

BY-LAWS  
OF  
THE NANTUCKET ATHENEUM

Section 1. ARTICLES OF ORGANIZATION, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR

1.1. Articles of Organization. The name and purposes of the corporation shall be as set forth in its Restated Articles of Organization. These By-laws, the powers of the corporation and of its members and trustees and officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Restated Articles of Organization as from time to time in effect.

1.2. Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Restated Articles of Organization of the corporation.

1.3. Corporate Seal. The trustees may adopt and alter the seal of the corporation.

1.4. Fiscal Year. The fiscal year of the corporation shall end on June 30 in each year.

1.5. Gender. The pronouns “he” or “his,” when appropriate, shall be construed to mean also “she” or “her.”

## Section 2. MEETINGS OF THE CORPORATION

2.1. Annual Meeting. The annual meeting of the corporation shall be held during the fourth week of June of each year at such place in the Town of Nantucket on such date and at such hour as shall be determined by the board of trustees for the purpose of (a) electing the board of trustees, (b) appointing honorary trustees or trustees emeriti, if any, (c) hearing reports of the trustees, officers and staff and (d) for such other purposes as determined by the Trustees or required by law.

The committee on trustees of the board of trustees shall nominate candidates for the board of trustees. The nominations for the board of trustees to be elected at the annual meeting shall be included in the notice of the annual meeting.

The chair, vice chair, president, clerk or secretary shall give notice of the annual meeting by mailing written notice of the meeting to each member of the corporation at his last known address and by publication in a local newspaper; such notice shall be given not less than two weeks before the meeting.

Special meetings of the corporation, or a meeting in lieu of the annual meeting in the event that for any reason the annual meeting shall not be held as herein provided, may be held in the Town of Nantucket at the call of the chair, vice chair, president, clerk or secretary, or at a call in the manner provided by law, with notice as provided in this article, said notice to specify the purposes for which the meeting is called.

2.2. Members. The members of the corporation shall be any individuals interested in supporting the corporation and its activities who have paid an annual membership fee as

set forth below at any time in the preceding 12 calendar months. The board of trustees shall make all reasonable efforts to attract a broad, community-wide membership.

Each member shall be entitled to one vote at the annual meeting or any special meetings of the corporation, which vote may be exercised in person or by written proxy.

The annual membership fee shall be in such amount as may be fixed by the board of trustees from time to time.

2.3. Quorum. Fifteen members of the corporation present in person shall constitute a quorum for the transaction of business at meetings of the corporation.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS,  
ADVISORS, FRIENDS OF THE CORPORATION

The trustees may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons, except as the trustees shall otherwise designate or the Restated Articles of Organization shall otherwise provide, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 4. BOARD OF TRUSTEES

4.1. Powers. The affairs of the corporation shall be managed by the trustees who shall have and may exercise all the powers of the corporation to the full extent provided by law, the Restated Articles of Organization or these By-laws and who shall have the powers

and duties of a director of a corporation organized under Chapter 180 of the Massachusetts General Laws and no greater.

4.2. Number and Election. The trustees shall be divided into three classes of approximately equal size, the term of one class expiring each year. At each annual meeting, the trustees shall fix the numbers of trustees and shall elect for a term of three years the approximate number of successors to the class whose term is then expiring, and they may also elect additional trustees to other classes to the extent necessary to maintain approximate equality in size among classes. At any special or regular meeting the trustees may increase the number of trustees and elect new trustees to complete the number so fixed by a vote of a majority of the trustees then in office, or they may decrease the number of trustees, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more trustees.

No trustee shall be eligible for election or re-election if he, at the time, served for six or more consecutive years then immediately preceding. He shall, however, be eligible to be again elected to the board of trustees after the expiration of one year and may, at the invitation of the presiding officer, attend meetings as a nonvoting participant during that intervening year. A trustee who is elected to fill a vacancy for the balance of an unexpired term shall be eligible for two full terms following the expiration of such unexpired term. Notwithstanding the foregoing, any trustee may be elected as an officer of the corporation for a one-year term which would otherwise be in violation of the foregoing and during such term shall have all the rights and privileges of a trustee even if, counting such officer(s), the total number of trustees then in office exceeds that allowable by this Section 4.2.

Each trustee shall hold office for the term of the class to which he is elected and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4.3. Honorary and Emeritus Appointments. Honorary trustees may be appointed in recognition of extraordinary financial support of the corporation, and trustees emeriti may be appointed in recognition of retiring board members who have performed outstanding service for the corporation, in either case upon recommendation by the committee on trustees, to serve for such terms as the board of trustees shall determine but shall not be counted for purposes of a quorum and shall not be entitled to vote.

4.4. Committees. The trustees, by vote of a majority of the trustees then in office, (a) shall elect or appoint an executive committee, an audit committee and a committee on trustees, in each case comprised solely of trustees, and may delegate to any such committee or committees all of the powers of the trustees, except those which by law, by the Restated Articles of Organization or by these By-laws they are prohibited from delegating, (b) may elect or appoint additional committees whose members need not solely consist of trustees and (c) may establish, revise and repeal charters governing such committees.

The members of the executive committee shall be the chair, if any, the vice chair, if any, the president, the treasurer, the secretary and three other trustees appointed by the president. The presiding officer of the corporation shall preside over the executive committee. Unless the trustees otherwise determine, the executive committee shall have all of the powers of the trustees during intervals between meetings of the trustees, except

for the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

Unless the trustees otherwise designate, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these By-laws for the trustees. The members of any committee shall remain in office at the pleasure of the trustees.

4.5. Annual Meeting. The annual meeting of the trustees shall be held immediately following the annual meeting of the corporation in each year or at such other earlier or later date and time as shall be determined from time to time by the trustees or the presiding officer.

4.6. Regular Meetings. Regular meetings of the trustees may be held at such places and at such times as the trustees may determine.

4.7. Special Meetings. Special meetings of the trustees may be held at any time and at any place when called by the chair (or if there be no such chair, by the president) or by two or more trustees.

4.8. Notice of Meetings. Notice of each meeting of the trustees, stating the place, date and time of the meeting, shall be given at least seven days before the meeting to each trustee entitled to vote thereat and to each other trustee who, by law, by the Restated Articles of Organization or by these By-laws, is entitled to notice, by leaving such notice with him or at his residence or usual place of business, by mailing it, postage prepaid, addressed to such trustee at his address as it appears in the records of the corporation or by electronic mail (“email”) sent to such trustee at his email address as it appears in the

records of the corporation. Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Restated Articles of Organization or these By-laws.

4.9. Quorum. At any meeting of the trustees a majority of the trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.10. Action by Vote. When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Restated Articles of Organization, or these By-laws.

4.11. Action by Writing. Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in writing or by email and such 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.

4.12. Presence Through Communications Equipment. Unless otherwise provided by law or the Restated Articles of Organization, members of the board of trustees may participate in a meeting of such board by means of a conference telephone or 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.

## Section 5. OFFICERS AND AGENTS

5.1. Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the trustees may determine. The corporation may also have such agents, if any, as the trustees may appoint. An officer may but need not be a trustee. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

5.2. Chair and Vice Chair. If a chair is elected, he shall also serve as president unless a president is separately elected, shall preside at all meetings of the trustees except as the trustees shall otherwise determine and shall have such other powers and duties as may be determined by the trustees. The vice chair, if elected, shall have and may exercise all of the powers and duties of the chair during absences of the chair or in the event of his inability to act.

5.3. Tenure. The president, treasurer and clerk shall each hold office until the first meeting of the trustees following the next annual meeting and until his successor is chosen and qualified, and each other officer shall hold office until the first meeting of the trustees following the next annual meeting unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the trustees.

5.4. Election. The president, treasurer and clerk shall be elected annually by the trustees at their first meeting following the annual meeting of the corporation. Other officers, if any, may be elected by the trustees at any time.

5.5. Executive Director. Unless the trustees otherwise specify, the executive director, if elected, shall be the chief executive officer of the corporation and, subject to the control of the trustees, shall have general charge and supervision of the affairs of the corporation.

5.6. President and Vice Presidents. Unless the trustees otherwise specify or unless the executive director is appointed, the president shall be the chief executive officer of the corporation and, subject to the control of the trustees, shall have general charge and supervision of the affairs of the corporation. If no chair is elected, the president shall preside at all meetings of the trustees, except as the trustees otherwise determine. Unless the trustees otherwise specify, the president shall be a member ex officio of all committees.

A vice president, if elected, or the senior vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act. Vice presidents, if any, shall have such other duties and powers as the trustees shall determine.

5.7. Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs and shall oversee the maintenance of its books of account, accounting records and procedures, funds, securities and valuable papers, and he shall oversee the keeping of full and accurate records thereof. He shall also oversee the preparation of all reports and filings required by

The Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies. He shall have such other duties and powers as designated by the trustees or the president.

5.8. Clerk. The clerk shall record and maintain records of all proceedings of the members and trustees in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Restated Articles of Organization and By-laws and names of all trustees and the address of each. If the clerk is absent from any meeting of trustees, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

## Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1. Resignations. Any trustee or officer may resign at any time by delivering his resignation in writing to the chair or the vice chair, if any, the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2. Removals. Trustees and officers may be removed with or without cause by the vote of a majority of the trustees then in office. A trustee or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

6.3. Vacancies. Any vacancy in the board of trustees, including a vacancy resulting from the enlargement of the board, may be filled by the trustees by vote of a majority of the trustees then in office. The trustees shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified. The trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

#### Section 7. EXECUTION OF PAPERS

Except as the trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the chair, vice chair, president, executive director, a vice president or the treasurer.

#### Section 8. COMPENSATION; PERSONAL LIABILITY

8.1. Compensation. Trustees shall not receive any compensation for their services as trustees but shall be entitled to receive such amount, if any, as the trustees may determine, for expenses of attendance at meetings. Trustees shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.2. No Personal Liability. The trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

#### Section 9. AMENDMENTS

These By-laws may be altered, amended or repealed by vote of a majority of the trustees then in office.

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Amended and Restated November 30, 2009