

PROPOSED BYLAW AMENDMENTS FOR 2019 ANNUAL MEETING OF MEMBERS

To amend the Bylaws as follows:

1. By deleting from Article 6.1 the following:

. The Treasurer shall give the Society a bond for the faithful performance of his duties in such amount and with such surety or sureties (paid for by the Society) as shall be satisfactory to the Trustees. The Trustees may in their discretion require a similar bond of any other officer.

2. By deleting Article 6.5 in its entirety and substituting the following:

6.5 President and Vice President The President shall be subject to the control of the Trustees, shall have general charge and supervision of its affairs. At its discretion, the trustees shall designate either the President or the Director as Chief Executive Officer of the organization. If no chairman of the board is elected, the president shall preside at all meetings of the members and of the Trustees, except as the Trustees may otherwise determine.

3. By deleting Article 9.1 in its entirety and substituting therefore the following:

9.1 Director/Chief Executive Officer/Curator. The Trustees may employ a Director/Chief Executive Officer, who shall have the duties and powers specified in this Article 9 and shall serve for such compensation and upon such other terms of employment as the Trustees may determine. The Trustees may alternatively determine that the curator of the Society (if any) shall have the duties and powers of the Director specified in this Article, in which event references to the Director in this Article 9 shall be deemed to be references to the curator. Unless the Trustees specify otherwise, the Director shall serve at the pleasure of the Trustees.

4. By deleting Article 9.2 in its entirety and substituting the following:

9.2 Director's Duties. The Director shall be the chief operating officer of the Society and shall carry out the policies of the Society as established by the Trustees. Subject to the supervision of the President, the Director shall be responsible for the day-to-day operations of the Society and, subject to the supervision of the president and treasurer, shall be responsible for its books of account and day-to-day fiscal management. In the event the Trustees designate the Director as Chief Executive Officer, said individual shall also become responsible for fundraising and long term strategic planning for the organization.