

SOCIETY OF WINTERTHUR FELLOWS



ARTICLE I

MEMBERS

Section 1. The official name of this organization shall be the Society of Winterthur Fellows. It is incorporated in the State of Delaware and is registered with the U.S. Internal Revenue Service as a 501 (c) (3) corporation.

Section 2. Admission to Membership. All alumni of The Winterthur Program in Early American Culture, The Winterthur Program in American Material Culture, The Winterthur/University of Delaware Program in Art Conservation, and The Winterthur Program in the History of American Civilization at the University of Delaware shall be eligible for membership in the Society of Winterthur Fellows, Inc. (hereinafter "Society").

Section 3. Requirements for Admission to Membership. Membership will be extended to all alumni who pay their annual dues to the Society.

Section 4. Benefits of Membership. Members will be eligible to vote on issues before the membership and will receive the Alumni Directory.

Section 5. Effect of Death or Resignation. All the rights, powers and privileges of any member of the Society shall cease upon death or resignation.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of members shall be held at such date, time and place, within or without the State of Delaware, as shall be determined by the Board of Directors and stated in the notice or waiver of notice of the meeting. At each annual meeting the members entitled to vote shall elect Directors and Officers of the Society, and may transact such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President for any purpose or purposes and shall be called by the Recording Secretary upon written request, stating the purpose or purposes of the proposed meeting, signed by a majority of the members entitled to vote at such meeting or when ordered by the Board of Directors. All special meetings shall be held at such time and place as may be designated in the notice or waiver of notice of such meeting.

Section 3. Notice. Notice of annual and special meetings of the members of the Society shall be in writing, signed by the President or the Recording Secretary, and sent to each member entitled to vote thereat by mail addressed to his/her address appearing on the records of the society, or via electronic communication, not less than twenty (20) nor more than sixty (60) days before the date designated for such meeting.

Section 4. Waiver of Notice. Any meeting of members held without due notice, and all action otherwise properly taken thereat, shall be valid if notice of the time, place and purpose of such meeting shall be waived in writing (including electronically) before, at or after such meeting by all members to whom notices were not duly sent.

Section 5. Quorum. The presence in person or by proxy of ten percent (10%) of the members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meeting of the members.

Section 6. Voting. Each member shall be entitled to one vote at all meetings of members.

Section 7. Action by a Majority Vote. At all duly constituted meetings of members all questions, except as otherwise required by law or by these Bylaws, shall be decided by the vote of a majority of the members entitled to vote thereon who shall be present at the meeting, in person or by proxy, and who shall vote thereon.

Section 8. Proxies. Any member entitled to vote at any meeting may vote by proxy. The proxy shall be in writing and shall be revocable at the will of the member executing the same.

ARTICLE III

DIRECTORS

Section 1. Powers. All corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these Bylaws, but the Directors shall act only as a Board and the individual directors shall have no power as such.

Section 2. Number. The number of Directors of the Society shall be eleven (11) and shall be determined in the first instance by the Incorporator and thereafter, from time to time, by the members entitled to vote at any annual or special meeting of members.

Section 3. Election, Removal and Qualifications. The Board of Directors shall be divided into two classes, Class I (consisting of five (5) Directors, and Class II consisting of six (6) directors. Each Director shall serve for a term ending on the second annual meeting following the annual meeting at which such Director was elected. The foregoing notwithstanding, each Director shall serve until his/her successor shall have been duly elected and qualified, unless he shall resign, become disqualified, disabled, or shall otherwise be removed. No director is to serve more than three consecutive two-year terms. At each annual meeting the Directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the Directors they succeed.

Directors must be members of the Society. The term of office of any Director may be terminated at any time, with or without cause, by majority vote of all the members entitled to vote, given at any special meeting of the members.

Section 4. First Meeting. Each newly elected Board of Directors may hold its first meeting for the purpose or organization and the transaction of other business, if a quorum be present, without notice of such meeting, on the day when and at the place where the annual election is held, and as soon as practicable after such annual election. Such first meeting may be held at any other time and place specified in a notice given as provided in Section 6 of this Article for special meetings of the Board of Directors or in a waiver of notice thereof.

Section 5. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such places and times as may be fixed from time to time by resolution of the Board of Directors, and , unless otherwise required by resolution of the Board of Directors, notice of any such meeting need not be given. The President or the Recording Secretary may call, and upon written request signed by any two Directors the Recording Secretary shall call, special meetings of the Board of Directors. Any meeting of the Board of Directors may be held within or without the State of Delaware, as designated in the notice or waiver of notice of such meeting.

Section 6. Notice of Special Meetings. Notice of Special meetings of the Board of Directors shall be in writing, signed by the President or Recording Secretary, and shall be sent to each Director by mail addressed to his/her last known address, or electronically, at least two days before the time designated for such meeting.

Section 7. Waiver of Notice. Any meeting of Directors held without due notice, and any action otherwise properly taken thereat, shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including electronically) before, at or after such meeting by all Directors to whom notices were not duly sent.

Section 8. Quorum. A majority of the total directors in office but not less than six (6) shall constitute a quorum.

Section 9. Action by Majority Vote. Except as otherwise expressly required by law or by these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Filling Vacancies. Any vacancy in the Board of Directors, whether caused by death, resignation, disqualification, increase in the number of directors, removal or otherwise, may be filled for the unexpired term by the majority vote of the remaining directors at any meeting at which a quorum is present.

Section 11. Nomination of Directors and Officers. At the annual meeting of the Board of Directors the President shall appoint a Nominating Committee to serve for the following year. The Committee shall be composed of three (3) members, two members appointed from the general membership and one member from the Board of Directors who shall serve as the Chairperson. No member of the Nominating Committee shall serve more than one term in succession. The duties of the Nominating Committee are to present nominations for the Board of Directors and the officers to be elected at the next annual meeting. Nominations for the Board of Directors and officers may also be made by a petition signed by not less than four (4) members of the Society and delivered to the Chairperson of the Nominating Committee not less than fifteen (15) days prior to the annual meeting.

Section 12. Committees. The President, with the consent of a majority of Directors present at meeting at which a quorum is present, may, from time to time, establish and charge committees of the Board to carry out duties as specified at the time of their creation. The Board may also dissolve any such committee by a vote of the majority of Directors present at a meeting at which a quorum is present.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Society shall be a President, a Vice-President, a Recording Secretary, a Communications Secretary, a Membership Secretary, and a Treasurer, each to have such duties or functions as are provided in these Bylaws or as the Board of Directors may from time to time determine. The officers shall be elected by the members at the annual meeting from among the Directors.

Section 2. Term. The term of office of each officer shall be two (2) years and until his/her successor is elected and qualified.

Section 3. Removal. Any officer may be removed either with or without cause by resolution passed by a majority of the whole Board of Directors at any regular or special meeting of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time, orally or in writing, by notifying the Board of Directors or the President or the Recording Secretary of the Society. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 6. The President. The President shall be the chief executive officer of the Society and shall have general supervision over the affairs of the Society, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of members, and at all meetings of the Board of Directors. The President shall appoint Chairpersons of such Committees as may be created by the Board of Directors. The President shall be *ex officio* member of all such committees, except the Nominating Committee. The Committees shall perform such duties and make such reports and recommendations to the Board of Directors as may be requested by the Board of Directors.

In general, the President shall perform all the duties incident to the office of the chief executive officer of a non-profit corporation and such other duties as are provided for in these Bylaws and as from time to time may be assigned to him by the Board of Directors. In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors or of the Society.

Section 7. The Treasurer. The Treasurer shall collect and keep an account of all moneys received and expended on behalf of the Society; shall deposit sums received by the Society in the name of the Society in such depositories as shall be approved by the Board of Directors; shall make reports of the finances of the Society at each annual meeting and when called upon by the President, and shall perform such other duties as shall be directed by the Board of Directors or by the President. The funds, books and vouchers in the

hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors and the President and, at the expiration of his/her term of office, the Treasurer shall turn over to his/her successor in office all books, moneys and other properties in his/her possession.

Section 8. The Recording Secretary. The Recording Secretary shall act as Secretary of all meetings of the Board of Directors and of members of the Society, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Society are duly given and served; shall have charge of the other books, records and papers of the Corporation; shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all the duties incident to the office of Recording Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the President. In the absence of the President and Vice-President, the Secretary shall preside at meetings of the Board of Directors or of the Society.

Section 9. The Communications Secretary. The Communications Secretary shall coordinate annual dues notification mailing; Disseminate membership list to dues-paying members; Disseminate by-laws to dues-paying members; Send acknowledgment letters to dues-paying members and contributors; Provide notification of annual and other meetings; Disseminate proxy statements prior to annual meeting; Work with web manager to keep information on web site current; Develop new digital tools as needed to communicate with members; Coordinate social media platforms with the volunteers who currently manage them; and other duties as assigned.

Section 10. The Membership Secretary. The Membership Secretary shall maintain a current comprehensive alumni list and encourage membership of all alumni in consultation with the program offices and the Winterthur Office of Development; Recruit recent graduates into the organization and encourage their participation; Establish and maintain agents for each class; Seek and coordinate alumni news and information for digital newsletter; Manage list of deceased members; and other duties as assigned.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS

BANK ACCOUNTS, ETC.

Section 1. Execution of Contracts. The Board of Directors, except as these Bylaws otherwise require, may authorize any officer or officers, agent or agents, in the name and on behalf of the Society to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Society, and all notes and other evidences of indebtedness of the Society shall be signed on behalf of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. The funds of the Society not otherwise employed shall be deposited from time to time to the order of the Society in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer or officers, agent or agents, of the Society to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE VI

COMPENSATION OF MEMBERS, OFFICERS, & DIRECTORS

Section 1. No part of the net earnings or profit of the Society shall inure to the benefit or private profit of the Society's members, directors, officers, or to any member of their families, or to any individual, nor shall the Society aid any organization or corporation conducted for the benefit of or private profit of its stockholders, but all activities and all aid of the Society shall be solely for charitable, scientific, literary, or educational purposes. No Director or officer shall receive any compensation, either directly or indirectly for acting as such.

ARTICLE VII

BOOKS AND RECORDS

Section 1. Books and Records. There shall be kept at the principal office of the Society correct books of account of all the transactions of the Society. The Board of Directors shall from time to time determine whether, and, if allowed, when and under what conditions and regulations the accounts and books of the Society (except such as may, by statute, be specifically open to inspection), or any of them shall be opened to the inspection of the members, and the members' rights in this respect shall be restricted and limited accordingly.

ARTICLE VIII

SEAL

Section 1. Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Society and the year of its incorporation.

ARTICLE IX

AMENDMENTS OF BYLAWS

Section 1. Amendments by Members. Any one or more of the provisions thereof, may, at any duly constituted annual or special meeting of the members, be amended by changing, altering, suspending, supplementing or repealing the same, by majority vote of the members present and entitled to vote at such meeting. Members shall be advised of proposed amendments in writing in advance of the meeting according to the same timetable required for the notice of meetings.

ARTICLE X

OFFICES

Section 1. The registered office shall be in Delaware.

Section 2. The Society shall also have offices at such other places both within and without Delaware as the Board of Directors may from time to time determine or the business of the Society shall require.