

**AMENDED AND RESTATED BYLAWS
OF
THE CHILDREN'S MUSEUM, INC.**

Adopted February 27, 2019

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AMENDED AND RESTATED BYLAWS
OF
THE CHILDREN’S MUSEUM, INC.

ARTICLE I *General*

These Amended and Restated Bylaws (these “*Bylaws*”) of The Children’s Museum, Inc. (the “*Corporation*”) supersede those certain Amended and Restated Bylaws of the Corporation adopted as of April 27, 2016 in their entirety, and are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation, as amended and restated from time to time (the “*Certificate of Incorporation*”), of the Corporation. The Corporation is a nonprofit organization incorporated under the laws of the State of Connecticut. The Corporation is organized exclusively for charitable and education purposes. The purpose of the Corporation is to increase the public’s understanding of all appropriate subject matters.

ARTICLE II *Offices*

The principal office of the Corporation shall be located within or without the State of Connecticut, at such place as the Board of Trustees shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Trustees may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Trustees.

ARTICLE III *Board of Trustees*

Section 3.1 *Power of Board and Qualification of Trustees.* All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees. The Board of Trustees is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees appointed by the Board of Trustees. The Chairman of the Board of Trustees shall preside over meetings of the Board of Trustees. If neither the Chairman nor the Vice-Chairman of the Board, nor a person designated by the Board to preside at the meeting shall be present, the Trustees present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 3.2 *Number of Trustees.* The number of Trustees constituting the entire Board of Trustees shall be not fewer than nine (9) or greater than twenty-nine (29) at any given time and shall be the number prescribed by the Board of Trustees within the foregoing range. The number of Trustees may be increased or decreased by action of the Board of Trustees.

Section 3.3 ***Election and Term of Trustees.*** At each annual meeting of the Board of Trustees, the Trustees shall elect, by the affirmative vote of a majority of Trustees then in attendance, new Trustees and/or successors to the Trustees whose terms expire at such annual meeting. Any Trustee is eligible to nominate a candidate to the slate of nominees. Each Trustee shall hold office for a term of three (3) years or until the earlier of (a) such Trustee's resignation, death, or removal and (b) the expiration of such Trustee's Term and the due election and qualification of such Trustee's successor at an annual meeting; provided, that, no Trustee may hold office for more than three (3) consecutive terms. No elected Trustee who has served three (3) full consecutive terms shall be eligible for re-election until one (1) year following the expiration of such Trustee's most recent term in office; provided that (x) a Trustee shall be eligible for re-election for one (1) additional term if such Trustee is elected or re-elected as an officer of the Corporation at the annual meeting at which such Trustee's third Term in office as a Trustee would otherwise expire, and (y) any Trustee so elected or re-elected pursuant to the preceding clause (x) shall remain eligible and may continue to serve as a Trustee only for as long as he or she continues to be an officer of the Corporation.

Section 3.4 ***Removal of Trustees.*** Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Trustees may be removed with or without cause at any time by action of the Trustees of the Corporation. A Trustee may be removed only at a meeting called for that purpose and at which the Trustee involved is given an opportunity to be present and to be heard on the topic of his or her removal, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee.

Section 3.5 ***Resignation.*** Any Trustee may resign at any time by delivering written notice to the Board of Trustees, its Chairman or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 3.6 ***Newly-Created Trusteeships and Vacancies.*** Newly created Trusteeships, resulting from an increase in the number of Trustees, and/or vacancies occurring in the Board of Trustees for any reason, may be filled by the Board of Trustees at any time. A Trustee elected to fill a vacancy shall hold office until the next annual meeting of the Trustees and until his or her successor is elected and qualified. When a vacancy on the Board of Trustees exists mid-term, the Secretary must receive nominations for new Trustees from present Trustees at least two (2) weeks in advance of a Board of Trustees meeting. These nominations shall be sent to all Trustees with the regular Board of Trustees meeting announcement, to be voted upon at the next meeting of the Board of Trustees. These vacancies will be filled only to the end of the particular Trustee's term.

Section 3.7 ***Meetings of the Board of Trustees.*** An annual meeting of the Board of Trustees shall be held for the election of Trustees and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Trustees shall be held at such times as may be fixed by the Board, provided that such meetings are no less frequent than quarterly. Special meetings

of the Board of Trustees may be called at any time by the Chairman of the Board, the President or not less than one-third (1/3) of the Trustees.

Regular and special meetings of the Board of Trustees may be held at any place in the State of Connecticut. Notice of each regular meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, facsimile or other form of wire or wireless communication, or by mail or private carrier not less than five (5) days before the date of the meeting. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, facsimile or other form of wire or wireless communication, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A Trustee may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Trustee, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 3.8 *Quorum of Trustees and Voting.* Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, fifty percent (50%) of the number of Trustees prescribed in accordance with Section 4.2 shall constitute a quorum for the transaction of business or of any particular business at any regular fixed meeting, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Trustees present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board; provided, that the affirmative vote of two-thirds (2/3) of the Trustees then in office shall be required in order for the Corporation to take the following actions: (a) adoption of the annual budget and any subsequent amendments thereto; (b) adoption of an agreement of merger or consolidation; (c) sale, lease or exchange of all or substantially all of the Corporation's property and assets; and (d) approval of dissolution or revocation of dissolution of the Corporation; and (e) the hiring or firing of the President. The President shall not count towards quorum calculations. Voting by proxy is not permitted.

Section 3.9 *Action without a Meeting.* Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if the action is taken by all Trustees of the Board. Such action shall be evidenced by one or more written (including electronic) consents describing the action taken, shall be signed (including by electronic signature) by each Trustee and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the Board of Trustees when one or more consents signed by all

the Trustees are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Trustee's consent may be withdrawn by a revocation signed by the Trustee and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Trustees.

Section 3.10 *Meetings by Conference Telephone.* Any one or more Trustees of the Board of Trustees may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Trustees participating in the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 3.11 *Compensation of Trustees.* The Corporation shall not pay any compensation to Trustees for services rendered to the Corporation, except that Trustees may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board.

Section 3.12 *Duties of Trustees.* Unless otherwise determined on an individual basis by the Executive Committee of the Corporation, duties of the Trustees shall include the exercise of due care, loyalty and faithfulness; regular attendance and participation in meetings of the Board of Trustees; Trusteeship, regular attendance and participation in at least one standing committee of the Board of Trustees; annual financial contribution to and/or fundraising on behalf of the Corporation; and such other duties as may be specified by majority vote of the Board of Trustees from time to time. For purposes of this section, the duty of loyalty shall include, but not be limited to, the obligation to protect information that is considered confidential or proprietary to the Corporation. Such information shall not be disclosed by any Trustee, officer or other Trustee of a committee established under these Bylaws to any person outside of the Corporation except as authorized by the Corporation or as required by law.

ARTICLE IV *Committees*

Section 4.1 *Committees.* The Board of Trustees may create one or more committees and appoint one or more Trustees of the Board to serve on them; provided, that, the Corporation shall have an Executive Committee and a Finance Committee at all times. The creation of a committee and the appointment of Trustees to a committee shall be approved by a majority of all the Trustees in office when the action is taken. The Chairman of the Board of Trustees shall appoint the Chairman of any committee, except that the Treasurer shall serve as the Chairman of the Finance Committee. To the extent specified by the Board of Trustees, each committee may exercise the power of the Board, except that a committee may not (i) approve or recommend to Trustees action that by law requires approval by Trustees; (ii) fill vacancies on the Board of Trustees or, except as provided in this section, on any of its Committees, (ii) adopt, amend or repeal these Bylaws or the Certificate of Incorporation, (iii) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation, or

approve a proposal to dissolve the Corporation, or (iv) exercise any other authority prohibited by law. The Board of Trustees may appoint one or more Trustees as alternate Trustees to replace any absent or disqualified Trustee during the Trustee's absence or disqualification. In the event of the absence or disqualification of a Trustee of a committee, the Trustee or Trustees present at any meeting and not disqualified from voting, may by unanimous vote, appoint another Trustee to act in place of the absent or disqualified Trustee.

Section 4.2 ***Committee Rules.*** Sections 3.7, 3.8, 3.9 and 3.10 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees, apply to committees and their Trustees as well. Minutes shall be kept of each meeting of each committee and report the same to the Board of Trustees. Copies of the minutes of each such meeting shall be filed with the permanent corporate records and made available on request to each Trustee of the Board of Trustees.

Section 4.3 ***Service on Committees.*** Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Trustee with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

Section 4.4 ***Executive Committee.*** The Chairman, Vice-Chairman, Treasurer and Secretary shall serve as the Trustees of the Executive Committee. Except for the power to amend the Certificate of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, and is subject to the direction and control of the full Board.

Section 4.5 ***Finance Committee.*** The Treasurer shall be the Chairman of the Finance Committee, which shall include three (3) other Board Trustees. The Finance Committee shall be responsible for the oversight and review of development of fiscal procedures and the annual budget with staff and other Trustees. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee.

ARTICLE V ***Officers, Agents and Employees***

Section 5.1 ***Officers; Eligibility.*** The Board of Trustees shall elect a Chairman, Vice-Chairman, Secretary, and Treasurer and such other officers as determined by the Board of Trustees. A President may be appointed at any time upon approval of a majority of the Trustees. The same individual may simultaneously hold more than one office, except that the Chairman and Secretary of the Corporation shall be different individuals.

Section 5.2 ***Term of Office and Removal.*** Each officer shall hold office for the term for which he or she is appointed and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Trustees or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Trustees at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 5.3 ***Resignation.*** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Trustees, its Chairman, or the Secretary of the Corporation.

Section 5.4 ***Powers and Duties of Officers.***

A. *President.* The President shall serve as the chief executive officer of the Corporation. The President shall be selected and hired by the Board of Trustees on such terms and conditions as the Board of Trustees may prescribe, and shall report to the Board of Trustees. The President shall attend all meetings of the Board of Trustees as a non-voting, “ex-officio” Trustee, and shall report on the progress of the Corporation, answer questions of the Board of Trustees and, subject to the supervision of the Board of Trustees, shall be responsible for the day-to-day responsibilities management of the Corporation, including carrying out the Corporation’s goals and policies and such other duties as may be designated by the Board of Trustees. The performance of the President shall be reviewed annually by the Board of Trustees.

B. *Chairman.* The Chairman will oversee and provide leadership to all activities and actions of the Board of Trustees.

C. *Vice-Chairman.* The Vice-Chairman will chair Board meetings in the Chairman’s absence and perform other duties assigned by the Chairman.

D. *Secretary.* The Secretary shall be responsible for preparing and assuring proper custodial maintenance of the minutes of all meetings of the Board of Trustees and the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board of Trustees may give general authority to any officer to affix the seal of the Corporation-and to attest the affixing by his or her signature.

E. *Treasurer.* The Treasurer shall be responsible for oversight of all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall cause the deposit of all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the

Treasurer may designate, subject to approval of the Board of Trustees. Whenever required by the Board of Trustees, the Treasurer shall cause a statement of accounts to be rendered. He or she shall at all reasonable times cause the books and accounts to be exhibited to any officer or Trustee of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board, including a report at each Board meeting. The Treasurer shall chair the Finance Committee, and assist in the preparation of the budget.

Section 5.5 *Agents and Employees.* The Board of Trustees may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.6 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board of Trustees shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined.

ARTICLE VI *Trustees' Conflicting Interest Transactions*

If any Trustee of the Corporation has a "conflicting interest" with respect to a transaction effected or proposed to be effected by the Corporation, as defined in Section 33-1127 of the Connecticut General Statutes, that Trustee and the Corporation may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to Trustees' conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Trustee or the Corporation only to the extent such transaction does not constitute an act of self-dealing, as defined in Section 4941 of the Internal Revenue Code.

ARTICLE VII *Miscellaneous*

Section 7.1 *Fiscal Year.* The fiscal year of the Corporation shall be July 1 through June 30 or such other period as may be fixed by the Board of Trustees.

Section 7.2 *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Connecticut" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Trustees.

Section 7.3 *Checks, Notes and Contracts.* The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign

checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.4 ***Books and Records.*** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings, the Board of Trustees and any committee of the Corporation, and a current list of the Trustees and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.5 ***Amendments to Bylaws.*** Subject to the notice requirements of Section 3.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the Trustees present at a meeting of the Board of Trustees at which a quorum is present.

Section 7.6 ***Rules of Procedure.*** Except as otherwise provided in these Bylaws, Robert's Rules of Order shall determine all matters of procedure.

Section 7.7 ***References.*** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

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