

WESTERN ILLINOIS MUSEUM

AMENDED AND RESTATED BYLAWS – SUMMARY OF KEY CHANGES

Set forth below is a summary of certain key changes to the Amended and Restated By-Laws of Western Illinois Museum (the “**Amended and Restated By-Laws**”), as compared to the initial By-Laws of Western Illinois Museum (the “**Initial By-Laws**”). This summary is not meant to be exhaustive, but it is meant to highlight key changes. Capitalized terms used below and not defined in this issues list have the meanings given to them in the Amended and Restated By-Laws. Section references refer to sections in the Amended and Restated By-Laws. Changes are presented generally in the order in which they arise in the Amended and Restated By-Laws, not in order of significance.

#	Item	Initial By-laws	Amended and Restated By-Laws
1.	Members and Contributors (Article V)	The Initial By-Laws provided for members of the Corporation, which such members had a right to vote on certain governance matters enumerated therein.	The Amended and Restated By-Laws removes the membership role, and allocates authority and responsibility for all governance matters to the Board of Directors, in order to facilitate governance compliance and operational efficiency.
2.	Number, Tenure and Qualifications of the Board of Directors (§V.B)	The Initial By-Laws set the term of each director to align with the timing of the Annual Meeting.	<p>The Amended and Restated By-Laws have been revised to specify that the term of each elected Director shall occur on a calendar year basis for either a two (2) or three (3) year term.</p> <p>An additional qualification was added that requires the Directors be financial contributors to, and in good standing with, Western Illinois Museum.</p>
3.	Election of Directors (§V.C)	The Initial By-Laws provided for the election of Directors by a majority vote.	The Amended and Restated By-Laws provide for the election of Directors by a two-thirds vote of the Board of Directors.
4.	Annual Meeting and Annual Open House (§VII.A and B))	The Initial By-Laws provided for an annual meeting during the month of February.	<p>The Amended and Restated By-Laws provide for an annual meeting of the Board of Directors once every calendar year, at a time and place to be fixed by the President.</p> <p>The Amended and Restated By-Laws also provide for an Annual Open House, to inform the public of the state of the Corporation, to share the annual report and provide any other relevant information.</p>

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5.	Committees (Article X)	The Initial By-Laws provided for certain standing committees.	The Amended and Restated By-Laws have been amended to permit the creation of a variety of committees as needed by the President of the Board, in consultation with the Executive Director. The Nominating Committee shall be the only standing committee of Western Illinois Museum moving forward. The Executive Director and President will be voting members of the Nominating Committee, and ex-officio members of all other committees.
6.	Collections Management (§X.II.E)	The Initial By-Laws was silent on this matter.	The Amended and Restated By-Laws provide authority for the Collections Manager to govern and direct the acquisition, management, and disposal of all property of the museum, and authority to dispose of such property by sale, lease, or otherwise, in each case, based on policies of the Board of Directors.
7.	Amendment (§XVI.A)	The initial By-Laws provided for the amendment of the By-Laws upon a majority vote of the membership.	The Amended and Restated By-Laws provide for the amendment of the By-Laws which requires a proposal and discussion process within the Board of Directors, with the amendment to be confirmed by a majority vote of the Board of Directors.