

**AMERICAN MUSEUM OF NATURAL HISTORY  
PLANETARIUM AUTHORITY  
BOARD OF DIRECTORS**

**RESOLUTION**

At the meeting of the Board of Directors (the “Board”) of The American Museum of Natural History Planetarium Authority (the “Planetarium Authority”) on September 26, 2025, the following resolution was proposed and approved by the Board:

WHEREAS, the State of New York’s Public Authorities Law was amended in 2024 with a new Section 2829 which clarified that state and local authorities were subject to both Articles 6 (Freedom of Information Law) and 7 (Open Meetings Law) of the State of New York’s Public Officers Law (together, “2024 Amendment”).

WHEREAS, in accordance with the 2024 Amendment, the Board seeks to update certain sections of the Planetarium Authority’s Amended and Restated By-Laws, as amended through January 20, 2010 (“By-laws”), pertaining to remote participation of Directors.

WHEREAS, pursuant to Article IX of the By-Laws, amendments to the By-laws are permitted at any time by action of a majority of the entire Board.

NOW, THEREFORE BE IT RESOLVED, in this resolution the Board approves the following updates to the By-laws:

- (1) Article II, Section 3 of the By-laws is deleted in its entirety and replaced with the following language:

- a. SECTION 3. *Quorum and Voting*. A quorum for the transaction of any business shall consist of a majority of the entire Board of Directors. A majority of the Board of Directors must be in the same physical location where the public can attend to fulfill the quorum requirement. Notwithstanding, any Director who has a disability, as defined by Section 292(21) of the Executive Law of the State of New York, where such disability renders the Director unable to participate in-person at the meeting location where the public can attend, shall be considered present for purposes of fulfilling the quorum requirement at any meeting that may use videoconferencing, in accordance with applicable law, including the Open Meetings Law under Article VI of the Public Officers Law.

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. Notwithstanding, 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.

- (2) Article II, Section 4 of the By-laws is deleted in its entirety and replaced with the following language:

- a. SECTION 4. Omitted.

- (3) Article II, Section 5 of the By-laws is deleted in its entirety and replaced with the following language:

- a. SECTION 5. *Remote Participation in Meetings*. Directors must be physically present for all meetings unless extraordinary circumstances exist, including disability (as defined by Section 292(21) of the Executive Law), illness, caregiving responsibilities, or any other significant or unexpected factor or event that precludes a Director's physical attendance. If extraordinary circumstances exist, the Director may attend via videoconference, if such an option is available. The Planetarium Authority may, in its discretion, use videoconferencing to conduct a meeting, provided any such use of videoconferencing will be in accordance with applicable law, including the Open Meetings Law under Article VI of the Public Officers Law.
- (4) Article III, Section 4 of the By-laws is deleted in its entirety and replaced with the following language:
- a. SECTION 4. Omitted.
- (5) Article III, Section 5 of the By-laws is deleted in its entirety and replaced with the following language:
- a. SECTION 5. *Remote Participation in Meetings*. Directors must be physically present for all Committee meetings unless extraordinary circumstances exist, including disability (as defined by Section 292(21) of the Executive Law), illness, caregiving responsibilities, or any other significant or unexpected factor or event that precludes a Director's physical attendance. If extraordinary circumstances exist, the Director may attend via videoconference, if such an option is available. The Planetarium Authority may, in its discretion, use videoconferencing to conduct a Committee meeting, provided any such use of videoconferencing will be in accordance with applicable law, including the Open Meetings Law under Article VI of the Public Officers Law.