

BYLAWS OF THE CORPORATION, ARKANSAS AIR AND MILITARY MUSEUM, INC.

TABLE OF CONTENTS

ARTICLE I	THE CORPORATION
ARTICLE II	MUSEUM MEMBERS
ARTICLE III	MEETINGS
ARTICLE IV	BOARD OF DIRECTORS
ARTICLE V	OFFICERS
ARTICLE VI	COMMITTEES
ARTICLE VII	EMPLOYEES OF THE CORPORATION
ARTICLE VIII	CONTRACTS LOANS CHECKS AND DEPOSITS
ARTICLE IX	GENERAL
ARTICLE X	AMENDMENTS
CERTIFICATION OF ADOPTION	

ARTICLE I - THE CORPORATION

Section 1.1 Name of the Corporation

The name of the corporation shall be "Arkansas Air and Military Museum, Inc.," hereafter referred to as the Corporation.

Section 1.2 Non-profit Purposes

The Corporation is organized and operated exclusively for charitable or educational purposes.

Specifically, the Corporation is organized to:

- Seek, identify, collect, document, and preserve aviation and military history artifacts;
- Record the Museum's artifacts using museum cataloging procedures, digital and audio recording; and to apply appropriate preservation techniques; and
- Educate the general public regarding the Museum's subject matter by, for example, publicizing and promoting the Museum, and by providing both tours and unguided observation of artifacts.

The Corporation shall operate in compliance with Section 501(c)(3) of the Internal Revenue Code, as that section may be amended from time-to-time.

Section 1.3 Seal of the Corporation

The Corporate seal shall be in such form and design as the Board of Directors may select and shall have the wording "Arkansas Air and Military Museum Inc." and the year of the incorporation inscribed thereon.

Section 1.4 Office of the Corporation

The registered office of the Corporation shall be 4290 S. School Ave., Fayetteville, Arkansas 72701

Section 1.5 Fiscal Year

The fiscal year of the Corporation shall run from January 1 to December 31.

ARTICLE II – MUSEUM MEMBERS

Section 2.1 Classes of Museum Members

The board may create various classes of non-voting museum members and determine dues and privileges for each class at its discretion.

Section 2.2 Roster

The executive director shall be responsible to show a written record of the membership of this nonprofit corporation as maintained. The membership records shall contain the name and address of each member, and in any case where any membership has been terminated for any reason, an entry of such fact, together with the date upon which the membership was terminated. This shall be in effect as of the effective date of this revision to the bylaws.

ARTICLE III – MEETINGS

Section 3.1 Annual Membership Meeting

The annual meeting of the Corporation shall be held in the month of December at a time and place designated by the Board President after consultation with the Board. The entire membership shall be invited. The Board shall approve a slate of officers for the next year, may elect Board members, and conduct any other business that the Board wishes to address.

Section 3.2 Regular Board of Directors Meetings

Regular meetings to conduct the Corporation's business will be held monthly at a time and place designated by the Board President after consultation with the Board.

Section 3.3 Special Meetings

The President of the Board may, when he/she deems it expedient, or shall, upon the written request of at least three (3) members of the Board, call a meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be emailed or delivered to each member of the Board, or may be mailed to the business address, home address, or both, of each Board member, with sufficient postage attached, at least three (3) days prior to the date of such special meeting. A board member may waive notice of a particular meeting. Each waiver shall be in writing and addressed to the Board President.

At a special meeting, no business shall be considered other than as designated in the call unless all members of the Board are present, in which case any and all business may be transacted.

Section 3.4 Quorum

The powers of the Corporation shall be vested in the members of the Board of Directors in office from time to time. A simple majority of Board Members shall constitute a quorum for the purpose

of conducting corporate business and exercising corporate powers and for all other purposes. Properly submitted proxies shall count toward the quorum. Except as provided in Sections 3.3, 4.3, 4.5, and 10.1, action may be taken by the Board upon an affirmative vote of a simple majority of the quorum.

Section 3.5 Manner of Voting

The voting on all questions coming before the Board shall be by written ballot or by yea and nay votes, and the result of the vote shall be announced by the President and entered upon the minutes of each meeting. The President shall be free to vote on all questions. Voting by e-mail (electronic mail) is acceptable to cast and submit a vote.

Section 3.6 Order of Business at regular Board Meetings

The following shall be the order of business:

1. CALL TO ORDER
2. PLEDGE OF ALLEGIANCE
3. PRAYER
4. ROLL CALL
5. MINUTES OF LAST MEETING
6. PRESIDENT'S REPORT
7. TREASURER'S REPORT
8. EXECUTIVE DIRECTOR'S REPORT
9. COMMITTEE REPORTS
10. OLD BUSINESS
11. NEW BUSINESS
12. NEXT MEETING DATE
13. ADJOURNMENT

Section 3.7 Resolutions

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Board.

Section 3.8 Rules of Order

In all other respects not otherwise specifically provided for in these Bylaws concerning procedural matters, Robert's Rules of Order shall govern the conduct of all meetings of the Board.

Specifically, Board officers shall be familiar with and agree to abide by and conduct business according to Robert's Rules of Order. A Parliamentarian shall be appointed by the Executive Committee to assist with compliance with procedural requirements and management of meetings. The Parliamentarian may but need not be a member of the Board. The role of Parliamentarian is purely advisory, and any advice given will be considered but will not be binding.

Section 3.9 Proxy Voting

In case a member of the Board is unable to attend a meeting, the member may designate a proxy. Each proxy must be in writing or via e-mail and may either give specific instructions on how to vote on issues expected to come up or give the proxy discretionary power. However, no board member at a meeting can have more than one proxy vote. Each proxy must be presented to the Secretary no later than roll call and will be recorded in the minutes.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 General Power

The corporate powers of the nonprofit corporation are vested in the Board of Directors including, without limitation, fiduciary oversight and broad strategic direction, for example, establishing the overall policies and objectives of the Corporation reviewing and approving budgets, determining the Executive Directors job description, and monitoring and evaluating the Executive Director's performance.

Section 4.2 Number and Term

The Corporation shall be operated by a Board of Directors whose number shall not exceed thirteen (13). The Board members shall be elected to serve a term of four (4) years. The Board of Directors may alter the number of Directors by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 4.3 Election of Successors

Upon expiration of the term of any Board member, a successor member shall be elected by a simple majority of the remaining Board membership (Sect. 3.1) for a term of four (4) years. A member shall be eligible to succeed himself or herself for a maximum total of eight (8) years. Upon completion of eight (8) consecutive years (two consecutive four-year terms) of service on the Board, that director shall be disqualified from seeking re-election to the Board for two (2) years.

Under exceptional circumstances, for example, in order to maintain continuity, by approval of at least 75% (seventy-five percent) of the Board members, a member may serve beyond eight years: (a) until his or her successor is elected and qualified; or (b) for one additional year, whichever comes first.

Upon election to the Board, each Board member acknowledges his / her fiduciary duty to the Board and the Corporation, and agrees to act only in accordance therewith.

Section 4.4. Board Member Participation and Removal

Section 4.4.1 Members of the Board of Directors shall be members of the museum and shall attend and volunteer at a minimum of two Museum events during each calendar year.

Section 4.4.2 Removal for Cause: Members of the Board of Directors may be removed for cause if the Member fails to comply with § 4.4.1, fails to attend 3 consecutive Board meetings (virtually or in person) for reasons other than work, health, or both.

Section 4.4.3 Removal With or Without Cause: The entire Board of Directors or any one or more of the directors may be removed with or without cause, at any meeting of the Museum Membership called expressly for that purpose, by the affirmative vote, in person or by proxy, of a majority in number of entitled to vote at an election of Directors. If less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against the member's removal would be sufficient to elect the member at an election of the entire Board of Directors.

Section 4.5 Vacancies

Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors.

A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term, and shall be eligible to succeed himself or herself for a maximum of eight (8) years after the end of the unexpired term.

Section 4.6 Honorary Board Members

The Board may elect any active Board member who has served a minimum of six years to an honorary Board position if (1) the active Board member elects to be placed on honorary status, or, (2) is to be disqualified from seeking re-election under Section 4.3. Honorary members have all Board privileges except voting privileges. Honorary Board members do not count toward the maximum number of Board members. There is no term limit for honorary members.

Section 4.7 Compensation

The members of the Board of Directors and the Parliamentarian shall receive no compensation for personal services to the Corporation but shall be entitled to reimbursement of expenses incurred for the exclusive benefit of the corporation. A resolution of the Board is required before payment of expense reimbursement.

Section 4.8 Directors and Officers Indemnification

No Director of the nonprofit corporation will be personally liable for the payment of the nonprofit corporation's debts and liabilities, except as any Director may be liable by reason of his or her own conduct or acts undertaken other than for the exclusive benefit of the nonprofit corporation. Such

relief from liability for the nonprofit corporation's debts will not apply in any instance where that relief is inconsistent with any provision of § 501(c)(3), as amended from time to time.

Subject to the previous paragraph, the nonprofit corporation shall indemnify every director, officer, or committee member and his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her – as well as any amount paid upon judgment – in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a director or officer of the nonprofit corporation.

This indemnity is given because the nonprofit corporation asks the directors to act for the nonprofit corporation's benefit, and is exclusive of all other rights to which a director of officer may be entitled.

Section 4.9 Conflict of Interest

Before a vote, any member who has a personal interest that may be advanced or impaired as a result of the vote shall disclose that interest, and shall either recuse from the vote or ask the Board to waive the conflict of interest.

Section 4.10 Procedure

The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

Section 4.11 Quorum

A simple majority of serving Board members shall constitute a quorum, and may conduct corporate business at regular meetings, except that a 2/3 vote of serving Board members is required to amend the By-Laws.

Section 4.10 Action without Meeting

Any action required or permitted to be taken at a meeting of the serving Board members may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the Board of directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book. The Executive Committee of the Board has authority to act on behalf of the full Board for any matter involving an expenditure of \$1000 (one thousand dollars) or less.

ARTICLE V – OFFICERS

Section 5.1 Officer Elections

The Board shall elect, from its members, a President, Vice President, Secretary and Treasurer at the annual meeting. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as convenient.

Officers shall serve a term of twenty-four (24) months.

Only the offices of the Secretary and Treasurer may be held by the same person.

Section 5.2 President

The Board President shall:

- A. Preside at all meetings of the members of the Board of Directors.
- B. Be an ex-officio member of all Board committees, except the nominating committee; and
- C. Serve as the principal liaison between the Board and the Museum Director.

Section 5.3 Vice-President

The Vice President, in the absence of the President or in the event of the President's death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 5.4 Secretary

The Secretary shall:

- A. Keep the minutes of the proceedings of the Board of Directors and all membership meetings in one or more digital or paper books provided for that purpose.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Be custodian of the records the Corporation.
- D. Keep a register of the home, business, and email (if available) address of each Board member which shall be furnished to the Secretary by such member.
- E. In general, perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him/her by the President or by the Board.
- F. Keep an up to date roster of all members of the Corporation.

Section 5.5 Treasurer

The Treasurer shall:

- A. Have the custody of the corporate funds and securities, be responsible to assure that full and accurate accounts of receipts and disbursements of the Corporation are kept and are available to the Board, and shall deposit all funds and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors.

B. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and within thirty (30) days deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws.

C. Disburse the funds of the Corporation as ordered by the Board of Directors, and prepare financial statements as the Board directs.

D. See that all reports required by law are prepared and filed on time with the Internal Revenue Service, and with the State of Arkansas.

E. Serve as Chairman of the Finance Committee.

F. Sign with the President, any deeds, mortgages, bonds, contracts or other instruments, the issuance of which shall have been authorized by resolution of the Board.

G. In general perform all the duties as from time to time may be assigned to him/her by the President or by the Board.

Section 5.6 Vacancies

Should the office of President, Vice President, Secretary or Treasurer become vacant, the Board shall elect a successor from their members within thirty (30) days, and such election shall be for the unexpired term of said office.

ARTICLE VI- COMMITTEES

Section 6.1 Responsibilities

There shall be three (3) standing committees: Executive, Finance, and Collections and Exhibits. The Chair of each standing committee shall report activity of his / her committee to the Board at each regular meeting.

A. The Executive Committee shall:

- 1) Be chaired by the President.
- 2) Be composed of the four elected Board officers plus two additional members selected by the President from the Board, Museum members or both.
- 3) Coordinate, with the Executive Director, present and future projects of the Museum.
- 4) Meet monthly or as often as required.

Meetings are open to all Board members.

B. The Finance Committee shall:

- 1) Seek to raise funds through grants, fund raisers, and any other necessary and appropriate means that it deems fit.
- 2) Study and make recommendations to the Board as to what fees, if any, should be charged for admission and use of Museum facilities, and for Membership Dues.
- 3) Review all budgets, and prepare and present an annual budget at the November Board meeting.
- 4) Be chaired by the Treasurer.

C. The Collections and Exhibits Committee shall:

- 1) Plan and set up the Museum's exhibits including removal and addition of display items.
- 2) Maintain the Museum's collection.
- 3) Maintain a comprehensive inventory of the Museum's collection.
- 4) Seek new items for the collection and accept or reject offered donations, subject to approval of the Board of Directors.
- 5) Dispose of or sell items in the Museum's inventory, subject to approval of the Board of Directors.
- 6) Be chaired by a Board member.
- 7) Shall publish operating procedures for the special control of exhibits and displays as necessary.
- 8) Maintain the Museum's library.
- 9) Seek to expand the Museum's library.
- 10) Keep an up-to-date inventory of the library's collections.

D. The Nominating Committee shall:

- 1) Be formed at the direction of the President.
- 2) Formulate a list of candidates for the vacancies of the Board of Directors.
- 3) Publish said list of candidates in the November issue of the Museum's newsletter.
- 4) Formally present the list of candidates at the annual meeting to be voted.

Section 6.2 Appointments

The President of the Board shall appoint all committees and committee chairs. The President may create additional committees as the need arises.

Section 6.3 Reports

All committees must make regular reports to the Board, and in no case less often than once per quarter.

Section 6.4 Non-voting Members

The Executive Director of the Museum shall be a non-voting member of all committees so that he/she may be fully informed as to all current operations of the Museum.

ARTICLE VII - EMPLOYEES OF THE CORPORATION

Section 7.1 Employment and Compensation

The Board may employ and pay compensation to such employees and agents, including attorneys, consulting engineers, architects, surveyors, accountants, financial experts, technical advisors and such other employees and agents as may be necessary in its judgment, and may fix their compensation.

Section 7.2 Executive Director

The Board of Directors shall employ a Museum Director who serves as the nonprofit corporation's principal executive officer and has general charge and control over all of the nonprofit corporation's business affairs and properties, subject to the established policies and control of the Board of Directors.

Section 7.3 Expense Review

Section 7.3.1 The Museum Executive Director may approve expenditures without Board review (“discretionary expenditures”). The Board of Directors shall from time to time determine the maximum amount of each discretionary expenditure. Expenditures exceeding the amount set for discretionary expenditures require approval of the Board of Directors.

Section 7.3.2 If a Board member determines that a discretionary expenditure is necessary and time critical such that it is not practical to obtain prior approval of the museum Executive Director, the Board member may make the purchase and submit the receipt(s) to the Museum Executive Director for approval. The Museum Executive Director may approve the expenditure or submit the expenditure for Board of Directors review at the next regularly scheduled Board meeting.

Section 7.4 In case of the death, permanent absence or disability of the museum Director the Board of Directors will designate an acting Museum Director, who will perform the Museum Director's duties and be subject to all restriction applicable to, and have all the powers of, the Museum Director, until a successor is named.

Section 7.5 Annual Evaluation of Employees

A. The President of the Board of Directors shall evaluate the Executive Director of the Museum annually and shall submit a proposed evaluation to the Board of Directors for comment and such amendment(s) to the evaluation as may be adopted by a majority vote of a quorum of the Board of Directors.

B. The Executive Director of the Museum shall evaluate all other employees annually and provide a copy of each evaluation to the President of the Board of Directors, who shall provide copies to the Board of Directors with a recommendation to adopt or amend the evaluation(s). The Board of Board of Directors may adopt the evaluation(s) or amend the evaluation(s) by majority vote of a quorum of the Board of Directors.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1 Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 8.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall be confined to specific instances.

Section 8.3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer, a designated member of the Finance Committee, the President, or the Executive Director of the Museum to the maximum amount of \$2,000 (two thousand dollars). Any of the above instruments in excess of \$2,000 (two thousand dollars) must have the signature of any two of the above officials. The Board may, when it deems necessary, appropriately authorize other officers, directors, or members of the Corporation to execute and sign such instruments so long as the authorization complies with Section 8.3.

Section 8.4 Deposits

All funds of the Corporation not otherwise employed shall be deposited within thirty (30) days of receipt to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may select.

ARTICLE IX – GENERAL

Section 9.1 Property

The Corporation may acquire property, whether real, personal, or mixed, by purchase, gift, donation, bequest, or otherwise, and may use and dispose of such property in furtherance of the objectives of the Corporation.

Section 9.2 Dissolution

In event of dissolution of the Corporation, and after payment of all just debts, the Board shall distribute all remaining assets to museums and educational organizations recognized as such under the provisions of Internal Revenue Code § 501(c)(3).

ARTICLE X – AMENDMENTS

Section 10.1 Amendments to Bylaws

The Board may adopt, make, alter, suspend, and repeal the Bylaws of the Corporation by a vote of 2/3 of the Board members at any Board meeting.

CERTIFICATION OF ADOPTION

The forgoing Bylaws of the Corporation have been duly adopted this 27 day of July, 2024 by action of the Board of Directors of the Corporation, Arkansas Air and Military Museum, pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.



Secretary

(Kimberly Tibbels SR)