



Delaware Agricultural Museum and Village

A Private, Non-Profit Organization

866 North DuPont Highway
Dover, Delaware 19901
phone (302) 734-1618

e-mail DAMV@verizon.net
www.agriculturalmuseum.org

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BY-LAWS OF THE DELAWARE AGRICULTURAL MUSEUM ASSOCIATION (INCORPORATED UNDER THE LAWS OF DELAWARE) ARTICLE I

NAME, PURPOSE, OFFICE, AGENT AND CORPORATE SEAL

Section 1. The name of this corporation is the DELAWARE AGRICULTURAL MUSEUM ASSOCIATION , doing business as the Delaware Agricultural Museum and Village.

Section 2. The purpose of the Delaware Agricultural Museum Association is to promote agricultural education, awareness and an appreciation for cultural heritage, enriching the lives of the people in our community, our state and beyond our borders.

Section 3. The registered office of this Corporation in the State of Delaware is to be located at 866 N. DuPont Highway, Dover, DE 19901, County of Kent, with the Corporation itself as registered agent.

Section 4. The Corporation shall have a corporate seal, which shall consist of two concentric circles, between which shall be the name of the association, and in the center shall be inscribed the year of its incorporation and the words "Corporate Seal, Delaware."

ARTICLE II

MEMBERS, MEMBERSHIP AND DUES

Section 1. The Board of Trustees may establish classes of voting and non-voting association members. They may also establish membership status and dues rates.

Section 2. Any person, partnership, organization or corporation purchasing membership in the association, regardless of state of residence or business location, shall be a member in good standing and shall be entitled to all benefits, privileges and obligations associated with such affiliation.

A membership contribution entitles the donor to full voting privileges for the period of membership.

The Executive Committee shall set the classes of membership and dues schedule subject to the approval of the Board of Trustees.

ARTICLE III

MEETINGS OF MEMBERSHIP

Section 1. The date of the annual association meeting shall be decided by the Board of Trustees and must be held before August 30 of each year.

Section 2. At the annual meeting of the association, each member shall be entitled to cast one (1) vote in person or by proxy vote.

Section 3. The quorum for the transaction of business at any annual or special meeting of the association shall consist of no less than ten percent (10%) of the membership of the association. If there is less than a quorum at any such meeting, the members present may adjourn the meeting.

Section 4. At all meetings of the members of the association, all matters shall be determined by a majority of the members present or represented by proxy. The exceptions shall be those questions where the decision is regulated by statute.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of 15 to 21 voting members. Each member shall be empowered with the right to vote on all issues brought before the Board for consideration. The official tally of such voting, either by voice, show of hand, or secret ballot, shall dictate the official posture of the Board and requires a majority of those present to become policy. It can be rescinded or modified only by official action of the Board.

Section 2. The Board of Trustees shall have the power to adopt, amend and rescind by-laws (See Article XI, Amendments) and to direct the legal, financial and policymaking operations of the association. It is the official obligation of the Board to ensure that all policies, once properly established, are carried out to the fullest extent possible within the means of the association.

Section 3. Trustees shall be elected on a three-year rotation with no more than one-third (1/3) elected per year. A trustee elected to replace a trustee shall serve for the remainder of their predecessor's term. This partial term shall not be considered as one of the successive terms. Trustees may serve no more than 3 consecutive terms.

Section 4. Trustees shall be members of the association.

Section 5. No member of the Board of Trustees shall engage in activities that precipitate conflict of interest or any activity that leads to a personal or financial gain. A conflict-of-interest form must be completed by all

Trustees, annually, by or before August 31. Signed conflict of interest forms will be kept on file with other official Delaware Agricultural Museum Association, records on file at the museum.

Section 6. The President of the Board shall appoint a Trustee nominating committee at least 60 days prior to the annual meeting or no later than May 31. The nominating committee shall consist of two or more Board members not subject to re-election, of which at least one member shall not have served on the nominating committee the previous year. The nominating committee will prepare a slate of candidates for the Trustee positions to be filled. The slate shall be distributed by mail or electronically to the membership no later than 30 days prior to the annual meeting. Election of Trustees shall occur at the annual meeting. Trustee nominations may also be made from the floor by any member at the time elections are conducted. If there is a contest, members shall vote by written ballot. A majority of those members present, and voting shall determine the outcome. Trustees elected at the annual meeting will start their terms at the next regularly scheduled board meeting.

Section 7. Each Trustee is expected to adhere to the museum's Statement of Responsibility which is as follows: Members of the Board of Trustees have the responsibility to see that the Delaware Agricultural Museum fulfills its statement of Purpose. In addition, members of the Board are expected to attend meetings of the Board of Trustees, the annual meeting, and annual dinner. Members of the Board are expected to participate in and assist in fundraising activities and are likewise expected to serve on committees which support specific program and operational needs of the organization (e.g., Buildings and Grounds). Wherever possible, the Board members are expected to participate in community activities which will assist in advancing the goals of the museum.

ARTICLE V

MEETING OF BOARD OF TRUSTEES

Section 1. The Trustees shall hold at least four (4) regular meetings during each calendar year. The Trustees shall decide the specific dates and places these meetings shall be held at the last meeting of the preceding year.

The Executive Committee shall hold at least four (4) regular meetings during each calendar year. Specific dates and places for these meetings shall be decided at the last Board of Trustees meeting of the preceding year.

Notices shall be distributed immediately following the last Board meeting of the year listing all regular meetings for the coming year.

Section 2. All meetings shall have a written agenda prepared by the President or designee. It shall be distributed at least one week in advance. Minutes of each meeting shall be distributed to each Board member at least one week prior to the next Board meeting.

Section 3. Special meetings of the Board of Trustees may be called by the President or Executive Committee, or by the Secretary upon written request of seven (7) members of the Board. Notice, stating the time and place thereof must be distributed at least one week prior to the meeting.

Section 4. Ten Trustees, two of whom, must be members of the Executive Committee, shall be necessary to constitute a quorum for the transaction of business at any regular or special meeting of the Board. The Trustees

present at any such meeting with less than a quorum may adjourn the meeting and reschedule it on a subsequent date.

Section 5. Any action taken or authorized by a vote of a majority of the Trustees present at any meeting duly called and convened at which a quorum is present, shall have the same force and effect as if all the Trustees had been present and had taken or authorized such action.

ARTICLE VI

OFFICERS AND COMMITTEES

Section 1. The association shall have the following officers from the membership of the Board of Trustees: President, Vice-President, Secretary and Treasurer. Officers of the Board shall have served on the Board a minimum of one (1) year. Any existing officer may be re-nominated for the same position they had or any of the other officer positions. All officers shall be elected for one-year (1) terms and may serve only five (5) consecutive terms.

Section 2. At least 60 days prior to the annual meeting, the President of the Board shall appoint a nominating committee from the Board of Trustees. The nominating committee will choose a slate of candidates for officers of the Board and the at-large members of the Executive Committee. This list must be sent by mail or electronically, to the Board members at least one week prior to the election meeting.

Officers of the Board and the at-large members of the Executive Committee shall be elected at the first Board meeting following the annual meeting of the association. In addition to the slate presented by the nominating committee, nominations may also be made from the floor. If there is a contest, Board members shall vote by secret ballot. A majority of those present and voting shall determine the outcome.

Section 3. Any officer elected or appointed by the Trustees may be removed at any time by the Board of Trustees whenever, in its judgment, the best interest of the association will be served thereby.

Section 4. The Executive Committee shall consist of the following members: the President, Vice President, Secretary, Treasurer, and at-least two members-at-large selected from the Board. The President of the Board serves as the chairman of the Executive Committee. The Museum Director shall be an ex-officio member, without vote.

Section 5. Any member of the Board is eligible to serve on the Executive Committee provided they have a minimum of one (1) years' service on the Board.

Section 6. Meetings of the Executive Committee may be held at the call of the chair. One week's notice must be given.

Section 7. A quorum of the Executive Committee shall consist of four (4) voting members. Any action taken by the Executive Committee requires majority approval.

Section 8. A vacancy on the Board of Trustees, or in any office other than President, by reason of death, resignation, removal, disqualification, health, or otherwise, shall be filled by a majority vote of the Board of

Trustees at any duly convened meeting for the unexpired portion of the term. The President shall appoint a committee to search for and recommend a candidate or candidates. A list of prospective trustees shall be kept current and on file at all times. A vacancy of President would be filled by the Vice-President. A new VicePresident shall be elected from the Board.

Section 9. Any member of the Board who shall be absent from three consecutive meetings without presenting satisfactory excuses or submitting a signed proxy form, shall be deemed to have resigned from the Board and shall cease to be a member thereof, subject to reinstatement by majority vote of the Board. In the event of such vacancy, the Board shall elect a successor at any duly convened meeting following the same procedure as outlined in Article VI, Section 8.

Section 10. The Board of Trustees may appoint agents who need not be members of the association or Trustees. Such appointees shall perform such duties and receive such compensation for their services as determined by the Board of Trustees. Except as otherwise provided in these by-laws, the appointment by the Board of any person to be an agent of the association shall not confer upon such appointee membership in the association.

Section 11. The Board may by resolution designate one (1) or more committees; each committee shall have and may exercise powers as provided by the Board. Such committee or committees shall have such name or names as the Board may determine.

The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

The membership of all other committees shall be in such number and for such terms as the President shall designate.

The president and/or museum director or designee, shall be ex officio members of all committees.

Section 12. The Executive Committee shall be empowered to conduct the business of the museum in the intervals between regular meetings of the Board of Trustees. The Committee shall not have the authority to make, alter, or amend the by-laws or to nullify a prior decision of the Board of Trustees.

ARTICLE VII

POWERS AND DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer of the association. He/she shall see that all policies of the Board of Trustees are carried out. He/she shall have the general powers of supervision and management usually vested in the office of the president of a corporation, not-for-profit, under the laws of Delaware.

Section 2. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President.

Section 3. The Secretary shall be responsible for the minutes of the association, including the permanent records of all minutes of the meetings of the active members, all minutes of the Board of Trustees and all minutes of the Executive Committee, and see that they are distributed to each Board member at least one week prior to the next

Board meeting. The secretary shall have charge of all such additional books and papers as the Board of Trustees may direct.

Section 4. The Treasurer shall be responsible for oversight of all financial dealings of the association, including payment of obligations, collection of monies due, banking transactions, and bookkeeping. The Treasurer shall see that monthly, quarterly and annual financial statements are issued and ensure that an annual financial review is conducted. Financial audits may be conducted at the discretion of the Board. The Treasurer shall perform all duties associated with the office of treasurer of a corporation not-for-profit under the laws of Delaware and subject to the control of the Board of Trustees of the association.

Section 5. The Treasurer and Museum director shall be bonded in such amount as the Board may determine.

ARTICLE VIII

OFFICERS AND TRUSTEES INDEMNIFICATION

A member of the Board of Trustees of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Trustee. Exceptions for liability include: (i) for breach of the Trustee's duty of loyalty to the corporation or its members, (ii) for acts or omissions not good in faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General corporation Law, or (iv) for any transaction from which the Trustee derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing by the members of the corporation shall not adversely affect any right or protection of a Trustee of the corporation existing at the time of such repeal or modification.

ARTICLE IX

MUSEUM STAFF

Section 1. The Board may appoint a Director and set his/her duties, salary and conditions of work. The Director will be responsible for the direction of the affairs of the association, the Museum and the staff. He/she shall have authority to employ and dismiss personnel of the staff in accordance with policies and budgets approved by the Board.

Section 2. The Director, working with those committees and/or individuals deemed desirable, shall prepare an annual written plan and an annual budget for consideration and approval by the Board at its first meeting of the year. Once approved, those documents become the official operating policy of the association during the following calendar year and must be observed to the fullest extent possible within the capability of the association.

Section 3. The Director shall submit an Annual Report at the Annual Meeting on the conditions and activities of the museum and shall make such recommendations in regard thereto as he/she sees fit. The Director shall submit

informal progress reports at the meetings of the Board and its Executive Committee and shall call to their attention any matters requiring action or notice.

Section 4. The Board may create staff positions and set their duties and salaries.

ARTICLE X

FISCAL YEAR

The fiscal and business year of the association shall commence on the first day of July.

ARTICLE XI

AMENDMENTS

Section 1. Amendments to these by-laws may be made only by the consent of the majority of members of the Board of Trustees at any regular or special meeting of the Board of Trustees.

Section 2. Proposed amendments must be submitted in writing to the Secretary and distributed to board members with the agenda of the meeting where the amendment(s) are to be discussed and acted upon.

Section 3. All amendments must be added to the file copy of the association by-laws.

ARTICLE XII

DISSOLUTION

In the event of the dissolution of the Delaware Agricultural Museum Association, the property remaining after satisfying and discharging all its obligations and liabilities shall be distributed exclusively to other museums, educational institutions, historical associations and/or libraries having federal income tax exemptions and no part of such distribution shall inure to the benefit of any individual.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Parliamentary authority shall be the latest revision of “Roberts Rules of Order” and shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order, which the association may adopt.