

Springfield Museums Corporation

Bylaws

I. Corporatorship

1. The Corporators of the Springfield Museums Corporation (the "Museums") shall be those persons selected by the Corporators at the Annual Meeting of the Corporators of the Museums (the "Annual Meeting").
2. Any person may be recommended for Corporatorship to the Nominating Committee. All such recommendations must be received by the Nominating Committee from Corporators by June 1 preceding the Annual Meeting.
3. Each elected Corporator shall serve a one-year term and be eligible for reelection. In order to serve as a Corporator, an individual must become a member of the Museums at any one of the established membership levels and agree in writing to fulfill the responsibilities and requirements of a Corporator. Each Corporator shall serve during his or her term as long as he or she fulfills the role of Corporator.
4. Corporatorship shall be terminated by death or resignation of a Corporator or the failure of any Corporator to pay any applicable membership fees. In addition, the Board of Trustees of the Museums (the "Board"), by affirmative vote of two-thirds of the members of the entire Board, may terminate a Corporatorship for cause.

II. Meetings of the Corporators

1. Meetings of the Corporators of the Museums shall be held as follows:
 - a. The Annual Meeting shall be held in September at such date, hour and place as shall be designated in the notice of the meeting.
 - b. Special meetings of the Corporators of the Museums may be called by the Chair of the Museums, or the Board, upon written application of Corporators representing at least ten percent of the smallest quorum of Corporators required for a vote upon any matter at the Annual Meeting.
 - c. The business to be transacted at any special meeting shall be set forth in the notice of the special meeting delivered to the Corporators in accordance with the requirements of Section 2 of this Article.
2. A written notice sent by regular or electronic mail or other reasonable means of communication of each meeting of the Corporators, stating the place, day and

hour of such meeting and the business to be transacted, shall be given to each Corporator at least seven days before the date fixed for such meeting, addressed to each Corporator at the Corporator's postal or email address as it appears upon the books of the Museums.

3. Meetings of the Corporators may be held via conference call or online video call as needed.
4. At all meetings, each Corporator shall be entitled to one vote upon all questions which may arise. Corporators may vote by proxy.
5. Forty Corporators or a majority of the Corporators, whichever number is less, shall constitute a quorum for the transaction of business at all meetings of the Corporators.
6. Any action required or permitted to be taken at any meeting of the Corporators may be taken without a meeting if a written consent thereto is signed by all the Corporators and filed with the records of the meetings of the Corporators. Such consent shall be treated as a vote of the Corporators for all purposes.

III. Board of Trustees

1. The Board shall consist of up to 31 members elected by the Corporators from among their members. As long as the Memorandum of Understanding effective January 1, 2007 between the City of Springfield and the Museums is in effect, at least 25% of Trustees shall be Springfield residents (including the two Mayoral Appointed Trustees as provided in Section 2 of this Article).
2. Pursuant to the Memorandum of Understanding referred to in Article III, Section 1, the Mayor of the City of Springfield has the right to submit names of four persons to serve as possible Trustees of the Museums, of which two shall be chosen by the Board to serve as Trustees for the earlier of a three- year term or until the inauguration of a new Mayor. These Trustees shall have full voting rights and shall be designated "Mayoral Appointed Trustees." Mayoral Appointed Trustees shall not be eligible for appointment as officers.
3. Each Trustee shall hold office, subject to law and to these bylaws, for a three- year term, except that any Trustee elected to fill a vacancy in the Board shall hold office, subject to law and to these bylaws, until the expiration of the three-year term of the Trustee who created such vacancy.
4. If the office of any Trustee becomes or remains vacant by reason of death, resignation, removal or disqualification of an incumbent Trustee, the Board may appoint a director to fill such vacancy. Any vacancy in any committee of the Board may be filled by the Trustees. The Board shall have and may

exercise all its powers notwithstanding the existence of one or more vacancies in its number as fixed by the Corporators.

5. Trustees shall be bound by the Museums' Code of Ethics and Service Commitment Pledge for the Board of Trustees.
6. No Trustee may serve more than three consecutive three-year terms, but any Trustee who has so served may be re-elected to the Board after one year from the date of expiration of his or her last term as a Trustee. Notwithstanding the foregoing, a Trustee who, prior to the commencement of the last year of his or her third three-year term, is then the Vice Chair or Chair, may, upon completing his or her term as Vice Chair or Chair (including any Vice Chair who completes a term as Chairperson after succeeding to that office) be nominated as a Trustee to serve for the greater of (a) his or her remaining term as Vice Chair or Chair or (b) two years.
7. The Board shall approve the overall goals of the Museums. It shall have the general management, control and direction of all the business affairs of the Museums and of its trusts and undertakings, with full power to make investments and all sales and transfers of real estate and personal property belonging to or in the charge or control of the Museums. It is responsible for the overall policy of raising necessary funds. The annual operating budget of the Museums and all other expenditures shall be approved by the Board. The Board shall have power to adopt a corporate seal and approve the annual budget. The Board may make, for its own government and for the transaction of business of the Museums, rules and regulations not inconsistent with these Bylaws and the laws of the Commonwealth.
8. It is the obligation of the Board to uphold the broad scope of the purpose of the Museums as stated in the Museums' Articles of Organization, as amended.
9. The Board shall meet at least six times per year. The Board shall meet at such other times as the affairs of the Museums require. Notice of all meetings of the Board other than the Annual Meeting shall be established by the date of the Annual meeting and distributed to Trustees through electronic means or by mail. A simple majority of the members of the Board shall constitute a quorum for the transaction of business. The Chairperson of the Board may invite the Chairperson of any one or more ad-hoc committees to attend any meeting of the Board. The Chairperson of any ad-hoc committee so attending a meeting of the Board, if he/she is not a Trustee, shall not be entitled to a vote. In cooperation with the President, the Chairperson may invite one or more Trustees Emeriti to attend any meeting of the Board. Trustees Emeriti so attending a meeting of the Board shall not make motions, vote or attend Executive Sessions.

10. In the event of an emergency requiring an immediate decision as determined by the Chair in his/her sole discretion and if a quorum of the Board cannot be achieved, the Chair of the Board may assemble an Emergency Committee consisting of: the Chair of the Board; the Vice Chair; the Treasurer; and the Chairs of the Physical Plant, Advancement, and Collections Committees in order to conduct the business of the Board, Four (4) of the six (6) members of the Emergency Committee shall constitute a quorum for the committee to transact any business that the Board is permitted under law to delegate to the Emergency Committee. The decisions of the Emergency Committee shall be binding upon the Board, and shall be ratified by the Board at the next Board meeting.

11. Members of the Board or any committee designated by the Board may participate in any meeting of such Board or committee by means of a conference call or other electronic communication equipment. Meetings of the Board or any committee designated by the Board may occur by means of a conference call, video call or other electronic communication equipment by which all directors participating may simultaneously hear each other during the meeting. The Board may act without a meeting if all of the Trustees then in office file a written consent to the action with the records of the meetings of the Trustees. Such written consent may be delivered electronically.

12. Trustees Emeriti.

- a. The title of Trustee Emeritus is reserved for former members of the Board who, in the judgment of the Board, have provided distinguished and meritorious service, outstanding leadership and exceptional contributions to the Museums.
- b. Trustees Emeriti serve a valuable role as mentors and consultants to the Board, providing the benefit of their previous experience as trustees. The Emeriti Trustees participate in the life of the Museums as important members of the community and are available to assist and represent the Museums as requested.
- c. The Governance Committee will conduct an annual review of former Board members and may nominate individuals for election to Emeritus status by the Board. Members of the Board may also recommend former trustees to the Governance Committee for consideration as Trustee Emeritus status.
- d. Qualifications for Trustee Emeritus status includes Board of Trustees service and may also include the following:

- A minimum of 9 years of service on the Board

- A consistent record of donations made in support of the Museums at the level of the Society of William Rice or higher or be a major gift donor
 - Service as the chairperson of a standing or ad hoc committee
 - A consistent record of attending and actively participating in Museums' events, activities and initiatives
- e. Trustee Emeriti are bound by the Museums' Code of Ethics and Service Commitment Pledge for the Board of Trustees.
 - f. After an individual has been granted the title of Trustee Emeritus, he or she may be nominated to serve additional terms on the Board. The Trustee would retain Trustee Emeritus status but would be granted all Trustee rights.
 - g. A Trustee Emeritus is eligible to become a member of any standing committee of the Board, in accordance with the Museums' bylaws, with the exception of the Governance Committee.
 - h. Election to Trustee Emeritus status requires majority vote of the members present.
 - i. The title of Trustee Emeritus may be conferred posthumously at the discretion of the Board.
13. Removal of Trustees or Committee Chairs. Upon the recommendation of the Board Chair, Vice Chair or the Emergency Committee, a Trustee or the chair of a Committee may be removed from office, for cause, by a vote of two-thirds of the Trustees at a regular or special meeting of the Board, provided that a quorum is present and that prior written notice has been given of such removal action.

IV. Standing and Ad-hoc Committees

1. The Board standing committees of the Board shall consist of the following committees: Advancement, African Hall, Audit, Collections, Finance, Governance, Investment, Marketing, Communications and Community Relations, Mi Museo, and Physical Plant. The Board may create such ad-hoc committees as are necessary to conduct its affairs. To the extent allowed by

law, the Board may delegate its authority to any Committee whose members consist only of Trustees.

2. Each Committee shall consist of a chair, a vice chair and at least three other members. The chair of each standing committee must be a Trustee. The chair of each ad-hoc committee and subcommittee must be a Corporator. Any chair of any subcommittee must also be a member of the committee under which such subcommittee was created. Other than the Chair or Vice Chair of the Board, no person can serve on more than three standing committees, unless s/he is serving in an *ex officio* capacity.
3. Chairs of the committees and subcommittees shall be appointed or re-appointed for a term of one year upon the recommendation of the Governance Committee, provided, however, that in no event shall the chair of any committee be re-appointed for any term that would result in such chair having served in such capacity for greater than five (5) consecutive years, provided that any such person may subsequently be appointed as chair of the same committee after one year from the expiration of his or her last term as the chair of such committee.
4. Each committee member shall be either a Trustee or a Corporator with specific requirements for each standing committee's membership presented in the following sections. Except for the Governance Committee, all standing committee and subcommittee members and the chairs of each committee shall be appointed by the Board on the recommendation of the Governance Committee. The chair of the Governance Committee and those Trustees of that Committee not serving by virtue of their office shall be appointed by the Chair of the Board with the approval of the Board.
5. All members of the Board and of the committees of the Board are expected to regularly attend meetings of committees to which they are assigned. The majority of the voting members of any standing, ad-hoc, or subcommittee shall constitute a quorum. Non-staff ex-officio members of any standing, ad-hoc or subcommittee shall have the right to vote.
6. In the absence of the chair at any meeting of a Committee the vice chair or the most senior Trustee present shall serve as temporary chair of the meeting.
7. Each Committee will annually review and update their responsibilities as charged to them by the Board. What follows are brief descriptions of each of the standing committees, more in-depth descriptions are available in the Governance Handbook.
8. Advancement Committee. The Advancement Committee shall assist the Board by implementing programs to ensure the financial support necessary to carry out the Museums' long-term objectives. The Committee shall identify funding

alternatives and establish a financial resource plan. It shall assist the Museums to carry out the solicitation of all potential funding sources. It shall also assist the Museums in the recruitment of members and support staff to identify prospects and donors.

9. African Hall Committee. The African Hall Committee assists the Museums' staff to collect, preserve and interpret materials related to peoples of African descent and helps museum staff to educate visitors about Africa, the African diaspora and the African American experience. The Committee will also encourage and facilitate the Museums' collection, preservation, and interpretation of materials related to the history and culture of the African American community in greater Springfield.
10. Audit Committee. The Audit Committee members shall include two Trustees. The Audit Committee shall receive and comment on the annual audit of the Museums' finances and shall approve it or recommend changes to it before submitting it to the Board for final approval. The Audit Committee shall also recommend an auditor each year to the Board.
11. Collections Committee. The Committee is responsible for recommending, through the President to the Board, new policies for the management and development of the collections of the Museums. The Committee shall participate in the formulation, revision and monitoring of the progress of the long-range Strategic Plan of the Museums. The Collections Committee must adhere to the Museums' Collection Management Policy and Collections Plan as approved by the Board. The chair of the Collections Committee shall serve as an ex-officio member of all ad-hoc and other committees relating to the roles and responsibilities of the Collections Committee.
12. Finance Committee. The Finance Committee consists of the Treasurer, who shall be the chair of the committee, the Assistant Treasurer and such other members as may be appointed thereto. The Finance Committee oversees all matters related to the financial management of the Museums. The Finance Committee reviews the annual budget as submitted by the President and approves it or recommends changes before submitting it to the Board for approval. In addition, the Finance Committee monitors the Museums' financial performance on an ongoing basis and recommends changes in financial policy to the Trustees. Any unbudgeted revenue with restrictions or conditions attached, or expenditure of the Museums in excess of one percent of the current year's operating budget, shall be reviewed by the Finance Committee for its recommendation to the Board.
13. Governance Committee. The Governance Committee is charged with ensuring that the Museums is governed by a qualified Board which dutifully adheres to its Trustee obligations and continually displays active dedication to furthering

the Museum's mission. The duties of the Governance Committee include preparing the nomination slate of Board members, Committee members, and Corporators as well as assessing and reviewing the Board and Committees. The Committee shall be composed of Trustees selected each year by the Board Chair. The Board Vice Chair shall serve as the Chair of the Governance Committee. The Board Chair, the Vice Chair, and the immediate past-Board Chair shall be ex officio members of the Governance Committee.

14. Investment Committee. The members of the Investment Committee shall include the Treasurer. The Investment Committee has the responsibility for developing investment strategies for the Board approval, implementing these strategies through reputable investment services, and reviewing the performance of the Museums' investment portfolio and all other investment funds of which the Museums is a beneficiary.
15. Marketing, Communications and Community Relations Committee. The Marketing and Communications Committee has the responsibility for helping to design and implement strategic communications and marketing initiatives for the Museums. The Committee provides guidance on promoting best practices through a variety of media vehicles (print, website, and social media) and generating content ideas that position the Museums as a premier cultural center and tourist destination. The Committee also assists in communicating the goals and needs of the Museums to the community.
16. Mi Museo Committee. The Mi Museo Committee assists the Museums' staff to collect, preserve and interpret materials related to peoples of Latino/Latina heritage and helps museum staff to educate visitors about the Latino/Latina experience. The Committee will also encourage and facilitate the Museums' collection, preservation, and interpretation of materials related to the history and culture of the Latino/Latina community in greater Springfield.
17. Physical Plant Committee. The Physical Plant Committee has the responsibility for proposing to the Board changes or improvements in the buildings and grounds of the Museums, and for monitoring the progress on such changes and improvements, and the ongoing care and maintenance of all facilities and grounds.

V. Officers

1. The Officers of the Museum shall consist of a Chair, a Vice Chair, a Treasurer, an Assistant Treasurer, and a Clerk, each of whom shall be elected annually by the Board from its members. Given special circumstances, the Board may vote to allow the Chair to serve in that capacity for an additional one- or two-year term. If the office of any officer becomes vacant at any time, the Board may fill such vacancy.

2. The Chair of the Museums shall be the presiding officer of the Board with the power and duty to exercise general supervision over the affairs and operations of the Museums. The Chair shall preside at all meetings of the Corporators and the Board. The Chair shall be an ex-officio member of all committees. The Chair shall have such other powers and duties as designated by the Board. The Chair shall establish Board meetings on an annual basis, and has the authority to change the meeting date if necessary.
3. In the absence, disability or inability of the Chair, it shall be the duty of the Vice Chair to preside at all meetings of the Corporator, the Board, and the Emergency Committee. The Vice Chair shall have authority to exercise the powers and perform the duties of the Chair while and so long as such absence, disability or inability continues.
4. In the absence, disability or inability of both the Chairperson and Vice Chairperson, all powers, duties and responsibilities that Article V, Section 1 above devolves upon the Vice Chairperson shall devolve upon a Trustee appointed by a majority vote of the Board while and so long as such absence, disability or inability of both the Chairperson and Vice Chairperson continues.
5. The Treasurer shall report to the Board on all matters relating to the financial management of the Museums. The Treasurer shall have full access to all financial and fiscal reports and documents and shall receive regular briefings from the Chief Financial Officer of the Museums, or that officer's staff in his or her absence, on significant financial changes. In the absence, disability or inability of the Treasurer, the Assistant Treasurer shall have authority to exercise the powers and shall perform the duties of the Treasurer while and so long as such absence, disability or inability continues.
6. The Clerk shall be responsible for the record keeping of all Board of Trustees transactions and the votes of all Trustee meetings and the issuance of all Trustee, Member and Museum committee meeting notices, although the same may routinely be done, managed or handled by Museum administration and/or staff, such meeting notices to be given in the manner provided by these bylaws. The Clerk shall also acknowledge and sign certificates of vote confirming the actions of the Board of Trustees from time to time and other documents requiring the Clerk's signature and shall perform such other duties as may be required of this office from time to time. In the event the Clerk is absent from at any meeting, a temporary Clerk for such meeting shall be chosen by the Chair.

VI. President

1. The Museums shall also have a President, appointed by the Board, who shall be the Executive Director and Chief Executive Officer of the Museums. The President shall report to the Board through the Chair of the Board. The

President shall be charged with the general oversight, care and management of the Museums' property and affairs. The President shall have general authority over all employees of the Museums except that in appointing and dismissing directors or senior staff, the President shall consult with the Chair of the Board. The President is responsible for adhering to the general mission, goals and plans of the Museums.

2. The President is responsible for the annual update of the long-range Strategic Plan for implementing the overall goals of the Museums in accordance with the policies formulated by the Board and for coordinating the goals throughout the Museums' system. The President is responsible for submitting an annual budget to the Finance Committee for final approval by the Board.
3. The President shall attend meetings of the Board and the Emergency Committee, and upon request of the Board, executive sessions of the Board. The President shall be an ex-officio member of all committees appointed by the Board and shall be a non-voting member of the Board and of the Emergency Committee.
4. With input from Members of the Board of Trustees, the Chair of the Board shall annually review the service of the President and fix the compensation of the President.

VII. Transfers of Property

All deeds and conveyances of real estate and all assignments and transfers of stocks, bonds, mortgages and other property owned by the Museums or held by it in trust, authorized by the Board, shall, when required, bear the corporate seal of the Museums and shall in its name and behalf be executed and delivered by the Chairperson of the Museums or by such other officer as may, by the Board, be specifically authorized for the purpose.

VIII. Indemnification

The Museums shall indemnify each of its Trustees, officers, employees, committee members and Corporators against all liabilities and expenses (including attorney's fees, amounts paid in settlement, fines, penalties and judgments) reasonably incurred by him or her in connection with any action, suit or proceeding, civil or criminal, in which he or she may be involved or with which he or she may be threatened, by reason of his or her being or having been a Trustee, officer, employee, committee member or Corporator of the Museums or serving or having served in any such capacity in any other organization at the request of the Museums except with respect to any matter as to which he or she shall have been adjudicated in any proceeding or considered by a majority of the disinterested Trustees not to have acted in good faith

in the reasonable belief that his or her action was in the best interest of the Museums. The right of indemnification hereby provided shall not be exclusive or affect any other rights to which the person indemnified may be entitled.

IX. Fiscal Year

The fiscal year of the Museums shall end on the thirtieth day of June in each year.

X. Amendments

These bylaws may be amended, altered or repealed by the Corporators at any meeting thereof, provided that proposed amendment was provided in writing to each Corporator at least seven days prior to the date fixed for such meeting.