

**BY-LAWS OF THE ADVISORY COMMITTEE OF THE NOYES MUSEUM OF ART
OF STOCKTON UNIVERSITY**

Article I. Name

The organization shall be known as The Noyes Museum of Art of Stockton University (hereinafter referred to as “The Noyes”) and shall have an Advisory Committee (hereinafter referred to as “Advisory Committee”).

Article II. Purpose

The purpose of the Advisory Committee is to draw upon the wisdom, experience, and perspective of selected artistic, public sector, professional, and other community leaders and students with a vested interest in the arts and social well-being of the region and New Jersey to help achieve The Noyes’s mission of building upon the core of the Fred and Ethel Noyes Collection and providing the southern New Jersey region an opportunity to learn about, explore, and experience the arts. The establishment of the Advisory Committee with such representatives is a further demonstration of the commitment of The Noyes and Stockton to fulfilling their role as active participants in issues relating to the artistic integrity and growth of the region and New Jersey.

Article III. Duties of Advisory Committee

Constituted by a minimum of ten (10) members and specifically empaneled in order to achieve its purpose as set forth in Article II hereof, the Advisory Committee will:

A. Provide advice and recommendations to the President of Stockton (“President”), Dean of the School of Arts and Humanities of Stockton (“Dean”), and the Executive Director of Noyes (“Executive Director”) regarding key issues affecting The Noyes, its faculty, students, members, artists, donors and external stakeholders.

B. Serve as a communications link between The Noyes and the various sectors of the community and community leaders to inform such groups about the programs and activities of The Noyes and advise The Noyes of the educational and artistic needs of such groups.

C. Help identify and recommend ways in which the community can support The Noyes in meeting its mission.

D. Assist The Noyes in the development and maintenance of positive relations with the community.

E. Aid in promoting a positive image for The Noyes to help the Museum continue to build recognition and prestige.

F. Provide feedback on the effectiveness of existing activities and programs of The Noyes in meeting its mission and recommend changes.

G. Provide guidance to The Noyes and Stockton in their endeavors to obtain financial support for their initiatives.

H. Be a current dues paying member of The Noyes and support The Noyes and/or Stockton with an annual financial or “in-kind” contribution when possible.

I. In an advisory role, work with the President, Dean, Executive Director, and other members of the administration, staff, and faculty to carry out the role described in this Article III.

Article IV. Role of the Advisory Committee

The Advisory Committee's role shall be purely advisory and all recommendations of the Advisory Committee are advisory in nature. The ultimate responsibility for the management of The Noyes' business and affairs shall rest with the Board of Trustees of Stockton. This role and function is in place as a result of Stockton's acquisition of The Noyes. The Board of Trustees of Stockton is under no obligation to evaluate, adopt, or otherwise be bound to act upon any recommendation of the Advisory Committee, but shall, in its sole and absolute discretion, have the ability to take the Advisory Committee's recommendations under advisement.

Similarly, with respect to matters delegated by the Board of Trustees of Stockton to the President, the Dean, the Executive Director, and other members of the administration, faculty, or staff of The Noyes, such individuals are under no obligation to either evaluate or implement any Advisory Committee recommendations.

In rendering advice to the Committee of Directors, The Noyes Advisory Committee shall have no obligation to conduct any individual research or investigation and shall be entitled to rely solely and exclusively upon the facts and information available to it at the time of the making of its recommendations, including, but not limited to, such facts and information as may be provided.

The Advisory Committee is not a Committee under the New Jersey non-profit corporation law or the for-profit or non-profit laws of any other state. Advisory Committee members have no fiduciary relationship with or duty to The Noyes and Stockton.

The Advisory Committee affirms an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of The Noyes. The members should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interest of Noyes or Stockton. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Advisory Committee of the circumstances resulting in the potential conflict so that the Advisory Committee can provide such guidance and take such action as it deems appropriate. Areas of potential conflict of interest include financial interest, inside information, conflicting interests other than financial ones, and gifts and favors.

Article V. Membership

A. Advisory Committee members must be distinguished individuals who have demonstrated success in their field, have a personal and professional interest in the arts within the region and/or New Jersey, and are committed to the mission of The Noyes. Advisory Committee membership will be sought from leaders dedicated to the promotion, establishment and growth of the arts.

B. The President, Dean, and the Executive Director shall serve as ex-officio, non-voting members.

C. The Advisory Committee shall be comprised of no less than ten (10) people and no more than eighteen (18) people. Ex-officio members will not count towards the minimum and maximum number of Advisory Committee members.

D. Appointment of members to the Advisory Committee shall be made by vote of a majority of the current members of the Advisory Committee. Prospective candidates for membership will be identified by the Nominating Committee, and those approved by the Nominating Committee will be presented to the Advisory Committee. Additionally, any Advisory Committee member may submit the name of a prospective Advisory Committee member to the Nominating Committee for evaluation by the Nominating Committee.

E. All members, other than ex-officio members, shall be appointed for a term of three years with opportunity for reappointment. Newly appointed members shall begin their term of office with the first regular meeting of the Advisory Committee following their appointment.

F. A member of the Advisory Committee may be removed by a two-thirds majority vote of those present at a regular or special meeting of the Advisory Committee where a quorum is present provided the action has been placed on the agenda at least two (2) weeks in advance of the meeting. Three (3) consecutive absences (or within a year) without notice may be grounds for removal. A quorum is present when one-half (1/2) of the Advisory Committee **is present**.

Article VI. Organization

These By-Laws, as may be amended pursuant to Article XI, govern the activities of the Advisory Committee and are not the By-Laws of The Noyes or Stockton. As set forth in Article IV, Role

of Advisory Committee, the Board of Trustees of Stockton governs the activities of The Noyes, pursuant to the By-Laws of Stockton.

Article VII. Meetings

A. The Advisory Committee shall hold at least two regular meetings during the calendar year, on dates and at locations announced by the Chair of the Advisory Committee.

B. Notice of meetings shall be given by mail, phone, or e-mail at least ten (10) days prior to the stated meeting date. Each Advisory Committee member shall provide the Chair with at least one of the above stated methods to accept communication.

C. Special meetings can be called by the Chair, President, Dean or Executive Director on not less than 24-hours notice.

D. All meetings may be conducted by telecommunication or other form of conferencing which is not in-person. On a teleconference call by any Committee member, a voice vote shall be taken upon any proposition and the vote shall be recorded in the minutes. Votes taken during a teleconference may occur by roll call or by general announcement.

E. Invited guests may attend meetings of the Advisory Committee and may participate in the discussion.

F. One-half (1/2) plus one (1) member of the Advisory Committee must be present at any Advisory Committee meeting to constitute a quorum.

Article VIII. Officers

A. The officers of the Advisory Committee shall consist of a Chair, Vice Chair, and Secretary. The Chair shall be selected by the majority of the Advisory Committee constituting a quorum. The Chair shall nominate the Vice-Chair. Such nominations must be approved by a majority of the Advisory Committee constituting a quorum.

1. Election of officers shall take place at a regularly scheduled meeting.
2. Officers shall serve two-year terms and are subject to reappointment.

B. Role of Officers.

1. The Chairperson shall act as the executive head of the Advisory Committee, preside at all meetings of the Advisory Committee and the Executive Committee, call special meetings as needed; appoint and designate chairpersons for committees; recommend the creation of new committees; recommend the amendment of by-laws; decide points of order; appoint an interim officer in case of vacancy; direct officers of the Advisory Committee in the honorable discharge of assigned responsibilities; and serve as spokesperson for the Advisory Committee. The Chairperson shall also serve as an ex-officio member of all committees and shall have such other duties as may be prescribed by the Advisory Committee.

2. The Vice Chairperson(s) shall assist the Chairperson in the performance of the assigned duties of the Chairperson at her/his request. In the absence or disability of the Chairperson, the Vice-Chairperson(s) shall succeed to the authority and duties of the Chairperson and shall have such other duties as prescribed by the Advisory Committee.

3. The Secretary shall maintain accurate, action minutes of all meetings; distribute minutes to each member on a timely basis; be responsible for the general

communication required for the efficient and effective discharge of the Advisory Committee's duties and responsibilities; and perform such other duties as may be prescribed by the Advisory Committee.

4. The Executive Director shall provide appropriate information and data necessary for the Advisory Committee to be informed about the activities and mission of Noyes, and to carry out its duties and formulate agenda items. The Executive Director shall also inform the Advisory Committee on actions taken regarding Advisory Committee recommendations.

Article IX. Committees

A. The Chairperson of the Advisory Committee shall have the authority to appoint and to designate chairpersons and members for any committees necessary and desirable for carrying out the work of the Advisory Committee.

B. Each committee of the Advisory Committee may establish its own procedures for carrying out its functions and activities.

C. All members of the Advisory Committee, except for ex-officio members, shall be eligible to serve on committees.

D. Committees

1. Executive Committee. The Advisory Committee Officers including the Executive Director shall constitute the Executive Committee of the Advisory Committee. The Executive Director, in consultation with the Executive Committee, shall prepare the agenda for each regular meeting.

2. Nominating Committee. The Nominating Committee shall recruit and nominate members for the Advisory Committee and shall review and report to the Advisory Committee with respect to any recommendations submitted by Advisory Committee members.
3. Development Committee. The Development Committee shall work with the Executive Director to identify opportunities for obtaining new resources and to build the prestige and recognition of The Noyes.
4. Strategic Planning Committee. The Strategic Planning Committee shall work with the Executive Director to assess, design, and propose items which shall advance the mission of The Noyes.
5. Finance. The Finance Committee shall work with the Executive Director to assist in fundraising and financial planning..
6. Accreditation. The Accreditation Committee shall work with the Executive Director to obtain and maintain the accreditation of The Noyes.
7. Marketing & Publicity Committee. The Marketing and Publicity Committee shall work with the Executive Director to market and make known the mission and events of The Noyes.
8. Collections Committee. The Collections Committee shall work with the Executive Director to preserve, add to and ensure the integrity of **The Noyes Art Collection**.
9. Ad Hoc Committees. The Chair of the Advisory Committee shall appoint any ad-hoc committees deemed necessary for the efficient operation of the Advisory Committee.

Article X. Parliamentary Authority.

At any meeting of the Advisory Committee, *Roberts Rules of Order Newly Revised* shall govern the conduct of such meetings except where the rules are inconsistent with the provisions of these By-Laws.

Article XI Confidentiality

In order to encourage and foster open and candid discussion at its meetings, confidentiality must be maintained. Therefore, it is the policy of the Advisory Committee that each Advisory Committee member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc. it has received in connection with its role as an Advisory Committee member, unless: (i) such information is in the public domain; (ii) compelled by legal process to disclose such information; or (iii) as otherwise agreed by the Advisory Committee. Even if the underlying materials or reports or other information discussed is in the public domain, disclosing or distributing any information concerning the discussion of such items during the Advisory Committee meeting is subject to the provisions of this Article. Furthermore, Committee members are prohibited from using any information that is not in the public domain for an Advisory Committee member's personal gain or the gain of an Advisory Committee member's employer or a business entity which the Advisory Committee member or their immediate family has an ownership interest in or other affiliation.

Article XII. Amendments to the By-Laws

A. Proposed amendments to the By-Laws may be submitted to the Chairperson of the Advisory Committee by any member of the Advisory Committee.

B. Prior to a vote on any proposed By-Laws amendment, the proposed amendment must be submitted via mail or e-mail to the membership of the Advisory Committee at least one month prior to its next regular meeting. A special meeting to amend the By-Laws may also be called as long as one week notice is provided prior to the Special meeting.

C. A proposal to amend the By-Laws shall become effective when approved by the majority of those Advisory Committee members voting on the proposal, providing those members constitute a quorum of the members.