AMENDED AND RESTATED

BYLAWS
OF
THE CHILDREN'S MUSEUM, INC.

ARTICLE I
GENERAL

These Amended and Restated Bylaws (these "Bylaws") supplement and implement applicable provisions of law and of the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") of The Children's Museum, Inc. (the "Corporation").

ARTICLE II
TRUSTEES

SECTION 1. Powers. The care, control and disposition of the property and funds of the Corporation and the management of its affairs shall be vested in a Board of Trustees.

SECTION 2. Number, Election, and Term of Office.

(a) Elected Trustees. The Board of Trustees shall consist of not less than nine (9) nor more than twenty-nine (29) elected Trustees, and shall be separated into three classes (each class to be as nearly equal in number as possible). The classes of Trustees, their incumbents and the expiration of their terms shall be in accordance with the Terms of Board of Trustees Membership which is attached to these Bylaws as Appendix A, and shall be updated by the Secretary upon the election, death, resignation or removal of any Trustee. At each Annual Meeting of the Trustees, the Trustees shall elect, by the affirmative vote of a majority of Trustees then in office, new Trustees and/or successors to the Trustees whose terms expire at such Annual Meeting. Each newly elected Trustee shall hold office for a term of three (3) years (a three (3) year period, a "Term"), and may serve no more than three (3) consecutive Terms, 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. A new Trustee may also be elected at any time prior to the Annual Meeting by the affirmative vote of a majority of Trustees then in office and the Board of Trustees shall designate such Trustee to a class and the term of such Trustee will expire at the same time as the other Trustees of such class. At each election of a new Trustee, or upon the death, resignation or removal of an existing Trustee, the Secretary will amend the Terms of Board of Trustees Membership accordingly to reflect such changes and such amended and restated Terms of Board of Trustees Membership shall be attached to these Bylaws hereto as Appendix A and these Bylaws will be deemed correspondingly amended.

(b) Elected Trustee Term Limits. No elected Trustee who has served three (3) full consecutive Terms shall be eligible for re-election until one year following the expiration of such Trustee's most recent Term in office; provided that (A) a Trustee shall be eligible for re-election for one 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 (B) any Trustee so elected or re-elected pursuant to the preceding clause (A) 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.

(c) President as Ex Officio Trustee. In addition to the elected Trustees provided for in Section 2(a) of these Bylaws, the President of the Corporation shall be, ex officio, a member of the Board of Trustees. In his or her capacity as an ex officio member of the Board of Trustees, the President shall not be entitled to vote on any matter that is before the Board of Trustees, shall not be taken into account for purposes of determining a quorum of Trustees, and shall cease to be a member of the Board of Trustees immediately and automatically upon ceasing to hold the office of President, without the need for any action by the Corporation or its Trustees.

SECTION 3. Removal. Any elected Trustee may be removed as a Trustee at any time, with or without cause, by the affirmative vote of a majority of Trustees then in office at any meeting of the Trustees called for the purpose of removing such Trustee. Notice of such meeting must state that a purpose of the meeting is the removal of such Trustee. The Trustee involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

SECTION 4. Resignation. Any elected Trustee may resign from the Board of Trustees by submitting to the Chair or Secretary of the Corporation a written letter of resignation. Unless otherwise indicated, all resignations shall become effective upon delivery of such letter to the Chair or Secretary. Any Trustee who fails to attend without adequate cause three (3) or more consecutive meetings of the Board of Trustees shall upon the affirmative vote of the Board of Trustees be deemed to have resigned as a Trustee.

SECTION 5. Vacancies. Vacancies occurring on the Board of Trustees may be filled for the unexpired term of such Trustee or of the class to which such newly created vacancy was apportioned by the affirmative vote of a majority of Trustees then in office.

SECTION 6. Compensation of Trustees. Trustees shall not be entitled to receive compensation for their services as Trustees, provided that they may receive reimbursement for their reasonable expenses as Trustees.

SECTION 7. Duties. Unless otherwise determined on an individual basis by the Executive Committee of the Corporation, duties of Trustees shall include the exercise of due care, loyalty and faithfulness; regular attendance and participation in meetings of the Board of Trustees; membership, regular attendance and participation in at least one standing committee of

the Board of Trustees; annual financial contribution to and fundraising on behalf of the Corporation; and such other duties as may be specified by 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 member 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 III
MEETINGS OF TRUSTEES

SECTION 1. Place of Meeting. Regular meetings of the Board of Trustees may be held at such time and place, either within or without the State of Connecticut, as the Board of Trustees may designate in its notice of meeting.

SECTION 2. Annual Meeting. The Annual Meeting of the Trustees shall be held on such date in each year at the place, and at the hour designated in the call therefor as approved by the Trustees. At such meeting, the Trustees shall (i) elect the Board of Trustees in accordance with Article II hereof; and (ii) elect the officers of the Corporation for the ensuing year, each of whom shall hold his or her position, subject to prior removal by the Board of Trustees, until the next Annual Meeting and until his or her successor is chosen and qualified. The Trustees shall also transact such other business as shall properly come before them.

SECTION 3. Regular Meetings. All other regular meetings of the Board of Trustees may be held at such date, time and place as the Board of Trustees may determine and fix by resolution provided that the Board of Trustees shall meet not less than quarterly each year.

SECTION 4. Special Meetings. Special Meetings of the Board of Trustees may be held at any time and place upon call of the Chair, or upon call of not less than one third of the Trustees then in office.

SECTION 5. Notice. Appropriate written or oral notice of each meeting of the Board of Trustees shall be given to each Trustee at least two (2) days prior to the time of the meeting. Any Trustee may waive notice of any meeting in writing or by attendance without protest at the meeting.

SECTION 6. Quorum; Act of Board of Trustees. A minimum of one-half of the number of elected Trustees then in office shall constitute a quorum. Except as otherwise provided by law or these Bylaws, the act of a majority of the Trustees present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Trustees; provided, further, that the affirmative vote of a majority of 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.

SECTION 7. Trustee Participation in Meeting by Telephone. Any Trustee may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment enabling all Trustees participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 8. Trustees' Action Without Meeting. If all of the Trustees severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action

shall be as valid as though it had been authorized at a meeting of the Board of Trustees. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Trustees.

SECTION 9. Rules of Procedure. Except as otherwise provided in these Bylaws, Robert's Rules of Order shall determine all matters of procedure.

ARTICLE IV
OFFICERS, AGENTS AND EMPLOYEES

SECTION 1. Titles; Election of Officers. The officers of the Corporation shall consist of a Chair of the Board of Trustees, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers of the Corporation

as the Board of Trustees may appoint. If the Board of Trustees so determines, the officers may be designated by such other titles as may be provided in the Certificate of Incorporation or the Bylaws. At its Annual Meeting each year, the Board of Trustees shall elect, by the affirmative vote of a majority of Trustees then in office, the offices of Chair, one or more Vice Chairs, Secretary, Treasurer and such other officers of the Corporation that the Board of Trustees deems appropriate, for a term of one (1) year, and until the successors of such officers have been duly elected and qualified; provided, however, that the President shall serve for the term designated in his or her employment contract, if any. Only Trustees shall be eligible for election as Chair, Vice Chair, Secretary or Treasurer. Other officers of the Corporation may, but need not be, Trustees; provided, however, that the office of President may not be held by an elected Trustee. No two or more offices may be held by the same person.

SECTION 2. Powers and Duties of Officers. Subject to the control of the Board of Trustees, all officers as between themselves and the Corporation shall have such authority and

perform such duties in the management of the Corporation as may be provided by the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices.

(A) Chair. The Chair shall serve as chairperson of the Board of Trustees, shall preside at all meetings of the Board of Trustees, and shall perform such other duties as are properly required of him or her by the Board of Trustees, including but not limited to providing for regular evaluation of the President in consultation with the Board of Trustees. At the request of the President, or in the case of his or her absence or inability to act, the Chair shall perform the duties of the President and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the President.

(B) Vice Chair. The Vice Chair, or each Vice Chair, shall have such power and perform such duties as the Chair of the Board of Trustees may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the Chair, or in the case of his or her absence or inability to act, any Vice Chair shall perform the duties of the Chair and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the Chair.

(C) President. The President shall be the chief executive officer of the Corporation, shall have general charge and direction of the business of the Corporation, shall represent the Corporation before the general public, and shall perform such other duties as are properly required of him or her by the Board of Trustees. The President shall be selected 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 performance of the President shall be reviewed annually by the Board of Trustees in such manner as it deems appropriate.

(D) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and shall give notice of all such meetings as required by these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary and as provided in these Bylaws. The Secretary shall have custody of such minutes, the seal of the Corporation and the records of the Corporation, except to the extent some other person is authorized to have custody and possession thereof by a resolution of the Board of Trustees. The Secretary shall have authority to affix the corporate seal to any instrument requiring it; and, when so affixed, it may be attested by his or her signature, provided that 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 have the custody of, and be responsible for, all funds and securities 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 deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts 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 of Trustees.

SECTION 3. Term of Office, Vacancies and Removal. Subject to applicable contract rights, all officers shall be elected by the Board of Trustees in accordance with Section 1 of this Article, to hold office at the pleasure of the Board of Trustees and subject to its order. Subject to

applicable contract rights, any officer may be removed with or without cause at any time by the Board of Trustees; provided further that the offices of Chair, Vice Chair and President shall be removed only by the affirmative vote of a majority of Trustees then in office. Vacancies resulting from any resignation or removal may be filled by the Board of Trustees in accordance with Section 1 of this Article. Subject to applicable contract rights, an officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

SECTION 4. Resignation. Subject to applicable contract rights, any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 5. Agents. The Board of Trustees may appoint or authorize the President to appoint agents who shall have such authority and perform such duties as may be prescribed by the Board of Trustees. The Board of Trustees may remove any agent 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 6. Compensation of Officers, Agents and Employees. The Corporation may pay compensation to officers, agents and employees for services rendered to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. Through the approval of the Corporation's budget in accordance with Article III, Section 6(a) hereof, the Board of Trustees shall determine the amount of compensation or reimbursement, if any, that shall be paid; provided that the Board of Trustees shall specifically approve, by the affirmative vote of a majority of Trustees then in office, the

amount of compensation or, in accordance with procedures authorized by the Board of Trustees, reimbursement, if any, that the Corporation shall pay to the President for his or her services to the Corporation provided that the President shall not be authorized to approve reimbursement of his or her own expenses.

ARTICLE V
COMMITTEES

SECTION 1. General Provisions. The Board of Trustees may, by resolution passed by a majority of the Trustees then in office, designate one or more committees, each committee to consist of three (3) or more Trustees of the Corporation, who serve at the pleasure of the Board of Trustees. The Board of Trustees may designate one or more Trustees as alternate members of any committee, who may replace any disqualified member at any meeting of the committee. In the case of disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such disqualified member. Any such committee, to the extent provided in the resolution of the Board of Trustees, shall have and may exercise all the powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to: (i) amend the Certificate of Incorporation, (ii) fill vacancies on the Board of Trustees, (iii) adopt an agreement of merger or consolidation, (iv) approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets, (v) approve a dissolution of the Corporation or a revocation of dissolution, (vi) or amend the Bylaws of the Corporation. Any committee may also include committee members who are not Trustees, who shall serve solely in an advisory capacity and shall be non-voting members of

such committee. Such advisory members shall be included and serve at the pleasure of the Chair in consultation with the committee chair.

SECTION 2. Standing Committees. The Board of Trustees shall have the following standing committees:

(A) Executive Committee. The Executive Committee shall be composed of the following officers of the Corporation: the Chair, any Vice Chair, the Secretary and the Treasurer and up to four (4) additional Trustees as may be designated by the Board of Trustees. In addition, the President shall be a non-voting ex-officio member of the Executive Committee. The Executive Committee shall perform any duties delegated to it by the Board of Trustees, and shall have the full power and authority to transact the business of the Corporation during the period between Board of Trustees meetings, when in its opinion such business shall be in the best interest of the Corporation. The Executive Committee shall provide for regular evaluation of the performance of the Board of Trustees and the Corporation. Any business conducted or votes taken shall be reported to the full Board of Trustees at its next meeting. The Executive Committee shall receive such reports as it may deem necessary from any activity or committee of the Corporation. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee; provided, however, that the President shall not count towards the total number of members needed to constitute a quorum. The affirmative vote of a majority of those present at such a meeting at which a quorum is present shall constitute action by the Executive Committee.

(B) Finance Committee. The Finance Committee shall be composed of not fewer than three (3) Trustees. The Treasurer shall be a member of the committee. The Finance Committee shall review the budget of the Corporation, and make recommendations to be

presented to the Board of Trustees for approval, monitor investments, revenues and expenditures, and develop financial policies and procedures, including timely and accurate reporting, for the Corporation, consistent with generally accepted accounting practices. The Finance Committee shall also monitor risk assessment, including the adequacy of insurance against loss and liability.

(C) Governance Committee. The Governance Committee shall be composed of not fewer than three (3) Trustees. The Governance Committee shall advise the Board of Trustees on matters of organization and governance of the Corporation including revision of these Bylaws, document retention, development of mission statement, recruitment and standards of participation and conduct of the Board of Trustees, orientation and training of Trustees, and publication of an annual report for the Corporation.

(D) Development Committee. The Development Committee shall be composed of not fewer than three (3) Trustees. The Development Committee shall be in charge of developing and implementing a case statement, annual fundraising plan and programs to raise funds for the Corporation's operations and related capital projects, including annual contribution and other fundraising goals for Trustees.

(E) Audit Committee. The Audit Committee shall be composed of not fewer than three (3) Trustees and one non-voting member who shall have accounting expertise and shall not be a Trustee, provided that (a) one of the Trustee members shall also be a member of the Finance Committee other than the Chair of the Finance Committee, and (b) the Chair of the Board of Trustees shall not be a member of the Audit Committee. The Audit Committee shall develop the scope of the annual audit and recommend selection of an independent auditor by the full Board of Trustees; assure compliance with required federal and state financial, tax and other required reporting; cooperate with other committees of the Board of Trustees to assure compliance with

policies of the Corporation related to federal and state financial, tax and other required reporting; and investigate whistle-blower complaints of malfeasance in accordance with policy adopted by the Board of Trustees.

SECTION 3. Advisory Committees. The Board of Trustees may establish advisory committees from time to time to advise and counsel the Board of Trustees; provided, however, that the Chair shall have the authority to establish advisory committees on his or her own. Such committees shall have no authority to take binding action on behalf of the Corporation. Such advisory committees may include appointment by the Board of Trustees of the "Friends of The Children's Museum" to consist of past Trustees, past employees and other community members for purposes of advice and counsel, advocacy, fundraising and recruitment of volunteers.

SECTION 4. Committee Rules. Unless the Board of Trustees otherwise provides, each committee designated by the Board of Trustees may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Trustees or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Trustees conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, if all of the committee members severally or collectively consent in writing to any action taken or to be taken by the committee, such action shall be as valid as though it had been authorized at a meeting of the members of the committee. The written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee. Any one or more

members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment enabling all committee members participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting provided that such participation shall be duly noted in the minutes of the meeting.

SECTION 5. Service on Committees. Each committee of the Board of Trustees shall serve at the pleasure of the Board of Trustees. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Trustee of his or her duty under law, including such Trustee's duty of care or duty of loyalty, to the Corporation.

SECTION 6. Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and made available on request to each member of the Board of Trustees.

ARTICLE VI
CONFLICTS OF INTEREST

SECTION 1. Conflicts of Interest. For purposes of Article VI of these Bylaws, (i) "financial interest" means a material interest, direct or indirect, that involves (a) employment, business, investment, ownership or other relationship, transaction or arrangement for compensation with the Corporation, or (b) any person or entity that has or is negotiating to have an employment, business, investment, ownership or other relationship, transaction or arrangement for compensation with the Corporation; (ii) "immediate family" means a spouse or civil partner, daughter or son, mother or father, brother or sister, or any dependent relative; and "financially interested Trustee" means a member of the Board of Trustees, or the immediate family of such member, who has or is negotiating to have a financial interest.

A Trustee shall disclose, as soon as reasonably possible, the existence and nature of any financial interest, both to the Board of Trustees and to the Trustees serving on a committee considering the relationship, transaction or arrangement. After disclosure of such a financial interest, the other members of the Board of Trustees (excluding any "financially-interested Trustee" from participation in any manner) shall decide if a conflict of interest exists. If such a conflict exists, the Board of Trustees shall exercise due diligence to identify and review feasible alternatives to determine whether the Corporation can obtain a more advantageous relationship, transaction or arrangement with reasonable efforts that would not give rise to a conflict of interest. If a more advantageous relationship, transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Trustees shall determine by a majority vote of all disinterested Trustees whether the relationship, transaction or arrangement is in the Corporation's best interest and for its own benefit, whether the transaction or arrangement is fair and reasonable to the Corporation, and whether to enter into the relationship, transaction or arrangement in conformity with such determinations.

SECTION 2. No Gifts. No Trustee shall accept anything of value from any person or entity that has, reasonably expects to have or is negotiating to have an employment, business, investment, ownership or other relationship, transaction or arrangement for compensation with the Corporation, providing that nothing shall prevent the Corporation from soliciting or receiving anything of value in furtherance of the charitable purposes of the Corporation.

SECTION 3. Minutes. The minutes of the Board of Trustees shall contain (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees' decision as to

whether a conflict of interest in fact existed; and (ii) the names of the persons who were present for discussions and votes relating to the relationship, transaction or arrangement, ; and (iii) the content of the discussion, including any alternatives to the proposed relationship, transaction or arrangement and a record of any votes taken in connection with the relationship, transaction or arrangement.

SECTION 4. Other Situations. The Corporation recognizes that the foregoing provisions do not cover all possible situations that might arise. The exercise of reasonable judgment will be necessary, and there is no intent to limit pro bono services from Trustees or their firms.

SECTION 5. Annual Statements. Each Trustee and member of a committee of the Board of Trustees shall annually, at such time and in such manner as the Board of Trustees shall determine, sign a statement affirming that such person (i) has received a copy of the conflict of interest policy provided under Article IV of these bylaws, (ii) has read and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands that the Corporation is a charitable organization that must engage primarily in activities that accomplish its tax-exempt purposes in order not to jeopardize its federal tax exempt status.

ARTICLE VII
MISCELLANEOUS

SECTION 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 2. Corporate Seal. The corporate seal of the Corporation shall be circular in form with the name of the Corporation and the words “Connecticut” and “Seal” thereon, or shall be in such form as may be approved from time to time by the Board of Trustees.

SECTION 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 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 of 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 5. Amendments to Bylaws. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Trustees who are present at any meeting of the Board of Trustees at which a quorum is present, provided that a notice of such meeting set forth the general nature of the proposed action.

Amended and Restated on November 20, 1996.
Amended and Restated on December 1, 1998.
Amended on August 19, 2003.
Amended and Restated on May 17, 2005.
Amended and Restated on June 24, 2008
Amended and Restated on October 28, 2008
Amended and Restated on April 27, 2016

APPENDIX A

TERMS OF BOARD OF TRUSTEES MEMBERSHIP