

BY-LAWS
THE 95TH BOMB GROUP MEMORIALS FOUNDATION, INC.
3rd Amendment, dated 1 September 2012

ARTICLE I

Section 1. OFFICES:

The corporation shall have and continuously maintain in Arizona a statutory agent and may have such other offices within or without the State of Arizona as the Board of Directors may from time to time determine. The principal place of business shall be Tucson, Pima County, Arizona.

ARTICLE II

MEMBERSHIP

Section 1. FOUNDATION MEMBERSHIP:

Any person, firm, corporation or organization may become a member in the 95th Bomb Group Memorials Foundation, Inc., by the payment of dues as set by the Board of Directors. It shall be the duty of the Foundation Treasurer to acknowledge appropriately receipt of all such contributions and maintain appropriate records thereof. Membership will be encouraged without regard to race, color, religion, sex, or national origin and will be conditioned upon active support of the Foundation.

Section 2. HONORARY FOUNDATION MEMBERSHIPS:

The Foundation Board of Directors may recognize certain individuals, firms, or organizations which contribute substantially to the aims of the organization, by the issuance of honorary memberships on an annual basis. Honorary members are entitled to all rights and privileges of the Foundation, except that they shall not have voting privileges.

ARTICLE III

DIRECTORS

Section 1. GENERAL POWERS:

The governance and policy-making responsibilities shall be vested in the Board of Directors which shall control the property of the Foundation, be responsible for its finances and manage its affairs.

Section 2. NUMBER, TENURE AND QUALIFICATIONS:

- A. NUMBER: The Board of Directors shall consist of not less than four (4) nor more than twelve (12) members as the Board of Directors from time to time may decide.
- B. TENURE: Members of the Board of Directors may serve two, 2-year consecutive terms. An approved exception to the consecutive term limit occurs when that Board member is elected to a Foundation Officer position, as defined in Article IV of the Foundation By-Laws. After leaving the Board for a period of two (2) years or more, a prior Director can be re-nominated and re-elected to the Board.
- C. QUALIFICATIONS: The members of the Board need not be residents of the State of Arizona. Each member of and candidate for the Board of Directors must be an active member in good standing and must have agreed to accept the responsibilities of the position.

Section 3. SELECTION, RESIGNATION, AND REMOVAL OF DIRECTORS:

- A. SELECTION: Vacancies on said Board, whether by reason of expiration of term or otherwise, shall be filled by the remaining members of the Board of Directors. Directors will be selected at the annual meeting by the Board of Directors with terms of office staggered so that approximately one-half of the Directors will be selected at the annual meeting.
- B. RESIGNATION: Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Foundation.
- C. REMOVAL: The Board of Directors, at its discretion, may remove a Director from the Board. If a Director fails to attend two consecutive annual meetings of the Board of Directors, such Director will automatically be removed as a Director. This provision may be waived at the discretion of the President if the Director applies for a waiver in advance of a scheduled Board of Directors meeting.

Section 4. EX OFFICIO DIRECTORS:

- A. RELATED ORGANIZATIONS: The following shall be Directors of the Board of the Foundation ex officio:

The President, or the President's designated representative, of the 390th Memorial Museum Foundation, Inc. The Memorandum of Understanding between the Foundation and the 390th Memorial Museum Foundation, Inc. determines the voting status on the Foundation's Board as Ex Officio Director.

The Chair, or the Chair's designated representative, of the 95th Bomb Group Heritage Association. The Memorandum of Understanding between the Foundation and the Heritage Association determines the voting status on the Foundation's Board as Ex Officio Director.

- B. IMMEDIATE PAST PRESIDENT: The immediate Past President of the 95th Bomb Group Memorials Foundation may serve as an Ex Officio Director for two years following that President's service. The immediate Past President's membership on the Foundation's Board as an Ex Officio member shall be as a voting member.
- C. DESIGNATION: The Board of Directors may designate other Ex Officio Directors and determine their privileges, terms, and responsibilities.
- D. ELIGIBILITY FOR OFFICE: Ex Officio Directors are not eligible for election to Officer positions.

Section 5. MEETINGS:

- A. ANNUAL MEETING: An annual meeting of the Board of Directors shall be held in each calendar year at a time and place within or without the State of Arizona as determined by the Board.
- B. SPECIAL MEETINGS: Such other meetings of the Board shall be held at the call of the President of the Foundation as may be necessitated by the business of the Foundation. Three (3) or more members of the Board of Directors may call for a special meeting of the Board. The person or persons authorized to call meetings of the Board may fix any place within or without the State of Arizona as the place for holding such meeting.
- C. NOTICE: Prior notice of any meeting of the Board of Directors shall be given to members at least three (3) days in advance of the meeting.

Section 6. QUORUM:

A simple majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any lawfully convened meeting of the Board, whether in person or in a telephone conference. The Board of Directors may conduct meetings by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. E-mail votes by the Board of Directors may only be taken on unanimous consent resolution, in which case at least one (1) calendar week shall be given to Directors to respond to the question before the Board.

Section 7. COMPENSATION:

Members of the Board of Directors shall not receive any stated compensation for their services but, by resolution of the Board, may be reimbursed for their expenses for attendance at meetings of the Board. The President may authorize reimbursement of appropriate expenses incurred on behalf of the Foundation by Directors, officers or others.

Section 8. COMMITTEES:

- A. ADVISORY or AD HOC: Committees (Advisory or Ad Hoc) not having or exercising the authority of the Board of Directors in the management of the Foundation may be designated by resolution adopted by a majority of the Board of Directors present at a meeting.
- B. STANDING: Standing (Operational) committees of the Board may include, but are not limited to, Finance, Media, Membership, Memorials/Repository, Nominating, Research, and Reunion Committees. The Board of Directors may establish additional standing committees as deemed necessary.

ARTICLE IV

OFFICERS

Section 1. NUMBER OF OFFICERS, SELECTION, AND TERM:

- A. NUMBER: The officers of the Foundation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer.
- B. SELECTION: Such officers shall be elected by the Board of Directors from its own number.
- C. TERM: Officers shall serve for the period of two (2) years or until their resignation or removal by action of the Board of Directors. They are eligible to serve multiple terms.

Section 2. QUALIFICATIONS:

All of the officers enumerated in Section 1 above shall be members of the Board of Directors. The same person may occupy, at the same time, any two (2) or more offices, as the Board of Directors shall deem expedient. No officer shall execute, acknowledge or verify any instrument in more than one (1) capacity.

Section 3. SUBORDINATE OFFICERS, ETC.:

The Board of Directors may appoint such other officers, agents, or ex-officio members as the business of the Foundation may require, including one or more assistant Treasurers, and one or more assistant Secretaries, and an Executive Secretary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine. Such officers so appointed need not be members of the Board of Directors. The Board of Directors may delegate to any officer or committee the power to appoint any such subordinate officer, committees or agents.

Section 4. RESIGNATION:

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Foundation. Any such resignation shall take effect at the time specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES:

A vacancy in any office because of death, resignation, removal or disqualification or any other cause, may be filled by the Board of Directors at its next meeting.

Section 6. DUTIES OF THE PRESIDENT OF THE FOUNDATION:

- A. The President of the Foundation shall preside at all meetings of the Board and in addition thereto, shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Board of Directors or prescribed in the By-Laws.
- B. The President shall be the Chief Executive Officer of the Foundation and shall have general supervision over the business of the Foundation and over its several officers and employees subject, however, to the control of the Board of Directors. The President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Foundation; and in general, shall perform all duties incident to the office of the Chief Executive Officer of the Foundation, and such duties as from time to time may be assigned to the President by the Board of Directors. The President shall, whenever it may be necessary in the President's opinion, prescribe the duties for officers and employees of the Foundation whose duties are not otherwise defined.

Section 7. DUTIES OF THE VICE-PRESIDENT:

- A. At the request, or in the absence or disability of the President, the Vice-President shall perform all of the duties of the President and, when so acting, shall have all the powers, and be subject to all the restrictions upon the President.
- B. The Vice-President may also sign and execute in the name of the Foundation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or these By-Laws to some other officer or agent of the Foundation, and shall perform such other duties as from time to time may be assigned to the Vice-President by the Board of Directors or the President.

Section 8. DUTIES OF THE SECRETARY:

- A. Certify and keep at the principal office of the Foundation or such other place as the Board of Directors may order, the original or a copy of its Articles of Incorporation and By-Laws as amended or otherwise altered to date.

- B. Keep at the principal office of the Foundation or such other place as the Board of Directors may order, a book and/or audio recordings of the Minutes of all meetings of the Foundation with the time and place of holding.
- C. See that all notices are duly given in accordance with the provisions of these By-Laws.
- D. Be custodian of the records and of the seal of the Foundation and see that it is engraved, lithographed, printed, stamped, impressed upon or affixed to all documents, the execution of which on behalf of the Foundation under its seal, is duly authorized in accordance with the provisions of these By-Laws.
- E. See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- F. Exhibit at all reasonable times to any member of the Board of Directors, upon application, the By-Laws and Minutes of proceedings of the Foundation.

Section 9. DUTIES OF THE TREASURER:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- B. Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- C. Exhibit at all reasonable times the books of account and records to any member of the Board of Directors during business hours at the office of the Foundation where such books and records are kept.
- D. Render a statement of the condition of the finances of the Foundation to the Board of Directors, and a full financial report when directed.
- E. Cause the funds of the Foundation to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Directors, upon the authorized depositories of the Foundation, and cause to be taken and preserve proper vouchers for all monies disbursed.
- F. Prepare and file any required Federal, State, or local tax returns.
- G. With the assistance of the Finance Committee, prepare an annual budget to be voted on by the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. COMMITTEES:

There may be established an Advisory Committee, a Building Committee, and such other committees as the Board of Directors may from time to time determine.

Section 2. PROCEDURES FOR COMMITTEES:

- A. The duties and responsibilities of all committees, whether Standing, Advisory, or Ad Hoc, shall be as established by the Board of Directors.
- B. The Board of Directors may select a chairman of each committee or may allow such choice be made by the committee itself or may be appointed by the President acting on behalf of the Board.
- C. Persons may be designated as committee members who are not members of the Foundation or of its Board of Directors.
- D. Each committee may make rules and regulations as from time to time it may deem proper for its own government or for the transaction of the business of the Foundation and shall make a report of its actions to the Board of Directors at each meeting thereof.
- E. Committee meetings shall be held on the call of any member of the committee but the committee shall be deemed to be in continuous session and, between called meetings, may act upon the vote of its members, taken by telephone or by unanimous consent resolution via email.

ARTICLE VI

AMENDMENTS

Section 1. AMENDMENTS:

Any of these By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Board of Directors.

ATTEST

I hereby attest that the foregoing is a true and correct copy of the By-Laws as revised, effective September 1, 2012.

Secretary