

Bylaws of the
Armed Forces Heritage House, Inc.
DBA: Armed Forces Heritage Museum
A New Jersey Nonprofit Corporation
Post Office Box 324, Wrightstown, New Jersey 08562

Article 1 – NAME

The name of this Corporation shall be the “Armed Forces Heritage House, Inc.” and the corporation may do business as the “Armed Forces Heritage Museum” and shall hereinafter be called “AFHM”. The legal address for the AFHM is Post Office Box 324, Wrightstown, New Jersey 08562. The physical address for the AFHM is yet to be determined. The New Jersey State Corporation filing number is 0400351688, filing date of May 31 2010. The Federal Employer Identification Number is 27-2739858.

Article 2 - PURPOSE

Section 1: The exclusive charitable and educational mission under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), for which the AFHM is organized and is being operated, shall be to “preserve, interpret, exhibit, and educate all on the rich history, artistry, heritage, and environment of the armed forces”.

Section 2: The AFHM will establish and operate a permanent environment to house and display historical heritage. This environment may be located on Joint Base McGuire-Dix-Lakehurst (JBMDL) in such a manner as to allow all visitors unrestricted ease of access to the AFHM.

Section 3: The AFHM is organized under the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq. (“Act”).

Section 4: Nonprofit Policy. The Museum shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its bylaws, as the same may from time to time be amended.

Section 5: Non-Federal Entity. The AFHMM is a non-federal entity. It is not a part of the department of defense or any of its components and it has no governmental status.

Article 3 – POWERS

Section 1: The AFHM shall have all of the powers which non-stock, nonprofit corporations under the Act are permitted to exercise, including, but not limited to, the power to buy and sell real estate and personal property and to mortgage or lease the same, to borrow money in any form for the general purposes of the AFHM, to accept grants, gifts, and donations and to develop and implement fundraising activities to further these causes.

Section 2: In particular and without limitation of the foregoing, the AFHM shall not have or issue shares of stock or pay dividends. No part of the net earnings of the AFHM shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the AFHM shall be authorized an “empowered to pay” reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the AFHM shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the AFHM

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shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the AFHM shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 3: In the event of the dissolution of the AFHM, its assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, as the Board of Directors shall direct, to the federal, state or local government or to another organization as shall then be recognized by the Internal Revenue Service as a Section 501(c)(3) educational organization and which shall have the same or similar purposes as the AFHM.

Article 4 – OFFICES

The principal office of the AFHM shall be in the State of New Jersey. The AFHM shall designate a registered office in accordance with the law and shall maintain it continuously.

Article 5 - MEMBERS

Section 1: The AFHM shall have members with voting rights under the Act, as described in more detail below.

Section 2: Any person in sympathy with the purposes of this AFHM is eligible to membership and upon written application and payment of dues in accordance with the classification established by the Board of Directors, shall be admitted to membership.

Section 3: There shall be classifications of membership in the AFHM as the Board of Directors shall designate from time to time. As of the date of adoption of these Bylaws, there are the following classifications of membership: CHARTER MEMBERS of the AFHM, LIFE MEMBERS, INDIVIDUAL MEMBERS, and HONORARY MEMBERS. Such classifications are described below.

Section 4: Persons who were members of the AFHM on or before the 1st day of October 2010 shall be designated as CHARTER MEMBERS of the AFHM. All CHARTER MEMBERS shall be members of the AFHM with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting.

Section 5: Certain persons may be designated by the Board of Directors to be LIFE MEMBERS of the AFHM for their outstanding contributions to the AFHM. LIFE MEMBERSHIP may also be awarded by the Board of Directors for a particular level of contribution. All LIFE MEMBERS shall be members of the AFHM with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting. LIFE MEMBERS are exempt from annual dues.

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Section 6: HONORARY MEMBERSHIP may be bestowed on those persons who have rendered outstanding work or made valuable contributions for the furtherance of the objectives of this AFHM, who shall be elected by the Board of Directors. HONORARY MEMBERS shall not have voting rights under the Act, and therefore, shall not count for the purposes of a quorum of a membership meeting.

Section 7: INDIVIDUAL MEMBERS are membership classifications designated by the Board of Directors for individuals interested in the educational mission of the AFHM. Such INDIVIDUAL MEMBERS shall be members of the AFHM with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting.

Section 8: Dues will be determined by the Board of Directors for each classification of membership and are payable yearly, unless multiple year options are approved by the Board of Directors. Members owing dues in arrears more than three (3) months after payment is due shall be dropped from membership automatically, provided however, written notice is sent by the Secretary to such members of the removal from membership due to non-payment of dues.

Section 9: All classifications of membership, except HONORARY MEMBERS, shall be entitled to only one vote per membership on each matter submitted to a vote of the members. Only members whose dues are not in arrears are considered in good standing, and therefore, are permitted to vote on matters submitted to a vote of the members.

Section 10: Membership in this AFHM is not transferable or assignable.

Section 11: A member can be removed from membership, without assignment of any cause, by an affirmative vote of two-thirds (2/3rds) of the Directors in office. Written notice of the proposed removal shall be provided to the member and the member will be given the opportunity to be heard, if requested by the member, prior to removal, at a meeting of the Board of Directors. No formal hearing procedure will be followed and the member shall have no right to have legal counsel present or to cross-examine witnesses.

Article 6 – TRUSTEES

Section 1: The Trustees shall work with, advise, and support the Board of Directors and the mission of the AFHM. Trustees shall not be deemed “another body” under the Act with power to act for the Board of Directors, but shall be advisors only in nature. Trustees are not term limited and are members in good standing as described in Article 5 of these bylaws.

Section 2: Trustees are appointed by a simple majority vote of the Board of Directors. Trustees may attend meetings of the Board of Directors in a non-voting capacity, and may not be counted towards the quorum of the Board of Directors. Trustees may be included in Closed Session Meetings of the Board of Directors. Trustees perform tasks requested by the Board of Directors. Trustees should attend a minimum of three Board of Director meetings a year and

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shall be excused from Trustee duties upon not attending a minimum of three meetings in a one year period unless the Trustee is excused for an urgent reason. Trustees may attend any AFHM general meeting.

ARTICLE 7 - BOARD OF DIRECTORS AND THEIR DUTIES

Section 1: The Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) members of the AFHM and shall be divided into three (3) classes (Director Class A, Director Class B, and Director Class C). Each Director Class shall have staggered three (3) year term, with one-third (1/3) of the Director Class positions expiring each year. The number of Directors may be expanded by majority vote of the Board of Directors in office. Members must be elected to Director Positions by the members entitled to vote in accordance with Article 8.

Section 2: There are no limits to the number of terms for Directors. All Directors are eligible for re-election upon the expiration of their current term.

Section 3: Any member of the AFHM that has been in good standing for a minimum of one (1) year may be elected to the Board of Directors. Any Director missing four (4) meetings in a calendar year without good cause may be removed from the Board upon the majority vote of the Directors at a meeting where a quorum exists. Paid staff members of the AFHM shall not be eligible for election to the Board of Directors.

Section 4: The Board of Directors shall administer all bequests and trust funds and invest such funds in accordance with the Uniform Management of Institutional Funds Act as adopted in New Jersey, N.J.S.A. 15:18-15 et seq. ("UMIFA"). The Directors shall have oversight and care of all real and personal property and equipment acquired by the AFHM, as well as any article or material which is loaned to the AFHM. The Executive Committee shall authorize all contracts, leases, deeds, and all legal documents of the AFHM and the Secretary shall have care and custody of all legal and other documents of the AFHM.

Section 5: The Board of Directors shall fill all vacancies of Directors or Officers until the next annual meeting of the AFHM. A majority of members of the Board of Directors in office shall constitute a quorum for the transaction of business. Board of Director Members must be physically or electronically present during any action and subsequent voting. All members of the Board of Directors shall perform their respective duties until their successors have been elected and assume office, except that in the case of resignation or death of a member.

Section 6: The duties of day to day operation of the AFHM shall be vested by the Board of Directors in the Chairman of the Board. All Directors, Trustees, and Committee Chairs report directly to the Chairman of the Board. The Chairman of the Board reports directly to the President of the AFHM. The Chairman of the Board is a Director of the AFHM and shall be elected by a simple majority vote of the Board of Directors. The Chairman of the Board term of office follows Section 1 this Article 7. The Chairman of the Board shall appoint the chairman of

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all committees. The Chairman of the Board shall be authorized by the Board of Directors to execute all contracts for the AFHM in value of \$1,000.00 or less.

Section 7: Members of the Board of Directors are expected to provide assistance with the fund raising activities of the AFHM. Members of the Board of Directors are expected to chair committees and/or events for the benefit of the AFHM.

Section 8: Members of the Board of Directors shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their Director duties.

Section 9: The members of the Board of Directors shall be elected by a voice vote at the Annual Meeting of the Board of Directors, unless one Board member requests a ballot vote. The Chairman will count and announce the election results. Any vacancy occurring in the Board of Directors arising from any cause shall be filled by an affirmative vote of a majority of Directors in office at the next scheduled meeting of the Board of Directors. Any such replacement Director shall be elected to complete the term of the Director being replaced, or to a full one (1) year term in the case of a vacancy caused by an increase in the number of Directors.

Section 10: Any Director may be removed, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3rds) of the Directors in office, at a meeting with written notice of the proposed removal given to the Director to be removed and to other Directors with the notice of the meeting. The Director involved will be given an opportunity to be heard, if requested, but no formal hearing procedure need be followed and the Director shall have no right to have legal counsel present or to cross-examine witnesses.

Section 11: The Board of Directors may appoint non-voting Emeritus Directors selected from former Directors who can provide benefit to the organization, although for any reason may be unable to fulfill the full responsibilities of an active Director. Emeritus Directors will not count against the number of Directors allowed under Article 7, Section 1, shall be a member in good standing and are not term limited.

Section 12: The Board of Directors may appoint an Executive Director, who shall be paid staff of the AFHM and shall attend all Board Meetings and General Membership Meetings as staff without vote. Duties of the Executive director are assigned by the Board of Directors. Evaluation of the job performance and determination of the compensation of the Executive Director shall be conducted by the Board of Directors in accordance with applicable state and federal laws.

ARTICLE 8 - MEMBERSHIP AND DIRECTOR MEETINGS

Section 1: The Board of Directors shall meet at a time, place, and schedule to be determined by the Board of Directors. The Annual Meeting of the Directors shall occur after the November Annual General Membership Meeting and before the end of the year.

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Section 2: Special meetings of the Directors may be called upon the request of the President or upon written request of a majority of the Directors to the Secretary. Written notice of such Special Meeting shall be sent by the Secretary of the AFHM, or the persons calling the Special Meeting if the Secretary fails to send such notice.

Section 3: A majority of members of the Board of Directors in office shall constitute a quorum for the transaction of business.

Section 4: The Annual General Membership Meeting shall be held in November at a time and place determined by the Board of Directors.

Section 5: General Membership Meetings shall be held at a date, time, and place determined by the Board of Directors.

Section 6: General Membership Meetings Quorum is a simple majority of attending members.

Section 7: The conduct of all meetings of the AFHM shall be governed by Robert's Rules of Order, except where in conflict with these Bylaws, in which event the Bylaws shall control.

Section 8: Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing or by electronic email setting forth the action so taken shall be signed by all of the Directors then in office and shall be filed with the Secretary of the AFHM.

Section 9: One or more Directors may participate in a meeting of the Board or any committee thereof, including the Executive Committee (as defined below) by reason of a conference telephone or similar communications electronic equipment by which all persons participating in a meeting can simultaneously communicate with each other.

Section 10: Members of the Board of Directors must sign an annual statement of conflict of interest as approved by the Board of Directors. Directors who fail to sign this document within forty-five (45) days after their election will vacate their office.

Section 11: The following shall be the order of business at all meetings

- Call to Order with Pledge of Allegiance
- Roll Call of Officers/Directors
- Reading and approval of minutes
- Treasurer's Report
- Reading and discussion of correspondence
- Reports of Officers, Committees, and Directors
- Announcements
- Unfinished business

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- New business
- General discussion
- Closed Session (as required)
- Adjournment

Section 12: All notices to be given herein to members may be given by United States regular mail, postage prepaid, in person, or by electronic mail sent to the e-mail address of the member on the AFHM's records. Notices of the Annual General Membership meeting or any regular member meeting shall not be sent less than five days prior to the date of the meeting. Notice dates, times, and places of membership meetings may also be posted on the AFHM web site.

Section 13: All notices to be given herein to Directors, member of any committee of the Board of Directors, including the Executive Committee (described below) may be given by telephone, in person, by United States regular mail, postage prepaid, or by electronic mail sent to the e-mail address of such Director or committee member on the AFHM's records. Written notice of the time and place of a regular Board of Directors meeting shall be given by the Secretary to each Director at five days prior to the day named for such meeting. Notice of any Special Meeting of the Directors shall be sent at least three (3) days prior to the Special Meeting and shall state in reasonable detail the purpose of such meeting, time and place. No business other than that stated in the notice of such Special Meeting shall be transacted at the Special Meeting. Notices of Board of Director meetings where Certificate of Incorporation and Bylaw changes are being considered shall be given at least five days prior to the meeting and must contain the text of any such proposed amendments to the Bylaws or Certificate of Incorporation.

Section 14: Except as set forth below for amendment of the Bylaws or Certificate of Incorporation or as set forth above for a Special Meeting, a Notice of a Meeting of the Board of Directors need not state the purpose thereof.

Section 15: No notice of the time, place or purpose of any meeting of the Board, or any publication thereof, whether prescribed by law, by the Certificate of Incorporation or by these Bylaws, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, a waiver of such notice, and such attendance or waiver shall be deemed equivalent to notice.

Article 9 - EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall comprise the current officers: President, Vice President, Treasurer, Secretary, and the Chairman of the Board of Directors.

Section 2: The Executive Committee shall have general supervision of the affairs of the AFHM and shall act with full authority for the AFHM, except as limited by law as set forth in Section 7 of this Article. The Executive Committee shall be subject to these bylaws.

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Section 3: The President shall report all actions taken by the Executive Committee to the Board of Directors at the first regular business meeting of the Board of Directors following the Executive Committee meeting.

Section 4: Meetings of the Executive Committee may be called by the President or upon written request of two (2) members of the Executive Committee. Notice of the Executive Committee meeting shall be given by the Secretary of the AFHM upon at least two (2) prior days' notice by phone, in person, or by electronic means.

Section 5: A majority of members of the Executive Committee shall constitute a quorum. The Executive Committee members must be physically or electronically present during the action and subsequent voting. A majority vote of those Executive Committee members voting at a meeting where a quorum exists shall constitute a valid action by the Executive Committee.

Section 6: Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent or consents in writing or electronic mail setting forth the action so taken shall be signed by all of the members of the Executive Committee then in office and shall be filed with the Secretary of the AFHM.

Section 7: No Committee (including the Executive Committee) shall in any event have the authority to make, alter or repeal any Bylaw of the AFHM; elect or appoint any Officer, Director or Trustee, or remove any Officer, Director, or Trustee of the AFHM.

Section 8: The Executive Committee shall be responsible for submitting the annual budget to the Board of Directors for approval.

ARTICLE 10 – OFFICERS AND THEIR DUTIES

Section 1: Before the November Annual General Membership Meeting, the Nominating Committee (as described below) shall begin the process of selecting candidates for the Officer position(s) available. The general membership shall be notified by the Nominating Committee to submit names for proposed candidates for the available positions and their resumes may be submitted to the Nominating Committee prior to September 1. Electronic notification may be used to notify members of this action. The Nominating Committee shall present a slate of candidates to the general membership not later than the end of October via electronic mail. Nominations from the floor may be made at the November Annual General Membership Meeting. Officer elections will be held at the November Annual General Membership Meeting by a ballot vote, unless a majority present requests a voice vote. The Secretary shall preside as the Election Judge and the President will appoint two (2) Tellers to count the ballots. The officers shall be a President, a Vice-President, a Secretary, and Treasurer. Terms of office for the officers shall be for two (2) years. Officers must sign an annual statement of conflict of interest as approved by the Board of Directors.

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Section 2: An Officer shall be a member of the AFHM in good standing to be eligible to hold office. The President and Vice President shall not be eligible to serve more than three (3) full terms of two (2) years duration in succession. Newly elected officers shall be considered installed and shall assume the office at the finalization of the vote.

Section 3: The President shall preside at membership meetings of the AFHM and the Executive Committee.

Section 4: The Vice President shall have the power to perform all the duties of the President in his/her absence, and shall act as assistant to the President in carrying out his/her responsibilities. The Vice President shall act as aid to the Treasurer and assume the duties of the Treasurer in his/her absence.

Section 5: The Secretary shall keep a detailed record of all meetings of the Board of Directors, General Membership, and Executive Committee meetings. The Secretary shall act as the teller of all ballots for the election of officers at the Annual General Membership Meeting. Minutes of these meetings shall be published and distributed to interested parties for information and correction as may be required. The Secretary shall perform such other duties as are usually performed by secretaries of other such nonprofit corporations or as requested by the Executive Committee. The Executive Committee shall direct the Secretary to execute all bonds, mortgages, notes, and contracts requiring a seal of the AFHM.

Section 6: The Treasurer shall provide financial oversight of all financial matters. The Executive Committee shall be responsible for authorizing the disbursement of funds. The Treasurer shall be responsible for the payment of bills. The Executive Committee shall be responsible for submitting the annual budget to the Board of Directors for approval at the Boards Annual Meeting.

Section 7: Any trust funds or bequests received by the AFHM shall be reported to the Executive Committee and shall be automatically deposited in the appropriate account.

Section 8: Any member of the Executive Committee shall have the absolute power to request access to/or audit the books and records of the AFHM at any time.

Section 9: The Executive Committee shall authorize the signers of each bank account. The account signatories shall be, at a minimum, the Treasurer, the President, the Vice-President, and the Secretary.

ARTICLE 11 – COMMITTEES

Section 1: The AFHM may have Committees as established by the Board of Directors. The Chairman of the Board shall appoint the chairman of all Committees, except for the Nominating Committee. The AFHM President has authority to appoint adhoc committees as needed for special projects.

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Section 2: Members of the Committees shall be selected by the chairman of the Committee from the membership of the AFHM. The President shall be member ex-officio of all committees, except the Nominating Committee.

Section 3: Committee meetings may be scheduled at the discretion of each Committee chairperson. The President, Chairman of the Board, and Committee members shall be notified of the time and place of all meetings before they are held.

Section 4: Standing Committees shall include: Membership, Nominating, StEPs, Property Acquisitions, Museum Design, Collections, Research and Education, Exhibits, 9-11 Remembrance, Fund Raising, Public Affairs, Government Relations, Military Relations, and Community Relations. Each committee will work with the Chairman of the Board in their area of responsibility.

Section 5: Committees, under the guidance of the Chairman of the Board, will create operating guidelines, policies, and procedures to assist with their individual functions.

Article 12 - Fiscal Year

The fiscal year of the AFHM shall be the period selected by the Executive Committee as the fiscal year of the AFHM. The designated physical year is from January 1st to December 31st.

Article 13 - Seal

The corporate seal shall bear the name of the AFHM between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

Article 14 - Indemnification

Section 1: The AFHM shall indemnify, in the manner and to the full extent permitted by the Act, as amended, any Director or Officer of the AFHM who was or is a party to, or is threatened to be made a party to, or who appears as a witness in, any "proceeding" (as such term is defined in Section 15A:3-4 of the Act), whether or not by or in the right of the AFHM, by reason of the fact that such person is or was a Director or Officer of the AFHM. The AFHM may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4 of the Act), and, in the manner provided by law, any such expenses may be paid by the AFHM in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the AFHM to indemnify any other person for any liabilities or expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the AFHM may be entitled under any agreement, vote of Executive Committee or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

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Section 2: No Director, Officer, or Committee member shall be personally liable to the AFHM for damages for breach of any duty owed to the AFHM, except that this provision shall not relieve a Director, Officer, or Committee member from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the AFHM, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit.

Section 3: Insurance coverage by an Executive Committee approved insurance company for officers and directors liability insurance or volunteers liability insurance shall be considered to fulfill any indemnification commitment made by the Executive Committee under Section 1 of this Article and the AFHM shall not be financially responsible, in granting any such indemnification, for any more than the coverage's actually provided by the insurers under the policies.

Article 15 – SEVERABILITY

If any section, subsection, sentence, clause, phrase, or portion of these bylaws is for any reason held to be invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

Article 16-Amendments

Any proposed amendment or amendments to the Certificate of Incorporation or Bylaws of the AFHM shall first be submitted in writing to the Executive Committee and must be approved by the Executive Committee at a regular meeting where a quorum exists by a two-thirds (2/3rds) vote of the Executive Committee at such meeting. Such amendment or amendments shall then be submitted via email to the General Membership of the AFHM. Such amendment or amendments shall be considered dis-approved if more than one third of the current membership reply via email, mail, or voice vote to the Secretary stating their objections to the amendments. Members shall have 10 days to state their objections. The amendment or amendments shall be considered approved after 10 days and go into effect immediately if less than one third object.

Article 17 – ADOPTION AND TRANSITION

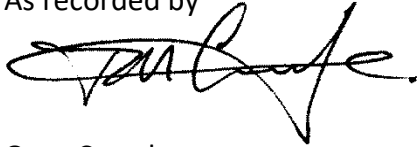
Section 1: The initial Bylaws of the AFHM are adopted and implemented by a majority vote of the Executive Committee of the AFHM on July 8, 2010 and filled with the State of New Jersey as required by law. After July 8, 2010, Bylaws are adopted by two-thirds (2/3) vote of the Membership in good standing present at the General Membership Meeting of the AFHM.

Section 2: Revisions to Bylaws: If previous Bylaws of the AFHM exist, these Bylaws will supersede any and all previous bylaws of this AFHM. The Officers and Directors in office at the time of the adoption of these Bylaws shall continue until the expiration of their respective terms, thereafter, their election to office shall be subject to these Bylaws.

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Section 3: These Bylaws (revision 6.0) were recorded and adopted by a majority vote of the general membership at a meeting on November 20, 2015.

As recorded by



Oren Carrol
Secretary, Armed Forces Heritage House

Summary of Changes

Revision 1A - August 19, 2010.

Revision 2 – January 13, 2012.

Revision 3 – June 15, 2012.

Revision 4 – January 18, 2013.

Revision 5 – September 20, 2013.

Revision 6 – November 20, 2015. Complete rewrite of the entire document.