

**AMENDED AND RESTATED
BY-LAWS OF
THE AMERICAN MUSEUM OF NATURAL HISTORY
PLANETARIUM AUTHORITY**

As Amended through January 20, 2010

**ARTICLE I
CORPORATE NAME**

This public benefit corporation shall be known as The American Museum of Natural History Planetarium Authority (the "Planetarium Authority").

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. *Board of the Planetarium Authority.* The Planetarium Authority shall be managed by its Board of Directors (the "Board"). The Board shall consist of no less than three nor more than five individuals appointed by the trustees of the American Museum of Natural History (the "Directors") for terms of one to three years (as determined by the trustees of the American Museum of Natural History).

The term "entire Board" as used in these By-laws means the total number of all Directors entitled to vote which the Planetarium Authority would have if there were no vacancies on the Board. The Planetarium Authority shall have no members within the meaning of the New York Not-for-Profit Corporation Law, as the same may be amended or supplemented (the "Not-for-Profit Corporation Law").

Each Board member is required by the Planetarium Authority's charter and the Public Authorities law to be independent of the Planetarium Authority and the American Museum of Natural History. An independent member is one who:

- (a) is not, and in the past two years has not been, employed by the Planetarium Authority or the American Museum of Natural History or an affiliate in an executive capacity;
- (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Planetarium Authority or the American Museum of Natural History or received any other form of financial assistance valued at more than fifteen thousand dollars from the Planetarium Authority or the American Museum of Natural History;
- (c) is not a relative of an executive officer or employee in an executive position of the Planetarium Authority or the American Museum of Natural History or an affiliate; and

(d) is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Planetarium Authority or the American Museum of Natural History or an affiliate.

Each Board member shall file annual financial disclosure statements with the City of New York Conflicts of Interest Board if and to the extent required by the Public Authorities Law.

Each Board member shall participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of a public authority within one year of appointment to the Board. Board members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

The Board shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Board member, officer or employee (or equivalent thereof) of the Planetarium Authority.

SECTION 2. *Meetings.* Meetings of the Board, annual, regular or special, may be held at any place within or without the State of New York as the Chairman, in consultation with the Executive Director, may fix from time to time or as shall be specified in the respective notice or waivers of notice thereof. Board and committee meetings are open to the public and public notice is provided on the Planetarium Authority's website and posted on or about the premises of the Planetarium Authority. The Board and any committee may convene in executive session for appropriate purposes, such as discussions regarding proposed or pending litigation, consultation with legal counsel, or for the proposed acquisition sale or lease of real property when publicity would substantially affect the value of the property.

(A) *Annual meeting.* An annual meeting of the Board shall be held on such date as the Chairman, in consultation with the Executive Director, may fix, or as shall be specified in the notice or waivers of notice thereof.

(B) *Regular meetings.* The Board need not meet regularly other than for the annual meeting, but the Board may, by resolution, fix a schedule of regular meetings.

(C) *Special meetings.* Special meetings of the Board shall be held whenever called by the Chairman or the Executive Director or by any Director upon written demand for a special meeting signed by a majority of the entire Board.

(D) *Notice of meetings.* Notice of each meeting shall be given to each Director by the Secretary or by a person calling the meeting by mailing the same not later than the third day before the meeting, or personally or by telephoning or notifying by electronic

transmission the same not later than the day before the meeting. If mailed, notice shall be given by depositing it in the United States mail, with postage thereon prepaid, directed to the Director entitled to notice at such Director's address as it appears on the books or records of the Planetarium Authority, or, if such Director shall have filed with the Secretary a written request that notices to him be mailed to some other address, then directed to such Director at such other address. 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 the lack of notice prior to the meeting or at its commencement.

SECTION 3. *Quorum and Voting.* A quorum for the transaction of any business shall consist of a majority of the entire Board of Directors. Each Director shall be entitled to one vote on each matter submitted to a vote of Directors. Except as otherwise provided by law or by these By-laws, the vote of a majority of the Directors present at the time of such vote, if a quorum is present, shall be the act of the Board, but a majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given. No Director may vote by delegate or proxy.

SECTION 4. *Written Consent in Lieu of a Meeting.* Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by members of the Board shall be filed with the minutes of the proceedings of the Board.

SECTION 5. *Telephone Participation in Meetings.* Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all Directors participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 6. *No Compensation.* Directors shall serve without compensation.

ARTICLE III COMMITTEES

SECTION 1. *Committees of the Board.* The Board, by resolution adopted by a majority of the entire Board, shall have the power to create such Committees of the Board as it may deem desirable, which shall serve at the pleasure of the Board, and to delegate to them such powers as it deems necessary, to the extent permitted by law. The Chairman and the Executive Director shall be, *ex officio*, members of all Committees of the Board.

SECTION 2. *Governance Committee.* The governance committee shall consist of three members of the Board and is responsible for overseeing the orientation program for new members of the Board, keeping the Board informed of current best governance practices; reviewing corporate governance trends; updating the Planetarium Authority's corporate governance principles; and advising the appointing authority on the skills and experiences required of potential Board members.

Section 2A. *Audit Committee* The audit committee shall consist of three members of the Board and shall hire a certified independent accounting firm for the Planetarium Authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes. To the extent practicable, members of the audit committee are expected to be familiar with corporate financial and accounting practices.

The Audit Committee shall meet with the public accountants each year to review the results of the financial audit and the auditor's recommendations on internal financial and operational controls. The Audit Committee shall review the Planetarium Authority insurance pursuant to advice from insurance advisors. The Audit Committee shall receive reports on all Compliance Helpline ("whistleblower") complaints and their disposition. The Audit Committee shall review related party transactions as well as monitor the tax exempt status of the Planetarium Authority.

SECTION 3. *Limitations on Committee Authority.* No Committee or Committee Chairman shall have authority as to the following matters: (a) the filling of vacancies on the Board or on any Committee of the Board; (b) the amendment or repeal of these By-laws or the adoption of new provisions thereof; and (c) the amendment or repeal of any resolution of the Board that by its terms shall not be amenable or repealable.

SECTION 4. *Written Consent in Lieu of a Meeting.* Any action required or permitted to be taken by any Committee of the Board may be taken without a meeting if all members of any such Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by members of any such Committee shall be filed with the minutes of the proceedings of any such Committee.

SECTION 5. *Telephone Participation in Meetings.* Any one or more members of a Committee of the Board may participate in a meeting of any such Committee by means of a conference telephone or similar communications equipment allowing all Directors participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

OFFICERS, AGENTS AND EMPLOYEES

SECTION 1. *General Provisions.* The Planetarium Authority shall have officers, agents and employees as specified below.

(A) *Officers of the Board.* The officers of the Board shall be a Chairman, a Secretary and a Treasurer (collectively, "officers of the Board"). All such officers of the Board shall be Directors of the Planetarium Authority.

(B) *Officers of the Planetarium Authority, Assistant Secretary and Assistant Treasurer.* In addition, there may be one or more non-Director and other non-Director officers, with such authority and such duties as the Board may prescribe (collectively,

“officers of the Planetarium Authority”), an Assistant Secretary and an Assistant Treasurer.

(C) *Agents and Employees.* In addition, there may be agents and employees of the Planetarium Authority, with such authority and such duties as may be prescribed by the Board (if appointed by the Board) or the Executive Director (if appointed by the Executive Director).

(D) *Offices Held by Same Person.* Any two or more offices may be held by the same person, except the offices of Executive Director, Secretary and Assistant Secretary.

SECTION 2. *Powers and Duties of the Chairman.* The Chairman shall preside at all meetings of the Board. The Chairman, in consultation with the Executive Director, shall coordinate the activities of the Directors and any Committees of the Board, and shall perform such other duties as shall from time to time be assigned to him by the Board.

SECTION 3. *Powers and Duties of the Executive Director.* The Executive Director shall be the chief executive officer and chief financial officer of the Planetarium Authority. The Executive Director shall have general charge of the business and affairs of the Planetarium Authority, shall have power to execute any and all documents specifically or generally authorized by the Board any may employ, suspend and discharge employees and agents of the Planetarium Authority, and may delegate these powers.

SECTION 4. Omitted.

SECTION 5. *Powers and Duties of the Secretary.* The Secretary shall have charge of the minutes of all proceedings of the Board and of such Committees of the Board as the Board may direct, and shall attend to the giving of all notices to the Board and any Committees. The Secretary shall have charge of the seal of the Planetarium Authority and shall attest the same whenever required. The Secretary shall have charge of the records, the archives and the correspondence of the Planetarium Authority and of such other books and papers as the Board may direct and shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned by the Chairman or the Board.

SECTION 6. *Powers and Duties of the Treasurer.* The Treasurer, or the Executive Director, in consultation with the Treasurer, may assign, shall receive and disburse all funds of the Planetarium Authority and shall deposit the same to the credit of the Planetarium Authority in such banks or depositories as the Board may, from time to time, designate or authorize. The Treasurer shall have general charge of all the monies and securities of the Planetarium Authority, and the Treasurer, or the Executive Director, in consultation with the Treasurer, may assign, shall have the authority to invest, sell and reinvest the same, except as otherwise provided by the Board. Except as otherwise provided by the Board, the Executive Director, in consultation with the Treasurer, may assign, may vote the shares or other securities of any domestic or foreign corporation or other entity of any type or kind which may at any time be owned by the Planetarium Authority and may execute any consent in respect thereof. The Treasurer may

delegate such powers by executing proxies or otherwise, on behalf of the Planetarium Authority. The Board, by resolution from time to time, may confer like powers upon any other person or persons. The Treasurer shall also perform such other duties as the Chairman or the Board may assign.

SECTION 7. Omitted.

SECTION 8. *Powers and Duties of the Assistant Secretary.* The Board may elect an Assistant Secretary who may, in the absence or inability of the Secretary to act, perform all the duties and exercise all the powers of the Secretary. The performance of any such duties shall be conclusive evidence of the Assistant Secretary's power to act. The Assistant Secretary shall also perform such other duties as the Executive Director or the Board may assign. The Assistant Secretary may be a non-Director.

SECTION 9. *Powers and Duties of the Assistant Treasurer.* The Board may elect an Assistant Treasurer who may, in the absence or inability of the Treasurer to act, perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall be conclusive evidence of the Assistant Treasurer's power to act. The Assistant Treasurer shall also perform such other duties as the Executive Director or the Board may assign. The Assistant Treasurer may be a non-Director.

ARTICLE V

INTERESTED DIRECTORS AND OFFICERS

No contract or other transaction between the Planetarium Authority and one or more of its Directors or officers, or between the Planetarium Authority and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be entered into unless the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or any subject Committee prior to or at the time the Board or such Committee authorizes such contract or transaction. The Board or such Committee shall authorize such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Directors, but common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or such Committee which authorizes such contact or transaction.

ARTICLE VI

INDEMNIFICATION, LIMITATION OF LIABILITY AND INSURANCE

SECTION 1. *Indemnification.*

To the fullest extent permitted by law:

- (a) The Planetarium Authority shall indemnify any and all persons (including any Directors, officers of the Board, officers of the Planetarium Authority, Assistant

Secretary or Assistant Treasurer) and those persons' respective heirs, executors, guardians, administrators, assigns, and other legal representatives who were or are parties to or are involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Planetarium Authority or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the persons are or were Directors, officers of the Board, officers of the Planetarium Authority, Assistant Secretary or Assistant Treasurer, or, while any such person was serving at the request of the Planetarium Authority as a director, officer, partner, trustee, employee, or agent of another non profit organization, corporation, partnership, joint venture, trust or other enterprise, from and against any and all expenses (including attorneys' fees), liabilities, judgments, fines and amounts paid in settlement actually and reasonably incurred by those persons or their respective heirs, executors, guardians, administrators, assigns, and other legal representatives in connection with that action, suit, proceeding or inquiry, including appeals.

- (b) The indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under the charter or other incorporation document of the Planetarium Authority, any other by-law, resolution of Directors, agreement, or otherwise as a matter of law, both as to actions in the person's official capacity and actions in any other capacity at the request of the Planetarium Authority while holding such office, it being the policy of the Planetarium Authority that indemnification of any person described in subsection (a) of this Article VI shall be made to the fullest extent permitted by law. Notwithstanding the foregoing, the Planetarium Authority will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or party thereof) was authorized by the Board.
- (c) In addition, the Planetarium Authority shall pay the reasonable expenses as incurred by any person whom it shall have the power to indemnify under this Article VI, including attorneys', experts' and consultants' fees, in connection with the defense of any action, suit, proceeding or inquiry described in this Article VI, provided that if these expenses are paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Planetarium Authority of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article VI or otherwise.
- (d) The provisions of this Article VI shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article VI, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article VI will be deemed to be a contract between the Planetarium Authority and each Director, officer of the Board, officer of the Planetarium Authority, Assistant Secretary or Assistant Treasurer who serves in such capacity at any time while this

Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article VI will not adversely affect any right or protection of any person described in Article VI in respect of any act or omission occurring prior to the time of the repeal or modification.

- (e) If any provision of this Article VI will be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article VI.
- (f) For the purpose of this Article VI, reference to “other enterprises” shall include employee benefit plans; reference to “fines” shall include, without limitation, any excise taxes assessed on a person with respect to an employee benefit plan; and reference to “serving at the request of the Planetarium Authority” shall include, without limitation, any service as a Director, officer of the Board, officer of the Planetarium Authority, Assistant Secretary or Assistant Treasurer which imposes duties on, or involves services by that Director, officer of the Board, officer of the Planetarium Authority, Assistant Secretary or Assistant Treasurer with respect to an employee benefit plan, its participants, or beneficiaries.

SECTION 2. *Limited Liability.* The personal liability of the Directors, officers of the Board, officers of the Planetarium Authority, Assistant Secretary and Assistant Treasurer is eliminated to the fullest extent permitted law.

SECTION 3. *Insurance.* The Planetarium Authority may purchase and maintain insurance on behalf of any person described in this Article VI against any liability asserted against that person whether or not the Planetarium Authority would have the power to indemnify the person against that liability under the provisions of this Article VI or otherwise to the full extent such insurance is permitted by law.

ARTICLE VII

SEAL

The seal of the Planetarium Authority shall be circular in form and contain the name of the Planetarium Authority, the words “Corporate Seal” and “New York” and the year the Planetarium Authority was founded in the center. The Planetarium Authority may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

ARTICLE VIII

CHECKS AND OTHER PAYMENT ORDERS AND OBLIGATIONS

Checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money shall be signed by such officer or officers or person or persons as the Board or the Executive Director and the Treasurer, acting jointly, shall from time to time determine.

ARTICLE IX
AMENDMENTS

Except as otherwise provided in these By-laws or as otherwise required by law, these By-laws may be amended or repealed, and new provisions may be adopted, at any time by action of a majority of the entire Board, provided notice specifying the proposed amendment is given in accordance with Section 2 of Article II of these By-laws.

ARTICLE X
FISCAL YEAR

The fiscal year of the Planetarium Authority shall begin on the first day of July and terminate on the last day of June in the next succeeding year.

ARTICLE XI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be located in the City and the County of New York.

ARTICLE XII
DONORS AND OTHER HONORARY APPOINTMENTS

The Board may elect persons to appropriate honorary titles in recognition of gifts or services to the Planetarium Authority.

In addition, the Planetarium Authority may establish categories of annual renewable membership in such classes and with such annual fees as the Board may from time to time determine.

Each honorary title and each class of membership shall carry such privileges as the Board may from time to time determine. All such titles and memberships shall be honorary and the term "member" shall not be deemed to include a member within the meaning of the Not-for-Profit Corporation Law.

ARTICLE XIII
TERMINOLOGY

When used in these By-laws, the masculine gender shall, whenever appropriate, be deemed to include the feminine gender.