

**AMENDED AND RESTATED BYLAWS OF
HIGHLANDS MUSEUM & DISCOVERY CENTER, INC.**

**ARTICLE I
Name and Offices**

1. Name. The name of this organization shall be the Highlands Museum & Discovery Center, Inc.
2. Principal Office. The principal office of the organization shall be at 1620 Winchester Avenue, Ashland, Kentucky 41101.
3. Registered Office. The organization shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board of Trustees.

**ARTICLE II
Mission Statement**

The Highlands Museum & Discovery Center provides avenues of discovery to children and visitors of all ages. Interactive exhibits, educational experiences and innovative programs, both cultural and historical, celebrate our past, explore our present and enrich our future.

**ARTICLE III
Membership**

1. Eligibility. Membership in the organization shall be open to any person who submits an application, is approved by the Membership Committee or its designee on the museum staff, and pays all required dues. The Membership Committee shall have the authority to establish various membership classifications and levels and to set dues and fees for different classifications of membership. No person shall be discriminated against because of race, color, religion, age, national origin, sex, or handicap.
2. Rights of Members. All members of the organization in good standing shall be permitted to attend and vote at the annual meeting of the organization, to elect members to the Board of Trustees and to the Advisory Board of the organization, to serve on any committee to which they may be appointed by the President of the Board of Trustees, and to perform other functions consistent with these Bylaws and the membership classifications established by the Membership Committee.

**ARTICLE IV
Board of Trustees**

1. Number. General management of the affairs of the organization shall be vested in the Board of Trustees and the Executive Director. The Board of Trustees shall consist of not more than fifteen (15) individuals, and until otherwise changed by a resolution of the Board

or as otherwise permitted under these Bylaws. The Trustees shall be members of the organization in good standing during their terms of service. Two members of the Board of Trustees shall be appointed by the Board at their discretion, and one member shall be appointed by the Friends of the Highlands. At least one member of the Board of Trustees shall be appointed by the Board to serve on the Advisory Board. The Executive Director of the organization shall serve as an ex officio, non-voting member of the Board of Trustees, and shall not be included for purposes of satisfying the minimum or maximum number of Trustees as stated herein.

2. Election. The Governing Board may appoint an interim trustee to the organization as the need arises. The position will remain interim until they can be presented for election at the annual meeting.

3. Term. Each Trustee shall hold office until death, resignation or removal in the manner provided in these Bylaws.

4. Removal. Any Trustee may be removed by the Board of Trustees, with or without cause, whenever in its judgment the best interests of the organization would be served thereby. Any Trustee who misses four (4) board meetings in a fiscal year without an excuse that is acceptable to the Board of Trustees shall be deemed to have resigned his or her membership on the Board, effective as of the date of the fourth meeting missed, and that Board member's vacancy shall then be filled in accordance with these Bylaws.

5. Vacancies. A vacancy on the Board of Trustees because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board from a list of nominees submitted by the Nominating Committee.

6. Executive Director. Any person who has served as Executive Director of the organization shall not be eligible to serve on the Board of Trustees until one year following the conclusion of service in that position.

ARTICLE V

Meetings of the Membership and Board of Trustees

1. Annual Meetings of the Membership. An annual meeting of the membership of the organization shall be held within forty-five (45) days of the end of the fiscal year. Notice of the time and place of holding the annual meeting shall be provided in writing, given personally, by mail, fax, or electronic mail to each member at least ten (10) days before the date of the meeting. The notice shall include a list of nominees recommended by the Nominating Committee to fill any expiring terms of the Board of Trustees or of the Advisory Board at the annual meeting, and the membership of the organization shall have the right to nominate members for the Board of Trustees or Advisory Board before the vote is held at this meeting. Unless otherwise stated in the Bylaws or the Articles of Incorporation, the act of a majority of the members of the organization in good standing present in person or by proxy at the annual meeting shall be the act of the membership. Public notice of the annual meeting will be provided by a press release and electronically via the website of the organization.

2. Election by Ballot. A member may receive the ballot at the admissions desk of the organization three (3) days before the annual meeting. To ensure the privacy and integrity of the vote, the member shall show his membership card or shall appear on the organization's list of members in good standing, and his member identification number shall be placed in the upper right-hand corner of the ballot. All members must be at least 18 years of age to vote, and may only vote one ballot.

The member shall cast his ballot by marking his vote on the ballot, and inserting it into a locked box specifically designated for the election. One member of the organization, one member of the Board of Trustees, and one member of the Advisory Board selected by a random drawing of names shall be appointed to count the vote.

3. Regular Meetings of Board of Trustees. Regular meetings of the Board of Trustees shall be held monthly at such time and place as shall be designated by the President. Notice of each regular meeting shall be provided in writing, given personally, by mail, fax, or electronic mail to each Trustee at least one (1) week in advance of the meeting.

4. Special Meetings. Special meetings of the Board of Trustees may be called by the President at any time on his or her own initiative or upon request to the President by at least two (2) other members of the Board of Trustees. Notice of any special meeting shall be provided by regular mail or electronic mail to each Trustee prior to the meeting, stating the purpose for the meeting. At such special meeting, there shall be considered only business included in the notice.

No official business may be conducted by the Trustees outside of a regular or special meeting of the Board of Trustees, with the exception of committee tasks that are sanctioned by the Board.

5. Quorum and Voting. A quorum of the Board of Trustees shall consist of a majority of the Trustees in office immediately before the meeting begins. If a quorum is present when a vote is taken, which shall be a prerequisite to the taking of any action by the Board of Trustees, then the affirmative vote of a majority of Trustees shall be the act of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless otherwise required by the Articles of Incorporation or applicable law. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him or her.

6. Waiver of Notice. A member of the organization or Trustee of the Board may waive notice of any meeting, before or after the date of the meeting, by delivering a signed waiver of notice to the organization for inclusion in the minutes of the organization. Attendance at any meeting waives any objection to lack of notice or defective notice of that meeting.

7. Proxies. A member of the organization in good standing entitled to vote at the annual meeting may vote in writing or by electronic mail either by the member or his or her duly authorized attorney-in-fact without being physically present at the meeting. The member's identification number shall be included on the proxy vote, and all proxy votes shall be counted.

ARTICLE VI Advisory Board

1. Number. The organization shall have an Advisory Board. The Advisory Board shall have the primary function of fund-raising, and shall support and make recommendations to the Board of Trustees on the activities of the organization, including membership and programs, and in such other activities as the Board of Trustees may request assistance. The Advisory Board shall not have the authority to govern the organization. The number of members of the Advisory Board shall be a **minimum** of nine (9), and shall be members of the organization in good standing during their terms of service. Membership on the Board of Trustees shall not disqualify a person from being considered for membership on the Advisory Board. The Advisory Board shall observe the Bylaws of the organization.

2. Election. The members of the Advisory Board shall be elected by the members of the organization in good standing at the annual meeting of the organization.

3. Term of Office. Each member of the Advisory Board shall hold office until death, resignation or removal in the manner provided in these Bylaws.

4. Officers of the Advisory Board. The Advisory Board shall elect a Secretary. The Secretary shall chair all meetings of the Advisory Board, and shall take the minutes of all meetings of the Advisory Board. The Secretary may obtain assistance from a member of the Advisory Board to conduct the meetings as needed.

5. Removal. Any member may be removed from the Advisory Board by the Board of Trustees, with or without cause, whenever in its judgment the best interests of the organization would be served thereby. Any member of the Advisory Board who misses four (4) meetings in a fiscal year without an excuse that is acceptable to the Board of Trustees shall be deemed to have resigned his or her membership on the Board, effective as of the date of the fourth meeting missed, and that Board member's vacancy shall then be filled in accordance with these Bylaws.

6. Vacancies. A vacancy on the Advisory Board because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment of a replacement by the Board of Trustees.

ARTICLE VII Meetings of the Advisory Board

1. Regular Meetings. Regular meetings of the Advisory Board shall be held at least four (4) times a year or as designated by the Secretary of the Advisory Board at such time and place as shall be designated by the Secretary. Notice of each regular meeting shall be provided in writing, given personally, by mail, fax, or electronic mail to each Advisory Board member at least one (1) week in advance of the meeting.

2. Special Meetings. Special meetings of the Advisory Board may be called by the Secretary of the Advisory Board at any time on his or her own initiative or upon request to the Secretary by at least two (2) other members of the Advisory Board. Notice of any special meeting shall be sent by postal mail or electronic mail to the Advisory Board members prior to the meeting, stating the purposes for the meeting. At such special meeting, there shall be considered only business included in the notice.

3. Quorum for Advisory Board Meeting. At all meetings of the Advisory Board, either regular or special, a majority of all members present in person shall constitute a quorum. The act of a majority of the members present at a meeting in person at which a quorum is present shall be the act of the Advisory Board. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him or her.

4. Waiver of Notice. A member of the Advisory Board may waive notice of any meeting, before or after the date of the meeting, by delivering a signed waiver of notice to the organization for inclusion in the minutes of the organization. A member's attendance at any meeting waives any objection to lack of notice or defective notice of that meeting.

ARTICLE VIII

Officers of the Organization

1. Titles. The officers of the organization shall be a president, vice president, secretary, treasurer, and secretary for the Advisory Board who are to be elected in accordance with the provisions of this Article.

2. Term of Office. Each officer shall hold office for a two-year term, or until expiration of his or her current term as a Trustee, or until death, resignation, or removal in accordance with these Bylaws, whichever first occurs.

3. Election of Officers. The Board of Trustees shall elect the officers from the Trustees at a meeting of the Board of Trustees.

4. Duties of Officers. The President shall preside over all meetings of the Trustees. The President shall establish committees and appoint chairmen of such committees with approval of the Board of Trustees. The President shall set the time and the date of the annual meeting of the membership of the organization and of the regular meetings of the Board of Trustees, with the approval of the Board of Trustees. The President shall take any actions authorized by the Board of Trustees, and shall be authorized by the Board of Trustees to sign checks drawn on the organization's bank accounts, but shall not be authorized to sign checks payable to his or her own name. Any check over \$2500 shall require the signatures of two (2) officers, or one officer and the Executive Director.

The Vice President shall perform all the duties of the President whenever the President is absent, unavailable, or it is otherwise inconvenient for the President to act. The Vice President shall be authorized by the Board of Trustees to sign checks drawn on the organization's bank accounts, but shall not be authorized to sign checks payable to his or her own name. Any check

over \$2500 shall require the signatures of two (2) officers, or one officer and the Executive Director.

The Secretary shall keep all the minutes and proceedings of the Board of Trustees, making proper records of the same, and shall have charge of all of the papers and records of the organization and perform all duties that may be reasonably required by the Board of Trustees. The Secretary shall preside at any meeting of the organization at which the President and Vice President are absent or unavailable.

The Treasurer shall have charge of the organization's funds and working through the Executive Director shall make such reports and statements concerning the financial affairs of the organization as may be ordered by the Board of Trustees and shall cooperate with the other officers in looking after the same. The Treasurer shall be a standing member of the Development/Finance Committee, and shall provide a financial report at each monthly meeting of the Board. The Treasurer shall be authorized by the Board of Trustees to sign checks drawn on the organization's bank accounts, but shall not be authorized to sign checks payable to his or her own name. Any check over \$2500 shall require the signatures of two (2) officers, or one officer and the Executive Director.

The Treasurer shall provide an internal audit annually of the organization's accounts, submit a report to the Board of Trustees at the annual meeting, and sign the organization's annual tax return. The Treasurer shall preside at all meetings of the organization during which the President, Vice President and Secretary are absent or unavailable.

5. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees, with or without cause, whenever in its judgment the best interests of the organization would be served thereby.

6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Trustees from the Board of Trustees, for the unexpired portion of the term, except that the Vice President shall assume the office of the President should that office become vacant prior to the expiration of the President's term, and shall serve the balance of the unexpired term.

ARTICLE IX Committees

The organization shall establish such standing committees as are necessary to conduct the business and programs of the organization. Each committee, except for the Personnel Committee, shall include at least one member of the Advisory Board. The President shall activate all standing committees within sixty (60) days of having assumed office. The standing committees shall include: a Personnel Committee, a Membership Committee, a Development/Finance Committee, a Collections and Exhibits Committee, a Communications/Publication Relations Committee; and a Nominating Committee. Other committees may be created as required and recommended by the President with approval of the Board of Trustees. A chair of each committee shall provide a report of the committee's activities at regular meetings of the Board of Trustees as directed by the Board of Trustees.

ARTICLE X Nominating Committee

The Nominating Committee shall consist of five (5) members of the organization appointed by the President. The committee shall include one (1) member from the Board of Trustees, one (1) member from the Advisory Board, and three (3) non-Board members of the organization. The function of this Committee shall include proper publication of the criteria and procedures for nomination for election to the Board of Trustees as they occur and shall otherwise function at the direction of the Board of Trustees. The Nominating Committee shall be selected no less than thirty (30) days prior to the annual meeting of the organization. The Nominating Committee shall submit to the Board of Trustees nominees for expired terms on the Board of Trustees no less than fifteen (15) days before the annual meeting.

ARTICLE XI Executive Director

The Board of Trustees shall select and appoint an Executive Director. The Executive Director shall select other employees as necessary for the operation of the organization, subject to the Board of Trustees approval and hiring of such employees. The Executive Director shall have such duties and powers as need to be granted or imposed upon him or her by the Board of Trustees. The Executive Director shall be authorized by the Board of Trustees to sign checks drawn on the organization's bank accounts, but shall not be authorized to sign checks payable to his or her own name. Any check over \$2500 shall require the signatures of two (2) officers, or one officer and the Executive Director. The Executive Director shall serve as an ex officio non-voting member of the Board of Trustees.

ARTICLE XII Trustee Emeritus

The Board of Trustees shall have the authority to bestow the title of Trustee Emeritus upon individuals whose support and service to the organization are considered outstanding. This honor shall be bestowed after a vote by the Board of Trustees. The position of Trustee Emeritus

is honorary and is awarded for the recipient's lifetime. It does not include voting membership on the Board of Trustees of the organization.

ARTICLE XIII
Amendments

The Board of Trustees shall have the power and authority to alter, amend or repeal these Bylaws and the Articles of Incorporation by a vote of the majority of all Trustees of the Board.