved to their country estate. Following Archer Huntington’s death, in 1955, Mrs. Huntington maintained a studio and a small apartment in the Academy’s building until shortly before her death at the age of 97.
Throughout the 1940s, the Academy wrestled with continued financial crises, and in 1950 was forced to sell one of the properties gifted by the Huntingtons – at 1080 Fifth Avenue, 1 E. 89th Street. That same year, the former school on 109th Street was sold to pay for the construction of the School at 5 E. 89th Street.

National Academy of Design meeting, exhibition, and school locations:

1826 – @ Old Alms House at City Hall Park in lower Manhattan
1827-1830 @ 39 Chambers Street over the Arcade Baths
1831-1840 @ Corner of Nassau and Beckman Streets, the Mercantile Library on the third floor of Clinton Hall
1841 to 1849 @ 346 Broadway (at Leonard Street), the third and fourth floors of the New York Society Library
1850-1854 @ 663 Broadway, where the Academy erected a suite of six galleries
1855-1856 @ 548 Broadway (over Dr. Chapin’s Church)
1857 @ 663 Broadway
1858-1861 @ 10th Street and 4th Avenue, the upper floor of a building
1861-1863 @ 625 Broadway, the Institute of Art
1865-1899 @ 23rd Street and Fourth Avenue (now Park Avenue South)
1899-1940 @ 109th Street and Amsterdam Avenue; exhibition galleries at 215 West 57th Street
1940-2017 @ 1083 Fifth Avenue at East 89th Street

National Academy Museum
The National Academy Museum opened its doors to the public in 1979. Prior to that, the institution was not regarded as a standard museum, but rather as one known for its three components: an honorary association of artists and architects, a school, and an Annual Exhibition. The Annual and the schedule of hosted exhibitions held at the Academy prior to 1979 had been organized by its members, or had originated elsewhere. Over the years, the galleries of the Academy had often been rented or loaned to outside organizations or groups such as the Society of Decorative Arts and the American Watercolor Society; and a certain number of travelling exhibitions organized by other museums or art organizations have been hung in the Academy's headquarters. However, once established as a “proper” museum in 1979, the Academy began presenting major exhibitions, many of which focused on historic European subjects. Since then, it has hosted and presented hundreds of exhibitions and has remained committed to the Annual Exhibitions, which have been held every year since 1826. At first, the Annuals were open to any American artist whose work was accepted by the jury of selection, comprised of Academicians. The Annual Exhibition was intended by the Academy's founders to be a reflection of contemporary art in the United States—an American salon. For many years, it was considered as one of the most significant and influential of the serial exhibitions held in this country. It was the premier arena for American artists to show off their accomplishments, and the launching point of many careers. In 1843, the National Academy’s annual was referred to in the New York Daily Tribune as “a central point of attraction for the fair and fashionable of the city”. Annual exhibitions at other institutions were not uncommon; the Pennsylvania Academy of the Fine Arts, the Art Institute of Chicago, and the Carnegie Institute all held recurring exhibitions. The formation of the Whitney's Annual/Biennial in the early 1930s was in reaction to the conservative Annuals of the National Academy of Design and intended to supplant the Academy’s Annual as the place to see contemporary American art. With the temporary closing of the museum in June 2016, the Annual and exhibitions were put on hold during the Academy’s transition to its new home.

The Academy houses one of the largest public collections of nineteenth- and twentieth-century American art in the country. It comprises approximately 8,000 thousand works in almost every artistic style of the past two centuries, from the linear portraiture of the Federal period and the naturalistic landscapes of the Hudson River School to studies of light and atmosphere that inform Tonalism and American Impressionism; from the gritty realism of the Ashcan movement to the modernist movements of Fauvism, abstraction, and photo- and magic-realism. Masterworks in these and other styles have come into the Academy’s collection mainly as gifts from newly elected National Academicians in compliance with membership requirements; thereby continually enriching the collection.

The Academy’s 19th-century paintings rank as the strongest and most comprehensive part of the collection. It was during this time that the institution was at the center of the American art world, and in accord with the Academy’s prestige, members felt personally impelled to donate representative examples of their work. The 19th-century collection was strengthened by the 1865 bequest of James...
ABOUT THE NATIONAL ACADEMY

Suydam, who left the institution a large body of paintings, especially landscapes, which round out and deepen works given by members of the Hudson River School.

Additionally, the Academy has an important and unique collection of more than 1,000 artist portraits, spanning the early 19th century to the present day, which includes a group of sterling examples dating from the 19th century. The majority of these works were submitted by artist-members as a condition of their membership in the institution, forming one of the largest and most important holdings of painted portraits in the country. Works from this group are regularly sought after for loan.

Other areas of the collection that show particular strength are the figure paintings of the turn of the 19th century, and the sculpture collection of the first decades of the 20th century. The Academy is also the custodian of an extensive archive of work by important American artists including more than 100 paintings, watercolors and drawings by William Trost Richards, regarded today as one of our finest landscape and marine painters of the 19th century, as well as 75 paintings, drawings, sketchbooks and oil sketches by Kenyon Cox who was among the best-known cultural figures in the United States during the early part of the 20th century, thanks to his reputation as a mural painter and especially as a critic.

Phillip Pearlstein

Wayne Thiebaud
ABOUT THE NATIONAL ACADEMY

While the aforementioned aspects of the collection are perhaps the strongest, there have been considerable efforts made in the last decade or so to obtain works from highly acclaimed, high-profile contemporary artists and architects who have recently been elected into the Academy’s membership. This has led to an increasingly expanding contemporary collection that features a number of architectural models, such as those by architects Robert A. M. Stern and Annabelle Selldorf, and perhaps most notably a growing body of new media, by artists like Shahzia Sikander, Christian Marclay and Carrie Mae Weems.

During the Academy’s period of transition to a new home, the institution plans to travel an exhibition of painting highlights from the collection to several American art museums around the country. Organized in conjunction with the American Federation of Arts, this exhibition will explore the National Academy’s contribution to the art and artistic life of this country over the course of the past 200 years. Early works from the first half of the 19th century will explore the origins of the Academy and its early fulfillment of its mission of furthering the cause of American art through education and exhibition. Paintings from the Post-Civil War era will reveal how contemporary European art and art education had a major impact on the development of American painting and transformed the composition and direction of the Academy and its School of Fine Arts. Highlights from the first half of the 20th century will explore the Academy’s nascent role during this time as the purveyor of artistic tradition in the United States, focusing on its geographically diverse and highly representative collection of landscapes and scenes of American life. Works from the post-war years will show how realism and its various strains re-emerged during this time as a viable alternative to abstraction. And finally, a selection of paintings from current members will address contemporary concerns while harkening back to America’s storied past.

Since its founding, the National Academy has included among its members many of the country’s most renowned architects including; NA founder Ithiel Town, Alexander Jackson Davis, Charles Follen McKim, Cass Gilbert, John Merven Carrère, Thomas Hastings, Frederick Law Olmsted, Eliel Saarinen, Eero Saarinen, Frank Lloyd Wright, Philip C. Johnson, I. M. Pei, Ludwig Mies van der Rohe, Louis Kahn, Walter Gropius, Anne Griswold Tyng, Richard Meier, Cesar Pelli, Frank O. Gehry, Maya Lin, Robert A. M. Stern, Billie Tsien, Tod Williams, Elizabeth Diller, Ricardo Scofidio, Charles Renfro, Jeanne Gang, Wendy Evans Joseph, Michael Graves, Annabelle Selldorf, David Adjaye, Renzo Piano, Moshe Safdie, Signe Nielsen, Shigeru Ban, and Graham Gund. The Academy’s collection reflects this impressive roster of architect members, with the greatest number of architectural works entering the collection beginning at the turn of the 20th century and continuing through today.
LIST OF CURRENT NATIONAL ACADEMICIANS

National Academicians are professional artists and architects who are elected to membership by their peers annually. They represent some of the most distinguished practitioners in their respective fields. All current National Academicians are listed below.

Sigmund Abeles
Marina Abramovic
Vito Acconci
Pat Adams
David Adjaye
Eric Aho
William Allan
Stan Allen
Gregory Amenoff
Mirsini Amidon
Emma Amos
Janine Antoni
Garo Antreasian
Ida Applebroog
Thomas Boutis
John Bower
Jack Coughlin
William Beckman
William Behnken
Byron Bell
Lynda Benglis
Judith Bernstein
Dawoud Bey
Robert Birmelin
Willard Boepple
Varujan Boghosian
James Bohary
Peter Bohlin
Lee Bontecou
Richard Bosman
Gregory Botts
Sharon Horvath
David Humphrey
Lo-Yi Chan
Walter Firestone
Chatham Ann
Chernow Carmen
Cicero Brad
Cloepfil Chuck
Close William
Clutz Henry
Cobb Virginia
Cobb Sue
Coe Susanna
Coffey Preston
Scott Cohen
Lewis Cohen
Warrington Colescott
Robert Cottingham
Harvey Dinnerstein
Simon Dinnerstein
Ronald Düring
Lois Dodd
Rackstraw Downes
David Driskell
John Dubrow
Carroll Dunham
Nick Edmonds
Melvin Edwards
Yasu Eguchi
Barry Eiswerth
Lin Emery
Neil Estern
Richard Estes
Garth Evans
EvAngelos Frudakis
Zenos Frudakis
Bruce Gagnier
Ann Gale
Jeanne Gang
Sonia Gechoff
Robert Geddes
Frank Gehry
Dan Gilhooley
Sam Gillam
Françoise Gilot
Andrew Ginzel
Edward Giobbi
Glienna Goodacre
Lorrie Goulet
Jacqueline Gourevitch
Philip Grausman
Walter Hatke
Erwin Hauer
Julie Heffernan
Mary Heilmann
Barkley Hendricks
Nona Hershey
Tom Hill
Donald Holden
Steven Holl
Natalie Hollander
Serge Hollerbach
Eric Holzman
Walter Hood
George Hoover
Diana Horowitz
Alan Feltus
Rick Joy
Roberto Juarez
Kwan Jun
Wolf Kahn
Morton Kaish
Richard Kalina
Howard Kalish
David Kamp
David Kapp
Alex Katz
Reed Kay
Mohammad Khalil
Jonah Kingstein
Everett Kinstler
Robert Kipniss
Gregory Kondos
Leonid Lerman
Alfred Leslie
Martin Levine
Stanley Lewis
Tom Lieber
Glenn Ligon
Lloyd Lillie
May Lin
Vincent Longo
Whitfield Lovell
Bruno Lucchesi
Mary Lucier
David Lund
George Lundeen
Michael Manfredi
LIST OF CURRENT NATIONAL ACADEMICIANS

Raoul Middleman
Ruth Miller
Peter Milton
Mary Miss
John Moore
Malcolm Morley
Robert Morris
Barry Moser
Ben Moss
Eric Moss
Catherine Murphy
Judith Murray
George Nama
Bruce Nauman
Manuel Neri
Shirin Neshat
John Newman
Don Nice
Thomas Nicholas
George Nick
Graham Nickson
Signe Nielsen
Wilbur Niewald
Patricia Nix
Thomas Nozkowski
Claes Oldenburg
Charles Apt
Siah Armajani
Ben Aronson
Dotty Attie
Alice Aycock
William Bailey
Shigeru Ban
Robert Barnes
Frances Barth
Jennifer Bartlett
Hugo Bastidas
Anthony Padovano
Anthony Panzeri
Peter Paone
Robert Parker
Christopher Parks
Gregg Pasquarelli
Brian Paulsen
Philip Pearlstein
William Pedersen
I. M. Pei
César Pelli
Beverly Pepper
Don Perlis
Irving Petlin
Judy Pfaff
Thomas Phifer
Renzon Piano
Howardena Pindell
Charles Platt
James Polshke
Mónica Ponce de Léon
John Portman
Marjorie Portnow
Rudy Pozzatti
Antoine Predock
Martin Puryear

Charles Renfro
Paul Resika
Donald Richardson
Faith Ringgold
Carole Robb
Kev Roche
Dorothea Rockburne
Peter Rolland
Clare Romano
Leatrice Rose
James Rosenquist
John Ross
Susan Rothenberg
Ed Ruscha
Robert Ryman
Alison Saar
Moshe Safdie
David Salle
Joseph Santore
Peter Saul
Raymond Saunders
William Scharf
Reeve Schley
Carolee Schneemann
Dana Schutz
Daniel Schwartz
Deborah Butterfield
James Carpenter
Frank Cassara
Henry Casselli
Nick Cave
Vija Celmins
Peter Cox
Robert Cronin
William Cronvolo
Francis Cunningham
John Currin
Joan Semmel
Richard Serra
Andres Serrano
Jonathan Shahn
Joel Shapiro
Judith Shea
Arlene Shechter
Peter Shleton
Lorraine Shemesh
Rhoda Sherbell
Cindy Sherman
Philip Sherrod
James Siena
Shahzia Sikander
Amy Sillman
Burton Silverman
Lorna Simpson
Elena Sisto
Richard Slow
Jaune Quick-to-See Smith
Kiki Smith
Ed Smith
Ned Smyth
Joan Snyder
Laurinda Hope Spear
James Cutler
Donna Dennis
Eric Fischl
Janet Fish
Louise Fishman
Cornelia Foss
Bruce S. Fowle
Mary Frank
Sonja Frecelton
Suzan Frecon
M. Paul Friedberg
Nancy Friese
Gary Stephan
Robert Stern
May Stevens
Jessica Stockholder
Immi Storrs
Jürgen Strunk
Michelle Stuart
Altoon Sultan
Evan Summer
Carol Summers
Sarah Sze
Barbara Takenaga
Wayne Thiebaud
Mickalene Thomas
Anita Toney
Lee Tribe
Bernard Tschumi
Billie Tsien
William Tucker
Jack Whitten
William Wiley
Ted Williams
Fred Wilson
Jeremy Witkin
Betty Woodman
Alexi Worth
James Wyeth
Sharon Yates
Jack Youngerman

Nancy Friese
Richard Haas
Nancy Hagina
Robert Mangold
Laurie Olin
Yoko Ono
Catherine Opie
Kate Orff
Tom Otterness
Rob Quigley
Langdon Quin
Andrew Raftery
David Reed
Charles Reid
Ricardo Scofidio
Mack Scogin
Dread Scott
Denise Scott Brown
Annabelle Selldorf
Nora Sperber
Kostas Stavros
Joe Stefanelli
Pat Steir
Frank Stella
Bill Viola
Don Voisine
Ursula von Rydingsvard
Bartholomew
Voorsanger
Nathan Hale
Ann Hamilton
Hugh Hardy
Sidney Harwitz
Richard Hunt
John Harkness
Richard McGuire
Sidney Harwitz
Robert Irwin
Hugh Jacobsen
Yvonne Jacquette
Philip Jamison
Valerie Jaudon
Christo Javacheff
Harriet Korman
Penelope Jencks
Bill Jensen
Jasper Johns
Ralph Johnson
Joan Jonas
Wendy Evans Joseph
Joyce Kozloff
Harry Kramer
Albert Kresch
Karen Kunc
Tom Kundig
Robert Kushner
Tuck Langland
Leonardo Lasansky
Pat Lasch
Jonathan Lasker
John Lees
Gerson Leiber
Mel Leipzig
Barbara Lebiedzki
Christian Marclay
Brice Marden
Kerry James Marshall
Knox Martin
Emily Mason
Richard Maury
Richard Mayhew
Thom Mayne
James McConchie
Isabel Molliver
Mary McKenzie
Richard Meier
Melissa Meyer
Dale Meyers
Dale Myers
Adam Anuszkiewicz
Richard Anuszkiewicz
Polly Apfelbaum
Sylvia Mangold

www.nationalacademy.org
CONSTITUTION

AND

BY-LAWS

OF THE

NATIONAL ACADEMY

OF

DESIGN.

ACADEMY INSTITUTED JANUARY 19, 1826.

CONSTITUTION ADOPTED DECEMBER 10, 1826.

BOSTON

THIRTEENTH ST.

NEW-YORK:

PRINTED BY B. FANSHAWE.

1836.

CONSTITUTION

OF THE

NATIONAL ACADEMY OF DESIGN.

ARTICLE I.

NAME AND OBJECT.

The name of this Institution shall be, the National Academy of Design. Its object shall be, the general promotion of knowledge in the Arts of Design.

ARTICLE II.

MEMBERS.

Section 1. The members of the Academy shall be divided into four classes: viz. Academicians, Associates, Artists, and Honorary Members.

Section 2. Academicians. Academicians must be professional artists; they shall be limited to the number of thirty. In them shall be vested all the powers of the Academy, to be delegated to whom, and in such proportions, as they may think proper.

Section 3. Associates. The Associates of the Academy shall be professional artists, and shall be limited to thirty.

Section 4. Artists. The Artists of the Academy shall consist of professional or amateur artists.

Section 5. Honorary Members. The Honorary Members shall be chosen from non-resident professional artists, and from lovers of the arts.
ARTICLE III.

OFFICERS.

Section 1. The Officers of the Academy shall be, a President, a Vice-President, a Secretary, a Treasurer, and a Board of six members of Council; the President, Vice-President, Secretary, and Treasurer, making four of the six.

Section 2. A Curator and Librarian may be chosen when necessary, and their duties prescribed by the Council.

Section 3. President. The President must be a professional artist, i.e. professing one of the four arts of design, Painting, Sculpture, Architecture, or Engraving. He shall preside, and preserve order, at all meetings of the Academy; he shall be, ex officio, President of the Council; he shall appoint committees, not exceeding three members; he shall call the special meetings of the Academy; and shall exercise a general executive superintendence over the interests of the Academy.

Section 4. Vice-President. The Vice-President must be a professional artist, and shall perform all the duties of President in the absence of the President.

Section 5. Secretary. The Secretary must be a member of the Academy, and an artist, either professional or amateur. He shall be, ex officio, Secretary of the Council.

Section 6. Treasurer. The Treasurer must be a member of the Academy, and an artist.

Section 7. Council. The Council shall consist of Academicians only, with the exception of Secretary and Treasurer, who may or may not be Academicians. They shall have the entire control of the concerns of the Academy during their term of office; they may appoint sub-officers, and enact by-laws for their own government, not contrary to the constitution and by-laws of the Academy. They shall report a faithful account of the state of the Academy at every annual meeting.

ARTICLE IV.

ANNUAL MEETING.

The Academicians shall hold their annual meeting for the transaction of business on the first Wednesday of May of every year, at such place in the city of New-York as shall be agreed upon by the Council, and publicly notified at least two weeks previous to the day of meeting.

ARTICLE V.

ELECTIONS.

Section 1. Officers. On the day, and at the place, of the annual meeting, the Academicians shall elect, by ballot, a President, a Vice President, a Secretary, a Treasurer, and two members of Council. Those having a majority of votes for each office shall be declared duly elected. The newly-elected officers shall enter upon their duties on the first Monday of July of every year, at 12 o'clock, at noon, and shall continue one year.

Section 2. Of Members. Academicians. The election to fill vacancies in the body of Academicians shall be made at the annual meeting by ballot. An unanimous vote of those present shall be necessary to a choice.

Section 3. Associates. The election to fill vacancies in the body of Associates shall be made at the Annual Meeting, by ballot. An unanimous vote of those present shall be necessary to a choice.

Section 4. Artists. The election of Artists may be made at any meeting of the Academy, by ballot. A majority of votes shall be necessary to a choice.

Section 5. Honorary Members. The election of honorary members shall be made at the annual meeting. An unanimous vote shall be necessary to a choice.

ARTICLE VI.

SCHOOLS.

Schools for the instruction of students shall be established, as soon as means and apartments can be obtained.

ARTICLE VII.

EXHIBITION.

There shall be an annual exhibition of the works of living artists.
ARTICLE VIII.

OF A QUORUM.

Not less than half of the whole number of Academicians at the annual meeting, nor less than one third at a special meeting, shall constitute a quorum. At any meeting in which the alteration of the constitution is to be considered, not less than two-thirds of the whole number of Academicians shall constitute a quorum. Not less than two-thirds of the Council shall constitute a quorum, the President or Vice-President being one.

ARTICLE IX.

OF ALTERING AND AMENDING THE CONSTITUTION.

This Constitution shall not be altered or amended but at a special meeting for that purpose, and notified at least three months before such meeting, on the notice-board of the Antique School; which meeting shall not be warned, unless six Academicians concur in asking it in writing of the President. No alteration or amendment shall be considered as passed, unless by a vote of two-thirds of the whole number of Academicians.

BY-LAWS

OF THE

NATIONAL ACADEMY OF DESIGN.

Rule 1. Treasurer. The Treasurer shall render a faithful account of the state of the funds, and other property of the Academy, to the Council at every meeting; or to the President, or any member of the Council, whenever called upon for that purpose.

Rule 2. Visitors. The Visitors shall consist of the Council, Academicians, and Associates, in rotation, in the following manner: There shall be two Visitors for each week, one from the Council, and one from the Academicians and Associates, beginning with the first on the list, alphabetically arranged; the first two having served their week, shall be succeeded by the next two; and so on, perpetually. Their duty shall be to superintend the schools, library, and the Institution generally; and to make out a weekly report of their state to the Council, at every meeting.

Rule 3. The Council shall assemble statedly once in two weeks, for the transaction of business, except in the interval of the vacation.

Rule 4. From the Associates alone, (with the exception provided for in Rule 5,) the vacancies in the body of Academicians shall be filled.

Rule 5. Artists who may be honorary members of the Academy, coming permanently to reside in New-York, having resided one year in the city, and being Exhibitors at the exhibition, shall be eligible directly into the body of Academicians.
Historical Overview

The founding of the National Academy stemmed from the failed attempt in 1825 by the fledgling art students Thomas Seir Cummings and Frederick Styles Agate to gain access to the American Academy of Fine Art's collection of casts of antique sculpture. After expressing displeasure to an American Academy director, the artists were chastised by the organization's esteemed president John Trumbull. Spurred on by Trumbull's arrogance, a loosely organized group of artists and architects, including Thomas Cole, Rembrandt Peale, Ithiel Town, Samuel F. B. Morse, Asher B. Durand, and others met in late November 1825 and dubbed themselves the New York Drawing Association. Two months later the group ratified the establishment of the National Academy of the Arts of Design. During this era, design was the exact translation of the French word "dessin," meaning drawing. In choosing its name the Academy was expressing its desire that the organization concentrate on the traditional fine arts for which drawing is fundamental; painting, sculpture, engraving and architecture.

Morse had studied at the Royal Academy in London, where he became knowledgeable about its operation. This aided him in formulating the organization of the NAD, which in emulation of the RA is made up of professional artist members, and a structure that includes an elected government council, a professional art school, and an annual exhibition of contemporary art. Morse served as president of the NAD from 1826 to 1848, and again in 1861, on the resignation of the institution's second president, Asher B. Durand. At its founding, the NAD was the first institution in the US established by and under the exclusive control of professional artists.

Since its founding, the National Academy has followed a simple yet powerful mission: To promote the fine arts in America through exhibition and education. The founders of the National Academy believed that the practice and exhibition of art and architecture could flourish outside of the aristocratic patronage system. Their new egalitarian institution would aim for the highest echelons of artistic expression with an inclusive philosophy, enriching and educating new generations of artists and architects while preserving and sharing their work with the public.

The official name of the Academy has changed over its history. In 1828 the name of the organization was shortened to the National Academy of Design. In 1997 the name of the institution was expanded to the National Academy Museum and School of Fine Arts. The name of the body of Academicians remains the National Academy of Design. In 2017, the institution returned its name to the National Academy of Design.

Official Names of the Academy (1825-2012):

1825 -- The New York Drawing Association
1826 -- The National Academy of The Arts of Design
1828 -- The National Academy of Design

National Academicians

In January 1826, the first group of members of the organization was elected. Following this, two categories of membership were established, Associate (ANA) and Academician (NA). Artists were elected on the basis of recognized excellence. Up until 1869, the body of members was drawn exclusively from the immediate New York area, and up until the turn of the century ANA's and NA's had to exhibit in a given year's annual to be considered for election.
Academy. This rule applies to the election of an Academician, Associate, or Honorary Member. A candidate for the body of Artists may be proposed, and directly voted for, at any meeting of the Academy.

Rule 20. There shall be a vacation of three months from the first Wednesday of July to the first Wednesday in October, annually.

Rule 21. The Annual Exhibition shall be opened to the public the day after the annual meeting, or as soon after as practicable.

Rule 22. Works that have been once in the Exhibition, can never be exhibited again at the Annual Exhibition.

Rule 23. Every Academician shall, during the first year after his election, present to the Academy a specimen of his own production in the Arts of Design, to be preserved in the Gallery of the Academy. A failure to comply with this rule, unless an excuse for delay satisfactory to the Academicians shall be given, shall make void the election of the candidate elect.

Rule 24. In case of the death or resignation of any of the Officers of the Academy, the Council shall appoint one from the Academicians to serve in the office until the next election of Officers at the Annual Meeting.

Privileges of Different Classes.

Rule 25.—Section 1. The Officers of the Academy, Professors, Academicians, and Honorary Members, may attend gratuitously the Exhibition, the Lectures, and the Library, and give invitations to whom they please, to visit these departments, and the schools.

Section 2. The Associates may attend gratuitously the Exhibition, the Lectures, and the Library, and invite friends to the Lectures, and, while Visitors, to the Library also.

Section 3. The Artists may attend gratuitously the Lectures, the Library, and the Exhibition.

Section 4. The Students in the Senior Grade may attend gratuitously the Lectures, and if not Exhibitors, may attend the Exhibition four times.

Section 5. Students in the Middle Grade may attend gratuitously the Lectures; and, if not Exhibitors, may attend the Exhibition three times.

Section 6. Students in the Junior Grade may attend gratuitously the Lectures; and, if not Exhibitors, may attend the Exhibition twice.

Section 7. Exhibitors may visit the Exhibition gratuitously at all times.

Section 8. The Antique School may be attended for study by all classes, by the payment of such an assessment as shall be made by the Council to defray the necessary expenses of the school.

Section 9. The Life School may be attended by the Officers, Professors, Academicians, Associates, Artists, and such only of the Senior Grade of Students as the Council may elect, by paying such assessment as may be made by the Council to defray the necessary expenses of the school.

Section 10. If any person shall loan, to be deposited in the Library or Depositories of the Academy, rare books on the Arts of Design, prints, medals, casts from statuary, vases, or other antique furniture, models of architecture, &c. to the value of fifty dollars and upwards, they shall have free admission to the Library and Depositories while his deposit remains. He may take from thence, at any time, his works thus deposited, but no others, except by written permission from the owners of the particular works.

Rule 26. The various classes of membership are open to all, without distinction of sex.
OFFICERS AND MEMBERS

OF THE

NATIONAL ACADEMY OF DESIGN.

Elected December 16, 1826.

SAMUEL F. B. MORSE, President.
HENRY INMAN, Vice-President.
JOHN L. MORTON, Secretary.
MARTIN E. THOMSON, Treasurer.

Council.

SAMUEL F. B. MORSE, Ex Officio.
HENRY INMAN.
JOHN L. MORTON.
MARTIN E. THOMSON.
A. B. DURAND.
CHARLES INGHAM.

Professors.
F. G. KING, M. D. of Anatomy.
CHARLES SHAW, Esq. of Perspective.

Academicians.

| Agate, F. S. | Evers, J. | Paradise, J. |
| Catlin, George | Frazee, J. | Peale, Rembrandt |
| Cole, T. | Ingham, C. | Reinagle, H. |
| Coyle, John | Inman, H. | Rogers, N. |
| Cummings, T. S. | Main, W. | Thomson, M. E. |
| Danforth, M. I. | Marsiglia, G. | Town, Ithiel |
| Dunlap, William | Maverick, P. | Wall, W. |
| Durand, A. B. | Morse, S. F. B. | Wright, C. |

Associates.

NONE.

Artists.

MORTON, J. L. | PAULSEN, J. | WILSON, D. W.

Honorary Members.

NONE.
THE CONSTITUTION
OF THE NATIONAL ACADEMY OF DESIGN
(Amended and Restated as of February 11, 2015)

Preamble

Founded in the year 1825 as the New York Drawing Association, reorganized in 1826 as the National Academy of Design, incorporated in the State of New York in 1828. The first art organization in America to be governed and directed by professional artists for the education of art students and the establishment of a non-profit school of art; for the presentation of annual exhibitions of work by living artists, and for the promotion of Visual Arts and Architecture.

Article I. Name, Purpose, and Seal

Section 1. Name and Purpose. The name of the institution shall be the National Academy of Design (the “Academy”). Its object shall be the general promotion of knowledge in the arts of Design.

Section 2. The Seal. The Seal of the Academy is a low relief of four maidens in flowing drapery representing painting, sculpture, architecture and graphics, plus the words “National Academy of Design Instituted Jan. 19, 1826.” The seal was created by Charles Cushing Wright. The Seal of the Academy shall be in the care of the Secretary and shall be affixed to duly authorize documents requiring a seal.

Article II. Members

Section 1. Members. The membership of the Academy shall consist of visual artists and architects who have been elected under the procedures and fulfilled all of the conditions set forth herein. All such members of the Academy shall have the title and be referred to herein as “Academician” or “Member”. The number of Academicians shall be limited to 450.

Section 2. Classes of Members. The Academy shall have two (2) Classes of Academicians, corresponding to the two (2) professional classes promoted by the Academy: Visual Arts and Architecture. Unless otherwise indicated herein, the term “Academician” refers to Members in either class.

Section 3. Criteria for Membership. The criteria for each class of membership and the terms, requirements, rights and privileges thereof, shall be as determined by the Membership Committee and adopted by the Board of Governors of the Academy (the “Board”).

Section 4. Election of Members. At the Annual Meeting, the Academicians shall vote upon the candidates for membership in accordance with the procedures discussed herein and those established by the Membership Committee.

(a) Any Academician may submit the name of a candidate for membership to the Membership Committee. All submissions must be accompanied by a brief biography and artist statement that includes education, professional highlights, and a minimum of five (5) different images of the candidate’s work, along with either (i) documentation of gallery shows and/or museum exhibitions for membership in the Visual Arts class; or (ii) documentation of projects completed for membership in the Architecture class.

(b) The Membership Committee will review all submissions received prior to the preparation of the notice materials for the Annual Meeting and shall recommend those candidates approved by the committee from among the candidates submitted (the “Nominees”) for election at the Annual Meeting by including the Nominees’ names in the notice materials for the Annual Meeting as discussed in Article III, Section 3. In coordination with and prior to the Annual Meeting, the Membership Committee shall organize opportunities for the Academicians to attend presentations on the Nominees and discuss the merits of the Nominees for membership in their respective professional classes.

(c) The Annual Meeting shall include a vote by the Academicians on the Nominees for potential membership in the Academy. Those unable to attend may vote by proxy. Each Nominee must receive at least one hundred (100) responsive votes. In order to be elected, sixty percent (60%) or more of those responsive votes must be affirmative.

(d) Each Nominee elected to membership shall be considered an “Academician-Elect” until the Conditions of Qualification to Membership discussed in the following Section are satisfied and the Membership Committee has communicated their satisfaction to the Academician-Elect, at which point the Academician-Elect is entitled to receive a Diploma. No Academician-Elect shall have the rights or privileges of an Academician.
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Section 5. Conditions of Qualification to Membership.

(a) Every Academician-Elect shall present to the Academy a representative example of his or her work in the professional class from which he or she was elected, as determined by the Membership Committee. Every Academician-Elect in the Architecture class shall present a portfolio of photographs or project(s), or a drawing or rendering preferably by his own hand of one of his or her important works. Every Academician-Elect in the Visual Arts class shall present to the Academy a representative example of his or her work. Works on paper should be submitted without frames or mats, unless they have been hinged and matted according to archival standards.

(b) No Academician-Elect shall be permitted to exercise any of the rights of an Academician until he or she has made this submission, and the work has been accepted by the Board. Those members of the Board who are Academicians, acting on behalf of the Board as a whole, will determine whether the Academy should accept the work presented by each Academician-Elect. If for any reason the Board does not approve of the work presented, the Academician-Elect shall be required to submit an alternative work for consideration.

(c) Once the Board has accepted a representative work provided by the Academician-Elect, he or she shall be permitted to exercise all the rights and privileges of an Academician and shall be entitled to receive a Diploma from the Academy to that effect.

(d) All works presented to and accepted by the Academy pursuant to this Section shall become the sole property of the Academy.


Each Academician shall be entitled to one vote on each matter submitted to a vote of the members.

Section 7. Resignation.

Any Academician may resign at any time. Such resignation shall be made in writing to the Secretary and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Academy or its Secretary. The acceptance of a resignation by the Board shall not be necessary to make it effective.

Section 8. Suspension and Expulsion of Academicians.

Any Academician may be expelled or suspended from membership in the Academy by a three-fourths vote of the Academician members of the Board present at any meeting of the Board at which there is a quorum, for conduct considered prejudicial to the Academy. At least two (2) weeks prior to taking action, the Board shall cause to be delivered personally or sent by mail to such Member, at the last address given to the Secretary by such Member, written charges specifying the conduct complained of and designating the time and place at which the Board will meet to consider the same. At such meeting such Member shall have the right to be heard in person and by counsel, and to offer testimony and examine and cross-examine witnesses within such limits as may be determined by the Board. Written notification of the decision of the Academician members of the Board shall be delivered personally or mailed to such Member. The decision of the Academician members of the Board suspending a Member for a period of one (1) year or less shall be final; but an appeal to a Special Meeting of the Academicians may be taken from a decision of the Academician members of the Board expelling a Member for a period of more than one (1) year, provided written notice of such appeal is filed with the Secretary by the Member so expelled or suspended, within four weeks after delivery or mailing of the written notification of the decision of the Academician members of the Board. Upon the filing of such notice of appeal, a Special Meeting of the Academicians shall be called by the President, upon notice to the Academicians and to the appellant in accordance with Article III, Section 3, at which meeting the appellant shall have the right to be present and be heard, in person and by counsel, and to offer testimony and examine and cross-examine the witness within such limits as may be determined by the Academicians present. The decision of the Academician members of the Board may be reversed by a two-thirds vote of the Academicians present at such meeting; otherwise the decision of the Academician members of the Board shall stand as final.

Section 9. Powers of Members.

The body of the Academicians shall have the sole power to authorize:

(a) the mortgage or other disposition of any real property owned by the Academy and occupied and used by the schools, exhibitions, galleries, the museum and administrative offices of the Academy; and

(b) the sale or other disposition of any work of art owned by the Academy.
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Section 10. Privileges of the Members. Each Academician shall be entitled to signify membership by writing the letters “N.A.” after his or her name. Every three years, he or she may exhibit one work exempt from examination of the Jury of Selection as discussed more fully in Article IX, Section 2. He or she may without fee attend the exhibitions and lectures of the Academy. Every Academician also has the privilege, but not the duty, of submitting a second work to the Academy collection.

Article III. Meetings of Members

Section 1. Regular Meetings. There shall be the following regular meetings of the Academicians:

(a) the Annual Meeting, to be held at a time and place designated by the Board or the President, the purpose of which shall be to have the Board and all committees thereof present their annual reports, including the Annual Report of Directors referenced in Article V, Section 12 of this Constitution, and the election of such Officers, Directors, membership committee members whose terms have expired, and new Academicians, and to transact such other business as may properly come before the meeting;

(b) the General Meeting, to be held at a time and place designated by the Board or the President, the purpose of which shall be the general discussion of American Art or matters concerning the Academy; and

(c) the Business meeting, to be held at a time and place designated by the Board or the President, the purpose of which shall be the election of the members of the Nominating Committee whose terms have expired.

Section 2. Special Meetings.

(a) Special meetings of the Academicians may be called at any time by the Board or the President at such time and place specified in the notice thereto. Special meetings shall also be called upon the written demand of ten (10) or more of the Academicians entitled to cast a vote at such meeting. Such written demand shall specify the date and month of the requested meeting, which shall not be less than two nor more than three months from the date of such written demand and shall state the proposed agenda for such meeting, including each proposal to be voted upon at the Special Meeting.

(b) Promptly upon the receipt of a demand for a Special Meeting of the Academicians, the Secretary shall give notice of the meeting to all Academicians in accordance with Section 3 of this Article. In the event the Secretary should fail to give notice of the Special Meeting within five (5) business days thereafter, any Academician signing such demand may give notice of the Special Meeting. In addition, the President shall appoint two or more Academicians as may be necessary, in the President’s judgment, to prepare brief statements supporting and opposing, respectively, each proposal to be voted upon by the Academicians at the Special Meeting. These statements shall also be sent to the Academicians prior to the meeting, together with a form of proxy that includes the proposals to be voted upon at the Special Meeting, which shall be prepared by the Secretary. The meeting shall be held at the offices of the Academy.

Section 3. Notice of Meetings. Notice of each Regular and Special meeting stating the time, the date, and the place of the meeting and a description of the particular business to be transacted, and in the case of the elections of Academicians, Directors, Officers, or members of committees, the list of candidates to be voted upon, and may also include a form of a proxy including the matters to be voted upon at the meeting, and shall be sent to each Academician entitled to vote by first class mail not less than ten (10) days nor more than twenty-one (21) days before the date of the Meeting.

Section 4. Procedure for Elections. At least six (6) weeks prior to any meeting of the Academicians at which an election shall be held, the Secretary shall send the slate of candidates recommended by the Board of Governors to each Academician by first class mail, and may also circulate this information by electronic mail and/or a post on the Academy’s website, along with instructions that other nominations may be made, provided they are in writing, signed by ten (10) or more Academicians, and are received by the Secretary no later than four (4) weeks before the meeting. The Secretary shall promptly seek to contact each such additional nominee to ascertain his or her willingness to serve in the office for which he or she has been nominated if elected thereto, and shall include only those additional nominees who confirm their willingness to serve by the date three (3) weeks before the meeting in the notice materials and on the form of proxy mailed to the Academicians in accordance with Section 3 of this Article.

Section 5. Proxies. Every Academician entitled to vote at a meeting of Academicians or to express consent or dissent without a meeting may authorize another person or persons to act...
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for him or her, including the Secretary, by signing a writing to that effect and having it delivered in person to the meeting or returned by mail and received by the Secretary no later than one day before the Meeting. No proxy shall be valid after eleven (11) months from the date of its signing.

Section 6. Quorum. The presence of ten percent (10%) of the Academicians entitled to cast votes at any meeting of Academicians, whether in person or by proxy, shall constitute a quorum for the transaction of business at such meeting of Academicians.

Section 7. Action by the Members. Except as otherwise provided by statute or this Constitution, any action authorized by a majority of the votes cast at a meeting of the Academicians shall be the act of the Academicians. Any action required to or permitted to be taken by the Academicians may be taken without a meeting if all Academicians consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the Academicians shall be filed with the minutes of the proceedings of the Academicians.

Section 8. Adjournments.

(a) If a quorum is not present at any meeting, such meeting shall be adjourned for a period of not less than four (4) weeks. Notice shall be given to all Academicians, in accordance with Section 3, above, of the date of the rescheduled adjourned meeting.

(b) With the exception of the Annual Meeting, any meeting at which a quorum is present may also be adjourned if so decided by the affirmative vote of a majority of the Academicians present.

Article IV. Board of Governors

Section 1. Powers and Number. The board of governors of the Academy shall have general power to control and manage the affairs and property of the Academy. The number of Directors shall be a maximum of thirty-five (35), with the exact authorized number of Directors to be fixed from time to time by resolution of the Board, but no decrease shall have the effect of shortening the term of any Director then in office. The Board shall consist of the five (5) officers specified in Article V (the “Officer Directors”), and up to thirty (30) “General Directors” (together, the “General Directors” and collectively with the Officer Directors, the “Directors”). General Directors may be Academicians or individuals who are not Academicians. Notwithstanding their position as Directors, General Directors who are not Academicians shall not be entitled to vote on membership, to accept or reject diploma works or on any aspect of the Academicians’ Annual Exhibitions. Each Director shall be at least eighteen years of age.

Section 2. Election and Term of Office.

(a) General Directors shall be elected at the Annual Meeting of the Academicians, as follows, and shall hold office until their successor has been elected.

(b) The General Directors shall be elected pursuant to the procedures set forth in Article III, Section 4. The General Directors elected from among the candidates shall be those who receive the largest number of affirmative votes.

(c) Generally, the term of each General Director shall be three (3) years and until his or her successor is elected. However, for the purpose of staggering the Directors’ terms of office, the Board shall divide the General Directors serving at the time of the adoption of this Constitution, and any additional General Directors elected at such time, into three (3) classes as nearly equal in number as may be, and shall appoint each such class to a term of three (3) years or less as follows: One (1) class shall be appointed for a term of one (1) year, one (1) class shall be appointed for a term of two (2) years, and one (1) class shall be appointed for a term of three (3) years. At the conclusion of these initial terms, all subsequent terms shall be for a period of three (3) years, thus accomplishing a succession of staggered three-year terms with one-third (1/3) of the General Directors eligible for reappointment or replacement each year. In the event of increase or decrease in the number of General Directors, additional General Directors may be elected to terms of one (1), two (2), or three (3) years as may be necessary to maintain equality in numbers among the classes of Directors.

(d) Any General Director elected to fill an unexpired term in accordance with Section 5 of this Article (whether resulting from the death, resignation or removal of a General Director)
shall hold office until what would have been the natural expiration of that term.

(e) General Directors may be elected to a maximum of three (3) consecutive terms, but a General Director may continue to serve on the Board as an Officer Director, if so elected, after the conclusion of his or her three (3) consecutive terms as a General Director.

Section 3. Removal. Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the Academicians at any regular or special meeting of the membership; provided, however, that in either case, notice of the proposed action shall have been given to all Academicians along with notice of the meeting.

Section 4. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Vacancies in Directorships. Any vacancies on the Board among the General Directors arising at any time and from any cause may be filled by the election of a new General Director by a majority of the Directors then in office from among candidates proposed by the Nominating Committee. Any Director so elected shall serve until the applicable annual meeting, as described in Section 2, above.

Section 6. Timing and Location of Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice thereof. The Board shall hold four regular meetings each year at a time and place fixed by the Board, one of which shall be deemed the annual meeting of the Board and held immediately following the Annual Meeting of the Academicians. Special meetings of the Board shall be held whenever called by the Chair or by the Secretary on the request in writing of a majority of the Directors then in office, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Notice of Meetings. Notice of the time and place of each special meeting of the Board shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business or at such other address as he or she may have designated in a written request made to the Secretary or shall be communicated to each Director via facsimile transmission or e-mail at his or her residence or usual place of business, at least seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally, by telephone, by facsimile transmission or by e-mail, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 8. Quorum and Voting. A majority of the Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by this Constitution, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Notwithstanding any other provision of this Constitution, so long as all members of the Board have been duly elected by the Members as provided in Article IV, Section 2(a), any vote of the Board shall be considered an act of the Board and shall be valid and binding on the Academy. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. With respect to votes on which only Directors who are Academicians are entitled to vote, a majority of such Directors shall constitute a quorum for the transaction of business.

Section 9. Written Consent of the Board; Meetings by Telephone Conference. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Notwithstanding any other provision of this Constitution, so long as all members of the Board have been duly elected by the Members as
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provided in Article IV, Section 2(a), any such written consent of the Board shall be considered an act of the Board and shall be valid and binding on the Academy. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications 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 presence in person at a meeting.

Article V. Officers, Employees and Agents

Section 1. Officers. The officers of the Academy shall be a Chair, a Vice-Chair, a President, a Vice-President, and a Treasurer. The offices of the President and the Vice-President must be held by Academicians. Each officer shall be an Officer Director of the Academy, as described in Article IV, Section 1, above, upon the commencement of his or her term in office and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal.

Section 2. Election, Term of Office and Removal.

(a) All Officers shall be elected at the Annual Meeting of the Academicians, as follows, and shall hold office and serve as Officer Directors until their successor has been elected.

(b) The Officers shall be elected pursuant to the procedures set forth in Article III, Section 4.

(c) The Officers of the Academy shall be elected for a three (3) year term at the annual meeting of the membership in accordance with the procedures described in Article III above, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

(d) Officers may be elected to a maximum of three (3) consecutive terms, but an Officer may continue to serve on the Board as a General Director, if so elected, after the conclusion of his or her three (3) consecutive terms as an Officer.

(e) Notwithstanding any other provision of this Constitution, so long as an Officer has been duly elected by the Members as provided in this section, any duly authorized act of that Officer shall be valid and binding on the Academy.

Section 3. Removal. Any Officer may be removed, with or without cause, only by the vote of a two-thirds (2/3) of the Academicians.

Section 4. Resignation. Any Officer may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of an Officer.

Section 5. Other Agents and Employees. The Board may from time to time appoint such agents and employees, such as the Secretary and the Director as discussed more fully in this Article V, as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation as the Board may from time to time determine. No such other agent or employee need be on the Board of the Academy. To the full extent allowed by law, the Board may delegate to any agent or employee any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties. Any employee or agent of the Academy may be removed with or without cause by the Board.

Section 6. Vacancies. In case of any vacancy in any Officer Director position, a successor to fill the unexpired portion of the term may be elected by a majority of the Directors then in office from among candidates proposed by the Nominating Committee.

Section 7. Chair: Powers and Duties. The Chair of the Board shall preside at all meetings of the Board, shall be the Chair of the Executive Committee, and shall supervise the fundraising efforts for the Academy, serving as the public representative of the Academy in communication with civic, cultural and corporate leaders. The Chair shall work closely with the President and other agents and employees of the Academy to set policy and strategic and shall perform such other duties as from time to time may be assigned by the Board.
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He or she shall keep the Board fully informed about the activities of the Academy and be responsible, along with the Treasurer, for verifying the Annual Report present to the Academicians at the Annual Meeting in accordance with Section 13 of this Article. Except as otherwise expressly provided by law or by this Constitution, the Chair is authorized, in the name of the Academy, to execute such contracts, checks, or other instruments that may from time to time be authorized by the Board and shall have the power to sign and execute alone in the name of the Academy all contracts, checks, or other financial obligations of five thousand dollars ($5,000) or less, unless the Board shall specifically require an additional signature. The Chair shall perform such other duties as from time to time may be assigned by the Board.

Section 8. Vice-Chair: Powers and Duties. The Vice-Chair shall preside at all meetings of the Board and at all meetings of the Executive Committee in the absence of the Chair and shall assume the office of Chair in the event of a vacancy in the office of Chair for the remainder of the Chair’s term. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Board.

Section 9. President: Powers and Duties. The President of the Academy shall preside at all meetings of the membership and shall facilitate communication with the membership. He or she shall lead the membership in all things and shall supervise fundraising efforts of the Academicians. The President shall work closely with the Chair and the other agents and employees of the Academy to set policy and strategic direction.

Section 10. Vice-President: Powers and Duties. The Vice-President shall preside at all meetings of the membership in the absence of the President and shall assume the office of President in the event of a vacancy in the office of President for the remainder of the President’s term. The Vice-President shall perform such other duties as from time to time may be assigned by the Board.

Section 11. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Academy and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Academy in the name and to the credit of the Academy in such banks or depositories as the Board may designate. Except as otherwise expressly provided by law or by this Constitution, the Treasurer is authorized, in the name of the Academy, to execute such contracts, checks, or other instruments that may from time to time be authorized by the Board and shall have the power to sign and execute alone in the name of the Academy all contracts, checks, or other financial obligations of five thousand dollars ($5,000) or less, unless the Board shall specifically require an additional signature. He or she shall monitor the investment of the Academy’s assets and, at the annual meeting and whenever else required by the Board, he or she shall render a statement of the Academy’s investment activity and accounts and be responsible, along with the Chair, for verifying the Annual Report to present to the Academicians at the Annual Meeting in accordance with Section 12 of this Article. He or she shall be the liaison between the Board and the finance, investment, and audit committees and shall work closely with such committees, as needed. He or she shall at all reasonable times make the Academy’s books and accounts available to any officer or Director of the Academy, and shall perform all duties incident to the position of incident to the position of faithful performance of his or her duties as the Board may determine.

Section 12. The Director. In accordance with Article V, Section 5, the Board is authorized to appoint an employee to hold the position of the director of the Academy, who shall not also be a member of the Board of Governors. The director shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine. The director shall have authority over the day-to-day management of the organization, including employment decisions, among other duties as the Board may from time to time determine. The director shall serve as a non-voting ex-officio member of the Board. The director will also supervise the Secretary in the performance of his or her duties. Except as otherwise expressly provided by law or by this Constitution, the director shall have the power to sign and execute alone in the name of the Academy all contracts, checks, or other financial obligations of five thousand dollars ($5,000) or less, unless the Board shall specifically require an additional signature.

Section 13. Secretary: Powers and Duties. In accordance with Article V, Section 5, the Board is authorized to appoint an employee to hold the position of Secretary of the Academy, who shall not be a director or officer of the Academy. The Secretary shall keep the minutes of all meetings of the Board. He or she shall be responsible for the giving and serving of all notices of the Academy, and shall perform all the duties customarily incident to the office of Secretary.
subject to the control of the director, and shall perform such other duties as shall from time to
time be assigned to him or her by the director.

Section 14. Annual Report of Directors. At the Annual Meeting of the Academicians the Board shall present a report, verified by the Chair and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail:

(a) the assets and liabilities, including the trust funds, of the Academy as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;

(b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(c) the revenue or receipts of the Academy, both unrestricted and restricted to particular purposes during said fiscal period;

(d) the expenses or disbursements of the corporation, for both general and restricted purposes during said fiscal period; and

(e) the number of Members of the Academy as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found.

The annual report shall be filed with the records of the Academy, and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Academicians.

Article VI. Committees

Section 1. Committees of the Board. This Constitution hereby establishes the Executive Committee, the School Committee, and the Exhibition Committee as committees of the Board with the powers and duties discussed in this Article. The Board shall appoint the members of the School Committee and the Exhibition Committee from among the Directors. The Board may also establish and appoint from among the Directors a Finance Committee and any number of other committees of the Board. Each such committee of the Board shall consist of three (3) or more Directors, and any Committee of the Board may designate such advisors to the committee as it deems appropriate. Except as otherwise provided in this Constitution or the resolution establishing the committee of the Board, the Board shall designate the chair of the committee from among its members. Except as limited by Section 3 of this Article, a committee of the Board may be delegated all of the authority of the Board.

Section 2. Committees of the Corporation. This Constitution hereby establishes the Nominating Committee and the Membership Committee as committees of the corporation. The Board or the Academicians may also establish any number of other committees of the corporation. The members of each committee of the corporation shall be elected by the Academicians in accordance with procedures established for the election of Officers in Article V, Section 2.

Section 3. Limitations on Authority of Committees. In no event shall any committee established pursuant to this Article be delegated the authority of the Board as to the following matters:

1. the submission to the Academicians of any action requiring their approval;
2. the filling of vacancies on the Board or in any committee;
3. the amendment or repeal of the bylaws or the adoption of new bylaws;
4. the fixing of compensation of the Directors for serving on the Board or any committee.
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Section 4. Executive Committee.

(a) Members of the Executive Committee. As discussed in Section 1 of this Article, the Executive Committee shall consist entirely and exclusively of the five (5) Officer Directors. The Chair of the Board, by reason of his or her office, shall be the chair of the Executive Committee. The other members of the Executive Committee shall be the President, the Vice-Chair, the Treasurer, and the President, and the Treasurer.

(b) Powers and Duties of the Executive Committee. Except as limited by Section 4 of this Article, the Executive Committee shall exercise, subject at all times to the general direction and control of the Board, all of the powers and authority necessary to conduct the normal operations of the Academy, including authorization to sign documents on behalf of the Academy.

Section 5. Nominating Committee.

(a) Members of the Nominating Committee. The Nominating Committee shall consist of five (5) members, all of whom shall be Directors. The Board shall propose the slate of the members of the Nominating Committee, and the Academicians shall elect the members of the Nominating Committee at the Business Meeting pursuant to the procedures set forth in Article V, Section 2. The Chair of the Board shall appoint the Chair of the Nominating Committee.

(b) Terms of Office for Nominating Committee Members. Except in the event of resignation, death, or the termination of any Nominating Committee member prior to the normal expiration of his or her term of office, all members of the Nominating Committee shall hold such office for a three-year (3) term, or until such time as his or her successor has assumed the office.

(c) Vacancies on the Nominating Committee. Whenever a vacancy shall occur on the Nominating Committee, the Chair of the Board shall appoint a new member to fill the vacancy for the unexpired term.

(d) Powers and Duties of the Nominating Committee. The Nominating Committee shall identify and invite potential candidates to serve as Directors and propose candidates for Officer Directors, General Directors, and membership on the committees of the corporation to the Board of Governors. The Nominating Committee shall consult with the Directors who are Academicians to identify proposed candidates for members of the Membership Committee of the Academy. The Board shall have the responsibility of nominating a slate of candidates for each election from the individuals proposed by the Nominating Committee and recommending such slate to the Academicians at the Annual Meeting. The Nominating Committee may, in cooperation with the Board, be directly responsible for administering the vote of the Academicians on these elections at the Annual Meeting. The Nominating Committee may also be responsible for organizing enrichment activities for the Board. Notwithstanding any other provision of this Constitution, so long as all members of the Nominating Committee have been duly elected by the Members as provided in Article V, Section 2, any vote of the Nominating Committee shall be considered a valid and binding act of the Nominating Committee.

Section 6. Membership Committee.

(a) Members of the Membership Committee. The Membership Committee shall consist of seven (7) members. The members of the Membership Committee shall be elected by the Academicians at the Annual Meeting pursuant to the procedures set forth in Article V, Section 2. All of the seven (7) members so elected must be Academicians, and at least one (1) of these Academicians must also be a Director. The chair of the Membership Committee shall be appointed by the President and shall be a Director and an Academician; provided, however, that neither the President nor the Vice-President may be the Chair of the Membership Committee and provided further that the same person may not serve as the chair of the Exhibition Committee and the Membership Committee at the same time. To the extent possible, the members of the Membership Committee will represent both membership classes.

(b) Terms of Office for Membership Committee Members. Except in the event of resignation, death, or the termination of any Membership Committee member prior to the normal expiration of his or her term of office, all members of the Membership Committee shall hold such office for a three-year (3) term, or until such time as his or her successor has assumed the office.

(c) Vacancies on the Membership Committee. Whenever a vacancy shall occur on the Membership Committee, the President of the Academy shall appoint a new member to fill the vacancy for the unexpired term; it is intended that the new member appointed shall be from the
same membership class as the member of the Committee creating a vacancy.

(d) Powers and Duties of the Membership Committee. The Membership Committee shall review proposals made by the Academicians for new Academicians and shall establish additional eligibility criteria with which to review such proposals. The Membership Committee shall comprehensively consider candidates for membership and will make considered and appropriate recommendations of candidates for membership to the Academicians. The Membership Committee may, in cooperation with the Board, be directly responsible for administering the vote of the Academicians on these elections and the Annual Meeting. Notwithstanding any other provision of this Constitution, so long as all members of the Membership Committee have been duly elected by the Members as provided in Article V, Section 2, any vote of the Section 2, any vote of the Membership Committee shall be considered a valid and binding act of the Membership Committee.

Section 7. School Committee.

(a) Members of the School Committee. The School Committee shall consist of at least three (3) members and no more than seven (7) members, all of whom must be Directors. The Chair of the School Committee shall be appointed by the Chair of the Board. Each member shall hold such office for a one (1) year term.

(b) Powers and Duties of the School Committee. The School Committee shall monitor the carrying out of the policies of the School as determined by the Board, and shall report to the Board from time to time or at the request of the Board. The School Committee shall not be responsible for the administration of the School, but may make recommendations to the Board regarding the School and its policies and administration.

Section 8. Exhibition Committee.

(a) Members of the Exhibition Committee. The Exhibition Committee shall be composed of a minimum of three (3) and a maximum of (7) members, all of whom shall be Directors and a majority of whom shall be Academicians. The chair of the Exhibition Committee shall be appointed by the President of the Board. The committee may designate such advisors to the committee as it deems appropriate. Each member shall hold such office for a one (1) year term.

(b) Powers and Duties of the Exhibition Committee. The Exhibition Committee shall recommend exhibitions to the Board of Governors.

Section 9. Removal.

(a) Any Committee member elected by the Academicians may be removed, with or without cause, at any time by the affirmative vote of a majority of the Academicians at any regular or special meeting of the membership; provided, however, that in either case, notice of the proposed action shall have been given to all Academicians along with notice of the meeting.

(b) Any Committee member appointed by the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the Board at any regular or special meeting of the Board; provided, however, that in either case, notice of the proposed action shall have been given to all Directors along with notice of the meeting.

Section 10. Resignation. Any Committee member may resign from their Committee at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Academy. Members of the Membership or Exhibition Committees shall submit their resignations to the President, and members of all other committees shall submit their resignations to the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Committee member.

Section 11. Vacancies. Unless otherwise provided in this Article, any vacancies on any committee of the Board arising at any time and from any cause may be filled by the election of a new Committee member by a majority of the Directors then in office.
Section 12. Procedure. Subject to the provisions of this Constitution, each Committee may establish its own rules of procedure including, but not limited to, notice of committee meetings and in the case of committees of the corporation, the election of the chair of the committee.

Section 13. Term of Office. Unless otherwise provided in this Constitution, the term of each Committee member shall be one (1) year and until his or her successor is elected or appointed.

Article VII. Contracts, Checks, Bank Accounts and Investments

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Academy and shall determine who shall be authorized in the Academy's behalf to sign bills, notes, receipts, endorsements, checks, releases, contracts and documents. Unless so authorized or as otherwise provided in this Constitution, no officer, agent, or employee shall have any power or authority to bind the Academy by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

Section 2. Investments. The funds of the Academy may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

Article VIII. School and Museum

Section 1. School. A school for the instruction of students shall be maintained and conducted as the means and facilities of the Academy permit. This Constitution establishes a School Committee as a committee of the Board, as discussed in Article VI, Section 7.

Section 2. Museum. A museum for the exhibition of American Art shall be maintained and conducted as the means and facilities of the Academy permit. This Constitution establishes an Exhibition Committee as a committee of the Board, as discussed in Article VI, Section 8.

Article IX. Exhibitions and Juries

Section 1. Annual Exhibition. There shall be an Annual Exhibition of the works of living artists and such additional regular exhibitions in any year as may be approved by the Board upon the basis of the schedule for such year as submitted by the Exhibition Committee. Works of deceased Members may be exhibited within one year of their demise.

Section 2. Jury of Selection. There shall be a Jury of Selection for the Invitational Exhibition.

(a) How Composed. The Jury of Selection shall consist of eight (8) visual artists and one (1) architect. The jury will act together to review submitted images by invited artists and select work in all categories for the Invitational Exhibition. No member of the Jury of Selection will be eligible to serve on the Jury of Awards for that same exhibition. The Chairperson of the jury will be appointed by the President.

(b) Method of Election. The Director of Artist Membership will send a letter to all Members of the Academy requesting their category and willingness to serve on the Jury of Selection. They will return the form to the Academy within three (3) weeks and from the list of those willing, the Exhibition Committee will elect the Jury of Selection.

Section 3. Jury of Awards.

(a) How Composed. The Jury of Awards shall consist of eight (8) visual artists and one (1) architect. The jury will act together to review accepted works and award prizes in all categories for the Annual Exhibition (Invitational or Members). The Chairperson of the Jury will be appointed by the President.
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(b) Method of Election. The Director of Artist Membership will send a letter to all Members of the Academy requesting their category and willingness to serve on the Jury of Awards. They will return the form to the Academy and from the list of those willing to serve the Exhibition Committee will elect the Jury of Awards.

Members of the Jury of Selection and Jury of Awards in any given year will be ineligible to serve the following year on either jury.

Article X. Miscellaneous

Section 1. Office. The office of the Academy shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Academy correct books of account of the activities and transactions of the Academy including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Board.

Section 3. Fiscal Year. The fiscal year of the Academy shall be determined by the Board.

Section 4. Budget. The Board shall adopt an annual budget governing the expenditures of the Academy. The budget shall be initially prepared by the Finance Committee or such other Committee of the Board as the Board may authorize, and shall be submitted to the Board for ratification. Such budget shall be in reasonable detail in order to control effectively for the various activities of the Academy.

Section 5. Advisory Board. The Board may establish an Advisory Board consisting of Non-Academicians to advise the Academy and the Board and provide the Board with assistance in such matters as it may, from time to time, designate. The members of the Advisory Board shall not have the duties or responsibilities of Directors or committee members and shall not have the power to vote at meetings of the Board or the Academicians. The Board may adopt such procedures governing the Advisory Board as it deems desirable.

Article XI. Indemnification

The Academy shall indemnify each member of its Board, as described in Article IV hereof; each of its officers, as described in Article V hereof; each employee or agent of the Academy designated for indemnification by the Board; and each such person serving at the request of the Academy as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of the Academy, in a manner and to the fullest extent now or hereafter permitted by law. Specifically, such Directors and officers shall be indemnified by the Academy in all instances and to the extent described in Sections 721 through 726 of the Not-for-Profit Corporation Law of the State of New York, as it may be amended, and may be indemnified in any specific case permitted by statute, upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct prescribed by law has been met by such Director or officer.

Article XII. Interested Party Transactions

For purposes of these bylaws, an “interested party transaction” is any contract or other transaction between the Academy and (a) any present director or any individual who has served as a director in the five years preceding the transaction (“past director”), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (“past officer”), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Academy proposes to enter into an interested party transaction it shall follow the procedures and rules set out in the Conflict of Interest Policy attached hereto and incorporated into this Constitution by reference. The procedures and rules of the Conflict of
Interest Policy shall also govern instances of actual or potential breaches of the duty of loyalty by any of the individuals or entities described above.

Article XIII. Amendments

Section 1. Amendments.

(a) **Power to Amend this Constitution.** Article II (Members) and Article IX (Exhibitions and Juries) of this Constitution can only be amended by the affirmative vote of two thirds (2/3) of the Academicians present or voting by proxy at any meeting of the Academicians at which a quorum is achieved. The remaining provisions of this constitution may be amended or repealed by the affirmative vote of a majority of the Board or two-thirds (2/3) of the Academicians present or voting by proxy at any meeting of the Academicians at which a quorum is achieved.

(b) **Procedure for Amendments by the Board.** The provisions of this Constitution permitted to be amended by the Board pursuant to subsection (a) of this Section may be amended at any regular or special meeting of the Board provided notice is provided in accordance with Article IV, Section 7 as to the time, place and object, including notice of the proposed amendment, of such meeting.

(c) **Procedure for Amendments by the Members.** This Constitution may be amended at any regular or special meeting of the Academicians provided notice is provided in accordance with Article III, Section 3 as to the time, place and object, including notice of the proposed amendment, of such meeting.
MISSION STATEMENT
(Approved by the Council, 1/21/98)

Founded in 1825, the National Academy fosters the awareness, appreciation, teaching, and professional practice of art in America. The National Academy Museum collects and exhibits historic and contemporary American art. The National Academy School teaches painting, sculpture, drawing, and printmaking. The National Academy members elect notable American artists and architects to membership in an honorary association of their peers, whose work is collected and displayed at the Museum. Academy members govern all the programs of these three branches of the National Academy, which is the only institution of its kind in America.
Article I. Purpose

The purpose of the Conflict of Interest Policy ("Policy") is to protect the interest of the NATIONAL ACADEMY OF DESIGN (the "Corporation") when it is contemplating entering into any transaction or arrangement that might benefit the private interest of any present or former officer or director of the Corporation or might result in a possible excess benefit transaction. This Policy will also provide a mechanism to enforce high standards of fiduciary conduct generally. It is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. Definitions

Section 1. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect Financial Interest or a Potential Breach of Loyalty, as defined below, is an Interested Person.

Section 2. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Potential Breach of Duty of Loyalty. Any director, principal officer, or member of a committee with governing board-delegated powers whose personal interests, financial or otherwise, actually or potentially conflict with the best interests of the Corporation has a Potential Breach of Loyalty.

Section 4. Violations of the Conflicts of Interest Policy. If the governing board of committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest of breaches of the duty of loyalty, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to make disclosures required by this policy, it shall take appropriate disciplinary and corrective action.

Article III. Procedures Governing Breaches of Duty of Loyalty

Section 1. Duty to Disclose. In connection with any actual or possible Potential Breach of Loyalty, an Interested Person must disclose its existence and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering any matters that related to the Potential Conflict of Interest.

Section 2. Determining Whether a Breach of Duty of Loyalty Exists. After disclosure of the Potential Conflict of Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing board or committee meeting while the determination whether the Interested Person making the disclosure or any other Interested Person has breached his/her duty of loyalty to the Corporation. The remaining governing board or committee members shall decide if a breach of the duty of loyalty exists.

Section 3. Procedures for Addressing the Breach of Duty of Loyalty. If it is determined pursuant to Section 2, above, that an actual or potential breach of duty of loyalty exists, any transaction or arrangement related to this actual or potential breach may be approved upon a majority vote of the directors then
CONFLICT OF INTEREST POLICY

in office, without counting the vote of any Interested Person, according to the procedures described in this Section 3. The governing board shall also determine whether the facts related to this actual or potential breach of duty warrant disciplinary action, including removal of any Interested Persons pursuant to Article IV, Section 3 of the Constitution.

(a) An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of the governing board or President of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article IV. Records of Proceedings

The minutes of the meeting(s) of the governing board and all committees with board delegated powers at which such decision is considered shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest or breach of loyalty, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation

Section 1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

Section 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

Section 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the Policy;

(b) Has read and understands the Policy;

(c) Has agreed to comply with the Policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
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Article VII. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST ACKNOWLEDGMENT FORM

Conflict of Interest

The attached Conflict of Interest Policy is designed to assist directors, officers, and key staff members of the NATIONAL ACADEMY OF DESIGN. (the “Corporation”) in meeting their ongoing responsibility to serve the Corporation with undivided loyalty and to avoid and disclose business or personal interests that may create a conflict of interest or a breach of the duty of loyalty. Below is an acknowledgment stating that you have received a copy of the Corporation’s Conflict of Interest Policy, have read it and understand it, and agree to comply with it. Please complete the acknowledgement and return the signed acknowledgment to the Secretary.

Acknowledgment

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of the Corporation and that I have read it and understand it. I hereby agree to abide by and comply with the procedures contained in the Conflict of Interest Policy. I understand that the Corporation is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: ______________________________
Name: ________________________________
Date: ________________________________
FISCAL YEAR 2018
OPERATING AND RELOCATION BUDGETS
July 1, 2017 – June 30, 2018
(with Projection for Fiscal Year 2019)
FISCAL YEAR 2018
OPERATING AND RELOCATION BUDGETS

The FY 18 Operating Budget has been created with the following timeline and assumptions:

- **August 5, 2017:** The Academy School closes.
  - Four of the six staff members in the school will remain through August 31, 2017 at which time they will be paid severance and their bonus for staying on throughout this period.
  - The two remaining staff will become part of the Academy’s core staff, serving as Director of Special Projects and Communications Associate.

- **August – December, 2017:** Staff will continue to clear the contents of the buildings.

- **November, 2017:** A short-time lease for office space is signed.

- **December, 2017:** The core staff of 8 move into the new office space. Based on the NA Advisory committee’s recommendation to the Board, the move of the collection to Atelier is completed.

- **June 30, 2018:** Closing on the buildings. We have embedded this date into the budget to ensure that any potential costs associated with a delayed closing have been included in the budget. Should a closing occur before that date, those associated costs will be reduced. They include:
  - Utilities, maintenance and security staff
  - Interest on the line of credit.
During this transition period, the FY 19 Operating Budget envisions the following activities:

- There will be a series of public events to keep the organization visible. These include:
  - Reconceived Induction Ceremony (November 2017)
  - Launch of a new Mural Project, to be funded by Abbey Mural Fund endowment monies
  - Salons and/or Panel discussions

- A Development Associate is hired in November and a Director of Development is retained in April 2018.

- A Gala has been budgeted. Recognizing that a consultant will be required, income is shown net of all expenses.

- A series of surveys/ focus groups will occur NAs

- Prospecting and cultivation of donors for new Patron program

- The cost of storing the collection with Atelier.
## FISCAL YEAR 2018
### OPERATING AND RELOCATION BUDGETS

<table>
<thead>
<tr>
<th>INCOME</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EARNED REVENUE</strong></td>
<td></td>
</tr>
<tr>
<td>School Tuition and Fees</td>
<td>113,816</td>
</tr>
<tr>
<td>Fees from loans/ rights</td>
<td>66,500</td>
</tr>
<tr>
<td>Reimbursement of shipping fees for works on loan</td>
<td>30,700</td>
</tr>
<tr>
<td>Interest Income</td>
<td></td>
</tr>
<tr>
<td>Endowment draw</td>
<td>30,000</td>
</tr>
<tr>
<td><strong>TOTAL EARNED REVENUE</strong></td>
<td>241,016</td>
</tr>
<tr>
<td><strong>CONTRIBUTED INCOME</strong></td>
<td></td>
</tr>
<tr>
<td>Board dues</td>
<td>90,000</td>
</tr>
<tr>
<td>Individuals gifts</td>
<td>60,000</td>
</tr>
<tr>
<td>NA to NA Campaign</td>
<td>40,000</td>
</tr>
<tr>
<td>Patron Campaign</td>
<td>7,500</td>
</tr>
<tr>
<td>Institutional gifts</td>
<td>70,000</td>
</tr>
<tr>
<td>Sponsorships</td>
<td>25,000</td>
</tr>
<tr>
<td>Gala (net of event expenses)</td>
<td>250,000</td>
</tr>
<tr>
<td><strong>TOTAL CONTRIBUTED INCOME</strong></td>
<td>542,500</td>
</tr>
</tbody>
</table>

**FUNDS RELEASED FROM RESTRICTION**
- 115,000

**TOTAL INCOME**
- 898,516
# FISCAL YEAR 2018
## OPERATING AND RELOCATION BUDGETS

<table>
<thead>
<tr>
<th>EXPENSES</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries</td>
<td>1,181,159</td>
</tr>
<tr>
<td>Fringe Benefits</td>
<td>235,229</td>
</tr>
<tr>
<td>Professional Fees (Legal and audit)</td>
<td>120,000</td>
</tr>
<tr>
<td>Exhibitions, including Mural Project</td>
<td>160,000</td>
</tr>
<tr>
<td>Consultants (Communications, Art Handlers, Photographers)</td>
<td>42,130</td>
</tr>
<tr>
<td>Design &amp; Printing</td>
<td>11,500</td>
</tr>
<tr>
<td>Office Expense</td>
<td>6,900</td>
</tr>
<tr>
<td>Postage/Delivery/Shipping (including collection works)</td>
<td>46,850</td>
</tr>
<tr>
<td>Dues and Memberships</td>
<td>1,300</td>
</tr>
<tr>
<td>Equipment Rental &amp; Service</td>
<td>14,850</td>
</tr>
<tr>
<td>Travel (Studio and storage visits, local fares)</td>
<td>6,000</td>
</tr>
<tr>
<td>HR Expense (Payroll service, pension fund admin, etc)</td>
<td>8,400</td>
</tr>
<tr>
<td>Bank Charges/ Portfolio Management</td>
<td>71,000</td>
</tr>
<tr>
<td>Loan Interest</td>
<td>139,500</td>
</tr>
<tr>
<td>Occupancy Costs (Utilities, Collection Storage, Office Rental)</td>
<td>439,407</td>
</tr>
<tr>
<td>Contracted Building Services (Security and Maintenance staffs)</td>
<td>206,220</td>
</tr>
<tr>
<td>Maintenance &amp; Repairs</td>
<td>22,950</td>
</tr>
<tr>
<td>Insurance</td>
<td>195,000</td>
</tr>
<tr>
<td>Telecommunications, including software licenses and support</td>
<td>62,110</td>
</tr>
<tr>
<td>Public programs and events (Venue, food, hospitality)</td>
<td>61,400</td>
</tr>
<tr>
<td>Misc.</td>
<td>3,850</td>
</tr>
<tr>
<td><strong>TOTAL EXPENSES</strong></td>
<td><strong>3,035,755</strong></td>
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### GAIN/(LOSS) FROM OPERATIONS

(2,137,239)
# FISCAL YEAR 2018

## OPERATING AND RELOCATION BUDGETS

<table>
<thead>
<tr>
<th>PROGRAM SERVICES</th>
<th>Curatorial</th>
<th>School</th>
<th>Members</th>
<th>Education</th>
<th>Comm.</th>
<th>Facilities</th>
<th>SUB-TOTAL</th>
<th>MGMT &amp; FUND Raising</th>
<th>TOTAL</th>
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<td>46,491</td>
<td>8,290</td>
<td>4,595</td>
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<td>16,913</td>
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<td>-</td>
<td>-</td>
<td>-</td>
<td>120,000</td>
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<tr>
<td>Exhibitions, including Mural Project</td>
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<td>-</td>
<td>-</td>
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<td>-</td>
<td>-</td>
<td>160,000</td>
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<td>Consultants (Communications, Art Handlers, Photographers)</td>
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<td>-</td>
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<td>14,850</td>
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<td>8,400</td>
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<tr>
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<td>-</td>
<td>-</td>
<td>-</td>
<td>71,000</td>
<td>71,000</td>
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<tr>
<td>Loan Interest</td>
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<td>-</td>
<td>-</td>
<td>-</td>
<td>139,500</td>
<td>139,500</td>
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<td>Occupancy Costs (Utilities, Collection Storage, Office Rental)</td>
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<td>-</td>
<td>-</td>
<td>240,687</td>
<td>439,407</td>
<td>-</td>
</tr>
<tr>
<td>Contracted Building Services (Security and Maintenance staffs)</td>
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<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>206,220</td>
<td>206,220</td>
<td>-</td>
</tr>
<tr>
<td>Maintenance &amp; Repairs</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>22,950</td>
<td>22,950</td>
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<td>-</td>
<td>-</td>
<td>108,950</td>
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<td>64,550</td>
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<td>Telecommunications, including software licenses and support</td>
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<td>-</td>
<td>-</td>
<td>45,200</td>
<td>50,200</td>
<td>4,100</td>
<td>7,810</td>
<td>62,110</td>
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<td>Public programs and events (Venue, food, hospitality)</td>
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<td>700</td>
<td>30,900</td>
<td>24,000</td>
<td>-</td>
<td>-</td>
<td>55,900</td>
<td>4,000, 1,500</td>
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<td>Misc.</td>
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<td>700</td>
<td>500</td>
<td>250</td>
<td>-</td>
<td>-</td>
<td>2,100</td>
<td>1,000, 750</td>
<td>3,850</td>
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<td><strong>TOTAL</strong></td>
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<td>56,262</td>
<td>78,688</td>
<td>738,269</td>
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<td>911,308</td>
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### FISCAL YEAR 2018
OPERATING AND RELOCATION BUDGETS

#### RELOCATION COSTS

<table>
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<tr>
<th>Item</th>
<th>Cost</th>
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<tbody>
<tr>
<td>Collection move</td>
<td>875,000</td>
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<tr>
<td>Moving expenses</td>
<td>200,000</td>
</tr>
<tr>
<td>Legal Fees</td>
<td>100,000</td>
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<tr>
<td>Appraisal</td>
<td>10,000</td>
</tr>
<tr>
<td>Deposits (space, equipment, etc)</td>
<td>50,000</td>
</tr>
<tr>
<td><strong>TOTAL RELOCATION COSTS</strong></td>
<td><strong>1,235,000</strong></td>
</tr>
</tbody>
</table>
# FISCAL YEAR 2018
## OPERATING AND RELOCATION BUDGETS

### TWO YEAR PROJECTION OPERATING ACTIVITIES

<table>
<thead>
<tr>
<th></th>
<th>FY 18</th>
<th>FY 19</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>INCOME</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Earned Revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>School Tuition and Fees</td>
<td>113,816</td>
<td>-</td>
</tr>
<tr>
<td>Fees from loans/ rights</td>
<td>66,500</td>
<td>66,500</td>
</tr>
<tr>
<td>Reimbursement of shipping fees for works on loan</td>
<td>30,700</td>
<td>30,700</td>
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<tr>
<td>Interest Income</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Endowment draw</td>
<td>30,000</td>
<td>30,000</td>
</tr>
<tr>
<td><strong>TOTAL EARNED REVENUE</strong></td>
<td>241,016</td>
<td>127,200</td>
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<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>CONTRIBUTED INCOME</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Board dues</td>
<td>90,000</td>
<td>150,000</td>
</tr>
<tr>
<td>Individuals gifts</td>
<td>60,000</td>
<td>65,000</td>
</tr>
<tr>
<td>NA to NA Campaign</td>
<td>40,000</td>
<td>50,000</td>
</tr>
<tr>
<td>Patron Campaign</td>
<td>7,500</td>
<td>15,000</td>
</tr>
<tr>
<td>Institutional gifts</td>
<td>70,000</td>
<td>80,000</td>
</tr>
<tr>
<td>Sponsorships</td>
<td>25,000</td>
<td>35,000</td>
</tr>
<tr>
<td>Bequests</td>
<td>-</td>
<td>-</td>
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<tr>
<td><strong>TOTAL CONTRIBUTED INCOME</strong></td>
<td>542,500</td>
<td>657,500</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>FUNDS RELEASED FROM RESTRICTION</strong></td>
<td>115,000</td>
<td>115,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL INCOME</strong></td>
<td>898,516</td>
<td>899,700</td>
</tr>
</tbody>
</table>
### FISCAL YEAR 2018 OPERATING AND RELOCATION BUDGETS

<table>
<thead>
<tr>
<th>EXPENSES</th>
<th>2018</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries</td>
<td>1,181,159</td>
<td>973,941</td>
</tr>
<tr>
<td>Fringe Benefits</td>
<td>235,229</td>
<td>199,658</td>
</tr>
<tr>
<td>Professional Fees (Legal and audit)</td>
<td>120,000</td>
<td>55,000</td>
</tr>
<tr>
<td>Exhibitions, including Mural Project</td>
<td>160,000</td>
<td>160,000</td>
</tr>
<tr>
<td>Consultants (Communications, Art Handlers, Photographers)</td>
<td>42,130</td>
<td>37,350</td>
</tr>
<tr>
<td>Design &amp; Printing</td>
<td>11,500</td>
<td>11,500</td>
</tr>
<tr>
<td>Office Expense</td>
<td>6,900</td>
<td>5,000</td>
</tr>
<tr>
<td>Postage/Delivery/Shipping (including collection works)</td>
<td>46,850</td>
<td>47,500</td>
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<tr>
<td>Dues and Memberships</td>
<td>1,300</td>
<td>1,300</td>
</tr>
<tr>
<td>Equipment Purchase</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Travel (Studio and storage visits, local fares)</td>
<td>6,000</td>
<td>6,300</td>
</tr>
<tr>
<td>HR Expense (Payroll service, pension fund admin, etc)</td>
<td>8,400</td>
<td>5,400</td>
</tr>
<tr>
<td>Bank Charges/ Portfolio Management</td>
<td>71,000</td>
<td>141,000</td>
</tr>
<tr>
<td>Loan Interest</td>
<td>139,500</td>
<td>-</td>
</tr>
<tr>
<td>Occupancy Costs (Utilities, Collection Storage, Office Rental)</td>
<td>439,407</td>
<td>220,333</td>
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<tr>
<td>Contracted Building Services (Security and Maintenance staffs)</td>
<td>206,220</td>
<td>-</td>
</tr>
<tr>
<td>Maintenance &amp; Repairs</td>
<td>22,950</td>
<td>-</td>
</tr>
<tr>
<td>Insurance</td>
<td>195,000</td>
<td>75,000</td>
</tr>
<tr>
<td>Telecommunications, including software licenses and support</td>
<td>62,110</td>
<td>57,110</td>
</tr>
<tr>
<td>Public programs and events (Venue, food, hospitality)</td>
<td>61,400</td>
<td>61,400</td>
</tr>
<tr>
<td>Misc.</td>
<td>3,850</td>
<td>4,000</td>
</tr>
<tr>
<td><strong>TOTAL EXPENSES</strong></td>
<td><strong>3,035,755</strong></td>
<td><strong>2,069,643</strong></td>
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</tbody>
</table>

**GAIN/(LOSS) FROM OPERATIONS**

<table>
<thead>
<tr>
<th></th>
<th>2018</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(G)Fiscal Year 2018</strong></td>
<td><strong>(2,137,239)</strong></td>
<td><strong>(1,169,943)</strong></td>
</tr>
</tbody>
</table>
FISCAL YEAR 2018
OPERATING AND RELOCATION BUDGETS

IMPLICATIONS

The Operating and Relocation Budgets on the preceding pages are built upon the assumption that losses from operations and relocation costs will be covered by the Line of Credit at First Republic Bank.

At its highest level, the draw on the line for FY 18 would look like this:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loss from operations</td>
<td>$2,137,239</td>
</tr>
<tr>
<td>Current projection for relocation costs, including collection move:</td>
<td>$1,235,000</td>
</tr>
<tr>
<td>TOTAL FOR FY 18</td>
<td>$3,372,239</td>
</tr>
</tbody>
</table>

Right now, we anticipate entering the new fiscal year with about $600,000 in available cash, including the Painting Fund. This would mean an anticipated draw of $2,772,239 against the $6 million line of credit, leaving a little over $3.2 million available at June 30, 2018.

It is possible that private support could be secured within the next fiscal year. We have made very conservative revenue projections for FY 18.
We are currently conducting a five year analysis of private support. Preliminary information shows that there has been a severe decline in individual support which intensified with the closing of the museum, since that support included memberships. During that same time frame, the Academy did not receive any grants from institutional foundations, only those held by private individuals. It will take several years to re-establish relationships with institutional funders before results will be seen.
AUDIT REPORT
FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION
June 30, 2016
AUDIT REPORT

INDEPENDENT AUDITORS' REPORT

To the Board of Governors of
National Academy of Design

We have audited the accompanying financial statements of National Academy of Design (a not-for-profit organization), which comprise the statement of financial position as of June 30, 2016, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America. This includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of National Academy of Design as of June 30, 2016, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited National Academy of Design’s 2015 financial statements, and our report dated July 20, 2016 expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2015, is consistent in all material respects, with the audited financial statements from which it has been derived.

New York, New York
April 12, 2017

Lutz & Carr, LLP
Andres Serrano

Andres Serrano is a New York-born artist known for his provocative and often controversial works. He attended the Brooklyn Museum Art School from 1967 to 1969, where he studied painting and sculpture. His name, along with Robert Mapplethorpe’s, was at the crossroads of the 1989 Cultural Wars when Serrano’s photograph, Piss Christ, became the subject of a national debate on freedom of artistic expression and the public funding of controversial art. Piss Christ, an ethereal image of a crucifix submerged in the artist’s urine, remains the artist’s most controversial and misunderstood work. The subsequent crusade against the NEA was led by Senators Alfonse D’Amato and Jesse Helms, who called the work “immoral trash.”

Other well-known bodies of work include the “Immersions,” “Objects of Desire,” a series of gun pictures, “The Morgue,” “The Klan,” and “American,” an exploration of the wide spectrum of what it “means to be an American,” and “America,” the artist’s response to Sept 11th composed of more than a hundred portraits of people from all walks of life. In 2014, Serrano created “The Residents of New York,” a series of homeless portraits for a project with More Art that was installed in the West 4th St. subway station. The following year the artist made a similar project, “The Denizens of Brussels,” as part of his exhibition at the Royal Museums of Fine Arts of Belgium in Brussels.

Andres’ photographs are in numerous public collections, including the Institute of Contemporary Art, Amsterdam, Holland; Baltimore Museum of Art, Baltimore, MD; musée d’art contemporain, Bordeaux, France; Institute of Contemporary Art, Boston, MA; National Gallery of Australia, Canberra, Australia; Art Institute of Chicago, Chicago, IL; Museum of Contemporary Art Chicago, IL; Fonds Regional d’Art Contemporain, Cluny, France; Modern Art Museum of Fort Worth, TX; Israel Museum, Jerusalem, Israel; Spencer Museum of Art, Lawrence, KS; Museo Reina Sofia, Madrid, Spain; Cintas Foundation, Miami, FL; Centro Cultural Arte Contemporaneo, Mexico City, Mexico; New Museum of Contemporary Art, New York, NY; Centro Andaluz de Arte Contemporáneo, Sevilla, Spain; Museo Nacional Centro de Arte Reina Sofia, Madrid, Spain; the Museum of Contemporary Art, Zagreb, Croatia; Whitney Museum of American Art, New York, NY and MOMA, New York, N.Y.

Among many others awards, in 2017, Andres was appointed a Chevalier in the Order of Arts and Letters in France. In October, the artist will have an exhibition at the Petite Palais in Paris. Serrano’s latest work, “Torture,” will be shown be shown at Jack Shainman Gallery in September, 2017.

Andres was elected to the National Academy in 2015, and lives and works in New York.

www.andresserrano.org
Andrew Ginzel produces work in multiple mediums, including installation, performance, photography, drawings, and site-specific works. Often working in collaboration with Kristin Jones, his many projects include the University of Colorado’s new Art Museum in Boulder, Snow College Library, The Hoboken Ferry Terminal and the Metro System in St. Louis. Architectural interventions in Manhattan include Metronome on Union Square, and Oculus throughout the World Trade Center/ Park Place/Chambers Street Subway station. Other projects include installations created for the Kunsthalle, Basel; The Olympic Arts Festival; The List at MIT; Public Art Fund; Wadsworth Atheneum; The New Museum of Contemporary Art; The Virginia Museum of Fine Arts; Triennale, New Delhi; CreativeTime; Museo d’Arte Contemporanea, Prato; Chicago Cultural Center, among others.

His multiple performance works include commissions from The Next Wave Festival of the Brooklyn Academy of Music, David Dorfman, Matthew McGuire of the Creation Company, and Merce Cunningham. Concurrent is a studio practice of "thought experiments" on paper. Andrew has received numerous awards throughout his career, including the Rome Prize, The "Bessie", three NEA grants, Pollock-Krasner, The Louis Comfort Tiffany Foundations, Indo-American, NYSCA, NYFA, and Rockefeller Foundation fellowships.

His work is included in the permanent collections of The Brooklyn Museum of Art, Centro per L’Arte Contemporanea Luigi Pecci, Prato, Italy; Kunsthalle Basel; Targetti Art Light Collection, Florence, Italy; U.S. Trust Company of New York, NY; Wadsworth Atheneum, Hartford, CT; Yves Klein Foundation, AZ, among others. Andrew was elected into the National Academy in 2009. He teaches at the School of Visual Arts and lives and works in NYC, and serves as Co-Chair of the NA Membership Committee.

Anthony was elected to the Academy in 1995 and joined the Board of Governors in 2009. Since 2016, he has served as NA Secretary. Panzera's paintings and drawings have been exhibited widely in the United States and abroad for the past 45 years. He is the author of The Leonardo Series, Drawings by Anthony Panzera Based on Leonardo da Vinci’s Work on Human Proportion, published in 2015 by SUNY Press. It followed the exhibition of the entire “Leonardo Series “at the Samuel Dorsky Museum at SUNY New Paltz.

He is a recently retired professor of art at New York’s Hunter College where he taught since 1968. Panzera also taught at the Rhode Island School of Design, The New York Academy of Art, Manhattanville College, Brooklyn College and the Newark Museum. From 1978 to 1996, he was co-director of the Art in Florence and Rome Programs in Italy. Anthony’s work is represented in the permanent collections of The National Academy Museum, the Everson Museum of Art, Syracuse, NY, The Richmond University Museum, Richmond, VA, The Hickory Museum of Art, and numerous private collections in the United States and abroad. He is represented by Quidley & Co. in Boston and Nantucket, and Studio 7 Gallery in New Jersey.

www.andrewginzel.com

www.anthonypanzeraart.com
**Buzzy Geduld**

Buzzy has been the Chairman and CEO of Cougar Capital, LLC, since its inception in 2002. Prior to forming Cougar, Geduld was Chairman and CEO of Herzog, Heine, Geduld, a Merrill Lynch Company. Before Herzog’s merger with Merrill Lynch, Mr. Geduld served as its President and CEO and had been with the firm for more than 30 years. He serves on the Board of Directors of enCourage Kids Foundation, and is Co-Chair of their Investment Committee; The New-York Historical Society; Jazz at Lincoln Center, and is a member of their Investment Committee. He also serves as a member of the Board of Governors of The National Academy of Design. He served on the Board of Trustees of the Rodeph Sholom Temple from 2004–2013, as well as the Rodeph Sholom School Board, the Board of Trustees of The Dalton School from 2008–2014. He has served on the Board of Directors of Nasdaq, Inc.; the NASD Quality of Markets Committee; the Board of Governors of the Security Traders Association; is a past President, Director, Vice President and Secretary of the Security Traders Association of New York (STANY); past President of STANY Gratuity Fund; and has served on the Trading Committee of the NASD and Security Industry Association (SIA).

**Donna Dennis**

Initially part of the architectural sculpture movement of the early 1970s, Donna Dennis is best known for her complex sculptural installations with sound. BLUE BRIDGE/red shift, a 24-foot long evocation of railway drawbridges was exhibited at SculptureCenter in NY in 1993 and her subway-inspired Deep Station filled the lobby of the Brooklyn Museum in 1987. In 2007, the outdoor sculptures Tourist Cabins on Park Avenue, were exhibited on Park Avenue, NYC. In 2013, Coney Night Maze, a complex mixed media installation with sound that drew inspiration from the maze of layered fences, gates, ramps and barriers that nestled beneath the Cyclone roller coaster, was seen at the Neuberger Museum.

Her work is included in Sculpture Today (Phaidon Press), which overviews sculpture worldwide during the past 50 years. In 2004, her work was seen in “Architecture & Arts 1900–2004,” at the Palazzo Ducale in Genoa, Italy, curated by Germano Celant. A frequent collaborator, Donna has worked with poets Anne Waldman, Kenward Elmslie, Daniel Wolff and Ted Berrigan and with performance artist/puppeteer Dan Hurlin. Donna’s work is in prominent collections including the Brooklyn Museum, the Cleveland Art Museum, the Microsoft Collection, the Walker Art Center, Ludwig Forum für Internationale Kunst in Aachen, Germany, the Indianapolis Museum, the San Diego Museum of Art, the Smithsonian American Art Museum, the Neuberger Museum, and the Martin Z. Margulies Collection. Permanent public art commissions are located at John F. Kennedy Airport, P.S. 234, in Tribeca, Queens College, and at the Wonderland MBTA Station in Boston.

Grants and awards include a Guggenheim Fellowship, several National Endowment Fellowships, and Pollock-Krasner Foundation grants. In recent years, she received the prestigious Artists’ Legacy Foundation Award, the Merit Award in Sculpture from the American Academy of Arts and Letters and the Anonymous Was a Woman Award.

She was elected to the National Academy in 2010 and is Professor Emerita at Purchase College, SUNY. She lives and works in New York City.
Judy Pfaff

Judy Pfaff was born in London in 1946 and raised in Detroit. She received an MFA from Yale University (1973) where she studied under Al Held. A pioneer of installation art in the 1970s, Pfaff synthesizes sculpture, painting, and architecture into dynamic environments in which space seems to expand and collapse; fluctuating between the two-and three-dimensional. But her work is perhaps best described as painting in space.

Judy’s numerous honors include a Lifetime Achievement Award from the International Sculpture Center (2014) and as among the first women artists ever included in H. W. Janson’s History of Art. Among her other recognitions are an Academy Member Fellowship, American Academy of Arts & Sciences (2013); Anonymous Was A Woman Award (2013); Guggenheim Fellowship (1983); National Endowment for the Arts grants (1979, 1986); and being elected a member of the American Academy of Arts and Letters (since 2009). In 2004, she received the MacArthur Foundation Award.

Judy has exhibited work in the Whitney Biennials of 1975, 1981, and 1987, represented the United States in the 1998 Sao Paulo Bienal, and continues to show at major galleries, museums, and universities globally. Among her major commissions are the Pennsylvania Convention Center Public Arts Projects in Philadelphia and set designs for Wind Devil at the Brooklyn Academy of Music and Regina with the American Symphony Orchestra at the Fisher Center, Annandale-on-Hudson, NY. Judy was the Milton Avery Distinguished Professor of Art, Bard College in 1989 and 1991 and was Richard B. Fisher Professor and Chair of the Bard College Art Department from 1992 – 2014.

Judy was elected to the National Academy in 2007. She lives and works in Tivoli, New York.

www.judypaffstudio.com

Julie Heffernan

Julie was elected as a National Academician in 2011 and to the Board of Governors in 2014. Julie received her MFA in painting and printmaking at Yale School of Art and Architecture in 1985, and her BFA from the University of California, Santa Cruz in 1981. She has been exhibiting widely for the past two decades. In the last 5 years alone, she had 14 solo exhibitions throughout the United States and Europe, including at the Crocker Art Museum and Michael Haas Gallery in Berlin; and a museum show entitled “The Water Rises,” originating at the Louisiana State University Museum of Art in Baton Rouge, and travelling to six museums in Pennsylvania, Florida and Texas. Her work is in numerous museums throughout the country, including the Brooklyn Museum of Art, Virginia Museum of Fine Art, Columbia Museum of Art, Crocker Art Museum, Honolulu Museum of Art, Knoxville Museum of Art, McNay Art Museum, The Mint Museum, New Britain Museum of Art, Norton Museum of Art, Palmer Museum of Art, Pennsylvania Academy of Fine Art, among many others.

In addition to her art practice, Julie has published reviews and articles in a number of books and magazines, and in 2014, she launched (with Virginia Wagner) a blog called “Painters on Paintings,” a platform investigating painting across time and temperament, style and trends.

www.julieheffernan.net/
Leslie Wayne

Leslie Wayne is a painter and an occasional writer and curator. Her signature works are known for their highly dimensional surfaces of oil paint, forcing a re-examination of the term painting in the traditional sense. They often take the literal form of draped cloth, or like ready-mades, stand-in for the objects they represent.

Leslie was born in Germany in 1953 and grew up in Southern California. She studied painting and printmaking at the University of California, Santa Barbara's College of Creative Studies. She left school in her third year and moved to Paris to study French and to immerse herself in the art and museums of Europe. She then moved to Israel where she lived and worked from 1975-1980. After she returned to California, Wayne moved to New York and transferred to Parsons School of Design where she received her BFA in Sculpture with Honors in 1984.

Leslie’s role as artist-curator began after she graduated from Parsons and opened a small commercial gallery for two years called 50 West in the Hell’s Kitchen neighborhood of New York City. Since that time, she has continued to curate shows for other venues in New York and for several university galleries in the U.S. She also conducts interviews with fellow artists, which have been published in www.artcritical.com.

Wayne has been the subject of 32 solo shows, two traveling surveys, and over 150 group exhibitions since 1974. She has been the recipient of a Guggenheim Fellowship in Fine Arts, a Joan Mitchell Foundation grant, a Pollock-Krasner Foundation grant, a New York Foundation for the Arts Fellowship in Painting, a New York State Council on the Arts Projects Residency Grant, a Yaddo Artists Fellowship, a Buhl Foundation Award for abstract photography, a Change Inc./Rauschenberg Foundation artist’s grant and an Adolph and Esther Gottlieb Foundation grant.

Her work is in the public collections of the Birmingham Museum of Art, Birmingham, AL; la Coleccion Jumex, Mexico City; Collezione Maramotti, Reggio Emilia, Italy; the Corcoran Gallery of Art, Washington DC; le Fondation Cartier pour l’art contemporain, Paris; the Cooper Hewitt Design Museum Smithsonian Library, NYC; The Miami Museum of Contemporary Art, FL; the Portland Museum of Art, Portland, OR; and the Neuberger Museum of Art, Purchase, NY, among others.

Leslie was inducted into the National Academy in 2016. She is represented by Jack Shainman Gallery and lives and works in New York City. Her next solo show at the gallery, entitled “Free Experience,” opens on September 7, 2017. She is currently working on a glass commission for New York City’s MTA Arts and Design, to be installed at the Bay Parkway Station on the F line in the fall of 2017.

www.lesliewaynestudio.com
Paul Broches

Paul Broches is a Senior Partner at Mitchell/Giurgola Architects where he has worked since completing a Master of Architecture degree in 1970 at the Columbia University School of Architecture, Planning and Preservation. A Fellow in the American Institute of Architects (AIA) since 1991, Paul has led design teams for civic, cultural, educational and research buildings throughout the country, with a particular focus on New York City. Clients include The Rockefeller University, Brooklyn Academy of Music, FDR Four Freedoms Park, Cornell, City University of New York and NYC Public Schools.

His approach to design is founded on architecture as a social art and the importance of aspirational, uplifting buildings. To bring aesthetic delight to community life, Paul has a strong commitment to the integration of art and architecture, an important part of his practice. He encourages clients to incorporate site specific artist/architect collaborations in their projects.

Paul is a board member of the international human rights /social justice NGO, Architects Designers and Planners for Social Responsibility. In 2013, he was elected to the National Academy for his significant contributions to American architecture.

Richard Kalina

Richard Kalina was elected to the National Academy in 2011 and joined the board in 2015. Educated at the University of Pennsylvania, he has been exhibiting his paintings nationally and internationally since 1969, and has been represented for over twenty years by the Lennon, Weinberg Gallery in New York.

His work is in many museums and public collections, including Wadsworth Atheneum, the Nasher Museum at Duke University, the Fogg Museum at Harvard University, the Yale University Art Gallery, the Springfield Museum, the Parrish Art Museum, the University of Massachusetts Museum of Contemporary Art, and the University of New Mexico Museum of Art.

In addition to his work in painting and drawing, Richard is a widely-published art critic, serving as a Contributing Editor at Art in America, and regularly publishing articles in that magazine and others.

He writes on Pop Art, Minimalism and Postminimalism, Conceptual Art, Abstract Expressionism, and issues relating to contemporary abstraction. Richard is the editor of Imagining the Present: Context, Content, and the Role of the Critic, published by Routledge Press in 2006. He recently published a major article on Cy Twombly for Art in America and a catalog essay on Photorealism for the Parrish Art Museum in Southampton, NY. He has been active in recent years at the College Art Association and AICA, the International Association of Critics of Art, and lectures widely. Richard teaches studio art and art history at Fordham University in New York where he served as Chair of the Department of Theatre and Visual Arts for ten years.
Roberto Juarez

Roberto Juarez is a painter, printmaker and public artist who was born in Chicago, Illinois, received his BFA from the San Francisco Art Institute and pursued Graduate Studies at UCLA's School of Film and Television. He has exhibited widely since the early 80's in New York City and has shown nationally and internationally in Europe, Mexico, and China.

Roberto’s public work can be found at Grand Central Terminal, the Miami International Airport, the University of Michigan Ann Arbor and at the Federal Courthouse in Ft Pierce, Florida. He won the Prix de Rome in 1997, was a Guggenheim Fellow in 2002 and elected to the National Academy in 2011.

Sam Gilliam

Sam Gilliam is one of the most highly regarded living artists today, and is recognized as one of the foremost Color Field and Lyrical Abstraction painters. His spontaneous and improvisational techniques, particularly his pouring of vivid pigment on to un-stretched, draped canvas, make him one of the foremost artists to emerge from the Washington art scene. Born in Tupelo, Mississippi, in 1933, Sam spent his youth in Louisville, Kentucky. After receiving his Bachelor of Arts degree from the University of Louisville in 1955, he served in the Army (1956-58), then returned to the University for his Masters of Arts degree (1961). In 1962 he moved to Washington, DC.

During the course of his career, Sam has emphasized the importance of "Black Art" and creating communities and venues for African American artists, and to bring awareness to lack of attention given to them by major galleries and museums. He has made works in tribute to major African American figures such as Martin Luther King Jr., Paul Robeson, and most recently, Barack Obama.

He has had many commissions, grants, awards, exhibitions and honorary doctorates, with major retrospectives at the Corcoran Gallery of Art in 2005 and at the Contemporary Art Museum Houston in 2007. Among the many awards he has received are two grants from the National Endowment for the Arts and a Guggenheim Foundation Fellowship. In 2006, he was named the University of Louisville Alumnus of the Year.

His work is included in the collections of the Denver Art Museum, El Museo Del Barrio, the Kemper Museum of Contemporary Art, the Los Angeles County Museum of Art, the Metropolitan Museum of Art, the Perez Art Museum of Miami, the Speed Art Museum and the Whitney Museum of American Art.

In the past, he has served on the boards of Creative Time and Visual AIDS.

Roberto works and lives in New York City and Canaan, New York.

Sam has a long history of teaching, beginning in 1962 at a Louisville, Kentucky high school, and taught art for nearly a decade in the Washington public schools, and at the Maryland Institute, College of Art; University of Maryland; and Carnegie Mellon University, Pittsburgh, PA.

Gilliam was elected an Academician in 1999. He lives and works in Washington, DC.
BOARD OF GOVERNORS' BIOGRAPHIES

Steve Blitz

Steve Blitz’s professional experience as economist and fixed-income portfolio manager began in the late 1970s. It includes econometric modeling at Data Resources Inc., creating interest rate and FX derivatives strategies at Salomon Brothers, managing US and global fixed-income portfolios for not-for-profits at OFFITBANK, being global head of fixed-income at Lazard Asset Management, developing “big data” products to help analyze the economy and capital market pricing as Chief Economist at M Science. At present, Steve is Chief US Economist at TS Lombard where he writes on the US economy, politics and markets from short- and longer-term perspectives. Aside from his extensive client-facing work, Steve is a well-known commentator on economic and financial issues, is frequently quoted in the financial press, appearing on TV and radio, and writing guest columns for financial publications. Steve was also Treasurer of Temple Israel of White Plains for two terms, and was a founding member of the board for “Summer Solstice Theater Conference.” Among Steve’s outside pursuits, he is an amateur artist and photographer, who has had several of his photographs published. Steve will serve as NA Board Treasurer (a currently vacant position) and will Chair the new NA Investment Committee.

Steve received his BA in Economics from New York University and an MA in Economics from Columbia University.

www.linkedin.com/in/stevenblitz

Tim Walch

Tim Walch is an experienced executive who helped redefine selling to the high-net worth and ultra-high-net worth market in the financial service industry for over 30 years, most recently serving as Vice Chairman of Private Banking in the Asset Management division of JPMorgan Chase. Tim consistently led brand expansion by penetrating new affluent market segments (regions, industries), innovating organizational structure, and disseminating best practices throughout the organization. Barron’s has listed Tim as one of the Top 100 Advisors in New York. He has been recognized as an industry innovator and has spoken domestically and internationally on the affluent/high-net worth segment.

Tim has been working with organizations in a board capacity for over 30 years. He was one of the founding board members and officers of the Louisiana Children’s Museum in the 1980s, and a Planned Giving Chairman and Board member of a 500-bed community hospital, and was invited by the Aspen Institute to represent the Economics Institute, as Director and Officer, at the United Nations Summit on Sustainable Development in Indonesia. Four years ago, Tim took a sabbatical from JPMorgan to work with the Foundation for Education & Development in Phang Nga, Thailand, an organization that provides assistance to Burmese refugees. Since his return, Tim fully retired from JPMorgan and with other US Volunteers established a 501(c)3 to provide continuing assistance to the Foundation for Education & Development, where Tim is President and Treasurer. During the same period, Tim has expanded a farm-to-table event in Northwest Connecticut to fully fund a learning and resource hub for current farmers with a focus on sustainability. In addition to his board work, Tim has been active in historic preservation with projects recognized by city governments, historic preservation groups, and the Secretary of Housing and Urban Development.

Tim joined the Board in 2015 and has served as Co-Chair since then.
Veronica Bulgari

Veronica Bulgari currently oversees special projects for Bulgari after having held managerial positions with the company’s jewelry and fragrance division since 1991. She is a graduate of Duke University where she earned her BA in Art History and Political Science and received her MA from the Courtauld Institute of Art in 1990. She served on the Trinity Board of Visitors at Duke University from 2002 to 2008 and on the board of the Piano Outreach of New York from 2012-2017, an organization providing music scholarships. She also serves on the board of the American Foundation for the Courtauld Institute of Art. Bulgari is active with the Carnegie Hall Notables, which promotes classical music to younger audiences through the Weill Music Institute. She is a collector of photography. In 2012, Bulgari co–founded the Washington Square Park Conservancy, a non-profit organization with the mission of preserving and enhancing Washington Square Park in New York City.

Walter Chatham

Walter studied painting at the New York Studio School and the Philadelphia College of Art before receiving a Bachelor of Architecture from the University of Maryland. He did post-graduate work at the Institute for Architecture and Urban Studies, where he was assistant to architect Peter Eisenman. He received a mid-career Fellowship at the American Academy in Rome in 1989, and in 1986, founded Walter Chatham Architect. His firm has received numerous awards for architecture and planning, including two National American Institute of Architects Distinguished Architecture Awards. Walter is one of this year’s recipients of the Seaside Prize, given by the Seaside Institute for excellence in architecture and urban design.

In addition to his professional activities, Walter is a current director and past president of the Architectural League, and was for many years on the boards of the Sir John Soane’s Museum Foundation and the Wolfsonian Museum in Miami. He is currently also a member of the Hudson New York Planning Board.

Walter was elected to the Academy in 2011, and has served as Board Co-Chair since 2015.
Wendy Evans Joseph

Wendy Evans Joseph, FAIA is Founding Partner of Studio Joseph, a multi-award winning, architectural, exhibition design and planning practice she founded in 1996. Wendy’s work includes a diverse spectrum of commercial, residential and institutional design. Her projects range from a butterfly watching park and visitor center in Texas to a long-span pedestrian bridge for The Rockefeller University in New York. She is known for her specialty in exhibition installation and has designed a number of important museum shows.

Prior to launching her practice, Wendy was with Pei Cobb Freed & Partners where she worked for over a decade. Wendy holds a Master in Architecture with “Distinction” from Harvard University Graduate School of Design. She earned her Bachelor of Arts, summa cum laude from the University of Pennsylvania. A recipient of the prestigious Rome Prize in Architecture, she was a Fellow at the American Academy in Rome. In 2003, she was elected into the College of Fellows of the American Institute of Architects and in 2012 she was elected Academician of the National Academy of Design. Overall, Wendy’s firm has won more than 100 professional design awards and in 2014, the firm was named by Wallpaper Magazine one of the “Hottest Young Firms” internationally.

Apart from practice, Wendy is interested in art and design education. She is a member of the Harvard GSD Dean’s Advisory Council. She is former chairman of the University of Pennsylvania Design School Board of Overseers, and was University Trustee.

Other involvements include: member of the Design Council of the Museum of Modern Art, past president of The Architectural League of New York, and past chairman of the American Institute of Architects National Committee on Design. In 2000, Wendy was the president of the New York Chapter of the American Institute of Architects.

She currently sits on the board of American Ballet Theatre and 2nd Stage Theatre. Wendy has served as an advisor to a number of non-profit organizations to help with buildings, architect selection and master planning.

Willard Boepple

Willard is an abstract sculptor who has exhibited widely since the early seventies. His work is in the collections of the Metropolitan Museum of Art, the Museum of Fine Arts in Boston, The Portland Museum, Storm King Art Center, The Fitz-William, The National Galleries of Botswana, of Kenya, and numerous other public and private collections worldwide. He has served on the faculties of Bennington College and The Boston Museum School and has traveled extensively in Africa as a U.S. State Department Visiting Cultural Specialist. For twenty years, he was Chairman of the Triangle Artists’ Workshop in New York and serves on the board of the Vermont Studio Center. He is represented by Lori Bookstein Projects in New York and Maddox Arts in London. He lives and works in New York and Vermont and is frequently in the UK where he makes prints with Kip Gresham at the Print Studio, Cambridge.

Willard was elected to the Academy in 2010, and to the Board in 2012.
Executive Committee

WALTER CHATHAM, NA 2-2
Co-Chair of the Board 3-1
Spouse/Partner: Mary Adams
2 Hudson Avenue
Hudson, NY 12534
Mobile: 917-821-8970
walter@wfchatham.com

TIM WALCH 2-1
Co-Chair of the Board 2-1
Spouse/Partner: Edmund Sulzman
598 Milton Road
Litchfield, CT 06759
Mobile: 504.232.2133
twalch@me.com

WENDY EVANS JOSEPH, NA 2-1
Vice President of the Academy 2-1
Spouse/Partner: Jeffrey Ravetch
Studio Joseph
500 Park Avenue, 16E
New York, NY 10022
212-935-3392
Mobile: 917-861-6611
wendy@studiojoseph.com
Assistant: Lakshmi Budhu
budhu@studiojoseph.com

STEVE BLITZ
Treasurer
Spouse/Partner: Lizzanne Rosenzweig
4 East 89th Street
New York, NY 10128
Mobile: (917) 476-5752
sblitz1@mac.com

BRUCE FOWLE, NA 2-3
President of the Academy 2-3
Spouse/Partner: Marcia Fowle
Office
FXFOWLE Architects
22 West 19th Street, 11th Fl.
New York, NY 10011
646.292.8215
Mobile: 917.378.8177
bfowle@fxfowle.com
Assistant: Ginnie Rodriguez
ginnie.rodriguez@FXFOWLE.COM
Home
1192 Park Avenue, #12E (94th St.)
New York, NY 10128
BOARD OF GOVERNORS’ CONTACT INFO

Board Members

WILLARD BOEPPLE, NA 2-2
Spouse: Margaret Lane Weiss Boepple
Home
75 Grand Street, Apt. 6
New York, NY 10013
212.925.2263
Mobile: 917.282.2548
willard@sover.net

PAUL BROCHES, NA-Elect
Spouse/Partner:
300 Central Park West, Apt. 7E
New York, NY 10024
(212) 874-1539
(212) 663-4000
broches@mitchellgiurgola.com

JUDY PFAFF, NA-Elect
Spouse/Partner:
67 Chapel St
Kingston, NY 12401
(845) 338-3861
info@judypaffstudio.com

SAM GILLIAM, NA
Spouse/Partner:
1900 Quincey St NW
Washington, DC 20011
(202) 234-2261
(202) 462-9062
samgilliam@verizon.net

ANDREW GINZEL, NA
Spouse/Partner:
289 Bleecker St
New York, NY 10014
(718) 855-9291
(212) 366-5842
andrew@jonesginzel.com

VERONICA BULGARI, 3-1
Spouse: Stephan Haimo
40 Fifth Avenue
New York, NY 10011
212-254-4210
Mobile: 917-379-7997
vbulgari@gmail.com

DONNA DENNIS, NA
Spouse/Partner:
131 Duane St
New York, NY 10013
(212) 233-0605
tunnelsandtowers@att.net

JULIE HEFFERNAN, NA 3-1
Spouse: Jonathan Kaib
527 11 th Street
Brooklyn, NY 11215
718.369.2194
Mobile: 347.405.4457
jheffernan7@gmail.com

ROBERTO JUAREZ, NA
Spouse/Partner:
303 East 8th St, Apt. 5R
New York, NY 10009
(212) 475-4521
rjuarez@livingwork.com

ANDRES SERRANO, NA-Elect
Spouse/Partner:
39 East 12th St
New York, NY 10003
(718) 392-8910
luther@nyc.rr.com

ANTHONY PANZERA, NA 2-3
Secretary 3-1
Spouse: Marie Panzera
Home
58 Tempe Wick Road
Mendham, NJ 07945
973.543.6682
Studio: 973.543.5509
Office
212.650.3757
anthonypanzera@msn.com

RICHARD KALINA, NA, 3-1
Spouse: Valerie Jaudon, NA
Office
Fordham University
Dept. of Theatre & Visual Arts
113 West 60th Street, LL 423
New York, NY 10023
Mobile: 212-203-7056
rskalina@gmail.com

BUZZY GEDULD, 3-1
Spouse/Partner:
Cougar Capital LLC
20 West 55th Street
10th Floor
New York, NY 10019
212.702.0686
buzzyg@cougarcapital.com
Assistant: Loretta Roccanova
212-702-0680

JAMES SIENA, NA, 3-1
Spouse/Partner:
83 Canal Street, Apt. 508
New York, NY 10002
212-274-9358
Mobile: 917-239-5783
jsiena@bway.net
Studio Manager: Oona Ratcliffe
oona@bway.net

LESLEY WAYNE, NA
Spouse/Partner:
555 West 52nd St, Apt. 901
New York, NY 10019
(212) 941-8888
wayneporcaro@gmail.com
## MEETING SCHEDULE
(2017-19 DATES OF NOTE)

<table>
<thead>
<tr>
<th>Date</th>
<th>Event Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>September 12th</td>
<td>salons@nationalacademy: David Humphrey &amp; Mary Heilmann, 6:30pm</td>
</tr>
<tr>
<td>September 13th</td>
<td>Board of Governors’ Meeting, 4 – 6pm</td>
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<tr>
<td>October 3rd</td>
<td>NA Fall Meeting (Business Meeting), 4 – 6pm</td>
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<tr>
<td>November 2nd</td>
<td>salons@nationalacademy: Wendy Evans Joseph &amp; Mary Miss, 6:30pm</td>
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<tr>
<td>November 8th</td>
<td>Board of Governors’ Meeting, 4 – 6pm</td>
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<tr>
<td>November 16th</td>
<td>NA New Member Induction Ceremony, 6 – 10pm</td>
</tr>
<tr>
<td>January 24th</td>
<td>Board of Governors’ Meeting, 4 – 6pm</td>
</tr>
<tr>
<td>March 27th</td>
<td>NA Winter Meeting (General Meeting), 4 – 7pm</td>
</tr>
<tr>
<td>April TBD</td>
<td>Gala + Fundraising, 6 – 10pm</td>
</tr>
<tr>
<td>May 2nd</td>
<td>Board of Governors’ Meeting, 4 – 6pm</td>
</tr>
<tr>
<td>May 22nd</td>
<td>NA Spring Meeting (Annual Meeting), 4 – 6pm</td>
</tr>
<tr>
<td>September 19th</td>
<td>Board of Governors’ Meeting, 4 – 6 pm</td>
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BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

The following information is taken from the Constitution of the National Academy of Design:

**Procedure**
Subject to the provisions of this Constitution, each Committee may establish its own rules of procedure including, but not limited to, notice of committee meetings and in the case of committees of the corporation, the election of the chair of the committee.

**Term of Office**
Unless otherwise provided in this Constitution, the term of each Committee Member shall be three (3) years and until his or her successor is elected or appointed.

**Resignation**
Any Committee Member may resign from their Committee at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Academy. Members of the Membership or Exhibition Committees shall submit their resignations to the President, and members of all other committees shall submit their resignations to the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Committee Member.

**Vacancies**
Unless otherwise provided in this Article, any vacancies on any committee of the Board arising at any time and from any cause may be filled by the election of a new Committee Member by a majority of the Directors then in office.
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

STANDING COMMITTEES
The Board may establish and appoint from among the Directors any number of standing committees and shall designate the chair of the standing committee from among its members. A standing committee of the Board may be delegated all of the authority of the board. Each such standing committee shall consist of three (3) or more Directors.

Executive Committee
The Constitution establishes the Executive Committee as a standing committee of the Board, composed entirely and exclusively of the five (5) Officer Directors. The Chair of the Board, by reason of his or her office, shall be the chair of the Executive Committee. The other members of the Executive Committee shall be the President, the Vice-Chair, the Vice-President, and the Treasurer. The Executive Committee shall exercise, subject at all times to the general direction and control of the Board, all of the powers and authority necessary to conduct the normal operations of the Academy, including authorization to sign documents on behalf of the Academy.

As of 8/2017 they are:

Walter Chatham, NA, Board Co-Chair
Tim Walch, Co-Chair
Bruce Fowle, NA, President
Wendy Evans Joseph, NA, Vice President
Steve Blitz, Treasurer
Buzzy Geduld (not an Officer)
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

COMMITTEES OF THE CORPORATION
The Board or the Academicians may also establish any number of committees of the corporation. The members of each committee of the corporation shall be elected by the Academicians.

Nominating Committee
The Nominating Committee shall consist of five (5) members, all of whom shall be Directors. The Board shall propose the slate of the members of the Nominating Committee, and the Academicians shall elect the members of the Nominating Committee at the Business Meeting. The Chair of the Board shall appoint the Chair of the Nominating Committee. Except in the event of resignation, death, or the termination of the Nominating Committee member prior to the normal expiration of his or her term of office, all members of the Nominating Committee shall hold such office for a three-year (3) term, or until such time as his or her successor has assumed the office. Whenever a vacancy shall occur on the Nominating Committee, the Chair of the Board shall appoint a new member to fill the vacancy for the unexpired term.

The Nominating Committee shall identify and invite potential candidates to serve as Directors and propose candidates for Officer Directors, General Directors, and membership on the committees of the corporation to the Board of Governors. The Nominating Committee shall consult with the Directors who are Academicians to identify proposed candidates for members of the Membership Committee of the Academy. The Board shall have the responsibility of nominating a slate of candidates for each election from the individuals proposed by the Nominating Committee and recommending such slate to the Academicians at the Annual Meeting. The Nominating Committee may, in cooperation with the Board, be directly responsible for administering the vote of the Academicians on these elections at the Annual Meeting. The Nominating Committee may also be responsible for organizing enrichment activities for the Board.
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

The committee’s duties include: Overseeing the identification, recruitment, orientation, training and retention of board members. The committee looks for opportunities to strengthen and evolve the board’s effectiveness, capacity, composition, and ability to lead the organization into the future.

As of 8/17, members are:

Veronica Bulgari, Chair
Walter Chatham, NA
Julie Heffernan, NA
[Open position]
[Open position]

Membership Committee
The Membership Committee shall consist of seven (7) members. The members of the Membership Committee shall be elected by the Academicians at the Annual Meeting. All of the seven (7) members so elected must be Academicians, and at least one (1) of these Academicians must also be a Director. The chair of the Membership Committee shall be appointed by the President and shall be a Director and an Academician; provided, however, that neither the President nor the Vice-President may be the Chair of the Membership Committee, and provided further that the same person may not serve as the chair of the Exhibition Committee and the Membership Committee at the same time. To the extent possible, the members of the Membership Committee will represent both membership classes.
Except in the event of resignation, death, or the termination of any Membership Committee member prior to the normal expiration of his or her term of office, all members of the Membership Committee shall hold such office for a three-year (3) term, or until such time as his or her successor has assumed the office. Whenever a vacancy shall occur on the Membership Committee, the President of the Academy shall appoint a new member to fill the vacancy for the unexpired term; it is intended that the new member appointed shall be from the same membership class as the member of the Committee creating a vacancy.

The Membership Committee shall review proposals made by the Academicians for new Academicians and shall establish additional eligibility criteria with which to review such proposals. The Membership Committee shall comprehensively consider candidates for membership and will make considered and appropriate recommendations of candidates for membership to the Academicians. The Membership Committee may, in cooperation with the Board, be directly responsible for administering the vote of the Academicians on these elections and the Annual Meeting.

As of 8/17, members are:

Andrew Ginzel, NA, Chair (Note: According to Constitution, he must be a board member.)
Frances Barth, NA
Paul Broches, NA
Donna Dennis, NA
Richard Haas, NA
Don Voisine, NA
[NA–Open position]
SPECIAL COMMITTEES

The Board may establish and appoint any number of special committees. Special committees may be appointed by the Chair of the Board with the consent of the Board and shall have only the powers specifically delegated to them by the Board. The Chair of the Board shall appoint the chair of each special committee provided, however, that each such chair shall be a Director. Members of any special committees so appointed may be, but are not required to be, members of the Board.

School Committee

The School Committee shall consist of at least five (5) members, three (3) of whom must be Directors. The Chair of the School Committee shall be appointed by the Chair of the Board. Each member shall hold such office for a three (3) year term.

The School Committee shall monitor the carrying out of the policies of the School as determined by the Board, and shall report to the Board from time to time or at the request of the Board. The School Committee shall not be responsible for the administration of the School, but may make recommendations to the Board regarding the School and its policies and administration.

On hiatus until school activities resume.

Exhibition Committee

The Exhibition Committee shall be composed of seven (7) Academicians including one (1) architect, all of whom represent a diversity of esthetic points of view and practices. At least one (1) of the members of the Exhibition Committee must also be a Director. The chair of the Exhibition Committee shall be appointed by the President and shall be a Director and an Academician; provided, however, that neither the President nor the Vice-President may be the Chair of the Exhibition Committee, and provided further that the same person may not serve as the chair of the Exhibition Committee and the Membership Committee at the same time.
> Regular review of the organization’s Balance Sheet and Operating Statement
> Monitoring the organization’s cash position and assessing its current and capitalization needs, in collaboration with staff, and making recommendations to the Board, as needed
> Reviewing the performance of investments as well as the activities and recommendations of the Investment Committee and proposing them to the Board of Governors for approval
> Meeting with the Audit Committee at the completion of the Academy’s annual audit to monitor the performance of the Finance Department and its internal controls and procedures. Reviewing the committee’s recommendation for changes in outside auditors and forwarding any recommendations to the Board of Governors for approval
> Reporting any financial irregularities or concerns to the Board
> Other business-related matters as might arise

As of 8/17, members are:

Steve Blitz, Board Treasurer
Tim Walch, Board Co-Chair (Ex-Officio)
[NA–Open position]
[Open position]
Staff: Stephen Lisner

**Investment Committee**
The Investment Committee, chaired by the Board Treasurer, works with the Board of Governors to identify the allocation of funds within the Board-Designated Funds to be created from the sale of the Academy’s
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

The Exhibition Committee shall have supervision over all exhibitions of the Academy and shall solicit for exhibition such works of art as will, in its opinion, enhance the interest and value of the exhibitions. Works received pursuant to such solicitation shall, subject to the approval of the Exhibition Committee, be exhibited. The Exhibition Committee shall also prepare the annual schedule of regular and special exhibitions for approval by the Academician members of the Board. The Exhibition Committee shall have the power to exclude any work from any exhibition by reason of size or unsuitability and to take any action which it deems appropriate in any emergency arising in connection with any exhibition or when any Juries of Selection with any exhibition or when any Jury of Selection or Hanging Committee, if any, is unable to reach a conclusion on any question before it. The decision of the Exhibition Committee shall be final. The chair of the Exhibition Committee shall submit to the Board a budget for its approval for each exhibition and make a report of all exhibitions of the Academy.

**On hiatus until museum activities resume.

OTHER COMMITTEES:

**Finance Committee**
The Finance Committee, chaired by the Treasurer, provides financial and fiduciary oversight for the organization, including the preliminary review of proposed budgets, long-range financial planning, regular monitoring income and expenses against approved budget, cash flow and projected needs, as well as periodic review of pertinent business-related activities that may arise. The committee is also charged with reviewing the recommendations of the Investment and Audit committees. Committee responsibilities include:

> Preliminary review of the proposed annual budget, including fundraising goals, and recommendation for approval by the full Board of Governors
> Reviewing long-range projections and assessing their alignment with the Academy’s strategic plan
board committees
descriptions and current members

buildings. The committee will draft Investment Policies for both the Board-Designated Funds and existing endowments, working within donor-established parameters. The committee will interview and make recommendations for portfolio managers to the Finance Committee. It will also meet regularly with those advisors to review performance and secure recommendations for adjustments to improve that performance.

As of 8/17, members are:

Steve Blitz, Chair of Investment Committee, Board Treasurer
Tim Walch, Board Co-Chair (Ex-Officio)
Rosz Mack III
Tony Milbank
Doug Polley
Leslie Wayne, NA
[NA–Open position]
Manda D’Amata (TBC)
Staff: Maura Reilly, Stephen Lisner

Development Committee
The Development Committee provides oversight and assistance to the Academy’s Executive Director and development staff to ensure that the Academy meets its annual and long-range fundraising goals. To accomplish this, its responsibilities are:

> To work with staff to establish and support a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

> To monitor activities against goals on a regular basis
> To provide support and assistance at all of the organization’s events
> To assist staff in identifying means and methods to reach potential donors, including providing contacts and entrée to institutional funders
> To serve as Ambassadors of the Academy with perspective donors, taking the lead in outreach efforts
> To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support, and
> To help acknowledge donors on a more personal level, beyond institutional responses

[Open position]
[Open position]
[Open position]
[Open position]

Abbey Mural Committee
The Abbey Mural Fund was established as an endowment in the 1930’s with funds received from the estate of Mary Gertrude Abbey, wife of Edwin Austin Abbey. The uses and restrictions on this fund as described in the bequest are as follows: “...and the income thereof shall be applied for the advancement of the Fine Arts in the USA, and, for this purpose, highly-gifted trained artists shall be commissioned to execute Mural Paintings, but only those artists who have provided themselves draughts-men, designers and Mural Painters of a very high order shall be entrusted with said commissions. To select these artists and the buildings to be decorated, members of the said NAD, nominated by and from amongst the President and Council of that body, for the time being shall associate themselves with members of the American Academy in Rome nominated by the Trustees (the executive body) for the time being in New York of said Academy in Rome and form a committee of not more than five members composed chiefly of figure painters and architects; and these five shall select the buildings to be decorated and the artists to be entrusted with
commissions for Mural Paintings...All Mural Paintings which are to be executed under commissions granted to artists under this paragraph (f) of this agreement shall be placed in some public building or in some building belonging to a charitable institution in the USA. The words ‘charitable institution’, as her used, are intended to include, and shall include, all those institutions which by the law of New York will come within the category of charities. No commission shall be given for the purpose of spending the income of this fund. The recipient must in every case possess in the highest degree the qualifications designated in this paragraph (f). No part of this Fund or the income therefrom shall be expended for elementary purposes or for the relief of personal distress. No work shall be commissioned from this Fund with any regard to the pecuniary needs of the artist. No part of this Fund or the income from it shall be used for building purposes. Any Mural Painting executed under the terms of this trust shall be suitably inscribed as executed under the terms of ‘The Edwin Austin Abbey Memorial Trust Fund for Mural Painting in the United States of America.’”

As of 8/17, members are:

[Open position], Chair
Wendy Evans Joseph, NA
James Siena, NA
Shahzia Sikander, NA
Billie Tsien, NA

**Abbey Inc. Committee**
The National Academy (Abbey Fund) Affiliated Fellowship (hereafter referred to as “NAAF”) provides an eight-week residency at the American Academy in Rome, Italy, awarded annually to a mid-career visual artist or architect. The Fellowship is funded by The Incorporated Edwin Austin Abbey Memorial Scholarships for Mural Painting in the United States of America (hereafter referred to as the “Fund”), a corporation exempt from federal income taxation under Section 501(c)(3) that is a supporting organization to the National
BOARD COMMITTEES
DESCRIPTIONS AND CURRENT MEMBERS

Academy of Design. The Fund was formed pursuant to the bequest of Gertrude Abbey, made through a Deed of Trust in 1931. The purpose of the NAAF is to provide an opportunity for mid-career artists and architects to advance their skills through interacting and working in one of the oldest and most inspiring cosmopolitan cities in the world while living in the dynamic community of artists, architects and scholars at the American Academy in Rome (AAR).

As of 8/17, members are:

James Siena, NA, Chair
Bruce Fowle, NA
Ann Hamilton, NA
Walter J. Hood, NA
Billie Tsien, NA

Ranger Fund Committee
The Henry Ward Ranger Fund was established in 1919 by the American landscape painter and National Academician Henry Ward Ranger (1858–1915), who left the Academy a bequest of $400,000 upon his death, which was intended to insure the perpetuity of significant works by American artists to be viewed by the public in permanent institutions and help foster the formation of a national collection of American art. According to the bequest, the fund is administered by a committee of National Academicians, who purchase paintings by living American artists, which are subsequently placed in art institutions throughout the country. The Smithsonian American Art Museum has the option to claim any painting for their collection between ten and fifteen years after the artist’s death. Functioning in this way allows the Smithsonian Institution to choose significant works for its collection which have helped bolster an initially burgeoning and now encyclopedic national collection of American art.

As of 8/17, members are: Dottie Attie, NA; Frances Barth, NA; Laura Shechter, NA
THE NATIONAL ACADEMY ADVISORY BOARD

The Advisory Board was initiated by the director in the fall of 2015 in order to give the Academicians a voice in the running of the institution, especially during a period of transition when the institution is selling its real estate and eventually relocating.

The first task of the Advisory Board was to break down into committees that designated the many aspects of the Academy: School, Museum/Collections, Facilities, and Membership. Each committee works to ascertain what they anticipate for the “next chapter” of the National Academy. As we await an appropriate buyer, we face a number of decisions that will affect the members for a long time to come. With each question, the Advisory Board meets and with a great deal of research, consideration and soul-searching they have made recommendations to the NA Board of Governors.

This Advisory Board is fine-tuned to the needs of the National Academy and is now well-incorporated as a function of the membership. It is designed to reflect the future wishes of the Academicians.

Richard Haas
Julie Heffernan
David Humphrey
Melissa Meyer
Anthony Panzera
Peter Rolland
Donna Dennis
Bruce Fowle
Andrew Ginzel
James Siena
Stephen Westfall
Barbara Grossman, Chair
Walter Chatham, Board Co-Chair
Frances Barth
Hugo Bastidas
Willard Boepple
Paul Broches
STATEMENT OF COMMITMENT & RESPONSIBILITIES

The members of the Board of Governors are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the non-profit has adequate resources to advance its mission.

**General Expectations:**

1. Support and safeguard the Academy’s mission, purposes, goals, policies, and programs while knowing its strengths and needs.
2. Suggest possible nominees to the Board with the skills, capacities and interests identified as priorities for prospective Board members, who can make significant strategic and financial contributions to the work of the Board and the progress of the Academy.
3. Serve actively on committees of the Board as requested by the Chair.
4. Attend activities and events presented by the Academy.
5. Observe the Academy’s Constitution.
6. Participate in all fundraising efforts.
7. Participate in the cultivation and solicitation of donors and supporters of the Academy.
8. As an ambassador of the Academy, serve the institution responsibly and diligently by telling the organization’s unique story and presenting its accomplishments as well as its needs and current challenges.
9. Serve on a Board committee.

**Meetings:**

1. Prepare for and participate in the Academy’s Board meetings and scheduled committee meetings.
2. Ask timely and substantive questions at Board and committee meetings consistent with personal conscience, convictions, and ethics, while supporting the majority decision on issues decided by the Board.
3. Maintain confidentiality about all internal matters of the Academy, and speak for the Board or the Academy only when authorized to do so.
STATEMENT OF COMMITMENT & RESPONSIBILITIES

4. Suggest agenda items for Board and committee meetings to ensure that significant policy-related matters are addressed.

Fiduciary and Philanthropic Responsibility:
1. Exercise fiduciary responsibility for the Academy’s assets and assure they are used wisely, to promote the mission of the Academy.
2. Ensure adequate resources to carry out the mission of the Academy.
3. Exercise philanthropic leadership by making personal annual and campaign gifts consistent with one’s individual capacity to give and by actively assisting the staff in soliciting support for the Academy, thereby serving as an important example to others considering commitments to the Academy and its future.
4. Maintain the Academy among one’s top philanthropic priorities.
5. Assist the Development Committee and staff by helping to identify potential givers and implement fundraising strategies through personal influence where you have it (e.g. corporations, individuals, foundations, gallerists, collectors).
6. Provide input into fundraising plans.
7. Cultivate new donor and Board prospects for staff to follow-up.
8. Accompany staff on key visits to funders.
9. Organize fundraising events (e.g. cocktail party, studio visit, gallery tour).

Avoiding Conflicts:
1. Serve the Academy as a whole rather than any special interest group or constituency.
2. Avoid even the appearance of a conflict of interest that might compromise the Board or the Academy, and disclose any possible conflicts to the Board in a timely fashion.
3. Never accept or offer any favors or gifts from or to anyone who does business with the Academy.

Relationship with Staff:
1. Counsel the Executive Director as appropriate, providing support through often difficult relationships with groups or individuals.
STATEMENT OF COMMITMENT & RESPONSIBILITIES

2. Monitor, guide, and enable good management, with regards to matters of policy, direction, strategy, and governance of the organization, without micro-managing staff.

3. Avoid asking the staff for favors, unless they are part of ongoing Board or committee work.
The National Academy Constitution outlines the powers and duties for each of the five (5) Officers of the Board of Governors, defined as the Chair, a Vice-Chair, a President, a Vice-President, and a Treasurer. The offices of the President and the Vice-President must be held by Academicians. The Officers of the Academy shall be elected for a three (3) year term at the annual meeting of the membership, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Officers may be elected to a maximum of three (3) consecutive terms, but an Officer may continue to serve on the Board as a General Director, if so elected, after the conclusion of his or her three (3) consecutive terms as an Officer. Also, included herein is a description of the powers and duties of the NA Secretary.

**President**
Bruce Fowle, NA (Elected to position in 2010)

1. Presides at all meetings of the membership, and facilitates communication with the membership.
2. Keeps the Board fully informed about the activities of the membership and is responsible (with the Treasurer) for verifying the Annual Report presented to the Academicians at the Annual Meeting.
3. He or she shall lead the membership in all things and shall supervise fundraising efforts of the Academicians.
4. Works closely with the Board Chair and the other agents and employees of the Academy to set policy and strategic direction.
5. Serves on the Executive Committee.
ROLE DESCRIPTIONS
FOR OFFICERS OF THE BOARD OF GOVERNORS
POWERS AND DUTIES

Vice President
Wendy Evans Joseph, NA (Elected to position in 2015)

1. Presides at all meetings of the membership, and facilitates communication with the membership.
2. Assumes the office of the President in the event of a vacancy in the office of President for the remainder of the President’s term.

Chair(s)
Walter Chatham, NA (Elected to position in 2015)
Tim Walch (Elected to position in 2016)

1. Presides at all meetings of the Board; develops agenda with Executive Director.
2. Supervises fundraising efforts for the Academy, serving as the public representative of the Academy in communication with civic, cultural, and corporate leaders.
3. Assures that the Board of Governors fulfills its responsibilities for the governance of the Institution.
4. Works closely with President and other agents and employees of the Academy to set policy and strategic direction, and to make sure board resolutions are carried out,
5. Serves as Chair(s) of the Executive Committee.
6. Serves as a partner to the CEO, helping him/her to achieve the mission of the Institution.
7. Optimizes the relationship between the board and management.
8. Appoints all committee chairs, and with the Executive Director, recommends who will serve on committees.
9. He or she shall keep the Board fully informed about the activities of the Academy and be responsible, along with the Treasurer, for verifying the Annual Report present to the Academicians at the Annual Meeting.
10. Except as otherwise expressly provided by law or by this Constitution, the Chair is authorized, in the name of the Academy, to execute such contracts, checks, or other instruments that may from time to time be authorized by the Board and shall have the power to sign and execute alone in the name of the Academy all contracts, checks, or other financial obligations of five thousand dollars ($5,000) or less, unless the Board shall specifically require an additional signature.

11. Coordinates chief executive’s annual performance evaluation.

12. Works with the nominating committee to recruit new board members.

13. Periodically consults with board members on their roles and helps them assess their performance.

**Treasurer**  
Steve Blitz (Elected to position in 2017)

1. Manages, with the finance and investment committees, the board’s review of and action related to the board’s financial responsibilities.

2. Works with the Executive Director and the Director of Finance and Administration to ensure that appropriate financial reports are made available to the board on a timely basis, as well as keeping the board informed of key financial events, trends, concerns, and assessment of fiscal health.

3. Presents the annual budget to the board for approval.

4. Reviews the annual audit and answers board member’s questions about the audit.

5. Monitors the investment of the Academy’s assets, and provides oversight of all funds, property, and securities.

ROLE DESCRIPTIONS
FOR OFFICERS OF THE BOARD OF GOVERNORS

POWERS AND DUTIES

7. Chairs the Investment Committee.
8. Except as otherwise expressly provided by law or by this Constitution, the Treasurer is authorized, in the name of the Academy, to execute such contracts, checks, or other instruments that may from time to time be authorized by the Board and shall have the power to sign and execute alone in the name of the Academy all contracts, checks, or other financial obligations of five thousand dollars ($5,000) or less, unless the Board shall specifically require an additional signature.
9. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Academy and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Academy in the name and to the credit of the Academy in such banks or depositories as the Board may designate.

Secretary
Anthony Panzera, NA (Elected to position in 2016)

1. Ensures that accurate minutes of committees (if necessary), board, and member meetings are taken and approved. The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.
2. Ensures that the non-financial records of the organization are maintained as required by law and made available when required by authorized persons. Records may include founding documents, lists of directors, board and committee meeting minutes, financial reports, and other official records.
3. Ensures that official records are maintained of members of the organization.
4. Ensures that a current copy of the by-laws (constitution) is available at all meetings.
5. Ensures that proper notification is given of all meetings as specified in the bylaws (constitution) and that meeting materials (agenda, minutes) are distributed in a timely manner.
4. Suggest agenda items for Board and committee meetings to ensure that significant policy-related matters are addressed.

Fiduciary and Philanthropic Responsibility:
1. Exercise fiduciary responsibility for the Academy's assets and assure they are used wisely, to promote the mission of the Academy.
2. Ensure adequate resources to carry out the mission of the Academy.
3. Exercise philanthropic leadership by making personal annual and campaign gifts consistent with one's individual capacity to give and by actively assisting the staff in soliciting support for the Academy, thereby serving as an important example to others considering commitments to the Academy and its future.
4. Maintain the Academy among one's top philanthropic priorities.
5. Assist the Development Committee and staff by helping to identify potential givers and implement fundraising strategies through personal influence where you have it (e.g. corporations, individuals, foundations, gallerists, collectors).
6. Provide input into fundraising plans.
7. Cultivate new donor and Board prospects for staff to follow-up.
8. Accompany staff on key visits to funders.
9. Organize fundraising events (e.g. cocktail party, studio visit, gallery tour).

Avoiding Conflicts:
1. Serve the Academy as a whole rather than any special interest group or constituency.
2. Avoid even the appearance of a conflict of interest that might compromise the Board or the Academy, and disclose any possible conflicts to the Board in a timely fashion.
3. Never accept or offer any favors or gifts from or to anyone who does business with the Academy.

Relationship with Staff:
1. Counsel the Executive Director as appropriate, providing support through often difficult relationships with groups or individuals.

ROLE DESCRIPTIONS
FOR OFFICERS OF THE BOARD OF GOVERNORS
POWERS AND DUTIES

6. Ensures that certain documents are properly reviewed and signed. Documents may include correspondence, applications, reports, contracts and other documents on behalf of the organization.
STAFF DIRECTORY

OFFICE OF THE DIRECTOR

Maura Reilly  
Executive Director  
Ext. 208  
mreilly@nationalacademy.org

Mary Fisher  
Director of Special Projects  
Ext. 209  
mfisher@nationalacademy.org

Kelcey Phillips  
Manager, Executive Director’s Office  
Ext. 206  
kphillips@nationalacademy.org

FINANCE AND ADMINISTRATION

Stephen Lisner  
Director of Finance and Administration  
Ext. 204  
slisner@nationalacademy.org

Tom Sembros  
Finance Manager  
Ext. 205  
tsembros@nationalacademy.org

CURATORIAL AFFAIRS

Diana Thompson  
Director of Collections & Curatorial Affairs  
Ext. 252  
dthompson@nationalacademy.org

Auzelle Epeneter  
National Academician Communications Manager  
Ext. 230  
aepeneter@nationalacademy.org

DEVELOPMENT OFFICE

TBD  
Development Associate  
Ext. 215  
development@nationalacademy.org

DESIGN

TBD  
Design & Website Associate  
Ext. 250  
design@nationalacademy.org

FACILITIES

Jonah Ellis  
Facilities Manager  
Ext. 212  
jellis@nationalacademy.org
Maura Reilly, PhD, has served as Executive Director of the National Academy of Design since 2015.

During the 1990s, while completing her master’s and doctorate in art history from the Institute of Fine Arts, New York University, she managed Laurie Anderson’s studio, wrote reviews for Art in America, worked as an educator at the Museum of Modern Art, curated exhibitions at pop-up sites, conducted salons for artists and writers, and taught art history.

Since then she has held Senior Curator positions at the American Federation of Arts and Location One, both in New York City, and from 2002-2008 served as the Founding Curator of the Elizabeth A. Sackler Center for Feminist Art at the Brooklyn Museum, where she conceived and launched the very first exhibition and public programming space in a U.S. museum devoted exclusively to feminist art. While there she organized several exhibitions, including the critically acclaimed Global Feminisms, co-curated with Linda Nochlin, the permanent reinstallation of The Dinner Party by Judy Chicago, Ghada Amer: Love Has No End, and Burning Down the House, among others.

Some of Reilly’s recent curatorial projects include Miriam Schapiro, A Visionary (2016), Pace Gems: Selections from the Linda Pace Collection (2014), Nayland Blake: Behavior (2010), Carolee Schneemann: Painting, What It Became (2009), and Richard Bell: Uz vs. Them, the artist’s first retrospective which traveled throughout the US from 2011-13, accompanied by a major monograph.

She has authored numerous books and articles on contemporary art, with recent publications including an edited volume, Women Artists: The Linda Nochlin Reader (Thames & Hudson, 2015) and Curatorial Activism: Toward an Ethics of Curating (Thames & Hudson, 2017).

Reilly has taught at several universities in the US and Australia—including Tufts University/School of the Museum of Fine Arts, Pratt Institute, Vassar College, Sydney College of the Arts, and Queensland College of Art, Griffith University in Brisbane, where she served as Chair and Professor of Art Theory.

Reilly is a founding member of The Feminist Art Project (TFAP) — an organization dedicated to fighting discrimination against women in the art world and society at large. She is also a founder, along with Helena Reckitt and Lara Perry, of fCU (Feminist Curators United), a network of curators and scholars dedicated to developing feminist curatorial practice through the sharing of ideas and resources, with programs encompassing public events, publications, and mentorships.

Reilly is the recipient of several prestigious awards, including ArtTable’s Future Women Leadership Award, a Lifetime Achievement Award from the Women’s Caucus for Art, and, in 2016, she was voted one of the 50 most influential people in the art world by both Blouin Art Info and Art & Auction.

Website: http://www.maurareilly.com
Vice President
Wendy Evans Joseph, NA (Elected to position in 2015)

1. Presides at all meetings of the membership, and facilitates communication with the membership.
2. Assumes the office of the President in the event of a vacancy in the office of President for the remainder of the President’s term.

Chair(s)
Walter Chatham, NA (Elected to position in 2015)
Tim Walch (Elected to position in 2016)

1. Presides at all meetings of the Board; develops agenda with Executive Director.
2. Supervises fundraising efforts for the Academy, serving as the public representative of the Academy in communication with civic, cultural, and corporate leaders.
3. Assures that the Board of Governors fulfills its responsibilities for the governance of the Institution.
4. Works closely with President and other agents and employees of the Academy to set policy and strategic direction, and to make sure board resolutions are carried out.
5. Serves as Chair(s) of the Executive Committee.
6. Serves as a partner to the CEO, helping him/her to achieve the mission of the Institution.
7. Optimizes the relationship between the board and management.
8. Appoints all committee chairs, and with the Executive Director, recommends who will serve on committees.
9. He or she shall keep the Board fully informed about the activities of the Academy and be responsible, along with the Treasurer, for verifying the Annual Report present to the Academicians at the Annual Meeting.
THE END
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