

# **CONSTITUTION AND BY-LAWS OF THE ALASKA VETERANS MUSEUM**

*(As voted: Nov. 9, 2013)*

## **Article I**

### **NAME**

The name of this corporation shall be the Alaska Veterans Museum and shall hereinafter be referred to as the Museum. Its duration shall be perpetual. The Museum was organized and incorporated on December 13, 2002 under AS 10.20 as a nonprofit organization.

## **Article II**

### **PURPOSES**

This Museum was organized for the purposes of serving the General Public as follows:

- (a) to establish and maintain a museum for public inspiration and remembrance and preservation of the memories of veterans involved in all of America's armed conflicts;
- (b) to educate the general public through the collection, research, preservation and exhibition of artifacts, personal accounts and historical facts relating to the history of America's involvements in armed conflicts to preserve this nation's and the world's freedom;
- (c) to support members of Active Duty, Reserve, and Guard units and Veterans from all branches of military service;
- (d) to promote activities that will enhance or support the purposes of the Museum; and
- (e) to direct all museum operations, improvements, fund raising activities and hold in trust all funds designated for the Museum and its operations.

## **Article III**

### **LOCATION**

The headquarters of this Museum shall be at the official location of the Alaska Veterans Museum, which shall be designated by resolution of the Museum Board.

## **Article IV**

## **MEMBERSHIP**

- (a) **Museum Membership.** Any individual, organization, institution, governmental entity or business desirous of supporting the purposes of the Museum may become a member of this museum upon the payment of annual dues.
- (b) **Annual Dues.** The Board of Directors shall review and set the dues schedule each year during its September meeting and establish by Board Resolution the annual dues for each membership category to be in effect during the following twelve month period.
- (c) **Types of Membership.** The Museum shall offer both personal and group memberships. Personal memberships may be one of five types:
  - (i) **Active Duty/Veteran memberships:** intended for current members of the Armed Forces and those honorably discharged from any branch of the Services or Merchant Marine
  - (ii) **Senior memberships:** intended for any nonveteran, 55 years of age and older
  - (iii) **Adult memberships:** intended for any non-veteran between 18 and 55 years of age
  - (iv) **Student memberships:** intended for anyone less than 18 years of age
  - (v) **Family memberships:** intended for dependent family members residing at the same address
  - (vi) **Group memberships:** intended for any organization, business, institution, or governmental entity.
- (d) **Voting.** Individuals in each membership category shall have one vote which may be exercised at all official meetings of the membership of the Museum. Each group must designate in writing, no less than ten (10) days prior to the meeting, the name of the individual authorized to vote for that group.
- (e) **Life Memberships.** The Board of Directors shall have the authority to establish Life Memberships under such rules and regulations as it may determine.

## **Article V**

## **GOVERNMENT**

- (a) **Museum Board of Directors.** The governing body of the Museum shall be the Board of Directors, hereinafter referred to as the Board. The number of Directors shall be set by action of the Board of Directors, providing that there shall be no more than nine nor less than five Directors. Museum Directors must be members of the Museum.
- (b) **Board Member Terms.** The Museum members elect the Board members for staggered terms of three years.
- (i) Vacancies on the Board created by a resignation or inability to serve will be filled by appointment of the Board for the remainder of the unexpired term.
  - (ii) Board members may serve no more than three consecutive terms or nine years in office but may again be re-elected after one year out of office.
- (c) **Board Responsibilities.**
- (i) the Board shall have responsibility for the management of the Museum
  - (ii) the Board shall establish policy and long-term direction, set goals and objectives, and act upon all committee reports
  - (iii) each Board member is required to serve on at least one standing committee.
  - (iv) a quorum at a meeting of the Board shall consist of a majority thereof
  - (v) each Board member shall have one vote and a majority of the Board members present shall determine a question.
  - (vi) no person shall receive compensation for serving as a member or officer of the Board.
- (d) **Museum Officers.**
- (i) The officers of this Museum shall be a President, a Vice-President, a Secretary, and a Treasurer.
  - (ii) Officers of the Museum shall be responsible for the administration and operation of the Museum and other Museum holdings and for the finances and ethical standards of the Museum.
- (e) **Election of Officers.** Officers are to be elected by the Museum Board following each annual meeting. No individual may serve in any office more than two consecutive years; however, upon the approval by two-thirds of the seated directors, an officer may serve

additional one-year terms as the directors may from year to determine. A vacancy in any office shall be filled by appointment by the Board for the unexpired term of the vacant office.

- (f) **Director Absenteeism.** Any Director who is absent for three successive regular Board meetings without notice to the President, or other Board Member, shall automatically forfeit his directorship and the position will be filled as otherwise provided in these bylaws.
- (g) **Removal for Cause.** Any Director may be removed for good cause, at any meeting called for the purpose by the general membership upon seventy-five percent (75%) of the total active membership entitled to vote thereat, or by unanimous vote of the remaining members of the Board of Directors.
- (h) **Audit Committee.** The President annually shall appoint three Museum members, subject to Board approval, to serve as the Audit Committee. The Audit Committee will examine the Museum books and accounts of the Treasurer and the Secretary at the close of the year's business and report its findings to the Board within ninety (90) days of the close of the Museum's business year.
- (i) **Managing Director.** The Board may by majority vote designate a member to serve as Managing Director to carry out the day-to-day management of the Museum.
- (j) **Standing Committees.** The Museum President shall appoint committee chairpersons in January of each year. The Standing Committees of the Board shall be the following: Fundraising; Financial; Publicity and Community Relations; Membership; Facilities; Education and Docent; Library and Curation; Advisory, and Nominating. Duties of the Standing Committees shall be established by Board Policy.

## **Article VI**

### **DUTIES OF OFFICERS**

- (a) **Duties of the President:**
  - (i) The President shall preside at all meetings of the Museum membership and the Board of Directors.

- (ii) The President shall appoint chairpersons and members of committees as specified in the Bylaws and shall be an ex-officio member of all committees.
- (iii) As authorized and directed by the Board, the President, the Secretary, and/or the Treasurer shall execute and deliver any and all instruments of the Museum and shall further carry out any other duties delegated to them by the Board.

**(b) Duties of the Vice-President:**

- (i) The Vice-President shall, in the absence of the President, have and exercise the duties and the authority of the President.
- (ii) The Vice-President shall assist the President and exercise such powers and perform such other duties as may be delegated by the Board or the President.
- (iii) In the event of the resignation or permanent inability of the President to serve, the Vice-President shall assume full authority and duties of the office of President.

**(c) Duties of the Secretary:**

- (i) The Secretary shall record and keep accurate minutes and maintain the official records of all meetings of the Museum and of the Board.
- (ii) Upon adoption of amendments to these Bylaws, the Secretary shall submit a certified copy to appropriate government agencies.
- (iii) In the absence of both the President and the Vice-President, the Secretary shall temporarily have and exercise the duties and authority of the President.
- (iv) The Secretary shall comply with all necessary city, county, state and federal reporting requirements.
- (v) The Secretary shall perform such other duties as may be delegated by the Board or the President.

**(d) Duties of the Treasurer:**

- (i) The Treasurer shall be the custodian of all the funds of the Museum and under the direction of the Board of Directors shall collect the dues and maintain custody of the Museum funds, keep an accurate account of the same and submit a report thereof during each Board meeting and each official Museum meeting.

- (ii) The Treasurer shall comply with all necessary city, county, state and federal reporting requirements.
  - (iii) The Treasurer, or the authorized signer in the absence of the treasurer, shall disburse funds as authorized by the Board.
  - (iv) The Treasurer shall insure that all funds of the Museum are deposited in the name of the Museum in a checking account, a savings account, and/or such other financial vehicle as determined and designated by the Board in a financial institution or institutions also approved by the Board.
  - (v) The Treasurer shall maintain accurate records of all accounts and balances and be prepared to turn over all official records to their successor when they assume the duties of the office.
  - (vi) The Treasurer will insure all disbursements of Museum funds are made by check, drawn on the Museum checking account, with checks signed by such person or persons authorized by the Bylaws.
- (e) **Duties of the Managing Director:** The Managing Director serves at the pleasure of the Board and shall be responsible for day-to-day management of the Museum under guidelines and policies set by the Board.
- (i) The Managing Director shall be the contact person for the Museum, responsible for communicating with the Museum Membership and the General Public.
  - (ii) The Managing Director shall represent the Board in negotiations with agencies or entities having goals consistent with the Purposes of this Museum as set forth in Article II.
  - (iii) The Managing Director shall be reimbursed for expenditures related to the duties of the office as provided for in the annual budget of the Board.
  - (iv) The Managing Director shall report to the Board each month on Museum activities.

## Article VII

## **FUNDS:**

- (a) **Fund Control.** All funds of the Museum shall be under the direction and ultimate control of the Board of Directors.
- (b) **Signatories.** Persons authorized to sign Museum checks are the President, the Vice-President, the Treasurer, and the Chairperson of the Finance Committee. All checks and fund transfers greater than \$250.00 shall require any two of the four signatures. Any check or fund transfer of \$250.00 or less shall require only one authorized signature. These restrictions should be printed on the checks.
- (c) **Expenditure Purposes.** No obligation or expenses shall be incurred and no money belonging to the Museum expended for other than Museum purposes.
- (d) **Budget Requirement.** No disbursement of Museum funds shall be made unless such expenditure has been identified in the current budget approved by the Museum Board.
- (e) **General Fund.** The receipts from membership dues and other sources when the disposition thereof is not specifically designated, shall constitute the general fund of the Museum, from which all fixed charges for the maintenance and conduct of the Museum, and other expenses regularly incurred by the Museum in the prosecution of its work shall be paid.

## **Article VIII**

### **MEETINGS**

- (a) **Annual Membership Meeting:** The annual meeting of the Museum membership shall be held at a place selected by the Board but convenient to the membership. The date for the annual meeting shall be set by the Board to occur in October or November of each year.
- (b) **Special Membership Meetings:** Special meetings of the Museum membership may be called by the President any time and shall be called when requested in writing by ten members of the Museum membership or by a majority of the Board. Notice of all special membership meetings shall be given at least fourteen days before the date thereof.

- (c) **Museum Meeting Quorum:** Ten active members shall constitute a quorum for the transaction of business during all annual and special membership meetings.
- (d) **Board of Directors Meetings:** Regular meetings of the Board will be held at times as needed, upon call of the President or of any three members of the Board. Board members shall be notified of meetings at least five working days before each meeting.
- (e) **Meeting Procedure:** The rules contained in the latest revision of “Roberts Rules of Order” shall govern the Museum in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of the Museum.
- (f) **Voting:** Election of Board members shall be by written ballot among those members present.

## **Article IX**

### **AMENDMENTS**

- (a) These Bylaws may be altered, amended or repealed and new Bylaws shall be adopted by a two-thirds vote of the Board present at a regular or special meeting of the Board or by a majority vote of the Museum members at any regular or special membership meeting of the Museum.
- (b) The Board shall notify the membership of such proposed Bylaw changes 30 days prior to the next regularly scheduled meeting of the Museum during which a vote of ratification shall be taken.
- (c) A majority vote of the members present at that meeting will constitute a legal ratification of any changes, additions or amendments.
- (d) Any Museum member may submit a request for amendments to the Bylaws by submitting said request in writing to the President of the Board. Such requests may be submitted requesting to appear before either the next regularly scheduled meeting of the Board or the next annual or special meeting of the members of the Museum.
- (e) Upon adoption of amendments to these Bylaws, the Secretary shall submit a certified copy to appropriate government agencies.

**Article X**

**DISSOLUTION**

- (a) Upon dissolution of the corporation, the assets shall be distributed to a qualified organization designated by the Board of Directors, preferably a military museum within the state of Alaska, that was set up in accordance with Section 501(c)(3) of the Internal Revenue Code. The designated organization shall be one that can assure permanent storage and preservation and exercise its best judgments as to the display of all entrusted materials and artifacts.
- (b) The giftee shall be a fund, foundation, or other organization that is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of the United States of America. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:
  - (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
  - (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) No member of the Museum shall personally benefit from the distribution of Museum assets.
- (e) Upon dissolution of the Alaska Veterans Memorial Museum, the disposition of net proceeds from charitable gaming conducted under AS 05.15. et seq. will go to a charitable organization as defined in AS 05.15.690(5) or other qualified organization that is authorized to conduct an activity under AS 05.15. et seq.

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