1.01. Charter. These bylaws have been adopted as the bylaws of the JEWISH WAR VETERANS, U.S.A. NATIONAL MEMORIAL, INC. (“NMI”) pursuant to an Act of Congress, being Public Law 85-903 of the 85th Congress, enacted September 2, 1958, and are in all respects subject to the provisions of that Act.

1.02. Purposes. The principles and objects of the corporation shall be:

(a) To maintain and conduct a national memorial and museum dedicated to and commemorating the service and sacrifice in the Armed Forces of the United States during the period of war by Americans of the Jewish faith;

(b) To gather, collate, edit, publish, and exhibit the memorabilia, data, records, military awards, decorations, citations, and so forth, for the purpose of preserving the memories and records of patriotic service performed by men and women of the Jewish faith while in the armed services of the United States in time of war; and

(c) To stimulate patriotism in the minds of all Americans by encouraging the study of the military and naval history of our Nation.

1.03. Alternate Name. To more properly reflect our purposes and principles as enumerated in §1.02 above, the name “NATIONAL MUSEUM OF AMERICAN JEWISH MILITARY HISTORY” may be alternatively employed to reflect the operations as being under the auspices of the Jewish War Veterans USA National Memorial, Inc.

The NMI also employs the use of the alternate names “NATIONAL SHRINE TO THE JEWISH WAR DEAD”, registered with the United States Patent and Trademark Office, serial number 252,957 and “JEWISH WAR VETERANS, USA, NATIONAL MEMORIAL, INC.” registered with the United States Patent and Trademark Office, serial number 73/768,434.

SECTION 2

BOARD OF DIRECTORS

2.01. Powers; Composition. The governing body of the NMI, in which all powers of government, direction, and management of the corporation shall be lodged, shall consist of a Board of Directors in accordance with subsequent paragraphs of this Section, each of whom shall serve without compensation.

2.02. Appointment and Election. Members of the Board of Directors shall be appointed or elected in the following manner:

(a) The then serving National Commander and the Chairman of the National Executive Committee of the Jewish War Veterans of the United States of America for the terms
of their respective offices in the Jewish War Veterans of the United States of America;

(b) The then serving National President and the chairman of the Advisory Committee of the Ladies Auxiliary of the Jewish War Veterans of the United States of America for the terms of their respective offices in said Ladies Auxiliary;

(c) Chairman of the JWV-NMI Coordinating Committee;

(d) Any Past President of this corporation who is a member in good standing of the corporation;

(e) Twelve members-at-large elected by the Board of Directors of this corporation at the Annual Meeting of the Board who are members of this corporation at the time of their election;

(f) Twenty-four members by the Jewish War Veterans of the United States of America elected by the National Executive committee of the Jewish War Veterans of the U.S.A., and which members so elected are members of this corporation at the times of their election or shall become members prior to taking office;

(g) Six members elected by the Ladies Auxiliary who, at the time of their election, are members of this corporation or who shall become members prior to taking office;

(h) The following elected or appointed officers of this corporation: President, Vice Presidents, Secretaries and Treasurer.

2.03. Term of office. The terms of office of all directors, that is all above except for those in categories (a), (b), (c), (d), or (h) above in 2.02, shall serve for three years from the date of the annual election at the Annual Meeting of this corporation and until the date of the annual election at the next Annual Meeting of this corporation or until their successor is chosen and further providing that they continue to be a member of the corporation. Such persons in categories (e), (f) and (g) above may not be elected to successive terms, except during the period described next where those individuals elected to one or two year terms may succeed themselves for a single three year term. This section shall become effective commencing with the terms of office beginning in 2009 and shall be implemented by staggering the term of persons in categories (e), (f), and (g). In 2009 as to category (e), four members will be elected to a one year term; four will be elected to a two year term, and four will be elected to a three year term. As to category (f), eight members will be elected for a one year term, eight will be elected for a two year term and eight will be elected for a three year term. As to category (g), two members will be elected for a one year term, two will be elected for a two year term and two will be elected for a three year term.

(a) In the event of a vacancy occurring in the seat of a member of the Board of Directors who is elected by the National Executive Committee of the Jewish War Veterans of the United States of America, said vacancy shall be filled by appointment of the National Commander of the Jewish War Veterans of the United States of America.

(b) In the event that a vacancy on the Board of Directors would occur for a seat which is elected by the Ladies Auxiliary, said vacancy shall be filled in accordance with the procedures employed by the Ladies Auxiliary.
(c) Any vacancy occurring in a seat on the Board of Directors which is required to be elected by the Board of Directors of this corporation at its Annual Meeting and vacancy occurs between Annual Meetings, and then the members of the Executive Committee may elect a person to fill such a vacancy.

2.04. Qualifications of Directors. In order to be elected as a member of the Board, any individual elected or appointed to fill a vacancy, must hold a Guardian or higher level of membership in the NMI at the time of his/her election or appointment.

2.05. Nominations of Directors. The Nominating Committee, which shall be composed of the President of this corporation or his/her designee, the National Commander of the Jewish War Veterans of the United States of America or his/her designee, the National President of the Ladies Auxiliary of the Jewish War Veterans of the United States of America or her designee, the Chairman of the National Executive Committee of the Jewish War Veterans of the United States of America or his/her designee and the Chairman of the JWV/NMI Coordinating Committee.

The Nominating Committee shall present a slate of nominations for the directors and officers to be elected at the Annual Meeting of the Board for the election of officers and shall submit the slate to the Secretary of the corporation and said secretary shall mail the nominated slate giving the names and the respective office to which nominated to all current board members at least sixty (60) days prior to the Annual Meeting and election. Members may submit recommendations to the Nominating Committee. If the nominating committee submits a slate, there shall be no nominations from the floor except as hereinafter provided. If a slate is not submitted, there may be nominations from the floor or if there is a vacancy for any office on the slate, then nominations may be submitted from the floor for that office only. Any individual who has been a member of the corporation for at least one year prior to the election may be nominated for an office by written petition provided that such petition is signed by the nominee and by not less than 25 other members of the corporation in good standing and providing further that such petition shall state the name and address of the nominee and the office for which the nominee is nominated and provided such petition is delivered via Certified Mail, Express Mail or physically delivered to the President or the Corresponding Secretary or the Headquarters of the Corporation not less than twenty (20) days prior to the election. The secretary shall determine the qualifications of the nominee and the nominee’s nominators and report such finding to the Nominating Committee with ten (10) days of the receipt of the same. If such name presented by Petition meets these requirements it shall be placed before the Board as a nomination in addition to the nominations made by the slate.

2.06. Regular Annual Meeting. The regular Annual Meeting of the Board of Directors shall be held each year for the election of directors and officers at the place where the National Convention of the Jewish War Veterans of the United States of America is held and said Annual Meeting shall be held in the same city and state at a date not earlier than one day prior to and not later than one day after the close of the National Convention Week of the Jewish War Veterans of the United States of America, and at said Annual Meeting the officers shall be elected and those directors required to be elected by the Board of Directors of this corporation shall be elected.

2.07. Other Regular Meetings. At least one regular meeting of the Board of Directors other than that provided in 2.06 shall be held each year. Said meeting shall take place on the same weekend and at the same geographical location of the winter or spring meeting of the National Executive Committee of the Jewish War Veterans of the United States of America. Other special meetings
may be called at such times as the Boards of Directors or the Executive Committee or President may from time to time determine.

2.08. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President. The President shall call a meeting within thirty (30) days when so requested in writing by ten (10) directors.

2.09. Place of Meetings. Except in the case of the regular Annual Meeting provided for in 2.06 or the regular meeting provided for in 2.07, regular meetings and/or special meetings shall be held in Washington, D.C., unless said meeting is held in conjunction with a regular meeting of the National Executive Committee of the Jewish War Veterans of the United States of America.

2.10. Notice of Meetings. Notice of regular meetings shall be given to each director at least (30) days prior to such meeting. Notice of special meetings shall be given to each director at least ten (10) days prior to such meeting. Notice of all meetings shall outline as far as practicable, the matters to be considered. Notices shall be given by mail or by telegraph, radiotelegraphy, cable or other written means of communication.

2.11. Quorum. Fifteen directors shall constitute a quorum for any regular or special meeting, but in the absence of a quorum a lesser number may adjourn the meeting from time to time. Voting by proxy shall not be allowed at any meeting of the Board of Directors.

SECTION 3
EXECUTIVE COMMITTEE

3.01. The Executive Committee shall consist of all elected officers, the recording and corresponding secretaries and treasurer, the National Commander of the Jewish War Veterans of the United States of America, the National President of the Ladies Auxiliary of the Jewish War Veterans of the United States of America, all Past Presidents of the corporation who are members of the corporation in good standing. The President of this corporation shall be the Chairman of the Executive Committee, and the immediate Past President shall serve as Vice Chairman of the Executive Committee. The Executive Committee shall have and may exercise all powers of the Board of Directors when the Board of Directors is not in session. All actions taken by the Executive Committee shall be promptly reported, together with a copy of the minutes reflecting such actions to the full Board of Directors.

3.02. The Executive Committee shall propose and recommend to the Board a Purpose Statement, a Professional Practices Statement, and a set of rules of Governance by the Board. The President may appoint a subcommittee to draft such statements and shall review these statements periodically to insure adherence to the purposes and goals of the Corporation. The Executive Committee shall recommend changes in the adopted statements and submit a report to the Board for approval.

SECTION 4
OTHER COMMITTEES

4.01. Committees. The Board of Directors shall have power to create such committees as it shall deem necessary, and shall have the power to appoint from its own members of such committees.
It may also appoint to such committees persons who are not members of the Board of Directors who shall then have voice but no vote.

4.02. Quorum. Unless otherwise specified by the Board of Directors, the majority of the members of any committee created by the Board of Directors shall constitute a quorum. In each case a lesser number shall have power to adjourn any meeting from time to time.

4.03. Chairmen; Rules. Each committee appointed by the Board of Directors, other than the Executive Committee, shall elect its chairman from among its members. Each such committee shall have the power to adopt rules for the conduct of its business in respect of all matters not provided for in the bylaws or by rules adopted by the Board of Directors.

4.04. Coordinating Committee. The President of the corporation shall appoint three members of the corporation who shall serve on a Coordinating Committee between the Jewish War Veterans of the United States of America and the NMI. Said members shall serve with the President of the corporation from Annual Meeting to Annual meeting or until a successor has been named.

4.05. Collections Committee. There will be a Collections Committee composed of three Board members of the Corporation appointed by the President of whom at least one will be an Officer. It is expected, but not required, that all committee members will be from the Washington area. The Committee will devise and recommend to the Executive Committee a Collections Management Policy. The Collections Committee shall review all gifts to the archives, and all accessions, and will submit a report to the Executive Committee for approval.

4.06. Exhibits and Programs Committee. There will be an Exhibits and Programs Committee composed of three Board members of the Corporation appointed by the President of whom at least one will be an Officer. The Committee will review all plans and conceptual ideas of exhibits and programs presented by the Director and determine whether these fulfill the goals and purposes of the Corporation. The Committee may make recommendations concerning conceptual ideas and plans. The Committee shall submit a report to the Executive Committee for approval.

4.07. Finance Committee. There will be a Finance Committee composed of three Board members of the Corporation appointed by the President of whom at least one is the Treasurer who shall be Chairman. The Committee shall develop and implement plans to raise funds, review all budgets, and develop financial plans for the endowment or other major projects of the Corporation. The Committee may seek advice from consulting experts and will submit a report to the Executive Committee and the Board for approval.

4.08. Audit Committee. This committee shall consist of three members, one of whom shall be a public accountant, who shall serve three years staggered terms. The President and Treasurer shall be ex-officio members of this committee. The Committee shall recommend to the Board the appointment of an independent certified public accountant to audit the books annually. The Committee shall submit the auditor’s report to the Board with its comments and recommendations.

4.09. Management Advisory Committee. There shall be a Management Advisory Committee which shall serve to advise the President on issues of policy and procedure. This Committee shall consist of the President and two members, one of whom shall be an independent director who through knowledge and experience shall have shown himself/herself to be an asset to the operations of the Museum.
4.10. Descendants Committee. There shall be a Descendants Committee consisting of members of the NMI. It may have its own meetings from time to time at the calling of the chair for the development and implementation of programs for the dissemination of the Museum’s mission. Life members of the Descendants of the Jewish War Veterans shall be deemed to have paid dues to the NMI for five years from the effective date of this Amendment.

SECTION 5

OFFICERS

5.01. President. The principal officer of this corporation shall be the President. He/she shall be the representative of the corporation in its relations with public and private agencies and the public at large. He/she shall be responsible for communicating to the officers and employees of the corporation the policies and programs adopted or approved by the Board of Directors as to the conduct and management of the affairs of the entire corporation. He/she shall be the chief executive officer of the corporation and shall be responsible for carrying into effect the policies and programs adopted or approved by the Board. He/she shall be elected by the Board of Directors. The President shall be limited to serve three one year terms.

5.02. Vice President. The corporation shall have three Vice Presidents who shall be elected by the Board of Directors and they shall assist the President in administering the affairs of the corporation and in the absence of the President, the First Vice President shall exercise the functions of the President and in the absence of the President and the First Vice President, the Second Vice President shall exercise the functions of the President, and in the absence of the President and the first two Vice Presidents, the Third Vice President shall exercise the functions of the President.

5.03. Treasurer. The President, with the approval of the Board of Directors, shall appoint a Treasurer. The Treasurer shall have care and custody of all the funds of the corporation, except such as are under the regulations of the Board of Directors, retained in custody of the Departments. He/she shall keep the books of account open at all reasonable time for the inspection of members, shall recommend to the Board depositories for funds of the corporation, and shall propose the investment of funds of the corporation in such manner as may best serve the corporate interest. The Treasurer shall have power to endorse checks, drafts, or other instruments for the payment of money when necessary or proper, and to deposit the same to the credit of the corporation in such depositories as the Board of Directors shall authorize. He/she may sign all receipts and vouchers for payments made to the corporation. He/she shall render an account of his/her transactions to the Board of Directors as often a the Board or the Executive Committee shall require the same, and shall enter in the books to be kept by him/her for that purpose full and adequate account of all monies received and paid by him/her for the account of the corporation. The Board of Directors shall require from the Treasurer a bond for the lawful performance of his/her duties and the faithful accounting for all funds or other property in his/her hands, in an amount to be fixed by the Board of Directors with surety or sureties as required. He/she shall in general perform all the duties of Treasurer, subject to control of the Board of Directors.

5.04. Recording Secretary. The President, with the approval of the Board of Directors, shall appoint a Recording Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and of the Executive Committee, and shall keep or cause to be kept minutes of meeting of all other committees appointed by the Board of Directors. He/she shall likewise have custody of the minutes and records of the National Conventions and all proceedings thereof. He/she shall attend to the giving of notice of all meetings of the Board of Directors and of the Executive
Committee. He/she shall have charge of the seal of the corporation and shall attest the seal of the corporation upon all instruments executed under such seal. He/she shall in general perform all the duties of Secretary, subject to control of the Board of Directors.

5.05. Corresponding Secretary. The President, with approval of the Board of Directors, shall appoint a Corresponding Secretary who shall be charged with conducting the correspondence of the corporation subject to the control of the President.

5.06. Assistant Treasurers and Assistant Secretaries. The President may appoint one or more assistant treasurers and one or more Assistant Secretaries. An Assistant Treasurer or an Assistant Secretary shall, in the absence or disability, or at the request of the Treasurer or Secretary, respectively, perform the duties of the Treasurer or Secretary, respectively, and shall perform such other duties as may from time to time be delegated to him by the Board of Directors, the Executive Committee, or by the President. The Board of Directors shall require from the Assistant Treasurer(s) bonds for the lawful performance of their duties and the faithful accounting for all funds or other property in their hands, in amounts to be fixed by the Board of Directors with surety or sureties as required. Vouchers covering disbursements by Assistant Treasurers shall receive such certification and approval as the Board of Directors may direct.

5.07. Administrative Officers. The Board of Directors and/or the Executive Committee may establish such administrative offices, and hire such personnel as they shall deem appropriate, in addition to the offices provided for in §5, with such powers and responsibilities as may from time to time be determined by the Board of Directors and/or Executive Committee.

    a) The President shall appoint the persons to fill the offices so established. The President shall determine the titles of officers appointed pursuant to the 5.07, whether such offices were established by the Board of Directors or by the President.

    b) Special Assistants to the President. The President may designate, from time to time, special assistants to the President whose duties shall be designated by the President and who shall serve at the will of the President.

5.08. Term of Office. The officers of the corporation elected or appointed pursuant to this §5 (except the Chairman and the Vice Chairman) shall hold office for a term of one year or until their successors have been appointed or elected. Such term shall commence the date of the election of officers at the Annual Meeting of the Board of Directors and shall terminate at the time of the election of officers at the next Annual Meeting of the Board of Directors.

5.09. Removal. The officers and/or Board members of the corporation shall be subject to removal by the affirmative vote of two-thirds of the Board of Directors for cause. Cause shall be the following: (a) misappropriation of funds; (b) commission of a felony; (c) malfeasance in office; (d) non-performance of the duties of the office; and (e) failure to maintain membership in the corporation. All other officeholders and employees of the corporation shall be subject to removal by the President, with approval of the Board of Directors.
SECTION 6
ANNUAL MEETINGS

6.01. Rules. The Board of Directors shall prescribe rules for the Annual Meeting covering the procedure for nomination and election of the Board of Directors, for the establishment of committees, and such other matters affecting the conduct and proceedings of the Annual Meetings as the Board of Directors, each Annual Meeting shall adopt its own rules. No rules shall be inconsistent with these By-laws and in the absence of Rules the procedures may be governed by precedent and Roberts Rules of Order.

6.02. Voting by Proxy. Voting by proxy at the Annual Meeting shall not be allowed.

6.03. Eligibility to vote. In order to be eligible to vote, one must be a paid-up member of the corporation, which means that his annual dues for that membership year in which the election or vote takes place must have been paid prior thereto, and in order to vote at an Annual Meeting of the corporation or the Board of Directors, it is necessary that the member have been a member with his annual dues fully paid prior to the date of the Annual Meeting of the members or of the Board of Directors.

6.04. Nothing in these By-laws shall prevent the President or the Executive Committee from submitting any matter for consideration or ratification to the members of the Board or the members of the Executive Committee by written, telegraphic or telephonic vote. The presentation for the vote under these provisions shall prescribe a time limitation upon which the vote shall be cast and the polls shall close and such time shall be not less than 3 days or more than 30 days or any time between such dates as may be designated. Such vote to be valid shall require a response by at least a majority of those eligible to vote and the majority of those voting shall carry the question presented.

SECTION 7
MEMBERSHIP

7.01. Qualification. Membership in the NMI shall be open to all peoples who believe in the validity of its Purposes and Objectives upon payment of sums required by these by-laws.

7.02. Dues. The dues required for membership shall be set from time to time by a majority vote or the Board of directors in regular session. The categories of membership are:

   (a) Military member for such period as an individual is on active duty in the Armed Services of the United States.
   (b) Student member for such period as the member is a full-time student
   (c) Museum member
   (d) Family member
   (e) Patron member
   (f) Guardian Member
   (g) Life Member (single and family)
   (h) Life Sponsor
   (i) Echelon member
   (j) Such other classifications of membership as the President may determine with notice to the Board of Directors, e.g. Overseers.
The Board of Directors is authorized to create and authorize endowment memberships it deems fit. Upon the payment of dues required for membership in the category chosen by the member to the Treasurer of this corporation, any person entitled to such membership so designated shall become a member of that category and may continue such membership where annual dues are required by the payment of the annual dues during each membership year.

7.03. Termination. Membership may be terminated by the Board of Directors under conditions as may be specified by regulation of the Board of Directors or by the Board of Directors in any instance by reason of conduct by any member detrimental to the NMI.

7.04. Membership year. The membership year will be from April 1 to March 31.

7.05. Honorary Officers and/or Directors. The Board of Directors of this corporation shall have the authority on a two-thirds (2/3) vote to elect “honorary” officers and “honorary” directors.

7.06. A Board of Overseers shall be established, which membership shall require, for those individuals or entities contributing the sum of $1,000.00 or more during each year of their membership or a $25,000.00 lump sum contribution for life membership on said Board.

Those individual or entities may name an individual who shall serve on the Board of Overseers each year.

The member of the Board of Overseers, who shall not be members of the Board of Directors, shall have a voice but no vote.

SECTION 8

FUNDS

8.01. Authority to Receive. The corporation may receive gifts, bequests, devises, legacies, and donations for such purposes as are within the general scope of its corporate purposes and powers, and upon such acceptance shall expend and administer such contributions for the purposes specified.

8.02. Endowment Fund. Unless otherwise designated by the donor or directed by the Board of Directors there shall be received and held in the Endowment fund all monies derived from gifts made by will, trust or similar instrument. “Amended August 1998 to freeze use of income through 2004”.

8.03. General Fund. Except as provided in 8.02, there shall be received and held in the general fund of the corporation all sums received from any source, including:

(a) Membership dues, except life memberships, contributions, gifts, donations and bequests.
(b) Income derived from the Endowment Fund unless a contrary use is designated; and:
(c) All other income, receipts, and revenues of the corporation, except endowment funds.

8.04. Deposit and Investment. Except as provided in the Charter, the funds of this corporation shall be deposited in such banks or other financial institutions as may be designated by the Board
of Directors and such of these funds as may not be required for current needs shall be invested in such manner as the Board of Directors may direct. The Board of Directors shall prescribe suitable regulations for the safekeeping of such securities.

8.05. Audit. In addition to the audit provided for by 5.03, the accounts of the Treasurer shall be audited annually by a recognized firm of certified public accountants.

SECTION 9

DISSOLUTION

9.01. Dissolution. All the assets and net earnings of the corporation are irrevocably dedicated to charitable purposes and no interest therein shall ever inure to the benefit of any director, officer, or member of the Jewish War Veterans of the United States of America or its subsidiaries, or private person or entity.

9.02. Upon final dissolution or liquidation of the corporation, and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation may be distributed in accordance with the determinations of the Board of Directors of the corporation and in compliance with the constitution and bylaws of the corporation and all Federal and State laws applicable thereto. Nothing in this section shall be construed so as to permit any such assets being distributed to any officer or employee or inuring to the benefit of any private person.

9.03. This corporation may not be dissolved unless there is a seventy-five percent vote of all directors of the corporation and this particular 9 may be amended or repealed except by a similar vote of the Board of Directors.

SECTION 10

FISCAL YEAR

10.01. Fiscal year. The fiscal year shall begin on the 1st day of the month of July and shall end at midnight of the last day of the month of June.

SECTION 11

WAIVER

11.01. Failure to perform any ministerial duty may be waived by a two-thirds vote of those present and voting providing a majority is present, such being applicable to Board of Directors or Executive Committee. In the case of members whose membership has lapsed by reason of failure to renew dues where a statement for dues has not been received by them, such members may pay their dues and shall be considered reinstated as if there was no interruption in their service. No person shall be denied a right to hold office or vote for non-payment of dues unless such person has not been given an opportunity to pay such dues.
SECTION 12

SEAL

12.01. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, “Chartered by Act of Congress, 1958.” Said seal shall be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

SECTION 13

AMENDMENTS

13.01. These Bylaws may be amended, changed, added to, or repealed by the affirmative vote of a majority of the Directors, present and voting thereon, at any annual regular or special meeting of the Board of Directors, provided however that such proposed amendment(s), alterations, changes, additions to or repeal of, are presented in accordance with 13.02 and 13.03 below.

13.02. All proposed amendments, alterations, changes, additions to, or repeal of, any of the provisions of this Constitution and Bylaws shall be filed at the headquarters of this corporation or with the Secretary of the corporation at least thirty (30) days prior to any meetings at which such proposals are to be acted upon.

13.03. It shall be the duty of the Secretary or Assistant Secretary to mail copies of such proposals to the membership of the Board of Directors at least fourteen (14) days prior to such meeting.