

BYLAWS OF TATE HOUSE MUSEUM

Article I

NAME, PURPOSE, AND LOCATION

The name of this corporation is TATE HOUSE MUSEUM (hereafter THM). Its principal place of business shall be located at Portland, County of Cumberland, and State of Maine. THM is a non-profit corporation as defined by Maine law. This corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate. The business of THM is to operate and manage Tate House as a historic house museum. THM is a member organization presided over by the THM Board of Directors. Tate House is owned and held in public trust by The National Society of The Colonial Dames of America in the State of Maine (hereafter NSCDA-ME). The Boards of THM and the NSCDA-ME shall meet together annually. THM shall maintain its accreditation from the Museum Properties Committee of the NSCDA and shall govern the property according to the American Association of Museum Code of Ethics and the Secretary of the Interior's Standards for Rehabilitation, with the guidance of the Maine Historic Preservation Commission.

Article II

MISSION STATEMENT

The mission of THM is to connect people to Maine's colonial roots, and to help them discover, imagine, and value the relevance of this history to our lives.

Towards this Mission THM will:

- (a) Accurately interpret economic, political, and social conditions in pre-Revolutionary Maine through the history of Captain George Tate and his family and their connection to the mast trade. The main vehicle for the interpretation is Tate House with its unique Georgian architecture, furnishing, and authentic eighteenth-century gardens.
- (b) Publish and promote scholarship to enhance the understanding of Colonial Maine history in the context of American history.
- (c) Preserve and maintain museum properties and the collection for future generations.
- (d) Serve with the Historic Stroudwater neighborhood as a community resource and a catalyst for educational programs and research.

Article III

MEMBERSHIP

Section 1. Eligibility

Any person, including an individual, trust, estate, partnership, association, company, or corporation that has paid annual membership dues and has registered as shall be a member of the corporation. The duties and privileges of such membership may be exercised by such owner in person or by a duly authorized representative; provided that there shall be not more than one (1) vote for each membership.

Section 2. Membership

Membership will be so recorded on the books of the corporation maintained by the secretary. The Treasurer shall keep a record of the amounts received from membership.

Section 3. Duties and Privileges

Members in good standing are entitled to all the benefits and privileges associated with their membership. Each member, in good standing, shall be entitled to one (1) vote, which may be cast in person, or by duly authorized proxy given to the Secretary not more than thirty (30) days prior to the date of such meeting. Only members in good standing are entitled to vote at meetings of the corporation, or serve as officers.

Section 4. Termination of Membership

Membership of all members shall terminate April 30 each year. Membership shall be reinstated upon receipt of the annual membership fee for the next year. Membership may also be terminated for cause by a vote of the membership.

Article IV

MEETINGS OF MEMBERS OF THE CORPORATION

Section 1. Annual Meeting

The Annual Meeting of the members shall be held in June of each year at a time and place determined by the Board of Directors for the purpose of electing directors; for electing one (1) member of the Nominating Committee; and for transacting any other business which may properly come before the meeting.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Board of Directors, or by petition in writing signed by not fewer than ten (10) members of the corporation entitled to vote and filed with the secretary. A thirty day (30) notice to the membership of a meeting is required unless otherwise waived by a majority of the members. No business shall be transacted that is not specified in the notice of the meeting.

Section 3. Voting

At any meeting of the members of the corporation, seven (7) members present shall constitute a quorum for the transaction of business; and in the event no quorum is present, the members represented shall have the power to adjourn from time to time until such quorum appears. Each member shall have one (1) vote.

Section 4. Notice

Not fewer than thirty (30) days prior to each membership meeting, regular or special, notice shall be sent to all members setting forth the date, time, and place of such meeting and indicating the nature of the business to be transacted. Members who have indicated a preference for First Class U.S. Postal Service must be sent such mail, otherwise an electronic notice shall be sent.

Article V

BOARD OF DIRECTORS

Section 1. General Powers

The property, affairs, and activities of the corporation shall be presided over by a Board of Directors consisting of at least five (5), but not more than eighteen (18) persons. The Board of Directors shall include a minimum of three (3) members chosen by the NSCDA-ME; the THM Executive Director shall be an ex-officio, non-voting member of the Board. The Board of Directors shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. NSCDA-ME Appointment

The NSCDA-ME shall appoint three (3) persons to serve on the Board of Directors for a one (1) year term. The NSCD-ME shall notify the Board of Directors by May 1 of each year the names of each person appointed for that year's term. If the NSCDA-ME does not present an appointee on or before the Annual Meeting, then the vacancy shall be filled by election as provided in Section 3.

Section 3. Election

Directors to fill all or some of the vacancies of terms that expire shall be elected by the members at the Annual Meeting of the corporation for a three year term. Nominees for Directors shall be recommended by the Governance Committee to the Board of Directors not later than May 1 of each year. The Board of Directors may accept the Governance Committee's recommendations or select other nominees. All members shall receive notice of all nominees for director along with notice of the annual meeting. At the annual meeting, the membership may make additional nominations. In the event more nominations are made than vacancies, directors shall be elected in descending order of votes received.

Section 4. Vacancies

The resignation of a Director must be accepted by a majority of the Board of Directors. In the event of a vacancy for any reason, the Governance Committee shall recommend to the Board of Directors a successor for the remainder of the vacant term.

Section 5. Removal

At a special meeting of members called expressly for that purpose, the entire Board of Directors or any individual director may be removed, with cause, by vote of a 2/3 majority of the members present and voting. Any Director proposed for removal shall be notified by mail at least five (5) days prior to such meeting. The Director shall be entitled to appear before the members and be heard at this meeting.

Section 6. Call and Notice

The Board of Directors shall meet on the call of the Chair or on written request filed with the Secretary by two or more Directors. The Secretary, Chair, or Executive Director shall give at least five (5) days written notice to each Director of the time, place, and date for each meeting.

Section 7. Meetings

The Board of Directors shall meet at least quarterly. The Annual Meeting of directors shall be held at the same place and date as the Annual Meeting of members and shall constitute one of the four (4) required meetings.

Section 8. Quorum and Voting

A quorum shall consist of fifty-one (51) per cent of the current Directors. Unless otherwise specified in these Bylaws, a prevailing vote requires fifty-one (51) percent of all Directors regardless of how many are present. Any action that requires a vote of members or Directors may be accomplished via telecommunications or through a web community meeting that includes all parties, properly noticed.

Section 9. Unanimous Action by Directors Without a Meeting

Any action required or that may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken without a called meeting of all of the Directors, and/or committee members, as the case may be, if all of the Directors and/or committee members provide written consent to the action taken or to be taken, at anytime before the intended effective date of such action. Such consents shall be filed in the corporate records with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

Article VI

OFFICERS

Section 1. Officers

The officers of the corporation shall be a Chair of the Board, Vice-Chair, Recording Secretary, Secretary, and Treasurer. All officers shall be directors and shall be elected by the Board of Directors at the Annual Meeting or whenever a vacancy occurs. In the case of a vacancy the Governance Committee shall present its recommendation of one (1) or more directors to fill the vacancy and the Board of Directors may elect the nominee(s) as recommended or one or more of its choosing. Each officer shall serve until a successor is elected and qualified. The Board may, from time to time, appoint such other officers it deems necessary, as an ad hoc member, for a term not to exceed that of the other officers.

(a) The Chair or Co-Chairs of the Board shall be the Chief Executive Officer or Officers of the corporation. Only directors elected by the membership at the Annual Meeting shall be eligible to become a Chair. The Chair shall preside at all meetings of the members and of the Board of Directors and shall exercise general oversight [defined as responsibility for and authority over management] of museum property and affairs of the corporation. The Chair shall perform such other duties, from time to time, as may be assigned to the Chair by the Board of Directors. In the absence or inability of the Chair,

the Vice-Chair or in the Vice-Chair's absence or inability, the Recording Secretary, may exercise all of the powers of the Chair by order of the Board.

(b)The Vice-Chair shall work with and cooperate with the Chair in the exercise of the powers and duties of the Chair as the Chair may request, from time to time, and shall act in place of and for the Chair in the event of the latter's absence or inability to serve.

(c)The Recording Secretary shall record all of the votes and proceedings of the Board in books kept for the purpose. In the absence of the Recording Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Recording Secretary shall also keep the records of the members' meetings. The Recording Secretary may provide the Secretary of the Board of managers of the NSCDA-ME with a copy of the minutes and shall perform such other duties as are incident to this office as required by the laws of Maine. The Recording Secretary shall notify the members of all committees of their appointment, together with a description of the project that they are to undertake. The Recording Secretary shall also act in place of and for the Chair in the event that by reason of absence or inability both the Chair and the Vice-Chair are unable to perform their duties.

(d)The Secretary shall conduct all necessary correspondence as instructed by the Board of Directors, shall send notices of meetings as required, and shall keep a record of the names and addresses of all members, directors, and their terms of office.

(e)The Treasurer shall keep correct and suitable books of account. The Treasurer shall have the custody of all title deeds, papers, securities, bank statements, passbooks, and other documents belonging to the corporation. The Treasurer shall keep and account for all moneys, fund, and properties of the corporation which shall come into the Treasurer's hands and shall collect all contributions and shall make a written report to the members at the Annual Meeting. The Treasurer shall deposit all money of the corporation in its name in a bank or place of deposit selected by the Board of Directors. The Treasurer and such other officers as may be authorized by the Board of Directors, from time to time, shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under direction of the Board of Directors. The Board of Directors may require the Treasurer to give bond with sufficient securities for the faithful performance of these duties, in such amount as shall be fixed by the Board.

(f)The Executive Director shall manage the day-to-day operations of the corporation in accordance with the job description for this position as adopted by the Board of Directors.

(g)A Registered Agent as prescribed and described in the laws of the State of Maine shall be appointed by the Board of Directors to conduct all activities required of such registered agent. The term of the Registered Agent shall be indeterminate and terminated by the Board upon completion of the prescribed actions provided by the Secretary of State. The Registered Agent shall report annually that all requisite forms have been filed with the Secretary of State that the corporation remains in good standing. The Registered Agent shall also promptly notify the Chair of receipt of any service upon the corporation, its officers or directors. The Registered Agent shall not be a member of the Board of Directors or an Officer for purposes of these by-laws.

(h)**Removal** Any officer may be removed from office by an affirmative vote of the majority of the total Board of Directors, followed by an affirmative vote of two-thirds (2/3) of the total number of members entitled to vote at a special meeting of the members called for such purpose. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors.

Article VII

COMMITTEES

Section 1. Executive Committee

The Board of Directors shall elect an Executive Committee from its membership consisting of the officers and one (1) additional director. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board of Directors except any which have been expressly reserved by Board of Directors, resolution or these Bylaws. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date, and place for each meeting.

Section 2. Finance Committee

The Board of Directors shall, during each fiscal year, appoint a Finance Committee of two (2) or more members, one of whom will be a certified public accountant. Only the Chair must be a director. The Finance Committee shall review or cause the accounts of the corporation to be reviewed at the close of each fiscal year and shall report at the following Annual Meeting. The Finance Committee shall also be responsible for oversight of the Treasurer's duties, periodic review of the budget, and oversight of bookkeeping systems and reporting on such matters to the Board of Directors. The Finance Committee will work with the Treasurer and shall present a proposed budget for the next fiscal year to the Board of Directors not later than April 1 each year.

Section 3. Governance Committee

The Board of Directors shall at its Annual Meeting appoint a Governance Committee which shall have oversight of the governance of the corporation and to resolve conflicts among committees. These duties shall include oversight of the orientation of new directors; review the performance of all Directors, but especially those up for re-election; evaluate the Board of Directors in general; ensure that each director's tenure is successful; and arrange exit interviews for Directors leaving the Board. It shall have a minimum of two sub-committees; a Compensation Committee and a Nominating Committee.

(a) **Compensation Committee** shall review and set all compensation for employees of Tate House Museum. The committee shall be comprised of three (3) directors, including one (1) from the Finance Committee and one (1) from the Personnel Committee.

(b) **Nominating Committee** shall be responsible for identifying nominees for directors and officers of the corporation. It shall be comprised of five (5) persons; three (3) of whom must be directors. This committee shall evaluate the composition of Board, identify prospective directors to meet needs, and present a slate of nominees to fill

vacancies on the Board of Directors to be elected by the membership consistent with these Bylaws. It shall also identify prospective officers for the ensuing year and present a slate of nominees to the Board of Directors consistent with Article V section 3 of these Bylaws. It shall also nominate to the Board of Directors persons necessary to fill any vacancies consistent the provisions of Article V section 4.

Section 5. Standing Committees

There shall be the following standing committees that will be responsible for the general assigned tasks consistent with policy set by the Board. Each committee must contain one (1) or more directors, one of whom shall be chair. The Chair of the Board shall designate the Chair of each committee at the annual meeting of the Board of Directors. Each committee shall keep records of votes and proceedings and submit said minutes to the Recording Secretary of the Board. Members of the committee who are not directors may be appointed by the Chair to serve on each committee.

Personnel shall periodically, but at least annually review personnel performance, policies, and benefits and shall recommend any changes to the Board of Directors. This committee shall also recruit and search for needed personnel and staff.

Membership shall be responsible for all membership solicitation, renewal, and oversight of record keeping, and membership activities.

Fundraising shall be responsible for oversight of fundraising at special events and for the operations of the museum shop other retail entities. This committee shall work with all committees to identify sponsorships and grants for programs, events, and other museum needs.

Development shall be responsible for developing and maintaining a planned giving and endowment fund program, capital fund, annual fund, and special designated fund raising events.

Buildings shall be responsible for exterior and interior restoration projects of Tate House and Means House, as well as use of buildings on the museum campus including garage and other property as designated by the corporation.

Gardens & Grounds shall be responsible for planting and maintaining all trees, bedding areas, meadows, and fields around Tate House Museum and Means House, and they shall supervise professional landscape gardener, lawn mowing service, and all work contracted for gardens and grounds. This committee shall work with other committees to implement public and educational programs and fundraising events that use the gardens and grounds.

Collections shall have oversight of acquisitions, de-accessions, conservation, museum registration, and loans. This committee will work in conjunction with other committees on exhibits and utilization of the collections.

Education & Interpretation shall be responsible for oversight of recruiting and training all docents, developing all interpretation at the museum, establishing and maintaining tours, exhibits, educational programs, and outreach activities.

Section 6.

The Board of Directors may, from time to time, and for terms as it may see fit, appoint ad hoc committees as deemed necessary to implement the purposes of the corporation.

Article VIII

FINANCIAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of the corporation shall commence on May 1 and end on April 30 the following year.

Section 2. Bank Accounts

The funds of the corporation shall be deposited in one or more banks as presented by the Finance Committee and approved by the Board of Directors. All documents to be executed by the corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the Chair and the Secretary on behalf of the corporation. All checks issued by the corporation shall be executed by any two (2) of the following: Chair, Vice-Chair, Treasurer, Assistant Treasurer, and Secretary, except that any check issued in an amount of two thousand dollars (\$2,000.00) or less may be executed solely by the Treasurer, the Chair, or the Executive Director.

Article IX

PROTECTION OF OFFICERS AND DIRECTORS

Section 1. Limitation of Liability

No director shall be liable to this corporation except for his or her own acts, neglects and defaults in bad faith. No directors shall be liable out of his or her personal assets for any obligation or liability incurred by this corporation or by the directors. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification

The corporation may, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers, directors, employees, committee members and other agents of the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in connection with any action, suit or proceeding in which reason of their being or having been officers, directors, employees, committee members, or agents of the corporation; shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful or with respect to any action which is finally adjudicated to have been grossly negligent. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, Subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaws, agreement or otherwise.

Article X

TRANSFER OF HOLDINGS

No interest of the corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated unless authorized at a meeting of members duly held at which a quorum is present by affirmative vote of two-thirds (2/3) of the members represented at such meeting entitled to vote on the subject matter. The notice of any such meeting shall contain a description of the proposed transaction and the reasons therefore. Such membership approval, however, shall not be required for the mortgaging, or sale of a portion, of real estate in connection with its acquisition for the purpose of financing said transaction. Nor shall such membership approval be required for the transfer, exchange, encumbrances or other alienation of interests in unrestricted land held exclusively for investment purposes.

Article XI

PROHIBITION AGAINST PRIVATE GAIN

No officer or director shall receive any pay, compensation or benefit from the corporation directly or indirectly, for performing such duties. No member of the corporation shall receive any pay, compensation or benefits from the corporation for being a member. This Bylaw shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the corporation by any officer or director duly authorized and also shall not prohibit the employment of persons, including members, to perform duties for the corporation and receive compensation therefore, upon proper authorization of the Board of Directors.

Article XII

DISSOLUTION

In the event the corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, director or member. In the event the corporation shall ever be dissolved, all its assets shall be transferred to the NSCDA-ME to be held in trust for Tate House Museum.

Article XIII

AMENDMENTS

Amendments of these Bylaws may be proposed and discussed at any Annual or special meeting of members and must receive a majority of the votes of the members present at that meeting. Appropriate notice of such proposed amendments must be sent to all members no less than thirty (30) days before the date set for the meeting. Full text of the changes must be available on request from any member.

Article XIV

MISCELLANEOUS

Section 1.

Unless otherwise indicated all reference to male or female shall be interpreted as meaning both.

Section 2.

The corporation shall operate under Modern Rules of Order, unless suspended by the Board of Directors or the membership, in case of membership meetings.

Section 3.

Unless otherwise designated in these Bylaws or the laws of the State of Maine all prevailing actions must receive a majority vote.

Section 4.

Wherever notice or voting is required in these Bylaws it shall be acceptable to provide such notices and accept such votes by electronic means on the condition that any member, or director who chooses not to use electronic means shall be excepted and provided telephonic or First Class U. S. Mail service as is appropriate under the circumstances. All electronic notices and votes must be recorded and placed in the Corporate Records.

Section 5. Non-Profit Status

The articles of incorporation of Tate House Museum are hereby amended to include the following additional clauses:

1. Tate House Museum is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).
2. No part of the net earnings of Tate House Museum shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that Tate House Museum shall be authored and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of Tate House Museum shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Tate House Museum shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, Tate House Museum shall not carry on other activities not permitted to be carried on
 - (a) by a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or
 - (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

4. Upon dissolution of Tate House Museum assets shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government or to a state or local government for a public purpose.

Amended by the Membership on June 23, 2005; June 6, 2006; June 6, 2007; and June 28, 2008