

**BYLAWS  
OF  
JEWISH WAR VETERANS, U.S.A. NATIONAL MEMORIAL, INC.**

**SECTION 1**

**STATUTORY AUTHORITY**

- 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 85<sup>th</sup> 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 by Americans of the Jewish faith: and
  - (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; 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 reflect our purposes and principles as enumerated in §1.02 above, the name “NATIONAL MUSEUM OF AMERICAN JEWISH MILITARY HISTORY” (NMAJMH) may be 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 NMAJMH, 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 President of the Board shall be elected by the members of the Board immediately after their installation and shall serve for a period of three years. He/she shall also be the Museum representative on the National Executive Committee.
- (b) The Vice President of the Board shall be elected from the membership of the Ladies Auxiliary of the Jewish War Veterans of the United States of America and shall serve for a term of three years;
- (c) Thirteen members, shall be elected by the members of the Museum at the Annual Meeting of the Board all of whom must be Guardian members; and
- (d) A Secretary and a Treasurer shall be elected by the members of the Museum at the Annual Meeting of the Board all of whom must be Guardian members; and
- (e) All future past Presidents of the Board of Directors of the NMAJMH, with the exception of the-then immediate Past President of the Board of Directors of the NMAJMH who shall have a vote on the Board, shall have no vote, and shall serve the Board in an advisory capacity to the Board.

2.03. Vacancy: When a vacancy occurs in the office of the President, it shall be filled by the Vice President until the end of the President's term. When a vacancy occurs in the office of the vice President, a new Vice President shall be elected at the next meeting of the Board of Directors from the membership of the Board to serve until the end of the Vice President's term.

2.04 Term of office. The terms of office of all elected directors shall vary as follows: four members shall be elected to a one-year term; four shall be elected to a two year term, and five shall be elected to a three year term. Each election shall take place at an annual meeting of the NMAJH. In the event of a vacancy occurring in the seat of a member of the Board of Directors, said vacancy shall be filled by appointment of the President of the Board.

2.05. Qualifications of Members. 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 NMAJH at the time of his/her election or appointment.

2.06. The Nominating Committee: The Nominating Committee shall be composed of 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, and the Immediate Past President of the NMAJMH.

2.06. Nominations of Members. The Nominating Committee shall call for nominations from the members of the NMAJH using any and all means available not later than sixty (60) days prior to the Annual Meeting of the Board and present a slate of nominations for the directors to be elected at the Annual Meeting of the Board. The Nominating Committee shall close the nomination process thirty (30) days before the annual meeting and present a slate of nominations for the directors to be elected at the Annual Meeting of the Board. NMAJMH members may submit recommendations to the Nominating Committee provided that any individual nominated qualifies as a Guardian Member or higher and who has been a member of the NMAJH for at least one year prior to the election.

### SECTION 3: COMMITTEES

3.01. 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.

3.02. 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.

3.03. Chairmen; Rules. Each committee appointed by the Board of Directors, 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.

3.04. Collections Committee. There will be a Collections Committee composed of three Board members NMAJMH appointed by the President. The Committee will devise and recommend to the Board a Collections Management Policy. The Collections Committee shall review all gifts to the archives, and all accessions, and will submit a report to the President for approval.

3.05. Exhibits and Programs Committee. There will be an Exhibits and Programs Committee composed of three Board members appointed by the President two of whom will be the Curator and the Programs and Content Coordinator. The Committee will review all plans and conceptual ideas of exhibits and programs presented by the Board of Directors and determine whether these fulfill the goals and purposes of the NMAJMH. The Committee may make recommendations concerning conceptual ideas and plans. The Committee shall submit a report to the President for approval.

3.06. Finance Committee. There will be a Finance Committee composed of three Board members of the NMAJMH 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 NMAJMH. The Committee may seek advice from consulting experts and will submit a report to the President for approval.

3.07. Audit Committee. This committee shall meet annually and consist of three members, one of whom shall be a public accountant but not necessarily a member of the Board. 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.

3.08. 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 either the Curator or the Programs and Content Coordinator whose thorough knowledge and experience shall have shown himself/herself to be an asset to the operations of the Museum.

## SECTION 4

### OFFICERS

4.01. President. The President of the Board of Directors is the principal officer of the NMAJMH. He/she shall be the representative of the NMAJMH 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 NMAJMH the policies and programs adopted or approved by the Board of Directors as to the conduct and management of the affairs of the entire NMAJMH. 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 the NMAJMH representative to the National Executive Committee.

4.02. Vice President. The member of the Ladies Auxiliary of the Jewish War Veterans of the United States of America elected to serve as Vice President shall assist the President in administering the affairs of the corporation and in the absence of the President, shall exercise the functions of the President.

4.03. Treasurer. The President, with the approval of the Board of Directors, shall appoint a Treasurer from the staff of JWV. 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 as the Board 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.

4.04. 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 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.

4.05. Removal. The Board members of the NMAJMH 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.

## SECTION 5

### MEETINGS

5.01. Regular Annual Meeting. The regular Annual Meeting of the Board of Directors shall be held each year for the election of directors and officers as required by Section 2, 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.

5.02. Other Regular Meetings. At least three regular meetings of the Board of Directors other than that provided in 2.06 shall be held each year. One said meeting shall take place on the same weekend and at the same geographical location of the mid-year meeting of the National Executive Committee of the Jewish War Veterans of the United States of America. Two other meetings shall be called via conference calls or video conference at such times as the Boards of Directors or President may from time to time determine, preferably three months after the Annual Meeting and three months after the Mid-year Meeting of the National Executive committee.

5.03. 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 six (6) directors.

5.04. 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.

5.05. Quorum. Eight members, to include the President 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.

5.06. 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 at the Guardian level for that membership year in which the election or vote takes place must have been paid.

5.07. Nothing in these By-laws shall prevent the President from submitting any matter for consideration or ratification to the members of the Board by written, electronic, telegraphic or telephonic vote. The presentation for the vote under these provisions shall specify a time when the vote shall be taken. A majority of those eligible to vote shall constitute a quorum and the majority of those voting shall carry the question.

## SECTION 6

### MEMBERSHIP

6.01. Qualification. Membership in the NMAJMH 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.

6.02. Dues. The dues required for membership shall be set from time to time by a majority vote of 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 Members
- (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.

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

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

6.05. 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 7

### FUNDS

7.01. Authority to Receive. The corporations 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.

Updated October 7/8/2020

7.02. 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 and life membership dues.

7.03. 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.
- (b) Income derived from the Endowment Fund; and:
- (c) All other income, receipts, and revenues of the corporation, except endowment funds.

7.04. 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.

7.05. Audit. The accounts of the Treasurer shall be audited annually by a recognized firm of certified public accountants.

## SECTION 8

### DISSOLUTION

8.01. Dissolution. All the assets and net earnings of the NMAJMH 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.

8.02. Upon final dissolution or liquidation of the NMAJMH, and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the NMAJMH 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 NMAJMH 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.

8.03. The NMAJMH may not be dissolved unless there is a seventy-five percent vote of all directors of the NMAJMH and this particular paragraph may not be amended or repealed except by a similar vote of the Board of Directors.

## SECTION 9

### FISCAL YEAR

9.01. 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 10

### WAIVER

Updated October 7/8/2020

10.01. 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 11

### SEAL

11.01. Seal. **The corporate seal** **what is this???** **Is it the JWV logo or the Museum logo, or what?** 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. **If it exists, where is it impressed or affixed???**

## SECTION 12

### AMENDMENTS

12.01. These Bylaws may be amended, changed, added to, or repealed by the affirmative vote of a majority of the Members of the NMAJMH, 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 repeat of, are presented in accordance with 12.02 and 12.03 below.

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

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

Passed  
Museum Board of Directors

AMENDED ---/---/2020