

**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:
- 1.03. Objective.
- (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.
  - (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.
- 1.04. 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 or Election.
- (a) The President of the Board shall be elected by the members of the Board for a term of one year and shall serve no more than three consecutive terms. The newly elected President shall be seated immediately upon election.
  - (b) The Vice President(s) of the Board shall be elected by the members of the Board for a term of one year and shall serve no more than three consecutive terms in the position to which the individual was elected.
  - (c) Twelve members at-large shall be elected by the Board at the annual meeting of the Board. Any individual so elected shall be a Guardian or higher member of the NMAJMH at the time of the election.
  - (d) Twenty-four [24] members of the NMAJMH elected by the National Executive Committee of the JWV and which members so elected shall be Guardian members or higher prior to being seated.
  - (e) Six [6] members elected by the Jewish War Veterans Ladies' Auxiliary (JWVA) who shall be Guardian members or higher prior to being seated.
  - (f) The Chair of the JWV-NMI Co-ordinating Committee.
  - (g) All future 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.
  - (h) The President, with the approval of the Board, shall appoint Secretary(s) and Treasurer.
- 2.03. Vacancy in Office. In the event of a vacancy occurring in the seat of a member of the Board, said vacancy shall be filled by appointment by the Commander or President from the organization from which the individual had represented.

## 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 committee persons who are not members of the Board of Directors who shall then have voice but no vote.
- 3.02. Chairs. Each committee appointed by the Board shall have the power to adopt its own rules for the conduct of its business in all respects not in contravention to the By-laws or rules set by the Board. The President shall appoint all chairs of all committees
- 3.02. Nominating
- 3.03. Committee Nominations of Directors.
- (a) The Nominating Committee shall consist of the following individuals:
- (1) The Commander of the JWV or such individual's designee.
  - (2) The President of the JWVA or her designee.
  - (3) The immediate Past President of the NMAJMH or such individual's designee.
  - (4) The Chair of the JWV-NMI Co-ordinating Committee or such individual's designee.
- (b) In order to secure the greatest number of individuals who wish to serve on the Board as one of the twelve seats at-large, the Nominating Committee shall request that an announcement to that effect be placed in *The Jewish Veteran*, via E-mail communication to all JWV Department Commanders, to all Post Commanders where such post do not belong to a department and a posting on the NMAJMH website, to wit, [www.nmajmh.org](http://www.nmajmh.org).
- (c) All such communications shall be no later than sixty (60) days prior to the opening of the NMAJMH Annual Meeting of the Board. The Nominating Committee shall close nominations thirty (30) days prior to the Annual Meeting. The Nominating Committee shall post its slate of officers and members ten (10) days prior to the Annual Meeting in the same means as utilized in Section (b) above. The slate put forth by the JWV and the JWVA shall lie within the purview of those organizations.
- 3.04. Collections Committee. There will be a Collections Committee composed of three members of the Board members of the 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 consisting of three members of the Board all of whom shall be appointed by the President. The Committee will review all plans and conceptual ideas of exhibits and programs presented to the Museum and make recommendations to the President and Board whether these plans and conceptual ideas fulfill the goals and objectives of the NMAJMH.

- 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. Fund Raising Committee. There will be a Fund-Raising Committee appointed by the President consisting of three members the chair of which shall be designated by the President. The Committee shall design programs of Fund-Raising for the NMAJMH and report to the President and Board periodically the programs for additional comment and action.
- 3.08. Building and Grounds Committee. There shall be a Buildings and Grounds Committee composed of three members appointed by the President one of whom shall be designated as the Chair. The Committee shall advise the President and Board on matters of the safe and efficient operation, maintenance and cleanliness of the building, grounds and parking lot. In addition, the Committee shall analyze future needs of the NMAJMH and, accordingly, make recommendations to the President and the Board.
- 3.09. Personnel Committee. There shall be a Personnel Committee that shall serve to advise the Board on matters concerning the employees of the NMAJMH. The President shall appoint three members of the Board to serve on the Committee. In addition to the Board members, the President shall invite the Executive Director to serve as a non-voting member of the Committee.
- 3.10. Management Advisory Committee. There shall be a Management Advisory Committee that will serve to advise the President on issues of policy and procedure. The Committee shall consist of the President, one Board member appointed by the National Commander from the JWV, one Board member appointed by the National President from the JWVA and one member appointed by the Chair to the JWV-NMI Co-ordinating Committee.
- 3.11. Co-ordinating Committee. The President shall name three members of the Board to serve on the Co-ordinating Committee that exists pursuant to the Memorandum of Understanding dated March 13, 1985 between the Jewish War Veterans of the USA and National Memorial Inc. n/k/a The National Museum of American Jewish Military History (NMAJMH).
- 3.12. Audit Committee. There will be an Audit Committee appointed by the President consisting of three members. The Treasurer shall be an Ex-Officio member of the Committee. The Committee shall meet prior to the Annual Meeting of the Board and shall review the books and records of the NMAJMH. The Committee shall submit the Auditor's record and recommendations to the President and Board at the Annual Meeting.
- 3.13. Quorum. Unless otherwise specified by the President, a quorum shall consist of majority of members of a committee. In the absence of a quorum those present may conduct a workshop meeting at which minutes may be recorded at the pleasure of the members present.

3.14. Ad Hoc Committees. The President shall have the power to create such Ad Hoc committees as the President shall deem necessary to carry on the duties of the Board.

### OFFICERS

4.01. President. The principal officer of the NMAJMH shall be the President. The President shall be the representative of the NMAJMH in its relations with public and private agencies and the public at large. The President shall be responsible for communicating to the officers and employees of the NMAJMH the policies and programs adopted or approved by the Board as to the conduct and management of the affairs of the NMAJMH. The President shall be a member Ex-Officio of all committees.

4.02. Vice Presidents. The Vice Presidents shall be elected from among members of the Board and shall assist the President in the administration of the NMAJMH. In the absence of the President the First Vice President shall exercise the duties and responsibilities of the President. In the absence of the President and First Vice President, the Second Vice President shall fill the duties of the President and the Third Vice President the duties and responsibilities of the Second Vice President fill the duties of the Second Vice President. In the absence of the President, First and Second Vice Presidents, the Third Vice President shall fill the duties and responsibilities of the President. In the event of a vacancy, each individual officer shall ascend to the next higher position.

4.03. Treasurer. The President, with the approval of the Board, shall appoint a Treasurer. The Treasurer shall have the care and custody of all funds of the NMAJMH, except such funds as are under the direct control by the Board or are retained by the Departments for the benefit of the NMAJMH. The Treasurer shall keep the books and fiscal records of the NMAJMH that shall be open to members of the NMAJMH at reasonable times and places. The Treasurer shall have the authority to endorse checks, drafts and other negotiable instruments for the payment of money when necessary and proper, and to deposit same to the credit of the NMAJMH in such depositories as the Board may direct or authorize. The Treasurer may sign all receipts and vouchers for payment to the NMAJMH and shall render an account of the NMAJMH's transactions upon demand by the Board. The Treasurer shall be bonded for the lawful performance of the duties with a surety or sureties in an amount set by the Board. The Treasurer shall perform such duties as usually performed by a treasurer.

4.04. Recording Secretary. The President, with the approval of the Board, shall appoint a Recording Secretary. The Recording Secretary shall keep the minutes of all Board meetings and shall or cause to be kept minutes of all committees of the NMAJMH. The Recording Secretary shall send notice of all Board meeting to members of the Board prior to any meeting of the Board. The Recording Secretary shall have charge of the Corporate Seal of the NMAJMH and shall attest the seal the upon all instruments executed under such seal. The Recording Secretary shall perform the general duties and responsibilities of a recording secretary.

- 4.05. Corresponding Secretary. The President, with the approval of the Board, shall appoint a Corresponding Secretary. The Corresponding Secretary shall be charged with conducting the correspondence of the Board, subject to the control of the President.
- 4.06. Assistant Secretaries and Assistant Treasurers. The President may appoint one or more Assistant Secretaries and/ or Assistant Treasurers. An Assistant Secretary or an Assistant Treasurer shall, in the absence of the Secretary or Treasurer shall perform the duties of the absent officer or shall perform the duties and responsibilities assigned by the President or Board. An Assistant Treasurer shall be bonded in the same manner and in the same amount as the Treasurer. Any disbursements by an Assistant Treasurer shall be subject to certification and approval by the Board.
- 4.07. Administrative Officers. The Board may establish such administrative offices and hire and discipline such personnel as deemed appropriate. Any such administrative officers shall have powers as provided for by the Board.
- 4.08. Term of Office. The term of office of those appointed under these By-laws shall be for one year or until a successor is appointed. The year shall commence as of the date of the election of officers at the Annual Meeting of the Board and terminate as of the election of the Board at the next Annual Meeting of the Board.
- 4.09. Removal. The officers and/or members of the Board shall be subject to removal by an affirmative vote of the Board for cause. Cause shall be:
- (a) misappropriation of funds.
  - (b) the finding of guilt or a plea bargain demonstrating the commission of a felony.
  - (c) malfeasance in office.
  - (d) non-performance of duties.
  - (e) failure to maintain membership in the NMAJMH.
  - (f) any such actions that would bring disrepute upon the NMAJMH. All other officeholders and employees of the NMAJMH shall be subject to removal by the President with the approval of the Board.
  - (g) It shall be the obligation of the President to constitute a court to try any accused. Said Court shall be constituted of six members of the Board. Furthermore, it shall be the duty of the President to forward to the accused by fax or E-mail, registered, express or certified mail, return receipt requested, an exact copy of the Charges and Specifications, and notifying the accused of the time, date and place of any hearing to determine the veracity of Charges and Specifications made. Proof of such notification, whether accepted or not, shall be deemed sufficient and due notice. The accused shall be entitled to at least twenty (20) days' notice, and shall have the right to be represented by counsel of his/her own choosing. Within fifteen (15) day of notice of an adverse decision, the accused may file an appeal of the decision of the Court to the entire Board whose decision shall be final and binding.

## MEETINGS

- 5.01. Regular Annual Meeting. The regular Annual Meeting of the Board shall be held each year for the election of officers, as required in Section 2 above, at the place where the National Conventions of the JWV and the JWVA are being held and said Annual Meeting shall be held on a date not earlier than one day prior or one day later than the close of the Conventions.
- 5.02. Other Regular Meetings. The President shall call at least three meetings of the Board in addition to the meeting set forth in 5.01 above. One meeting shall take place one day prior to or one day after, and at the same location as the National Executive Committee meeting of the Jewish War Veterans of the USA. The President shall schedule two additional meeting of the Board and may be held by telephonic or video conferencing.
- 5.03. Special Meetings. Special meetings of the Board 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) members of the Board.
- 5.04. Notice of Meeting. Notice of regular meetings shall be given to each member of the Board at least thirty (30) days prior to such meeting. Notice all meeting shall be outline, as much as practicable, the matters to be considered. Notices of the meetings shall be given by mail or electronic communication and shall be posted on the Museum's website.
- 5.05. Quorum. A quorum shall consist of twenty (20) members, including the President and any Vice President(s) shall constitute a quorum for any regular or special meetings. In the absence of a quorum those assembled may hold a workshop meeting where those present may vote to have minutes taken. However, no official business may be conducted in the absence of a quorum. Voting by proxy shall not be allowed at any meeting of the Board or any of its committees.
- 5.06. Eligibility to Vote. In order to be eligible to vote, one must be a Guardian member or higher in the membership that the election or vote is taking place.
- 5.07. Authority of the President. 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 or telephonic vote. The presentation for a vote under these provisions shall specify the time and method of voting. A majority of those eligible to vote shall constitute a quorum and a simple majority of those voting shall carry the question.

## MEMBERSHIP

- 6.01. Qualification. Membership in the NMAJMH shall be open to all persons who believe in the validity of the Purposes and Objectives of the NMAJMH, upon payment of such dues as set by the Board.

- 6.02. Dues. The dues required for membership shall be set from time to time by a majority vote of the Board in regular session. The categories of memberships are:
- (a) Military membership for such period as an individual is on active duty in the Armed Services of the United States.
  - (b) Student membership for such period of time an individual is a full-time student.
  - (c) Museum membership;
  - (d) Family membership;
  - (e) Organizational membership for such echelons within the Jewish War Veterans of the USA or the Jewish War Veterans Ladies Auxiliary and other organizations that wish to join the NMAJMH;
  - (f) Patron membership may be extended by the Board to any person or organization deemed worthy by a majority for of the Board;
  - (g) Guardian membership.
  - (h) Life membership
- 6.03. Termination. Membership in the Museum may be terminated by a majority vote of the Board, with meaningful notice and opportunity to be heard and defend membership, before vote, consistent with the JWV By-Laws, and under conditions as may be specified by regulation of the Board in any incidence deemed detrimental to the best interests of the Museum.
- 6.04. Membership Year. The membership year shall be from April 1 to March 31.
- 6.05. Board of Overseers. There is hereby established a Board of Overseers for entities or individuals who have contributed \$1,000 or more during each year of their membership or a lump sum contribution of \$25,000 for life membership on the Board of Overseers. Any individual or entity meeting the criteria set forth herein may name an individual to serve on the Board of Overseers. A member of the Board of Overseers shall not be a member of the Museum Board but shall enjoy a voice but no vote on the Board of the Museum.

#### FUNDS

- 7.01. Authority to Receive. The Museum may receive gifts, bequests, devises, legacies, and donations for such purposes as are within the general scope of its purposes and powers, and upon acceptance of same shall administer and expend such contributions for the avowed purposes specified.
- 7.02. Endowment Fund. All donations designated by the donor or directed by the Board for a specific purpose shall be placed in an Endowment Fund and shall be used solely as for the purposes and in the manner directed by the donor or the Board.



7.03. General Fund. Except as provided for in 7.02 above there shall be received and held in the General Fund all sums received from any source, including but not limited to:

- a) Membership dues;
- b) Income derived from the Endowment Fund unless precluded by restriction of the donor;  
and
- c) All other income, receipts, and revenues of the NMAJMH.

7.04. Deposits and Investments. Except as provided by the Congressional Charter, the funds of the NMAJMH shall be deposited in such banking institutions as may be designated by the Board and such of these funds as may not be required for the current needs of the Museum shall be invested in such manner as the Board may direct. The Board shall prescribe suitable regulations for the safeguarding of such securities.

#### FISCAL YEAR

8.01. The fiscal year shall begin on July 1 of the year and end on June 30 of the following year.

#### WAIVER

9.01. Failure to perform any ministerial duty by a member of the Board may be waived by a two-thirds vote of a duly called meeting and in the presence of a quorum of the Board. Where a member's membership has lapsed for failure to pay dues in a timely fashion but where a dues statement has not been received by the member, the member may pay the dues owed and shall be reinstated as if the dues were paid in a timely manner.

#### SEAL

10.01. The corporate seal of the Museum shall have inscribed thereon the name of the Museum, the year of the receipt of the Congressional Charter 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 upon all documents requiring the presence of a Seal.

#### DISSOLUTION

11.01. All the assets and net earnings of the NMAJMH are irrevocably dedicated to charitable purposes and no interests therein shall ever inure to the benefit of any director, officer or member of the Jewish War Veterans of the USA or its subsidiaries or any private person or entity.

11.02. Upon the final dissolution or liquidation of the NMAJMH, and after the discharge or satisfaction of all outstanding obligations and liabilities, any remaining assets of the NMAJMH may be distributed in accordance with determinations of the Board of the NMAJMH and in compliance with the By-laws of the NMAJMH and all Federal, State and

District laws applicable thereto. Nothing in this Section shall be construed to permit any such assets being distributed to any director, officer, member or employee or inuring to the benefit of any individual or entity.

- 11.03. The Museum may not be dissolved unless there is a seventy-five percent (75%) vote of all members of the Board and this particular paragraph (Dissolution) may not be amended or repealed except by a similar vote of the Board.

#### AMENDMENTS

- 12.01. These By-laws may be amended, changed, added to, or repealed by an affirmative vote of a majority of the Members of the NMAJMH present and voting thereon at any regular or special meeting of the Board, provided, however, that such proposed amendment(s), alterations, changes, additions to or repeal 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 provisions of the By-laws shall be filed with the Secretary of the NMAJMH at least thirty (30) days prior to any meeting at which such proposals are to be subject to debate and vote.
- 12.03. It shall be the duty of the Secretary to mail copies of such proposals to the members of the Board at least fourteen (14) days prior to such meeting and to post the proposal on the NMAJMH website.

Passed

NMAJMH Board of Directors

AMENDED 12/13/2020