

**AMENDED AND RESTATED BYLAWS
OF THE SUBMARINE FORCE LIBRARY
AND MUSEUM ASSOCIATION INC.**

ARTICLE I: NAME AND OFFICES

SECTION 1. Name

The name of this organization is the SUBMARINE FORCE LIBRARY AND MUSEUM ASSOCIATION, INC., hereinafter referred to as the “Association.”

SECTION 2. Offices

The Association will maintain a registered office and a registered agent within the State of Connecticut, and may have such other offices within or without the State of Connecticut as the Board of Directors may determine from time to time.

ARTICLE II: PURPOSE

SECTION 1. Purposes

The Association was formed for the following purposes:

- A. To assist the Submarine Force Library and Museum in its objectives and foster and perpetuate it as a medium which promotes historical knowledge of submarines;
- B. To stimulate an awareness, recognition and pride in the role of the submarine in Naval operations, past, present and future among present and past submariners and the general public;
- C. To promote historical knowledge of submarines through the collection, preservation and dissemination of such knowledge;
- D. To assist the maintenance, development and expansion of the Submarine Force Library and Museum;
- E. To receive, hold and administer gifts of any type or nature for the furtherance of the foregoing purposes; and
- F. To perform such other activities or purposes as may be specified in the Certificate of Incorporation of the Association.

ARTICLE III: MEMBERS

SECTION 1. Eligibility

Membership is open to all persons, civilian or military, who support the mission of the Submarine Force Library and Museum Association and are accepted as members of the Association. There are three classes of members: Individual, Allied and Corporate Benefactor.

- A. Individual Members are those individuals who pay the annual dues as established by the Membership Committee and approved by the Board of Directors from time to time. Individual membership categories include regular, life, student or honorary members. Each regular and life member has one vote with respect to all matters on which members are entitled to vote. Student and Honorary members do not have voting rights.
- B. Associate Members are other not-for-profit organizations with purposes compatible with those of the Association. Associate members are not entitled to vote.
- C. Corporate Benefactor Members are businesses who provide financial support to the Association which entitles the Corporate Benefactor Member to certain benefits as established from time to time by the Membership Committee and approved by the Board of Directors. Corporate Benefactor Members are not entitled to vote.

SECTION 2. Application for Membership

The Membership Committee shall design and prepare appropriate applications for the respective memberships, and shall furnish such applications to prospective members. All applications for membership in the Association shall be submitted to the Secretary and shall be accompanied by payment of the appropriate sum.

SECTION 3. Transfer of Membership

Membership in the Association is not transferable or assignable.

SECTION 4. Expulsion

Any member of the Association of any of its classes of membership may be expelled for good cause by majority vote of the Membership Committee. There shall be no appeal from the decision of the Membership Committee.

ARTICLE IV: MEETINGS OF MEMBERS

SECTION 1. Annual Meeting of Members

The Association shall hold an annual meeting of members at a time and place as determined by the Board of Directors for the purposes of electing members to the Board of Directors, receiving annual reports of Officers, and such other reports as the Board of Directors may desire, presenting awards as may be conferred, and transacting such other business as may be properly brought before the members. This shall be deemed the annual meeting within the meaning of the Connecticut Revised Nonstock Corporation Act (the “Act”).

SECTION 2. Special Meetings

Special meetings of the Association may be called by the Board of Directors, or upon written demand of the members, stating the purpose for which such meeting is to be called, signed by at least one-tenth of all members then entitled to vote.

SECTION 3. Notice of Meeting

Written notification stating the date, time, and place of the annual meeting, and in the case of a special meeting, the purpose for which the special meeting is called, will be delivered at least ten (10) days, and no more than sixty (60) days prior to the scheduled meeting date to each member. Notification may be provided by conventional or electronic transmission. Each member is solely responsible to provide the most current address at which the member receives conventional and electronic mail. If notification is provided through conventional mail, such notice will be considered to be delivered when deposited with prepaid postage in the United States mail addressed to the member at the address provided by the member. If notification is provided by electronic transmission, the notice is deemed delivered on the date on which the electronic notice is dispatched. If an annual or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. A member may waive notice of a meeting. The waiver must be in writing, signed by the member entitled to the notice and delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or the transaction of business at the meeting; and a member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

SECTION 4. Quorum

Those members present shall constitute a quorum for the conduct of business. Action may be taken by the vote of a majority of the voting members present and voting in person or electronically unless a greater percentage is otherwise required. No Association business will be conducted at any meeting unless a majority of the Board of Directors is present in person.

SECTION 5. Proxy

No member may vote by proxy.

SECTION 6. Voting

Each member is permitted one vote on each matter submitted for voting to the membership. Voting on any question is to be conducted in accordance with policies adopted by the Board of Directors and may, depending on the adopted policies, be by voice, by a show of hands, or by ballot submitted by a member in person or electronically.

SECTION 7. Election of Directors by Written Ballot

- A. The Association may elect Directors without a meeting in accordance with this Article. If Directors are to be elected without a meeting, the Association shall distribute a written ballot to every member entitled to vote on the election of Directors. The ballot may be distributed electronically. The ballot shall identify the candidates for election of Directors, specify the maximum number of candidates for whom a member may vote, and provide a reasonable time within which to return the ballot to the Association.
- B. Ballots shall be solicited in accordance with the Association's elections policy (as from time to time adopted and revised by the Board of Directors or by any Committee thereof to which the Board of Directors has delegated such authority). The solicitation shall specify timelines relative to the distribution, return, and counting of ballots.
- C. A ballot may be revoked by a written request received by the Association prior to the time specified on the ballot as the deadline for returning ballots in order to be counted. A revocation received after the deadline may not be revoked. Such a revocation shall be effective on its receipt by the Secretary of the Association.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. Membership

The Association shall be governed by a Board of Directors. Only members of the Association are eligible to be Directors. The voting members of the Board shall consist of the immediate past President of the Board of Directors of the Association and a minimum of twelve (12) and a maximum of sixteen (16) elected Directors.

SECTION 2. Election and Term of Directors

- A. Elections of Directors may be conducted at the annual meeting or by ballot in lieu of a meeting (which may be transmitted by mail or electronically). Directors shall be elected

by a majority of all votes cast by Association members. A Director may resign at any time by written notice to the President of the Association.

- B. Each newly elected Director's term will commence at the conclusion of the annual meeting at which such Director is elected or that next follows such election. Each Director will hold office for a four (4) year term, provided that the terms of Directors elected following the adoption of these Bylaws shall be staggered so that as close to one-quarter as is reasonably possible will be elected each year. Given that a Director's term may not commence upon the same date every year, a Director's term in office may be somewhat shorter or longer than an exact four (4) year term. Each Director shall hold office until his or her successor is duly elected and qualified, or until he or she otherwise ceases to hold such office.

SECTION 3. Powers and Duties

The Board of Directors within the limitations of applicable law, the Association's Certificate of Incorporation, and these Bylaws is responsible for overseeing the strategy, operations, and management of the Association. In all actions taken by the Board, the Directors are expected to exercise their best judgement in what they reasonably believe to be the best interests of the Association. In discharging this obligation, each Director may rely upon the committees of which the Director is not a member, the Association's Officers, outside advisors, and independent auditors. Neither the Association, nor any Director, Officer, employee, or agent of the Association, will take any action or engage in any activity which is not permitted to be taken that would invalidate the Association's status as a tax-exempt organization within the meaning of the Internal Revenue Code. Each Director of the Association is expected to spend the time and effort necessary to properly discharge the Director's responsibilities. The Board of Directors is responsible for the following:

- A. Establishing Association policies and objectives;
- B. Establishing and maintaining criteria for membership;
- C. Establishing and maintaining Association employment policies.
- D. Establishing Association election procedures;
- E. Overseeing the management of the Association's assets including ensuring that assets of the Association are in safe custody, and as appropriate, invested in accordance with prudential standards and consistent with Association objectives;
- F. Directing regular and special audits of the financial accounts of the Association to be made by a firm of certified public accountants;
- G. Establishing committees required for prudent Association management and approving committee membership and chairs; and

H. Initiating, implementing, and executing any measures necessary in its judgment to further the interests of the Association and achieve its objectives.

SECTION 4. Meeting and Quorum

The Board of Directors shall meet at least annually at such time and place and upon such notice as the Board of Directors may determine. Special meetings of the Board of Directors shall be held at the call of the President, or at the request of five members of the Board of Directors. One-third of the Directors in office shall constitute a quorum for the transaction of the routine business with exception that a majority vote of the Directors then in office is required for the election of Officers or the temporary election of Directors prior to the annual meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting

SECTION 5. Directors Emeriti

The Board of Directors may from time to time award, by majority vote of the Directors then in office, the honorary title of Director Emeritus to a member who has provided extraordinarily distinguished service as a Director of the Association and whose continued wise counsel is actively sought by the Board of Directors. Directors Emeriti shall have the right, but not the obligation, to attend meetings of the Board of Directors, but shall have no voting rights on matters that come before the Board of Directors.

SECTION 6. Vacancies

All vacancies on the Board of Directors may be temporarily filled by a majority vote of the Directors then in office. The term of a Director so elected shall expire at the next annual meeting.

SECTION 7. Removal of Office

Any member of the Board of Directors may be removed from office with cause or without cause, only at a meeting of the members called for the purpose of removing such Director, and the meeting notice must state that the purpose of the meeting is removal of the Director. A two-thirds (2/3) majority vote of the voting members present and voting at said meeting, in person or electronically, is required to remove the Director.

SECTION 8. Compensation

The Board of Directors shall serve without monetary compensation; however, they may be reimbursed for reasonable travel and per diem expenses in the conduct of approved Association business, subject to policies established by the Board of Directors.

SECTION 9. Navy Liaison

The Commanding Officer, Naval Submarine Base New London, shall be invited to serve as the Navy Liaison to the Board of Directors. The Commanding Officer may attend meetings of the Board of Directors and participate in discussions of mutual interest and provide the Naval Submarine Base New London perspective. The Commanding Officer shall not be a member of the Board of Directors.

SECTION 10. Special Advisors

The Board of Directors, upon approval of a majority of Directors then in office, may from time to time invite senior retired military (non-active duty) and civilian appointees to become special advisors to the Board of Directors. These Advisors may attend meetings of the Board of Directors and participate in discussions of matters of mutual interest with special focus on strategic growth and fund raising. Advisors shall be neither members of the Board of Directors nor involved in the management or control of the Association. Compensation for Advisors, if any, will be proposed by the Financial Committee and approved by a 2/3 vote of the entire Board.

SECTION 11. Action by Consent

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or committee.

ARTICLE VI: OFFICERS

SECTION 1. Officers

- A. The Officers of the Association shall, at a minimum, include a President, Vice President, Secretary and Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Directors. All Officers shall be members of the Board of Directors. The President shall be elected by a majority vote of the Directors in office from among the Directors for a term concurrent with such Director's directorship. Other Officers shall be elected by a majority vote of the Directors then in office from the Board membership for such term as the Board of Directors shall prescribe or until their successors are duly elected and qualified. Two or more offices may be held by the same person but no Officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law or these Bylaws to be executed, acknowledged or verified by two or more Officers.

- B. The Board of Directors may elect or appoint such other Officers and agents as it deems necessary, who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- C. The Officers of the Association shall serve without monetary compensation; however, they may be reimbursed for reasonable travel and per diem expenses in the conduct of approved Association business, subject to policies established by the Board of Directors.
- D. The Officers of the Association shall hold office until their successors are chosen and qualify. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Association shall be filled by the Board of Directors.

SECTION 2. President

A. Office Guidelines.

1. The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Association, subject to the instructions of the Board of Directors, and shall have such other powers as ordinarily accompany the office. The President shall be chair of the Executive Committee and shall be assisted by, and may delegate functions to, an Executive Director, as hereinafter provided.

B. Duties of the President:

1. Administer the affairs of the Association subject to the policy guidance of the Board of Directors;
2. Execute procedures, programs, and directives to carry out policies of the Association.
3. Collect and disburse the funds of the Association subject to the supervision of the Board of Directors and contract for such services and supplies as necessary for the operations;
4. Oversee the investment of the Association funds under the direction of the Board of Directors and the Financial Committee;
5. Provide input to an annual budget and periodic financial statements for review by the Financial Committee and approval by the Board of Directors;
6. Appoint and remove members of the administrative staff, fix compensation within budgetary guidelines provided by the Financial Committee and according to a compensation plan approved by the Board of Directors, issue and enforce such orders and regulations as the President may consider necessary for control of staff activities;
7. Execute all contracts and agreements in the name of the Association subject to the direction and authorization of the Executive Committee; and

8. Perform such other functions and exercise such powers as shall be delegated or assigned to the President by the Board of Directors or as shall reasonably pertain to the position of President.

SECTION 3. Vice President

A. Office Guidelines.

1. The Vice President shall be assigned such duties as the Board of Directors may direct. In the absence of the President, the Vice President shall perform such other duties and exercise such powers as are assigned to the President, subject to all restrictions upon the President.

SECTION 4. Secretary

A. Office Guidelines.

1. The Secretary shall be chair of the Membership Committee. The Secretary shall be assisted by, and may delegate functions to, an Executive Director, as hereinafter provided, and shall be under the supervision of the President.

B. Duties of the Secretary:

1. Keep or cause to be kept, the minutes of all membership meetings of the Association and meetings of the Board of Directors and perform like duties for standing committees, when required;
2. Cause to be kept, as specified in Connecticut General Statutes §33-1070, an alphabetical list of members arranged by class of membership, together with contact information, the year in which such member was first accepted into the Association, and a record of such member's dues and contributions;
3. Give, or cause to be given, notice of all meetings of members and of the Board of Directors;
4. Cause to be kept all correspondence records;
5. Present a list of candidates for nomination by the Board of Directors for submission to the membership at the annual meeting; and
6. Perform such other duties as may be prescribed by the Board of Directors or the President or as shall reasonably pertain to the position of Secretary.

SECTION 5. Treasurer

A. Office Guidelines.

1. The Treasurer shall be chair of the Financial Committee. The Treasurer shall be assisted by, and may delegate functions to, an Executive Director, as hereinafter provided, and shall be under the supervision of the President.

B. Duties of the Treasurer

1. Keep custody of the funds and securities of the Association, keep full and accurate accounts or receipts and disbursements in the books of the Association, and deposit all such funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors;
2. Serve as controller of the finances and accounts of the Association under the direction of the President;
3. Render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and an annual report presented at the Annual Meeting and such special requests as may be called for by the Board of Directors; and
4. Perform such other additional duties as the President or Board of Directors may direct or as shall reasonably pertain to the position of Treasurer.

ARTICLE VII: COMMITTEES

SECTION 1. Committee Guidance

- A. To promote efficiency and in view of the infrequency of its meetings, most of the preparatory work for the Board discussions shall be done in committees. The Board committees are to be structured to make it possible for the Board to carry out its review and approval, monitoring, directing, and reporting.
- B. Each committee shall have its own written charter approved by the Board of Directors that addresses the committee's purpose, authority, and responsibilities. Each Committee shall review its charter on an annual basis and submit any recommended changes to the Board of Directors for approval.
- C. The standing committees of the Board of Directors are the Executive, Financial, and Membership Committees.
- D. The Board of Directors has the authority to establish, modify, and suspend committees on either a permanent or ad hoc basis with the exception of the standing committees.

SECTION 2. Executive Committee

- A. The Executive Committee shall be composed of at least five Directors. The President shall be a member and serve as chair of the Executive Committee. The Vice President, Secretary, and Treasurer shall also be members of the Executive Committee. A minimum of three members shall constitute a quorum.
- B. The Executive Committee shall execute all powers of the Board of Directors when the Board is not in session except as to the election of Directors and Officers, amendments to the Bylaws and financial commitments in excess of three percent (3%) of the total annual

budget unless specifically authorized by the Board of Directors. All financial commitments and major policy initiatives authorized by the Executive Committee must be by unanimous vote of the committee members present. All actions authorized by the Executive Committee shall be presented to the Board at the next following meeting of the Board of Directors.

- C. The Executive Committee shall nominate the Officers and committee members for review and approval by a majority of the Directors then in office.

SECTION 3. Financial Committee

- A. The Financial Committee shall be composed of at least three Directors. The Treasurer shall be a member and serve as chair of the Financial Committee. A minimum of three members shall constitute a quorum.
- B. The Financial Committee is responsible for overseeing the establishment of an annual budget to be presented to the Board for approval, monitoring the Association's revenues and expenditures, balance sheet, and investment, establishing investment policies for the Board approval, and engaging external investment managers. All actions authorized by the Financial Committee shall be presented to the Board at the next following meeting of the Board of Directors.

SECTION 4. Membership Committee

- A. The Membership Committee shall be composed of at least three Directors. The Secretary shall be a member and serve as chair of the Membership Committee. A minimum of three members shall constitute a quorum.
- B. The Membership Committee shall be responsible for vetting and nominating candidates for selection to the Board of Directors. The proposed slate of candidates will be submitted yearly to the Board of Directors by the Membership Committee where a unanimous vote will be required to submit the slate to the general membership at the annual meeting.
- C. The Membership Committee shall establish membership dues structure, benefits and design membership applications, and establish an elections policy to be submitted to the Board of Directors for approval. The Membership Committee shall accept and expel members, as the case may be.
- D. The Membership Committee shall be responsible, along with the Executive Director, for planning and executing strategies to improve attendance at the Submarine Force Museum and for increasing Association membership. All actions authorized by the Membership Committee shall be presented to the Board of Directors at the next following meeting of the Board of Directors.

ARTICLE VIII. EXECUTIVE DIRECTOR

A. Office Guidelines.

1. The Executive Director shall be selected by the President upon recommendation of the Executive Committee. The Executive Director will not be eligible for selection for membership on the Board of Directors. The Executive Director shall be the primary assistant to the President and Board of Directors and responsible for the day-to-day conduct of the business of the Association. The President, in consultation with the Financial Committee, shall determine the compensation of the Executive Director.

B. Duties of the Executive Director.

1. Oversee the day-to-day operations of the Association;
2. Human resource management functions for all staff persons of the Association;
3. Oversee the administrative staff persons of the Association;
4. As primary assistant to the President, ensure the organization has a long-range strategy which achieves its goals;
5. Assist the Secretary and Membership Committee to prepare and implement a strategy to improve museum attendance and Association membership;
6. Assist the Treasurer and the Financial Committee to prepare the budget, financial statements and reports, and maintain the Association's financial records; and
7. Perform such other duties as may be assigned by the President, Executive Committee, or the Board of Directors from time to time

ARTICLE IX: CONFLICTING INTEREST TRANSACTIONS

SECTION 1. Adoption of Policy

The Board of Directors shall adopt, and from time to time, as deemed necessary or appropriate by the Board of Directors, amend, supplement and restate , a conflict of interest policy to assure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Act, or any potential "excess benefit transaction" involving a "disqualified person" (including a Director or Officer of the Association), as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors as provided in Section 33-1129 of the Act and under any relevant regulations of the Internal Revenue Service.

SECTION 2. Voluntary Abstention

In the event that a conflict of interest situation arises, a Director will be expected voluntarily to abstain from discussion of or voting on any issues(s) which the Director recognizes as a conflict

of interest position. If any other Director perceives a possible conflict of interest position for any other Director, such Director shall inform the Board of Directors of such possible conflict.

ARTICLE X: INDEMNIFICATION

The Association shall provide its Directors and Officers with the full amount of indemnification that the Association is permitted to provide pursuant to the Act and as set forth in its Certificate of Incorporation. The Association shall also indemnify and advance expenses to each employee and agent of the Association who is not a Director or Officer, or who is a Director or Officer but is made a party to a proceeding in his or her capacity solely as an employee or agent, to the same extent as the Association is permitted to provide the same to a Director or Officer, and may indemnify and advance expenses to such persons to the full extent permitted by the Act.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Wherever the Bylaws do not provide otherwise, all meetings of the membership, the Board of Directors, and committees shall be conducted in accordance with Robert's Rules of Order, Revised Edition.

ARTICLE XII: AMENDMENT OF THE BYLAWS

SECTION 1. Amendment Proposals

Amendments to the Bylaws may be proposed by a majority of the Board of Directors or by a petition sent to the Secretary bearing the signature of members representing at least ten percent (10%) of voting members.

SECTION 2. Approval

Approval of the proposed amendment to these Bylaws requires approval by a vote of at least two-thirds (2/3) of the votes cast by members, whether present and voting or voting electronically at any meeting of members.

ARTICLE XIII: DISSOLUTION

In the event of dissolution of the Association, all of its assets shall be disposed of in accordance with the applicable provisions of Article 8 of the Association's Certificate of Incorporation,.

These Bylaws shall be effective as approved by the membership on _____

