

# BYLAWS

of the

## CALIFORNIA COLD WAR MUSEUM & MEMORIAL, INC.

### ARTICLE I NAME AND PURPOSES

**Section 1.01. Name.** The name of the organization is THE CALIFORNIA COLD WAR MUSEUM & MEMORIAL, INC.

**Section 1.02. Purpose.** The Corporation is organized for the charitable and educational purposes of educating the public about the Cold War. It will educate the public in how California and its citizens participated in the efforts to win the war. It will make known those that gave the ultimate sacrifice for our country and under what circumstances they gave it. The California Cold War Museum & Memorial will be a reminder that we are never too far from a major nuclear catastrophe; reminding us that the United States needs to remain at the forefront of nuclear responsibility.

### ARTICLE II MEMBERS

**Section 2.01. Classes.** There shall be two classes of members: Corporate and Individual.

**Section 2.02. Qualifications.** Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights.

**Section 2.03. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. This may occur only after the member has had a reasonable time to respond to notification of their pending termination of membership. The amount of time to be considered reasonable shall be decided by the Board of Directors.

**Section 2.04. Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.05. Dues.** Dues for members shall be established by the Board of Directors.

**Section 2.06. Meetings.** The annual informational meeting shall be held in August of each year. This meeting is for the purpose of informing the members of the current state of the corporation and future plans as determined by the Board of Directors. This meeting may be rescheduled, cancelled, or postponed by the Board of Directors as needed.

**Section 2.07. Membership Benefits.** The benefits being afforded members of each class will be established by the Board of Directors.

### **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section 3.02. Number, Selection, and Tenure.** The Board shall consist of not less than three (3) directors. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

**Section 3.04. Regular Meetings.** The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.05. Special Meetings.** Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.08. Absences.** If any Board Member shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

**Section 3.07. Notice.** Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.08. Quorum.** A quorum shall consist of a majority of the Board attending in person or through teleconferencing/video conferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 3.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.10 Participation in Meeting by Conference Telephone/Video.** Members of the Board may participate in a meeting through use of conference telephone, internet video feed, or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.11. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

**Section 3.13. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

**ARTICLE IV  
AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.07. Secretary.** The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. He/she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Museum. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

**Section 4.08. Treasurer.** The Treasurer shall have supervision over the financial records of the Corporation. The Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.08. Paid Staff.** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**Section 4.09. Loans.** No loan shall be made by the corporation to any officer.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees pursuant to section 3.10.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors pursuant to section 3.10.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

#### **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

These Bylaws are hereby adopted by resolution of the corporation's Board of Directors on \_\_\_\_\_, 2008.

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Secretary