

BYLAWS FOR
DELAWARE STATE POLICE MUSEUM, INC.

ARTICLE ONE – OFFICES

The principal office of the corporation shall be located at 1425 N. DuPont Highway, City of Dover, County of Kent, State of Delaware. The corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may determine from time to time.

ARTICLE TWO – MEMBERS

Section 1. Classes of Members. The members of the corporation shall be composed of a single class. Qualifications for membership, initiation fees, and annual dues shall be established, by a majority vote of the Board of Directors.

Section 2. Election of Members. Any person desiring to be a member of the corporation shall submit a signed application, on a form approved by the Board of Directors, to the Membership Committee of the corporation. Such application shall be accompanied by a written sponsorship of three directors, duly considered by the committee, and approved or disapproved by a majority vote of the committee. Applicants, whose applications are approved, shall become members of the corporation upon being duly approved by a vote of the majority of the Board of Directors and on payment of any required initiation fee and dues, if applicable.

Any applicant, who has been disapproved by the Membership Committee, or any sponsor of such applicant, shall have the privilege of review by the Board of Directors according to such procedure as may be fixed by the Board of Directors.

Section 3. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote by the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and, by a majority vote of those Board members present at any regularly constituted meeting, may terminate the membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Cause shall be defined as any activity or action involving a member that tends to bring the organization into public disrepute.

Section 5. Resignation. Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, if applicable.

Section 6. Reinstatement. On written request signed by a former or inactive member and filed with the Membership Committee; by the affirmative vote of two-thirds of the Committee members, the former or inactive member may be reinstated to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferrable or assignable.

Section 8. Inactive Members. It shall be incumbent upon all members to keep the corporation informed of their current mailing, electronic address and phone number in order to allow for proper notification of corporation business. Failure to do so may be cause for the Board of Directors to reclassify said member's status to in-active. Additionally, any member who fails to cast a ballot in any two consecutive elections for membership of the Board of Directors may be removed from active membership. In-active members shall not be permitted the right to vote upon any corporate business and shall not be permitted to hold office in the corporation. Within the context of this Section, an election is defined as a contest between candidates whose number exceeds the vacancies then open on the Board of Directors. In-active members may be reinstated as provided in Article Two, Section 6.

ARTICLE THREE – MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the Museum building, or other location selected by the Board of Directors, on the first Tuesday in the month of February in each year, at 10:00 a.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Delaware, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than 50 per cent of the members in good standing, at the Museum building. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Delaware, but if all of the members shall meet at any time and place, either within or without the State of Delaware, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Written or printed notice stating the place, date, and hour of any meeting of members shall be delivered either personally, by the United States Postal Service or electronic mail to each active member not less than 30 nor more than 120 calendar days before the date of such meeting, by or at the direction of the president, or secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute

or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Postal Service addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid, or has been electronically transmitted to the electronic address of the member as it appears on the records of the corporation.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members in good standing holding 50 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members' present may adjourn the meeting without further notice.

Section 6. Proxies. Any meeting of members, an active member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy. Proxies sent by United States Postal Service or electronic media shall count toward the quorum as set forth in Article Three, Section 5.

Section 7. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such a manner as the Board of Directors shall determine. Votes cast by mail shall count toward the quorum as set forth in Article Three, Section 5.

ARTICLE FOUR – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Delaware.

Section 2. Number, tenure, and qualifications. The number of directors shall be as follows:

The Board of Directors shall be composed of 11 directors, who shall be obligated to attend and/or participate in at least 50 percent of the meetings of the Board of Directors during any one calendar year. Director positions elected in 2017 shall serve a special two-year term. Commencing January 1, 2018, newly elected terms of office shall be for a period of three years.

The directors shall be elected at the annual meeting of the members, as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors shall be members of the corporation.

Section 3. Vacancies and newly created directorships, resulting from any increase in the authorized number of directors, may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board (as constitute immediately prior to any such increase), the Court of Chancery may, upon application of any member or members representing at least ten per cent of the total membership having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships or to replace the directors chose by the directors then in office.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any three directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 6. Virtual Meetings. The President may submit a matter to be considered by the Board of Directors through the use of the United States Postal Service and/or electronic media. Notwithstanding the provisions of Article Four, Section 7, any matter utilizing this section and requiring a vote by the Board of Directors must have a response deadline of no less than ten calendar days from the date the notice is sent or mailed. The president may proclaim the matter closed if a majority of the Board members responding provide the proper number of votes to resolve the matter. Written evidence of each Board members' vote must be retained by the president or his/her designee and submitted to the secretary for inclusion in the minutes next recorded for the Board of Directors. For any decision rendered under this section to be considered an act of the Board of Directors, it must be a decision reached by an absolute majority of the Directors then holding office.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five calendar days previously thereto by written notice delivered personally, sent by United States Postal Service, or electronic media to each director at his/her mailing address or electronic address as shown by the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid or sent via electronic media. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors' present may adjourn the meeting without further notice.

Section 9. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE FIVE – OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it may deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed from said office by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for each unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SIX – COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of at least one director, who shall chair said committee. Which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Membership Committee. The Membership Committee shall be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The Membership Committee does not have or shall not exercise the authority of the Board of Directors in the management of the corporation. Except as otherwise provided in such resolution, members shall be members of the corporation, and the president of the corporation shall appoint the members thereof, subject to the approval by a majority the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member, subject to approval by a majority of the Board of Directors, whenever in their judgment the best interests of the corporation shall be served by such removal.

The committee shall perform the functions and discharge the duties, concerning the consideration, approval, and election of new members, as are given to the committee elsewhere in these by-laws, or by resolution of the Board of Directors, or by resolution of the Members.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is

present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof subject to approval by a majority of the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal, subject to the approval of the Board of Directors.

ARTICLE SEVEN – CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation

Section 3. Deposits. All funds of the corporation shall be deposited as soon as possible to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE EIGHT – CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal for the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his name and delivered to him by the secretary.

ARTICLE NINE – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses (both United States Postal Service and/or electronic media) of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE TEN – FISCAL YEAR

The fiscal year of the corporation shall be the calendar year or begin on the first day of January in each year and end at midnight on the 31st of December of the same year.

ARTICLE ELEVEN – DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class, and may give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

Section 3. Default and Termination of Membership. When any member is in default in the payment of dues, if applicable, for a period of three months from the beginning of the period for which such duties became payable, his membership may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE TWELVE – SEAL

The Board of Directors shall provide a corporate seal, an impression which is appended hereto.

ARTICLE THIRTEEN – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of State Statute or under the provisions of the Article of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, or by electronic media whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FOURTEEN – AMENDMENTS OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten calendar days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.

ADOPTED: February 3, 1998

AMENDED: November 4, 2003

AMENDED: April 7, 2009

AMENDED: December 6, 2016, (*Article Four, Section 2*)

AMENDED: January 28, 2019, (*Article Two, Section 2, Article Six, Section 1, 2, 3*)

09/25/19