

SECOND AMENDED AND RESTATED BYLAWS
OF
SCHIELE MUSEUM OF NATURAL HISTORY AND PLANETARIUM, INC.

Adopted: *September 27, 2012*

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ARTICLE I

OFFICES

Section 1.01. *Location.* The principal office of the Corporation within the State of North Carolina shall be located at 1500 East Garrison Boulevard, Gastonia, NC 28054. The Corporation may also maintain additional offices at such other places within or outside the State of North Carolina as the Board of Trustees may from time to time determine.

ARTICLE II

BOARD OF TRUSTEES

Section 2.01. *Power of Board and Qualification of Trustees.* The Corporation shall be managed by its Board of Trustees. Each trustee shall be at least eighteen years of age and shall be a contributing member of the Schiele Museum of Natural History and Planetarium (hereinafter, the “Museum”) for the duration of his term as a trustee.

Section 2.02. *Number of Trustees.* The number of trustees constituting the entire Board shall be no fewer than ten (10). Subject to such limitation, the entire Board shall consist of not more than thirty (30) trustees, unless otherwise increased or decreased as hereinafter provided. Up to two (2) trustees at any one time may be either members of the City Council of Gastonia or individuals designated by the City Council of Gastonia to so serve. The number of trustees may be increased or decreased at any time and from time to time by amendment of the Bylaws, by action by majority vote of the entire Board, except that in no case may any decrease in the number of trustees shorten the term of any incumbent trustee.

Section 2.03. *Election and Term of Trustees.* At the meeting of the Board of Trustees in November of each year or at such other times as may be directed by the Executive Committee (as defined below), candidates to fill anticipated vacancies or newly created trusteeships on the Board of Trustees in the following year shall be presented to the Board for approval. At each annual meeting of the Board of Trustees, approved candidates shall be installed as trustees, who shall serve for a term of three years until his successor has been elected and qualified. No trustee may be elected to more than two (2) consecutive full terms, but subsequently he may be re-elected; provided, that at least one (1) year has elapsed since his previous service. Such restriction shall not apply in instances in which a trustee is elected to fill a vacancy.

Section 2.04. *Newly-Created Trusteeships and Vacancies.* Newly-created trusteeships resulting from an increase in the number of trustees elected and vacancies occurring in the Board for any reason, may be filled by vote of a majority of the trustees then in office, even though less than a quorum exists.

Section 2.05. *Resignation.* Any trustee may resign from office at any time by delivering a resignation in writing to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 2.06. *Removal of Trustees; Absences.* Any trustee may be removed with or without cause by vote of the Board of Trustees provided there is a quorum present at the meeting of trustees at which such action is taken. A trustee shall automatically be removed from office in the event that he shall have failed to attend three (3) consecutive meetings of the Board of Trustees without being officially excused by the

Board, provided, that the chairman of the Board has given such person written notice after two such unexcused absences that his trusteeship shall be terminated after the third absence.

Section 2.07. *Meetings of the Board.* Meetings of the Board of Trustees, annual, regular or special, may be held at any place within or without the State of North Carolina as may be fixed by the Board from time to time or as shall be specified in the respective notice or waivers of notice thereof. An annual meeting of the Board shall be held at 4:00 p.m. Eastern Standard Time on the third Thursday in the month of January in each year, unless otherwise directed, for the purpose of electing trustees and officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given. Special meetings of the Board may be called at any time by the Chairman or twenty percent (20%) of the trustees then in office on twenty-four (24) hours' notice as determined by the Board. Notice may be delivered by any usual means of communication, including electronic mail.

Notice of a meeting need not be given to a trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other trustees.

Section 2.08. *Quorum and Voting.* Unless a greater proportion is required by law or by the Articles of Incorporation, one-third of the entire Board of Trustees shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the trustees present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 2.09. *Written Consent of Trustees; Meetings by Conference Telephone.* Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing or by electronic indicia of assent to the adoption of a resolution authorizing such action. Each resolution so adopted and the consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more members of the Board of Trustees or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.10. *Committees of the Board.*

A. Committees. The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members standing committees each consisting of three or more trustees and each of which, to the extent provided in the resolution, shall have all the authority of the Board, to the full extent permitted by law. The Chairman of the Board shall appoint a trustee to act as chairman of each such committee. Each such committee shall serve at the pleasure of the Board. The

designation of any such committee and the delegation thereto of authority shall not alone relieve any trustee of his duties to the Corporation under § 55A-8-30 of the North Carolina Nonprofit Corporation Act.

B. Executive Committee. The Board of Trustees may by resolution appoint no fewer than three trustees who, together with the Chairman, President and Secretary, shall constitute the Executive Committee. To the extent provided in such resolution, the Executive Committee shall exercise the authority of the Board of Trustees in the management of the business of the Corporation between meetings of the Board.

C. Special Committees. The Board may also create such special committees as may be deemed desirable. The members of such committees shall be appointed by the Chairman of the Board with the consent of the Board. Special committees shall only have the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees under the North Carolina Nonprofit Corporation Act. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Trustees.

Section 2.11. *Compensation of Trustees.* Trustees shall not be compensated for their services as such but may be reimbursed for any or all reasonable and documented expenses incurred in attending regular and special meetings of the Board.

Section 2.12. *Purchase, Sale, Mortgage and Lease of Real Property.* No purchase of real property shall be made by the Corporation and the Corporation shall not sell, mortgage or lease real property unless authorized by the vote of two-thirds of the entire Board of Trustees; provided, however, that if there are twenty-one or more trustees, the vote of a majority of the entire Board shall be sufficient.

ARTICLE III

BOARD OF ADVISORS

Section 3.01. *Composition; Term.* At each annual meeting of the Board, the Board may, but shall not be required to, elect individuals to the Board of Advisors to serve the Corporation in an advisory and honorary capacity for a one-year term. The Board of Advisors shall be comprised of individuals who support the mission of the Corporation and may include former trustees, major donors, community officials, and others. Advisors shall serve as ambassadors at Corporation functions and as advocates for the Corporation in the community.

Section 3.02. *Voting and Meetings.* It is intended that the role of an Advisor be an honorary role, and therefore, an Advisor shall have no vote in the transaction of business for the Corporation and the presence of Advisors shall not be counted in determining a quorum of the Board. The members of the Board of Advisors shall be eligible to serve as non-voting members on committees of the Board of Trustees. Advisors shall be provided with notices of all Board meetings and events, and shall be invited to attend and participate in Board meetings and events unless the Board by resolution or the Executive Committee shall decide to the contrary. The Board alone shall have the right to remove, with or without cause, any member of the Board of Advisors.

ARTICLE IV

OFFICERS

Section 4.01. *Officers.* The officers of the Corporation shall be a Chairman, one or more Vice-Chairmen (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Treasurers and/or Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.02. *Term of Office, Vacancies and Removal.* The officers of the Corporation (except for the Chairman and Vice-Chairman or Vice-Chairmen if so elected) shall serve a term of one year and be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. The Chairman and Vice-Chairman, or Vice-Chairmen, shall each serve a term of two years and be elected at the regular annual meeting of the Board of Trustees every other year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. All elected officers shall be members of the Board of Trustees.

Section 4.03. *Powers and Duties of Officers.* Subject to the control of the Board of Trustees, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. *Chairman of the Board.* The Chairman of the Board shall preside at all meetings of the Board of Trustees at which the Chairman is present and shall perform such other duties as the Board may designate. The Chairman shall be the chief volunteer officer (CVO) of the Corporation. The Chairman shall appoint all committees unless otherwise directed by the Board of Trustees, call special meetings when deemed necessary and perform all other duties as are incident to the office or may properly be required by the Board of Trustees. The Chairman may serve as an ex officio non-voting member of all committees.

B. *Vice-Chairman or Vice-Chairmen.* In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman or, if there shall be more than one Vice-Chairman, the Vice-Chairmen, designated by the Board shall perform the duties of the Chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairmen shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe by standing or special resolution, subject to the powers and the supervision of the Board.

C. *Secretary.* The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Trustees, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or trustee of the Corporation, and shall perform all duties incident to the office of treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require.

ARTICLE V

PRESIDENT, AGENTS AND EMPLOYEES

Section 5.01. *President.* The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the Corporation. He shall sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In addition, he shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Trustees. The President shall be the chief executive officer (CEO), of the Corporation. The President shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

The President shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

The Board of Trustees shall appoint the President; provided, however, that such appointment shall be subject to confirmation by the City Manager of the City of Gastonia. The compensation and prerequisites of the President shall be agreed upon by the Board of Trustees Personnel Committee and the City Manager. The President shall be responsible for the initiation and administration of the overall program and purposes of the Corporation, the maintenance of proper records and the preservation of its exhibits and assets. The President shall prepare and present at each meeting of the Board of Trustees a report of activities of the Corporation and of any recommendations needed for improvement of the program of the Corporation. The President and any Vice Presidents who may be appointed shall perform such additional duties as may be prescribed from time to time by the Board of Trustees and shall be agreed upon by the City Manager. The President shall have his/her performance reviewed annually by the Personnel Committee of the Board of Trustees and the City Manager. At such review objectives for the coming year will be jointly approved.

Section 5.02. *Agents and Employees.* The Board of Trustees may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.03. *Compensation of Agents and Employees.* The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any

officer, agent or employee as to persons under that person's direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

DISPOSITION OF ASSETS

Section 6.01. *Gifts to the Corporation.* All gifts to the Corporation, including, without limitation, contributions, grants, sponsorships, bequests, objects, specimens or artifacts or devises for the general purpose or for any specific purpose of the Corporation shall remain the sole property of the Corporation unless disposed of in accordance with these Bylaws.

Section 6.02. *Museum Collections.* All objects, specimens or artifacts which are incorporated into the Museum's collection shall be disposed of in accordance with the Museum's Collections Policy.

Section 6.03. *Dissolution of the Corporation.* In the event that the Board of Trustees determines that, with available assets, the Museum can no longer be operated in a manner consistent with the best practices in the field, then the Board of Trustees shall require the President to identify assets belonging to the Corporation or collections to be disposed of in accordance with this Section 5.03 whose disposal would strengthen the remaining collections and improve operation of the Museum. In the event of the incapacity or dissolution of the Corporation, any and all assets of the Corporation not incorporated into the Museum's collection shall be disbursed by the Executive Committee of the Board of Trustees to other organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Code and whose mission and Articles of Incorporation commit them to carrying out the objectives of the Museum.

ARTICLE VII

MISCELLANEOUS

Section 7.01. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Trustees.

Section 7.02. *Corporate Seal.* The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "North Carolina" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Section 7.03. *Checks, Notes, Contracts; Gifts.* The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 7.04. *Books and Records.* The Corporation shall keep at its principal office in the State of North Carolina: (1) correct and complete books and records of accounts (2) minutes of the proceedings of the Board and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all trustees and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.05. Annual Audit. The books and records of account of the Corporation shall be audited annually, and a copy of the annual audit shall be sent to the City Manager of the City of Gastonia, and to all governmental agencies and foundations requiring a copy of the same within ten (10) days following request therefor.

Section 7.06. Construction of Terms. Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.

Section 7.07. Amendments to Bylaws. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the trustees then holding office at any regular or special meeting of the Board of Trustees at which a quorum is present, provided that notice of such amendment, repeal or other alteration shall have been given at the next preceding regular meeting of the Board of Trustees or without any such notice by unanimous vote of the trustees present at any meeting of the Board.

Section 7.08. Indemnification and Insurance. The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a trustee, officer or President of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. The Board of Trustees, in its discretion and subject the limitations of law and these Bylaws, may indemnify any other person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of such person's service to the Corporation. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its trustees and officers to the full extent such indemnification is permitted by law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a "private foundation" within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.09. Loans to Trustees or Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its trustees or officers, or to any other corporation, firm, association or other entity in which one or more of its trustees, officers or its senior management employees are directors or officers of the Corporation or hold a substantial financial interest.

Section 7.10. Special Provision Regarding Robert's Rules of Order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases in which such rules are applicable and in which they are not inconsistent with these Bylaws.