

Article I

Organization and Location

Section 1.0 The Museum of Newport Irish History (“Museum”) is a nonprofit corporation (“Corporation”) with its principal office in the City of Newport, Rhode Island.

Article II

Purpose

Section 2.0 The Corporation’s purposes are as set forth in its Articles of Incorporation, which were approved by the Secretary of the State of Rhode Island on 28 May 1996. The purpose of the Museum is to collect and preserve photographs, oral history, artifacts, letters and other documents that trace the history of Irish immigration and settlement in Newport County, and the social and historical impact of this immigration on the community as a whole. Further, it is the purpose of the Museum to present these items to the community for better understanding and appreciation of Irish culture.

Article III

Management

Section 3.0 The responsibility for establishing policies and goals for the Corporation, as well as overseeing their implementation, shall be vested in a Board of Directors (“Board”) consisting of not more than twenty-five (25) members to be elected as prescribed in Section 3.1. The Board shall also be responsible for electing the Officers of the Corporation who are responsible for the day- to- day operations and routine business of the Corporation.

Section 3.1 The terms of the Board’s members shall expire at each Annual Meeting. Their successors shall be nominated at the Board’s preceding regularly scheduled meeting to take office at the next Annual Meeting.

Section 3.2 The Board shall choose new members of the Board from among those candidates recommended by the Nominating Committee in consultation with the Executive Committee, who shall give consideration to broad representation of various community interests and organizations. The Executive Committee shall consist of the Officers of the Corporation.

Section 3.3 Any Member of the Board who shall be absent from three meetings a year without presenting satisfactory excuses 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, or in the event of any vacancy on the Board, it may elect a successor at any duly convened meeting.

Section 3.4 The Annual Meeting of the Corporation shall be held on the first Sunday in April of each year or at such other date selected by the Board. The Board shall meet regularly at the direction of the President. Special meetings shall be called by the Secretary upon written request of seven (7) Members of the Board; written notice thereof shall be mailed or emailed to all Members of the Board at least five (5) days prior to the day set for such meetings. Written notice of the Annual Meeting shall be mailed or emailed to the entire membership of the Museum and to all members of the Board at least thirty (30) days prior to the day set for such meeting. The Secretary shall serve, or attend to the serving of, all notices.

Section 3.5 Unless otherwise provided in these Bylaws, the meetings of the Board and all its Committees shall be conducted according to the latest revision of Robert's Rules of Order, but it shall be necessary in any event for a quorum to be present for the Board or any of its committees to act. A quorum for any such meeting shall be a majority of the members of the Board.

Section 3.6 Unless otherwise provided in these Bylaws, a vote to authorize action is by majority of the quorum present or otherwise authorized to participate. Any action required by the Board may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of all Directors consent thereto in writing. Response to the information shall constitute a waiver of notice requirements. The responses shall be filed with the minutes of proceedings of the Board and maintained in the official files.

Section 3.7 The Board may authorize participation in any meeting by electronic means as necessary.

Section 3.8 Board members may vote to authorize action on matters before the Board by email or proxy vote.

Section 3.9 The Board shall receive and act upon all committee reports, as well as those of its Officers. It shall determine the policies of the administration and

operation of the Corporation and be responsible for overseeing its finances and setting its ethical standards.

Section 3.10 The Board may from time to time appoint Honorary members as it desires. All such appointments shall terminate at the following Annual Meeting of the Board, and no ex-officio members shall be entitled to vote or be counted for quorum purposes. The Presidents of the Ancient Order of Hibernians and the Ladies Ancient Order of Hibernians shall be honorary members of the Board.

Article IV *Officers*

Section 4.0 The Officers of the Corporation, namely the President, the First and Second Vice-Presidents, the Secretary, the Treasurer and the Membership Executive shall each be elected by the Board at the Annual Meeting for a term of two (2) years or until a successor is duly qualified.

Section 4.1 No officer shall be eligible for re-election after serving three (3) terms in office until at least one (1) year shall have expired after his or her last term of office. However, the Board may make exceptions to this general rule as it deems necessary.

Section 4.2 In any calendar year in which the Officers are up for re-election, at least 90 days prior to the Annual Meeting the President shall appoint a Nominating Committee to investigate the qualification and availability of persons who might serve as Officers, and report its recommendations for such positions to the Board not later than the last regularly scheduled meeting preceding the Annual Meeting.

Section 4.3 Additional nominations may be made by any Member of the Board with the consent of the nominee. The Officers shall be elected by majority vote of the Board at its regularly scheduled meeting, and the Officers so elected shall take office at the following Annual Meeting.

Section 4.4 The duties of the Officers shall be as follows:

Section 4.4.1 President: The President shall be responsible to the Board for the operations of the Corporation and preside at all meetings of the Board and its

Executive Committee. He or she shall appoint all committees and shall be ex-officio a member of each committee. He or she shall be responsible for directing and overseeing the other officers in their performance of the routine, day-to-day operations and conduct of the Corporation. He or she shall also perform all the usual functions of the President of a nonprofit corporation.

Section 4.4.2 First Vice-President: In the event of the absence of the President or the President's inability or refusal to perform such duties, the First Vice-President shall assume such duties. He or she shall chair one of the standing committees.

Section 4.4.3 Second Vice-President: In the event of the absence of the First Vice-President or his or her inability or refusal to perform such duties, the Second Vice-President shall assume such duties. He or she shall chair one of the standing committees.

Section 4.4.4 Secretary: The Secretary shall keep the records of the Corporation including the minutes of Annual and Board meetings. He or she shall also be responsible for issuing and receiving any notices on behalf of the Corporation or the Board.

Section 4.4.5 Treasurer: The Treasurer shall keep an accurate record of all monies received and disbursed by the Corporation; such records shall be kept on file at a place designated by the Executive Committee. He or she shall deposit all monies received in one or more banks and/or savings and loan institutions located in the City of Newport, to the credit of the Corporation, and he or she shall make investments in such assets as are approved by the Board. All of such investments shall be in the name of the Corporation. Upon the approval of the Board, the Treasurer shall use the available funds of the Corporation to pay all of its just bills. At each Annual Meeting, the Treasurer shall submit a written report for the fiscal year just ended.

Section 4.4.6 Membership: The Membership Executive shall keep an accurate record of all members to include postal mail and electronic mail addresses, phone numbers, type of membership and expiration/renewal dates. He or she shall report on the new memberships and retention at each Board meeting. Since Membership

is central to the health and strength of the organization he or she shall serve to analyze each event and advise the Board on the effect of each event's benefit (positive or negative) on the general membership.

Section 4.4.7 Vacancies: A vacancy in any office due to any cause whatsoever shall be filled for the remainder of its current term by the Board of Directors at a duly convened meeting if the notice thereof contains advice of such election.

Article V *Membership*

Section 5.0 Any individual who shall subscribe to the purposes of the Museum may be admitted by the Board into membership on payment of annual dues. Dues shall be due and payable annually for the period April 1 through March 31. The amount of dues shall be determined by the Board which may also determine membership categories including Life Membership

Article VI *Committees*

Section 6.0 The Board may by resolution designate one (1) or more committees with such duties, powers and names as the Board may determine.

Section 6.1 The committees shall keep regular minutes of their proceedings and report the same to the Board and to the Secretary when required.

Section 6.2 The chairs of the committees shall be members of the Board. Members shall consist of two (2) members of the Board and others deemed qualified by the President.

Section 6.3 The membership of all Committees shall be in such number and for such terms as the President shall designate.

Article VII
Financial Matters

Section 7.0 No funds of the Corporation shall be invested or expended without authorization of the Board, except that expenditures of an amount less than \$300 which are associated with the day-to- day operations and routine business of the Corporation, may be approved by the President in his or her sole discretion.

Section 7.1 The Board shall designate the Corporation's fiscal year. The books of account of the Corporation shall be balanced and audited by a Certified Public Accountant at the close of the fiscal year.

Article VIII
Amendments

Section 8.0 Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Members of the Board entitled to vote at any Annual or regularly scheduled meeting if the notice thereof contains a statement of the proposed alteration, amendment, or repeal.

Article IX
Annual Reports

Section 9.0 Each officer and those committee chairpersons so designated by the Board, shall render annual written reports of the activities of their respective offices or committees. Such reports shall be filed with the Secretary at the Annual Meeting. An Annual Report of the Museum shall be published after the Annual Meeting.

Article X

Dissolution

Section 10.0 Should the Museum at any time permanently cease to function as a Museum, the buildings and real property shall remain in place and be turned over to the Newport County Court to be used at its discretion for other educational purposes.

Section 10.1 Artifacts and other personal items that are the permanent property of the Museum shall be transferred to another museum or educational institution within the area. Should there be outstanding debts owed by the Museum, a sufficient quantity of said items may be sold to satisfy creditors.

Section 10.2 Personal artifacts on loan to the Museum must be returned to the donors.

Section 10.3 After the Corporation permanently abandons the operation of the Museum, the endowment fund as created and described shall revert in full to Newport County, Rhode Island, to be used by any one or more educational institutions within Newport County, Rhode Island, subject to existing state laws.

Effective Date: June 6, 2023