

**AMENDED AND RESTATED BY-LAWS (THE “BY-LAWS”)**

**OF**

**FRENCH AMERICAN MUSEUM EXCHANGE, INC.**

**(A Delaware Non-Stock, Non-Profit Corporation)**

**As amended on October 17, 2017**

**Article 1 – Name**

Section 1.1: Name. French American Museum Exchange, Inc. (“FRAME”) shall do business under its own name as an independent 501(c)(3) charitable organization, as incorporated effective February 9, 2006, and as revived effective February 21, 2012 (Employer Identification Number: 20 – 4343950).

**Article 2 – Mission**

Section 2.1: Mission. FRAME is the first bilateral coalition of art museums dedicated to promoting French-American cooperation in the cultural arena concerning museums, their collections, and their professional staffs. It fosters partnerships, projects and exchanges of information, personnel, technology and resources. The projects are based on the resources of the museums and range from a shared FRAME website to joint exhibitions and publications. The projects serve the cultural needs of each country and educate a constituency of great size, breadth and distribution.

Exchanges of any kind related to the mission of FRAME among the FRAME Museums are a strategic priority for FRAME.

**Article 3 – Members**

Section 3.1: Number, Designation and Vacancies.

- i. As set forth in FRAME’s Certificate of Incorporation, the members of FRAME (each, a “Member,” and collectively, the “Members” or the “Membership”) shall be the same individuals, ex officio, as are serving as Directors.
- ii. As of October 17, 2017, the Members are the individuals listed on Exhibit A and the number of Members is twenty-three (23). The number of Members shall not be less than fourteen (14) and not more than twenty-six (26), as set forth in Section 5.2.
- iii. Each Member shall serve for renewable one year terms until the end of his or her term of office as a Director and until his or her successor has been elected and has

qualified as a Director. The membership of a Member shall cease upon his or her earlier death, resignation or incapacity.

- iv. Any Member may be removed at any time, either for or without cause, by a vote of the Members at any meeting the notice or waiver of which shall have specified the proposed removal. A Member may be removed for cause only after reasonable notice and opportunity to be heard, and simultaneously with his or her removal as a Director.
- v. Whenever the number of Members shall for any reason be less than the authorized number, such vacancy or vacancies shall be filled by a vote of the Members.

Section 3.2: Resignation. A Member may resign at any time as a Member and Director by delivering a written resignation to the Secretary of FRAME. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 3.3: Transfer of Membership. Membership is not transferable or assignable.

#### **Article 4 – Meeting of Members**

Section 4.1: Annual Meeting. The annual meeting of the Members (the “Annual Meeting of Members”) shall be held on such date as determined by the Members. The place of the Annual Meeting of Members shall alternate annually between FRAME Museums in France and North America. If an annual meeting of the Members is not held as herein provided, a special meeting of the Members as provided in Section 4.2 may be held in place thereof with the same force and effect as the Annual Meeting of Members.

At the Annual Meeting of Members, the business shall consist of the election of Directors and of Members and the transaction of such other business as may properly come before the meeting. The Members shall propose for election or reelection at the Annual Meeting of Members a slate of candidates drawn from the FRAME Museums who are serving or who are elected to serve as FRAME Museum Directors, a slate of philanthropic candidates who are serving or who are elected to serve as FRAME Philanthropic Directors and a slate of candidates drawn from either former employees of Museum Members or from other individuals with special qualifications to serve as a FRAME Directors who are serving or who are elected to serve as FRAME Expert Directors, in each case to serve in the class of Directors up for election or re-election pursuant to Section 5.3 below.

Section 4.2: Regular Meetings. The Members from time to time may provide by resolution for the holding of such additional regular meetings as the Members may determine upon and may fix the time and place thereof.

Section 4.3: Special Meetings. Special meetings of the Members may be called at any time by a Co-President, the Secretary or a majority of the Members at such time and place as may be specified in the notice or waiver of notice thereof.

Section 4.4: Place. All meetings of the Members shall be held at the place (which may be within or without the State of Delaware) and time specified in the notice of meetings or waiver of notice thereof.

Section 4.5: Notice of Meeting. Written notice of each meeting of the Members, stating the place, date and hour of the meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be sent by mail or by electronic transmission to each Member at his or her address as it appears on the records of FRAME, or delivered to such Member personally, not less than ten nor more than sixty days before the day on which such meeting is to be held. No notice need be given of any adjourned meeting. No notice need be given of any meeting at which every Member shall be present, and any business may be transacted thereat.

Section 4.6: Waiver of Notice. Notice of any meeting need not be given to any Member if waived by such Member before or after such meeting in writing (including by electronic transmission). Such waiver shall be filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice thereof, shall constitute a waiver of notice by such Member.

Section 4.7: Quorum; Adjournments. Except as may be otherwise required by law, at all meetings of the Members, the presence, in person or by proxy, of one-third of the Members, including at least one Co-President, at least two FRAME Museum Directors from North America and at least two FRAME Museum Directors from France, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present at the appointed time and place of the meeting, or, if no Member is present, any officer of FRAME present, may adjourn the meeting for a period not exceeding thirty days in any one case. At any duly adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

Section 4.8: Conduct of Meeting. Meetings of the Members shall be presided over by one or both Co-Presidents if present and acting, or, if neither of the foregoing is in office and present and acting, by a chairman to be chosen by the Members. The Secretary of FRAME, or in his or her absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairman of the meeting shall appoint a secretary of the meeting.

Section 4.9: Voting. Except as at the time otherwise required by law or these By-Laws, all matters shall be decided by a simple majority vote of the Members present in person or

by proxy at a meeting at which a quorum is present. Each Member so present shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4.10: Action by Written Consent. Except as may be otherwise required by law, any action of the Members required or permitted to be taken at a meeting of the Members may be taken without a meeting pursuant to Section 228(b) of the General Corporation Law of the State of Delaware, if a consent in writing, setting forth the action so taken, is signed by a majority of the total number of Members. Prompt notice of any action so taken by less than unanimous written consent shall be given to those Members who have not consented in writing.

Section 4.11: Proxies. Attendance and voting at any meeting of the Members may be in person or by a Member acting as proxy for an absent Member. Every proxy must be executed in writing by the Member or by such Member's duly authorized attorney, and must be in favor of a Member who is present at the meeting, but need not be witnessed. No proxy shall be valid after the expiration of three years from its date unless the Member executing the same shall have specified therein a longer duration.

Section 4.12: Meetings by Telephone. Members may participate in a meeting of Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

## **Article 5 – Board of Directors**

Section 5.1: Powers. The property, affairs and activities of FRAME shall be managed and conducted by or under the direction of the Board of Directors. The Board of Directors shall set policies to guide the organization, determine priorities and conditions for FRAME sponsored projects, approve the annual budget, determine the amount of the annual museum membership dues, coordinate fundraising efforts, and shall generally oversee the day-to-day management of FRAME's affairs.

Section 5.2: Number of Directors; Honorary Directors. The number of Directors shall not be less than fourteen (14) and not more than twenty-six (26), as follows:

- i. ten to twelve museum representatives (“FRAME Museum Directors”), of which five to six shall be employees of the North American FRAME Museums (elected by a simple majority vote of the North American Members) and five to six shall be employees of the French FRAME Museums (elected by a simple majority vote of the French Members), and
- ii. four to ten members drawn from the philanthropic community (“Philanthropic Directors”) (elected by a simple majority vote of the Board of Directors).

- iii. up to four additional members, which shall either be former employees of Museum Members or individuals with special qualifications to serve as a FRAME Director (“FRAME Expert Directors”).

As of October 17, 2017, the FRAME Museum Directors, the FRAME Philanthropic Directors and FRAME Expert Directors, along with their respective classes, are as listed on Exhibit A.

The Board of Directors may from time to time designate individuals as Honorary Directors in recognition of their support of French-American museum collaboration. As of October 17, 2017, the Honorary Directors are as listed on Exhibit B. Honorary Directors shall not be counted for purposes of determining the number of Directors, including for quorum purposes and voting purposes, and shall not be entitled to a vote.

Section 5.3: Class; Term of Office. The Board of Directors shall be divided into three classes, Class I, Class II and Class III, with respect to the period during which Directors shall hold office. Each class shall serve for a term of three years, which term shall be renewable. Each class shall be as nearly equal in number as possible and as nearly equally divided between French and North American Directors as possible. The division of Class I, Class II and Class III Directors as of the date of these By-Laws is attached as Exhibit A hereto. Subject to such limitations, when the number of Directors is changed, any newly created directorships, or any decrease in directorships, shall be apportioned among the classes by action of the Board of Directors.

The current term of office of each Director in the Class I shall expire at the close of the election of Directors at the 2018 Annual Meeting of Members. The current term of office of each Director in the Class II shall expire at the close of the election of Directors at the 2019 Annual Meeting of Members, and the current term of office of each Director in the Class III shall expire at the at the close of the election of Directors at the 2020 Annual Meeting of Members.

At each Annual Meeting of Members following January 1, 2018, a number of Directors equal to the number of directorships in the class whose term expires at the time of such meeting shall be elected. Each Director elected at such meeting shall be identified as being of the same class as the Director that he or she succeeds. Such Director shall hold office until the earlier of (i) the close of the election of Directors at the third Annual Meeting of Members next held after his or her election and until his or her successor shall have been elected and shall have been qualified, or (ii) (A) in the case of a Director elected to fill a vacancy that resulted from a Director’s resignation, death or removal, the close of the election of Directors at the next Annual Meeting of Members at which the Director whose resignation, death or removal resulted in the vacancy had been scheduled to expire, or (B), in the case of a Director elected to fill a vacancy that resulted from an increase in the number of Directors, the close of the election of Directors at the next

Annual Meeting of Members at which the terms of other Directors of such Director's class are or would be scheduled to expire.

Notwithstanding anything herein to the contrary, any Director may be removed from office in accordance with Section 5.5.

Section 5.4: Resignation. Consistent with Section 3.2, a Director may resign at any time by delivering a written resignation to the Secretary of FRAME. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 5.5: Removal. Any Director may be removed at any time, for cause, by the vote of the Directors at any meeting the notice or waiver of which shall have specified the proposed removal. A Director may be removed for cause only after reasonable notice and opportunity to be heard.

Section 5.6: Vacancies. Whenever the number of Directors shall for any reason be less than the authorized number, such vacancy or vacancies shall be filled by a vote of the Directors.

Section 5.7: Annual Meeting. The Board of Directors shall assemble for a general meeting (the "Annual Meeting of Directors") at the same place as the Annual Meeting of Members, and immediately after the Annual Meeting of Members. At the Annual Meeting of Directors, the business shall consist of the election of officers, the consideration of and recommendation for admission of new FRAME Museums and the transaction of such other business as may come before the meeting.

Section 5.8: Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as the Directors may determine upon and may fix the time and place thereof.

Section 5.9: Special Meetings. Special meetings of the Board of Directors may be called at any time by a Co-President, the Secretary or a majority of the Directors at such time and place as may be specified in the notice or waiver of notice thereof.

Section 5.10: Place. Meetings of the Board of Directors shall be held at the place (which may be within or without the State of Delaware) and time specified in the notice of meetings or waiver of notice thereof, where notice is given. Regular meetings for which notice is not given shall be held at the place (which may be within or without the State of Delaware) and time determined by the Directors.

Section 5.11: Notice of Meeting.

- i. No notice of any regular meeting of the Board of Directors need be given, *provided, however*, that if the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be promptly sent by mail or by electronic transmission to each Director who shall not have been present at the meeting at which such action was taken, addressed to such Director at his or her address as it appears on the records of FRAME, or delivered to such Director personally.
- ii. Written notice of each special meeting of the Board of Directors stating the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be sent by mail or by electronic transmission to each Director at his or her address as it appears on the records of FRAME, or delivered to such Director personally, at least twenty-four hours before the day on which such special meeting is to be held.
- iii. Written notice of the Annual Meeting of Directors shall be sent by mail or by electronic transmission to each Director at his or her address as it appears on the records of FRAME, or delivered to such Director personally, at the same time as notice is given of the Annual Meeting of Members.
- iv. No notice need be given of any adjourned meeting. No notice need be given of any meeting at which every Director shall be present, and any business may be transacted thereat.

Section 5.12: Waiver of Notice. Notice of any meeting need not be given to any Director if waived by such Director before or after such meeting in writing (including by electronic transmission). Such waiver shall be filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting. The attendance of any Director at a meeting in person, without protesting prior to the conclusion of the meeting the lack of notice thereof, shall constitute a waiver of notice by such Director.

Section 5.13: Quorum; Adjournments. Except as may be otherwise required by law, at all meetings of the Board of Directors, the presence in person of one-third of the Directors, including at least one Co-President, at least two FRAME Museum Directors from North America and at least two FRAME Museum Directors from France, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at the appointed time and place of the meeting, or, if no Director is present, any officer of FRAME present, may adjourn the meeting for a period not exceeding thirty days in any one case. At any duly adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

Section 5.14: Voting. Except as at the time otherwise required by law or these By-Laws, all matters shall be decided by a simple majority vote of the Directors present in

person at a meeting at which a quorum is present. Each Director so present shall be entitled to one vote on each matter submitted to a vote of the Directors.

Section 5.15: Action by Written Unanimous Consent. Except as may be otherwise required by law, any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing. Any such written unanimous consent shall be filed with the minutes of proceedings of the Board of Directors or committee.

Section 5.16: Meetings by Telephone. Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 5.17: Board Committees. The Board of Directors shall have power to appoint, by resolution passed by a majority of all of the Directors, such committees, including an executive committee, as the Board of Directors may deem advisable, each committee to consist of one or more of the Directors. Committee chairs and members shall serve renewable terms of one year. The Board of Directors may designate one or more Directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. To the extent provided in the resolution of the Board of Directors establishing any such committee, such committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of FRAME and may authorize the seal of FRAME to be affixed to all papers which may require it, but no such committee shall have the power or authority to: (1) amend the Certificate of Incorporation, (2) amend the By-Laws of FRAME, (3) adopt an agreement of merger or consolidation, (4) sell, lease or exchange all or substantially all of FRAME's property and assets, or (5) dissolve FRAME or revoke any such dissolution.

Section 5.18: Advisory Committees. The Board of Directors may appoint such Advisory Committees, to consist of Directors and others, as the Board of Directors finds necessary, and such Committees shall have such activities, personnel and procedures as the Board of Directors may designate in the resolution appointing the Committee.

## **Article 6 – Officers**

Section 6.1: Number of Officers and Qualifications. The officers of FRAME shall be (1) a North American Co-President, Treasurer and Secretary (each elected by a simple majority vote of the North American Directors); and (2) a French Co-President (ex officio, the current Directeur des Musées de France and elected by a simple majority vote of the French Directors). Any person may hold any two or more offices of FRAME.

With the exception of the North American Co-President and French Co-President, who shall in all instances be Directors, an officer may but need not be a Director.

Section 6.2: Powers and Duties. The officers of FRAME shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices as well as such powers and duties as from, time to time may be determined by the Board of Directors without limiting the generality of the foregoing. The Secretary, or such other officer as the Directors by resolution provide, shall record the proceedings of the meetings of Directors in a book or books to be kept for such purpose which book or books shall be kept at the principal office of FRAME or at the office of the Secretary and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain the names of all Directors and the address of each. If the Secretary is absent from any meeting of the Board of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Treasurer shall oversee FRAME's finances, approve signatory access to its funds, shall appoint an accountant, and shall be involved with the FRAME staff in financial audits and all aspects of FRAME's relationships with the Internal Revenue Service. The Co-Presidents collectively shall have executive power.

Section 6.3: Election and Term of Office. The North American Co-President, Treasurer and Secretary shall be elected by a simple majority vote of the North American Directors at the Annual Meeting of Directors. Officers shall serve renewable terms of one year. Each such officer (whether elected at the Annual Meeting of Directors or to fill a vacancy or otherwise) shall continue in office until the close of the election of officers at the Annual Meeting of Directors next held after his or her election and until a successor shall have been elected and shall have qualified, or until his or her earlier death, resignation or removal. Other officers, if any, may be elected by a simple majority vote of the North American Directors at any time and each such other officer shall hold office until the close of the election of officers at the Annual Meeting of Directors next held after his or her election and until a successor shall have been elected and shall have qualified, unless a shorter period shall have been specified by the terms of his or her election or appointment, or until his or her earlier death, resignation or removal. The French Co-President (ex officio, the current Directeur des Musées de France) shall be elected by a simple majority vote of the French Directors at the Annual Meeting of Directors.

Section 6.4: Resignations. Any officer may resign at any time by delivering a written resignation to a Co-President or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 6.5: Removal. Any officer may be removed at any time, for or (except in the case of the French Co-President) without cause, at any annual, regular or special meeting of the Board of Directors. The North American Co-President, Treasurer and Secretary may be removed by a simple majority vote of the North American Directors; the French Co-President may be removed by a simple majority vote of the French Directors; and other officers, if any, may be removed by a simple majority vote of the North American

Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard, and, in the case of an officer that is also Director, simultaneously with his or her removal as a Director.

Section 6.6: Vacancy. Any vacancy in an office may be filled for the unexpired portion of the term by the Board of Directors.

#### **Article 7 – Offices**

Section 7.1: Offices. FRAME shall maintain offices in Paris, France under the auspices of the Direction générale des patrimoines - Direction des Musées de France (“DMF”), and at an American location determined by the Board of Directors.

#### **Article 8 – Annual Report**

Section 8.1: Annual Report. The appropriate officers of FRAME shall file with the Secretary of State of Delaware and of any State in which FRAME is qualified to do business any annual reports required by law.

#### **Article 9 – Fiscal Year**

Section 9.1: Fiscal Year. The fiscal year of FRAME shall end each December 31.

#### **Article 10 – Conflict of Interest Policy**

Section 10.1: Conflict of Interest Policy. The Board of Directors shall adopt and yearly update a conflict of interest policy for employees, Directors and officers of FRAME.

#### **Article 11 – Amendments to By-Laws**

Section 11.1: Amendments to By-Laws. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Members. Written notice of any proposed changes to the By-Laws must be given to all Members in writing no later than five business days prior to the meeting at which such proposed changes are due to be discussed and voted upon.

#### **Article 12 – Museum Members**

Section 12.1: FRAME Museums. Each FRAME Museum shall be an accredited museum in either France or North America whose membership in FRAME has been confirmed by majority vote of the other Museum Members (each such museum, a “FRAME Museum,” and collectively, the “FRAME Museums” or the “Museum Members”).

Given the mission of FRAME, the Museum Members shall consist of art museums that contribute jointly to the mission of FRAME by virtue of (a) the comparability of their scale, quality of collections, and audiences, (b) their scope of programming, and (c) their regional diversity.

Given the bilateral nature of FRAME and the principle of parity that it espouses, there shall be at all times an equal number of FRAME Museums in North America and in

France, except for potential interim periods caused by unforeseen changes in the Museum Members.

Section 12.2: Museum Membership Rights and Responsibilities. The responsibilities of each FRAME Museum include active participation in the programs and projects of FRAME including, but not limited to:

- developing jointly organized exhibitions, educational and other programs, and technology initiatives that advance scholarship and spotlight FRAME Museum collections,
- sending one to two delegate(s) to each Annual Meeting of FRAME Museums, including the museum director whenever possible,
- hosting an Annual Meeting of FRAME Museums on a rotating basis in France and in North America
- paying in a timely manner its annual membership dues,
- contributing to FRAME-designated exhibitions and projects by lending works of art without any loan fee or by committing staff and resources without charge for services, and
- providing information for the FRAME website and all official FRAME publications.

Section 12.3: New FRAME Museums. From time to time, as recommended by the Board of Directors and approved by a majority vote of the Museum Members present at a meeting at which a quorum is present, additional museums may be invited to join FRAME.

The selection of additional museums shall be based on such factors as:

- the interest of the director of the art museum and of its relevant regulatory authority as expressed in writing to the Board of Directors,
- the scope and quality of the museum's collections,
- the audiences served by the museum, and
- the location of the museum, in relationship to current FRAME Museums, so as to promote regional diversity in both North America and France. In order to maintain the bilateral nature of FRAME, there shall be at all times, except in the case of a termination of membership, an equal number of full members from each country.

The process by which museums are recommended for membership in FRAME shall be determined by the Board of Directors.

Section 12.4: Annual Meeting of FRAME Museums. At least once per year, the Museum Members shall assemble for a general meeting (the "Annual Meeting of

FRAME Museums”), at a time and place designated by the Board of Directors, alternating between host museums in France and North America. A written notice of the Annual Meeting of FRAME Museums shall be delivered to each FRAME Museum in writing at least thirty days in advance.

At the Annual Meeting of FRAME Museums, Museum Members shall vote upon the admission of potential new FRAME Museums proposed for admission by the Board of Directors and any other matters referred to the Museum Members for a vote by the Board of Directors.

Section 12.5: Voting Rights. Each FRAME Museum shall be entitled to one vote on each matter submitted to the FRAME Museums for vote at the Annual Meeting of FRAME Museums, irrespective the number of delegates representing the FRAME Museum. Unless otherwise required by these By-Laws, votes shall be determined by a simple majority of Museum Members voting.

Section 12.6: Quorum. Except as may be otherwise required by law, at the Annual Meeting of FRAME Museums, the presence in person of one-third of the Museum Members shall constitute a quorum for the transaction of business. If a quorum is not present at the Annual Meeting of FRAME Members, no votes shall be held.

Section 12.7: Proxies. Attendance and voting at any meeting of the FRAME Museums may be in person or by a Museum Member acting as proxy for an absent Museum Member. Every proxy must be executed in writing by the Museum Member or by such Museum Member's duly authorized attorney, and must be in favor of a Museum Member who is present at the meeting, but need not be witnessed. No proxy shall be valid after the expiration of three years from its date unless the Museum Member executing the same shall have specified therein a longer duration.

Section 12.8: Museum Membership Termination. A FRAME Museum may give notification of its intent to terminate its membership in FRAME at any time. Such termination shall be effective at the end of the calendar year in which the notification was received by FRAME. Any such notice of termination of membership shall be made in writing to the Board of Directors with a detailed explanation therefor. The Co-Presidents of FRAME shall promptly forward any notification of termination to the Museum Members. For the avoidance of doubt, any FRAME Museum seeking to terminate its membership shall remain responsible for its membership dues payable in the current year.

The FRAME Museums may recommend the termination of a FRAME Museum to the Museum Members. Such recommendation shall be made in writing no later than sixty days before the next Annual Meeting of FRAME Museums, and shall include a detailed justification for the recommendation. The termination of the membership of a FRAME Museum shall be approved by a two-thirds supermajority of the Museum Members voting and a two-thirds supermajority vote of the Board of Directors.

Exhibit A

Class I (Term expiring on date of Annual Meeting of Members, 2018)

Luisa Adrianzen Guyer [FRAME Expert Director]  
Nathalie Bondil [FRAME Museum Director]  
Hélène David-Weill [Philanthropic Director]  
Bruno Girveau [FRAME Museum Director]  
Constance Goodyear Baron [Philanthropic Director]  
Marie-Christine Labourdette [FRAME Museum Director]  
Sophie Levy [FRAME Museum Director]  
Gary Wolff [Philanthropic Director]

Class II (Term expiring on date of Annual Meeting of Members, 2019)

Sylvain Amic [FRAME Museum Director]  
William Beekman [Philanthropic Director]  
Christoph Heinrich [FRAME Museum Director]  
Michel Hilaire [FRAME Museum Director]  
Zoe Kahr [FRAME Museum Director]  
Davin Staats [Philanthropic Director]  
Susan Talbott [FRAME Expert Director]  
Emilie Vanhaesebroucke [FRAME Expert Director]

Class III (Term expiring on date of Annual Meeting of Members, 2020)

Aurélie Albajar [FRAME Museum Director]  
Michel de la Cheneliere [Philanthropic Director]  
Alex Nyerges [FRAME Museum Director]  
Pierre Provoyeur [FRAME Expert Director]  
Ronna Tulgan-Ostheimer [FRAME Museum Director]  
Mrs. Élisabeth Wilmers [Philanthropic Director]  
Mr. Robert Wilmers [Philanthropic Director]

Exhibit B

Philippe de Montebello  
Pierre Rosenberg