

**BY-LAWS OF**  
**THE ELI WHITNEY MUSEUM, INC (2025 Revision)**

APPROVED - April 22, 2025

**ARTICLE I: NAME, LOCATION, and PURPOSE**

Section 1: Name

The name of the corporation is The Eli Whitney Museum, Inc., referred to in these by-laws as “the Corporation.”

Section 2: Principal Location

The principal location of the Corporation shall be at 915 Whitney Avenue in Hamden, Connecticut or such other place as the Board of Directors shall designate.

Section 3: Purpose

The purpose of the Corporation is to provide, directly or indirectly, charitable and educational services, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as set forth in the Certificate of Incorporation as amended.

**ARTICLE II: MEMBERS**

The Corporation shall have no members or shareholders and shall be operated under the direction of a Board of Directors.

**ARTICLE III: BOARD POWERS**

The property and affairs of the Corporation shall be managed and conducted by a Board of Directors (the “Board”). The Board shall, among other things, have authority to provide oversight and guidance on the general and financial policies of the Corporation, and exercise all the powers and privileges conferred on it by the provisions of the Corporation's Certificate of Incorporation, these Bylaws, and applicable law.

The Board’s non-delegable powers shall include:

- Electing Directors and filling vacancies on the Board
- Electing the President and other officers of the Board
- Hiring and firing the Executive Director of the Corporation
- Adopting, amending or repealing the Bylaws
- Adopting and amending the Certificate of Incorporation
- Repealing or amending any resolution adopted by the Board
- Approving a plan of merger, a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation’s property, other than in the usual and regular course of business
- Adopting a change in the Corporation’s charitable purpose
- Approving a proposal to dissolve the Corporation

**ARTICLE IV: BOARD OF DIRECTORS**

Section 1: General

The property and affairs of the Corporation shall be governed by its Board, subject to the Certificate of Incorporation, these Bylaws, and the laws of the State of Connecticut and of the United States. The Board shall concern itself with questions of policy, compliance, strategic planning and oversight. The Board is responsible for the employment and evaluation of the Executive Director. The Board shall act as a whole entity, except that a committee created in accordance with these Bylaws may act on matters as to which the Board has expressly delegated its authority to the committee. Individual Directors shall have no authority to bind the Corporation through individual action except when executing an assignment delegated by the Board.

Section 2: Number

The Board shall consist of no fewer than twelve (12) and no more than nineteen (19) Directors, The Board of Directors shall include the Officers and, and members at large (each a “Director” and together, the “Directors”). The number of Directors constituting the Board shall be the number of Directors serving in office at any given time.

### Section 3: Qualification and Election

Directors must be committed to the purpose and welfare of the Corporation and, after being nominated by the Nominating Committee, shall be elected by a majority of votes cast by Directors then serving and present at the Annual Meeting at which a quorum is present. Directors may be elected at other meetings at which a quorum is present to increase the number of governors serving on the Board or to fill vacancies on the Board. Directors shall receive no compensation for their services as Directors but may be reimbursed by the Corporation for authorized reasonable expenditures on behalf of the Corporation.

### Section 4: Terms of Office

Each Director shall hold office for an initial term of three (3) years. The term of each Director shall expire at the annual meeting at the end of their term, but each Director shall serve until the election and qualification of a successor. Directors' terms shall be staggered such that the terms of approximately one-third of the Board shall expire annually. However, a Director may be elected for a term of less than three (3) years to balance out the staggered terms of the Directors.

### Section 5: Term Limitation

Directors may serve a maximum of three consecutive full terms of three (3) years. Upon completion of three consecutive full terms as a Director, no person shall be eligible for reelection until one year has elapsed. For purposes of determining eligibility for re-election, a Director who has served more than half of a three (3) year term shall be considered to have served a full term. Notwithstanding the foregoing, a Director whose third consecutive term expires while serving as President shall be eligible for re-election for such further term as will permit the Director to complete the current term as President.

### Section 6: Removal

A Director may be removed from the Board either with or without cause, including for excessive absenteeism from Board meetings, by a vote of two-thirds (2/3's) of the Directors then serving and present at a meeting of the Board, provided that reasonable notice is given of such proposed action and the Director is given an opportunity to be present and heard at the meeting at which removal is considered.

### Section 7: Resignation

Any Director may resign at any time by giving written notice to the President. If a Director resigns without written notice, the President shall confirm such resignation in writing. Such resignation shall take effect at the time specified in the notice of resignation or, if no time is specified therein, at the time of receipt thereof. Acceptance of such resignation shall not be necessary to make it effective.

### Section 8: Vacancies

In the event of a vacancy on the Board, the Board shall have the power to fill any vacancy on the Board at any meeting of the Board in accordance with the election procedures described in this Article IV, Section 3 above. The person elected to fill a vacancy shall hold office until the next meeting of the Board held for the election of Directors. A person elected to fill a vacancy is subject to the term limitations described above in Section 5.

### Section 9: Compensation

Directors shall not receive compensation for services rendered to the Corporation in their capacity as Directors, but shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with the requirements of the Bylaws and applicable law.

## **ARTICLE V: MEETINGS**

### Section 1: Board Meetings

- a) Annual Meeting: The Board shall hold an annual meeting in October or at such other time as the Board designates each year, to elect Directors and Officers, appoint the members of all standing committees, receive the Treasurer's report, and transact such other business as may properly come before the Board.
- b) Regular Meetings: The Board shall meet a minimum of four (4) times per year pursuant to a schedule established by the President at the beginning of each fiscal year, to conduct such business as may properly come before the Board.

- c) Special Meetings: Special meetings of the Board may be held when called by the President or on the request of five (5) or more Directors, upon at least one (1) day's notice stating the time, place and purpose of the meeting, except when the Board or the President determines that an emergency requires shorter notice. In case of such emergency meeting, a copy of the minutes setting forth the nature of the emergency and the proceedings occurring at such meeting shall be transmitted via email to all Directors as soon as practicable following the holding of such a meeting.

#### Section 2: Notice

Notice of the date, time and location of meetings of the Board shall be provided to all Directors via written, electronic, or oral means.

Notice may be waived in writing by any Director, and the attendance of a Director at any meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the Director's arrival to, the meeting, shall be deemed to be a waiver of notice by the Director.

#### Section 3: Quorum

A simple majority of the Directors then serving on the Board shall constitute a quorum, and the act of the majority of the Directors present at any meeting shall be the act of the whole Board of Directors, unless otherwise required by these Bylaws or by law.

#### Section 4: Remote Participation in Board Meetings

The full Board, or one or more Directors, may participate in a meeting of the Board by use of video, conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another, and such participation in a meeting shall constitute presence in person at the meeting. The President shall take the necessary steps to ensure that a Director participating by means of electronic equipment has adequate opportunity to participate actively in Board discussions, including the opportunity to speak and make motions.

#### Section 5: Voting

The act of a majority of the Board present at any meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the vote of a greater or lesser proportion is otherwise required by the Certificate of Incorporation, these Bylaws or applicable law.

#### Section 6: Unanimous Written Consent in Lieu of Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors unanimously consent to such action in writing. Such written consent shall be made a part of the minutes of the proceeding or filed with the corporate records. Such action by written consent shall have the same force and effect as a vote of Directors at a duly convened meeting. For purposes hereof, a Director may evidence his or her consent with any manual, facsimile, conformed or electronic signature, including an electronic mail communication from the Director to the Corporation from an electronic mail address provided by the Director to the Corporation.

#### Section 7: Minutes

Minutes of each Board meeting shall be maintained at the office of the Executive Director or in an electronic format accessible by the Executive Director. The minutes shall constitute the official records of proceedings of the Board and shall be open to inspection by all Directors.

### **ARTICLE VI: OFFICERS**

#### Section 1: Election, Role, and Term of Officers

- a) At the Annual Meeting, the Board shall elect from among the Directors a President, Vice-President, Secretary and Treasurer, who shall be the Officers of the Corporation. The Board may, from time to time, create such other offices as it may deem necessary and proper for carrying out the business of the Corporation.
- b) The Officers shall serve for a term of two years, unless removed by vote of the Board, and shall hold office until a successor is duly elected and qualified.
- c) If there is a vacancy in any Officer position, the Board may at any meeting of the Board elect a Director to complete the term of that vacant position.

## Section 2: Board Officers

- a) President. The President shall preside at all meetings of the Board of Directors, and at the Annual Meeting shall report on the state and condition of the affairs of the Corporation. The President shall see that the Corporation's books, report statements and certificates required by law or by rule of the Board are properly kept, made and filed. The President shall have authority to sign checks and execute contracts or other instruments on behalf of the Corporation, subject to any policy or directive adopted by the Board and in accordance with Article IX, section 3 of these Bylaws, except that any transaction greater than fifty thousand dollars (\$50,000) in value shall require approval of the Board. The President shall perform such other duties as are usual for this office.
- b) Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions upon the President. They shall perform such other duties as from time to time may be required of them by the Board.
- c) Secretary. The Secretary shall maintain the Board meeting minutes and other official records of the Corporation at the principal office of the Corporation or at such other place as the Board of Directors may direct. The Secretary shall certify the authenticity of Board resolutions and such other records as may be required in conducting the business of the Corporation. The Secretary shall provide the notices required by these Bylaws or by law and shall be responsible for preparing the minutes of Board meetings and for executing such other duties as may be assigned by the President or the Board.
- d) Treasurer. The Treasurer shall oversee the Corporation's financial operations, including financial planning, management of its income, expenses, liabilities and assets, and preparation of the Corporation's annual financial statements. The Treasurer shall see that correct and complete books and records of accounts are maintained, including full and accurate accounts of receipts and disbursements of the Corporation, and perform such other duties usual to the office that from time to time may be assigned by the President or the Board.

## Section 3: Removal

Any Officer may be removed from office by majority vote of the Directors then serving, at any meeting of the Board of Governors at which a quorum is present, provided reasonable notice is provided and the Officer is given an opportunity to be present and be heard at the meeting.

## **ARTICLE VII: COMMITTEES**

### Section 1: Authority

There shall be such standing committees as are provided for in this Article VII and such other committees as established by the Board by resolution from time to time. Standing Committees shall have the powers and duties set forth in this Article VII and other committees shall have the powers and duties set forth in the resolution establishing them. Except as otherwise expressly provided by these Bylaws or by Board resolution, committees shall be advisory and shall make recommendations for action by the Board.

No committee, including those with delegated authority to act on behalf of the Board, shall have any power prohibited by law or any power to take action with respect to powers expressly reserved to the Board in Article III.

### Section 2: Appointment

Except as otherwise provided in these Bylaws, the members and chairs of committees shall be appointed by the Board at the Annual Meeting or at any regular or special meeting of the Board, and shall serve at the pleasure of the Board and until their successors are appointed. Only Directors may serve as voting members of any committee with delegated authority to act on behalf of the Board.

### Section 3: General Procedures

Except as otherwise provided, each committee shall meet at the call of the Committee Chair. A majority of the voting committee members, but not less than two voting committee members, shall constitute a quorum for the transaction of business. The act of a majority of the committee members present at a committee meeting at which a quorum is present at the time of the act shall be the act of the committee. Each committee shall make periodic reports to the Board at the request of the President or as necessary to keep the Board apprised of the actions, recommendations, or decisions of the committee.

#### Section 4: Governance Committee

- a) Membership: The Governance Committee shall consist of not fewer than three members who shall be appointed by the Board.
- b) Authority: The Committee will assist the Board to fulfill its responsibilities regarding matters that relate to governing the organization. The Committee shall periodically review the bylaws and make any recommendations for revisions, and shall review and make recommendations for improving board governance.

#### Section 5: Nominating Committee

- a) Membership: The Nominating Committee shall consist of not fewer than three members who shall be appointed by the Board.
- b) Authority: The Committee will assist the Board to fulfill its responsibilities in identifying, reviewing and recommending to the Board candidates to be Directors and Officers of the Corporation. The Committee shall evaluate the performance of Directors and make recommendations on their reappointment.
- c) Nomination of Directors and Officers: At each Annual Meeting the Committee shall nominate individuals for election as Directors and of members of the Board to serve as Officers. The Committee shall notify the Board of the nominees at least ten (10) days before the Annual Meeting.

#### Section 6: Other Committees

The Board may establish by resolution such other advisory committees, which shall have such powers as are authorized by resolution, except for powers reserved to the full Board in Article III or the power to authorize any action inconsistent with these Bylaws, the Certificate of Incorporation, or any resolution or action of the full Board. Such committees shall be advisory, unless the Board expressly delegates to them any power to act on behalf of the Board. The President shall appoint the Directors and any Non-Directors (who shall be non-voting members of any committee) to such committees. The President shall be an ex-officio member of all such committees, in a non-voting capacity unless appointed by the Board as a voting member.

### **ARTICLE VIII: EXECUTIVE DIRECTOR**

#### Section 1: Appointment

The Board of Directors shall, by majority vote, appoint an Executive Director, who shall be the chief operating officer of the Corporation.

#### Section 2: Duties

The Executive Director shall oversee the business and affairs of the Corporation, implement the policies and decisions of the Board, bring all matters to the Board's attention as necessary to keep the Board informed and able to meet its oversight and governance responsibilities, and perform such other duties as are assigned by the Board with such limits on authority as the Board shall impose. In the capacity of chief operating officer the Executive Director shall have authority to hire, terminate and supervise other employees. The Executive Director shall have authority to sign checks and execute contracts or other instruments on behalf of the Corporation, except that any transaction greater than fifty thousand dollars (\$50,000) in value shall require approval of the Board.

#### Section 3: Acceptance of Contributions

The Executive Director may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation, except that any contributions, bequests or gifts to the Corporation with restrictions or that exceed fifty thousand dollars (\$50,000) in value shall be accepted only upon the authorization of the Board.

#### Section 4: Removal

The Executive Director may be removed with or without cause upon the vote of a majority of the Directors then serving at a meeting called upon reasonable notice for the stated purpose of considering such action. The notice shall identify the reason for the proposed termination, and the Executive Director shall be given the opportunity to be present and be heard at the meeting.

## **ARTICLE IX: MISCELLANEOUS**

### Section 1: Indemnification

The Corporation shall indemnify Directors to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended, and other applicable law, and in accordance with the provisions of the Corporation's Certificate of Incorporation, which sets forth the obligations and standards for indemnification of Directors, Officers, employees and agents of the Corporation.

### Section 2: Conflicts of Interest Policy

The Board shall adopt, and Directors and Officers of the Corporation shall comply with, a Conflicts of Interest policy, which among other things shall require all Directors to disclose any conflicts of interest and refrain from participating in any decisions as to which they have a conflict. Each Director and Officer shall sign a statement annually affirming that they have: received a copy of the Corporation's Conflict of Interest Policy, Certificate of Incorporation and Bylaws; read and understand the Conflict of Interest Policy, Certificate of Incorporation and Bylaws; and agreed to comply with the Conflict of Interest Policy.

### Section 3. Contracts

The President is authorized to execute any contract or instrument in the name of and on behalf of the Corporation, subject to the limitations in Article VI of these bylaws and any policy, resolution or directive adopted by the Board. The Board may authorize any other Officer or agent to execute any contract or instrument on behalf of the Corporation, and such authority may be general or limited. Except as otherwise provided in these Bylaws or any policy, resolution or directive adopted by the Board, no Officer, agent or employee shall have any power or authority to bind or obligate the Corporation or render it liable for any purpose unless expressly authorized to do so by the Board.

### Section 4: Non-Discrimination

The Eli Whitney Museum, Inc. does not unlawfully discriminate internally (in its administrative and program operations) or externally (in provision of services) on the basis of race, religion, gender, sexual orientation, age, national origin, ethnicity, ancestry, marital status, veteran status, or mental or physical disability or any other status protected by applicable law.

## **ARTICLE X: AMENDMENTS**

### Section 1: Bylaws

These Bylaws may be amended or repealed and new Bylaws not inconsistent with the Corporation's Certificate of Incorporation or any law may be adopted by the affirmative vote of a majority of the Directors then serving and present at any annual or special meeting of the Board at which a quorum is present. The Board shall be given reasonable notice which shall set forth the substance of the proposed change.

### Section 2: Certificate of Incorporation

Amendments to the Certificate of Incorporation may be adopted by a two-thirds vote of the Directors then serving and present at the annual meeting or at a special meeting called for that purpose. The Board shall be given reasonable notice which shall set forth the substance of the proposed change.