



Patrick DeSantis, *Stay...Good Girl*, 2007, acrylic on canvas. Reprinted with permission.

THE BRICK STORE MUSEUM'S
67TH ANNUAL MEMBERS'
MEETING

TUESDAY, JUNE 19, 2007

The following pages contain the materials related to the specific agenda items requiring a vote by the membership at the 67th Annual Members' Meeting:

Acceptance of Minutes of the 66th Annual Members' Meeting in 2006



Slate of trustees and officers nominated for the 2007-2008 term



Proposed amendments to the Museum's by-laws

**BRICK STORE MUSEUM 66th ANNUAL MEETING MINUTES
JUNE 20, 2006**

I. CALL TO ORDER AND PRESIDENT'S OPENING REMARKS: RICK WOLF

President Rick Wolf called the 66th Annual Meeting of the Brick Store Museum to order at 4:10 p.m. in the Grand Dining Room at the Colony Hotel in Kennebunkport. He welcomed everyone reminding them it was 70 years ago in 1936 that Edith Barry had the vision to create The Brick Store Museum. That year FDR began his second term during the Great Depression, Jesse Owens starred in the Olympics in Berlin, and Life Magazine published its first issue. Rick said The Museum has much to celebrate today. We have "weathered the storms of the recent past," emerging in a "more fiscally stable position." Tracy Baetz, the Executive Director, is at the "creative and inspirational helm of our Museum." And today, the public phase of the 2006 Capital Campaign, announced at last year's Annual Meeting, is beginning. Rick said, however, that there is still much to do. The physical plant is in urgent need of repair. Last year's "Members Call to Action," a plea for members' involvement, volunteerism, and commitment, did not fully materialize. However, we are "resonating and reconnecting with our communities in a way the Museum hasn't seen in many years" thanks to dedicated volunteers Kathryn Hussey, Roz Magnuson and Kathy Ostrander, along with Community Outreach Coordinator Cheryl Price, Executive Director Tracy Baetz, and our members.

II. ACCEPTANCE OF SECRETARY'S MINUTES FROM 2005 ANNUAL MEETING

A motion was made, seconded, and passed to waive the reading of the 2005 Annual Meeting minutes and accept them as written.

III. PRESENTATION OF TRUSTEE CANDIDATES AND OFFICERS FOR MEMBERS VOTE

Rick Wolf, chairman of the Nominating Committee, presented the slate of officers for 2006-07:

Rick Wolf	President for a second term
Steve Spofford	Vice President for a second term
David Moravick	Treasurer for a second term
Alice Frentz	Secretary for a first term

Paulajeanne Cavanaugh and Chris Farr were presented as second term trustees.
Stephanie Limmer was presented as a new trustee.

A motion was made, seconded, and unanimously passed by the membership to elect the proposed officers and trustees.

Rick acknowledged and thanked the trustees who are leaving the Board: Peter Fuller, past president, who will continue as Capital Campaign chairman; Dave Mathieu, past Treasurer; Judy Hersey, Secretary; and Faye Denniston, Education Committee chair.

Rick concluded by saying that we “have much work to do and need your emotional, physical, and financial support to achieve the aggressive but realistic goals for our Museum.”

IV. TREASURER’S REPORT: DAVID MORAVICK

Dave began with a hypothetical 1944 financial report gleaned from information found in the Archives. The Brick Store started that year with \$1,005.67 in the Kennebunk Savings Bank. Income, including memberships, gifts and sales of prints, pamphlets, and postcards totaled \$1,049.27. Expenses including salaries, running expenses, and the purchase of a \$500 war defense bond totaled \$1,620.78. The ending balance in September 1944 was \$484.16.

Dave said it was important to view our current financial position in relation to where the organization has been. 1996 revenues were \$227,000. The revenues decreased to \$139,000 in 2003 and at year-end 2005, \$178,000. Interest and dividends decreased during the period which was a reflection of investment and market changes as well as funding expenses. In 1996 expenses were \$295,000 and rose to \$392,000 in 2001 and then were \$342,000 in 2002. In 2003, in spite of lower revenues, the expenses were brought under control as a result of a tremendous amount of work by the Board, staff, and a handful of dedicated volunteers. The positive trend continues. Dave said he was pleased to conclude his report saying that “the Museum is on solid financial footing.”

V. PRESENTATION BY EXECUTIVE DIRECTOR TRACY BAETZ

Tracy welcomed everyone and said that after two and a half years at the Museum it was nice to see such a large crowd and to see so many familiar faces and friends of the Museum. She said we are celebrating the 70th anniversary of the Brick Store Museum this year. The buildings themselves are 150 to 200 years old. In 1936 the property was acquired by Mr. Lord’s niece, Edith Cleaves Barry, in order to create a museum of art and cultural history building upon her family’s considerable collections. In doing so, “Miss Barry preserved what is definitely the largest extant commercial block of historical buildings in what was to become the first historical district in the state of Maine.” Tracy summarized milestones of this past year, commenting that thanks to members and friends we exceeded our 2005 Annual fund goal and raised more than \$78,000. An e-newsletter was begun in March and now has 484 subscribers. We acquired 600 new objects and archival pieces for the collection and have benefited from “time, expertise and efforts” of more than 115 volunteers. We worked with 29 area inns, B&Bs and antique shops in conjunction with our *Antiques Appraisal Day*, developed a five-part lecture series with the Kennebunkport Historical Society, and held our December Holiday Tea in an historic Summer Street house. Children’s and intergenerational programs were made possible by a grant from the Virginia Hodgkins Somers Foundation. These included *Shipbuilding Odyssey*, which was a study of all aspects of the Kennebunks ship building heritage, and the third annual children’s History Camp. The two new exhibits were *Kennebunks from A to Z*, an alphabetical romp through regional history and the Museum’s collections, and, with the Kennebunk Free Library, *Then & Now*, 150 archival images of local homes juxtaposed to pictures of what the homes look like today. Our current exhibit, *Camp*

Maine, Rustic Furniture & Accessories, opened in May. Tracy invited everyone to come to the Museum for a community celebration on July 1st, our actual 70th anniversary. The US Postal Service, through the Kennebunk Postmaster, will turn the Museum into a temporary post office issuing a commemorative Brick Store Museum postmark. Tracy ended by saying that our 70 years have been built on the collective largess of people who believe in the Museum and cherish what it represents. “We have gotten to this point in our storied history because of the Edith Barrys, the Lucinda Lords, the Anne Rogers, the Elmina Sewalls, the Thomas Greens, the Bob Baumans, the Alice Freeman Muchnics, and so many, many others...and we’ll be taking our next steps because of you.”

VI. KEYNOTE ADDRESS, BILL GREEN

Tracy introduced our guest speaker, Bill Green, anchor and reporter for WCSH 6-Portland/WLBZ 2- Bangor who hosts the TV program “Bill Green’s Maine. Bill gave a delightful talk about the people, places and things that make Maine special—including the Brick Store Museum.

VII. CONNECTING GENERATIONS, 2006 CAPITAL CAMPAIGN—PETER FULLER.

Peter Fuller, Capital Campaign chairman, announced that today we are publicly launching our capital campaign, the title of which is *Connecting Generations*. Peter quoted George and Barbara Bush, honorary co-chairs of the campaign, who stated that “it is with fine institutions like the Brick Store Museum that we preserve, protect, and interpret our times for the generations that follow.” Peter thanked the entire Board for working on the Campaign, and gave special thanks to those non-Board members of the Campaign Advisory Committee: Sandy Armentrout, Bob Card, Rick Litchfield, Earle Patterson, Norm Ritter, Erik van der Kaay, and John Walker. Our campaign goal is \$1.5 million. \$750,000 will be earmarked for stabilization and rehabilitation in order to preserve the Museum’s four historic buildings that front Main Street. \$750,000 will go into doubling the endowment fund to enable the Museum to add a professional staff member and to contribute to the Museum’s overall financial health. We already have \$650,000 committed to the Campaign thanks to a \$100,000 lead gift from the Kennebunk Savings Bank and several other gifts. Peter again thanked everyone for coming today and urged us all to contribute to the capital Campaign remembering that we will be “Building a better future for preserving the past.”

VIII. PRESIDENT’S CONCLUDING REMARKS—RICK WOLF

Rick thanked Bill Green for being our keynote speaker, the Colony Hotel for hosting our meeting, and Tracy Baetz, Cheryl Price, and Bruce Jackson for coordinating the afternoon. Again thanking all of us for supporting the Museum and inviting everyone to the reception on the Oceanside Porch, Rick adjourned the meeting at 5:35 p.m.

Respectfully submitted,

Judy Hersey, Secretary

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CANDIDATES NOMINATED FOR OFFICERS FOR 2007-2008

Rick Wolf, President

Rick and his wife Janet owned and operated the Captain Fairfield Inn in Kennebunkport from 1999 to 2004. Rick has served on the Museum's Board of Trustees since 2000, was Vice President 2002-2005 and served as President for the past two years. He is a volunteer firefighter with the Kennebunkport Fire Department and an EMT with KEMS. Prior to coming to Kennebunkport, Rick's career was in sales, marketing and brand development, serving as a President; Chief Operating Officer; and Managing Director of firms and divisions of Levi Strauss & Co, John Kaldor USA Ltd., and Outlast Technologies, Inc. Rick is currently a partner in The B&B Team, a full service, bed and breakfast inn consulting and brokerage firm with offices in Maine and Virginia.

Stephen P. Spofford, Vice President

Steve is a native of Kennebunk, having grown up on Summer Street. His first involvement with the Museum was through his mother in the late 1970s. Steve has served on the Museum's Board of Trustees since 2002, has been the chair of the Facilities Committee since 2003, and has served the past two years as Vice President. Steve is employed by the Kennebunk, Kennebunkport & Wells Water District. He is actively involved with South Congregational Church, Cub Scout Pack #304 and the Town of Kennebunk's Bicentennial Committee. He has been a trustee at the Kennebunk Free Library and was the former president of the alumni association for the University of Maine-Farmington.

Alice Frentz, Secretary

Alice moved to Kennebunk in 2004 and immediately began volunteering with the Museum and serving on several committees for the Town of Kennebunk and the Chamber of Commerce. She joined the Museum's Board of Trustees in 2005 and has served as Secretary since 2006. Alice has had a distinguished career in finance and strategic business consultation, working in Oklahoma, Kentucky, New York, Massachusetts, and now Maine. She has been involved with Historic New England (formerly SPNEA), the National Trust for Historic Preservation and the City Conservation League since 1974. Alice holds an MBA from Babson College and a BA from Boston University.

David N. Moravick, Treasurer

David and his family have lived in Granite Point, Biddeford since 1985. He is currently the Vice President for Morris Insurance, a subsidiary of Kennebunk Savings Bank. David is a Certified Insurance Counselor working out of the Kennebunk Financial Center. Prior to joining Morris Insurance, he was Senior Loan Officer for Rivergreen Bank. He has been a trustee and officer on several boards, including the Kennebunk Rotary, United Way, McArthur Library Association and Trinity Episcopal Church. David joined The Brick Store Museum's Board of Trustees in 2005 and has served for two years as treasurer.

CANDIDATES NOMINATED AS TRUSTEES FOR 2007-2008

Fran M. Harrison, Nominated for a 1st term as trustee

Fran Harrison is co-founder and CEO of Global Children United (GCU), a de novo non-governmental organization developing partnerships between children worldwide to mitigate ethnic, religious and racial prejudices. GCU also develops direct children-to-children poverty alleviation programs. Harrison previously headed the global corporate communications, government relations and corporate philanthropy functions at Fairchild Semiconductor International.

Steven C. Adams, Nominated for a 2nd term as trustee

Steve Adams joined the Museum's Board of Trustees in 2005. He is a partner in a local title company and has been a licensed real estate broker since 1970. He is active with the York County Board of Realtors and has been named Realtor of the Year and Affiliate of the Year. For several years Adams has been an instructor for the Kennebunk Adult Education course, "So You Think You Know Kennebunk," drawing upon the knowledge and experiences he has had living in Kennebunk for more than 40 years. Adams has been with Kennebunk Rotary since 1981, serving as its president in 1997-1998. Adams has been a chairman, officer or trustee with several organizations and committees, including the Town of Kennebunk Downtown Revitalization Committee, Town of Kennebunk Downtown Committee, Town of Kennebunk Historic Preservation Commission, MSAD Board of Directors, York County Community Action, Cub Scout Troop 304, and the Kennebunk Alumni Association.

Jeffrey D. Cole, Nominated for a 2nd term as trustee

Cole is a principal with Cole-Harrison Insurance, one of southern Maine's largest independent insurance agencies. Cole joined the Museum's Board of Trustees in 2004 and has overseen the development of the institution's Business Partner Program. He has also been involved with the Kennebunk Free Library, South Congregational Church, the Arundel Yacht Club, and Kennebunk Fire and Rescue.

Alan E. Shepard, Nominated for a 2nd term as trustee

Shepard has been a year-round resident of the Kennebunks since 1984. He is a partner in the Main Street law firm of Shepard & Read and has served on several boards, including Heartwood College of Art, the MSAD #71 school board, Kennebunk Portside Rotary, Kennebunk Planning Board, Kennebunk Zoning Rewrite Committee, and the 9/11 Scholarship Fund Committee. He has served as a Brick Store Museum trustee since 2004.

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PROPOSED CHANGES

**BY-LAWS
THE BRICK STORE MUSEUM**

Adopted at Annual Meeting, June 26, 1979; revised 11/4/81; 9/13/83; 2/9/88; 6/14/91; 6/92; 6/96; 6/97; 6/00

ARTICLE I. NAME AND OFFICE

Section 1. Name. This Corporation is a charitable, educational, and non-profit corporation; and, as stated in the Articles of Agreement, it shall be known as The Brick Store Museum.

Section 2. Office of the Corporation. The Brick Store Museum shall have its office in Kennebunk, Maine.

Section 3. The Corporation is organized for all purposes permitted under 13-B MRSA, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c 3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service law).

Section 4: Corporate Seal: The Corporate seal of the Brick Store Museum shall have inscribed thereon the name of the corporation and the words “Corporate Seal”. The following is an impression of any such Corporate Seal:



Comment [SL1]: Overall Comment: Capitalize Member when used in the context of paying museum member. To distinguish from “member” of a committee- these changes are noted in blue underlined text.

ARTICLE II. MISSION AND PURPOSES

The mission of The Brick Store Museum is to preserve the rich heritage of the Kennebunks for year-round residents, seasonal visitors and future generations through the collection, preservation, interpretation and exhibition of its material culture.

Shared Values:

- Local history provides case studies of broader historical trends and serves as a laboratory for understanding ourselves, individually and collectively, within a more comprehensive context.
- Residents of the Kennebunks are entitled to equal access to their past, consistent with preservation and stewardship of the records and resources of that past.

- Residents of the Kennebunks who are connected to their community feel better about their community.
- It is the responsibility of The Brick Store Museum **whose mission it is to collect, research and exhibit the history of the Kennebunks**, to serve as the destination and location for local history.
- The Brick Store Museum should conduct its business in accordance with the highest professional standards.
- The Museum should provide programming that not only educates its audience but excites them.

ARTICLE III. MEMBERSHIP

Section 1. Members. The Members of The Brick Store Museum shall be such individuals, organizations, institutions and corporations as may be accepted from time to time in accordance with procedures established by the Board of Trustees. Regular membership shall be open to any interested person or entity **without regard to sex, race, color, physical or mental disability, religion, ancestry, marital status, age, sexual orientation or national origin.**

Section 2. Voting. Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Honorary Members. Honorary membership may be tendered to an individual as a distinction to honor outstanding historical research, preservation, or service to The Brick Store Museum. Nominations shall be made by the Board of Trustees to the Annual Meeting and shall be voted upon by the Members at said Annual Meeting. Honorary membership shall be for life, without dues, and with full privileges of regular membership.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Annual Meeting of The Brick Store Museum shall be held in Kennebunk on a date in June selected by the Board of Trustees, unless the Board makes other provision. At the Annual Meeting the membership shall elect Officers and Trustees as set forth herein, hear annual reports, and transact such other business as may legally come before it.

Section 2. Special Meetings. Special Meetings of The Brick Store Museum may be called by the President on his/her own initiative, and shall be called by him/her upon application in writing to him/her of ten Members of The Brick Store Museum. At Special Meetings, no business shall be transacted except that specified in the call of the meeting.

Section 3. Quorum. At any meeting of the membership duly called, fifteen members present and voting shall be deemed a quorum, except that twenty-five members present and voting shall be required for the election of Honorary Members and the amendment of the By-Laws.

Section 4. Written notice of the time, place and purpose of membership meetings shall be given or caused to be given to the members by the Secretary of the Board of Trustees, at least ~~seven~~ **ten** days and not more than fifty days prior to the date of the meeting.

Comment [SL2]: Law prescribes not less than 10 days.

ARTICLE V. TRUSTEES (Amended 8/17/01)

Section 1. Duties. The affairs of The Brick Store Museum shall be in the hands of the Board of Trustees which shall administer, manage, preserve and protect the property of the Museum and shall have full power to administer, direct, manage and conduct the affairs of the Museum.

Section 2. Trustees. Election and Number. The Board of Trustees shall consist of no fewer than nine and no more than seventeen members, including four officers. The number of Trustees to serve until the next Annual Meeting shall be set by the Members at the Annual Meeting [Full Board]. The total number of Trustees may not be fewer than the number of Trustees in office whose term will not expire prior to the next Annual Meeting. The Members shall then elect a number of Trustees sufficient to provide a full Board until the next Annual Meeting, each Trustee so elected to serve for a term of three years. **A Trustee may not serve for more than six consecutive years, excluding years of service as an Officer of the Board of Trustees, but may be re-nominated at the Annual Meeting next following that at which the term expired.**

Section 3. Vacancies. Any vacancy in the Board of Trustees created **by the expansion of the size of the Board** of Trustees shall be filled only by election at an Annual Meeting or a special meeting of the Members called for that purpose.

The Board of Trustees shall have the power to appoint Members of The Brick Store Museum to fill any other vacancies on the Board of Trustees or Officers, such appointee to fill the unexpired term of his/her predecessor in office.

Section 4. Honorary Trustees. Honorary Trustees may be elected by the Board of Trustees at any time and shall hold such position at the pleasure of the Board of Trustees. Honorary Trustees may attend any meeting of the Board, but may not vote.

Section 5. Removal of Trustees. Any Trustee may be removed by the Board whenever in its judgment, the best interests of the Museum would be served

thereby. The number of Trustees, present and voting in favor of said removal, shall be at least two-thirds of the Full Board. Notice of the proposed removal shall be given to the full Board no fewer than ten days in advance of the meeting.

Section 6. Resignation. A Trustee may resign from the Board by providing written notice to the Board President.

Section ~~5~~**7**. Meetings. The Board of Trustees ~~meetings~~ shall ~~occur~~ at least four times a year. Special meetings may be called at any time by the Secretary upon order of the President or at written request of five members of the Board.

Section ~~6~~**8**. Quorum and Voting. At meetings of the Board of Trustees, one-half of the ~~then-existing Board~~ **Full Board** shall constitute a quorum. If such quorum is not present, the meeting may be adjourned until such quorum is obtained. It shall require an affirmative vote of **a majority** of those attending a meeting to carry all motions, excepting for those matters otherwise provided for in these By-Laws or by the Laws of the State of Maine. The Trustees present at a duly called or held meeting at which a quorum was once present may continue to do business, **excluding actions requiring a vote**, at the meeting. ~~notwithstanding the withdrawal of enough Trustees to leave less than a quorum.~~

Section ~~7~~**9**. Telephonic **Electronic** Meetings. The Trustees may hold a meeting by **teleconference or email** ~~conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other or can read messages simultaneously.~~ Notice of such meetings shall be given by the Secretary in writing or by telephone at least three days prior to such meeting, and shall inform each Trustee of the manner in which he/she will be ~~called~~ **contacted** and the matters to be discussed at such meeting.

A record of all votes shall be entered into the minutes of the next scheduled Board meeting. Proceeding of these meetings and votes shall be duly noted into the record.

Section **8.10** Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees and filed by the Secretary with the minutes of the meeting of the Board of Trustees.

Section 11. The Museum shall maintain Director's and Officer's insurance policy to cover all members of the Board of Trustees.

ARTICLE VI. OFFICERS

Section 1. Officers. The Officers of The Brick Store Museum shall be President, Vice President, Secretary and Treasurer. The members shall elect Officers from among the Trustees at the Annual Meeting for terms of one year or until their successors are chosen, not to exceed three consecutive one-year terms in any one office.

Section 2. The President. The President shall preside at all meetings of The Brick Store Museum and of the Board of Trustees and Executive Committee. In addition to the duties herein prescribed by these By-Laws, he/she shall exercise the duties usual to the office of President and shall be an ex-officio member of all committees.

Section 3. The Vice President. In the event of absence or disability of the President, the Vice President shall fulfill the powers and duties of the President's office **until a qualified, duly elected successor takes office. The Vice President shall also perform such duties as are delegated or assigned by the President.**

Section 4. The Secretary. The Secretary shall give notice of all meetings of the members, Board of Trustees and Executive Committee, and shall make or cause to be made a record of all their proceedings. He/she shall keep a membership list and shall be responsible for the delivery of notices for all meetings of The Brick Store Museum. He/she shall have custody of the corporate seal and shall affix it under the authority of the President or a majority of the members of the Board of Trustees. The Secretary will be a person other than the Museum's Executive Director.

Section 5. The Treasurer. **The Treasurer shall be authorized to act on behalf of the Museum, in respect to all financial transactions with any banking institution, or investment firm, which shall include executing all checks, bank drafts, and transfers of funds. The President shall be authorized to act on behalf of the Treasurer in his/her absence.** The Treasurer shall monitor receipts, disbursements, and financial records of the Museum. He/she shall be responsible, subject to the direction of the Board of Trustees, for the preparation and dissemination to the Board of all financial reports. He/she shall sign all tax returns required to be filed by the Museum. The Treasurer, upon approval of the Board of Trustees, shall have the power to negotiate loans on behalf of the Museum and may issue promissory notes in the name of The Brick Store Museum.

ARTICLE VII. PROFESSIONAL PERSONNEL

Section 1. The Board of Trustees shall hire a professional Executive Director to serve at its pleasure. The Executive Director shall be the chief administrative officer of the Museum and shall exercise general supervision over the affairs of the Museum in accordance with the Articles of Agreement and By-Laws of The Brick Store Museum and pursuant to the direction of the Board of Trustees. The Executive Director shall select and hire all employees of the Museum, and they shall serve at the Executive Director's pleasure. The Executive Director shall be responsible for carrying out the budget and policies as approved by the Board of Trustees.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees. There shall be ~~nine~~ **six** Standing Committees; namely: Executive, Collections, Finance, Nominating, Facilities, **and Fundraising & Development.** ~~Education, Marketing/Public Relations, and Advisory Committee.~~

The President and the Executive Director shall be ex-officio members of all Standing Committees. The Chairperson of each Standing Committee shall be appointed by the President from among the members of the Board of Trustees. Each committee shall be comprised of at least three members selected by the Chairperson; at least one member of each committee, in addition to the Chairperson, must be a member of the Board of Trustees. All committee members and Chairpersons appointed under this section shall hold offices until the next Annual Meeting, or until their successors are duly appointed.

Section 2. Special Committees. The President may, with the approval of the Board of Trustees, designate such other committees as he/she deems necessary for the efficient conduct of the Museum's business. Such committees may be discontinued by the Board of Trustees when their tasks are completed or when they are otherwise no longer necessary.

Section 3. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and up to two other Trustees appointed by the President. Three members shall constitute a quorum for the transaction of business. The Executive Committee shall have and exercise all the powers of the Board of Trustees between meetings of the Board, in accordance with the general policies established by the Board of Trustees. The Executive Committee shall also develop or review the Executive Director's recommendations for the Museum's mission and strategic plan, updating the plan as it is implemented and as new goals and needs are identified. The Executive Committee shall work with other committees in the design of the Plan. The Committee shall conduct an annual review of the Executive Director's performance and compensation.

Section 4. Collections Committee. The Collections Committee shall implement the Museum's Collections Management Policy governing collections, including accessioning, de-accessioning, registering, cataloguing, loans, storage and conservation. Using these guidelines, the Committee shall review the Executive Director's recommendations regarding acquisitions for and de-accessions from the collection; and with the Executive Director and/or Curator shall have the authority to accept or reject items to be acquired, or otherwise offered to the collection, or to be de-accessioned. The Committee shall monitor and assure compliance with the American Association of Museums' standards and procedures relating to collections management.

Section 5. Finance Committee. The Finance Committee shall be entrusted with the care and investment of the Museum's funds. It shall assist the Executive Director in developing the Museum's budget and financial plans. The Committee shall monitor cash flow, oversee investments, ensure that restrictions on donated funds and endowments are complied with, and generally seek to assure the financial health of the Museum. The Committee shall periodically examine the books, accounts, vouchers and investments belonging to the Museum. It may recommend to the Board of Trustees the appointment of a Certified Public Accountant, who shall render such services as required, including, but not limited to, a full audit of the financial statements of the Museum. The Committee

may consult with any such auditor regarding the adequacy of the Museum's internal financial controls.

Section 6. Nominating Committee. The Nominating Committee shall consist of at least three [Members](#) of The Brick Store Museum, one of whom shall be a Trustee and shall act as Chair of the Committee. The Committee shall be appointed at least three months prior to the Annual Meeting. The Committee shall recommend people to fill Board vacancies, recommend a slate of officers, provide for periodic, documented Board self-evaluation, develop specifications for Board needs, and assure diverse community representation on the Board.

Section 7. Facilities Committee. The Facilities Committee shall work with the Facilities Manager to review the preventative maintenance schedule of the collection of historic buildings and landscape of the Museum. The Committee shall also make recommendations to the Board of Trustees in order to broaden the Board's understanding of the Museum's maintenance responsibilities.

Section 8. **Fundraising &** Development Committee. The Development Committee shall develop and recommend programs for annual giving, capital campaigns, special events, planned giving programs and membership campaigns. The Committee shall implement such programs as approved by the Board of Trustees. The Committee shall also be responsible for recruitment of Museum [Members](#), ongoing membership communications, and communications regarding planned giving.

~~Section 9. Marketing/Public Relations Committee. The Marketing/Public Relations Committee shall review the methods in which the Museum markets itself and make recommendations for areas of improvement. This Committee shall work with the Museum staff to define the Museum's image and create appropriate marketing materials. The Committee shall monitor the Museum's website and other graphic material to ensure that the Museum's representation is consistent. The Committee shall explore avenues for profit-making enterprises consistent with the Museum's image and mission.~~

~~Section 10. Education Committee. The Education Committee shall be responsible for the policies relating to elucidation and interpretation of the collections of the Museum.~~

~~Section 11. Advisory Committee. The Advisory Committee's purpose is to strengthen the base of active support for the Museum with the community and to serve as a source of special expertise as needed from time to time. The Committee shall be comprised of people who offer extraordinary abilities, are community leaders, or demonstrate a special interest in The Brick Store Museum. Committee members shall be selected by the Nominating Committee and approved by the Board of Trustees.~~

ARTICLE IX. FISCAL YEAR, BUDGET, DUES

Section 1. Fiscal Year. The fiscal year of The Brick Store Museum shall be from January 1 to December 31 in each year.

Section 2. Budget. A budget for each fiscal year shall be prepared by the Executive Director, consulting with the Finance Committee. The proposed budget shall be submitted to the Board of Trustees toward the end of the preceding fiscal year. The budget may be amended from time to time by the Executive Committee, but any amendment must be reported to the Board of Trustees at its next meeting.

Section 3. Dues. The classes of membership shall be defined by the Board of Trustees together with the dues and privileges pertaining to each class.

ARTICLE X. AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be repealed or amended by the vote of two-thirds of the members present and voting in favor at any Annual or Special Meeting of The Brick Store Museum called for this purpose, notice of the proposed repeal or amendment having been given in writing with the call of the meeting. A vote on the By-Laws requires a quorum of not less than twenty-five members.

ARTICLE XI. INDEMNIFICATION

To the extent authorized by law, the Corporation shall indemnify a person who is or was a member, Trustee, Officer, employee or agent of the Corporation, or who is serving in another capacity at the request of the Corporation, and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, by any third party, by reason of the fact that he/she is or was a member, Trustee, Officer, employee or agent of the Corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action; provided that no indemnification shall be provided with respect to any matter as to which he/she shall have been finally adjudicated in any civil proceedings not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; or in any criminal proceedings, to have had reasonable cause to believe that his/her conduct was unlawful.

The Corporation may purchase and maintain insurance to protect itself and such persons against liability. No Trustee or Officer of the Corporation shall be liable for acts or defaults of him/herself or any other Trustee, Officer or member, or for any loss sustained by the Corporation or any member thereof, unless the same has resulted from his/her own willful misconduct or gross negligence.

ARTICLE XII. PROHIBITED ACTIVITIES

The Corporation is not organized, and shall not be operated, for profit. No property or income of the Corporation shall inure to the benefit of any person, partnership or corporation except in furtherance of the benevolent or non-profit-making purposes of the Corporation. No substantial part of its activities will consist of carrying on propaganda

or otherwise influencing legislation; nor will it participate in or intervene in any political campaign on behalf of any candidate for public office.

No Trustee, Officer, employee, agent or representative of the Corporation, or any other individual, shall receive any of the net earnings from the operations of the Corporation, nor shall they be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. This shall not prevent the payment to any persons of reasonable compensation for services properly rendered to or for the Corporation.

ARTICLE XIII. CONFLICTS OF INTEREST

A Trustee shall refrain from voting on matters in which the Trustee has a conflict of interest; but, to the extent permitted by law, no contract or other transaction which the Corporation may enter into shall be affected by the presence of a conflict of interest on the part of a Trustee.

ARTICLE XIV. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees, after paying or making provision for the payment of all of the Corporation's liabilities, shall dispose of all of the assets of the Corporation to such other organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and as the Board of Trustees shall determine.

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