

**BYLAWS
OF THE
AIR FORCE ARMAMENT
MUSEUM FOUNDATION, INC.**



Revised and Approved 19 September 2023

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AIR FORCE ARMAMENT MUSEUM FOUNDATION, INC.**

ARTICLE I

ORGANIZATION AND MISSION

1. CORPORATION NAME. The Air Force Armament Museum Foundation, Inc. (the “Foundation” or “Corporation”) is a nonprofit corporation formed pursuant to the Articles of Incorporation (AOI) dated 5 August 1976 and amended 24 October 1977, State of Florida charter number 736524. These bylaws supersede the Foundation’s bylaws dated 10 December 2004.

2. PURPOSE AND MISSION: Consistent with the AOI, the Foundation may engage in any lawful public tax-exempt nonprofit business. The Foundation’s mission is to foster and perpetuate the Air Force Armament Museum’s heritage activities through multiple forms of support for the Museum’s expansion and improvement, including but not limited to professional, monetary and consulting support.

3. CORPORATE OFFICE . The registered office of the Corporation (hereafter referred to as the Foundation) is located within the state of Florida and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time, as determined appropriate by the Board of Directors (the “Board”).

4. GOVERNANCE AND POWERS: The Foundation was chartered in 1976 (amended in 1977) under the laws of Florida and was approved under Section 501c(3) of the Internal Revenue Code of 1954. The Foundation is organized under provisions of Air Force Instruction 34-223, Private Organizations Program, and Department of the Air Force Instruction 84-103, Department of the Air Force Heritage Program. In addition, the Foundation may do all things permitted by applicable laws of the State of Florida, including, but not limited to Chapter 617, Florida Statutes, titled Corporations Not For Profit. The Foundation’s activities are governed by these bylaws and all appropriate Air Force and DOD directives and instructions. Appendix lists primary governing documents. The Foundation coordinates with requirements of the Air Force Armament Museum director.

5. CORPORATE SEAL: The Foundation does not require the use of a corporate seal to validate its actions. .

6. ADOPTION OF BYLAWS. These corporate bylaws have been adopted and/or amended by the Board of Directors in compliance with the Foundation’s bylaws.

ARTICLE II

MEMBERSHIP

1. MEMBERSHIP DETERMINATION. Membership in the Foundation shall be approved by the Board of Directors without regard to gender, race, color, age, national origin, disability, familial status or religion. Membership categories include the following:

- a. Officers: Members appointed to serve on the Foundation's Board of Directors and Executive Committee.
- b. Stakeholders: Military, government, corporate (for-profit and not-for-profit), and retired persons who by virtue of their positions and relevance to the Air Force Armament Museum may periodically receive presentations and status updates. These members may be drawn from the local community and nationally.
- c. Benefactors/Contributors: Persons identified by the Board as providing pivotal financial or in-kind support to the Air Force Armament Museum Foundation.

2. MEMBERSHIP ADMISSION AND TERMINATION. The Board shall identify and approve Foundation members in each category defined in Article II, paragraph 1 of these bylaws. Membership in the Foundation shall not be transferable or assignable. Membership may be terminated upon request of the member. The Board may designate a committee or other person to track and maintain contact information of Foundation members.

ARTICLE III

BOARD OF DIRECTORS

1. POWERS AND DUTIES OF THE BOARD. The Board of Directors, which also serves as the Board of Trustees, manages all the Foundation's affairs, property, and interests and oversees the Foundation's business activities.

2. COMPOSITION. The Board will be composed of at least eleven (11) and not more than twenty-one (21) persons. Board members need not be Florida residents. Board members receive no compensation for their role as directors, but may be reimbursed for reasonable expenses if approved by a majority of Board members.

3. TERMS AND ELECTION OF DIRECTORS. Directors serve 3-year terms. There are no term limits, and Board members may serve consecutive terms. The Board of Directors shall be responsible for nominating and electing directors as needed, and shall schedule and notify members of the nomination and election process.

4. REMOVAL OF DIRECTORS. At any meeting of the Board called expressly for that purpose, any director may be removed upon the approval of two-thirds of then current Board.

5. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors at the annual meeting or at a special meeting called in part for that purpose.

6. NEW DIRECTOR ORIENTATION: The Board will provide incoming directors the Foundation's Articles of Incorporation and these bylaws following admission to the Board. In addition, new directors will be provided a roster of current Board and Executive Committee members, be advised of liabilities of Board members, and required to sign a conflict of interest certification.

7. MEETINGS. The Board convenes at least annually at the call of the President. Meetings of the Board or any committee may be held at the Foundation's principal office or at any other place designated by the Board or its Executive Committee, including by means of remote communication. Board members are given 7 calendar days' notice of regular meetings. Special meetings may be called by the President, Vice President, Secretary, or Treasurer, or any director with 48 hours' notice of time, place, and purpose.

8. ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board (or its Executive Committee) may be taken without a meeting, *provided* all directors (or Executive Committee members) unanimously agree, and such consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board or Executive Committee. Board members and Executive Committee members are given at least 48 hours notice of agenda items requiring a vote.

9. QUORUM. A simple majority of the current directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Foundation. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board.

10. CONDUCT OF MEETINGS: The Board of Directors and the Executive Committee will exercise *Roberts Rules of Order* in conducting its business. These parliamentary procedures govern how proposals (motions) are made, seconded, amended, limited, closed, tabled, and voted on. Roberts Rules of Order are codified and updated periodically by the National Association of Parliamentarians.

11. REGISTERING DISSENT. A director present at a meeting at which an action is taken is presumed to have assented to such action, unless the director expressly dissents to the action. A valid dissent must be entered in the meeting's minutes.

12. EXECUTIVE COMMITTEE. To manage the Foundation's daily and operational business activities, an Executive Committee shall convene at least monthly to execute powers delegated by the Board. At minimum, the Executive Committee includes the following Board officers: President, Vice President, Secretary, and Treasurer. Board

members may attend Executive Committee meetings and vote on matters presented for Executive Committee approval.

13. OTHER COMMITTEES. The Board (or the Executive Committee acting on behalf of the Board) may establish additional committees to enable greater depth of research and development of alternatives in support of the Foundation's mission. These include but are not limited to: Strategic Planning, Facilities Improvement, Membership, Fund Raising, and Governance. The Executive Committee appoints a chairperson for such committees. Those committees summarize the content of their meetings and report to the Executive Committee.

14. INDEMNIFICATION. Provided a director acts with a reasonable standard of care, the Foundation shall indemnify the director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Foundation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Foundation and serving in good faith on its behalf.

15. ACTION OF DIRECTORS BY VIRTUAL MEANS. Any action which may be taken at a meeting of the Board, or a committee, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. A director participating in a meeting by remote means is deemed to be present in person at the meeting. Meeting minutes are still required for decisions made in this manner.

16. RECURRING TASKS. The Board will schedule and execute recurring compliance-related tasks, to be described in a separate document maintained by the Foundation. Such tasks include but are not limited to an annual audit of financials, renewal of liability insurance, consumer certification of exemption, acknowledgment of conflict of interest policy, update/renewal of memoranda of understanding, and update/approval of contracts for paid employees.

ARTICLE IV

OFFICERS

1. DESIGNATIONS. The Foundation's Board of Directors includes a President, a Secretary, and a Treasurer, who are elected by the Board. The Foundation may also have a Vice-President. One officer may occupy two positions, except no member may serve as both president and vice president, nor as both treasurer and secretary.

2. REMOVAL AND RESIGNATION OF OFFICERS. Any officer may be removed at any time with or without cause upon the approval of two-thirds of the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at a later time

specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3. CHAIRMAN. The Board of Directors may establish a position of honorary Chair. . The Chair should have a broad grasp of heritage activities and experience with military affairs. The Chair provides strategic guidance and advice on Foundation policy to the Board of Directors and regularly attends meetings of the Board and the Executive Committee.

4. PRESIDENT. The President exercises general supervision of the Foundation's business affairs and performs all other duties as are incident to the office or are properly required by a resolution passed by the Board. The president signs and executes in the name of the Foundation any and all deeds, mortgages, bonds, contracts or any other instruments authorized by the Board of Directors, except in those cases where such authority shall be expressly delegated by the Board of Directors or these by-laws to some other officer or agent of the Foundation. The president also prescribes duties of Board members not specified in these bylaws. The President also chairs Executive Committee meetings and deliberations.

5. VICE PRESIDENT. During the absence or disability of the President, the Vice-President exercises all functions of the President.

6. SECRETARY. The Secretary issues notices for Board and Executive Committee meetings, keeps minutes of meetings, and accepts delivery of any dissent announced at meetings. In addition, the Secretary certifies and keeps at the Foundation's principal office the original or a copy of the Articles of Incorporation, by-laws, meeting minutes, and other pertinent Foundation documents, reports, and records. Subject to Board approval, preparing meeting minutes and files maintenance may be delegated to staff.

7. TREASURER. The Treasurer holds charge and custody of, and is responsible for, all funds and securities of the Foundation and receives and gives receipt for any and all monies due and payable to the Foundation. The Treasurer deposits funds received in the name of the Foundation in such banks, trust companies or other depositories as approved by the Board of Directors. The Treasurer keeps and maintains accurate accounts of the Foundation's properties and business transactions including the account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus, and shall render a full financial report of the finances of the Foundation to the Board of Directors at each regular meeting of the Board. The Treasurer also exercises financial responsibilities on the Executive Committee. Subject to Board approval, tracking and reporting of expenses and revenue may be delegated to staff.

8. OTHER OFFICERS. The Board may appoint other officers and agents deemed necessary or expedient. For example, an assistant treasurer and/or assistant secretary may be designated. Terms, powers, and duties of such officers will be determined by the Board and described in the resolution authorizing appointment or designation.

9. PAID EMPLOYEES. The Foundation may employ staff as approved by the Board. The Board of Directors hires and fixes compensation of any and all employees which the Board in its discretion may deem necessary to conduct business of the Foundation business.

10. LOANS. No loans may be made by the Foundation to any officer.

11. BONDS. The Board may require any officer to give bonds to the Foundation, with sufficient surety or sureties, conditioned upon the faithful performance of the duties of their offices and compliance with other conditions as required by the Board.

12. INDEMNIFICATION. Provided the officer acts with a reasonable standard of care, the Foundation shall indemnify the officer made a party to a proceeding, brought or threatened, as a consequence of the officer acting in their official capacity. In the event an officer is entitled to indemnification by the Foundation, the officer shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Foundation and serving in good faith on its behalf.

ARTICLE V

FUND RAISING

1. RETAIL OPERATIONS. The Foundation is authorized to operate fund raising functions, including but not limited to a gift shop and wishing well to raise revenue in support the Foundation's objectives. Financial transactions may be on-site and virtual, and will be recorded in accordance with standard accounting practices.

2. MONETARY DONATIONS: The Foundation is authorized to accept cash donations via donation boxes located in the museum and by check or electronic contributions from individual donors. The Foundation may also accept monetary and in-kind donations aimed at improving and expanding the museum's layout, artifacts, and other heritage features. Additionally, in coordination with the museum director, the Foundation may sponsor fund-raisers such as commemorative historical events and/or honoring those noted for advancing the development and execution of air armaments. Funds collected by such means require Foundation direction and oversight and are subject to standard accounting procedures.

ARTICLE VI

BOOKS AND RECORDS

1. MEETING MINUTES. The Foundation will keep a complete and accurate accounting and minutes of the proceedings of the Board within the corporate books/records.

2. RETENTION OF RECORDS. The Foundation will keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all

actions taken by committee on behalf of the Board, and waivers of notices of meetings. Records may be retained digitally provided documents containing signatures are legible.

3. ACCOUNTING RECORDS. The Foundation will maintain appropriate accounting records and make these records available to any director and for external audits.

4. RIGHT TO INSPECT. Any director has the right, upon written request delivered to the Foundation, to inspect and copy during usual business hours the Articles of Incorporation, bylaws, minutes of the Board proceedings, financial statements, annual statements of affairs, and other documents held at the Foundation's address.

ARTICLE VII

NOTICES

1. MAILING OF NOTICE. Except as may otherwise be required by law, any notice to any officer or director may be delivered personally or by mail.

2. E-NOTICE PERMITTED. Any communications required by the Act, these bylaws, or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Foundation at the time of notice.

3. DUTY TO NOTIFY. Directors, officers, employees, and representatives of the Foundation must notify the Foundation of changes to their contact information.

ARTICLE VIII

SPECIAL ACTS

1. EXECUTION OF WRITTEN INSTRUMENTS. All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any Foundation assets must be executed by the President. If the President is incapacitated or otherwise unavailable, the designated Vice-President may execute the respective documents to bind the Foundation. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate funds.

2. SIGNING OF CHECKS OR NOTES. All authorizations to distribute, pay, or immediately draw upon the financial resources of the Foundation must be signed by the Treasurer, including any expense reimbursement or compensation payments to directors, officers, employees, representatives, service providers, or contractors. If the Treasurer is incapacitated or otherwise unavailable, then the President (or Vice President) may execute the respective documents to bind the Foundation.

3. SPECIAL SIGNING POWERS. If the President holds an interest which exists outside of the capacity of being President, then any agreement involving such interest must be

signed by a separate individual officer to duly bind the Foundation to such an agreement or instrument.

4. MERGERS AND CONVERSIONS. Following the approval by the Board, in order for any consolidation or merger or conversion to take effect, it must follow the process set out under the laws of the state of incorporation. Any merger or conversion which would result in the loss of the Foundation's nonprofit or tax-exempt status is not permitted under these bylaws.

5. DISSOLUTION. Following Board approval, in order for the Foundation to be dissolved, it must follow the process set out under the laws of the state of incorporation.

6. DISTRIBUTION OF ASSETS. Upon the dissolution of the organization, consistent with the AOI, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

AMENDMENTS

1. **BY DIRECTORS.** The Board may make, alter, amend, and repeal Foundation bylaws. Any alteration, amendment, or repeal of the bylaws, shall be effective following a majority vote of the Board.

2. **COMPLIANCE WITH STATE LAW.** Any amendment to the Foundation's Articles of Incorporation or these bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Foundation operates or conducts business.

These bylaws are adopted by resolution of the Foundation's Board of Directors on this 19th _____ day of September 2023.



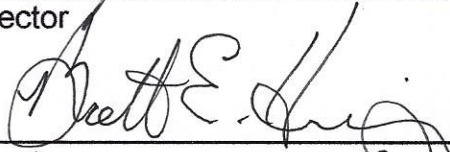
Director



Director



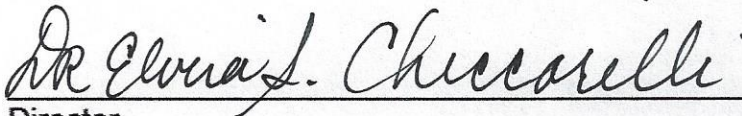
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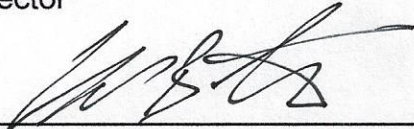
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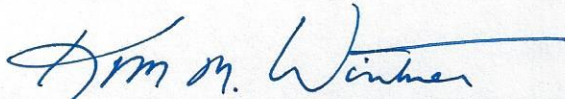
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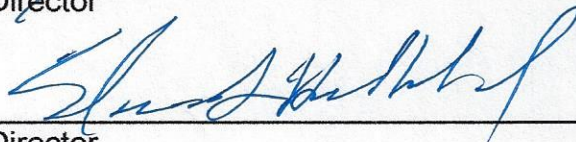
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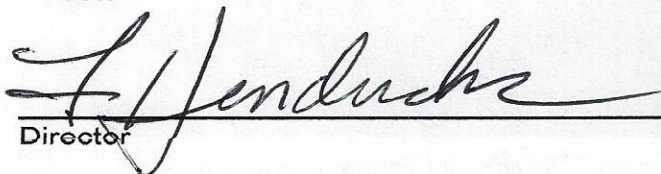
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APPENDIX

REFERENCES

1. Certificate of Incorporation, Air Force Armament Museum Foundation, Inc. dated 4 August 1976, State of Florida, and Amendment to the Articles of Incorporation dated 24 October 1977
2. Air Force Instruction 34-223, Private Organizations Program, dated 31 December 2018. This instruction governs establishment, operation, and dissolution of private organizations on Air Force installations. It prescribes management of the organization's funds, including rules for fund-raising and controls over assets. It also sets rules for conduct of private organization members such as policies against discrimination.
3. Department of the Air Force Instruction 84-103, Department of the Air Force Heritage Program, dated 12 May 2021. Chapter 11 of this instruction defines responsibilities of heritage local supporting foundations including permitted and prohibited activities. It stipulates local supporting foundations must be chartered under approved articles of incorporation and bylaws. It sets rules for use of Air Force facilities, defines ethics and conflicts of interest, and establishes rules for acceptance of gifts and donations in support of the heritage activity.
4. Memorandum of Understanding (MOU) between the Commander, 96th Test Wing, the Director, Air Force Armament Museum, and the Air Force Armament Museum Foundation, dated xx May 2023. The Foundation President and the host wing commander sign this MOU annually. It sets roles and responsibilities of the host wing and the Foundation regarding resources, facility usage, museum expansion, and retail operations (gift shop). The MOU cites both AFI 34-223 and AFI 84-201.
5. Chapter 617, Florida Statutes, Corporations Not For Profit. This chapter governs establishment, operation, and dissolution of not-for-profits. Section 627.0203 contains authority for approval of not-for-profit articles of incorporation.
6. Chapter 496., Florida Statutes, Disclosure Requirements and Duties of Charitable Organizations and Sponsors. This chapter of state law sets conditions for soliciting and receiving contributions.
7. Florida Statutes, Chapter 212 and Florida Administrative Code 12A-1.038, Exemption Certificates. This Florida Department of Revenue rule explains how a nonprofit corporation can receive a certificate of exemption from state sales tax.
8. Internal Revenue Service Publication 15A, Employer's Supplemental Tax Guide, distinguishing taxation rules for common employees vs. independent contractors, and responsibilities of nonprofits to withhold Social Security and Medicare taxes from employee salaries.

9. Internal Revenue Service Instructions for IRS Form 990, Return of Organization Exempt From Income Tax. Form is required to be filed by nonprofit 501c(3) organizations with gross annual revenues over \$50,000 (excluding private organizations that meet IRS criteria for exemption from filing).
10. US Department of Labor Fair Labor Standards Act (FLSA), revised September 2019, denoting categories of employees that are and are not FLSA-exempt, and prescribing annual reviews of performance and salary.
11. Roberts Rules of Order 2020 – Simplified; National Association of Parliamentarians (NAP)