



Friday, June 5, 2020 | 5:30 pm
Virtual Meeting via GoToWebinar

President David Dangremond welcomed the members of the Florence Griswold Museum to the 74th Annual Meeting and called the meeting to order at 5:34 pm.

Approval of the Minutes of the 2019 Annual Meeting

A motion to approve the minutes of the 73rd Annual Meeting on June 7, 2019 was made, seconded, and approved.

Report of the Treasurer

Treasurer Andy Baxter read his report.

Report of the Investment Committee

Co-chairs Robert Webster and Paul Holt read their reports.

Business Partner Awards

Development Chair Jeff Cooley recognized the businesses that have made Leadership Level gifts which allow for many Museum programs and exhibitions to continue.

Report of the Director

Director Becky Beaulieu read her report.

Report of the President

President Dangremond read his report.

Report of the Bylaws Committee

Counsel James Carey presented the updated Florence Griswold Museum bylaws and read his report.

A motion to approve the suggested revisions to the Florence Griswold Museum Bylaws was made, seconded, and approved.

Report of the Committee on Trustees

Committee on Trustees Chair Carolyn Wakeman read her report and presented the slate of officers and trustees proposed for 2020-21. A motion to approve the proposed 2020-21 Slate was made, seconded, and approved.

Adjournment

Newly elected President Deborah Moore read her report and asked if there was any other business to discuss. There being none, a motion to adjourn the 74th Annual Meeting at 6:03 pm was made, seconded, and approved.

Enclosed are the reports read at the 74th Annual Meeting of the Florence Griswold Museum.

Opening Remarks

Good evening. Fellow Trustees, members, staff, volunteers, and special guests, it is my pleasure to welcome you to the 74th Annual Meeting of the Florence Griswold Museum, and I hereby call the meeting to order.

I want you to know how much we have missed seeing you at the museum these past three months, and how disappointed we are not to be together this evening under the tent on the Adrian Moore Terrace to celebrate this year's Annual Meeting. Our reports this evening will come to you in a different format, thanks to the miracles of modern technology, and are decidedly different than we would have envisioned at last year's annual meeting, or even a mere three months ago. Although we are navigating unprecedented challenges both in the world and at the museum, thanks to the outstanding leadership of Becky Beaulieu and our wonderful staff, we remain optimistic and filled with hope for our promising future.

We begin by asking for approval of the minutes of our 73rd Annual Meeting held on June 7, 2019 which were distributed electronically in advance of this meeting. [Ask for motion to approve, second, and vote].

Next, it is my pleasure to ask our Treasurer, Andy Baxter, to make his report on the state of our finances.

Treasurer's Report

Somehow, in light of the events of 2020, the finances of 2019 seem as though they are in the distant past. But it is the prudent management of the past that has prepared our museum to weather these stressful conditions, which will see many cultural institutions suffer financially. Becky Beaulieu and Fred Cote are dealing very effectively with the financial implications of the pandemic. Paul Holt and Bob Webster, as overseers of the endowment, and I meet with Becky and Fred to monitor the financial steps being taken to secure the successful continuity of the Florence Griswold. I am confident that we will weather the storm.

Fiscal 2019 ended with a slight operating deficit of \$17,205. Revenues were almost exactly on budget at \$2,691,096. Total contributions were greater than projected and government support increased as a result of a grant from the Connecticut Office of the Arts Endowment Fund and Federal funding from the National Endowment for the Arts. The Annual Fund and the Annual Benefit and Auction exceeded expectations, while Membership remained even, and Admissions and the Museum Shop were down slightly.

Expenses exceeded budget by a modest 1.4%, resulting in the slight deficit. Administration, Facilities, and Technology were each slightly below budget, but costs associated with the very successful Fragile Earth exhibit and Visitor Services were slightly over budget.

The endowment had a good year with the market value increasing by 22% to over \$20 million as of year-end. The endowment plays an important role in providing an element of financial security for the museum, and the annual draw from the endowment is based on a 3-year rolling average to smooth out the fluctuations in the market from year to year. We all know that the financial markets have been extremely volatile in response to the pandemic, but the endowment will continue to provide a measure of financial security for the Florence Griswold.

The current year is and will continue to be a financial challenge for the staff of the museum. I applaud all members of the team for the diligent commitment to getting us through this difficult period. The financial prudence of the past and the loyal and thoughtful diligence of our team will be what gets us through.

Investment Committee Report

To state that responsibility for the Museum's investments has been a challenge is a major understatement. Having reached record highs, the equity markets experienced a material loss after the coronavirus hit the country. They have since recovered most of that loss. Our investments followed this path. Having reached an all-time high of slightly over \$20,000,000, our investments retreated significantly, but then recovered to \$17,975,142 as of April 30. To put this in context, at the beginning of 2017 this total was \$16,584,000.

The most important lesson we learned was to re-enforce the importance of the endowment for the continuing operations of the Museum. It was a significant reason that we survived in good shape after the post-2008 recession and will be an important element in our success going forward.

We have throughout this period of market turbulence maintained a consistent and unchanged asset allocation policy which calls for the portfolio to maintain approximately 70% of assets in equities and 30% in bonds. As a result, we have been able to participate fully in the recovery of the stock market since its low on March 23. To a lesser extent, the portfolio has benefited from the normalization of the fixed income market as a result of substantial Federal Reserve Board intervention.

In terms of liquidity, all of our investments are in publicly-traded securities, with a significant portion being available on one day's notice should the need arise.

We may, at least in the short term, need to place increasing reliance on the endowment, which could involve withdrawing more from our investments than our current draw policy would normally provide. But maintaining the level of the endowment in light of present economic conditions should be a major objective for us.

Respectively submitted,
Bob Webster
Paul Holt
Co-chairmen
Investment Committee

Sponsorship Recognition

Good evening, on behalf of the Board of Trustees and the entire staff, I would like to recognize those businesses who continue to contribute in myriad ways to enhance events and programming at the Museum. These generous corporate partners allow us to continue to offer a vibrant program of exhibitions, school programs, and family-oriented activities, that focus on educating and inspiring audiences of all ages through the exploration of Connecticut's rich artistic and cultural heritage.

All Pro Automotive & the Graybill Family

Atlantic Seafood Market

Bank of America

Benchmark Wealth Management

Blum Shapiro

Bogaert Construction Company

Bouvier Insurance

Centerbrook Architects & Planners

Charter Oak Federal Credit Union

Connecticut Cottages & Gardens

The Cooley Gallery

Forks & Fingers Catering

Gourmet Galley Catering

Guilford Savings Bank

Hitchcock Printing

The Hartford Steam Boiler Inspection and Insurance Company

Imagineers, LLC

Infiltrator Water Technologies

Kebabian's Rugs

Mountain View Landscapes & Lawncare

Pasta Vita

Pfizer

Reynolds' Garage & Marine

Stephen Stimson Associates Landscape Architects

Tower Laboratories

Webster Bank

Wilber & King Nurseries

WSHU Public Radio Group

Yankee Tree, LLC

These companies clearly recognize and support the role this institution plays in Connecticut's quality of life by helping the Museum to maximize service to the public and to improve access to the arts. Thank you!

Director's Report

Good evening everyone, and thank you for making the effort to join us for the 2020 Annual Meeting of the Florence Griswold Museum. Since we last gathered together in June of 2019 to celebrate our Annual Meeting and the opening of *Fragile Earth: The Naturalist Impulse in Contemporary Art* we have faced one of the most memorable periods in the history of the Museum, a time of both incredible achievement and progress, and also one of sacrifice and challenge.

At this time last year, we were completing the Robert F. Schumann Artists' Trail and reinterpretation of our grounds, concluding Phase One of our Master Plan and reimagining our site of 12 acres to host programming focused on our natural heritage and ecological history. Our summer, fall, and early spring months were overflowing with an abundance of innovative programs and new initiatives. We welcomed four contemporary artists for the *Fragile Earth* exhibition, including our first artist-in-residence, Jennifer Angus and her installation in the Florence Griswold House, *Silver Wings and Golden Scales*. The exhibition and the inauguration of the Robert F. Schumann Artists' Trail welcomed a new era for the Museum in which we attend to the full integration of exterior and interior spaces to activate our mission's dedication to art, history, and landscape. In the months since, we have been proud to host *Nothing More American: Immigration, Sanctuary, and Community – An Exhibition by Matthew Leifheit*, a chronicle of and reflection on the religious, artistic, cultural, and sociopolitical significance of the First Congregational Church of Old Lyme. The supplemental community photography exhibition *SANCTUARY*, originally intended to be installed onsite in the Marshfield House, has been mounted on our website and perhaps holds greater meaning and reach than we ever could have imagined.

Behind the scenes, we have made significant progress on our strategic planning process, which formally began on January 1, 2020 with the support of the Winkler Group of Charleston, South Carolina. We have completed review of institutional archives, conducted stakeholder interviews, and hosted an online survey for our membership and general community, which garnered a fantastic response from all of you and for which we are extremely grateful. Your continued participation in our planning process ensures the future of a museum committed to its membership, to welcoming new visitors, and to serving its important educational mission for years to come. We look forward to recommencing our planning initiative with focus groups as soon as we are able.

When that will happen is unknown for, as we all know, we are in a truly and historically trying time. While we had hoped to gather together this evening to enjoy the opening of our summer exhibition, we must conduct our business virtually. Our halls are quiet, our lights are dim, and our offices unpopulated. As many of you know, the necessary closures of Connecticut's cultural institutions in response to the COVID-

19 public health crisis has precipitated a vulnerable situation for our arts economy: according to data disseminated by the Southeastern Connecticut Cultural Coalition, between March 13 and April 30, 2020, the arts sector has lost an estimated \$10 million in revenue, close to 260,000 visitors and program attendees, and the employment of at least 700 of our valued colleagues. On the national scale, Americans for the Arts estimates \$5 billion in lost revenue and 62% of artists and creatives to be fully unemployed. And according to a recent *Hartford Courant* article, the arts field has suffered an 88% loss in weekly revenue to date, worse than even restaurants and hotels.

The reality of our circumstance is indeed sobering and must be acknowledged. Our institution, however, is a strong one, a place that continues to benefit from the support of its community and an enduringly resilient character. I am proud to share with you that because of the wise oversight of our Board of Trustees and the tireless dedication of our team, we have maintained our entire staff, and explored new and innovative ways to keep in touch with you all. Our popular Winter Studies program transitioned online to live webcasts, we have created virtual tours of the Kriebler Gallery and the entirety of the Florence Griswold House, and our team communicates with you all via social media. A Garden Raffle takes the place of our 2020 Garden Luncheon (tickets are available until June 29th!), and we continue to plan our 2020 -2021 exhibitions, *Fresh Fields: American Impressionist Landscapes from the Florence Griswold Museum*, *Expanding Horizons: Celebrating 20 Years of the Hartford Steam Boiler Collection*, and *Centennial of the Lyme Art Association Gallery*, which we plan to share with you, albeit on a revised calendar, when we can reopen. Our entire staff, every single one of them, has played an instrumental role in working together to face these operational challenges and support our new and revised activities. I want to give particular attention to two of our colleagues, Fred Cote and Joan Greene, who are celebrating service anniversaries in 2020. My sincere appreciation to Fred for his 10 years of service. Never have we been so attuned to our financial health, and your clear eye and consistent oversight of our financial resources are incomparable. My sincere appreciation to Joan for all you have contributed over the past 15 years her knowledge of visitor services and support of our operations. While I wish we all could raise a glass to your years of service together, I trust you will celebrate following our meeting tonight.

We are navigating our “new normal” assertively and strategically, with all hopes that we will be able to welcome you back soon, while adhering to our commitment to do so safely and following all precautions. Our staff is in the final stages of preparing a business resumption plan which, along with the direction we receive from the Governor’s office, will determine our structure and timeline for reopening. Your sharing your time with us is the greatest joy of being part of the Florence Griswold Museum community, and the relationship we have built with each one of you – to which you all have welcomed me with open arms – is paramount in our minds, motivating us forward. While virtual connections are no match for the conversations, events, and daily interactions we have grown to cherish, I wish to share my deep

appreciation to all of you for your unwavering support, your understanding, and your flexibility as we continue to plot our course ahead.

And so it is equipped with both a pragmatic understanding of our current context but also a command of our resources, well-informed governance and operations models, and the palpably steadfast support of you all that we look to our future. A future that has been built upon decades of sound board leadership, most recently under the adept eye of David Dangremond. With an esteemed and extensive career and a dedication to the arts, in particular the Florence Griswold Museum, we have benefited so much from David's devotion to this Museum for over three decades. It has been an honor to work with, learn from, and collaborate with David over the past two years. I look forward to David's continued service, together we welcome Deborah Moore to the position of President of the Board of Trustees. With a long history of organizational administration, board participation and leadership, and her family's multi-generational passion for the Museum, I trust that Deborah will help us to dream and plan for our next chapter. Please join me in celebrating the accomplishments, the endurance, and the bright future of the Florence Griswold Museum.

Report of The President

The past year began with enormous enthusiasm and great momentum fueled by a highly-successful and dynamic year of transition, remarkable success in all areas of our operations, and the opening of *Fragile Earth: The Naturalist Impulse in Contemporary Art*, one of the most innovative and highly-acclaimed exhibitions in our history.

In July we cut the ribbon on the ecologically-sensitive and engaging Robert F. Schumann Artists' Trail, the centerpiece of our \$1 million landscape masterplan to fulfill our mission of uniting art, history, and landscape. The fall and winter months saw the successful launch of our strategic planning process exploring the expansive possibilities for our future, and brought another landmark exhibition, *Nothing More American: Immigration, Sanctuary, and Community*. Early spring focused on the promise of new ideas and a new vision for the museum as our comprehensive strategic planning process moved into high gear, inviting active participation from our stakeholders in the future of our museum.

But just as our Trustees were to engage in an intensive retreat to assess our research and progress to date, the international Covid-19 pandemic brought the planning process to an abrupt halt. And yet, with hardly a pause, our decisive Director and dedicated staff and Trustees shifted focus, implementing carefully-considered policies and developing contingency plans. Undaunted, our stalwart staff and Trustees have continued to work and meet remotely. Our staff creatively refocused on a diverse program of on-line exhibitions and an extensive array of imaginative on-line learning opportunities for all ages and interests, and are strategically planning for our phased reopening of the museum. As usual, Becky's adept leadership in responding to the Covid crisis has been a model for the museum profession at both regional and national levels.

Tonight we were eagerly anticipating the opening of an exhibition examining our permanent collection from new and innovative perspectives, *Fresh Fields: American Impressionist Landscapes from the Florence Griswold Museum*. Stay tuned - the exhibition WILL open as soon as it is safe to welcome you to our galleries once again, perhaps with a socially-distanced lunch at Cafe Flo, which will be celebrating its 10th anniversary this summer!

Despite the dire state of our nation and the world beyond, the Florence Griswold Museum remains an oasis of inspiration and reassurance. We are indeed poised for continued success as we chart our course into the next chapter of our history through rigorous strategic planning leading to prudent and practical strategies to achieve our ambitious goals. We will thoughtfully assess our current strengths, define the range of future possibilities, and determine our capacity to expand both our facilities and our programs as we create a compelling vision for institutional development in the years ahead. The uniting of the best of the old with the best of the

new offers countless opportunities as we reclaim and reinterpret our historic landscape, add to our superb permanent collection, and provide programs to make our museum one of America's most innovative and engaging museums of art and history.

It has been a huge honor to serve as a Trustee and President of the Florence Griswold Museum, and I want to express my great thanks to our dedicated Board of Trustees, to our highly-esteemed staff, and to the entire Florence Griswold family for entrusting me with this richly rewarding responsibility.

Over the span of my 33 years as a Trustee of this remarkable museum, it has been a privilege to actively participate in the museum's growth - from a single historic house on half an acre offering scholarly but modest exhibitions of Old Lyme art and history in upstairs bedchambers, to our present 12 acre campus of nine buildings - restored, transported, converted, recreated, and newly-built - all surrounded by a landscape of wondrous natural beauty with lovingly-tended gardens and riverfront access. The landscape that attracted artists to Old Lyme 100 years ago still attracts and inspires us all today.

23 years ago the Trustees adopted the Centennial Masterplan and began to "buy back the farm" with the transformative acquisition of Marshfield and commitment to build a new-state-of- the art exhibition gallery. As we look to the future I am reminded of words I quoted at the opening ceremony for the Krieble Gallery in 2002. They resonate just as appropriately today as they did 18 years ago. Daniel Burnham, one of the foremost American architects of the 19th-century wrote:

"Make no little plans; they have no magic to stir men's blood and probably themselves will not be realized. Make big plans; aim high in hope and work, remembering that a noble, logical diagram once recorded will never die, but long after we are gone be a living thing, asserting itself with ever-growing insistency. Remember that our sons and our grandsons are going to do things that would stagger us. Let your watchword be order and your beacon beauty. Think big."

Under the leadership of Becky Beaulieu, our dynamic Director, in partnership with Deborah Moore, our talented and energetic new Trustee President, I know that we will indeed "Think big". I am confident that we will not only survive this current crisis, but certain that we will emerge stronger and more emboldened to take the Florence Griswold Museum into the next chapter of its extraordinary history of preserving the past, inspiring the present, and leading the museum field into the future. And I am certain that we will sustain our momentum, attain our goals, and maintain the highest standards of the museum profession in all we do to preserve and protect the exquisite landscape, historic buildings, and superb collections entrusted to our care, always striving to share them with an ever-expanding audience of visitors from around the corner and throughout the world.

Thank you.

Bylaws Committee Report

Good afternoon-

You should have all have had the opportunity to see the proposed changes/amendments to the existing Florence Griswold Museum By-laws.

These proposed changes were first work through a subcommittee of several board members, then presented to the executive committee.

Those amendments deemed acceptable were then presented to, voted on, and approved by the full Board of Trustees.

The final draft has been presented for you in the materials, and is now presented to you, the membership, to approve today.

-Do I have a motion to accept the amendments as presented (pause who?)

-Do I have a second to accept the amendments as presented (pause who?)

-Is there any discussion? (open the mics)

-(hearing none or no more) All in favor?

Thank you.

Proposed Bylaws Changes

Recommended by the Board of Trustees on Saturday, March 21

1- Article IV, Counsel to Museum:

Suggested change of **Counsel to the Museum** to remain an officer, but not be a voting member of the Board of Trustees, due to inherent conflicts.

Para 3. **To be removed**

Para 1. sub (g). Counsel to the Museum. (added as a last sentence):

Counsel to the Museum shall be a non-voting officer.

Para 2. To read:

APPOINTED OFFICERS. In addition to the eight elected officers, the Board of Trustees may, at its discretion, appoint annually such other officers as it considers appropriate and necessary. Appointed officers are not entitled to vote unless they are also elected trustees.

2- Article IV para. 1: Add clarification that officers are trustees and add Assistant Secretary.

Para 1. Elected Officers. add before the last sentence of the opening paragraph the following sentence:

All elected officers, except Counsel to the Museum, shall be trustees.

Assistant Secretary. to be added as a new officer position.

Add after (d) (thus moving all other officers down on letter) the following:

(e) Assistant Secretary. The Assistant Secretary shall aid the Secretary in the performance of his or her duties. In case of the absence or incapacity of the Secretary, the Assistant Secretary shall serve in his or her place.

3- Article V, Trustees: Suggested to create a greater number of positions to both Trustees and Charter Trustees. From 18 Trustees to 21 and from 9 Charter Trustees to 12.

Para 1. Sub (b) & sub (c) to read:

(b) not more than twenty-one Term Trustees; and

(c) not more than twelve Charter Trustees

Para 5. Change "trusteeships" to "Board of Trustees" (see explanation in #5 below).

To read:

5. By vote of two-thirds or more of the Board of Trustees, the Board may request the resignation of, or may dismiss for cause, any officer or trustee of the Museum.

4- Article VIII, Committees:

Suggested to allow Officers, other than President and 1st Vice President, to serve on the Committee on Trustees. Currently no officers may serve on the Committee on Trustees.

Para 1. Sub (a) Third sentence to read:

Any officer, except the President and the 1st Vice President, may be a member of the Committee on Trustees.

5- Article X, Quorum:

Suggested to remove "ships" from Board of Trustees(ships) meetings, to avoid having empty trustee seats (if there are any at any given time) count toward a quorum and encompass the officers that may not also be specifically names as trustees. Thus, the count for a quorum would be based on actual Trustees (Charter and Term) that are **filled** at any given time. Also, to add voting Officers to this, as they are counted votes and tend to always be in attendance at the Board of Trustees meetings.

Para 2. to read:

One-third or more of the number of trustees and officers at the time shall constitute a quorum for the transaction of business at any meeting of the Board.

6- Other housekeeping matters due to changes above:

- Art. V - throughout all of the Article – add **Term** in front of any references to Trustees to reflect adding Term to the title above. (Ex. opening paragraph 2x, sub (a) title Term Trustees., para 4. list.)
- At V (7) (b): insert *Approval of* before *Purchase*

BYLAWS
OF THE
FLORENCE GRISWOLD MUSEUM

ARTICLE I
NAME

As provided in the Certificate of Incorporation, the name of the organization shall be the Florence Griswold Museum, Inc. (hereinafter referred to as the "Museum").

ARTICLE II
PURPOSE

The purposes of the Museum are set forth in the Certificate of Incorporation. In furtherance of those objectives and with the aim of collecting, preserving, exhibiting and interpreting evidence of the area's past in all its forms, the Museum will:

1. Maintain the Florence Griswold House, the Kriebel Gallery, Marshfield, the Chadwick Studio, the Fehrer House, the Hartman Education Center, the Huntley-Brown House, and other properties acquired through purchase, gift, or bequest.
2. Provide exhibitions of art and artifacts related to any aspect of Connecticut, but with special emphasis on the Lyme Art Colony.
3. Maintain its collections in accordance with standards and principles established by the American Association of Museums.
4. Maintain archives and seek ways to ensure their preservation and to increase their usefulness.
5. Produce and promote publications dealing with the art, history and culture of the area.
6. Sponsor lectures, classes, conferences, and workshops on appropriate subjects.
7. Join with other groups and organizations in the pursuit of common goals.
8. Seek financial support to further its objectives.

ARTICLE III
MEMBERSHIP

1. Membership is available to anyone interested in promoting the aims and objectives of the Museum.
2. There shall be one class of members. The Board of Trustees may establish categories of member contributions, including (i) minimum contributions required for memberships of specified duration and (ii) dates when contributions are payable.
3. Failure of any member to pay his or her contribution within such period of time as specified by the Board of Trustees shall, upon notice in writing to such member, be considered a withdrawal by such member from the Museum unless the Board of Trustees determines otherwise.

ARTICLE IV
OFFICERS

Officers of the Museum shall be of two kinds: (1) Elected and (2) Appointed.

1. Elected Officers. The elected officers of the Museum shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, and a Counsel to the Museum. These officers shall be elected by the membership at the Annual Meeting of the Museum and shall hold office for a term of one year and until their successors are elected. The terms of office of all officers elected at any Annual Meeting shall begin at the conclusion of the meeting. All elected officers, except Counsel to the Museum, shall be trustees. The duties of the elected officers shall be as follows:

- (a) President. The President shall be the presiding officer of the Board. He or she shall be Chairman of the Board of Trustees and of its Executive Committee; shall be an ex officio and voting member of all committees, except the Committee on Trustees; and shall preside at all meetings of the Board, the Executive Committee, and the general membership. The President shall make all appointments to standing and special committees. In the event of the President's absence, resignation, or death, the duties of the office shall devolve successively upon (1) the First Vice-President, (2) the Second Vice-President, (3) the Secretary, (4) the Treasurer.

- (b) First Vice-President. The First Vice-President shall assist the President and shall assume such responsibilities as he or she may delegate.

(c) Second Vice-President. The Second Vice-President shall assist the President and the First Vice-President and shall perform such duties as they may delegate.

(d) Secretary. The Secretary shall have the responsibility for the Seal of the Museum. He or she shall attend all sessions of the Executive Committee and of the Board of Trustees and all meetings of the members of the Museum; shall assume responsibility of the minutes; and shall perform such other duties as the Board of Trustees may assign.

~~(d)~~(e) Assistant Secretary. The Assistant Secretary shall aid the Secretary in the performance of his or her duties. In case of the absence or incapacity of the Secretary, the Assistant Secretary shall serve in his or her place.

~~(e)~~(f) Treasurer. The Treasurer shall have care and custody of, and be accountable to the Board of Trustees for all funds and securities of the Museum and shall oversee the deposit of such funds and securities in the name of the Museum in such banks or other depositories as may be approved by the Board of Trustees. He or she shall have general supervision of the collection and disbursement of funds of the Museum under the direction of the Board of Trustees; shall be responsible for keeping full and accurate accounts of receipts and disbursements; shall approve annually a proposed budget prepared by the Director for final approval by the Board of Trustees. The Treasurer shall render to the Museum at its Annual Meeting and at other times as requested by the Board of Trustees a full report of the financial position of the Museum. If required by the Board of Trustees, the Treasurer shall be bonded.

~~(f)~~(g) Assistant Treasurer. The Assistant Treasurer shall aid the Treasurer in the performance of his or her duties. In case of the absence or incapacity of the Treasurer, the Assistant Treasurer shall serve in his or her place.

~~(g)~~(h) Counsel to the Museum. Counsel to the Museum shall serve as legal advisor to the Board of Trustees and to the Officers of the Museum in all matters affecting their duties and powers. Acceptance of this post shall not imply a willingness to undertake extended services without fees. Counsel to the Museum shall be a non-voting officer.

2. Appointed Officers. In addition to the ~~seven~~eight elected officers, the Board of Trustees may, at its discretion, appoint annually such other officers as it considers appropriate and necessary. Appointed officers are not entitled to vote unless they are also elected trustees.

~~All elected officers shall be voting members of the Board of Trustees. Because they are not elected by the membership, appointed officers are not entitled to vote unless they are also elected trustees.~~

ARTICLE V TRUSTEES

1. The establishment of policies for the Museum and the management of its funds, properties and affairs shall be the responsibility of a Board of Trustees (hereinafter sometimes called the "Board") consisting of:
 - (a) the elected officers listed in Article IV above;
 - (b) not more than ~~eighteen (18)~~twenty-one Term Trustees; and
 - (c) not more than ~~nine (9)~~twelve Charter Trustees.
2. The number of Term Trustees and Charter Trustees within the foregoing limits shall be fixed by resolution of the Board. The following provisions shall apply to the nomination, election and responsibilities of Term Trustees and Charter Trustees.
 - (a) Term Trustees. Election to such office shall be for a term of three (3) years. Except while serving as an elected officer no Trustee shall serve for more than two (2) consecutive terms. Service of one (1) year by a Term Trustee who is filling an unexpired term shall not be taken into account in determining eligibility for re-election. A former Term Trustee who has not held such office for one year or longer shall be eligible for re-election.
 - (b) Charter Trustee. Election to such office shall be for a term of three (3) years. Charter Trustees shall be eligible for re-election without limitation. Nomination for this office shall be made with the objective of ensuring that the Board will have some continuity in its membership and the benefit of advice from experienced persons who, through long association with the Museum, have demonstrated concern for its welfare.
3. On the recommendation of the Committee on Trustees, the Board of Trustees may also elect Honorary Trustees. Election to this position shall be from among persons who have demonstrated continuing interest and concern for the objectives of the Museum, but who are prevented by health, place of residence or other reasons from taking an active part in its affairs. Honorary Trustees shall receive notice of, and shall be invited to attend, all regular meetings of the Board of Trustees and may participate in the discussion at such meetings, but shall not be entitled to vote.

4. Officers, Term Trustees, and Charter Trustees shall be elected at the Annual Meeting of the Museum by a majority of the members present and voting from a slate presented by the Committee on Trustees.
5. By vote of two-thirds or more of the ~~number of voting trustees~~ Board of Trustees, the Board may request the resignation of, or may dismiss for cause, any officer or trustee of the Museum.
6. On the recommendation of the Committee on Trustees, the Board of Trustees may fill any vacancy of any officer or of any trustee by appointing another to serve until the next Annual Meeting of the Museum.
7. Specific responsibilities of the Board of Trustees shall include the following:
 - (a) Approval of the annual budget as formulated by the Director in consultation with the President and the Treasurer.
 - (b) Approval of purchase of items for the collections that may be recommended by the Director and the Collections Committee.
 - (c) Action on gifts offered the Museum that carry special restrictions or conditions.
 - (d) Approval of the gift, exchange, or sale of collections or property belonging to the Museum.
 - (e) On the recommendation of the President, approval of the appointment or the termination of the appointment of the Director.
 - (f) Appointment of the firm or person who shall make an annual audit of the financial reports of the Museum, and review and approval of the audit.
8. The full Board of Trustees shall meet at the call of the President but not less frequently than four (4) times a year. Written or oral notice of any meeting of the Board shall be given to each member of the Board at least two (2) days before the meeting. In addition to the officers and trustees that comprise the Board, the President shall have the privilege of inviting to Board meetings members of the staff or of committees who have a special interest in the topics under discussion.

ARTICLE VI
DIRECTOR

1. The Director shall be appointed by the Board of Trustees on mutually agreeable terms. He or she shall be the chief executive officer of the Museum and shall have the responsibility for implementing the policies established by the Board, for managing the staff, and for directing the Museum's operations.
2. The Director shall be a non-voting ex officio member of all standing committees and shall be present at all meetings of the Board of Trustees, except when his her own tenure, performance, or salary is under discussion.
3. If required by the Board, the Director shall be bonded.

ARTICLE VII
EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Museum. During the interval between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all authority of the Board in the management of the affairs of the Museum except as its right to do so may be limited by resolution of the Board. Unless the Board has delegated to it specific power and authority, all actions taken by the Executive Committee shall be reported to and reviewed by the full Board at its next regular meeting. The President may invite other members of the Museum to be present at Executive Committee meetings when matters falling within their spheres of interest are to be discussed.

ARTICLE VIII
COMMITTEES

All committees shall be appointed by the President and shall report to him/her. Except where noted, all committees shall consist of at least six (6) members, at least two of whom shall be Trustees. The President shall be an ex officio and voting member of all committees, except the Committee on Trustees. All committee Chairs shall be trustees, and shall be appointed annually by the President. In addition to such ad hoc committees as the President may from time to time appoint, the standing committees of the Museum shall be as follows:

- (a) Committee on Trustees. The Committee on Trustees shall consist of not less than three (3) persons. All members shall be trustees, and one member shall have been a member of the previous committee. ~~No officer~~ Any officer, except the President and the First Vice President, may be a member of the Committee on

Trustees. Persons who are proposed by the Committee are Officers, Term, and Charter Trustees . Trustees must be approved by two-thirds of the members of the Board of Trustees prior to their election by the membership at the Annual Meeting. This Committee shall also have the responsibility of arranging for the orientation of all new members of the Board. Nothing herein contained shall prevent any member of the Museum from making nominations for officers and trustees in addition to those made by the Committee on Trustees, provided the same are made in writing and signed by at least two percent (2%) of the membership of the Museum and filed with the Secretary of the Museum at least thirty (30) days in advance of the Annual Meeting at which the election is to be held.

- (b) Investment Committee. The President shall serve as chairman of the Investment Committee unless he or she wishes to appoint another member of the Committee to serve as chairman. The Investment Committee shall have responsibility for the Museum's investments. The Committee shall review the status of the Endowment Fund at least twice annually and shall report its findings to the Board of Trustees at least once during each calendar year.
- (c) Planning Committee. The Planning Committee shall assist the officers and trustees in developing long range goals for the Museum and in devising means whereby they may be achieved. It shall evaluate progress toward these objectives, and shall review plans for extension into the future.
- (d) Collections Committee. The Collections Committee shall be responsible for implementing the collections management policies enacted by the Board of Trustees.
- (e) Buildings and Grounds Committee Except for the collections, all the physical properties of the Museum shall come under the purview of this committee, which is authorized to establish any subcommittees its members consider appropriate.
- (f) Membership Committee. The Membership Committee shall advise the trustees in matters directly affecting the members of the Museum and shall explore and implement ways to increase the number of members of the Museum and their participation in its activities.
- (g) Committee on Volunteers. The Committee on Volunteers shall be composed of representatives of volunteer programs and activities. Its responsibilities shall include the recruitment, training, and recognition of volunteers. The Committee shall maintain a strong volunteer program in support of the Museum and serve as a communications link between volunteers and staff.

(h) Development Committee. The Development Committee shall devise methods of achieving increased financial support and recognition for the Museum. The Committee shall prepare plans in response to the Museum's long range goals and shall monitor the effectiveness of those plans.

ARTICLE IX MEETINGS OF THE MUSEUM

The Annual Meeting of the Museum shall be held during the month of June at a time and place determined by the Board of Trustees. The President may call a Special Meeting of the Museum at any time, and he/she must call such a meeting upon the written request of ten (10) or more members of the Museum or three (3) or more members of the Board of Trustees. Notices stating the purposes of the Annual Meeting and of any Special Meeting must be mailed to the membership at least fourteen (14) days before the date set for the meeting.

ARTICLE X QUORUM

1. Provided the required notice shall have been duly given, those members present at any Annual or Special Meeting of the Museum shall constitute a quorum.
2. One-third or more of the number of ~~voting trusteeship~~trustees and officers at the time shall constitute a quorum for the transaction of business at any meeting of the Board.
3. A majority of the members of any committee, other than ex officio members, shall constitute a quorum for any meeting of its members.
4. VOTING (OUTSIDE OF MEETINGS)
Any action required or permitted to be taken at a meeting of the Board, Executive Board, or any Committee, standing or ad hoc, may be taken without a meeting if a majority of Trustees of their respective Boards or Committees consent thereto. The action must be evidenced by one or more written consents describing the issue presented, action taken, and response signed by each Trustee in one form or counterparts. A consent reached in this manner has the same force and effect of a meeting vote, may be described as such in any document and shall be filed with the minutes of proceedings of the Board.

ARTICLE XI
CODE OF ETHICS

All trustees, staff and volunteers shall agree to adhere to the Code of Ethics of the Florence Griswold Museum, and to carry out their primary duties of Obedience, Loyalty and Care, as outlined in said Code.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The Museum shall indemnify and advance expenses to any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than one by the Museum) by reason of the fact that such person is or was a director, officer or employee of the Museum to the fullest extent permitted by applicable law.

ARTICLE XIII
FISCAL YEAR

The Fiscal Year of the Museum shall correspond with the calendar year.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order (Revised) shall govern meetings of the Museum in all cases in which they are consistent with these Bylaws.

ARTICLE XV
AMENDMENTS

These Bylaws may be amended by a majority vote of the members present and voting, at any Annual Meeting or at any Special Meeting, provided written notice of the proposed action shall be given to the membership not less than fourteen (14) days in advance.

The Board of Trustees will normally take the initiative in proposing changes in the Bylaws, but any member of the Museum may offer a resolution to amend the Bylaws, provided (1) that the full text of the resolution is submitted to the Secretary in writing not less than sixty (60) days prior to the Annual Meeting at which the resolution is to be

voted on, and (2) that the resolution is accompanied by the signatures of not less than ten other members in good standing.

The full text of any resolution submitted by a member shall be included with the call to the meeting at which it is to be voted upon and shall also be accompanied by a recommendation, approved by a majority of the Board, that the resolution be either accepted or rejected by the full membership of the Museum. If the Board recommends a vote against the resolution, it may include a short statement of not more than one hundred (100) words giving the reasons for its action, and in that case those favoring the resolution shall have the privilege of including a similar statement in support of their position.

ARTICLE XVI
ADOPTION

These Bylaws shall supercede all previous Bylaws of the Museum and shall become effective immediately upon their adoption by a majority of those voting in person at an Annual Meeting or at a Special Meeting called for the purpose.

* * *

Adopted May 17, 1980
Revised June 12, 1983
Revised October 27, 1987
Revised June 11, 1989
Revised June 5, 1992
Revised June 5, 1993
Revised June 7, 2002
Revised June 3, 2005
Revised June 1, 2007
Revised June 7, 2013
Revised June 7, 2019

Committee on Trustees Report

Good evening, everyone. I had hoped that we could congratulate together our new President and museum Officers, express our gratitude for the six-year service of Paul Holt, Deborah Moore, and Clinton Standart, welcome in person our distinguished new trustees, and applaud David Dangremond for his many contributions. That will happen when once again we meet in person, but today please join me in a virtual welcome and a distanced but heartfelt thank-you.

I now present to you the slate of officers, term trustees, and charter trustees for the year 2020-2021:

-Officers:

Deborah Moore, President; John Noyes, 1st Vice President; Jane Rapport, 2nd Vice President; Deborah Butler, Secretary; Lee Pritchard, Assistant Secretary; Andy Baxter, Treasurer; Paul Holt, Assistant Treasurer; and James W. Carey, Counsel

-New Term Trustees, for three-year terms:

Kay Clarke, Dianne Embree, Monique Foster, Jac Lahav, Diane Mallory, and Timothy McLaughlin

-Continuing term trustees, for three-year terms:

Jonathan Cohen, Richard Millard, and Barbara Smith

-New Charter Trustee, for a three-year term: David Dangremond

-Continuing Charter Trustees, also for three-year terms: Mary Ann Besier, Charles Clark, Carolyn Wakeman, and George Willauer

Two of the trustees we are nominating are well known to us. Dianne Embree and Monique Foster return to board service after completing previous six-year terms in 2019. I would now like to provide brief summaries of the exceptional qualifications of the other four prospective board members:

After a distinguished corporate career in New York, Boston, and Hartford, Kay Clarke, who lives in Old Lyme, received a BFA in painting from the Lyme Academy of Art and an MFA from the Massachusetts College of Art. She has exhibited widely in local

galleries in CT and MA, has extensive non-profit board experience, and is a donor to the Museum's collection

Jac Lahav exhibited the remarkable portrait series *Great Americans* at the Museum to widespread acclaim in spring 2019. Highly respected in the New York art world, Jac lives in Lyme with his young family and brings wide connections and creative ideas to the Museum board.

Diane Mallory moved to Old Lyme from Greenwich a decade ago and has served on the Executive Committee of the Lyman-Allyn Museum, as President of SeCoast during its fight to block the FRA's proposed bypass through Old Lyme, and as a board member of Lyme Youth Services Bureau. She remains actively involved in the community as a member of Old Lyme's Historic District Commission and an Executive Committee member of Musical Masterworks.

Dr. Timothy McLaughlin, who lives in Farmington, is a retired orthopedic surgeon and a distinguished collector of American art. He is a former trustee of the Wadsworth Atheneum and a former president of the New Britain Museum, which published a catalog of his art collection, titled *American Reflections*, in 2010.

May I have a motion to approve the proposed slate.

May I have a second.

All in favor.

All opposed.

The 2020 slate for the Florence Griswold Museum is approved.

I now have the pleasure of honoring our outgoing President, David Dangremond. You will remember that two years ago when Jeff Andersen completed his service as director, the board voted to give him the honorary title *Director Emeritus* in grateful recognition of his long and distinguished service to the Museum. In that same spirit, the Committee on Trustees recommended, and the Board of Trustees approved, by a unanimous vote, that the board give the honorary title of *President Emeritus* to David Dangremond, in grateful recognition of his own long and distinguished service to the Museum over 33 years.

David has brought a wealth of knowledge and experience to his service here. He is a retired professor of Art History at Trinity College; former director of the Webb-Deane-Stevens Museum in Wethersfield and the Bennington Museum in Vermont; and past president of the Wadsworth Atheneum, where he oversaw a \$40 million renovation of America's oldest public museum and was awarded the prestigious Goodwin Medal for extraordinary service. At the Flo Gris, David has served most recently as President and before that as vice-president from 1992-2018. He has been a trustee since 1987, and during that period chaired the Collections Committee for 25 years and served on the Planning Committee for 30 years. He also chaired our previous Master-Planning Task Force and co-chaired our last, very successful Capital Campaign, which raised \$18.5 million for land acquisition, gallery construction, and restoration of the Griswold House, and which substantially increased the Museum's endowment. We are extraordinarily grateful for the Dangremonds' generosity to the Museum over three decades. We are reminded of that spirit of giving when we gather in the David & Mary Dangremond room and when we acquire a new work of art for our collection thanks to the endowment fund that David created. We look forward to his continuing contributions to the Museum in the years ahead.

And now it is my great pleasure to welcome the new President of the Florence Griswold Museum, Deborah Moore, to offer some concluding remarks.

Report of the Committee on Trustees

The following is the proposed slate of Officers and Trustees of the Florence Griswold Museum for election at the Annual Meeting on June 5, 2020.

Officers (for one-year terms)

Deborah Moore, President
John Noyes, 1st Vice President
Jane Rapport, 2nd Vice President
Deborah Butler, Secretary
Lee Pritchard, Assistant Secretary
Andy Baxter, Treasurer
Paul Holt, Assistant Treasurer
James W. Carey, Counsel

Term Trustees (for three-year terms from 2020-2023)

First term:

Kay Clarke
Dianne Embree
Monique Foster
Jac Lahav
Diane Mallory
Timothy McLaughlin

Second term:

Jonathan Cohen
Richard Millard
Barbara Smith

New Charter Trustee: (for three-year term from 2020-2023)

David W. Dangremond

Continuing Charter Trustees: (for three-year terms from 2020-2023)

Mary Ann Besier
Charles Clark
Carolyn Wakeman
George Willauer

Respectfully submitted,
Carolyn Wakeman, Chair
Mary Ann Besier
Deborah Butler
Jeffrey Cooley
Paul Holt
Barbara Smith
Robert Webster
George Willauer

Annual Meeting Closing

Thank you, David. Thank you for your thirty years of service to the Museum. I look forward to working with you in the future and know that you will continue to be an ardent supporter of the Museum.

Good evening everyone. Thank you all for making the effort to attend this year's annual meeting. I know that we all have become accustomed to technology to reach out to friends, to stay informed, and to attend meetings, but it is not ideal. One cannot take a stroll through the gardens, be the first to view an exhibit, or greet friends on the terrace on a warm summer evening, but we are here together. Tonight, we have heard about the Museum's successes in the past 12 months all the while understanding the challenges that lie in front of us.

So, I too would like to commend the staff at the Museum for all that they have done since the Museum closed. There was no doubt that each member of the staff would find a way to do their job in this new environment. There was no doubt that the collective body of such a creative team would find ways to bring the Museum into people's living rooms. Faced with the loss of fundraising events the Development Department has become inventive and adaptive. Curatorial has been preparing for upcoming exhibits. The gift shop has continuously posted revenue. [I recommend sending care packages to friends.] The Museum and its artwork are secure. Under a cloud of uncertainty, everyone has forged ahead all while worrying about their health, their families, and their economic wellbeing. To all of you, thank you. We appreciate all that you have done. It is your creativity, spirit, and loyalty that will lead the Museum through this period. Thank you, Becky for navigating us through this storm. We are fortunate to have you at the helm and we appreciate everything that you do.

Just about a year ago we began the process of developing our next Strategic Plan. The plan would have built on the 2016-2020 Strategic Plan and established the direction for the museum for the next four years and the groundwork for the future. Everyone was energized with the prospect of fulfilling the Master Plan. With the hiring of the Winkler Group we conducted interviews and surveys, many of which included you. We were preparing for a board retreat to establish our strategic priorities when the Museum closed. Shortly thereafter the Governor shut down most of the State to prevent the spread of COVID-19. Strategic planning paused. Nearly everything around us paused. And when the pause lasted more than two weeks, life as we knew it started to change. A pandemic changes the world.

How does the pandemic alter the future of the Florence Griswold Museum? We do not exactly know the answer to this question. However, with careful stewardship of our resources, both human and capital, we will survive the temporary museum closure. But

what is next in the post COVID world? How has the landscape of the world changed? How has the landscape of museums changed? Our mission to foster the understanding of American art, with emphasis on the art, history, and landscape of Connecticut will not change; how we achieve our mission may change. Sustainability and the visitor experience have always been priorities for museums and will continue to dominate the conversation in the post-COVID world, but the conversation will be different considering the challenges that face us. Tonight, Becky alluded to the preparations underway to reopen under new safety guidelines. The situation is fluid and will require flexibility and adaptability on everyone's part, but we will adapt.

I choose to be optimistic about the future of the Museum. We are led by an Executive Director who rises to a challenge and is already charting a course forward. The staff is loyal, talented, and tireless. We are a board of trustees who is committed to the success of the Museum. We will create and implement a strategic plan that rises to the challenges and secures our future. I see a museum that will once again be full of people, both young and old enjoying the permanent collection and engaging new exhibits. I see artists painting alongside the Lieutenant River and people on the porch enjoying lunch. I see the completion of the Master Plan. It just may take more time to get there.

Tonight, I ask all of you who love the Museum and recognize how important it is for us today and in the future to continue to be supportive. The museum needs all of you—trustees, staff, volunteers, and members. There is much to be done.

Thank you and I look forward to working with all of you.

Is there any other new business?

At this point I would ask for a motion to adjourn the 2020 Annual Meeting.

Is there a second?

Motion carried.

Thank you again for being here this evening. Be safe. We will all see each other soon.