

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

As adopted by the Board of Directors on February 6, 2002.

Includes Amendment #1 adopted by the Board of Directors on August 28, 2002
and ratified by the membership on November 9, 2002.

Includes Amendment #2 adopted by the Board of Directors on October 3, 2005
and ratified by the membership on November 5, 2005.

Article I

NAME

The name of this corporation shall be the Alaska Veterans Memorial Museum and shall herein after 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:

Section 1. To establish and maintain a museum for public inspiration and remembrance and preservation of the memories of all of America's veterans and of their sacrifice for America's freedom and those of Allied forces.

Section 2. 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.

Section 3. To promote activities that will enhance or support the purposes of the Museum.

Section 4. To direct all museum operations, improvements, fund raising activities and hold in trust all funds designed for the Museum and its operations.

Article III

LOCATION

The headquarters of this Museum shall be at the official location of the Alaska Veterans Memorial Museum, which shall be designated by resolution of the Museum Board. The Museum is currently located at Veterans of Foreign Wars Post No. 9785, 10527 VFW Drive, Eagle River, Alaska 99577.

Article IV

MEMBERSHIP

Section 1. 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 appropriate annual dues. Annual dues shall be for the period of January 1 through December 31. A member joining after July 1 of any year may become a member until December 31 of that year by remitting one-half of the current annual dues for that membership category. Membership will be without remuneration or profit to the individual members of the Museum. No member by virtue of just being a member of the Museum shall be liable for the debts, liabilities, or obligations of the Museum.

Section 2. 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 of January 1 through December 31. The new dues schedule will be subject to ratification by a majority vote of the voting members of the Museum at the next membership meeting.

Section 3. Types of Membership. The Museum shall offer both personal and group memberships. Personal memberships may be one of five types: Active Duty/Veteran, Senior, Adult, Student, and Family. Active Duty/Veteran memberships are intended for current members of the Armed Forces and those honorable discharged from any branch of the Services. Senior memberships are intended for any non-veteran, 55 years of age and older. Adult memberships are intended for any non-veteran between 18 and 55 years of age. Student memberships are intended for anyone less than 18 years of age. Family memberships are intended for directly related family members residing at the same address. Group memberships are intended for any organization, business, institution, or governmental entity. Each membership category shall have the following voting privileges, which may be exercised at all official meetings of the membership of the Museum.

<u>MEMBERSHIP TYPE</u>	<u>VOTE</u>
<u>Personal Memberships:</u>	
Active Duty/Veteran	1
Senior	1
Adult	1
Student	1
Family	2
<u>Group Memberships:</u>	
Organization	1
Business	1
Institution	1
Governmental Entity	1

Section 4. Benefits of Membership.

A. Personal Membership:

Free admission to the Museum with membership card

Quarterly Newsletter

10% discount on Museum store purchases, lectures, and special events

B. Group Membership:

Two rotational passes for admission to the Museum

Quarterly Newsletter

10% discount on Museum store purchases, lectures, and special events.

Section 5. Payment of Dues. Dues for the twelve month period of January 1 through December 31 shall be payable by January 31 of each year. The Chairman of the Membership Committee shall notify members by mail of dues renewal before January 1 of each year. Members whose dues are more than three months in arrears shall lose privileges of the Museum, including voting, until such time as the Treasurer receives the full year's dues.

Article V

GOVERNMENT

Section 1. Museum Board of Directors. The governing body of the Museum shall be the Board of Directors, hereinafter referred to as the Board. The Board shall be composed of the Officers of this Museum, plus At-Large members. 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. The Museum members elect the Board members for staggered terms of three years. Vacancies on the Board created by a resignation or inability to serve will be filled by appointment of the President for the remainder of the unexpired term.

Section 2. Board Responsibilities. The Board shall have responsibility for the management of the Museum. The Board shall establish policy and long-term direction, set goals and objectives, and act upon all committee reports. 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. Each Board member is required to serve on at least one standing committee. A quorum at a meeting of the Board shall consist of a majority thereof. Each Board member shall have one vote and a majority of the Board members present shall determine a question. No person shall receive compensation for serving as a member or officer of the Board.

Section 3. Museum Officers. The officers of this Museum shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 4. Directors Terms. 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. Any officer of the Board is eligible to serve on the Board upon the election of their successor provided they have not served nine years on the Board and provided further that they are elected to the new position by the Museum membership.

Section 5. Election of Officers. Officers shall be elected by the Museum members during the Annual Meeting and shall hold office for a period of three years or until their

successors are elected and take office. All officers elected will take office the following January 1, except for the initial Board who will assume office upon adoption of the Museum By-Laws. A vacancy in any office shall be filled by appointment by the President for the unexpired term of the vacant office.

Section 6. Director Absenteeism. Any Director who absents himself from the regular Board of Directors meeting for three successive regular Board meetings without notice to the President, or other Officer or Board Member, shall automatically forfeit his directorship and the position will be filled as otherwise provided in these by-laws.

Section 7. Removal for Cause. Any Directorship may be revoked 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 there at, or by unanimous vote of the remaining members of the Board of Directors.

Section 8. Standing Committees. The Museum President shall appoint, as needed, committee chairpersons in January of each year from members of the Board, to the extent possible. Chairpersons may be appointed from the membership of the Museum if no member of the Board is willing or qualified to serve in that capacity. Committee chairpersons appointed by the President who are not Board members must be Museum members. The President may appoint remaining committee members from the Board or the Museum membership. All committees shall record and keep minutes of their proceedings and report the same to the Board. Each committee chairperson shall render an annual written report of the committee's activities and file such reports with the Secretary one month prior to the annual meeting. Committees shall have neither the power to form Board policy nor any individual authority to commit the Board. Their obligation is to present recommendations to the Board for consideration and implement decisions of the Board.

The Standing Committees of the Board shall be the following: Fundraising; Financial; Publicity and Community Relations; Membership; Grounds, Buildings, and Maintenance; Education and Docent; Library and Curation; Nominating; and Audit.

Fundraising: The Vice-President shall be the chairperson of the Fundraising Committee and shall appoint committee members, as needed, having experience in areas that may include fundraising and merchandising activities. **Duties:** Develop a long term funding plan that meets the budget and cash flow needs of the Museum. Develop, implement and monitor specific fundraising programs and activities that accomplish the goals of this plan. Establish and maintain a current solicitation mailing list and labels. Submit all proposed plans and activities to the Board for approval. Review items that might be appropriate for public sale and recommend periodically to the Board a merchandise program for sales to Museum members and the public. Implement Board approved merchandise program.

Financial: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience in areas that may include banking, accounting, insurance and taxation. **Duties:** Prepare and recommend an annual budget for the Museum to be presented to the Board for approval. Has fiduciary responsibility for custody of all funds of the Museum, including but not limited to the operating funds,

membership dues and investments. Advise and assist the Treasurer in maintaining the bookkeeping and accounting systems, preparing of all government reporting requirements, maintaining banking relationships, selecting for recommendation to the Board and monitoring approved insurance coverage, research and recommend grant applications and all other financial matters. All investments, budgets and insurance policies must be administered as approved by the Board.

Publicity and Community Relations: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience in areas that may include media, publicity, and public relations. **Duties:** To develop and maintain a positive public image and awareness of the Museum activities throughout Anchorage and the State of Alaska. Develop an annual advertising and publicity program for Board approval during the last fiscal quarter of each year for implementation the following year. Write, edit, publish and distribute the Museum newsletter and other public announcements. Develop, update, and maintain an internet web-page for the Museum.

Membership: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience in areas that may include organizing membership campaigns and participation in business, service and fraternal clubs. **Duties:** Conduct Museum membership drives in order to obtain and retain the highest Museum membership possible. Establish and maintain a complete file on all members showing name, address, category of membership, record of dues payments and necessary data. Send a notice of dues renewal to all Museum members by January 1 of each year. Develop a follow up program to retain those members who are more than 90 days past due. Maintain a complete mailing label system for current and prospective membership.

Grounds, Buildings, and Maintenance: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience that may include the design, construction, operation and maintenance of buildings and grounds, in particular, museum structures. **Duties:** Responsible for the development and periodic update of a long range conceptual facilities plan for the Museum. Develops and evaluates alternatives and prepares specific land acquisition and facilities development proposals for Board consideration. Responsible for the preparation of construction plans and specifications for land development and structure construction and oversight of said construction projects. Insures the proper operation, maintenance, repair, and rehabilitation of the Museum's land and physical assets.

Education and Docent: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience that may include educational activities, schools/colleges, or interpersonal and organizational skills. **Duties:** Develop educational programs for youths and adults to further the purposes of the museum. Organize and provide veterans and others as speakers on military/veterans topics for community and educational groups. Recruit, train, motivate and schedule docents to provide guided tours of the museum and other wise meet the needs of the Museum.

Library and Curation: Consists of a chairperson appointed by presidential discretion and committee members, as needed, having experience that may include knowledge in the areas of libraries, historical or genealogical research, written and/or audio-visual materials, historic preservation, or conservation, storage, and display of

historical information and items. **Duties:** Responsible for the proper collection, display, cataloging, maintenance, and repair of books, manuscripts, newspapers, video interviews, other historical source material, and veteran's artifacts donated or loaned to the Museum. Develops a written and audio/video library for public viewing and staff and visitor research. Develops and conducts an oral history program recording and documenting the stories of the service of veterans.

Nominating: Consists of a chairperson appointed by presidential discretion and committee members, as needed. **Duties:** Develop for Board review a board profile indicating the types of people needed on the Board and Museum committees in terms of experiences, skills and education. Prepare lists of prospective officers and Board member nominees for election by the Museum members during the annual meeting. Identify and recruit Museum members and others for committee work.

Audit: Consists of three Museum members appointed annually by the President, subject to Board approval. **Duties:** 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 of Directors within 90 days of the close of the Museum's business year.

Article VI

DUTIES OF OFFICERS

Section 1. Duties of the President: The President shall preside at all meetings of the Museum membership and the Board of Directors. The President shall appoint chairpersons and members of committees as specified in the By-laws and shall be an ex-officio member of all committees. The President shall appoint replacements to all Board vacancies to complete the term of the vacated position. 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.

Section 2. Duties of the Vice-President: The Vice-President shall, in the absence of the President, have and exercise the duties and the authority of the President. The Vice-President shall assist the President and exercise such powers and perform such other duties as maybe delegated by the Board or the President. The Vice-President shall serve as the chairperson of the Fundraising Committee. 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.

Section 3. Duties of the Secretary: The Secretary shall record and keep accurate minutes and maintain the official records of all meetings of the Museum and of the Board. 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. The Secretary shall comply with all necessary city, county, state and federal reporting requirements. The Secretary shall perform such other duties as may delegated by the Board or the President.

Section 4. Duties of the Treasurer: 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. The Treasurer shall comply with all necessary city, county, state and federal reporting requirements. The Treasurer, or the authorized signer in the absence of the Treasurer, shall disburse funds as authorized by the Board. 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. 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. 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 By-laws. 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. The Treasurer, President, Vice-President and Chairperson of the Finance Committee shall give bond for the faithful performance of their duties at the expense of the Museum.

Article VII

FUNDS

Section 1. Fund Control. All funds of the Museum shall be under the direction and ultimate control of the Board of Directors.

Section 2. Expenditure Purposes. No obligation or expenses shall be incurred and no money belonging to the Museum expended for other than Museum purposes.

Section 3. 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.

Section 4. 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.

Section 5. Salaried Employees. All salaried employees of the Museum shall furnish bond, acceptable to the Board of Directors, at the expense of the Museum, or as the Board of Directors may otherwise direct.

Article VIII

MEETINGS

Section 1. 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 each year between 30 September and 16 November.

Section 2. 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.

Section 3. Museum Meeting Quorum: Ten percent (10%) of the current membership total or twenty-five active members, whichever is the lesser, shall constitute a quorum for the transaction of business during all annual and special membership meetings.

Section 4. 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. Failure to attend three Board meetings in a calendar year, without a reason accepted by the President, shall result in dismissal from the Board of Directors. Because it is vital to secure individuals whose dependability in attendance will insure a consistent first hand knowledge of Museum business, one meeting to the next, this rule shall be strictly enforced in order to best represent the public interest in the operation of the Museum.

Section 5. 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 By-laws or special rules of the Museum. The order of business at any regular or special meeting shall be:

1. Call to order
2. Opening prayer
3. Pledge of Allegiance
4. Roll call and determination of a quorum.
5. Reading and approval of previous meeting's minutes.
6. Treasurer's Report
7. Museum updates
8. Reports of other officers and committees
9. Unfinished business
10. New business.
11. Adjournment

Section 6. Voting: During the annual meeting, election of officers and board members shall be by written ballot of those members present.

Article IX

AMENDMENTS

These By-laws may be altered, amended or repealed and new By-laws 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. The Board shall notify the membership of such proposed By-law changes 30 days prior to the next regularly scheduled meeting of the Museum during which a vote of ratification shall be taken. A majority vote of the members present at that meeting will constitute a legal ratification of any changes, additions or amendments. Any Museum member may submit a request for amendments to the By-laws 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.

Article X

DISSOLUTION

Section 1. 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 judgements as to the display of all entrusted materials and artifacts.

Section 2. 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.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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).

Section 4. No member of the Museum shall personally benefit from the distribution of Museum assets.

Section 5. 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.

These By-laws were adopted after motion, second, discussion and questions on the 6th day of February, 2002 by a vote of five (5) in favor and zero against at the first meeting of the Board of the Alaska Veterans Memorial Museum at which a quorum of five (5) members were present.

Amendment # 1 to the Alaska Veterans Memorial Museum By-Laws was adopted after motion, second, discussion and questions on the 28th day of August, 2002 by a vote of

five (5) in favor and none (0) against at a regularly scheduled meeting of the Board of Directors of the Alaska Veterans Memorial Museum at which a quorum of five (5) members were present. Amendment #1 was ratified by the Museum membership at its Annual Meeting on November 9, 2002. The vote was twelve (12) in favor and none (0) against with a quorum of more than 10% of the membership of thirty-seven (37) present.

Amendment # 2 to the Alaska Veterans Memorial Museum By-Laws was adopted after motion, second, discussion and questions on the 3rd day of October, 2005 by a vote of six (6) in favor and none (0) against at a regularly scheduled meeting of the Board of Directors of the Alaska Veterans Memorial Museum at which a quorum of seven (7) members were present. Amendment #2 was ratified by the Museum membership at its Annual Meeting on November 5, 2005. The vote was thirty-five (35) in favor and none (0) against with a quorum of more than 10% of the membership of forty-six (46) present.

Attest: _____/S/_____

Roger Wortman
President

Attest: _____/S/_____

Forest Brooks
Secretary