

DRAFT OF PROPOSED REVISED AMENDMENTS TO THE BY-LAWS OF THE ELI WHITNEY MUSEUM, INC

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.

INSERT MISSION STATEMENT – TBD

ARTICLE II: MEMBERS

Section 1: Members.

The Corporation shall have no shareholders and shall be operated under the direction of a Board of Directors (“the Board”).

ARTICLE III: BOARD OF DIRECTORS

Section 1: General.

The Board shall transact all business at a legal meeting of the Board. 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 before it in conformity with the committee’s purpose of charge. 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 of Directors 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”).

Section 3: Qualification and Election

Directors must be committed to the purpose and welfare of the Corporation and shall be elected by a majority of votes cast by Directors present at the Annual Meeting. Vacancies may be filled until the next annual meeting of the members by vote of the remaining directors. Directors shall receive no compensation for their services 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 years unless they shall cease to be in office as provided herein. Directors may serve for two (2) additional three year terms if nominated by the Nominating Committee and elected at the annual meeting. 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 his/her successor. Upon completion of three consecutive full terms as a Director, no person shall be eligible for reelection until one year has elapsed

Section 5: Powers

- (a) The Corporation shall act by and through its Board of Directors. The Board of Directors may exercise all of such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, the Bylaws, the Connecticut Revised Nonstock Corporation Act, as amended, and Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”) (or the corresponding provision of any future federal tax code).
- (b) Powers and Responsibilities of the Board include:
 - Filling vacancies in the Board of Directors
 - Policy, Planning and Evaluation, Amending the Certificate of Incorporation,
 - Adopting, amending, or repealing the Bylaws,
 - Approving a plan of merger, approve 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, or
 - Approve a proposal to dissolve the Corporation.

Section 6: Removal

A Director may be removed either with or without cause, including for excessive absenteeism from meetings of the Board, by a vote of the 2/3 of the Board of Directors present at a meeting at which reasonable notice is given of such proposed action.

Section 7: Resignation.

Any Director of the Corporation may resign at any time by giving written notice to the President or to the Executive Director. In the event of a resignation of a Director 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. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8: Failure to Attend

Any Director who fails to attend at least 60 percent of all regular and special meetings of the Board in a fiscal year shall, upon the affirmative vote of the Board, be deemed to have resigned as a Director.

Section 9: Indemnification

- (a) The Eli Whitney Museum shall indemnify any person who is, or who is threatened to be made, a party to any legal proceedings because he or she was a director, officer, employee, professional staff member or agent of the Eli Whitney Museum against

expenses (including attorney's fees), judgments, fines and amounts paid in settlement (if approved in advance by the Board) actually and reasonably incurred by them in connection with such action, suit or proceeding, if he or she is reasonably believed to be in, or not opposed to, the best interests of the Eli Whitney Museum, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in the best interests of the Eli Whitney Museum and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her action was unlawful.

- (b) Any indemnification under Section 9(a) (unless ordered by a court) shall be made by the Eli Whitney Museum only as authorized in the specific case, upon the determination that the indemnification of the person is proper in the circumstances because he or she met the applicable standard of conduct. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum of Directors who were not parties to such action, suit or proceeding, or, if no such quorum can be reached, (2) by the affirmative vote of not less than (2/3) of the total Directorship of the Eli Whitney Museum, excluding those who were parties to the action, at a duly constituted Annual or Special Meeting.
- (c) Expenses incurred in defending such a civil or criminal action, suit or proceeding shall be paid by the Eli Whitney Museum in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the indemnified person to repay such, if it shall ultimately be determined that he or she is not entitled to be indemnified by the Eli Whitney Museum as authorized in this bylaw provision.

Section 10: Compensation.

- (a) All decisions concerning compensation to directors shall be governed by this Section and where applicable by the Article of these Bylaws entitled "Conflicts of Interest."
- (b) No director shall receive compensation for services rendered to the Corporation in such capacity, but directors 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 Section 33-1092 of the Connecticut General Statutes, as amended. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

ARTICLE IV: MEETINGS AND VOTING PROCEDURES

Section 1: Regular Meetings

- (a) 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.
- (b) Notice of the meetings shall be provided to all Directors via written, electronic, or oral means.

Section 2: Special Meetings

- (a) Special meetings of the Board may be held when determined by the Board, when called by the President, or upon written request, including electronic communication of three Directors of the Board, as the case may be.
- (b) No special meeting of the Board shall be held unless twenty-four (24) hour notice stating the time, place, and purpose of the meeting has been given to each Director via email.
- (c) The Board may have emergency meetings, and then only when a majority of the Directors agree that an emergency exists which has made a regular notice impossible. 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 no later than seventy-two (72) hours following the holding of such a meeting.

Section 3: Annual Meeting

- (a) The annual meeting of the Board shall be held in October or at such other time as the Board of Directors designates each year, as noted on the calendar of regular meetings.
- (b) The business of each annual meeting shall include the election of Officers, a Treasurer's report, voting in new Directors, and the transaction of any business as may properly come before the Board.

Section 4: Quorum

A simple majority of the Directors 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 By-laws or by law.

Section 5: Procedures for Participation by Means of Electronic Equipment

- (a) Directors may participate in meetings by means of electronic equipment (e.g., Telephone or video conference) under the conditions set forth herein. When such conditions are met, any Director participating by means of electronic equipment shall be counted for the purpose of constituting a quorum. All those in attendance at the meeting, at whatever location, must be able to hear and identify all participants in the proceeding, including their individual remarks and votes.
- (b) When a Director is participating in a meeting by means of electronic equipment, the President shall take the necessary steps to ensure that the conditions enumerated above are met. In addition, 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 take the floor and make motions.

Section 6: Voting Procedures

- (a) Each Director in attendance at a meeting shall be entitled to one (1) vote on each matter submitted to the Board for action. Voting shall be in person, or in accordance with the procedures for electronic participation as stated in these bylaws. Voting by mail or attendance by proxy shall not be permitted unless approved by the Board previously.
- (b) Directors may vote for themselves for any office or other position.
- (c) While it is the duty of every Director who has an opinion on a question to express it by vote, they cannot be compelled to do so.
- (d) A Director may abstain from voting (with the knowledge that the effect is the same as if they had voted on the prevailing side).
- (e) The votes of each Director of the Board upon any issue before the Board shall be recorded in the minutes of the session at which taken.
- (f) Any Director shall have the opportunity to explain their vote for recording in the minutes.

Section 7: Action in Lieu of Meeting of the Board of Directors

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors 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 8: Minutes

In compliance with legal requirements, a complete and accurate set of minutes of each meeting shall be kept. Minutes shall be maintained at the office of the Executive Director. The minutes shall constitute the official records of proceedings of the Board and shall be open to inspection by all Directors and any applicable regulatory and/or governing body with legal claim, at all reasonable times. The minutes shall include the following:

- The time, place, and date of each meeting.

- The names of those Directors in attendance.
- The disposition of all matters on which action was recommended.
- All motions and resolutions and their disposition.
- All decisions concerning future meetings and agendas.

ARTICLE V: OFFICERS

Section 1: Number, Titles, Election and Terms

- (a) The officers of the corporation shall consist of at least the following: President, Vice-President, Secretary and Treasurer.
- (b) The Board of Directors may, from time to time, create such other offices as it may deem necessary and proper for carrying out the business of the Corporation
- (c) All officers shall be elected by the Board of Directors from among the members of the Board of Directors at or around the time of the Annual Meeting. An officer shall serve for one year or until voted out of office by the board and shall hold office until her or her successor is duly elected and qualified. An officer may succeed themselves in office.

Section 2: Duties

- (a) President. The President shall preside at all meetings of the Board of Directors. He/she shall present, at each Annual Meeting, a report on the state and condition of the affairs of the Corporation. He/she shall see that the books, report statements and certificates required by law or by rule of the Board are properly kept, made and filed. He/she shall enforce these By-laws and may sign checks, contracts and agreements on behalf of the Corporation and perform such other duties as are usual to 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 have perform such other duties as from time to time may be required of them by the Board of Directors
- (c) Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation or at such other place as the Board of Directors may direct a book of the minutes of all meetings of the Board of Directors. They shall give or cause to be given the notices required by these By-laws or by law. They shall be the custodian of the Corporation's records. They shall perform all duties that are usual to the office and that may from time to time be assigned by the President, or the Board of Directors.
- (d) Treasurer. The Treasurer shall have the custody of the Corporation's fund and shall keep or cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general they shall perform all duties usual to the office that from time to time may be assigned to them by the President or the Board of Directors.

Section 3: Removal

Any officer may be removed either with or without cause by a two-thirds (2/3) vote of the Board of Directors at a regular meeting or special meeting called for that purpose. Such officer shall have notice of the cause alleged for his or her removal and shall have an opportunity to be heard. Cause for removal shall include failure to attend meetings regularly.

ARTICLE VI: COMMITTEES

Section 1: Authority

The Corporation may act through Committees of the Board of Directors, subject to the Section of this Article entitled "Limitations on Powers." Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time. It is understood that any person considered for a committee position must adhere to the principals and values of the Corporation.

Section 2: Appointment.

Committees shall be created, and Committee members appointed by the Board of Directors, and vacancies on Committees shall be filled by the Board of Directors. Committees have the responsibility to carry out the actions of the Board. Committees must have at least one member who is a director.

Section 3: Committee Meetings

Any Committee exercising board delegated powers shall transmit via email to all Directors notice of all motions and resolutions and their disposition

Section 4: Governance Committee

- There shall be a Governance Committee consisting of not fewer than three members who shall be appointed by the Board of Directors
- The Committee will assist The Board to fulfill its responsibilities regarding matters that relate to governing the organization and in identifying and making recommendations to the board candidates to be Board Directors.
- The Committee shall periodically review the bylaws and make any recommendations for revisions.
- The Committee shall evaluate the performance of Directors and make recommendations on their reappointment.
- The Committee is established by the Bylaws and has no power or authority to act on behalf of the full board. The Governance Committee will abide by the provisions in the Bylaws that pertain to the meetings and actions of the Board.
- At each Annual Meeting the Committee shall nominate individuals for election as Directors and of members of the Board of Directors to serve as Officers. This committee shall notify the Board of the nominees at least ten (10) days before the Annual Meeting.

Section 5: Other Committees or Task Forces

There shall be such other committees which shall have such powers (except the powers reserved for the full board in Article IV, Section 5(b), or to authorize any action inconsistent with these Bylaws or the Certificate of Incorporation) as the Board of Directors shall from time to time determine. The President shall appoint Directors to such committees and shall be an ex-officio member of all such committees.

ARTICLE VII: EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director who shall be the chief operating officer of the Corporation and who shall perform such other duties as are assigned by the Board of Directors with such limits on authority as the Board of Directors 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 be an ex officio member of all committees except the Governance Committee. The Executive Director may be removed either with or without cause only upon the vote of a majority of the Board of Directors 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.

ARTICLE VIII: CONFLICTS OF INTEREST

Section 1: Compliance.

No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

Section 2: Disclosure.

Any director for whom there may exist a conflict of interest shall disclose such conflict of interest to the Board of Directors.

Section 3: Recusal.

No director shall discuss or vote on any matter that would involve a conflict of interest. Any director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter and shall not be physically present in the room at the time any vote is taken thereon.

Section 4: Conflict of Interest

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a director or any other "disqualified person" (including a person or entity related to or controlled by the director, or otherwise as defined in section 4958 of the Internal Revenue Code or Section 33-1127 of the Connecticut General Statutes). In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the directors other than the affected director (which shall consist of at least two directors) present and voting. A matter does not involve a "conflict of interest" merely because a director of the Corporation serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Corporation.

ARTICLE IX: 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, political orientation, religion, gender, sexual orientation, age, national origin, ethnicity, ancestry, marital status, veteran status, or mental or physical disability or any other status prohibited by applicable law.

ARTICLE X: MISCELLANEOUS

Section 1: Contributions

- (a) 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 as outlined in Section 1(b).
- (b) Contributions, bequests and gifts to the Corporation with restrictions or in excess of fifty thousand dollars (\$50,000) shall be accepted only upon the authorization of the Board of Directors.

Section 2: Amendments

- (a) By-laws. These By-laws may be amended or repealed and new By-laws not inconsistent with the Corporation's Certificate of Incorporation or any law may be adopted at any annual or special meeting of the Board by the affirmative vote of a majority of the Directors present. Notice shall be given of the proposed action.
- (b) Amendments to the Certificate of Incorporation may be proposed in writing by any Director and shall be adopted by a two-thirds vote of those Directors present at the annual meeting or at a meeting called for that purpose. The Board shall be given reasonable notice which shall set forth the proposed change.