

The Computer Museum

BOARD OF DIRECTORS MEETING

June 11, 1993

8:30 a.m. - 12:00 p.m.

8:30 Call to Order of Meeting of the Members of the Corporation

Proposal to Amend Bylaws:

Discussion

Vote on Adoption of Amendments to Bylaws

Election of Chairman

Election of Vice Chairman

Election of Members of the Board of Trustees

Meeting Adjourns

Call to Order of Meeting of the Board of Trustees

Election of Officers

Election of Standing Committees:

Executive, Nominating, Audit, Endowment

Election of Members of the Board of Overseers

Election of Honorary Trustees

FY93 Review and Goals for FY94

Budget Discussion

10:30 - 11:15

Break:

Visit to The Computer Clubhouse

The Capital Campaign

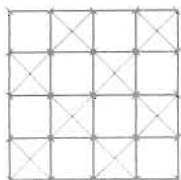
Status and Discussion of Next Steps

Exhibit Planning

The Networked Society

12:00

Meeting Adjourns



Attendees
Board of Directors Meeting
Friday, June 11, 1993

Gardner Hendrie
Charles Zraket
Oliver Strimpel
Sam Albert
Gordon Bell
Gwen Bell
Edward Belove
Lynda Bodman
Richard Burnes
Richard Case
Jon Eklund
David Kaplan
Jim McKenney
David Nelson
Suhas Patil
Tony Pell
Nick Pettinella
Bill Poduska
Jean Sammet
Ed Schwartz
Paul Severino
Hal Shear
Michael Simmons
Irwin Sitkin
Dorothy Terrell (arriving late)
Tom Franklin

LUCASH, GESMER & UPDEGROVE
Attorneys at Law
One McKinley Square
Boston, Massachusetts 02109

Telephone (617) 723-2770
Telecopier (617) 723-3357

TELECOPIER

DATE: June 8, 1993

TO: Gardner Hendrie, Charles Zraket and Oliver Strimpel

TELECOPIER NUMBER: 367-0478, 271-7999. 426-2943

FROM: Tom Franklin

TELECOPIER NUMBER: (617) 661-5685

NUMBER OF PAGES (INCLUDING COVER): 5

MESSAGE: Gentlemen: This preliminary draft is for your review against the already circulated agenda and related materials. Particularly tentative material I have bracketed. I would like to receive comments by phone to 661-5685, and we can discuss Thursday and Friday before the meeting.

Many thanks.

This facsimile is subject to attorney-client privilege and contains confidential information intended only for the person(s) named above. If you have received this facsimile in error, please notify us immediately by telephone and destroy the original transmission without making a copy.

If all pages are not received, please call (617) 661-5685.

Sent by: JTF Date sent: June 8, 1993 Time sent: 8:30 a.m.

6/7/93

1993 Annual Meeting Scripted Agenda

MR. HENDRIE

1. Call to Order:

May the meeting please come to order? The Clerk has advised me that a quorum is present and therefore we may proceed with the formal annual meeting of the members of the museum.

[welcoming remarks - optional]

2. Amendment of Bylaws:

[explanatory remarks - reasons for changing governance, summary of Bylaw changes to do so (see Lynda Bodman memo)]

Is there any discussion of the proposed Bylaw changes?

[discussion]

If there is no further discussion may I request a motion?

Is there a second?

All those in favor please signify by saying "Aye"

Those opposed by saying "Nay"

I declare the amendments adopted.

3. Election of Chairman:

The next order of business is the election of a Chairman of the Museum. In accordance with the new bylaws the Chairman will be elected for a term of three years. I am very pleased to report the nomination by the Nominating Committee of Charles Zraket.

[optional remarks concerning the nominee]

Is there a motion? And a second? Any discussion?

All those in favor, "Aye" - opposed, "Nay"

I declare Mr. Zraket duly elected and I ask that he come forward and chair the remainder of this meeting.

-2-

MR. ZRAKET

4. Election of Vice-Chairman:

[optional remarks]

The next order of business is the election of a Vice-Chairman of the Museum, who shall serve for a term of one year. The new bylaws permit the election of more than one Vice-Chairman but at present the Nominating Committee has proposed only one, and it is a presumption by the Nominating and Executive Committees that the Vice-Chair will share the responsibilities of the Chair and thereby be best-qualified to succeed him or her at the end of the Chair's three year term. I am pleased to report the Nominating Committee's recommendation of Dick Case for this office.

[optional remarks]

May I have a motion? And a second? Is there any discussion?

All those in favor please say "Aye" - opposed, "Nay".

I welcome Dick as Vice Chair and declare him duly elected.

5. Election of Board of Trustees:

I would like to ask the chair of our nominating committee, Lynda Bodman, to present the slate nominated for election to the new Board of Trustees [and the term for which they are nominated?]

[Lynda Bodman report]

Is there any discussion of the slate or other nominations?

Is there a motion to elect the slate [for the terms indicated?]? Is there a second?

All those in favor, "Aye" - opposed, "Nay".

I declare the slate elected and welcome the new Trustees.

That concludes the agenda for the annual meeting of the members of the Museum. Is there any further business that any member would like to bring before the meeting? If not I will entertain a motion to adjourn - and a second. The meeting of the members is adjourned and we will move immediately into the annual meeting of the Board of Trustees.

-3-

6. Call to order:

May the meeting please come to order? The Clerk has advised me that a quorum is present and therefore we may proceed with the formal annual meeting of the board of trustees of the museum.

[welcoming remarks - optional]

7. Election of Officers:

The Nominating Committee, as you see from the report distributed to you, has nominated the incumbent officers for re-election for the ensuing year, namely: Oliver Strimpel, Executive Director, Nicholas Pettinella, Treasurer, and Tom Franklin, Clerk. May I have a motion for the election of these officers, and a second? Those in favor? Opposed? I declare them elected to the respective offices until the next annual meeting and until their successors are elected and qualified.

8. Election of Board Committees:

[optional remarks concerning new Audit and Endowment Committees]

The following standing committees of the board have been nominated for the next year: [read list] Is there any discussion of these nominees or the committees? Are there any further nominations? If not may I have a motion and a second that the committees be elected as I read them? Those in favor please say "Aye". Any opposed? The committees are established as proposed.

9. Election of Members of the Board of Overseers:

[optional remarks concerning new Board of Overseers]

The nominees for the Board of Overseers are listed in the handout which has been distributed. Is there any discussion or are there further nominations? If not may I have a motion to elect the Board as nominated? And a second? Those in favor, "Aye" - opposed, "Nay". The nominees are elected.

10. Election of Honorary Trustees:

Nominees for Honorary Trustees also are listed in the handout. Is there any discussion or are there further nominations? If not may I have a motion to elect the Board as nominated? And a second? Those in favor, "Aye" - opposed, "Nay". The nominees are elected.

-4-

11. FY 1993 financial review and goals for FY 1994:

[following discussion]: May I have a motion and a second to approve the fiscal 1994 budget as presented? Those in favor? Opposed? It is approved. Thank you.

B R E A K

12. Review of capital campaign:

[no vote necessary]

13. Review of future exhibits:

[no vote necessary]

14. Adjournment:

If there is no further business to come before this meeting we should conclude this meeting, with a vote of ratification which I ask the clerk to read. [JTF reads:

VOTED: That the Board of Directors hereby ratifies, confirms and approves all the acts of the Corporation, of any officer taken on its behalf, and of the Executive Committee, prior to this meeting.]

Is it so moved and seconded? Those in favor? Those opposed? So voted.

May I also have a motion and a second to accept the minutes of the previous meeting, as circulated to the board? Those in favor? Opposed? Approved.

And may I have a motion and second to adjourn this meeting? In favor? Opposed? Adjourned. [optional remarks]

Executive Director
Oliver Strimpel

Asst. to Director
Mary McCann

Founding President/
Director of Collections
Gwen Bell

Controller
Don Collins

Director of
Design
Ted Groves

Director of
Development

Director of
Education
Natalie Rusk

Director of
Exhibits
David Greschler

Director of
Marketing
Carol Welsh

Director of
Public
Relations
Gail Jenne

Collections Manager
Brian Wallace

Accounting Asst.
Heather Sievers

Shop Foreman
Don Greene

Foundations/
Corporate
Relations
Manager

Manager Visitor
Services
Marilyn Weiss

Exhibits Engineer
Steve Snow/Jahi Sami

Functions Manager
Martha Ballard

PR Coordinator
Stacey Romanoff

Design Asst.
James Mandolini

Membership
Fund
Manager
Sue Pekock

Floor Managers
Visitor Assistants

Asst. Exhibits Engineer

Special Services Manager
Eileen Knight

Floor Manager
Antonio Walker

Visitor Assistants

Julie Barker
Alan Cyr
Bob Eichten
Troy Fryatt (Weekend Floor Mgr.)
Giselle Gonzalez
Daniel Johnson
Lisa Marshak
Chris McElroy
Michael Morris
Wanda J. Mourant
Tom Mosher
Michelle Newman (also Admissions Rep)
Jason Nott
Marko Pankovich
Earl Yavner

Capital
Campaign
Manager
Janet Walsh

Admissions
Supervisor
Admissions
Representatives

Exhibit Sales
Engineer

Marketing Asst.

Computer Bowl
Project Manager
Kate Jose

Clubhouse Program Manager

Exhibit Developer

Store Manager
Margaret Dasha

Development
Assistant

Interactive
Developers

Assistant Manager
Brian Lee

Admissions

Rob Krikorian
Gail Marciano
Claudette Bautista

Community Programs Coordinator
Nancy Boland

Sales Assistants

Erin McCarthy
Grace Pena
Martha Robinson

Mentor Coordinator
Noah Southall

Store Consultant
April Chalfin

Clubhouse Software Developer
Stina Cooke

(See list at left)

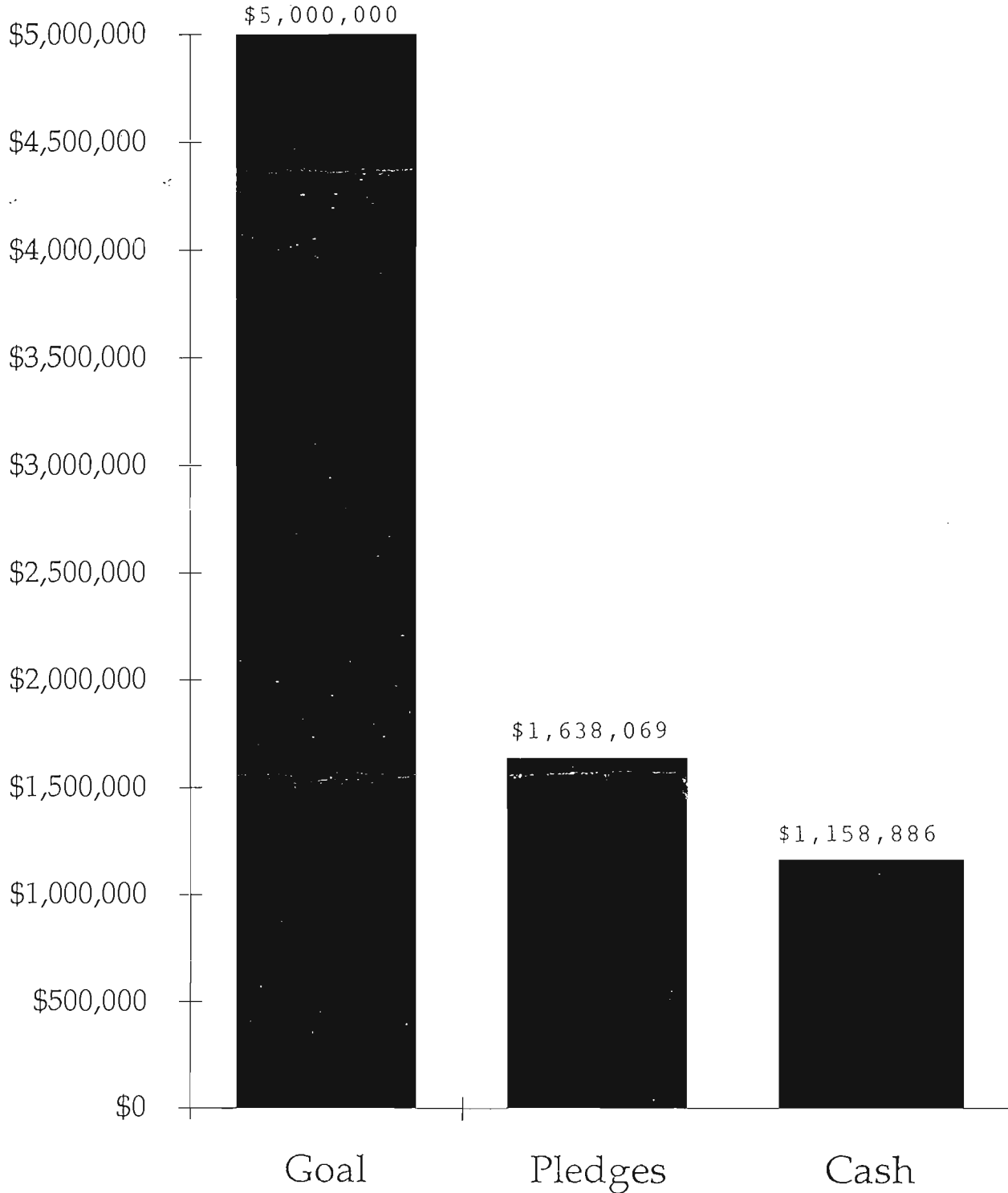
Gardner

**The Capital Campaign
for The Computer Museum**

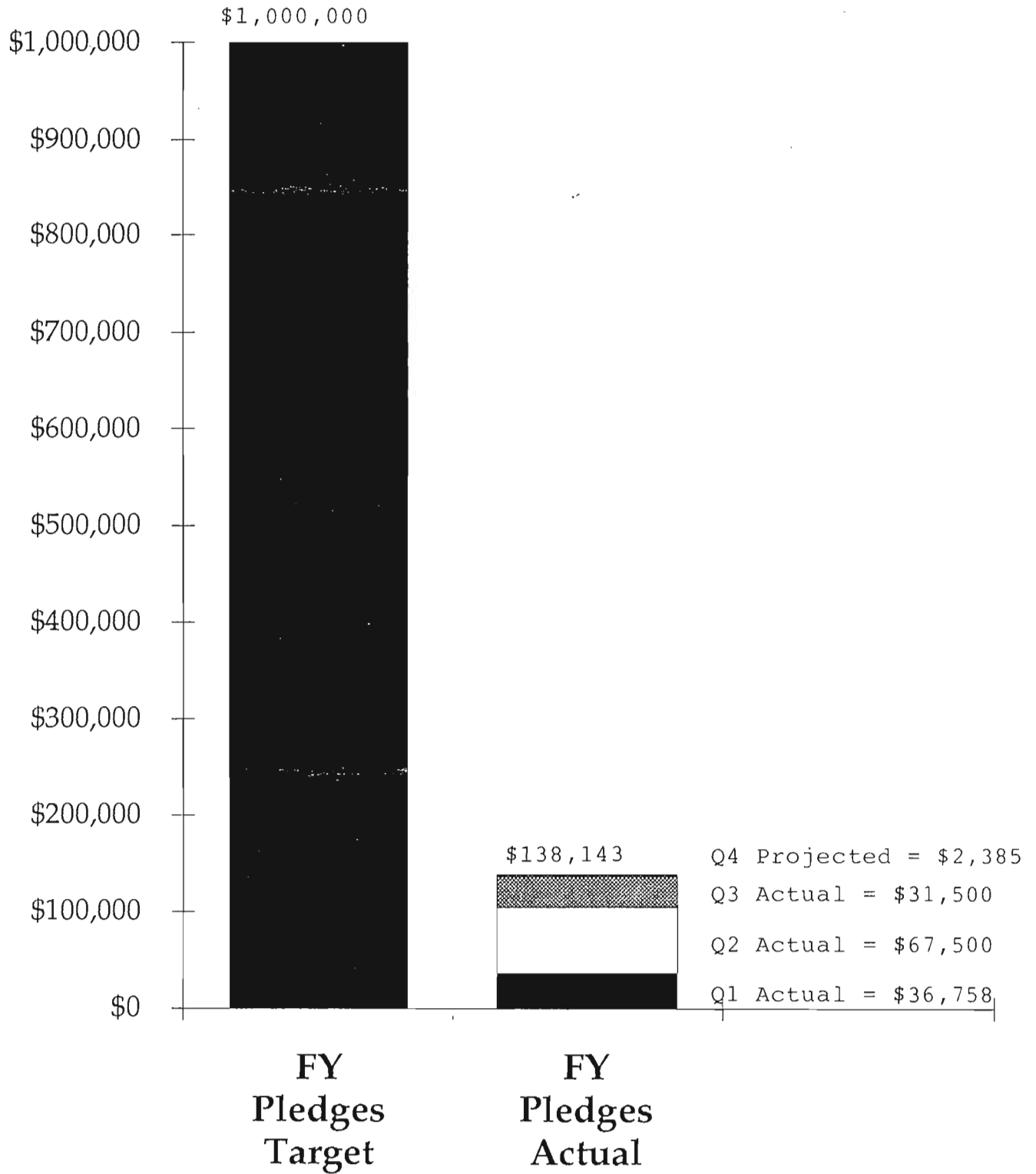
**Report to
the Board of Directors**

June 11, 1993

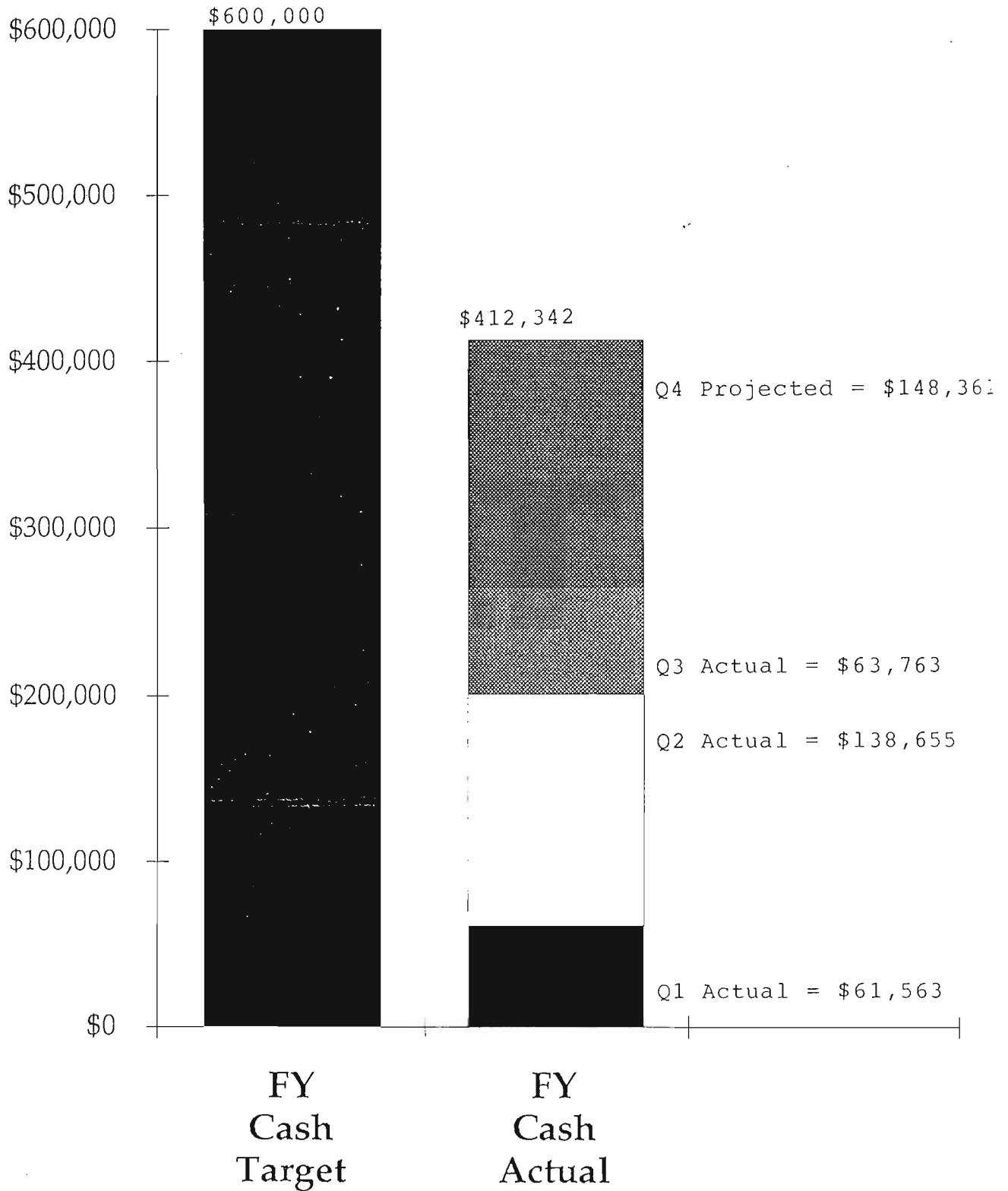
Campaign to Date (Projected through FY93 end)



FY93 Pledge Performance



FY93 Cash Performance



The Computer Museum Endowment Fund Status Report

Add:	Capital Campaign Cash Collections	
	Total Projected through FY93	\$1,158,886
Less:	Mortgage Principal Payments	
	Total Projected through FY93	\$ 160,000
Less:	Mortgage Interest Payments	
	Total Projected through FY93	\$ 114,353
Less:	Campaign Expenses	
	Total Projected through FY93	\$ 373,271
Total Endowment:		\$ 511,262
	In certificate of deposit:	\$250,000
	Due from operating fund:	\$261,262

The Capital Campaign for The Computer Museum

Campaign Expense Detail

Campaign Expenses, Total Projected through FY93: \$373,271

Of that:	\$ 70,873	Webb Company (feasibility study & consulting)
	\$ 82,220	Museum general & administrative costs
	\$172,009	Campaign staff salaries (includes 80% of Development Director in FY92)
	Balance	Campaign operational expenses (postage, computer resources, office supplies, telephone, etc.)

Target is to keep overall Campaign expenses under 20% of \$5,000,000 goal.

Anticipated extraordinary Campaign expenses include:

- \$11,500 for printing of Campaign brochure and related materials
- 60% of new Development Director salary
- Cost of Campaign launch events and cultivation
- Travel for Executive Director, Campaign Chair, Campaign staff for remote cultivation and solicitation meetings

**The Computer Museum
Proposed Slate for Committees and Officers 1994**

At its May 4, 1993, meeting, the Executive Committee approved, and now recommends to the Board, the following nominees for 1994. (Attempts are being made to contact all nominees individually prior to the Board meeting.)

Chairman	Charles A. Zraket
Vice Chairman	Richard P. Case
Executive Director	Oliver Strimpel
Treasurer	Nicholas A. Pettinella
Clerk	J. Thomas Franklin
Executive Committee	Charles A. Zraket (chair) Richard P. Case Gwendolyn K. Bell Lynda Schubert Bodman Gardner C. Hendrie David B. Kaplan James L. McKenney Anthony D. Pell Nicholas A. Pettinella Edward A. Schwartz Oliver Strimpel
Nominating Committee	Lynda Schubert Bodman (chair) Gwendolyn K. Bell Gardner C. Hendrie Charles House Michael Simmons Dorothy A. Terrell
Audit Committee	David B. Kaplan (chair) Richard P. Case J. Thomas Franklin
Endowment Committee	James L. McKenney Anthony D. Pell To Be Determined To Be Determined

Board of Trustees

23

Charles A. Zraket (chair)
Gwendolyn K. Bell
Edward Belove
Lynda Schubert Bodman
Richard M. Burnes, Jr.
Richard P. Case
Roger A. Heinen, Jr.
Gardner C. Hendrie
Barry Horowitz
Charles House
David L. House
David B. Kaplan
James L. McKenney
Laura Barker Morse
Anthony D. Pell
Nicholas A. Pettinella
F. Grant Saviers
Edward A. Schwartz
Hal Shear
Michael Simmons
Oliver Strimpel
Richard L. Taylor
Dorothy A. Terrell

Board of Overseers

Sam Albert
C. Gordon Bell
Erich Bloch (to be confirmed)
Lawrence S. Brewster
Howard E. Cox, Jr. (to be confirmed)
Robert R. Everett
William Foster
Max D. Hopper (to be confirmed)
Mitchell Kapor (to be confirmed)
James A. Lawrence
Robert Lucky (to be confirmed)
John A. Miller, Jr.
Patrick J. McGovern (to be confirmed)
Carver A. Mead (to be confirmed)
David Nelson
Seymour Papert (to be confirmed)
Suhas S. Patil
John William Poduska, Sr. (to be confirmed)
Naomi O. Seligman
Paul Severino
Casimir S. Skrzypczak
W. J. Spencer
James Sutter

Honorary Trustees

Charles Bachman (to be confirmed)
David Chapman (to be confirmed)
David M. Donaldson
Jon Eklund
Theodore Johnson
Koji Kobayashi
Pat Collins Nelson (to be confirmed)
Russell Noftsker
Brian Randell
Jonathan Rotenberg
Jean E. Sammet (to be confirmed)
Irwin J. Sitkin (to be confirmed)
Michael Spock (to be confirmed)

**The Computer Museum
Operating Committees FY94**

Interim Campaign Leadership Committee

Gwen Bell
Lynda Bodman
Gardner Hendrie
Jim McKenney
Tony Pell
Charles Zraket

Collections Committee

Gwen Bell (chair)
I.B. Cohen
Jon Eklund
Jamie Pearson
Jean Sammet

Computer Bowl Committee

East Coast

Jay Conne
Ed Council
Steve Golson
Lois Gutman
Carol Hanover
Debbie Kramer (chair)
Christopher Morgan
Annie Roe-Hafer
Chris Savage
Linda Strunk

West Coast

Alison and Steve Blank
Brooks and Owen Brown
Marny and Roger Heinen
Kristin Hilf
Peter Hirshberg
Margaret Hughes
Mark Johnson

Anna Laurita
Linda Lawrence (chair)
Claudia Mazzetti
Sherrie Newman
Lisa Quinones Payne
Kelli Richards
Paul Segal
Kathy Sulgit
Michael Sweeny
Del Thorndike
Paula Turk

Corporate Development Committee

(Charter: Building high-level relationships with corporations worldwide, to support the corporate membership program as well as other Museum initiatives.)

Gary Beach
Shikhar Ghosh
Mitchell Kertzmann (chair)
Michael Moody
Laura Morse
Howard Salwen
Allyn Woodward
Steve Vana-Paxhia

Corporate Membership Committee

(Charter: Promoting and building corporate membership in the Museum, with oversight of the Breakfast Seminar Series.)

Mark Duffy
Martin Goldman
Ilene Lang
Mimi Macksoud
Laura Morse (chair)
Susan Parrish
Elizabeth Passela
Steve Pytka
Cameron Read
Lindy Recht
Nancy Robb
John Solon
Andrea Wendell

Education Committee

Lynda Bodman
Richard Burnes
Gardner Hendrie
Barry Horowitz
Hal Shear
Dorothy A. Terrell
Charles Zraket

Exhibits Committee

Gordon Bell
Ed Belove
Richard Case
Gardner Hendrie (chair)
Jim McKenney
Dave Nelson

Finance Committee

Dave Kaplan
Jim McKenney (chair)
Nick Pettinella

Marketing Committee

Lynda Bodman (chair)
Others To Be Determined

Membership Fund Committee

Gwen Bell
Howard Cannon
Mark Duffy
Steve Golson
Hal Shear (chair)

Networked Society Exhibit Committee

Gardner Hendrie (chair)
Jim McKenney
Howard Salwen
Others To Be Determined

Public Relations Committee

Patty Conley
Jeanne Bolduc
Denise Bowden
Mary Campbell
Roberta Carlton
Bruce Crane
David Domashek
Kristin Hilf
Barbara Holtz
Jeanne Im
Erin McCormick
Larry Makowski
Patricia Maroni
Christopher Morgan
Kelly Morris
Andrew Murray-Brown
Brenda Nashawaty
Susan Parents
Stacey Pena
Mary Beth Richardson
John Riley
Sheryl Schultz
Lois Tilles
Larry Weber

Waterfront Committee

Gwen Bell
Dave Kaplan
Tony Pell
Ed Schwartz

Executive Summary

The Networked Society

**An exhibit at The Computer Museum on the
Global Information Infrastructure**

The Computer Museum is creating *The Networked Society*, the world's first exhibit on global networks. This major new exhibit will highlight:

- The applications of global networks
- The technology of computer networks
- The impact of the Global Information Infrastructure.

This 5,000-square-foot, \$1.5-million exhibit will open in November 1994.

***The Networked Society* exhibit will consist of eight application areas.**

These areas (e.g. Health Care, Retail, Finance, Education) will demonstrate the different uses of computer networks and will be linked by an actual network.

Within each area, visitors will:

- Use a smart card to personalize and track their interactions in the exhibit;
- Activate hands-on stations where they will use real networks to discover the vast worlds of information they can access using computer networks;
- Collaborate with visitors, both within the exhibit and at off-site locations around the world;
- Face issues related to the impact of networks and discover the workings of this important technology.

***The Networked Society* exhibit will attract people who are directly impacted by global networks.**

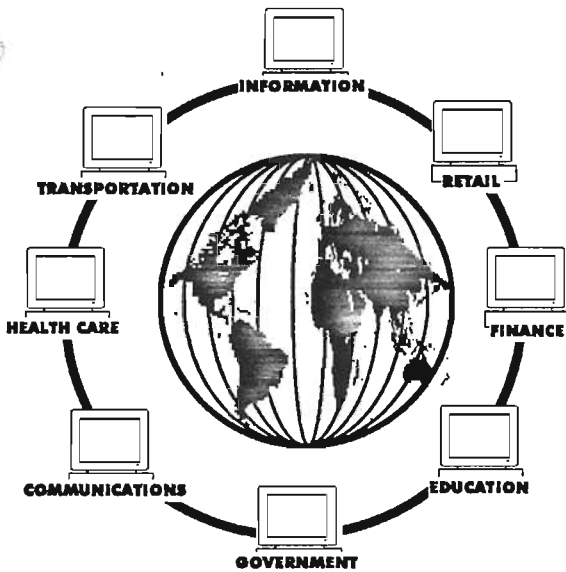
The exhibit will be seen by over one million visitors during its life at the Museum, as well as an additional one million visitors a year through outreach programs. This includes decision-makers who will use the exhibit to better educate themselves about networks.

A major marketing and promotional campaign is planned for *The Networked Society*, including cooperative efforts with exhibit sponsors.

***The Networked Society* provides a unique opportunity for sponsors.**

They will be associated with a highly visible educational exhibit about the Global Information Infrastructure, one of the central issues of this decade. Sponsorship opportunities include:

- Principal Sponsorship** (\$250,000 and up) provides an opportunity for sponsors to take a leadership role in the development of the exhibit.
- Application/Technology Sponsors** (\$100,000) provides an opportunity for sponsors to support an area of the exhibit related to the industry in which they are involved.



The Networked Society

An exhibit at The Computer Museum on the Global Information Infrastructure

Computer networks are everywhere, playing a crucial role in how we communicate, collaborate, monitor, strategize, and share all kinds of information. They control the lights in our buildings, oversee the traffic we fight on our way to work, and record transactions of all sorts, from stays at hospitals to purchases at the corner store. They are an essential part of living in the modern world.

This is just the beginning. Strategic alliances are now being struck between unlikely partners that will break down traditional distinctions among television, telephones, and computers. This will change how we do business, get our news, shop, interact with others, and enjoy entertainment. One day soon, we all may be linked by a grand "information superhighway" network. This stream of data, voice, video, and three-dimensional images will reach into our homes, workplaces, and any point in between.

However, because computer networks are, for the most part, *invisible*, most people do not know how they work and how much they influence their lives.

To make this invisible infrastructure *visible*, The Computer Museum is creating *The Networked Society*, the world's first exhibit on global networks. This major 5,000-square-foot, \$1.5-million exhibit will open in November 1994.

The Global Information Infrastructure is one of the central developments of this decade. It is essential that people be made aware of ways in which it will touch their lives. *The Networked Society* exhibit will play a significant role in promoting public understanding of this topic.

Making the Invisible Visible.

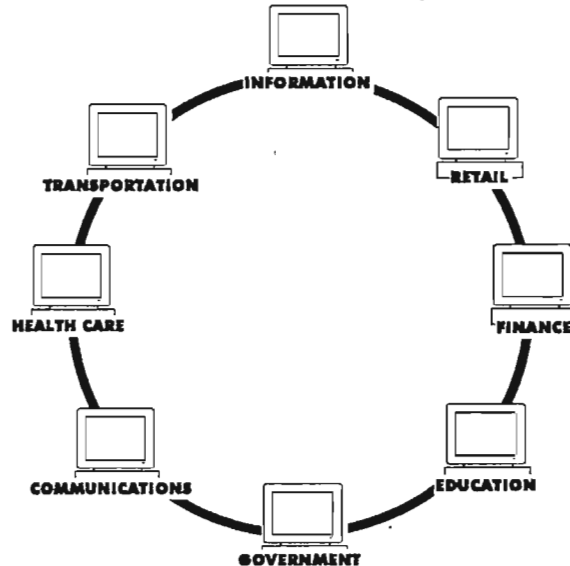
The Networked Society exhibit will reveal the Global Information Infrastructure by:

- Providing hands-on experiences with a variety of computer network applications.
- Explaining the technology of computer networks.
- Raising questions about the social and ethical implications of computer networks.

To accomplish these goals, the exhibit will be designed as a representation of the Global Information Infrastructure – in other words, a *Networked Society*.

Divided into eight different application areas but linked together by an actual network, the exhibit will consist of vivid interactive environments highlighting different uses of computer networks.

Each area will consist of a series of interactive stations where visitors actively learn about the applications, technology, and impact of networking.



The Visitor Experience

From the beginning, visitors will experience a mix of reality and fantasy. Real information and actual networking technology will be combined with hands-on activities that simulate real-world experiences with global networks.

Logging In

Visitors begin by logging into the infrastructure. Typing their first name into a computer, they choose a pseudo-identity – age, sex, job, income, history – that is issued on a smart card. As they move through the exhibit, they will use this card to personalize and record the different activities they participate in.

Application Areas

Card in hand, visitors enter the *Networked Society* via one of eight application areas. *For example: The communications application area will be set up as a telephone control center. Visitors will be surrounded by large projections showing the telephone traffic around the world as displayed in a network control center. They will see multiple screens with colorful images of different areas of the world, each with flashing lights indicating different levels of telephone traffic.*

This vivid setting will be the starting point for further discovery. Inserting their smart card into state-of-the-art computer stations, visitors will face real-world scenarios that will further involve them in the application being highlighted.

For example: Visitors encounter a scenario where suddenly a great demand is

placed on phone circuits in a certain part of the country (such as is the case on Mother's Day). As people do in real communications control centers, visitors will respond to this problem by using a network to re-route calls through circuits having less demand.

Interaction with Visitors

Visitors will also use networks to communicate with other visitors in the exhibit to solve joint problems. *For example: In interactive stations highlighting the use of LANs and WANs, several visitors will be part of a scenario where they will be "located" in different parts of the world. Using the network that links them together, they will jointly develop a plan to resolve a crisis, while watching how the information they generate and receive is routed through the network.*

The exhibit will employ the latest videophone technology to connect visitors with people at different off-site locations around the world, including other museums, shopping areas, and city halls. Using a system now being tested by the Museum, visitors will interact with these off-site visitors using video images and drawing tools to perform a joint activity, such as drawing a picture of what they think the computer of the future will look like.

Social and Ethical Issues

The exhibit will also demonstrate the impact this technology will have on the way we work, play, interact with others, and think about ourselves, highlighting issues such as telecommuting, privacy, and the changing nature of communication. Visitors will face these social and ethical issues and make choices about the rights and responsibilities of being citizens in a Networked Society. *For example: When visitors log in with their cards for the last time, they will get a detailed record of all their interactions within the exhibit. This will give them a helpful review of the exhibit, while also graphically illustrating how the technology has tracked their choices and movement without their knowledge.*

The Technology of Networks

Each application area will also give visitors an understanding of the technology involved in networking. Since the exhibit itself is a network, there will be many opportunities to demonstrate the hardware and software running the system. Topics such as protocols and routing and comparisons of different networking media will be highlighted as part of the interactive experience. *For example: To learn about the concept of bandwidth, visitors in the information application area will experiment with the bandwidth of the cable entering a TV. As they limit the flow of data, they will discover how the quality of the picture changes.*

Audience Reach

The Computer Museum has a broad audience of students, families, and computer industry professionals, including computer industry leaders. *The Networked Society*, therefore, will attract visitors who will be directly impacted by the growing Information Infrastructure, including decision-makers who will come to the exhibit to better educate themselves about networks.

One million people will visit this permanent exhibit during its life at the Museum. An additional one million people will be reached each year through outreach programs, including:

- *Educational Activity Packets*: bilingual educational materials about the Museum's exhibits disseminated to teachers nationwide as a supplement to their curricula.
- *Exhibit Kits*: software packages of the Museum's most popular interactive stations. Over 30 Exhibit Kits have been placed in Museums around the world since 1991.
- *Exhibit Videos*: educational presentations based on exhibits distributed to educators and individuals. Over 10,000 copies of the Museum's video *How Computers Work: A Journey Into the Walk-Through Computer™* have been sold nationwide.

Marketing and Publicity

The Museum plans a major marketing and publicity campaign for *The Networked Society*. The print and broadcast campaign will include newspapers, magazines, TV and radio. The Museum will work with its sponsors to create joint promotional programs, including press releases, PSAs, advertising, billboards, and other collaterals. Cooperative promotional, advertising, and marketing efforts will be developed with area ad and PR agencies, hotels, tourist attractions, and convention facilities. All efforts will be targeted to both trade and consumer market segments on a national and international level. Since 1988, PR efforts for the Museum have resulted in over 860 million media impressions in 63 countries.

Building The Networked Society

In the last three years, The Computer Museum has opened three \$1-million exhibits: *The Walk-Through Computer™* (how computers work), *People and Computers: Milestones of a Revolution* (computer history), and *Tools & Toys: The Amazing Personal Computer* (computer applications). Each was developed in approximately 18 months. *The Networked Society* exhibit will follow a similar model, with most design (three-dimensional and interactive components) completed in-house with the help of technical advice from sponsors and individuals. The exhibit will cost \$1 million, with an additional \$500,000 of in-kind equipment support. This will cover the costs of research, planning, design, fabrication, computer programming, evaluation, and marketing/promotion.

Sponsorship Opportunities

The Networked Society provides a unique opportunity for corporate and individual sponsors to be associated with a highly visible exhibit about the Global Information Infrastructure.

The Computer Museum's broad audience mix assures a significant group of visitors who will be directly impacted by this infrastructure, including decision-makers who will use the exhibit to better educate themselves about networks.

All sponsors will receive prominent acknowledgement within the Museum and in published materials and communications regarding the exhibit, including the ad campaign, press releases, posters, Museum publications, and educational materials.

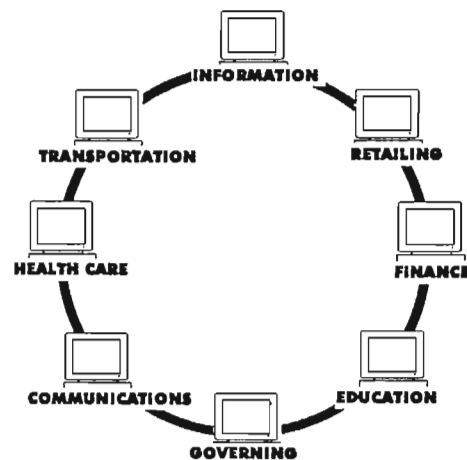
There are two levels of sponsorship:

Principal Sponsor (\$250,000 and up)

Principal Sponsors will head the list of exhibit supporters. As *The Networked Society's* lead donors, Principal Sponsors will be in a position to take a leadership role in supporting the development of this landmark exhibit. They will be prominently featured in all published material and promotions. They will be provided with 50 invitations to the exhibit's opening events and have the opportunity to hold a private opening event during the exhibit's preview week.

Application Area/Technology Sponsor (\$100,000)

Application Area/Technology sponsorship provides an opportunity for sponsors to support an area of the exhibit related to the industry in which they are involved. Application Area/Technology Sponsors will be listed in all related materials and will be provided with 25 invitations to the exhibit's opening events.



THE EDUCATIONAL VISION OF THE COMPUTER MUSEUM

The Museum's mission is to educate and inspire people of all ages and backgrounds on the evolution, technology, applications, and impact of computing through dynamic interactive exhibitions and programs.

Inequities in access to computer technology are widening the opportunity gap between young people from underserved communities and youth of privilege. The Computer Museum is particularly committed to addressing this issue by providing young people from underserved backgrounds the resources they need to help them develop their talents, contribute to their communities, and to pursue fulfilling careers that benefit society.

To reach the widest audience and achieve the greatest impact, the Museum will:

- develop model educational programs involving the use of computers;
- create innovative educational materials about computing that can be integrated into a wide variety of educational settings;
- build inspiring and engaging interactive computer exhibits.

These approaches leverage the Museum's expertise in informal, museum-style education, emphasizing the importance of play and exploration in learning, and the potential of the computer as an empowering, creative, and productive tool.

The Computer Museum's educational mission works in concert with the national education reform movement. This includes teacher education as well as collaboration with schools, afterschool centers, and other local and national organizations to improve the lives of young people into the 21st century.

MEMORANDUM

TO: Board of Directors, The Computer Museum
FROM: Governance Committee
DATE: 26 May 1993
RE: Governance Recommendations

In 1992, the Board of Directors of The Computer Museum appointed a Governance Committee to review the existing governance objectives and structure of The Museum. The result of the Committee's efforts are the recommended amendments of the Museum's By-laws and governance structure as laid forth in the attached revised text. The Executive Committee has approved these amendments, and will introduce them for adoption at our Annual Meeting scheduled for Friday, June 11, 1993. We encourage you to review the proposed changes and look forward to discussion of any questions both in advance or at the meeting. By way of a brief introduction here, we wish to draw your attention to the three driving amendments we will propose for adoption, and broadly to describe our understanding of respective and differentiating duties of the positions/ Boards so created. The three driving amendments are: (a) simultaneous dismissal of the "Board of Directors," and the creation in its place of a Board of Trustees; (b) the creation of a Board of Overseers; and (c) creation of the position of Honorary Trustee.

Assuming adoption of the By-laws so amended, we believe the following general descriptions may be useful in differentiating the discrete roles of Trustees, Overseers and Honorary Trustees:

Trustees: Trustees will have the legal responsibilities for setting the broad policies of The Computer Museum, assuring compliance with Federal, State, and local laws and regulations, choosing the Executive Director, approving key management and staff appointments, setting budgets, reviewing audits, handling and maintaining tangible and intangible assets, and dealing with certain types of personnel matters. In addition, the Trustees will establish and assist in implementing fund raising mechanisms and assume leadership in endowment, capital, and annual fund drives.

Overseers/Board of Overseers: The purpose of the Board of Overseers is to attract people of high achievement and knowledge to support the strategic objectives and administrative programs of The Museum. Individual Overseers will become familiar with the principal objectives, policies, and activities of The Museum. The Board of Overseers, through either the operation of the Board as a whole and/or the individual Overseer's participation in the Committee Structure of The Museum, may present concepts and recommendations to the Trustees; advise and lend expertise to the management of The Museum; assist in reaching constituencies which The Museum seeks to serve and assist in communicating The Museum's goals, programs and operations; support The Museum's fund raising objectives; and engage in fund raising activities.

Honorary Trustee: This position will honor individuals who have made outstanding contributions to The Computer Museum over a period of time in capacities deemed worthy of such recognition. Honorary Trustees will be elected by majority affirmative vote of the Trustees upon recommendation of the Nominating Committee. At the request and approval of the Trustees, Honorary Trustees may be appointed to serve on the standing and operating committees of The Museum.

LUCASH, GESMER & UPDEGROVE
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M E M O R A N D U M

To: Board of Directors, Computer Museum
From: J. Thomas Franklin, Clerk
Re: Summary of Proposed By-Law Amendments

The set of proposed by-laws transmitted herewith is marked by underlining and deletion carrots to indicated changes from the current by-laws.

In summary, these changes are intended to accomplish the structural revision in the governance of the Museum which is described in the accompanying memo from Lynda Bodman by changing the title of the primary governing board from "Board of Directors" to "Board of Trustees", by creating a new Board of Overseers and by creating a new Board of Honorary Trustees. Following adoption of the new by-laws the membership of such boards will be elected, for staggered terms of 1, 2 and 3 years in the case of the Trustees.

Other changes create new standing committees for Audit, Nominating and Endowment Fund, create a new office of Vice-Chairman of the Museum, provide a three year term and a limitation of two terms for the Chairman and specify that the Executive Director shall be a member of the Executive and the Nominating committees.

BYLAWS
THE COMPUTER MUSEUM

ARTICLE I
ARTICLES OF ORGANIZATION

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Members, Officers, Trustees, Honorary Trustees, Overseers and committee members and all matter concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II
MEMBERS OF THE CORPORATION

Section 1 POWERS. The Members of the Corporation (hereinafter sometimes referred to as "Members") shall elect and may remove or suspend Members and Trustees and shall have such other powers as provided by law, the Articles of Organization, or these Bylaws.

Section 2 IDENTITY AND TERM OF OFFICE. The Members shall be those persons serving from time to time as Trustees, and the number of Members shall at all times be the same as the number of persons serving as Trustees. Election as a Trustee shall be election to membership and when a person ceases to be a Trustee, he shall thereupon cease to be a Member.

ARTICLE III
BOARD OF TRUSTEES

Section 1 POWERS. The general management of the affairs of the Corporation shall be vested in a Board of not more than twenty-five nor less than seven Trustees.

Section 2 ELECTION, TERM OF OFFICE AND VACANCIES. Subject to Article III, Section 1, the Members shall elect at each Annual Meeting successor and additional Trustees to serve for a term of three years and not more than two consecutive terms, but without aggregate limitation, except that the Board of Trustees elected at the first Annual Meeting following adoption of these amended bylaws shall be elected to terms of one, two or three years as determined by the Nominating Committee. Subject to Article III, Section 1, the Members may elect additional Trustees as well as new Trustees to fill any vacancies at any meeting. The Executive Director of the Museum and the Chairman of the Board of Overseers shall serve as a Trustee during their respective tenures without limitation and need not be elected.

new

Section 3 RESIGNATION. Any trustee may resign at any time by giving written notice of such resignation to the Clerk. Such resignation shall be effective upon receipt by the Clerk.

Section 4 REMOVAL. A Trustee may be removed or suspended with or without cause by an affirmative vote of a majority of the Members present at a special meeting called for that purpose.

Section 5 DELEGATION. The Board of Trustees may delegate such of their powers as they consider advisable, except those powers which by law,

new | the Articles of Organization, or these Bylaws may not be so delegated, to any officer or agent of the Corporation or to such committees as the Board of Trustees may from time to time establish.

new | Section 6 CHAIRMAN. At every third Annual Meeting, commencing with the Annual Meeting for 1993, the Members shall elect from the Trustees a Chairman who shall preside over all meetings of the Members and of the Board of Trustees, and who shall have such other powers and duties as shall be specified by law or by these bylaws. The Chairman shall serve for a term of three years and not more than two consecutive terms. Service as Chairman shall be excluded in determining the expiration of the term of the Chairman as a Trustee.

new | Section 7 VICE CHAIRMAN. At every Annual Meeting the Members shall elect from the Trustees a minimum of one Vice Chairman who in the absence of the Chairman shall preside over all meetings of the Members and of the Board of Trustees, and who shall have such other powers and duties as shall be specified by law or by these bylaws or which may be delegated by the Chairman. The Vice Chairman shall serve for a term of one year and may be re-elected without limitation. Service as Vice Chairman shall be excluded in determining the expiration of the term of the Vice Chairman as a Trustee.

ARTICLE IV MEETINGS

Section 1 ANNUAL MEETING. The annual meeting (herein "Annual Meeting") of the Members of the Corporation shall be at such place and

time as the Board of Trustees may determine, and shall, unless otherwise determined, be the first Friday in May.

Section 2 MEETING OF THE BOARD OF TRUSTEES. The Board of Trustees shall meet annually immediately following the Annual Meeting of Members. Regular meetings of the Board of Trustees shall be at such place and time as the Board of Trustees may from time to time determine. Special meetings of the Members or Board of Trustees may be called by any four Trustees, by the Chairman, or by the Executive Director.

Section 3 NOTICE. Ten days notice shall be given of all meetings of Members or of the Board of Trustees, stating the date, purpose, time and place of such meeting.

Section 4 QUORUM AND VOTING. A Majority of Members, Trustees or Overseers as the case may be, shall constitute a quorum at all meetings, including Annual Meetings and special meetings called for any purpose. When a quorum is present, voting at any meeting shall be by majority vote of those present except as required by law, the Articles of Organization or these Bylaws.

Section 5 ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing either before or after such action is taken and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6 TELEPHONIC PARTICIPATION IN MEETINGS. The Members, the Board of Trustees, the Overseers, the Honorary Trustees or members of any committee designated by the Board of Trustees, may participate in a

meeting of the Members, the Board of Trustees, the Overseers, the Honorary Trustees or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7 WAIVER OF NOTICE. Whenever any written notice is required to be given by law, the Articles or these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice unless otherwise specifically prohibited by law.

Section 8 PROXIES. Voting of Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

ARTICLE V OFFICERS

Section 1 ENUMERATION. The Officers of the Corporation shall be an Executive Director, a Treasurer, a Clerk, and such other officers as the Board of Trustees may from time to time appoint. The same individual may concurrently hold more than one office.

Section 2 ELECTION AND TERM. The initial officers of the Corporation shall be those persons listed as Officers in the Articles of Organization and shall serve until the first Annual Meeting of the Trustees. The Trustees shall, at such Meeting and at each Annual Meeting thereafter

elect the Officers who shall serve for a one-year period. Any person may be re-elected to successive terms as an Officer, without limitation.

Section 3 POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below:

(a) The Executive Director shall be the chief executive officer of the Corporation.

(b) The Treasurer shall be the chief financial officer of the Corporation and shall be responsible to the Board of Trustees for the receipt, custody and safekeeping of the Corporation's investment property and income. He shall have power to invest and reinvest surplus funds. He shall render to the Board of Trustees at the Annual Meeting and whenever else he is so requested an accurate account of all sums received and disbursed during the preceding fiscal year or for any other period specified and of all sums and funds which are not expended.

(c) The Clerk shall have all powers and duties which may belong to a Clerk pursuant to statute or to the Articles or Bylaws of the Corporation, and shall keep records of all meetings of the members and Board of Trustees and make a report thereon and shall issue calls and notices of meetings. The Clerk shall be a resident of the Commonwealth of Massachusetts unless a resident agent has been appointed by the Corporation pursuant to law to accept service of process.

(d) Other officers appointed by the Board of Trustees shall have such powers and duties as shall be specified by the Board of Trustees, in addition to those powers and duties customarily belonging to their respective offices.

Section 4 RESIGNATION AND REMOVAL. Any officer may resign at any time by giving written notice of such resignation to the Executive Director or to any member of the Board of Trustees. Any officer may be removed from office either with or without cause by the affirmative vote of a majority of the Trustees present at any meeting of the Board.

Section 5 VACANCIES. A vacancy in any office shall be filled for the remainder of the term by the Board of Trustees at any regular or special meeting called for that purpose.

ARTICLE VI COMPENSATION

No Officer, Trustee, Honorary Trustee, Overseer, Committee member or Member shall receive compensation for serving as such. Officers, Trustees, Honorary Trustees, Overseers, Committee members and Members may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation, including attendance at meetings. The Board of Trustees may determine the salaries or other compensation of each employee or agent of the Corporation. No employee or agent of the Corporation shall be prevented from receiving compensation by reason of the fact that he is also an Officer, Trustee, Honorary Trustee, Overseer, Committee member or Member.

ARTICLE VII
COMMITTEES

Section 1 EXECUTIVE COMMITTEE. There shall be an Executive Committee which shall consist of those Trustees elected by the Board of Trustees from its members at its Annual Meeting or at a special meeting in lieu thereof, which shall include the Chairman and all Vice Chairmen of the Board of Trustees. The Executive Director of the Museum shall serve as a member of the Executive Committee during his tenure but without entitlement to vote. To the extent specified by the Board of Trustees pursuant to its powers of delegation set forth in Article III, Section 5, the Executive Committee shall be responsible for supervising the operation of the Museum, subject to the policies and directives of the Board of Trustees. The Executive Committee, in cases in which it reasonably believes it necessary to act expediently, shall have all of the powers of the Board of Trustees between meetings thereof. The Chairman and Vice Chairman of the Board of Trustees shall serve as the Chairman and Vice Chairman respectively of the Executive Committee.

Section 2 AUDIT COMMITTEE. The Audit Committee shall consist of three or more persons, excluding the Executive Director, elected by the Board of Trustees at the Annual Meeting. The Audit Committee shall serve as the communications link between the independent auditors of the Museum and the Board of Trustees. It shall recommend to the Board of Trustees the annual appointment of the independent auditors; shall confer with the auditors; shall review the annual financial statements for presentation purposes; and shall consider the need for

new

new
improvement in internal control procedures. The Audit Committee shall advise the Board of Trustees concerning disclosure matters and shall promote free and candid communication between the independent auditors of the Museum and the Board of Trustees.

Section 3 ENDOWMENT FUND COMMITTEE. The Endowment Fund

new
Committee shall consist of three or more persons, excluding the Executive Director, elected by the Board of Trustees at the Annual Meeting. The committee shall be responsible for managing or supervising the management of the endowment funds of the Museum in accordance with the directions of the Board of Trustees and shall report in writing annually to the Board of Trustees.

Section 4 NOMINATING COMMITTEE. The Nominating Committee shall

new
consist of three or more persons elected by the Board of Trustees at the Annual Meeting in addition to the Executive Director and the Chairman of the Board of Trustees who shall serve as members of the committee during their respective tenures, but the Executive Director shall have no entitlement to vote. The committee shall report to the Annual Meeting of the members nominations for the Trustees and to the Annual Meeting of the Trustees nominations for Officers, Overseers, Honorary Trustees and the Executive, Audit, Endowment Fund and Nominating Committees. The committee shall report to every third Annual Meeting of the Members and Trustees, commencing with the Annual Meeting for 1996, nominations for Chairman and Vice Chairman of the Board of Trustees and Chairman of the Board of Overseers. At any meeting of the Board of Trustees it may report nominations of Members and nominations to fill vacancies on the Board of Trustees, in any office or of any Chairman or Vice

Chairman. At the meeting of the Board of Trustees prior to the Annual Meeting the Nominating Committee shall present its recommended slate of nominations for consideration by the Board but the Board is not authorized to act on such slate.

Section 5 OTHER COMMITTEES. There may be such other committees with such functions as the Board of Trustees may determine pursuant to its powers under ARTICLE III, Section 5.

Section 5 TERMS AND ELIGIBILITY. Members of any committee shall serve one-year terms on any committee to which they are elected and may be re-elected for successive terms. The Chairman of each committee must be a member of the Board of Trustees and may be re-elected as Chairman for successive terms. If any person shall cease to serve as Chairman of a committee prior to the expiration of his term, the Executive Committee may appoint one of the members of such committee (who need not be a Trustee if no Trustee is then serving on such committee) to fill such vacancy until the expiration of such term. Except as otherwise provided herein, members of committees need not be members of the Board of Trustees.

Section 6 MINUTES. A report of all material actions taken by the Executive Committee shall be made to all Trustees no later than the next meeting of the Board of Trustees. Minutes of the Executive Committee shall be available to any Trustees for inspection.

Section 7 QUORUM. Except as otherwise provided by law, a majority of the members of any committee then in office shall constitute a quorum at all meetings of such committees. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any

question brought before the meeting, except as otherwise provided by law or the Articles of Organization. Each person on a committee shall be entitled to only one vote, although he may hold more than one office or position which entitles him to membership on such committee.

ARTICLE VIII

BOARD OF OVERSEERS AND HONORARY TRUSTEES

Section 1 BOARD OF OVERSEERS. The Trustees shall elect at each Annual

new Meeting Overseers in such number as the Trustees shall determine who shall serve for a term of three years and may not serve more than two consecutive terms. Overseers need not be Members. The Overseers shall meet as a Board at least annually at such time or times as may be determined by the Board of Trustees and shall make recommendations to the Board of Trustees concerning the conduct of the affairs of the Museum or such other matters as shall be referred to the Overseers by the Board of Trustees.

Section 2 CHAIRMAN OF BOARD OF OVERSEERS. At every third Annual

new Meeting the Trustees shall elect from the Overseers a Chairman who shall preside over all meetings of the Board of Overseers, who shall serve as a voting member of the Board of Trustees and who shall serve for a term of three years but not more than two consecutive terms. Service as Chairman shall be excluded in determining the expiration of the term of the Chairman as an Overseer.

Section 3 HONORARY TRUSTEES. The Trustees shall elect at each Annual

new Meeting Honorary Trustees in such number as the Trustees shall

new
determine who shall serve for life or until their resignation. Honorary Trustees may be elected only from current or former Trustees. They may attend the Annual Meeting of Members and may make recommendations to the Trustees concerning such matters as shall be referred to the Honorary Trustees by the Board of Trustees from time to time.

ARTICLE IX
INDEMNIFICATION PROVISIONS

Section 1 INDEMNIFICATION FOR OFFICERS, TRUSTEES, HONORARY TRUSTEES, OVERSEERS AND COMMITTEE MEMBERS. To the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, the Corporation shall indemnify each present or former Officer, Trustee, Honorary Trustee, Overseer and Committee member of the Corporation, and each person who is or was serving at the request of the Corporation as an Officer, Trustee or Director of another organization in which it has an interest as a shareholder, creditor or otherwise (including any trust or other entity maintained pursuant to a retirement plan for Corporation employees), against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlements or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or

investigative, before any court or administrative or legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his being or having been such an Officer, Trustee, Honorary Trustee, Overseer and Committee member, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder.

Section 2 SETTLEMENTS. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (a) by vote of a disinterested majority of the whole Board of Trustees then in office, or (b) by vote of a majority of the whole Board of Trustees then in office, but only if the Board of Trustees shall have been furnished with an opinion of

independent legal counsel to the effect that such settlement is in the best interests of the Corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. No such approval shall prevent the recovery from any such Officer, Trustee, Honorary Trustee, Overseer or Committee member of any amounts paid to such person or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation.

Section 3 EMPLOYEES AND AGENTS. By the same procedures set forth in the preceding paragraph, the Corporation may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Corporation who are not Officers or Trustees, or to employees or agents of another such organization in which it has an interest.

Section 4 NON-WAIVER OF OTHER RIGHTS. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, Trustee, Honorary Trustee, Overseer, Committee member, employee or agent may be entitled or which may lawfully be granted to such person. As used herein, the terms "Officer," "Trustee," "Honorary Trustee," "Overseer," "Committee member," "Employee," and "agent" include their respective executors, administrators and other legal representatives; and "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a

"disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 5 INSURANCE. By action of the Board of Trustees, notwithstanding any interest of the Trustees in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Trustees may from time to time deem appropriate, on behalf of any person who is or was an Officer, Trustee, Honorary Trustee, Overseer, Committee member, employee or other agent of the Corporation or is or was serving at the request of the Corporation as an Officer, Trustee, employee or other agent of another such organization in which it has an interest, against any liability incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE XI

GENERAL

Section 1 CORPORATE SEAL. The corporate seal shall be in a form determined from time to time by the Board of Trustees.

Section 2 FISCAL YEAR. The fiscal year of the Corporation shall end on the Saturday nearest June 30 of each year, unless otherwise determined by the Board of Trustees.

Section 3 EXECUTION OF INSTRUMENTS; RECEIPT AND DISBURSEMENT OF FUNDS. Except as otherwise provided in these Bylaws or as the Board of Trustees or Executive Committee may generally or in particular cases authorize, all instruments, documents,

deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the Executive Director, Treasurer, Clerk, or Chairman of the Executive Committee. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Trustees or Executive Committee. The Board of Trustees or the Executive Committee may designate such other officer or officers who in addition to or instead of the Treasurer shall be authorized to receive and receipt for all monies due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals as the Board of Trustees may from time to time designate.

ARTICLE XII

CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, no contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any Member, Officer, Trustee, Honorary Trustee, Overseer or committee member of the Corporation or any corporation, firm, or association of which he may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended by a majority vote of the members present and voting at any meeting, provided that notice describing the proposed amendment has been given in writing with the notice of the meeting.

ARTICLE XIV
INTERPRETATION

Any reference in these Bylaws to any gender or number shall not, unless the context otherwise requires, affect the construction hereof and the same shall be interchangeable with any other gender or number, as the case may be.

The Computer Museum

300 Congress Street
Boston, MA 02210

(617) 426-2800

THE COMPUTER MUSEUM

BUDGET

Fiscal Year Ending June 30, 1994

PRESENTED

June 11, 1993



THE COMPUTER MUSEUM
STATEMENT OF REVENUE & EXPENSE
FY 94 BUDGET
APRIL 30, 1993

	OPERATING FUND			CAPITAL FUND			EXHIBIT FUND			ENDOWMENT FUND			FY 93 BUDGET	COMBINED FY 93 PROJECTED	FY 94 BUDGET	\$ VARIANCE	
	FY93 PROJECTED	FY94	VARIANCE	FY93 PROJECTED	FY94	VARIANCE	FY93 PROJECTED	FY94	VARIANCE	FY93 PROJECTED	FY94	VARIANCE					
SUPPORT/REVENUE																	
Restricted Support:																	
Clubhouse	126,000	\$287,900	161,900										\$340,000	126,000	\$287,900	\$161,900	
Exhibit Related	29,600	\$100,000	70,400										\$195,000	139,600	\$732,000	\$592,400	
Govt & Foundation	54,000		-54,000										\$43,500	54,000		-\$54,000	
Endowment																	
Unrestricted Support:																	
Capital Campaign				416,680	\$726,200	309,520							\$600,000	416,680	\$726,200	\$309,520	
Corporate Membership	190,300	\$205,000	14,700										\$247,000	190,300	\$205,000	\$14,700	
Foundation	1,000		-1,000											1,000		-\$1,000	
Computer Bowl	320,000	\$388,000	68,000										\$345,000	320,000	\$388,000	\$68,000	
Membership Fund	155,000	\$178,000	23,000										\$190,000	155,000	\$178,000	\$23,000	
Admission	471,900	\$536,841	64,941										\$458,600	471,900	\$536,841	\$64,941	
Store	226,500	\$332,395	105,895										\$258,000	226,500	\$332,395	\$105,895	
Functions	135,800	\$140,352	4,552										\$130,000	135,800	\$140,352	\$4,552	
Exhibit Sales	64,900	\$90,000	25,100										\$70,000	64,900	\$90,000	\$25,100	
Other:																	
Interest Income	7,000	\$5,000	-2,000											\$5,000	7,000	\$10,000	\$3,000
Rental Income	6,000	\$6,000												\$6,000	6,000	\$6,000	
Program Income	6,000	\$2,500	-3,500											\$12,400	6,000	\$2,500	-\$3,500
Collections	4,400	\$4,000	-400											\$4,000	4,400	\$4,000	-\$400
TOTAL SUPPORT/REVENUE	\$1,798,400	\$2,275,988	477,588	416,680	726,200	309,520	\$110,000	\$632,000	522,000		5,000	5,000	\$2,909,500	2,325,080	\$3,639,188	\$1,314,108	
EXPENSES																	
Exhibit Development	32,000	\$94,178	62,178										\$174,984	162,874	\$571,933	\$409,059	
Exhibit Maint/Enhancement	60,300	\$51,813	-8,487										\$103,786	109,648	\$78,141	-\$31,507	
Exhibit Sales/Kits	52,615	\$52,611	-4										\$25,979	52,615	\$52,611	-\$4	
Collections	57,600	\$62,400	4,800										\$69,569	57,600	\$62,400	\$4,800	
Education & Admission	231,912	\$292,568	60,656										\$284,603	231,912	\$292,568	\$60,656	
Clubhouse	90,000	\$235,989	145,989										\$276,819	90,000	\$235,989	\$145,989	
Marketing	180,635	\$229,191	48,556										\$221,924	180,635	\$229,191	\$48,556	
Public Relations	85,661	\$93,334	7,673										\$103,169	85,661	\$93,334	\$7,673	
Store	211,295	\$268,932	57,637										\$234,772	211,295	\$268,932	\$57,637	
Functions	64,500	\$69,402	4,902										\$64,526	64,500	\$69,402	\$4,902	
Computer Bowl	120,800	\$135,324	14,524										\$120,886	120,800	\$135,324	\$14,524	
Fundraising	44,223	\$64,854	20,631	188,345	\$221,731	33,386							\$286,858	232,568	\$286,585	\$54,017	
Membership Fund	33,319	\$83,611	50,292										\$66,638	33,319	\$83,611	\$50,292	
Museum Wharf																	
Op Exp	288,000	\$302,000	14,000										\$288,000	288,000	\$302,000	\$14,000	
Mortgage				133,777	\$126,977	-6,800							\$133,777	133,777	\$126,977	-\$6,800	
General Management	227,000	\$213,271	-13,729										\$227,012	227,000	\$213,271	-\$13,729	
TOTAL EXPENSE	\$1,779,860	\$2,249,478	469,618	\$322,122	\$348,708	26,586	\$180,222	\$504,083	323,861				\$2,683,302	2,282,204	\$3,102,269	\$820,065	
NET REVENUE	\$18,540	\$26,510	7,970	\$94,558	\$377,492	282,934	-\$70,222	\$127,917	198,139		\$5,000	\$5,000	\$226,198	42,876	\$536,919	\$494,043	

FY94 BUDGET

SUMMARY

Combined Operational Results

The budget for the fiscal year ending June 30, 1994, reflects a net surplus of \$537K for the Museum overall. The surplus represents the combined results of four funds: a surplus of \$26K in the Operating Fund, \$377K in the Capital Fund, \$128K in the Exhibit Fund, and \$5K in the Endowment Fund.

Objectives

- Develop new momentum in Capital Campaign, raising \$1.2m in new pledges in FY94.
- Raise \$600K and initiate development of *The Networked Society* exhibit, opening in Fall 1994. No major exhibit will open in FY94.
- Maintain visibility in FY94 through special events, the opening of a \$50K temporary exhibit on virtual reality, and the promotion of the Museum's numerous recently-opened permanent exhibits.
- Increase earned revenues in admissions, store, functions, and exhibit sales through aggressive marketing and sales. Two FTEs added: one for general marketing assistance (functions, group visits, general marketing), one for exhibit sales.
- Continue raising funds to develop and maintain the Computer Clubhouse.
- Complete first series of Computer Bowls with "All-Star" Bowl, which includes additional revenue from an auction.

FY94 BUDGET NOTES

Fund Accounting

To ensure proper usage of restricted and unrestricted assets, the Museum maintains its accounts according to fund accounting principles, whereby funds are classified in accordance with specified restrictions or objectives.

Revenue Recognition

Revenues, including those for unrestricted contributions, memberships, and Capital Campaign pledges are recorded when received. The policy for restricted revenues will be to record revenues to the extent of expenses incurred plus an appropriate overhead rate. The FY94 budget includes \$132K of contributions to the Computer Clubhouse received in FY93 but deferred to FY94 when the expenditure is expected to be incurred. A 20% indirect overhead rate will be applied to the Clubhouse.

Depreciation

Set forth below are estimates of depreciation amounts not included in the FY93 forecast or FY94 budget because they do not require any cash outflow. Determination of depreciation is based upon the estimated useful lives of assets on a straight line basis. Depreciable assets include equipment and the cost of permanent exhibits depreciated over five years; leasehold improvements, depreciated over 20 years; and the building, when acquired, depreciated over 32 years.

The amount of depreciation for FY93 and FY94 will be approximately \$618K and \$638K, respectively.

Employees

As of June 30, 1993, full-time equivalent employees (FTEs) are expected to be 39.25. As of June 30, 1994, FTEs are expected to be 43.25. (Two of these are new positions; two are positions that are currently vacant.) The FY94 budget assumes a 3% salary increase for all staff effective on their anniversary date.

Restricted Contributions

Restricted contributions represent amounts designated by the donor to be expended for specific activities, functions, programs, exhibits, or types of expenditures.

The following is a summary of restricted contributions (Dollars in Thousands):

	FY93 <u>Proj.</u>	FY94 <u>Proj.</u>
Operating Fund Total	\$209	\$ 387
Exhibit Fund Total	<u>160</u>	<u>632</u>
Total Restricted Contributions	369	1,019

OPERATING FUND

The Operating Fund, which includes unrestricted and restricted contributions, reflects the activity necessary to support the overall operations of the Museum.

The following are notes that support the revenue and expense lines of the FY94 budget.

Computer Clubhouse

The Museum's major new educational project, with \$287K revenue (of which \$132K is deferred revenue from FY93) and \$235K of expense. The Museum is applying a 20% overhead rate to this project to cover space and administrative costs. Project expense reflects operation of the Clubhouse for a year, start-up costs associated with construction, program planning, and software development.

Exhibit-Related

\$100K of revenue is composed of \$50K from a National Science Foundation grant for research on the application of virtual reality to education and \$50K to be raised for a related exhibit on virtual reality.

Government & Foundation

The Massachusetts Cultural Council (MCC) has altered its reduced admissions policy by making available the funds for visits directly to the schools rather than to museums. Schools select which institution they want to visit. Therefore in FY94, MCC grants will not be recognized separately, but will be a part of admissions revenue. In FY93, \$54K was received through the MCC ticket subsidy program.

Corporate Membership

Efforts are under way to establish an additional CEO-level committee to support the recruitment of new corporate members. FY94 figure of \$205K assumes IBM at \$15K (unchanged) and no corporate membership support from Digital Equipment Corp.

Computer Bowl

Increase of \$68K over FY93 resulting from proceeds of a special auction (auctioning items contributed by each of the players) and increases in sponsor levels resulting from the "All-Star" nature of the FY94 Bowl.

Membership Fund

The annual fund and individual membership categories have been combined into one line item designed to streamline contact with members and donors and to reduce expenses. Total revenues are expected to increase due to expansion of the Membership Committee and a direct mail campaign to past catalog buyers and store purchasers.

Admissions

Budgetted \$87K increase assumes overall 6% increase in numbers of visitors, which includes a 20% increase in the number of children visiting in school groups. Admissions will be affected Spring 1994 by major artery construction work around South Station. Adult admission rate increase (implemented in February 1993) from \$6 to \$7 increases average per capita admission from \$3.99 in FY93 to \$4.36 in FY94. Student and senior rate of \$5 and group rate of \$4 was unchanged. No fee increase is planned for FY94.

Admission expenses include provision for an additional visitor assistant during busy school group visitation months to cope with planned 20% increase in group numbers.

Below is a historical summary of attendance levels and average revenue per visitor.

<u>Year</u>	<u># Visitors</u>	<u>% Change</u>	<u>Average Admission Revenue/Visitor</u>
FY 85	34,000		\$2.18
FY 86	77,000	NM	2.32
FY 87	77,619	0.8%	2.48
FY 88	77,072	(0.7%)	2.92
FY 89	88,041	14.0%	2.64
FY 90	91,848	4.0%	3.49
FY 91	130,319	42.0%	4.02
FY 92	118,567	(9.0%)	3.91
FY 93 Projected	116,000	(2.0%)	3.99
FY 94 Budget	123,000	6.0%	4.36

Store

Assumes a low budget catalog/membership collateral mailed to the Museum's own lists. Conservative assumption made is that catalog will break even financially, but will help build membership. New, experienced store manager now in place will explore new, offsite retail possibilities and wholesale opportunities.

(\$K)	FY93 proj.	FY94 bud.
Revenue:		
Store	226	287
Catalog	0	45
Expense:		
Store	211	224
Catalog	0	45
Net:	15	63

Functions

Revenue increase budgeted includes new business to make up for \$20K of business from DECworld (not taking place FY94) and Macworld (reduced bookings compared to blanket Apple booking in FY93).

Exhibit Sales

Addition of full-time sales engineer budgeted for FY94 to achieve \$90K revenues with \$53K total expense. In FY93, sales effort was carried by exhibit staff who were unable to make this area a high priority. \$90K revenue estimate based on level of interest shown in museum community, and the projected achievement of \$65K sales in FY93 without a concerted sales effort.

Exhibit Maintenance

Assumes additional one day per week assistance to provide back-up to exhibits engineer, and for exhibits engineer to assist in exhibit and education development projects.

Marketing

Marketing expense includes additional full-time entry-level staff person to assist in general marketing, groups visit sales, functions, and exhibit sales. This addition reflects overall FY94 priority as a year in which the Museum promotes the existing exhibits and concentrates on earned revenue streams.

Fund-Raising

"Fund-raising" expense line covers corporate membership program expenses only. Note: development director salary split between capital campaign (60%), membership fund (20%), and corporate membership (20%).

CAPITAL FUND

The Capital Fund reflects the activity of fundraising efforts to secure the Museum's building and to build an endowment for the Museum. Capital Fund revenues represent the amounts received from pledges to the Capital Campaign prior to transfers to the Endowment Fund. The proceeds of the Capital Campaign net of Campaign expenses and mortgage (principal and interest), are to be transferred to the Endowment Fund.

FY94 budgetted revenue of \$726K is comprised of \$326K in receipts from existing pledges and \$400K from new pledges. \$400K is based on receiving as cash one third of a \$1.2m goal in new pledges. Expenses of \$348K include \$127K for mortgage payments (interest and principal).

Campaign expenses of \$222K include \$120K for salaries & benefits:

60%	of development director
100%	campaign manager
100%	campaign coordinator
40%	development assistant

ENDOWMENT FUND

In accordance with the stated purpose of the Capital Campaign, funds from the Capital Fund are transferred to the Endowment Fund as directed by donors and from revenues received through the fundraising efforts of the Capital Campaign, after the deduction of campaign expenses and the mortgage interest and principal payments.

PLANT FUND

The Plant Fund reflects the amounts invested by the Museum in real estate, equipment, and exhibit-related assets.

EXHIBIT FUND

The Exhibit Fund represents the activities associated with developing permanent new Museum exhibits. In FY94, \$600K of revenues are budgeted for *The Networked Society* exhibit, scheduled to open in Fall 1994. An additional \$32K of revenue is is budgeted for an introductory exhibit on the use of input devices, such as the mouse.

Below is a summary of actual and projected receipts (\$K):

FY 87	299
FY 88	126
FY 89	95
FY 90	1,177
FY 91	704
FY 92	468
FY 93 projected	160
FY 94 budget	632

THE COMPUTER MUSEUM
STATEMENT OF REVENUE & EXPENSE
10 Months Ending 04/30/93

	OPERATING		DESIGNATED FUND		CAPITAL		EXHIBIT		ENDOWMENT		COMBINED		\$ VARIANCE	ANNUAL BUDGET FY93
	Actual	Budget	Actual	Budget	Actual	Budget	Actual	Budget	Actual	Budget	Actual	Budget		
SUPPORT/REVENUE														
Restricted Support:														
Clubhouse	\$35,104	\$244,267	\$202,796								\$237,900	\$244,267	-\$6,367	\$340,000
Exhibit Related	\$24,581	\$30,000					\$104,550	\$135,000			\$129,131	\$165,000	-\$35,869	\$195,000
Govt & Foundation	\$41,391	\$30,000									\$41,391	\$30,000	\$11,391	\$43,500
Endowment														
Unrestricted Support:														
Capital Campaign					\$291,285	\$362,550					\$291,285	\$362,550	-\$71,265	\$600,000
Corporate Membership	\$154,750	\$208,000									\$154,750	\$208,000	-\$53,250	\$247,000
Foundation	\$1,000	\$0									\$1,000	\$0	\$1,000	\$0
Computer Bowl	\$298,100	\$297,000									\$298,100	\$297,000	\$1,100	\$345,000
Membership Fund	\$113,768	\$174,750									\$113,768	\$174,750	-\$60,982	\$190,000
Admission	\$393,798	\$385,200									\$393,798	\$385,200	\$8,598	\$458,600
Store	\$186,658	\$212,902									\$186,658	\$212,902	-\$26,244	\$258,000
Functions	\$120,773	\$110,970									\$120,773	\$110,970	\$9,803	\$130,000
Exhibit Sales	\$49,240	\$58,333									\$49,240	\$58,333	-\$9,093	\$70,000
Other:														
Interest Income	\$2,719	\$8,300							\$5,509	\$0	\$8,228	\$8,300	-\$72	\$10,000
Rental Income	\$5,950	\$6,000									\$5,950	\$6,000	-\$50	\$6,000
Program Income	\$6,092	\$7,500									\$6,092	\$7,500	-\$1,408	\$12,400
Collections	\$4,413	\$3,333									\$4,413	\$3,333	\$1,080	\$4,000
TOTAL SUPPORT/REVENUE	\$1,438,337	\$1,776,555	\$202,796	\$0	\$291,285	\$362,550	\$104,550	\$135,000	\$5,509	\$0	\$2,042,477	\$2,274,105	-\$231,628	\$2,909,500
EXPENSES														
Exhibit Development	\$30,135	\$23,006					\$116,518	\$129,441			\$146,653	\$152,447	-\$5,794	\$140,000
Exhibit Maint/Enhancement	\$55,436	\$45,130					\$56,552	\$49,348			\$111,988	\$94,478	\$17,510	\$54,000
Exhibit Sales/Kits	\$50,376	\$22,637									\$50,376	\$22,637	\$27,739	\$25,000
Collections	\$50,876	\$57,843									\$50,876	\$57,843	-\$6,967	\$70,000
Education & Admission	\$213,575	\$239,477									\$213,575	\$239,477	-\$25,902	\$286,000
Clubhouse	\$29,254	\$215,656									\$29,254	\$215,656	-\$186,402	\$277,000
Marketing	\$136,944	\$168,007									\$136,944	\$168,007	-\$31,063	\$221,900
Public Relations	\$65,983	\$84,611									\$65,983	\$84,611	-\$18,628	\$103,170
Store	\$170,268	\$193,512									\$170,268	\$193,512	-\$23,244	\$235,000
Functions	\$52,776	\$55,188									\$52,776	\$55,188	-\$2,412	\$65,000
Computer Bowl	\$27,438	\$63,501									\$27,438	\$63,501	-\$36,063	\$121,000
Fundraising	\$42,297	\$63,443			\$88,431	\$170,339					\$130,728	\$233,782	-\$103,054	\$285,000
Membership Fund	\$26,171	\$56,167									\$26,171	\$56,167	-\$29,996	\$67,000
Museum Wharf														
Op Exp	\$246,698	\$240,000									\$246,698	\$240,000	\$6,698	\$285,000
Mortgage					\$111,953	\$111,953					\$111,953	\$111,953	\$0	\$133,777
General Management	\$189,917	\$179,769									\$189,917	\$179,769	\$10,148	\$317,000
TOTAL EXPENSE	\$1,388,144	\$1,707,947	\$0	\$0	\$200,384	\$282,292	\$173,070	\$178,789	\$0	\$0	\$1,761,598	\$2,169,028	-\$407,430	\$2,685,847
NET REVENUE	\$50,193	\$68,608	\$202,796	\$0	\$90,901	\$80,258	-\$68,520	-\$43,789	\$5,509	\$0	\$280,879	\$105,077	\$175,802	\$223,653

The Computer Museum

300 Congress Street
Boston, MA 02210

(617) 426-2800

Memorandum

DATE: June 28, 1993
TO: Board of Directors
FROM: Oliver Strimpel
SUBJECT: Minutes from Meeting on June 11, 1993

Enclosed please find the minutes from the June 11 Annual Meeting and Board Meeting. It was delightful seeing you at the meeting, and I thank you for taking the time from your busy schedule to attend.

I hope that you enjoy the remainder of the summer!



THE COMPUTER MUSEUM

Minutes of Annual Meetings of Members, Directors and Trustees

June 11, 1993

Present were Sam Albert, Gordon Bell, Gwen Bell, Edward Belove, Lynda Bodman, Richard Burnes, Richard Case, Dr. Jon Eklund, David Kaplan, James McKenney, David Nelson, Dr. Suhas Patil, Tony Pell, Nicholas Pettinella, William Poduska, Jean Sammet, Edward Schwartz, Paul Severino, Hal Shear, Michael Simmons, Irwin Sitkin, Dorothy Terrell, Charles Zraket, Gardner Hendrie, Chairman, Oliver Strimpel, Executive Director and Tom Franklin, Clerk.

I. The Chairman called the annual meeting of the Members of the museum to order at 8:30 a.m. and asked Ms. Bodman, chair of the Committee on Governance, to report the recommendations of the committee. Ms. Bodman made a brief report and asked Mr. Franklin to summarize the bylaw amendments proposed to implement the governance changes. Following questions by Ms. Sammet and discussion of the bylaw provisions for removal of officers it was unanimously

VOTED: to approve the new bylaws as proposed but with the addition to Article V, Section 4, at the beginning of the second sentence "Subject to the notice requirements of Article IV, Section 3,".

Responding to discussion of the relationship between the Board of Trustees and the Executive Committee, Mr. Zraket stated that the Board would adopt an explicit resolution delegating powers to the Executive Committee at its next meeting.

Messrs. Sitkin and Albert each requested clarification of the role of the Board of Overseers; Mr. Poduska urged the Trustees to monitor the efficacy of the new governance structure and be willing to modify it as needed to meet future demands. Mr. Nelson expressed the hope that the Overseers would become a dynamic and energetic component of the Museum's governance structure.

II. Mr. Hendrie called for a nomination for Chairman; Ms. Bodman nominated Charles Zraket, which was seconded and unanimously

VOTED: to elect Charles Zraket Chairman of the Museum for a three year term.

Mr. Schwartz on behalf of the Board expressed gratitude for the personal and financial leadership and generosity of Mr. Hendrie during a critical transitional period for the Museum. Mr. Zraket stated his thanks for the confidence of the Members, his

strong support for the educational program of the Museum and his commitment to a rejuvenated capital campaign. He also stated his intention to serve only a single three year term.

III. Mr. Zraket assumed the chair and recognized Ms. Bodman who nominated as Vice-Chairman of the Museum Richard Case. Mr. Case accepted the nomination on the condition that his election not be considered agreement to succeed Mr. Zraket as Chairman, whereupon it was unanimously

VOTED: to elect Richard Case Vice-Chairman of the Museum for a term of one year.

IV. Ms. Bodman next placed in nomination the slate for Trustees of the Museum as circulated to the Board, to be elected for the same term that each now holds as a Director and all eligible for re-election to a second term thereafter.

VOTED: to elect the Board of Trustees as nominated.

(A copy of the Nominating Committee's nominations is attached to these minutes.)

IV. There being no further business to come before the meeting it was unanimously

VOTED: to adjourn.

I. The Annual Meeting of the Trustees was called to order by Mr. Zraket. The first order of business was the election of officers. Ms. Bodman, for the Nominating Committee, proposed the re-election of the current officers of the Museum: Oliver Strimpel, Executive Director, Nick Pettinella, Treasurer and Tom Franklin, clerk. It was thereupon

VOTED: to elect Oliver Strimpel, Executive Director, Nicholas Pettinella, Treasurer, and Tom Franklin, Clerk.

II. Mr. Zraket next requested nominations for the Board of Overseers; Ms. Bodman nominated the slate as circulated and it was thereupon unanimously

VOTED: to elect the Board of Overseers as nominated.

(A copy of the Nominating Committee's nominations is attached to these minutes, with the revision that Mr. Cox agreed to serve as an Overseer).

III. Mr. Zraket next requested nominations for Honorary Trustees; Ms. Bodman nominated the slate as circulated and it was thereupon unanimously

VOTED: to elect the Honorary Trustees as nominated.

(A copy of the Nominating Committee's nominations is attached to these minutes).

IV. Similarly the meeting proceeded to the election of standing committees of the Board (Executive, Nominating, Audit and Endowment); Ms. Bodman nominated those persons whose names previously were circulated and, following brief discussion, it was unanimously

VOTED: to elect the members of the Executive, Nominating, Audit and Endowment Committees as nominated, with the addition of Dwight Crane to the Endowment Committee.

(A copy of the Nominating Committee's nominations is attached to these minutes).

V. Mr. Zraket proposed dates for future meetings of the Trustees. After brief discussion those meetings were scheduled for October 15, 1993, and February 11, June 17 and October 14, 1994.

Mr. Schwartz expressed a concern that the adoption of the new governance structure, including the abolition of the original Board of Trustees of the Museum, not offend any members of the original board. Mr. Case moved special thanks and appreciation to outgoing Trustee Jean Sammet for many years of extraordinary personal and financial contribution to the Museum, most recently as sponsor of the Programming Languages exhibit.

VI. Oliver Strimpel briefly reviewed the museum's operations. The Computer Clubhouse is on schedule and will open next week. It has attracted \$407,000 in grants and \$150,000 of in-kind support to date. During 1993 the Museum produced the Silicon Sailing and Programming Languages exhibits, refurbished the Smart Machines exhibit, began the Networked Society exhibit and Clubhouse project, as well as produced several temporary exhibits. It continued to promote the license of exhibit kits; nine other museums now are displaying exhibits from such kits. He reviewed staff appointments and changes, and reported that Museum attendance is projected to grow slightly compared to the previous year, in contrast to many other local museums which have experienced declines.

VII. Development goals for the new fiscal year were presented by Mr. Shear for the Membership Committee: it will be difficult but not impossible to meet this year's goal but that goal will be increased 15% for the new year; and by Mrs. Bell for the Bowl Committee: TV clips of San Jose news coverage of the Bowl were viewed, and plans for the All Star (and final) Bowl were discussed. Mrs. Bell reported that the Bowl might be sold on terms that would provide a continued revenue flow to the Museum.

1993 fiscal results were also reviewed. The Museum projected that it will end the year with a slight surplus despite reduced revenues and as a result only of rigid cost controls. Fiscal 1994 goals include \$1.2 million in capital campaign pledges, raising \$600,000 for the Networked Society exhibit, increasing function and admissions revenue, continuing the Clubhouse funding and bringing the Bowl to a successful conclusion. The fiscal 1994 budget was approved as proposed.

The meeting then adjourned for a visit to the Clubhouse facility, at approximately 11:00 a.m.

VIII. Mr. Hendrie presented a review of the Capital Campaign, which he described as "stalled". He expressed hope that a Development Director soon would be retained and would restart the campaign. Mr. Kaplan expressed the need for very specific steps to do so. The terms of the DEC offer to match gifts, and of its transfer of the building to the Museum, were reviewed and discussed. Mr. Severino emphasized the need for a "culture of raising money".

IX. David Grescher reported on the progress of the Networked Society exhibit, which led to a lively discussion of the respective roles of the computer and telecommunications industries in such society and of the proper focus of the exhibit. Mr. Hendrie invited interested members to serve on an advisory committee for the exhibit.

The meeting was adjourned at approximately 12:45 and many members then joined members of the Museum staff for a lunch and continued discussion of Museum activities.

J. Thomas Franklin

**The Computer Museum
Proposed Slate for Committees and Officers 1994**

At its May 4, 1993, meeting, the Executive Committee approved, and now recommends to the Board, the following nominees for 1994. (Attempts are being made to contact all nominees individually prior to the Board meeting.)

Chairman	Charles A. Zraket
Vice Chairman	Richard P. Case
Executive Director	Oliver Strimpel
Treasurer	Nicholas A. Pettinella
Clerk	J. Thomas Franklin
Executive Committee	Charles A. Zraket (chair) Richard P. Case Gwendolyn K. Bell Lynda Schubert Bodman Gardner C. Hendrie David B. Kaplan James L. McKenney Anthony D. Pell Nicholas A. Pettinella Edward A. Schwartz Oliver Strimpel
Nominating Committee	Lynda Schubert Bodman (chair) Gwendolyn K. Bell Gardner C. Hendrie Charles House Michael Simmons Dorothy A. Terrell
Audit Committee	David B. Kaplan (chair) Richard P. Case J. Thomas Franklin
Endowment Committee	James L. McKenney Anthony D. Pell To Be Determined To Be Determined

Board of Trustees

Charles A. Zraket (chair)
Gwendolyn K. Bell
Edward Belove
Lynda Schubert Bodman
Richard M. Burnes, Jr.
Richard P. Case
Roger A. Heinen, Jr.
Gardner C. Hendrie
Barry Horowitz
Charles House
David L. House
David B. Kaplan
James L. McKenney
Laura Barker Morse
Anthony D. Pell
Nicholas A. Pettinella
F. Grant Saviers
Edward A. Schwartz
Hal Shear
Michael Simmons
Oliver Strimpel
Richard L. Taylor
Dorothy A. Terrell

Board of Overseers

Sam Albert
C. Gordon Bell
Erich Bloch (to be confirmed)
Lawrence S. Brewster
Howard E. Cox, Jr. (to be confirmed)
Robert R. Everett
William Foster
Max D. Hopper (to be confirmed)
Mitchell Kapor (to be confirmed)
James A. Lawrence
Robert Lucky (to be confirmed)
John A. Miller, Jr.
Patrick J. McGovern (to be confirmed)
Carver A. Mead (to be confirmed)
David Nelson
Seymour Papert (to be confirmed)
Sahas S. Patil
John William Poduska, Sr. (to be confirmed)
Naomi O. Seligman
Paul Severino
Casimir S. Skrzypczak
W. J. Spencer
James Sutter

Honorary Trustees

Charles Bachman (to be confirmed)
David Chapman (to be confirmed)
David M. Donaldson
Jon Eklund
Theodore Johnson
Koji Kobayashi
Pat Collins Nelson (to be confirmed)
Russell Noftsker
Brian Randell
Jonathan Rotenberg
Jean E. Sammet (to be confirmed)
Irwin J. Sitkin (to be confirmed)
Michael Spock (to be confirmed)