

416th Bomb Group Archive Bylaws

Article I. Offices

The principal office of the 416th Bomb Group Archive is located at 208 Fourth St., Gainesville, MO, 65655.

The Board of Directors ("Board") may open other offices if and when additional or alternate offices are deemed appropriate.

Article II. Purposes

The purpose of the 416th Bomb Group Archive is to preserve the memory and honor the accomplishments of this World War II combat unit and its personnel through research, education and public interaction.

Article III. Board of Directors

A. Powers and Responsibilities

The Board has the power, at its discretion, to establish membership criteria and requirements, including dues; to call membership meetings and to prepare agenda for those meetings; to appoint persons to the Board of Directors, if necessary; to elect or replace the Archivist; to establish special committees; to authorize individuals to perform various duties; and to amend the Bylaws.

B. Number of Directors, Eligibility, Term of Office, Limits

Number of Directors. The Board of Directors shall consist of five members.

Eligibility. Any person with a demonstrated interest in the 416th Bomb Group is eligible to be appointed to the Board.

Terms. The charter members of this board will serve from one to five years based on a lottery thereby creating a renewal of one board position each year. Subsequent appointments will be for five-year terms which are renewable by majority vote of the residing board. Any board member appointed by majority vote to replace a resigning member will serve the remaining term of the resigning member.

C. Nomination and Appointment Procedures for Board Members

Nomination. Any board member may nominate any interested person for appointment to an expiring or vacant position on the Board. Nominations will be confirmed or rejected by majority vote of the full board. Voting for appointment of Directors shall take place by ballot through regular mail or through electronic means in accordance with policies and procedures which may be adopted by the Board. In the case of multiple nominations, the nominee receiving the most votes will be appointed.

D. Meetings, Voting, Quorum, and Minutes

Annual Board Meetings. The Annual Board Meeting will be held each year at the Group reunion if a quorum is present. A quorum shall consist of three board members. If a reunion

is not held, the Annual Board Meeting will be conducted by electronic means. At the Annual Board Meetings an action by a majority of the Board present (either in person or by proxy) is an act of the Board.

E. Special Meetings.

Special meetings may be called by the Archivist, or by any member of the Board as the need arises. Special meetings may be held by conference call, through email, or through other means authorized by the Board.

F. Minutes.

The Archivist shall insure that minutes of all meeting are recorded and shall send a copy of the minutes to all directors. Minutes shall be sent to any 416th Bomb Group veteran or family member upon request of that member or shall otherwise be made available through other means such as a web site or other technology.

G. Compensation:

Members of the Board of Directors, as such, shall not receive any stated salaries for their services, but nothing contained herein shall be construed to preclude any Director from serving the Archive in any other capacity and receiving compensation directly or indirectly as approved by the Board of Directors. Directors having actual or apparent conflicts shall recuse themselves from deliberations and voting on matters giving rise to such conflict.

Article IV. Archivist

Between Board meetings and formal deliberations the Archivist has the power to do all things that the Board is empowered to do, except the Archivist cannot amend these Bylaws; cannot reverse a Board decision or Board action in the absence of compelling circumstances requiring such action; cannot act contrary to Board resolutions or directives in the absence of compelling circumstances requiring such action.

The Archivist may speak on behalf of the Archive. The Archivist has the power to take positions on behalf of the Archive with respect to matters which are brought to the attention of the Archive where, in the judgment of the Archivist, acting through a Special Meeting of the Board would not be timely, fruitful, or otherwise necessary or appropriate given the constraints to act.

The Archivist is responsible for operating and managing the Archive, including the ratifying of appointment of all committee members and overseeing the hiring, supervising, and firing of any Archive employees or contract personnel. The Archivist has the power to sign all documents, including contracts, in the name of the Archive; shall perform such other duties as are determined by resolution of the Board; and shall ensure that the Archive has complied with all federal and state requirements.

The Archivist is responsible for preparing the agenda for the Annual Board Meeting. The Archivist is responsible for receiving, reviewing, and where necessary or appropriate, making recommendations on committee reports. All proposals for Board action, including particularly budget items, are to be received, reviewed, considered, acted upon and reported to the Board by the Archivist in written reports.

Article V. Officers

The Board shall have no formally designated officers. All Directors shall have equal authority and oversight particularly in matters of fiscal and policy management.

A. Bylaws

The Bylaws of the Archive shall be approved by the charter members of the Board of Directors. Upon the approval of the Bylaws, they shall be posted on the 416th Bomb Group Web Site.

B. Amendments to Bylaws

The Board of Directors can amend these Bylaws by affirmative vote of three members.

Article VI. Dissolution

In the event of dissolution of the 416th Bomb Group Archive, any assets of the Archive including funds, archived records, photographs and other material shall be dispersed as determined at that time by a majority vote of the Board of Directors. If a majority determination cannot be reached the assets are to be donated to the National WWII Museum in New Orleans.