

BYLAWS

SOCIETY OF WINTERTHUR FELLOWS, INC.

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, and The Winterthur/University of Delaware Program in Art Conservation 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 a successor shall have been duly elected and qualified, unless the Director 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 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 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 the Treasurer's term of office all books, moneys and other properties shall be turned over to the next Treasurer.

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. The President may opt to appoint multiple Directors to serve in this capacity in order to fulfill these responsibilities.

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. The President may opt to appoint multiple Directors to serve in this capacity in order to fulfill these responsibilities.

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.

ARTICLE XI

EXCLUSIVE DELAWARE JURISDICTION

Section 1. To the fullest extent permitted by law, including, without limitation, as provided in Section 115 of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, and unless the Corporation consents in writing to the selection of an alternative forum, any or all claims to which the Corporation, a current or former director or officer thereof, or a current or former member thereof is a party shall be brought solely and exclusively in any or all of the courts in the State of Delaware.

ARTICLE XII

WAIVER-BY-ATTENDANCE

Section 1. Notwithstanding any provision of these Bylaws to the contrary, attendance of a member or director at a meeting shall constitute a waiver of notice of such meeting, except when the member or director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII

FEE-SHIFTING

Section 1. To the fullest extent permitted by law, in the event that (A) any current or prior member of the Society, or any person on behalf of any current or prior member of the Society, (in each case, a “Claiming Party”) initiates or asserts any claim or counterclaim (in each case, a “Claim”), or joins in, offers substantial assistance with respect to, or has a direct financial interest in any Claim, in each case against the Society or any member of the Society (and including without limitation any Claim purportedly filed on behalf of the Society or any member of the Society), and (B) such Claiming Party (or the third party that received substantial assistance from such Claiming Party or in whose Claim such Claiming Party had a direct financial interest) does not obtain a judgment on the merits that substantially achieves, in substance and amount, the full remedy sought, then such Claiming Party shall be obligated to reimburse the Society and any such member of the Society for all fees, costs, and expenses of every kind and description (including without limitation attorneys’ fees) that the Society and any such member of the Society may have incurred in defending against such Claim. In the event that two or more Claiming Parties are subject to such reimbursement obligation with respect to the same Claim, such reimbursement obligation shall be joint and several.

ARTICLE XIV

INDEMNIFICATION

Section 1. Each person who was or is made a party to, or is threatened to be made

a party to, or was or is involved in any action, suit, or alternative-dispute-resolution procedure, or any other threatened, pending, or completed proceeding, whether civil, criminal, administrative, or investigative, including any action by or in the right of the Society (any of the foregoing, a “proceeding”), by reason of the fact that he or she is or was a director or officer of the Society or is or was serving at the request of the Society as a director, officer, employee, or agent of another Society or of a partnership, limited liability company, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as such director, officer, employee, or agent, or in any other capacity while serving as such director, officer, employee, or agent, shall be indemnified and held harmless by the Society to the fullest extent permitted by the General Society Law of the State of Delaware (the “DGCL”), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Society to provide broader indemnification rights than said law permitted the Society to provide prior to such amendment), against all expense, liability, and loss (including attorneys’ fees, judgments, fines, other expenses and losses, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in Section 2 hereof, the Society shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Society. The right to indemnification conferred in this Article shall be a contract right and shall include the right of a director or officer to be paid by the Society the expenses (including attorneys’ fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Society of an undertaking, which undertaking shall itself be sufficient without the need for further evaluation of any credit aspects of the undertaking or with respect to such advancement, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by a final, non-appealable order of a court of competent jurisdiction that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 2. If a claim under Section 1 of this Article is not paid in full by the Society within sixty (60) days after a written claim, together with reasonable evidence as to the amount of such claim, has been received by the Society, except in the case of a claim for advancement of expenses (including attorneys’ fees), in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense, including attorneys’ fees, of prosecuting such suit. It shall be a defense to any such suit, other than a suit brought to enforce a claim for expenses (including attorneys’ fees) incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Society,

that the claimant has not met the standards of conduct that make it permissible under the DGCL for the Society to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Society. Neither the failure of the Society (including its Board of Directors or a committee thereof, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Society (including its Board of Directors or a committee thereof, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the suit or create a presumption that the claimant has not met the applicable standard of conduct. In any suit brought by an indemnitee to enforce a right to indemnification or to advancement of expenses hereunder, or by the Society to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to such indemnification, or to such advancement of expenses, under this Article or otherwise shall be on the Society.

Section 3. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, or vote of members or disinterested directors, or otherwise.

Section 4. The Society may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Society or another Society, limited liability company, partnership, joint venture, trust, or other enterprise against any such expense, liability, or loss, whether or not the Society would have the power to indemnify such person against such expense, liability, or loss under the DGCL.

Section 5. In the case of a claim for indemnification or advancement of expenses against the Society under this Article arising out of acts, events, or circumstances for which the claimant, who was at the relevant time serving as a director, officer, employee, or agent of any other entity at the request of the Society, may be entitled to indemnification or advancement of expenses pursuant to such other entity's certificate of incorporation, bylaws, or other governing document, or pursuant to an agreement between the claimant and such other entity, the claimant seeking indemnification or advancement of expenses hereunder shall first seek indemnification or advancement of expenses pursuant to any such certificate of incorporation, bylaws, other governing document, or agreement. To the extent that amounts to be paid in indemnification or advancement to a claimant hereunder are paid by such other entity, the claimant's right to indemnification and advancement of expenses hereunder shall be reduced. In the event and to the extent that any claimant receives indemnification or advancement of expenses pursuant to this Article, (i) the Society shall be subrogated, to the fullest extent permitted by law, to any right of action that such claimant may have against any third person respecting the loss so indemnified or the expenses so advanced, and (ii) such claimant shall hold in trust for, and pay to, the Society any amounts that such claimant may recover in damages or settlement from any third person respecting the loss so indemnified or the expenses so advanced.

Section 6. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be eliminated or impaired by an amendment to this Certificate of Incorporation or the bylaws of the Society after the occurrence of the act or omission that is the subject of the civil, criminal, administrative, or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought.

Section 7. Whenever possible, each term and provision of this Article shall be interpreted in such a way as to be effective and valid under applicable law. If any term or provision of this Article is found to be illegal, or if the application thereof to any person or any circumstance shall to any extent be judicially determined to be invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those to which its application is judicially determined to be invalid or unenforceable, shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

As amended in 2002

7/9/02

As further amended

11/5/2010

As further amended

11/6/2015

As further amended

11/8/2019