

**CHINA LAKE MUSEUM
FOUNDATION
BY-LAWS**

PREAMBLE

These by-laws provide the standing rules that govern the regulations and internal affairs of The China Lake Museum Foundation. This organization was incorporated in the State of California as a non-profit corporation and is organized and operated exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE I – GENERAL

SECTION 1. NAME

The name of this organization shall be the China Lake Museum Foundation, hereinafter referred to as the Foundation.

SECTION 2. MISSION

The mission of the Foundation is to provide support to the U. S. Naval Museum of Armament and Technology at China Lake and to raise the necessary funds and support for the expansion of the Museum, with the primary objective of a new building with improved public access.

SECTION 3. PURPOSE

The Foundation's purpose is to provide a continuing education forum and a vehicle for the development of an armament museum at China Lake, California. The educational activities of the Foundation will promote and communicate the history of the development of naval armament and the role of these developments in U. S. history.

SECTION 4. OBJECTIVES

The Foundation has four principal objectives:

1. To develop and maintain a close relationship with the Naval Air Warfare Center Weapons Division and the Naval Air Weapons Station organizations at China Lake and with all Navy, working in parallel with their historical and educational requirements concerning the history of armament and related technology with emphasis on aviation armament.
2. To develop relationships with private individuals, grant organizations, corporate sponsors and other interested parties that will provide the finances and support needed to house, preserve, exhibit and interpret the heritage of the technological achievement of the naval armament community.
3. Provide support to the Navy, for the day-to-day operation of the museum, by the recruitment and coordination of volunteers and docents to greet visitors, answer routine questions, conduct tours, prepare special exhibits, and accomplish special tasks as assigned.
4. Raise the funds necessary for the construction, maintenance and expansion of

a building dedicated specifically to housing the museum through organized fund raising activities.

ARTICLE II - MEMBERSHIP

SECTION 1. ELIGIBILITY

Any individual of good moral character and repute, and any firm, association, organization, or corporation who is interested in and supports the purposes and objectives of the Foundation shall be eligible for membership.

SECTION 2. APPLICATION

Application for membership shall be made to the Foundation along with payment of the first year's dues for the level of membership requested. The Board of Directors shall be advised of the new members at the Directors' regular meeting.

SECTION 3. DUES

The Board of Directors shall set membership dues. The amount to be paid, classes of membership, and rules determining the manner and time of payment shall be determined by the Board of Directors.

SECTION 4. VOTING

A member in good standing shall be entitled to one vote at annual or special membership meetings. All proxies shall be in writing, dated and signed by the member.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall consist of no less than ten (10) and no more than twenty-four (24) Directors duly elected by the General Membership of the Foundation. One-third of the Directors shall be elected each year to serve a three-year term. In addition, there may be a limited number of Charter Directors and Directors Emeriti.

SECTION 2. RESPONSIBILITIES

The Board of Directors is responsible for formulating and adopting policy for the organization. The Board of Directors shall be responsible for the management and administration of the Foundation in all respects and for all purposes.

1. **General Corporate Powers:** Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation law and any other applicable laws, and subject to any limitation of the articles of incorporation or by-laws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
2. **Specific Powers:** Without prejudice to the general powers set forth in Article III, Section 2 (1) of these by-laws, but subject to the same limitations, the Directors shall have the power to:
 - a. Appoint and remove all of the Corporation's officers, agents and

- employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these by-laws.
- b. Appoint standing and special committees, as the Directors deem appropriate, in accordance with the provisions of Article V, Section 1 of these by-laws.
 - c. Make rules and regulations not inconsistent with law or the Articles of Incorporation for the guidance of the officers and management of the affairs of the Corporation.
 - d. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
3. **Fiduciary Duty:** Each director owes a fiduciary duty of good faith and reasonable care with regard to all actions taken on behalf of the Foundation. Each director shall perform her/his duties in good faith in a manner she/he reasonably believes to be in the best interests of the corporation, using ordinary care and prudence.

SECTION 3. PRESIDING OFFICER

A President, elected by majority vote of the Board of Directors at a regular meeting, shall preside at Board meetings. The First Vice President will preside at Board meetings in the absence of the President.

SECTION 4. NOMINATION AND ELECTION OF DIRECTORS

1. **Eligibility:** A prospective Director is any member of the Foundation in good standing that is of good character and integrity and who is judged by the Directors to have solid interest in and dedication to supporting the purpose and objectives of the Foundation. A statement by the nominee that they are willing to be a Director may be submitted at the time of nomination.
2. **Nominating Committee:** Prospective Directors are to be nominated by the Board of Directors sitting as an ad hoc Nominating Committee during the July Regular Board meeting. The Board may solicit or receive suggestions from the Foundation membership at large for prospective nominees. An Incumbent Director may stand for re-election if nominated, if they meet the eligibility requirements.
3. **Publicity of Nominations:** The Board of Directors shall publish the list of nominees and the procedure for nomination by petition to the membership within 15 days of the nominating committee meeting but no later than the August Board Meeting. Distribution can be via electronic or USPS mail.
4. **Nomination by Petition:** Additional names of Candidates for Directors can be nominated by petition bearing the signatures of at least twenty-five (25) members in good standing of the Foundation. The Candidate has ten

- (10) days from the date the nomination list was published to submit a nomination petition.
5. **Election:** The Board of Directors shall produce and mail a ballot of the names of all candidates for Director to the membership. The names shall be listed in random order on the ballot. Distribution can be via electronic or USPS mail. The ballot mailing shall contain a clear statement concerning the voting procedure, date, place and time of poll closing. The election shall be conducted at the Annual Membership Meeting held in September.
 6. **Term of Office:** Directors shall be elected for a three-year term by a majority vote of the General Membership in attendance at the annual membership meeting. A Director may serve for three (3) consecutive terms. After three (3) consecutive terms a Director must step down. After one (1) year the subject Director is eligible to be re-elected to the Board. There shall be a staggered term for appointed Directors so that every year approximately one-third of the total number of Director seats shall stand for election. A year, in regards to terms of office, will run concurrent with the Foundation's fiscal year of which commences on the first day (1st) of October each year and end on the thirtieth (30th) day of September the next succeeding year.
 7. **Appointment:** Directors appointed by the Board of Directors to fill vacated seats shall serve the remainder of the term of the Director seat they filled. Newly appointed Directors shall begin their service at the next scheduled Board of Directors meeting.

SECTION 5. CHARTER DIRECTORS

Those individuals who have established the Foundation by endorsing the original Articles of Incorporation are hereby designated as Charter Directors of the Foundation and shall serve on the Board until such time as they resign as a Director. Charter Directors will not be included when determining open seats for election or appointment.

SECTION 6. DIRECTOR EMERITUS

The Foundation shall have the position of Board Director Emeritus. A Director Emeritus shall provide counsel and guidance to the Directors and shall participate in Foundation activities as mutually desired. The Director Emeritus is a non-voting position.

Nomination to the position of Director Emeritus shall be by a Board member and is limited to past Foundation Directors who resigned in good standing. Election shall be by majority vote of the Board at a regular Directors' meeting. Directors Emeriti will not be included when determining open seats for election or appointment.

SECTION 7. RESIGNATION

Except as provided below, any Director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective.

If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Term of the appointed successor shall be for the remaining term of the vacated position.

SECTION 8. REMOVAL

A Director may be removed from the Board because of failure to attend two-thirds of the Board of Directors meetings in any one-year period of time. Exception to the attendance requirement may be made by written request in the case of illness or other circumstances and subject to approval by a majority vote of the Board.

SECTION 9. VACANCIES

Appointments to fill vacancies on the Board due to resignations, removal or death shall be made by a majority vote of currently seated Board of Directors. This appointment shall be for the remainder of the term of the former incumbent.

SECTION 10. SALARIES

The Directors shall not receive any stated salaries or compensation for their services.

SECTION 11. LIABILITIES (Adopted by membership on Sept 18, 2007)

1. Liabilities.

The directors shall not be personally liable for the debts, liabilities or other obligations of the China Lake Museum Foundation Corporation.

2. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation with all corporate assets to the fullest extent permissible under the laws of the State of California.

3. Insurance for Corporate Agents

Except as may otherwise be provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of an agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the By-Laws, or provision of law.

ARTICLE IV - OFFICERS

SECTION 1. COMPOSITION

The officers of the Foundation shall be a President, five Vice Presidents, a Secretary, and a Treasurer, who shall be chosen by the Board of Directors. The Board of Directors may also choose additional Vice Presidents, one or more Assistant Secretaries, Assistant Treasurers, and such other officers as may be appointed in accordance with these by-laws.

The same person may hold any number of offices, except that neither the Secretary, nor the Treasurer may serve concurrently as the President.

SECTION 2. ELECTIONS

The officers of the Corporation shall be elected by the Board at the first meeting of each fiscal year; normally this will be the October board meeting. The officers serve at the pleasure of the board. A year, in regards to terms of office, will run concurrent with the Foundation's fiscal year of which commences on the first day (1st) of October each year and end on the thirtieth (30th) day of September the next succeeding year.

SECTION 3. OTHER OFFICERS

The Board may appoint, or may authorize that the President or other officer may appoint, any other officers that the Foundation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the by-laws or determined by the Board.

SECTION 4. REMOVAL

An officer may be removed by the Board for failure to provide the services required of the office. The officer under consideration for removal shall be notified four weeks prior to a vote by the Board on the removal of the officer. The vote to remove shall be a majority vote by the Board at a regular meeting of the Board of Directors.

SECTION 5. RESIGNATION

Any officer may resign at any time by giving written notice of resignation addressed to the Secretary. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 6. DUTIES

1. **President:** The President shall be the Chief Executive Officer for the Foundation and serve as chairman of the board for the Board of Directors. He shall supervise, direct, and control the Foundation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall be responsible for maintaining good public relations with the Navy and the local community. The President shall have such other powers and duties as the Board or the by-laws may prescribe.
2. **Vice President:** The Vice Presidents, in the order of their designation, shall, in the absence or disability of the President, perform the duties and exercise the power of the President, and shall perform other duties as the Board of Directors or these by-laws may prescribe. When so acting, a Vice President shall have all the powers and be subject to all the restrictions of the President. The Vice-Presidents shall be First Vice President, plus Vice Presidents for Facilities, Membership, Fund-Raising, Public Relations, and

Operations.

3. **Secretary:** The Secretary shall have responsibility for taking and preserving all minutes and maintaining records of the Foundation, and shall keep, at the principal office for the transaction of the business of the Foundation, the original or a copy of the Articles of Incorporation and by-laws as amended to date. The Secretary may be assisted by Assistant Secretaries as may be appointed by the Board of Directors. Assistant Secretaries, in the order of their designation, shall, in the absence of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors may prescribe.
 - a. **Minutes:** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of the meetings shall include: 1) the time and place that the meeting was held; 2) whether the meeting was annual, regular, or special, and, if special, how authorized and notice given; 3) the names of those present at Board and committee meetings; and 4) the number of members present or represented at Members' meetings.
 - b. **Articles of Incorporation:** The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and by-laws, as amended to date.
 - c. **Membership Records:** The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership.
 - d. **Notices, Seal, and Other Duties:** The Secretary shall give or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these by-laws to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or by-laws may prescribe.

4. **Treasurer/Chief Financial Officer:** The Treasurer shall have the custody of the corporate funds and securities, and shall keep adequate and correct accounts of the corporate properties and business as may be ordered by the Board of Directors, taking proper vouchers for disbursements.
 - a. At the regular meeting of the Board of Directors, or whenever the President and Directors may require it, the Treasurer shall render an account of all transactions taken by the Treasurer and of the financial condition of the Corporation, and shall exercise such other powers and perform such other duties as the Board of Directors may prescribe.
 - b. The Treasurer shall be the chair of the Finance Committee.
 - c. The Treasurer may be assisted by Assistant Treasurers as may be

appointed by the Board of Directors. In the absence or disability of the Treasurer, Assistant Treasurers, in the order of their designation, shall perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE V – COMMITTEES

SECTION 1. APPOINTMENT

The Board of Directors may from time to time appoint such committees as the activities of the Corporation may require, the members of which need not be Directors or members of the Corporation. The Board of Directors shall appoint the chairperson and members thereof, and delegate such authority to any of them, as the Board of Directors may deem desirable. The Board of Directors may abolish any ad hoc or standing committee at any time with a majority vote.

SECTION 2. AUTHORITY

Each committee shall follow the policies and procedures of the Foundation. The committee may develop procedures for conducting their activities but at no time can those procedures fall outside the acceptable standards and rules established by the Board of Directors of the Foundation.

Except as explicitly authorized or approved by the Board, no public position, contract signature, verbal commitment to a debt, collection of funds or expenditure shall be taken by any committee without prior approval of the Board of Directors.

All committees shall be governed by the authority granted by the Board of Directors, these By-Laws, Foundation policies, and the Articles of Incorporation.

SECTION 3. STANDING COMMITTEES

There shall be the following standing committees: Finance, Membership, Executive Committee.

1. **Finance:** The Finance Committee shall be responsible for monitoring the Foundation's budget and financial resources. The Finance Committee shall be made up of the Treasurer, a Vice-President, and an at-large member of the Board of Directors. The Finance Committee shall be responsible for preparing and reviewing the annual budget.
2. **Membership:** The Membership Committee shall encourage new membership, devise means of retaining current members, and shall be responsible for the membership records. The committee shall periodically review all membership material, including the membership application, to ensure all documents are accurate and up to date.
3. **Executive Committee:** The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board and will make recommendations to the full Board. The Executive Committee (aka The Vice Presidents Council) shall

be composed of the President, Vice Presidents, Treasurer, and Secretary.

SECTION 4. MINUTES AND REPORTING

Each committee shall make reports of its actions to the Board of Directors, which reports shall be in writing when so required by the Board. A committee may elect its own chairperson if the Board of Directors has not done so and that person will be responsible for maintaining, or assigning the task, minutes of committee meetings. All recommendations for board action shall be in writing.

SECTION 5. MEETINGS

Committee meetings shall be held on the call of any member thereof, but each committee shall be deemed to be in continuous session and between meetings may act upon the majority vote of its members, taken by telephone or otherwise. Meeting location, date and time should be publicized to encourage participation of the Directors and committee members.

SECTION 6. DISSOLUTION OF AD HOC COMMITTEES

Ad Hoc Committees shall be discharged when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the committee.

ARTICLE VI – MEETINGS

SECTION 1. MEMBERSHIP MEETINGS

Meetings of the Foundation members shall be of two types, with the annual Membership Meeting a regularly scheduled session.

1. **Annual Membership Meeting:** An annual meeting of the members shall be held by the Board of Directors at a public place to be designated by the Board of Directors and shall be for the purpose of transacting such business as may properly come before the meeting. The date and time shall be set by the Board of Directors and notice mailed to each member via electronic or USPS to ensure receipt at least thirty (30) days prior to the meeting. The meeting shall be called annually and scheduled in September.
2. **Special Meetings:** Special meetings of the members may be called at any time by the President, a majority of the Board of Directors, or not less than one-third of the members. Members shall be given thirty-day notice which shall specify the place, the day, time and the general nature of the business to be transacted.

SECTION 2. BOARD OF DIRECTORS MEETINGS

A majority of the Board of Directors shall establish the meeting schedule of the Board, with the following requirements:

1. **Regular Board Meeting:** There shall be no less than four regular

meetings of the Board of Directors per year, and those meetings shall be held at the Museum, or other sites with advanced notice, at such dates and times as designated by the Board of Directors. The date, time and location of the board meetings shall be published to the general membership.

2. **Special Meetings:** Special meetings of the Board of Directors may be called at any time by the President or not less than one-third of the Directors

SECTION 3. AGENDA AND MINUTES

An agenda for each regular board meeting shall be prepared in advance and shall be available to all Board members by email notice and by written notice at the Museum three (3) days prior to each meeting.

An agenda for each committee meeting shall be prepared in advance and shall be available to all Board members by email notice and by written notice at the Museum prior to the beginning of each meeting.

Minutes for each regular and special board meeting shall be prepared and made available to the general membership after review and approval of the Board of Directors.

Minutes for committees meetings shall be submitted to the Secretary or the President no later than seven (7) days following the meeting and will be placed in the Foundation's files.

SECTION 4. QUORUM

1. **Membership Meeting:** The presence in person or proxy of five (5) percent of the membership in good standing shall constitute a quorum for the transaction of business.
2. **Board Meetings:** The presence in person or proxy of one-half of all the Directors shall constitute a quorum for the transaction of business.
3. **Proxy:** Members and Directors shall have the right to vote either in person or by a written proxy. All proxies shall be in writing, dated and signed by the member. No proxy shall be valid for longer than eleven (11) months. All proxies in effect shall expire at the end of the fiscal year. The proxy must be physically presented to the Secretary or President for verification.

SECTION 5. PROCEUDRES

Meeting procedures shall follow Robert's Rules of Order.

ARTICLE VII – FINANCIAL

SECTION 1. FISCAL YEAR

The fiscal year of the Foundation shall commence on the first day (1st) of October each year and end on the thirtieth (30th) day of September the next succeeding year.

SECTION 2. BUDGET

The Finance Committee shall prepare a proposed annual budget for the upcoming fiscal year and submit it to the Board of Directors for review and adoption at the Board meeting in August. The annual budget will be available for the general membership at the October Annual Membership Meeting.

SECTION 3. INDEBTEDNESS

Excluding those items specifically contained in the annual budget, no financial obligation shall be contracted, accepted, or initiated without authorization or approval by the Board of Directors. This includes donations or gifts to the Foundation which will incur liability, debt or other financial obligation.

ARTICLE VIII – INDEMNIFICATION

The Board shall be indemnified for the cost or liabilities in connection with any lawsuit involving them in their official capacity.

No Board member shall be indemnified when negligent in the performance of the duties of the board or when acting without authorization of the Board of Directors.

ARTICLE IX – DISSOLUTION

The Foundation shall use its funds to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed, to the members of the Foundation. On dissolution of the Foundation any funds or assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in Section 501(c)(3) of the Internal Revenue Code. The selection will be made by a majority vote by the remaining Board of Directors.

ARTICLE X - DISPOSAL OF ASSETS

In the event the Foundation wishes to dispose of obsolete or antiquated assets, distribution will be to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in Section 501(c)(3) of the Internal Revenue Code. The selection will be made by a majority vote by the Board of Directors.

ARTICLE XI – AMENDMENTS TO FOUNDATION BY-LAWS

Amendments shall be presented by any Director or Member in good standing at a regular Board of Directors' meeting, and the vote to accept or reject shall be at a subsequent

Directors' meeting with the ratification subject to a two-thirds vote of a quorum at any Membership meeting.

Any of the Articles of the By-laws may be altered, amended or repealed and new by-laws may be adopted at any meeting of the Board of Directors by the affirmative vote of two-thirds of the Directors present, the final ratification and adoption is subject to a two-thirds (2/3) vote of a quorum present at any Foundation Membership Meeting. The membership vote may only be taken if the proposed changes have been published to the Membership not less than ten (10) day prior to such a meeting.

SUBMITTED TO THE BOARD OF DIRECTORS 17 August 2005

REVISION SUBMITTED FOR REVIEW 20 SEPTEMBER 2005

**REVISION APPROVED BY THE BOARD OF DIRECTORS 20 SEPTEMBER
2005**

RATIFIED BY THE FOUNDATION MEMBERSHIP