

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 Krieble 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 trusteeships~~ 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.

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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
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