BY-LAWS OF
CAPE ANN MUSEUM, INC.

Article I
Corporate Name and Offices

Section 1. Name. The name of the corporation is Cape Ann Museum, Inc. (hereinafter referred to as the "Corporation").

Section 2. Offices. The principal office of the Corporation shall be located within the Commonwealth of Massachusetts at such place as the Board of Trustees may, from time to time, determine. The Corporation may also maintain additional offices at such other locations as the Board of Trustees may designate.

Article II
Mission and Purposes

Section 1. Mission. The Mission of the Corporation is to foster an appreciation of the quality and diversity of life on Cape Ann, past and present; to further the knowledge and enjoyment of Cape Ann history and art; to collect and preserve significant information and artifacts; and to encourage community involvement with its programs and holdings. In all its activities, the Museum emphasizes the highest standards of quality and seeks to engage the broadest possible audience.

Section 2. Purposes. The purposes of the Corporation in support of its mission, shall include, but not be limited to, the following: (a) collecting and preserving significant historical information, art pieces, and artifacts; (b) fostering appreciation of, and accessibility to, Cape Ann history and art; and (c) operating the Cape Ann Museum as a venue for historical and artistic exhibitions, educational activities, and social and community events. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code.

Section 3. Tax-Exempt Qualification. The Corporation is organized and operated exclusively for charitable, educational, and cultural purposes in conformity with M.G.L. c. 180, §4, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and comparable provisions of subsequent laws, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and to which contributions are deductible pursuant to the Internal Revenue Code.

Section 4. Changes to the Mission or Purposes of the Cape Ann Museum, Inc. The mission and purposes of the Corporation shall not be altered or amended in any way that will cause the Corporation to lose its status as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 5. Prohibited Activities. The Corporation shall not participate in or intervene in, whether by publication, distribution of statements, or any other means, any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the resources of the Corporation shall be invested in attempts to influence legislation, except as otherwise provided by the Internal Revenue Code.

Section 6. Contributions. The Corporation may accept any contribution, gift, bequest or devise for the general purposes, or any special purpose, of the Corporation. Any gift that will impose upon the Corporation a special condition not contemplated by the purposes of the Corporation shall be accepted only after approval by a majority of the members of the Board of Trustees then in office.

Section 7. Assets of the Corporation. In the event of the dissolution or other liquidation of the Corporation, all assets of the Corporation shall be transferred to one or more charitable organizations that best exemplify the mission and purposes for which the Corporation existed. Such charitable organizations shall have been qualified as tax exempt under the provision of Section 501(c) (3) of the Internal Revenue Code and shall be approved by the Attorney General of the Commonwealth of Massachusetts. Assets shall be transferred in such a manner and in such proportions as shall be approved by two-thirds vote of the members of the Board of Trustees then in office at a meeting for which notice of at least thirty (30) days has been given.

Article III
Board of Trustees

Section 1. Powers. The governing body of the Corporation shall be the Board of Trustees (the "Board"), which shall have oversight of the general management and control of the property, business and work of the Corporation. It shall have and may exercise all the powers of the Corporation provided for in these By-laws or the Articles of Organization and in the laws of the Commonwealth of Massachusetts. Without limiting the foregoing, the Board shall have the power, on behalf of the Corporation, to enter into contracts of any manner, and to sell, purchase, lease, transfer, mortgage, and otherwise alienate and convey all manner of property both real and personal, to borrow money or otherwise incur indebtedness and issue negotiable or other obligations of the Corporation and to secure the same by mortgage, pledge, or other lien, or otherwise upon any part of the property or assets of the Corporation. Except as reserved herein, the Board may delegate in writing any and all of its rights, powers and duties as it sees fit to committees, groups, and Officers of the Corporation. Such delegation may be general or limited to specific matters.

Section 2. Composition. There shall be not less than thirteen (13) and not more than thirty (30) members (each, a "Trustee", and collectively, the "Trustees") of the Board of Trustees. The number of Trustees shall be fixed by the Board from time to time. Such determinations shall be made by majority vote of the Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present, as defined in Article V, section 4.

Section 3. Nomination and Election. Nominations to serve on the Board of Trustees shall be made by the Governance Committee. Trustees shall be elected by the Corporation at its Annual Meeting, or any other meeting where a quorum is present, by a majority of the votes cast by the members of the Board of Trustees then present.

Section 4. Annual Meeting. The date, place and time of the annual meeting of the Corporation shall be fixed by the Trustees to be held on a date during the month of December. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.

Section 5. Terms. Except as otherwise provided in these bylaws, Trustees shall serve a term of three years immediately following the board meeting at which that trustee was elected (as provided in Art. III, Section 3 above) and ending after the three full calendar years next succeeding the election. For the purposes of determining the three-year term, any partial first year shall be excluded. However, if elected to fill a vacancy created by an unexpired term, the Trustee's term shall be as set forth in Art III, section 8 below. Trustees may be elected for a maximum of three(3) consecutive terms, the first of such terms to be the one commencing after January 1, 2021, following which they may not be nominated for another term until an interval of at least one year has passed from completion of their three consecutive terms. In exercising its nominating function, the Governance committee shall continue to monitor term expirations to maintain this staggered expiration goal. Trustees may take a leave of absence for up to one year by providing written notice to the Chair of the Board, which leave of absence may be extended by the Board from time to time, in increments not exceeding one year. The period of the leave of absence shall be counted towards the Trustee's term such that the Trustee's term shall expire on the original date.

Section 6. Restoring Term Balance. In the unlikely event that the goal of staggered trustee terms falls significantly out of balance from time to time, the Governance Committee may adjust the terms of new or renewing trustees to one or two years, on a fair and equitable basis, in order to restore such staggered balance goal. Any such adjusted term shall constitute a full term for purposes of the term limits set forth in Section 5 of this Article.

Section 7. Resignation, Removal or Suspension

Section 7. a. Resignation. A Trustee may resign at any time by giving written notice to the Board in care of the Clerk. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Clerk and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. b. Removal or Suspension. A Trustee may be removed from office, with or without cause, by a vote of a two-thirds majority of the Trustees then in office. A Trustee may be suspended by a majority vote of all members of the Board then in office or a majority vote of all members of the Executive Committee then in office.

Section 8. Vacancies. Whenever a vacancy, for any reason, exists in the Board of Trustees, the vacancy may be filled upon recommendation of the Governance Committee by a majority vote of Trustees at any meeting where a quorum is present. The person so elected shall hold office for the remainder of the vacant term and then be eligible for election to two (2) successive three-year terms, following which, they may not be nominated for another term until an interval of at least one year has passed from the completion of their last term.

Section 9. Non-Voting Trustees. The Director shall serve on the Board of Trustees, *ex officio* and without vote and may be excused from executive session meetings of the Board of Trustees by the Board Chair.

Section 10. Trustees *Emeriti*. To honor those who have provided extraordinarily meritorious service over at least two terms as elected Trustees, the Governance Committee may, from time to time, recommend candidates for designation as Trustee *Emeritus.* Designation shall be by a majority vote of the full Board of Trustees. The Board may from time to time adopt provisions relative to qualification and privileges of such status. While Trustees Emeriti shall be permitted to attend meetings of the Board of Trustees, such Trustees shall attend without vote and shall be excluded for purposes of determining whether a quorum is present at such meetings.

Article IV
Conflict of Interest

Section 1. General. Members of the Board of Trustees shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Corporation while serving in such capacity. Any conflict of interest on the part of any Trustee should be disclosed to other members of the Board and made a matter of record by means of an annual conflict of interest form to be signed by each Trustee and at any such time as the interest becomes a matter of Board action. The minutes of the meeting should reflect that a disclosure was made, and any abstention from voting.

Article V
Meetings of the Board of Trustees

Section 1. Frequency. The Board of Trustees shall meet at least four (4) times per year, including the Annual Meeting.

Section 2. Regular Meetings. All regular meetings of the Board of Trustees shall be called by the Board Chair at a minimum of ten days' notice to the Trustees. A proposed agenda shall be provided in advance of each meeting.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by the Board Chair or upon request of any four Trustees, upon three days' notice to each Trustee. An agenda shall be provided at the time of notice for a special meeting.

Section 4. Quorum. A majority of the voting Trustees serving at the time of any meeting of the Board shall constitute a quorum. For the avoidance of doubt, Trustees Emeriti shall be

excluded for purposes of determining whether a quorum is present at a meeting of the Board or at any meeting of a subcommittee of the Board. Less than a quorum may adjourn the meeting to a fixed time and place with notice as provided in Article XI, Section 1.

Section 5. Conduct. Meetings shall be conducted so as to encourage the participation of all Trustees, respect differences of opinion among Trustees, and follow commonly accepted procedures for the orderly conduct of business.

Section 6. Voting. Unless otherwise required by law or by provision of the Articles of Organization or these By-laws, a majority of all votes cast at a meeting of the Board of Trustees at which a quorum is present is sufficient to approve any matter that properly comes before the meeting.

Section 7. 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 all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting. A vote made by means of e-mail, facsimile transmission or other electronic method shall be considered an action by written consent.

Section 8. Telephone Conference Meetings. Members of the Board of Trustees, or any committee designated thereby, may participate and vote in a meeting of such Board or committee by means of a telephone conference, video conference, or using similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting and shall count for purposes of determining a quorum.

Section 9. Executive Session. An executive session of the Board of Trustees may be called by the Board Chair, or upon a majority vote of the voting Trustees present, under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to consult with the auditors or compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the Board of Trustees deems appropriate. While in executive session, only voting Trustees and other individuals invited by the Board Chair may be present. The minutes of Executive Session will be filed with the Clerk of the Corporation, and available to be viewed by Trustees upon request.

Article VI
Committees of the Board

Section 1. Authorization. In addition to the committees of the Board of Trustees provided for in these By-laws, the Board may, from time to time, establish or eliminate such other committees and non-voting groups of volunteers, advisors and/or councils as it deems appropriate to discharge its responsibilities and achieve the purposes of the organization. Nothing in this article shall prevent the Board of Trustees, the Executive Committee or the Board Chair from setting up working groups or task forces consisting of Trustees and other individuals.

Section 2. Composition. Each committee established by the Board of Trustees shall be led by a committee chair or co-chairs. With the exception of the Executive Committee (see Article VI, Section 4), the chair of each committee shall be appointed by the Board Chair from among the current members of the Board of Trustees, provided, however, that one of the co-chairs may be an individual who is not a member of the Board of Trustees, and such appointments and removals are effective immediately upon such appointment or removal.

With the exception of the Executive Committee (see Article VI, Section 4) and the Governance Committee (see Article VI, Section 5), the members of each committee shall be appointed by the chair of the committee involved. The Board Chair or another Officer when so designated by the Board Chair shall be a member, *ex officio*, of all committees except for the Executive Committee. Unless otherwise set forth herein, both Trustees and non-Trustees shall be permitted to serve as members of a committee.

Section 3. Meetings. Each committee shall meet periodically as determined by the committee chair and shall regularly report to the Board of Trustees in writing regarding its work and recommendations.

Section 4. Executive Committee. The Executive Committee shall meet no fewer than six (6) times per year and shall (a) identify and recommend to the Board action on issues of strategic importance to the organization; (b) act on behalf of the Board in cases where a full meeting of the Board is not practical; and (c) bring informed and balanced oversight to Board, committee and staff operations. The Executive Committee will identify issues of strategic importance that lie beyond the responsibility of any one committee. The Executive Committee may also act on issues that demand a high level of confidentiality, such as legal issues, staff disciplinary actions, ethical issues, and Board member misconduct. The Executive Committee may act on or resolve time-sensitive issues that demand flexibility and quick resolution such as media or public relations issues and requests for staff leave of absence, as well as situations which could reasonably be deemed to constitute an emergency.

The Executive Committee may exercise all of the powers of the Board of Trustees, except to (a) approve Articles of Amendment to the Articles of Organization or amendments to the By-laws; (b) authorize a plan of merger or consolidation, (c) authorize dissolution of the Corporation, (d) initiate bankruptcy proceedings, (e) remove a Trustee or other officer from office, (f) appoint or terminate the Director, or (g) approve non-budgeted expenditures in excess of Board-approved guidelines, adopted from time to time excluding circumstances which could reasonably be deemed to constitute an emergency.

A majority of all of the members of the Executive Committee shall constitute a quorum for the transaction of business and any action taken by a majority of the members present at a meeting at which a quorum is present shall be the action of the Executive Committee. The Executive Committee shall make rules for the holding and conduct of its meetings and the notice thereof required. All actions of the Executive Committee shall be reported promptly to the Board of Trustees and the minutes of Executive Committee meetings shall be attached to the minutes of the Board of Trustees as an official addendum. The Board of Trustees may reverse or modify any vote of the Executive Committee, but no such reversal or modification shall nullify or impair any

payment, purchase, sale, contract, or definitive commitment made under the authority of the Executive Committee.

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all the committee members consent to the action in writing and the written consents are filed with the records of the meetings of the Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting. A vote made by means of e-mail, facsimile transmission or other electronic method shall be considered an action by written consent.

The Board Chair shall serve as chair of the Executive Committee, unless otherwise voted by the Board of Trustees. The Executive Committee shall consist of the Board Chair, Vice Chair, Treasurer and Clerk of the Corporation plus no more than four (4) additional Trustees, nominated for one-year terms on the Executive Committee by the Governance Committee. The Board of Trustees shall vote on these additional non-Officer Executive Committee members, when recommended by the Governance Committee, each year at the Annual Meeting by a majority of votes where a quorum is present. Except if elected to fill a vacancy on the Executive Committee, the terms for all non-Officer members of the Executive Committee shall commence at the beginning of the next calendar year immediately following the Annual Meeting at which such member was elected. Upon recommendation by the Governance Committee, any vacancies of non-Officer Executive Committee members may be filled by a majority vote of Trustees, where a quorum is present, at any meeting of the Trustees. Such person so elected shall hold office for the remainder of the vacant term.

Other individuals may be invited, as appropriate, to meet with the Executive Committee. An executive session of the Executive Committee may be called by the Chair of the Executive Committee, or upon majority vote of the Executive Committee members present, under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, (c) to consult with the auditors or compensation consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the Executive Committee deems appropriate. While in executive session, only voting Trustees on the Executive Committee and other individuals invited by the Chair of the Executive Committee may be present.

Section 5. Governance Committee. The Governance Committee shall ensure that the Board of Trustees consists of an appropriate number of highly qualified and committed individuals. It shall develop strategies for finding candidates for the Board of Trustees and other volunteer leadership groups and maintain a confidential list of qualified candidates for election or appointment to leadership roles in the organization. The Governance Committee shall be responsible for preparing a slate of candidates for election to the Board of Trustees, which slate shall be presented at the Annual Meeting or any other regular or special meeting of the Board of Trustees at which a quorum is present. The Governance Committee shall also be responsible for preparing a slate of Officers, and (non-Officer) nominees for the Executive Committee to be presented to the Board of Trustees for vote at the Annual Meeting. In addition, the Governance Committee shall be responsible for: (a) developing materials or programs for the orientation of new Board members, and (b) training for Board members, (c) recommendations of persons to fill

vacancies on the Board of Trustees and Executive Committee, (d) the process of assessing the performance of the Board, individually and as a whole, and (e) ensuring that the Board has the structure and policies in place to provide effective and efficient support for its work.

The Chair of the Governance Committee as well as the other members of the committee shall be appointed or removed by the Board Chair effective immediately, subject to ratification by a majority of the Board at a meeting at which a quorum is present. All members of the Governance Committee shall be Trustees.

Section 6. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall include the Director and the Director of Finance, if any, and at least three other individuals appointed annually by the Chair of the Finance Committee. The Finance Committee shall have general oversight responsibility for the finances of the Corporation, the receipt and disbursement of the Corporation's funds and the accounting therefore. It shall have oversight and provide recommendations and/or advice in submissions to the Board of Trustees, as the Board may require, including on the annual budget, periodic financial statements, comparisons of revenue and expenditure with approved annual budgets, proposed budgets for the next fiscal year, long- range financial plans, and statements of financial policy. The Finance Committee shall review and make recommendations to the Board regarding the selection, retention and/or termination of the Corporation's independent auditors; review the proposed scope of audit-related work and fees; review the annual financial statements and the results of the audit with management and the independent auditors; review and recommend risk management programs; review the Corporation's accounting policies and decisions and the adequacy of its internal control systems; ensure compliance with all reporting requirements; review non-audit work assigned to the Corporation's independent auditors; and report to the Board of Trustees periodically on its activities. The Finance Committee shall review the Corporation's insurance coverage periodically and report its findings to the Board.

Section 7. Investment Committee. The Investment Committee shall supervise and direct the custody of all endowment funds and all funds in the form of investments and the receipt and disbursement of monies appertaining to such funds. The Investment Committee shall have the power to authorize and/or direct the purchase, sale, transfer, and conveyance of all stocks, bonds, securities or other property held or to be held by the Corporation for investment purposes, pursuant to an investment policy proposed by the Investment Committee and approved periodically by the Board of Trustees. In the exercise of these powers, the Investment Committee may retain one or more independent investment advisors, subject to the approval of the Board of Trustees. No investment of funds or sale, transfer, or conveyance of any stocks, bonds, securities or other property held for investment, other than by an approved independent investment advisor, shall be made without the authorization of the Investment Committee.

Section 8. Collections Committee. The Collections Committee has principal responsibilities for evaluating and authorizing accessions and advising on deaccessions for the Cape Ann Museum. The Committee concerns itself with the entire breadth of the Cape Ann Museum's collections including, but not limited to artwork, artifacts, archival materials and historic structures. Along with the Board of Trustees and the Museum staff, the Collections Committee has responsibility for the preservation, conservation, management and security of the collection.

The Collections Committee assists the Museum staff on an on-going basis in identifying areas of the permanent collection that would benefit from growth and refinement and in identifying specific artwork, objects, and archives the Museum should attempt to secure.

Section 9. Development Committee. The Development Committee provides philanthropic leadership and advocacy, as well as oversight of fundraising policies and goals. Committee members will:

(a) take an active part in fundraising initiatives and solicitations;
(b) advocate for fundraising within the Board;
(c) recommend fundraising policy to the Board;
(d) recommend long-range strategic fundraising goals to the Board;
(e) review fundraising plans, programs, and resources for fundraising;
(f) serve as a source of external information on factors affecting fundraising; and
(g) coordinate with the Collections Committee on giving and planned giving of art, artifacts and funds for their acquisition and care.

Article VII
Officers

Section 1. Enumeration. The Officers of the Corporation shall be the Board Chair, one or more Vice Chairs, Treasurer, Clerk, and such other officers as the Board of Trustees may deem appropriate. Each Officer shall be chosen from among those persons who are currently voting members of the Board of Trustees. The same individual shall not be both Board Chair and Treasurer or Board Chair and Clerk.

Section 2. Election and Duties. The Board of Trustees, after presentation of a slate of candidates by the Governance Committee, shall elect the Officers each year at the Annual Meeting. With the exception of the Board Chair, each Officer shall serve for a term of one year and shall be eligible to be re-elected for additional terms as long as the individual remains an elected member of the Board of Trustees. The Board Chair shall serve for a term of two years and shall be eligible to be re-elected for additional two-year terms as long as the individual remains an elected member of the Board of Trustees. Such term shall commence at the beginning of the next calendar year following the Annual Meeting at which such Officer was elected to serve as an Officer of the Corporation. For the avoidance of doubt, in the event an Officer's term as Trustee expires prior to the expiration of his term as Officer, such Officer shall be permitted to serve for the remainder of his term as such an Officer. The Officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be assigned to them by these By-laws or delegated to them in writing by the Board of Trustees.

Section 3. Board Chair. In order to serve as Board Chair, an individual must be a current member of the Board of Trustees at the time of such individual's nomination to serve as Board Chair. The Board Chair shall serve as chair and a voting member of the Executive Committee, unless otherwise voted by the Board of Trustees. The Board Chair shall have the powers and

perform the duties customarily belonging to such office. The Board Chair shall preside at all meetings of the Board of Trustees and is responsible for the preparation of the agenda of meetings of the Board of Trustees. Unless otherwise provided by these By-laws, the Board Chair shall appoint the Chairs of all committees of the Board of Trustees; all such appointments to be effective immediately.

Section 4. Clerk. The Clerk shall maintain corporate records, maintain a list of all current and previous Board members and their terms, keep minutes of the Annual Meetings of the Corporation and of all meetings of the Board of Trustees and Executive Committee, and shall assist the Board Chair, with the Director, in preparing the agendas and related materials for meetings of the Board of Trustees and the Executive Committee. The Clerk shall be a Massachusetts resident as required by law.

Section 5. Treasurer. The Treasurer shall serve as Chair of the Finance Committee and shall oversee the implementation of all financial policies approved by the Finance Committee and the Board of Trustees. The Treasurer shall ensure that the Board of Trustees receives, at such times and in such form as the Board shall require, financial statements, accounting reports, budgets, audits, long-range financial plans and financial policy statements. The Treasurer shall oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal and state and local government entities or agencies.

Section 6. Other Officers. Each other Officer shall be chosen from among those persons who are currently members of the Board of Trustees by the process set forth in Article VII, Section 2 above.

Section 7. Removal or Suspension. Any Officer may be removed by the Board of Trustees, with or without cause, by a vote of a two-thirds majority of the Trustees then in office. An Officer may be suspended by a vote of a majority vote of all members of the Board of Trustees or a majority vote of all members of the Executive Committee then in office.

Section 8. Resignation. An Officer may resign at any time by giving written notice to the Board in care of the Clerk. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Clerk and the acceptance of the resignation shall not be necessary to make it effective.

Section 9. Vacancies. The Board of Trustees shall fill vacancies among the Officers upon recommendation of the Governance Committee to serve for the balance of the term of the vacant office. Such determinations shall be made by majority vote of the Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present.

Article VIII
Staff

Section 1. Director. The Board shall employ a Director who shall oversee all operational and administrative activities of the Corporation, including programs, collection, marketing, public relations, development, finance, personnel management, operations, and management. The Director shall work with the Board to establish goals for the organization and may have such

other duties and responsibilities as may be assigned by the Board. The Director shall report to the Board and will be evaluated annually by the Executive Committee, with input from other members of the Board and from such other individuals as the Board may determine.

Section 2. Staff. Staff, part-time and/or full-time, may be employed from time to time by the Director within the approved budget of the Corporation or as authorized by the Board or Executive Committee. Such staff shall report to the Director.

Section 3. Multi-Year Employment or Service Contracts. Employment and service contracts covering a period of more than twelve months shall require approval by a majority of all votes cast at a meeting of the Board of Trustees at which a quorum is present.

Article IX
Confidentiality

Section 1. General. Each member of the Board of Trustees will perform a role for the Corporation which may require the Corporation and other organizations, individuals, or Trustees to disclose confidential or proprietary information ("Confidential Information") to the Trustee for the purpose of assisting the Trustee in performing his or her responsibilities to the Corporation. For purposes of this Article IX, "Confidential Information" shall be deemed to include, information of any kind, nature, or description concerning any matters affecting or relating to Trustee's position and duties, the business or operations of the Corporation, personnel information or records, financial information or records, and the products, drawings, plans, processes, reports, or other data of the Corporation which are not otherwise publicly available and which have been marked as confidential. In order to foster and encourage open and candid discussion during all meetings, and to protect Confidential Information that may be disclosed to Trustees, each Trustee shall (i) hold the Confidential Information in strict confidence and exercise a reasonable degree of care to prevent disclosure to others, (ii) not disclose or divulge either directly or indirectly, whether in-person, in writing, through social media or otherwise, the Confidential Information to others unless authorized to do so by the Corporation or by the Board of Trustees, (iii) not reproduce the Confidential Information nor use this information commercially or for any other purpose than the performance of his or her role with the Corporation, and (iv) upon request, deliver to the Corporation any Confidential Information together with any notes, lists, documents, equipment, drawings, and/or materials received from the Corporation or originating from his or her activities for the Corporation which a Trustee may still have in his or her possession or control.

Article X
Indemnification

Section 1. Indemnification of Trustees; Others. To the extent permitted by law, the Corporation shall indemnify any person serving or who has served as a Trustee, Officer, or employee of the Corporation, or at its request as a Trustee, Officer, or employee of any other organization in which the Corporation has an interest, or at its request in a capacity with respect to any employee benefit plan of the Corporation (if applicable) or of any other organization in which the Corporation has an interest, against all liabilities and expenses, including amounts paid

in satisfaction of judgments, in compromise or as fines and penalties other than punitive damages, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while serving or thereafter, by reason of his or her being or having been such a Trustee, Officer, or employee; except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee, Officer, or employee, pursuant to a consent decree or otherwise, no indemnification either for said payment, or for any other expenses shall be provided unless:

(1) such Trustee, Officer, or employee shall be found to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, after notice that the matter involves such indemnification:

(a) by a majority of the votes cast by disinterested Trustees then in office and entitled to vote; or

(b) in the absence of any disinterested Trustees or at the request of a majority of disinterested Trustees; or

(2) in the absence of action by disinterested Trustees there has been obtained at the request of a majority of the Trustees then in office and entitled to vote an opinion in writing of independent legal counsel, other than counsel to the Corporation, to the effect that such Trustee, Officer, or employee appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Expenses, including counsel fees, reasonably incurred by any such Trustee, Officer, or employee in connection with any such action may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under the laws of the Commonwealth of Massachusetts, which undertaking may be accepted without reference to the financial ability of such individual to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Trustee, Officer, or employee may be entitled. Nothing contained in this Article shall limit any rights of indemnification existing independently of this Article. As used in this Article, the terms “Trustee,” “Officer,” and “employee” include their respective heirs, executors, administrators, and an “interested” Trustee, Officer, or employee is one against whom, in such capacity, the proceedings in question or other proceedings on the same or similar grounds are then pending.

This Article shall not limit the power of the Board of Trustees or the Executive Committee to authorize the purchase and maintenance of insurance on behalf of any person who is or has been a Trustee, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, or employee of another organization in which it has an interest against any liability incurred by him or her in any such capacity, or arising out of

his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

Article XI
Miscellaneous

Section 1. Notices. All notices to be given under these By-laws may be given in person, by facsimile transmission, by e-mail, or by written notice mailed or sent by overnight delivery service to the recipient's business or home address as shown in the records of the Corporation, pursuant to the time requirements set forth in the applicable sections of these By-laws.

Section 2. Equal Opportunity. The Board of Trustees shall maintain, promote, and enforce a Corporation-wide policy of equal opportunity. No person shall be excluded from participation in the Corporation or from employment the Corporation because of race, religion, nationality, gender, sexual preference, or ethnicity.

Section 3. Books and Records. Correct and complete books and records of the actions of the Corporation, the Board and the Executive Committee and the Corporation's financial accounts will be kept and maintained at the principal office of the Corporation and will be subject to the inspection of any Trustee at any reasonable time.

Section 4. Fiscal Year. The Fiscal year of the Corporation shall be the calendar year. The fiscal year of the Corporation may be changed by the Board of Trustees from time to time.

Section 5. Reasonable Compensation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of tax-exempt purposes under Section 501(c) (3) of the Internal Revenue Code.

Section 6. Corporate Seal. The Board of Trustees may adopt and alter the seal of the Corporation.

Article XII
Review; Amendment

Section 1. Review. These By-laws shall be reviewed no less often than once every five (5) years by the Governance Committee. If the committee determines that the By-laws should be amended, the committee shall recommend such amendments to the Board of Trustees.

Section 2. Amendments. These By-laws may be amended or repealed in whole or in part, or new By-laws may be adopted, by a two-thirds vote of the Trustees present at any regular or

special meeting of the Board of Trustees at which a quorum is present if written notice of the proposed By-laws action(s) in full or in summary shall have been included in the notice of such meeting.

Section 3. Conflict between Articles of Organization and these By-Laws. If there is any conflict between the Articles of Organization and these By-laws, the provisions of the Articles of Organization shall govern.

Article XIII
Interested Trustees and Officers

The Trustees shall not receive compensation. No contract or transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Trustees or officers are Trustees or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Trustee or officer be under any liability to the Corporation on account of any such contract or transaction if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees be less than a quorum; or

(2) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Trustees or a committee thereof.

Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorizes the contract or transaction, and their votes may be counted for the purpose of a vote by the Trustees approving such contract or transaction.

ADOPTED, by the Board of Trustees of the Cape Ann Museum, Inc. at a meeting on June 26, 2024.

Caroline Hovey, *Clerk*