

## **Sample Constitution**

RECOMMENDED BY THE NEW YORK STATE MUSEUM, THE UNIVERSITY OF THE STATE OF NEW YORK/ STATE EDUCATION DEPARTMENT

### **ARTICLE I**

#### **Name**

The name of this corporation shall be

### **ARTICLE II**

#### **Purposes**

The purposes of this corporation shall be:

*[copy the corporate purposes exactly from certificate of incorporation petition. Include any amended language.]*

### **ARTICLE III**

#### **Trustees**

The number of trustees constituting the board of trustees is to be not less than five nor more than twenty-five.

### **ARTICLE IV**

#### Election of Trustees

The manner in which trustees are to be elected is as follows:

In accordance with procedures set forth in the by-laws, trustees shall be elected by a vote of two-thirds of the board of trustees.

If any trustee shall fail to attend three consecutive meetings without written excuse accepted by the trustees, he or she shall be deemed to have resigned. Vacancies shall be filled for the unexpired term by a two-thirds vote of the full board of trustees.

## **ARTICLE V**

### **Appointment and Function of a Director**

The Chief Executive and operating officer of the corporation appointed by the trustees and serving at their pleasure shall be the Director, whose duties shall be those as defined by the bylaws of the institution.

## **ARTICLE VI**

### **Membership**

Voting members of the institution shall be the trustees. Other classes of members, who shall be non-voting, may be established by the trustees.

## **ARTICLE VII**

### **Distribution of Assets Upon Dissolution**

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a State or local government for a public purpose.

## **ARTICLE VIII**

### **Amendments**

These articles may be amended at any time by a two-thirds vote of the board of trustees then in office.