

Proposed Bylaws Amendments

- Article II:
 - Condensed the purpose of the Museum

- Article III:
 - Defined membership: individual, organization, institution, or corporation
 - Stated that each member only receives one vote per member
 - Moved approval of Officers and Trustees by membership from Article V
 - Documented members' responsibilities

- Article IV:
 - Reduced the officers and defined the roles
 - Defined term limits for officers
 - Allowed for delegation of authority

- Article V:
 - Clarified size of Board
 - Stated the Director as part of the Board, pursuant to Article VIII
 - Redefined trustees, removing Charter Trustees except for existing class
 - Removed restrictions around becoming an Honorary Trustee, allowed them to serve on committees
 - Defined quorum for Board meeting business
 - Included approval process for at-large Executive Committee members
 - Defined process for resignation from the Board
 - Included approval process for Bylaw amendments
 - Specified the Chair's ability to call special meetings of the Board

- Article VI:
 - Added at-large members and outgoing Chair to Exec. Com.
 - Defined Committee's responsibilities
 - Specified the Chair's ability to call special meetings of the Committee

- Article VII:
 - Defined composition of committees and allowed for committees to form subcommittees
 - Committee on Trustees renamed Governance Committee and defined responsibilities
 - More defined responsibilities for Investment Committee
 - Combined Development and Membership Committees to form Institutional Advancement Committee and defined the responsibilities
 - Added the Finance and Audit Committees and defined their responsibilities

- Readded Buildings & Grounds Committee and defined the committee's responsibility
- Article VII
 - Now "Director" article, moved from between Trustees and Committees
 - Defined Director's duties and gave voting rights on Collections Committee
- Article X
 - Included remote/virtual participation in meetings
 - Clarified taking action without a meeting
 - Repeated the previously stated approval requirements for Board action
- Article XI
 - Clarified who shall agree to adhere to the Museum's Code of Ethics
- Article XIV
 - Renamed to "Formal Organizational Procedure"
 - Stated "current" Robert's Rules and not a specific edition
 - Defined what meetings follow Robert's Rules
- Article XV
 - Increased percentage of members needed to propose changes to the Bylaws
- Article XVI
 - Substituted list of revised dates with most recent revision date



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, conserving, exhibiting, and interpreting art and artifacts, the Museum will:

1. maintain all 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; and
3. maintain its collections in accordance with standards and principles established by the American Alliance of Museums.

ARTICLE III MEMBERSHIP

1. Membership is available to any individual, organization, institution, or corporation interested in promoting the aims and objectives of the Museum.
2. There shall be one class of members. The Board of Trustees (hereinafter sometimes called the "Board") may establish categories of member contributions, including minimum contributions required for memberships of specified duration and dates when contributions are payable.
3. Failure of any member to pay the membership dues within such period of time as specified by the Board of Trustees shall be considered a withdrawal by such member from the Museum unless the Board of Trustees determines otherwise.
4. Only those individual, organizational, institutional, and corporate members of the Museum who have paid their membership dues in full and who are otherwise in

good standing shall be entitled to vote, one vote per member, at meetings of the Museum and for the election of Officers and Trustees of the Board of Trustees.

5. Officers and Trustees shall be elected at the Annual Meeting of the Museum by a majority of the members present and voting from a slate approved by the Board of Trustees.
6. Members shall approve amendments to the Bylaws.
7. Members may propose changes in the Bylaws in accordance with Article XV.

ARTICLE IV OFFICERS

The elected Officers of the Museum shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. 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. An Officer may be re-elected, but in no event shall the same person hold the same office for more than seven years. The terms of office of all Officers elected at any Annual Meeting shall begin at the conclusion of the meeting. All elected Officers shall be Trustees. The duties of the elected Officers shall be as follows:

1. Chair. The Chair shall be the presiding officer of the Board. In the event of the Chair's absence, resignation, or death, the duties of the office shall devolve successively upon (1) the Vice-Chair, (2) the Secretary, (3) the Treasurer.
 - (a) Powers & Duties: He or she shall be Chair of the Board and of its Executive Committee; shall be *ex officio* and voting member of all committees, except for the Governance Committee; shall make all appointments of standing and ad hoc committee chairs; may recommend at-large Executive Committee members to the Governance Committee; and shall call all meetings of the Board and Executive Committee, including special meetings.
 - (b) Presiding: The Chair shall preside at all meetings of the Board, the Executive Committee, and the general membership.
2. Vice-Chair. The Vice-Chair shall assist the Chair and shall assume such responsibilities as he or she may delegate.
3. 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. Pursuant to a resolution of the Board, the Secretary may be authorized to delegate some or all of his or her duties set out above to the Director.

4. Treasurer. The Treasurer shall be responsible for reviewing and overseeing the financial administration policies and procedures of the Museum on behalf of the membership and the Board of Trustees to ensure that the Museum is managed in a financially sound and responsible manner and shall have such other duties as are typically ascribed to the office of Treasurer. Pursuant to a resolution of the Board, the Treasurer may be authorized to delegate some or all of his or her duties set out above to the Director.
 - (a) Committee Service: The Treasurer shall chair the Finance Committee and shall serve on the Investment Committee.
 - (b) Budget Preparation: Together with the Chair, the Treasurer shall consult with the Director in the preparation and presentation of an annual budget of the Museum.
 - (c) Reporting Duties: In consultation with the Chair, the Director, and the Director of Finance, the Treasurer shall review reports on the financial position of the Museum to the Board of Trustees prior to each Board of Trustees meeting and shall make recommendations for any actions needed to provide for the financial health and stability of the Museum.
 - (d) Report to Membership: The Treasurer shall report on the financial condition of the Museum to the membership at the Annual Meeting.

Appointed Officers. In addition to the four 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.

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 consisting of:
 - (a) the four elected Officers listed in Article IV above;
 - (b) not more than 29 additional Trustees; and,
 - (c) the Director, pursuant to Article VIII.
2. Election to such office shall be for a term of three years. Except while serving as an elected officer, no Trustee shall serve for more than three consecutive terms. Service of one year by a Trustee who is filling an unexpired term shall not be taken into account in determining eligibility for re-election. A former Trustee who has not held such office for one year or longer shall be eligible for re-election.

Trustees serving as Charter Trustees as of June 3, 2022, will retain their classification but will be included in the overall number of Trustees. Election to such office shall be for a term of three years. Charter Trustees shall be eligible for re-election, and any

other provision in this Article V notwithstanding, may consecutively serve more than three terms. With this exception, all provisions of these Bylaws applicable to Trustees shall apply to continuing Charter Trustees.

3. On the recommendation of the Governance Committee, the Board of Trustees may also elect Honorary Trustees. Election to this position shall be from past Trustees who have demonstrated continuing interest and concern for the objectives of the Museum. 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. Honorary Trustees may be invited to serve on committees, in a non-voting capacity.
4. Prior to Officer and Trustee election by the membership at the Annual Meeting, Officers, at-large members of the Executive Committee, and other Trustees must be approved by a majority of the members of the Board of Trustees in attendance at the Board Meeting.
5. By a vote of two-thirds of the members of the Board of Trustees in attendance at the Board Meeting, the Board may request the resignation of, or may dismiss for cause, any Officer or Trustee of the Museum.
6. Any Officer, at-large members of the Executive Committee, or Trustee may resign from his or her position at any time by delivering written notice to the Chair. Unless the written notice specifies a different effective time, the resignation shall be effective when the notice is delivered to the Chair.
7. On the recommendation of the Governance Committee, the Board of Trustees may fill any vacancy of any Officer, at-large member of the Executive Committee, or Trustee by appointing another to serve until the next Annual Meeting of the Museum.
8. On the recommendation of the Governance Committee, amendments to the Bylaws must be approved by a majority of the members of the Board of Trustees in attendance at the Board Meeting prior to approval by the membership at the Annual Meeting.
9. Specific responsibilities of the Board of Trustees shall include the following:
 - (a) Safeguarding and furthering the mission of the Florence Griswold Museum, avoiding circumstances in which the interests of the Florence Griswold Museum are or appear to be compromised by Trustees' own business or personal interests, and conducting the affairs of the Museum through a decision-making process that is legal and ethical, and involves actions that are taken in good faith and are prudent under the circumstances.

- (b) Approval of the annual budget as formulated by the Director in consultation with the Chair and the Treasurer.
 - (c) Approval of purchase of items for the collections that may be recommended by the Director and the Collections Committee.
 - (d) Action on gifts offered to the Museum that carry special restrictions or conditions.
 - (e) Approval of the gift, exchange, or sale of collections or property belonging to the Museum.
 - (f) On the recommendation of the Executive Committee, approval of the appointment or the termination of the Director and any changes in the Director's status or compensation package.
 - (g) 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.
 - (h) Approval of expenditures as indicated by the Museum's Financial Management Policy.
 - (i) Approval of the Strategic Plan and any other long-range plans.
 - (j) Attendance at meetings of the Board. A Trustee who is not present in person or electronically for four consecutive meetings shall be deemed to have resigned unless such absences are excused by the Chair.
 - (k) Trustees shall receive no pay or compensation of any kind for the performance of their duties.
10. The full Board of Trustees shall meet at the call of the Chair, but not less frequently than four times a year. Written or oral notice of any meeting of the Board shall be given to each member of the Board at least seven days before the meeting. In addition to the Officers and Trustees that comprise the Board, the Chair shall have the privilege of inviting to Board meetings guests who have a special interest in the topics under discussion.
11. The Chair may call a Special Meeting of the Board at any time. Written or oral notice stating the purposes of the Special Meeting shall be given to each Trustee at least seven days before the meeting.

ARTICLE VI EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected Officers and no fewer than three and no more than five at-large members, who shall be Trustees. The outgoing Chair will serve on the Executive Committee for one year following his or her final term as Chair.

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 Executive Committee shall:

1. approve the Chair's selection of committee chairs;
2. be responsible for the annual performance review of the Director and shall recommend to the Board of Trustees any changes in the Director's status or compensation package; and ,
3. advise the Director on human resource matters and on compliance with relevant laws and regulations and succession planning, and will review and approve new or revised human resource policies recommended by the Director.

The Chair may invite guests to be present at Executive Committee meetings when matters falling within their spheres of interest are to be discussed. The Chair may call a Special Meeting of the Executive Committee at any time. Written or oral notice stating the purposes of the Special Meeting shall be given to each member of the Committee at least two days before the meeting.

ARTICLE VII COMMITTEES

Except for the chair of the Finance Committee, all committee chairs shall be appointed by the Chair and approved by the Executive Committee. Appointments shall be made annually. All committee chairs shall report to the Chair. All standing committees shall consist of at least six members. The majority of the members of each committee shall be Trustees, provided, however, that this requirement does not apply to the Institutional Advancement Committee. All committee members shall be appointed by the committee chair. All committee chairs shall be Trustees. The Chair shall be an *ex officio* and voting member of all committees, except for the Governance Committee. All committees are authorized to establish any subcommittees their members consider appropriate. All committees must meet at least once a year. Each standing committee must abide by its committee charter. In addition to such ad hoc committees as the Chair may from time to time appoint, there shall be the following standing committees:

1. Governance Committee. All members shall be Trustees, and at least one member shall have been a member of the previous Committee. Any officer, except the Chair and the Vice Chair, may be a member of the Governance Committee. The chair of the Governance Committee may invite the Chair and Vice-Chair to attend a meeting of the Committee. The Committee shall focus on core governance issues, including the governing documents of the Museum. The Committee shall assist the Board of Trustees in:
 - (a) developing and overseeing the implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board, Board Guidelines, and conflicts of interest;
 - (b) determining the qualifications and characteristics needed by Trustees;
 - (c) identifying, screening, and reviewing individuals who are qualified to serve;
 - (d) recommending to the Board candidates for nomination and election as Officers, Trustees, at-large members of the Executive Committee, or Honorary Trustees;
 - (e) assisting in the orientation for newly elected Trustees;
 - (f) evaluating the effectiveness of Trustees; and,
 - (g) reviewing on a regular basis the overall governance of the Museum and recommending improvements when necessary to the Board.
2. Investment Committee. The Investment Committee shall have responsibility for the Museum's investments. The Committee shall review the status of the endowment at least quarterly and shall report its findings to the Board of Trustees at least once during each calendar year. It shall develop and implement investment policies and practices and oversee the investment and management of the investable assets of the Museum.
3. Planning Committee. The Planning Committee shall assist the Board 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.
4. Collections Committee. The Collections Committee shall be responsible for implementing the Collections Management Policy enacted by the Board of Trustees, including acquisition and deaccessioning of collections objects.
5. Institutional Advancement Committee. The Institutional Advancement Committee shall develop methods of achieving increased financial support, including the annual fund and membership, as well as recognition for the Museum. The Committee assists in the creation and execution of cultivation, solicitation, and stewardship activities that advance the mission and message of the Museum to the community at large.

6. Finance Committee. The Treasurer is the Chair of the Finance Committee. The Committee will oversee the financial affairs of the Museum, including evaluation and consideration of the annual budget prepared by the Director and the quarterly reporting of operating results in comparison to the annual budget. The Committee will provide guidance and recommendations to the Director to promote the prudent management of the Museum's financial affairs. After due consideration and upon an affirmative resolution of the Committee, the annual budget and other matters requiring additional approval will be submitted to the Executive Committee and Board.
7. Audit Committee. The Audit Committee shall receive and review the annual audit of the Museum and present it to the Board for acceptance. The Audit Committee shall assist the Board of Trustees in fulfilling its responsibility to provide oversight of management regarding: (a) the Museum's systems of internal controls and risk management, (b) the integrity of the Museum's financial statements, and (c) the engagement, independence, and performance of the Museum's independent auditors. Committee members should possess financial literacy.
8. Building and Grounds Committee. The Committee will monitor, review, and recommend action to maintain, repair, and develop the buildings and grounds. It will assist in the preparation and monitoring of a facilities plan for major maintenance projects and for any recommended refurbishing or improvements of the Museum buildings and grounds.

ARTICLE VIII 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:
 - (a) implementing the policies established by the Board;
 - (b) managing the employees, directing the employees in carrying out the mission of the Museum, and, in consultation with the Chair, hiring and terminating Museum employees;
 - (c) directing the Museum's operations and, with the assistance of employees, preparing and submitting the annual budget to the Finance Committee;
 - (d) presenting the program and exhibition schedule to the Board;
 - (e) all other duties outlined in the Director's job description; and,
 - (f) any additional duties assigned to the Director.
2. The Director shall be a non-voting *ex officio* member of all standing committees and a voting member of the Collections Committee. He or she will be a non-voting *ex-officio* member of the Board of Trustees and shall be present at all meetings of the

Board, except when his or her own tenure, performance, or salary is under discussion, or as requested by the Chair.

3. If required by the Board, the Director shall be bonded.

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 Chair may call a Special Meeting of the Museum membership at any time, and he or she must call such a meeting upon the written request of ten or more members of the Museum or three 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 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 Trustees and Officers at the time shall constitute a quorum for the transaction of business at any meeting of the Board. Approval of business items will require a majority of the members of the Board of Trustees in attendance at the Board Meeting unless Robert's Rules requires a higher threshold.
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. Participation in Meeting by Teleconference or Similar Means. A Trustee may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Trustees participating in the meeting may simultaneously hear one another during the meeting. A Trustee participating in a meeting by this means is deemed to be present "in person" at the meeting. The same is applicable to all standing and ad hoc committee meetings.
5. Transaction of Business by Unanimous Written Consent. Any Museum action required or permitted to be taken by the Board (or a committee of the Board, as applicable) may be taken without a meeting if each Trustee on the Board (or committee, as applicable) signs a written consent describing the action taken or to be taken and delivers it to the Museum for inclusion within the Museum's records.

Action taken under this Section is effective when the last Trustee signs the written consent, unless the written consent specifies the time at which the action taken thereunder is to be effective. A consent signed under this paragraph has the effect of a meeting vote and may be so described. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via email and the Trustees may "sign" such consent by responding in the affirmative via email, provided each e-mail response contains the applicable Trustees "electronic signature" as defined in Conn. Gen. Stat. § 1-267(8), as the same may hereafter be revised or replaced.

ARTICLE XI CODE OF ETHICS

All Trustees, and employees 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. The Code of Ethics and Conflict of Interest Questionnaire shall be signed yearly by all Trustees, employees, and volunteers.

ARTICLE XII INDEMNIFICATION OF TRUSTEES, 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 Trustee, 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 FORMAL ORGANIZATIONAL PROCEDURE

The rules contained in the current *Robert's Rules of Order* shall govern meetings of the Museum's membership, Board, and Executive and standing committees 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 of the members, provided written notice of the proposed action shall be given to the membership not less than 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 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 at least five percent of 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 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 supersede 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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Revised [June 3, 2022]