

BYLAWS

Article I: Name. The name of the Corporation shall be the Windham Textile and History Museum, hereinafter referred to as the Museum.

Article II: Purpose and Mission. The Museum is a private, membership-based, nonprofit, 501(c)3 educational institution and historical society, incorporated in 1989 in the State of Connecticut, serving the general public. Located in the historic former headquarters of the American Thread Company in Willimantic, Connecticut, the Museum houses a museum, a library, and an archive. Through its exhibits, programs, and collections, the Museum preserves and interprets the history of textiles, the textile arts, and the textile industry, with special emphasis on the experiences of the craftspeople, industrial workers, manufacturers, inventors, designers, and consumers. The Museum also promotes a greater understanding of the major trends and changes in technology, the economy, immigration, society, the environment, and culture that shaped the history of textiles, the textile arts, and the textile industry in Connecticut, New England, and the United States from the colonial period to the present.

Article III: Goals. To fulfill its mission, the Museum seeks to:

1. Maintain the former headquarters of the American Thread Company in Willimantic, Connecticut, as a site of architectural, cultural, and historical significance.
2. Collect, preserve, and make available to the public documents and other artifacts relating to the history of textiles, the textile industry, and the lives and experiences of the craftspeople, industrial workers, manufacturers, and others who shaped textile production and use in Connecticut, New England, and the United States from the colonial era to the present. Special emphasis will be placed on collecting and preserving records that relate to eastern Connecticut.
3. Present exhibits and programs that interpret the worldwide impact of textiles and the textile industry on technology, the economy, immigration, society, the environment, and culture in Connecticut, New England, and the United States.
4. Encourage and support research and scholarship about the history of textiles, the textile industry, and the lives and experiences of the craftspeople, industrial workers, manufacturers, and others – as well as the major technological, economic, social, environmental, and cultural trends – that shaped Connecticut, New England, and the United States.
5. Offer educational programs that explore and interpret various aspects of the textile arts and the history of the industrial age and their continuing effects on American society in general, and Connecticut and New England in particular.
6. Serve as a visitors' center, and as a unique environment and attractive space for live entertainment, lectures, and public and private functions for the greater Windham, Connecticut, region.

Article IV: Membership. Membership in the Museum is open to all individuals and organizations, regardless of their affiliation, upon payment of annual dues. Categories of membership, dues, and fees shall be fixed by the Board of Directors. All members are entitled to attend and vote at the Annual Meeting.

Article V: Meetings of Members.

1. **Annual Meeting:** An Annual Meeting of the members of the Museum shall be held for the purpose of electing officers and members of the Board of Directors. The Annual Meeting will be held at 5:30 PM on the second Thursday in October, at 411 Main Street, Willimantic, CT. Notice of the Annual Meeting shall be made through the Museum's newsletter and web site.
2. **Special Meetings:** Special meetings of the members may be called by the President. Notice of special meetings of the members shall be made via e-mail, postal mail, and/or newspaper advertisement at least fourteen (14) days prior to the meeting.

Article VI: Board of Directors.

1. **Introduction.** The operation of the Museum shall be overseen by a Board of Directors elected by the general membership at the Annual Meeting. The Board of Directors is responsible to both the membership and the general public, and should attempt to operate the Museum in the best interest of the membership and the general public. The Board of Directors exercises its authority collectively, not individually, and therefore makes its decisions as a collective body. According to law, members of the Board of Directors have both a fiduciary responsibility to the Museum as a corporation and an ethical responsibility to the public to act as the guardians of a public trust.
2. **Board Members.** There shall be no fewer than six (6) and no more than twenty (20) members of the Board of Directors. Any member of the Museum in good standing is eligible to serve as a member of the Board of Directors. Board members shall serve for terms of two years, and may be reelected. The Board of Directors shall have the power to fill vacancies, and to elect additional Board members, with the requirement that any Board member so elected must be ratified at the next Annual Meeting.
3. **Regular Meetings.** The Board of Directors shall hold its regular meetings on the second Thursday of each month, at a time and place to be determined by the Board. Notice of regular meetings shall be made via e-mail, postal mail, telephone, and/or personal communication at least five (5) days prior to the meeting. Any Board member who misses four consecutive regular meetings shall be deemed to have resigned from the Board, but may nevertheless be reinstated by a majority vote of the Board.
4. **Special Meetings.** Special meetings of the Board of Directors may be called by the President. Notice of special meetings shall be made via e-mail, postal mail, telephone, and/or personal communication at least five (5) days prior to the meeting.

5. **Emergency votes.** The President may call for votes on emergencies via e-mail and/or telephone.
6. **Quorum.** Seven (7) members of the Board, or one half of the current Board members, whichever is fewer, shall constitute a quorum for the purpose of conducting business.
8. **Rules of Order.** Meetings of the Board of Directors shall be conducted using *Roberts' Rules of Order*.
9. **Responsibilities.** The Board of Directors has the following responsibilities:
 - With the advice of the Executive Director, the Board of Directors determines the Museum's goals and objectives.
 - With the advice of the Executive Director, the Board of Directors approves and amends the Museum's major policies and procedures.
 - With the advice of the Executive Director, the Board of Directors approves and amends the Museum's annual operating budget.
 - The Board of Directors determines the job description of the Executive Director, as well as hires, evaluates, and dismisses the Executive Director.
 - The Board of Directors assists the Executive Director with recruiting new members and volunteers, writing grants, planning and executing special events, and other fundraising activities. With the advice of the Executive Director, the Board of Directors approves major grant proposals, accepts major grants, and approves major fundraising events.
 - The Board of Directors provides assistance and advice as needed to the Executive Director, and to the committees and committee chairs.

Article VII: Officers.

1. **President.** The President shall preside at all meetings of the membership, the Board of Directors, and the Fundraising Committee. The President shall appoint all committee chairs. The President, along with the Executive Director, shall be a public spokesperson for the Museum. The President shall also perform all the usual functions of a President of a 501(c)3 non-profit educational institution, including all the functions required by the laws of the United States and the State of Connecticut. The President serves for a term of two years, and may be reelected.
2. **Vice President.** In the absence or resignation of the President, or the President's inability or refusal to carry out her or his duties, the Vice President shall assume the duties of the President. In the absence or resignation of the Secretary, or the Secretary's inability or refusal to carry out her or his duties, the Vice President shall assume the duties of the Secretary. In the absence or resignation of the Treasurer, or the Treasurer's inability or refusal to carry out her or his duties, the Vice President shall assume the duties of the Treasurer. The Vice President shall also chair one of the Board's standing committees. The Vice President serves for a term of two years, and may be reelected.

3. **Secretary.** The Secretary shall record the minutes of all the meetings of members of the Museum and of the Board of Directors. The Secretary shall also perform all the usual functions of a Secretary of a 501(c)3 non-profit educational institution, including all the functions required by the laws of the United States and the State of Connecticut. In the absence or resignation of both the President and the Vice President, or the President and Vice President's inability or refusal to carry out the duties of the President, the Secretary shall assume the duties of the President. The Secretary serves for a term of two years, and may be reelected.
4. **Treasurer.** The Treasurer, with the assistance of the Executive Director, shall keep an accurate record of all monies received and disbursed by the Museum, such records to be kept on file at 411 Main Street, Willimantic, CT. The Treasurer shall oversee the deposit of all monies received in one or more banks, savings and loan institutions, and/or credit unions located in the State of Connecticut, to the credit of the Museum. The Treasurer shall oversee investments in such assets as are approved by the Board of Directors. All such investments shall be in the name of the Museum. The Treasurer shall oversee the use of the Museum's available funds to pay all of its just bills, and make sure that such expenditures comply with the Museum's annual operating budget as approved by the Board of Directors. The Treasurer shall provide periodic reports on the Museum's finances to the Board of Directors. The Treasurer shall also perform all the usual functions of a Treasurer of a 501(c)3 non-profit educational institution, including all the functions required by the laws of the United States and the State of Connecticut. The Treasurer serves a term of two years, and may be reelected.
5. **Replacements.** Any officer unable to complete his/her term of service may be replaced by a majority vote of the Board of Directors.
6. **Board Membership.** All of the officers shall be ex officio members of the Board of Directors, with all the powers, duties, and responsibilities of Board members.

Article VIII: Election of Officers and Board Members.

Any member of the Windham Textile and History Museum may, at the Museum's Annual Meeting, nominate candidates for President, Vice President, Secretary, Treasurer, or Board of Directors. If more than one candidate is nominated for any office; or if more candidates are nominated for the Board of Directors than there are open seats; or if any member requests it, then voting for that position shall be by secret ballot; otherwise, voting may be by acclamation. New Board members and officers shall begin their terms of office immediately following the Annual Meeting.

Article IX: Adjunct Boards.

1. **Advisory Board.** In addition to the Board of Directors, the Board of Directors may, at its discretion, create an Advisory Board. The Advisory Board is made up of individuals who

are committed to the Museum's mission, lend their names in support of the Museum, and participate in the Museum's activities in an advisory capacity, advising the Board of Directors, Board committees, and/or staff in their specific areas of expertise. Advisory Board members are not members of the Board of Directors, are not required to attend meetings of the Board of Directors or its committees, may not vote at Board of Directors meetings, do not count towards a quorum of the Board of Directors, and do not have a fiduciary responsibility for the Museum. Advisory Board members are elected by the Board of Directors, hold a three-year term, and may be reelected indefinitely. The Advisory Board is an optional board and there is no limit on the number of Advisory Board members.

Article X: Management of the Museum, Library, Archives, Gift Shop, and Visitor Center.

The Board of Directors shall appoint an Executive Director, who will manage the operation of the Museum's museum, library, archives, gift shop, and visitor center, according to policies established by the Board. The Executive Director will have the authority to employ and dismiss personnel (paid staff or volunteers) and/or independent contractors in accordance with policies and budgets approved by the Board. The Executive Director will attend meetings of the Board of Directors and report to the Board on the conditions and activities of the museum, library, archives, gift shop, and visitor center; call to the Board's attention matters requiring action or notice; and make appropriate and necessary recommendations for Board action. With the Treasurer and Finance Committee, the Executive Director will draft the Museum's annual operating budget for the Board's consideration and approval. The Board of Directors approves and amends the Executive Director's job description, and evaluates the Executive Director periodically, in accordance with such policies and procedures as the Board may adopt.

Article XI: Board Committees.

1. **Standing committees.** The Board of Directors has several standing committees: the Executive Committee; the Fundraising Committee; the Finance Committee; the Curatorial, Exhibits, and Education Committee; and the Membership Committee. Each Board member shall serve on at least one standing committee.
 - **Executive Committee.** The Executive Committee acts on behalf of the Board of Directors between Board meetings. The Executive Committee consists of the President, Vice President, Treasurer, Secretary, and immediate past President. The President shall chair the Executive Committee.
 - **Finance Committee.** The Finance Committee drafts the museum's annual budget for consideration by the Board of Directors, oversees the museum's finances, and establishes the museum's financial policies, in accordance with policies and procedures established by the Board of Directors. The Treasurer chairs the Finance Committee.
 - **Fundraising Committee.** The Fundraising Committee oversees the annual Snow Ball and other major Board-sponsored fundraising events, in accordance with policies and

procedures approved by the Board of Directors. The President appoints the chair of the Fundraising Committee.

- **Curatorial, Exhibits, and Education Committee.** The Curatorial, Exhibits, and Education Committee oversees the museum's historical collections, structures, library, and archives, in accordance with policies and procedures approved by the Board of Directors. It also oversees the museum's major permanent exhibits, major temporary exhibits, and major educational programs and initiatives, in accordance with policies and procedures approved by the Board of Directors. The President appoints the chair of the Curatorial, Exhibits, and Education Committee.
- **Membership Committee.** The Membership Committee recruits new members, in accordance with policies and procedures approved by the Board of Directors. The President appoints the chair of the Membership Committee.

2. **Ad hoc committees.** The Board of Directors may create ad hoc committees as needed. The President appoints the chairs of ad hoc committees. [Note: Ad hoc committees have, at various times, included a Public Relations Committee, a Paint-the-Museum Committee, a Snow Ball Committee, an Endowments Committee, and a Volunteers Committee, among others.]

3. **Membership of committees.** Any member of the Corporation may serve on any Board committee. The chair of each committee shall be appointed by the President, and shall be a member of the Board. The Executive Director shall be an ex officio member, without vote, on all Board committees.

4. **Subcommittees.** Any Board committee may appoint subcommittees as needed.

Article XII: Financial Matters.

1. **Fiscal year.** The Board of Directors shall designate the Museum's fiscal year.

2. **Financial Records.** The books of account of the Museum shall be audited from time to time, as required.

3. **Bond.** The Board of Directors may, from time to time, require that the Executive Director and /or other employees be bonded in amounts, for the purposes, and with the corporate sureties acceptable to the Board.

Article XIII: Records.

The Museum's business, curatorial, and financial records shall be housed at 411 Main Street, Willimantic, Connecticut. Duplicate copies (either for security or as working copies) may be made and placed in other locations, as the Board of Directors and/or Executive Director deem appropriate.

Article XIV: Amendments

These bylaws may be amended by a two-thirds vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Article XV: Dissolution

Should the Museum at any time permanently cease to function as a museum, any realty or personalty it owns, with the exception of historic artifacts, shall remain in place and be turned over to the Town of Windham, Connecticut, to be used at its discretion. Should there be outstanding debts against the Museum, sufficient of said personalty, with the exception of historic artifacts, may be sold to satisfy creditors. Any historic artifacts that are the permanent property of the Museum shall be transferred to another museum or educational institution within the area, unless the Museum shall have entered into an agreement with the donor of said artifacts to return them to the donor in the event that the Museum permanently ceases to function as a museum. Historic artifacts on loan to the Museum must be returned to the lenders. After the Museum permanently abandons the operation of the museum, any endowment funds shall revert in full to the Town of Windham, to be used for educational purposes, subject to applicable state laws.