

**AMENDED AND RESTATED BYLAWS OF
AMERICAN MUSEUM OF SCIENCE AND ENERGY FOUNDATION,
INC.**

PURSANT to Tennessee Code Annotated Section §48-60-201 of the Tennessee Nonprofit Corporation Act, the Corporation hereby adopts the following Amended and Restated Bylaws:

ARTICLE I -Name

The name of this foundation shall be American Museum of Science and Energy Foundation, Inc., hereinafter referred to as the Foundation.

ARTICLE II - Purposes

1. Museum

The Foundation is organized exclusively to further the cultural, educational and scientific programs of the American Museum of Science and Energy, hereinafter referred to as the Museum, in Oak Ridge, Tennessee. The Foundation's purpose is to assist in the operation and development of the Museum as a premier and unique museum. The Foundation shall seek to develop broad public, private and volunteer support, secure financial and other donations supportive of Museum programs, exhibits and collections. The Foundation may organize volunteer services, acquire and donate monies, materials and land, including the real and personal property located at 300 South Tulane Avenue, Oak Ridge, Tennessee, to the Museum. The Foundation may directly or indirectly oversee the management and operation of the

American Museum of Science and Energy, when agreed between the Foundation and the owner, if different from the Foundation.

2. Tax-Exempt Status

The Foundation is an organization defined, operated, supervised and controlled pursuant to the provisions of Section 501(c)(3) and Section 509(a)(1) of the Internal Revenue Code. The Foundation shall be publicly supported by normally receiving a substantial part of its support from gifts, grants, contributions and corporate membership fees, and shall maintain a continuous and bona fide program of solicitation of funds from the general public. Gifts and bequests may be accepted subject to any reasonable restrictions placed by the donor on such gifts and bequests if such restrictions are not contrary to the purposes of the Foundation.

ARTICLE III – Membership

1. Eligibility

Membership shall be open to any persons or organizations who hold current Family and Friends level or above membership in the Museum.

2. Privileges

The Board may establish classes and privileges of membership.

3. Responsibilities

Members are responsible for paying dues promptly.

ARTICLE IV - Board of Directors

1. Purpose

The Foundation shall be managed by the Board. The Board shall control all assets of the Foundation and use them in furtherance of the purposes of the Museum.

2. Duties

- a. The Board shall elect officers.
- b. The Board shall approve and participate in fund-raising projects.
- c. The Board shall manage and be responsible for Foundation activities.
- d. The Board shall draft the Foundation budget.
- e. The Board shall establish work of the Committees.

3. Elected Directors

- a. Number - The Board shall consist of no fewer than 3 and no more than 16 elected Directors.
- b. Terms – A Director may serve no more than two consecutive three-year terms on the Board. After a one year absence, a prior Board Director may serve another two consecutive terms.
- c. Election - Board Directors shall elect new Board members from the slate of individuals proposed by the nominating committee.
- d. Vacancies – A vacancy during the year shall be filled by election of a new Director by a majority of the remaining Board.
- e. Removal -- Any Board Director may be removed by a majority vote of the Board for missing three consecutive Board meetings without a valid excuse, as determined by the President, or for any other cause.

4. Appointed Directors

- a. Museum Director

The Museum Director shall serve as an ex-officio voting member of the Board.

b. Honorary Directors

The Board may elect Honorary Directors in recognition of special services to the Foundation.

1. Number - The number of Honorary Directors shall be determined by the Board.

2. Term - An Honorary Director shall serve for a term established by the Board, which may be a lifetime term.

3. Powers - Honorary Directors shall have the right to attend and address meetings of the Board but shall not be entitled to vote.

5. Eligibility

To be eligible for election to the Board, the person shall be a Museum member at the Family and Friends level or above in good standing.

6. Terms

At first election of Directors of the Board, one-third shall be elected for a one-year term, another one-third for a two-year term, and the remaining one-third for a three-year term. Thereafter, at the annual election, Board members shall be elected to three-year terms to fill vacancies for members whose terms are expiring. If the size of the Board is to be increased members shall be elected, insofar as possible, to term lengths so that at future annual elections, one-third of the Board members will be elected.

ARTICLE V - Officers

1. Officers

The following shall be the officers of the Foundation:

a. President

The President shall preside at all meetings of the Board, Executive Committee and the Foundation annual meetings. The President shall recommend committee members to the Board as provided by Article VIII of the Bylaws. The President with the Treasurer, shall have charge of all funds, securities, and evidence of title of the Foundation holdings, and shall sign legal contracts or other documents relating to obligations or acceptance of the Foundation.

b. Vice-President

The First Vice-President shall serve as President in the absence of the President with full power and authority of the President.

c. Other Vice Presidents

Other Vice-Presidents may be elected to the Board and have authority as defined by the Board.

d. Secretary

The Secretary shall keep the minutes and attendance records of all annual meetings of the Foundation and all Executive Committee meetings.

e. Treasurer

The Treasurer, with the President, shall have charge of all funds, securities and evidence of titles and the Foundation holdings, and shall co-sign with the President all contracts and other documents, except as specified in IX.2.d. The Treasurer shall keep accurate record of all the Foundation monetary holdings, tangible, intangible, personal and real property, and shall report same at the Foundation annual meeting. The Treasurer shall be responsible for all Foundation accounting and bookkeeping of all Foundation financial affairs. The Treasurer will insure annual audits of the Foundation accounts are conducted as required by state and local laws. At each regular

Board meeting the Treasurer shall present a written statement of the Foundation finances.

2. Eligibility

Only current members of the Board are eligible to be officers.

3. Terms

All officers will be elected for two-year terms or until their successors are elected. Each term of office shall begin when elected. An officer's term shall expire concurrent with the end of that officer's Board term.

4. Election

All officers shall be elected from the Board at the first Board meeting following the annual meeting.

ARTICLE VI - Annual Membership Meetings

1. The Foundation shall have an annual membership meeting to be held each September at a time and location determined by the Board.

2. Written notification of the annual meeting, including an agenda, shall be sent to all the Foundation members at least one month prior to the annual meeting date.

3. The agenda for the Foundation annual membership meeting shall be formulated by the President.

4. Annual membership meetings shall be open to Museum members.

ARTICLE VII - Board Meetings

1. Regular Meetings

a. The Board shall establish the time and place for its meetings, and meet at least quarterly.

b. The Board shall notify all its Directors ten (10) days in advance of the time, date, and place of each meeting and shall provide each Director an agenda with the meeting notice.

c. Any meeting of a simple majority of the Directors of the Board attending that meeting shall constitute a quorum.

d. All Foundation members may attend Board meetings.

2. Special Meetings

a. Special meetings of the Board may be called by:

- Order of the President;
- A simple majority of Board Directors; or,

b. Notice of a Special meeting shall be given to all voting members of the Foundation and the Board at least ten days ahead of the meeting. The notice will include the reason(s) for the special meeting and the meeting time, location and agenda.

c. No business other than the stated agenda for the special meeting shall be conducted.

d. All Foundation members may attend special meetings.

3. Emergency Meetings

The President or First Vice-President or any three Directors may call emergency meetings of the Board or its Officers in case of emergency or urgent public necessity.

4. Presumption of Assent

A Director who is present at a meeting of the Board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his dissent thereto shall be entered in the minutes of the

meeting or unless he shall submit his written dissent to the person acting as the Secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the Secretary of the Foundation promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered mail or certified mail his dissent thereto to the Secretary of the Foundation or shall cause such dissent to be filed in the minutes of the proceedings of the Board or committee within a reasonable time after learning of such action.

5. Action Without Meeting

Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board or of any committee established by the Board may be taken without a meeting, if written consent setting forth the action so taken shall be signed by all of the Directors or members of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee, as the case may be.

ARTICLE VIII- Committees

1. Executive Committee

- a. Shall consist of the officers of the Foundation, the Director of the Museum and other members who are elected by the Board.
- b. Shall formulate policy for approval of the Board.

2. Nomination Committee
 - a. Shall consist of Foundation members in good standing, recommended by the President, and shall be approved by a simple majority of the Board.
 - b. Shall provide the Secretary a list of candidates to fill vacancies on the Board so that the Secretary may complete the ballot for the Foundation annual election.
3. Other Committees
 - a. There shall be such other Committees as necessary to conduct the Foundation activities as recommended by the President and approved by the Board.
 - b. Committee plans shall be approved by the Executive Committee.
 - c. Committee Chairs shall present written annual reports to the Board at least one month prior to the annual membership meeting of the Foundation.

ARTICLE IX – Fiscal

1. Fiscal Year

The fiscal year shall be January 1 through December 31.
2. Accounts and Audits
 - a. The annual Budget shall be approved by a majority vote of the voting members present at the annual membership meeting.
 - b. The books and accounts of the Foundation shall be audited annually by a CPA who is approved by the Board.

c. The Foundation shall maintain such accounts as deemed necessary by the Board.

d. All vouchers submitted to the Foundation for payment shall be paid by check upon approval by the Board. The Treasurer may delegate authority to pay vouchers under \$1,000.00 on that officer's own authority, provided such vouchers are for items included in the approved budget. Payments greater than \$1,000.00 shall require Board approval and signatures of the Treasurer and President.

e. The Museum shall establish and maintain generally accepted accounting practices separate from the Foundation to conduct the normal business necessary to operate a museum.

ARTICLE X - Employees and Compensation of Expenses

1. Employees

a. The Board may hire such employees as it deems necessary for the operation of the Foundation, negotiate their terms of employment, and define their duties and responsibilities. However, no responsibility assigned to an officer in these Bylaws may be delegated to an employee of the Foundation without approval of the Board.

b. Employees shall be at will employees and serve at the discretion of the Board, in the absence of a written employment contract to the contrary duly executed by the Foundation in accordance with these Bylaws.

2. Expenses

The Board may authorize reimbursement or payment for expenses incurred by any member of the Foundation while conducting authorized business of the Foundation.

ARTICLE XI – Director and Officer Liability

Pursuant to and expanding upon Tennessee Code Annotated Section 48-52-102(b)(3), the directors and officers of the Foundation shall have no personal liability to the Foundation or to its members for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that this provision shall not eliminate or limit liability of a director or officer for any breach of a director's or officer's duty of loyalty to the Foundation or for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any violation of Tennessee Code Annotated Section 48-58-304 relating to unlawful distributions

ARTICLE XII – Indemnity

Each officer, director, or employee of the Foundation shall be indemnified by the Foundation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be made a part by reason of being, or having been, an officer, director, or employee of the Foundation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his or her duty as an officer, director, or employee. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaging in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of a corporate opportunity.

ARTICLE XIII – Dissolution

In the event of the dissolution of the Foundation, all of its assets, property, resources, and funds shall be distributed to the Museum for its defined cultural, educational and scientific purposes. If the Museum shall be

unable or unwilling to accept any of these assets, they shall be distributed to another non-profit corporation that, at that time, is exempt under Section 50(c)(3) of the Internal Revenue Code of 1996 (or the corresponding provision of any future United States Internal Revenue Law) to be used exclusively for cultural, educational and scientific purposes.

ARTICLE XIV – Lobbying and political Activity

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XV - Parliamentary Authority

Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Charter, these Bylaws or specific rules of procedure adopted by the Foundation.

ARTICLE XVI - Bylaw Changes

1. These Bylaws may be amended at any regular meeting of the Board by a majority vote of the total voting Board.
2. Copies of any proposed amendments must be sent to all members of the Board at least thirty days prior to a vote being taken.

I hereby certify that these Amended and Restated Bylaws for the Corporation were duly adopted as of the 17 day of July, 2009.

President: Dan R Brackshaw Date: 7-28-2009

Secretary: Stephen Steer Date: 7-17-09