Article I. NAME OF ORGANIZATION

 The name of the corporation is the Nebraska Aviation Heritage Museum

Article II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific objectives and purpose of this organization shall be:

1. To promote the education, interpretation and preservation of Nebraska aerospace history and activities
2. To provide Northwest Lincoln a meeting place to groups for the betterment of community cooperation
3. To sponsor, host and/or participate in events and activities that promote aspects of aviation in the Lincoln, Nebraska area and Nebraska.
4. To provide opportunities for youth in Science, Technology, Engineering and Math disciplines to advance the education of Nebraska youth

Article III. MEMBERSHIP

 Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the Nebraska area that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2. Annual Dues

The amount required for annual dues shall be $XXX each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member’s vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Article IV. MEETINGS OF MEMBERS

 Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Printed, electronic, or verbal notice of each meeting shall be given to each voting member, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least ten percent (10)% of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article V. Board of Directors

 Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number and Tenure

1. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary and the Treasurer.
2. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.
3. Members of the Board of Directors shall be elected for a term of two (2) years and are eligible for re-election.

Article VI. Officers

 Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties.

1. He/She shall preside at all meetings of the Executive Committee.
2. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
3. He/She shall submit a report of operations of the corporation for the fiscal year at annual meetings.
4. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the president

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

Section 3. Secretary

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary’s duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization.
2. Assisted by a staff member, he/she shall send notices of all meetings to the members and shall take reservations for the meetings.
3. He/She shall perform all official correspondence from the Executive Committee as may be prescribed by the Executive Committee or the President.

Section 4. Treasurer

The Treasurers duties shall be:

1. He/She shall submit to the Executive Committee for approval all expenditures of funds
2. He/She shall present a complete and accurate report of finances at each regular meeting, or at any other time upon request by the Executive Committee
3. He/She shall have the right of inspection of funds resting with the corporation including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer to assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.
5. He/She shall perform such other duties as may be prescribed by the Executive Committee or the President.

 Section 5. Election of Officers

The election shall be held at the annual meeting. Nominations shall be received from the floor. Officers elected shall serve a term of two (2) years and are eligible for re-election.

Section 6. Removal of Officer

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

 Section 7. Vacancies

A duly designated committee shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. Any person so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Article VII. Committees

 Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, collections, events, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as members of the Executive Committee. Except for the powers to amend the articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Article VIII. Corporate Staff

 Section 1. Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director’s supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

Article IX. Conflict of Interest and Compensation

 Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

 Section 2. Definitions

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

 Section 3. Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
4. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
5. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
6. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
7. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
8. Violations of the Conflicts of Interest Policy
9. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
10. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

 Section 4. Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

 Section 5. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

 Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

 Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

 Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X. Indemnification

 Section 1. General

To the full extent authorized under the laws of the State of Nebraska, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XI. Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Articles XII. Amendments

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article V or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 20\_\_.

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