

Supreme Court

No. 2004-325-Appeal.
(PB 03-4513)

Thomas R. Adams et al. :
v. :
Christie's, Inc. et al. :

Website Summary

This appeal concerns a challenge to the Providence Athenaeum's proposed sale of its copy of the Double Elephant Folio of John James Audubon's Birds of America (Audubon folio) at public auction, pursuant to a consignment agreement with Christie's, Inc. The plaintiffs, fifty-eight named individuals, all shareholders/members of the Providence Athenaeum, alleged in their complaint that the officers and directors of the Athenaeum were unlawfully elected in violation of the corporate charter. They further accused the officers and directors of financial management and breach of fiduciary duty. After a thirteen-day jury-waived trial, the trial justice denied the plaintiffs all requested relief, dismissed the complaint in its entirety, and awarded the defendants their costs.

A single plaintiff appealed from the Superior Court judgment. He asserts that the Athenaeum's current bylaws violate its charter in that they extend voting rights to nonshareholders and that, consequently, the board that authorized the sale of the Audubon folio was unlawfully elected and the sale contract was ultra vires. The Supreme Court held that the plaintiff failed to produce evidence sufficient to overcome the presumption that the bylaws in question were valid, and affirmed the judgment.