



museum of innovation & science

## BYLAWS

(amended and restated effective October 15, 2022)

### ARTICLE I Name and Non-Profit Policy

**Section 1.** Name. This corporation is and shall be known as the Museum of Innovation and Science, hereinafter referred to as the “Museum” and commonly operated as miSci.

**Section 2.** Non-Profit Policy. The Museum shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its mission as the same may from time to time be amended.

### ARTICLE II Purpose

**Section 1.** Purpose. The purposes of the Museum are as set forth in its charter and in furtherance of such purposes, to wit:

(i) Mission: To inspire people to explore how science and technology impact our lives, by promoting understanding and appreciation of the history of innovation; by sparking exploration of sustainable solutions for the world; by encouraging lifelong discovery through play; and by advocating for science, technology, engineering, art, and math (STEAM) in the Capital Region.

(ii) Vision: To be a nationally recognized community-based science museum serving the Capital Region of New York State and beyond. We will create a place where visitors and professionals can use the resources available to become a more scientifically literate community.

(iii) Guiding Values

**Creativity:** We value creative, interactive, and engaging exhibits and programs to reach the Capital Region and beyond.

**Integrity:** We value the governing and management of the institution with integrity and transparency.

**Quality:** We value quality in the collection and interpretation of its artifacts and research through exhibits and programming.

Diversity: We value a diverse workplace and audience and recognize that people of all ages, genders, races, and abilities are welcome and valued.

Scholarship: We value scholarly content for exhibits, interpretation, and programming.

Collaboration: We value a collaborative workplace where staff, management, the governing boards, and community members work together to develop programming that meet the needs of our immediate audience.

Stewardship: We are committed to the proper storage and preservation of our collections and management of the Museum that incorporates best practices.

### **ARTICLE III Members**

**Section 1. Purpose and Authorization.** In order to provide a means of attracting interest in and support for the activities of the Museum, the board (the “Board”) of trustees (each, a “Trustee” and collectively, the “Trustees”) of the Museum may establish from time to time one or more classes of Museum membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

**Section 2. Qualifications and Term.** The voting members of the Museum at any time shall consist only of the persons who are then Trustees of the Museum (the “Voting Members”). Any person elected and qualified as a Trustee shall automatically become a Voting Member of the Museum and, upon ceasing to be a Trustee, such person shall no longer be a Voting Member. The Trustees may establish one or more classes of non-voting members (together with the Voting Members, the “Membership”), and establish other respective requirements, including the payment of dues, the period of time of designation of such members and other privileges afforded members of various classes. The Museum shall have only one class of Voting Members.

**Section 3. Annual Meeting.** Annual Meetings of the Voting Members shall be conducted to elect new Trustees. Annual meetings of the Voting Members shall be held immediately following the annual meetings of the Board or as soon thereafter as is practicable. As described in Section 3 of Article X of these bylaws, at the annual meeting of the Voting Members, the Board shall present an annual report required by Section 519(a) of the Not-for-Profit Corporation Law of New York (the “N-PCL”).

**Section 4. Notice of Annual Meeting.** Unless waived, written notice of each annual meeting stating the date, time, place and purposes thereof shall be given personally, by first class mail, or by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting, not more than fifty (50) days nor less than ten (10) days before any such meeting. Such notice shall be directed to the member at his or her address, fax number or electronic mail address as the same appears upon the records of the Museum. Notice shall be deemed waived by any member who shall participate in such meeting without protesting, prior

to or at the commencement of the meeting, the lack of proper notice, and any member may, either before or after any meeting, waive any notice required to be given by law or under these bylaws.

**Section 5.** Quorum and Voting at Annual Meeting. The presence of a majority of the Voting Members present shall constitute a quorum for the transaction of business at the annual meeting of Voting Members. A majority of the Voting Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum shall be present. Each Voting Member shall be entitled to cast one vote on each matter submitted to a vote of the Voting Members, and a vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Voting Members.

**Section 6.** Special Meetings. Special meetings of the Voting Members may be called on the written request of any five (5) members of the Voting Members, which shall be held at such times and places, as may be specified in such call. Notice for special meetings shall be provided as soon as practicable, but with no less than twenty-four (24) hours notice.

#### **ARTICLE IV Board of Trustees**

**Section 1.** Election and Powers. The Board shall set the policies with regard to the operation and direction of the Museum including but not limited to its finances, administration, marketing, educational and development matters and shall have custody, control and direction of the Museum, its collections, property and other assets. Trustees shall be paid members in good standing of the Museum and shall be elected at the Annual Meeting of the Voting Members or, if necessary, at a Special Meeting of the Voting Members called, with proper notice, for this purpose. The Governance Committee shall recommend persons for election to the Board. Any one Trustee may make a nomination in writing to the Governance Committee for consideration.

**Section 2.** Terms. The term of a Trustee shall be for three (3) years. The elected Trustees shall each serve this term, beginning with the first Trustee Meeting in September. Trustees shall be limited to two (2) consecutive terms. A Trustee shall be eligible for re-election to the Board after a one-year absence following serving on the Board for two (2) consecutive terms. Consistent with the Museum's Charter, the unanimous vote of the full Board is necessary to fix the terms of the Trustees.

Each Trustee shall serve until his or her term expires unless his or her trusteeship is theretofore vacated by resignation, death, removal, or otherwise.

**Section 3.** Number. The number of Trustees constituting the entire Board shall be not more than twenty-five (25) nor less than five (5) and shall be fixed by resolution of the Board. Consistent with the Museum's Charter, amendments to this number shall be approved by a unanimous vote of the Board when presented as a resolution by the Executive Committee. The number of Trustees may be increased or decreased by a resolution of a majority of the Board, but no decrease shall shorten the term of any incumbent Trustee or decrease the

number of Trustees to fewer than five (5) Trustees. As to any matter upon which the Board may vote, the term “entire Board” means the total number of Trustees that would be entitled to vote on such matter, assuming for this purpose that no vacancies on the Board existed at the time of such vote.

**Section 4.** Vacancies. Any newly created trusteeships and any vacancies on the Board, arising at any time, and from any cause, may be filled by a majority of Trustees then in office, regardless of number. Any Trustee who is elected to fill a newly created trusteeship or vacancy on the Board, and any other Trustee who is not elected at an annual meeting, shall hold office until the next annual meeting of the Voting Members at which the election of Trustees is in the regular order of business, and until such Trustee or a successor shall have been elected and qualified, or until such Trustee’s earlier resignation, death or removal.

**Section 5.** Absences. If any Trustee shall fail to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled.

**Section 6.** Removal. At any meeting of the Board duly called, any Trustee may, by majority vote of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

**Section 7.** Annual Meeting. Annual Meetings of the Board shall be held in the last quarter of each fiscal year on such date and time and place as may be fixed by the Board and named in the notice.

**Section 8.** Regular Meetings. Regular Meetings of the Board shall be held at such times and places, as the Board may, from time to time, determine.

**Section 9.** Agenda for Regular Board Meetings. The agenda or order of business for each regular Board meeting is normally set forth by the Board Chair. Any one Trustee may submit a request in writing to the Board Chair, for consideration, as items for the agenda or to be discussed as part of the agenda, if such request is received no later than five (5) days prior to the meeting. No matter that has not been specified in the agenda may be presented to the Board, except upon unanimous consent.

An Executive Session may be included as part of the meeting agenda. Any Executive Session shall consist of Trustees only. All others present will be excused unless otherwise requested to remain by the Board Chair.

**Section 10.** Special Meetings. Special meetings of the Board may be called by the Board Chair, Vice Chair in the absence of the Chair, or by the Secretary on request in writing of any five (5) members of the Board, and shall be held at such times and places, as may be specified in such call.

**Section 11.** Quorum and Voting. The presence of a majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board. Whenever less

than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. Each Trustee shall be entitled to cast one vote on each matter submitted to a vote of Trustees.

**Section 12.** Notice of Meetings. Notice of the time and place of meetings shall be delivered personally, by first class mail, or by facsimile telecommunications or by electronic mail, to each Trustee entitled to vote at such meeting, addressed to each Trustee at that Trustee's address, fax number or electronic mail address as it is shown on the records of the Museum. Notices shall state the time, place and purpose for the meeting. Notice for regular meetings shall be provided a minimum of seven (7) days in advance of the meeting. Notice for special meetings shall be provided as soon as practicable, but with no less than twenty-four (24) hours' notice.

**Section 13.** Waiver of Notice. Notice shall be deemed to have been waived by any Trustee who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, and may be waived, in writing, by any Trustee either before or after such meeting.

**Section 14.** Meetings Held Through Electronic Communications. Meetings of the Membership, the Board or any committee of the Board may be held by means of a conference telephone or similar communications equipment or by electronic video screen communications allowing all persons participating in the meeting to speak and hear each other at the same time; and such participation shall constitute presence at such a meeting.

**Section 15.** Action Without Meeting. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or the committee, as the case may be, consent to the adoption of resolution authorizing the action. Action may be written or electronic. If written, the consent must be executed by the members by signing such action or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The writing or electronic communication evidencing such action taken without a meeting shall be filed in writings with the Secretary of the Museum and filed by the Secretary of the Museum in minutes of the proceedings of the Board or the committee.

## **ARTICLE V Committees**

### **Section 1. Committees Generally.**

The role of committees is to operate as the Board's primary observer and oversight body within their particular charge as detailed below. Committees of the Board shall be comprised solely of Trustees, and shall not have less than three (3) Trustees. Committees of the Museum may be comprised of one or more persons, who need not be Trustees. Overall, all

committees are charged to monitor the elements of their charge, to serve as an advisory resource to staff, and to propose for Board action significant strategic directions or initiatives pertinent to their charge. No committee of the Museum (in contrast to a committee of the Board) shall have the authority to bind the Board. Each committee of the Board, to the extent authorized by the Board and these bylaws, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL. Each committee may invite Museum staff to attend meetings. Each committee may be co-chaired by a member of the Board (Trustee Co-Chair).

## **Section 2. Standing Committees.**

There shall be the following standing committees with charters outlining operational duties of trustees:

- Executive Committee of the Board
- Governance Committee of the Board
- Finance & Investment Committee of the Board
- Audit Committee of the Board
- Facilities Committee of the Museum
- Collections & Archives Committee of the Museum
- Program & Development Committee of the Museum

**a. Executive Committee of the Board.** The Executive Committee shall be comprised of the following officers of the Museum: Chair, Vice-Chair, Secretary and Treasurer, and at least three (3) other members elected by a majority of the entire Board, upon the recommendation of the Chair. The Executive Committee shall maintain surveillance of the business and affairs of the Museum and shall be empowered, to the extent proscribed by law, to transact only such business as may be necessary between meetings of the Board, unless authorized otherwise by the Board. This committee shall, unless delegated to the Governance Committee, be responsible for overseeing the personnel affairs of the Museum, including, but not limited to developing and reviewing personnel policies and evaluating the Museum's President. This committee shall, unless delegated to the Governance Committee by the Board Chair, also be responsible for the reviewing regularly the Museum's bylaws, making suggestions for their improvement from time to time; conducting the annual orientation of new Trustees and arranging for the necessary continuing education of the same in their roles and responsibilities; assessing regularly the composition and function of the Board; and monitoring Board compliance with and making recommendations accordingly regarding loyalty, conflict of interest and ethical matters. This committee shall, unless delegated to the Governance Committee by the Board Chair, also be responsible for the consideration, recruitment and recommendation of the candidates prepared by the Governance Committee for Officers and Trustees. The Executive Committee cannot, without specific authorization by the Board, purchase real property, borrow money, or hire or terminate the President. Meetings of this Committee may be called by the Board Chair, the Vice-Chair or by any three (3) members of this committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the board.

**b. Governance Committee of the Board.** The Governance Committee shall be comprised of

at least three (3) members of the Board selected by the Executive Committee. In addition to the duties set forth in Section 1 of Article IV, this committee shall be responsible for ensuring that the number of Trustees meets the standards set forth in these bylaws and shall do so by recommending candidates for submission, consultation and consideration to the Executive Committee. This committee shall oversee compliance with relevant laws including the N-PCL and the New York State Not-for-Profit Corporation Revitalization Act of 2013 and subsequent amendments (hereinafter the “NPRA”). Meetings of this committee may be called by this committee’s Chair, or by any three (3) members of this committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

**c. Finance & Investment Committee of the Board.** The Finance & Investment Committee shall be comprised of at least three (3) members of the Board. This committee shall consist only of “independent directors” as defined in the N-PCL. The Treasurer, including the Co-Treasurer, if applicable, shall serve on the committee as its Chair and a Vice-Chair shall be appointed by the Chair of the Board. The committee shall:

- i. Recommend financial and investment policies for approval by the Board;
- ii. Oversee the care and custody of all of the Museum’s financial assets;
- iii. Develop a budget, working closely with the Museum’s President, for approval by the Board; and
- iv. Oversee the implementation of Board approved investment policies.

The Finance & Investment Committee shall remain aware of and assure compliance with all federal, state and local laws relating to financial operation of non-profit organizations, including, but not limited to, provisions of the NPRA. Meetings of this committee may be called by the committee’s Trustee Chair or by any three (3) members of the Committee. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

**d. Audit Committee of the Board.** The Audit Committee shall be comprised of at least three (3) members from the Board. This committee shall consist only of “independent directors” as defined in the N-PCL. This committee shall:

- i. Annually retain or review the retention of an independent auditor to conduct the audit of the Museum’s financial statements;
- ii. Review any and all audits of the Museum or any of its programs or contracts performed, in conjunction with the Museum’s President;
- iii. Respond in writing, subject to approval of the Board, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended;
- iv. Oversee the implementation of, and compliance with, the Conflict of Interest and Related Party Transaction Policy and Whistleblower Policy as adopted by the Museum; and
- v. Remain aware of and assure compliance with all federal, state and local laws relating to financial operation of non-profit organizations, including, but not limited to, provisions of the NPRA.

The Audit Committee shall meet at a minimum, once a year to conduct the audit oversight

responsibilities. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

- e. Facilities Committee of the Museum.** The Facilities Committee shall consist of at least one (1) member of the Board and such other individuals as shall be designated from time to time by the Board. The committee Chair shall be selected by the Chair of the Board. The committee shall: oversee the surveillance and maintenance of the building and grounds; ensure that staff is providing a safe and secure environment for visitors, staff and museum assets; work with staff to identify major facility needs and raise board awareness of the needs; and monitor developments and changes in emergency preparedness procedures standards and review whether the Museum's current procedures are complying with these developments and changes. Meetings of this committee may be called by the committee Chair. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.
- f. Collections & Archives Committee of the Museum.** The Collections & Archives Committee shall consist of at least one (1) member of the Board and such other individuals as shall be designated from time to time by the Board. The committee Chair shall be selected by the Chair of the Board. The committee shall: oversee the surveillance and maintenance of the collections of the Museum as well as the development of policies and procedures relevant thereto; discuss and approve sizable accessions and de-accessions; identify major preservation needs for the collections; and raise board awareness of collections-based projects. Meetings of this committee may be called by the committee's Chair. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.
- g. Program & Development Committee of the Museum.** The Program & Development Committee shall consist of at least three (3) members of the Board and such other individuals as shall be designated from time to time by the Board. The Committee Chair shall be selected by the Chair of the Board. This committee shall be responsible for the development and oversight of programs designed to reflect the mission, vision and guiding values of the Museum. and be responsible for broadening the network of supporters for the Museum, and building new relationships with organizations capable of making philanthropic investments. The Program & Development Committee does not replace the expectation that each Trustee shall give a donation of a certain amount and/or help to procure financial resources. This committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

### **Section 3. Ad Hoc, Advisory or Honorary Committees.**

Ad hoc and additional committees, including their chairs, composition and charges may from time-to-time be created and appointed by the Board Chair, Executive Committee, or the Board for special, temporary purposes designed to end within a certain period of time, not to be more than five (5) years. Advisory and honorary committees may also be created from time-to-time and appointed by the Board Chair, the Executive Committee or the Board, and shall have no legal authority to act on behalf of the Board and Museum and, shall thus, not have any fiduciary liabilities thereto. Committee Chairs shall be selected by the Chair of the Board as appropriate.

### **Section 4. Quorum.**



A majority of the members of a committee shall constitute a quorum for a meeting, and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of such committee.

#### **Section 5. Term.**

Committee members are appointed and may be asked to remain in service to the committee annually.

#### **Section 6. Meetings.**

- a. Committees shall meet as regularly as necessary as is determined by the Chairs of the respective committee.
- b. At its first meeting of the fiscal year, each committee shall determine its schedule of regular meetings for the coming year. This schedule shall serve as notification of all regular meetings of the respective committee.
- c. A majority of committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all committee members who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other committee members present.

### **ARTICLE VI Officers**

**Section 1. Election of Officers.** The Board shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer of the Museum and such other officers as it may determine. Each such officer shall be elected from among the next year's Trustees at the last Board meeting of the year for a term of three years effective the first day of fiscal year following the annual meeting of the Board. Any vacancy in the above offices shall be filled by the Board as soon as practicable.

**Section 2. Removal.** At any meeting of the Board duly called, any officer of the Museum may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board in the place of the officer so removed, to serve an unexpired term.

**Section 3. Chair.** The Chair shall be the presiding officer of the Board with the power and duty to exercise general supervision over the affairs and operations of the Museum. He or she shall act as Chair of and preside at all meetings of the Board and of the Executive Committee. He or she may serve on all regular and other committees. The Chair shall have such other powers and duties as may be designated by the Board. The Chair may not be an employee of the Museum.

**Section 4. Vice-Chair.** At the request of the Chair or in his or her absence or during his or her disability, the Vice-Chair shall perform the duties and exercise the functions of the Chair. The Vice-Chair shall have such other powers and duties as may be designated by the Board or the Chair. The Vice Chair may not be an employee of the Museum.

**Section 5. Secretary.** The Secretary shall be responsible for the keeping of minutes of all

meetings of the Voting Members, the Board and the Executive Committee of the Board. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the safekeeping of the legal records and of the seal or seals of the Museum. The Secretary shall have such other powers and duties as may be designated by the Board or the Chair, notwithstanding the Chair of the Human Resource Committee, if any.

**Section 6. Treasurer.** The Treasurer shall have supervision over the financial records of the Museum. The Treasurer shall provide the Board at each of its Regular Meetings with a statement of the financial condition of the Museum. He or she shall serve as Chair of the Finance & Investment Committee and shall have such other powers and duties as may be designated by the Board.

**Section 7. Co-Officers.** The Board may from time-to-time choose to elect a Co-Officer, who shall have the same duties, liabilities, obligations and rights of the respective Officer position.

## **ARTICLE VII President**

**Section 1. President.** The Board may appoint and employ or contract a President for the Museum.

**Section 2. Duties of the President.** The President shall have overall responsibility for carrying out the policies and purposes that have been adopted and approved by the Board. Duties will include, but are not limited to administration, management and operation of the Museum, planning of exhibitions, supervising the collection and acquisition programs, planning and supervising educational programs and activities of volunteers, and marketing and development activities of the Museum, all in accordance with the policies and budgetary limitations established by the Board. The President shall be the chief executive officer of the staff of the Museum and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions. The President shall have such powers designated by the Board and perform such other activities as may from time to time be assigned by the Board. The President shall report to the Board and may be appointed or dismissed only by a majority of the Trustees.

**Section 3. Attendance at Meetings.** The President shall be notified of, and may attend meetings of the Board and committees thereof and affiliate groups, at the invitation of the Board, committees or such groups, as the case may be in order to advise and make recommendations.

## **ARTICLE VIII Affiliate Groups**

**Section 1.** The Board may recognize or establish organizations to conduct activities in support of the museum and for its benefit. Any such organization shall adopt a mission statement and bylaws subject to approval by the Board. A member of the Board and the President or their respective designees shall serve as ex-officio members of the governing body of any such organization. The Board shall have the right to dissolve any such organization upon a majority vote of the Board.

## **ARTICLE IX Adoption of Policies**

The Museum has adopted a Conflict of Interest and Related Party Transaction Policy and a Whistleblower Policy.

## **ARTICLE X Amendments and Other Provisions**

**Section 1.** Amendments. These bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board, provided that at least seven (7) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be given to each member of the Board, together with a concise statement of the changes proposed to be made.

**Section 2.** Fiscal Year. For financial reporting purposes, the fiscal year of the Museum shall be the first day of July, except as otherwise determined by the Board.

**Section 3.** Annual Report. There shall be presented to the Voting Members, within six (6) months after the end of the Museum's fiscal year, a report verified by the President and Treasurer or by a majority of the Board, or certified by an independent public or certified public accountants selected by the Board showing in appropriate detail, including as required by Section 519(a) of the N-PCL, the financial condition and results of operations of the Museum for its preceding fiscal year. The annual report of the Board shall be filed with the records of the Museum.

**Section 4.** Indemnification. The Museum shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Museum and (b) any Trustee or Officer of the Museum who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Museum, in the manner and to the maximum extent permitted by the N-PCL, as amended from time to time; and the Museum shall purchase and maintain insurance pursuant to such indemnification and shall indemnify all other corporate personnel to the extent permitted by law.

## **ARTICLE XI Dissolution**

**Section 1.** Event of Dissolution. The Board may adopt a plan of dissolution and distribution of assets, in accordance with applicable law, by a vote of 80% of the entire Board.

**Section 2.** Effect of Dissolution. Upon dissolution, the Museum shall cease carrying on its business, but shall continue in existence until the winding up of the affairs of the Museum is completed.

**Section 3.** Distribution. Upon the dissolution of the Museum, its assets remaining after payment of, or provision for payment of, all debts and liabilities, shall be distributed, as the Trustees shall determine, to such corporations which are organized and operated exclusively for educational purposes, and which have established their tax-exempt status under the Internal Revenue Code.