

# **Michigan Air Guard Historical Association (MAGHA)**

**Selfridge Air National Guard Base,  
Michigan**

## **BY – LAWS**

**Current as of 15 December 2000**

**Michigan Air Guard Historical Association**  
**(MAGHA)**

**BY-LAWS**

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# **Michigan Air Guard Historical Association (MAGHA)**

## **BY-LAWS**

### **Article I – Purpose**

**Section 1:** The Michigan Air Guard Historical Association (MAGHA) has been formed as an educational, charitable, and scientific organization designed to carry out the purposes outlined in the Articles of Incorporation and will function within those guidelines. The most important function of the MAGHA will be to preserve the heritage and traditions of the Michigan Air National Guard. One or more museums may be established and maintained for this purpose. The MAGHA may solicit, collect, and spend funds for such educational, charitable, and scientific purposes and may also engage in such other activities necessary or incidental to these purposes.

- a.** A permanent museum facility will be established on or near Selfridge Air National Guard Base and will be known as the “Selfridge Military Air Museum”. This museum will contain military artifacts and military memorabilia of relevance to all past and present military units at Selfridge Air National Guard Base and in Macomb County.
- b.** The facility will include museum buildings to display in appropriate fashion military photographs, engines, uniforms, and other such items of interest.
- c.** The grounds surrounding the museum will be designed to display military aircraft, vehicles, missiles, and other such items of interest.
- d.** The museum will include a research library, open to the public, that will contain books, periodicals, and other publications of special interest to historians and other interested personnel. These materials will not be removed from the library without the specific written approval of the Museum’s Executive Director or Curator.
- e.** The museum will contain a gift shop to buy, sell, and generally deal in souvenirs, curios, mementos, publications, or other items. Funds raised through such sales will be placed in the MAGHA general fund to be used as outlined in Article VI.
- f.** The Articles of Incorporation of this organization state that the MAGHA qualifies as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Law of 1954 or the corresponding provisions of any future United States Revenue Law or amendments thereto.

## **Article II – Membership**

**Section 1:** Any person may apply for a regular membership in the MAGHA. A membership fee must be paid in an amount specified by the Board of Directors.

**Section 2:** Membership for Life, Patron, and Sustaining members will be indefinite. Membership for Regular members will expire one year from the date the membership application is processed.

## **Article III – Board of Directors**

**Section 1:** The control and management of the MAGHA will be vested in a Board of Directors. The Board of Directors will consist of not less than five nor more than 25 members. At least 75% of the members will be present or former members of the military.

**Section 2:** Board membership will be attained by soliciting volunteers who will be nominated to the Board of Directors for approval at the next scheduled Board meeting.

**Section 3:** A member of the MAGHA Board of Directors will serve for an indefinite period of time or until they resign, are removed for cause, or must leave for military reasons. To maintain membership, an active member of the Board of Directors (or their designated representative) must attend no less than 50% of the scheduled meetings each year. The Secretary will maintain attendance records and will notify the Board of an individual's non-compliance with this requirement. If the attendance requirement is not met, the position may be declared vacant and can be filled as noted in Article III, Section 2.

**Section 4:** The Board of Directors will meet no less than six times each year on a bi-monthly basis or more often at the call of the President. The Secretary may call a special meeting upon the written request of four or more members of the Board. In all cases, a written notice of the call to meeting will be sent to all members of the Board of Directors no less than 10 days prior to the meeting with the date, time, location, and purpose of the meeting. 40% of the active members of the Board of Directors will constitute a quorum. Actions of the Board will require a simple majority of those active Board members present at the meeting. On rare occasions, the Board may also take actions based upon mail inputs. In such cases, a simple majority vote of all active Board members will be required for action on proposals. 10 calendar days will be allowed for response.

**Section 5:** The Board will be responsible to raise the funds necessary to support the Selfridge Military Air Museum and the other functions described herein. Various fund raising campaigns or solicitation of contributions from individuals, corporations, or other bodies in addition to donations by visitors and supporters from Selfridge Air National Guard Base and local communities may be used to provide these funds.

**Section 6:** Honorary membership in the Board of Directors may be awarded to recognize an individual who has contributed to the success of the MAGHA in a significant manner. Nominations for honorary membership will be submitted to the Board of Directors for review but will not be voted on until the next Board meeting. The nominee may be a civilian or military person. Honorary members of the MAGHA Board of Directors may attend all Board meetings but they may not vote or hold office. There may be 10 such honorary members in effect at any one time. These 10 honorary members will not effect the number of active Board members outlined in Section 1 above. Retention as an Honorary Board member will be reviewed on an individual basis every two years. Honorary Board members will not have attendance requirements at Board meetings.

## **Article IV – Executive Board**

**Section 1:** The Executive Board of MAGHA shall be a President, Vice President, Secretary, Treasurer, and Legal Officer. These officers will be elected by the existing Board of Directors at the Board meeting in the last two months of odd-numbered years for a two-year period. Approximately 90 days prior to the election, the President will appoint a nomination committee of not less than two Board members to recommend at least one nominee for each Board vacancy. The newly elected officers will assume office at the first meeting of the following even numbered year. If an officer leaves that position for any reason prior to the end of their term, the senior Board officer will appoint a replacement to serve until the next scheduled Board meeting when the Board will elect a person to fill the remainder of the vacated term of office.

**Section 2:** The duties of the President, Vice President, Secretary, Treasurer, and Legal Officer will be such as usually imposed on such officials or as otherwise directed by the MAGHA Board of Directors.

## **Article V – Functional Coordinators**

**Section 1:** An Executive Director for the Selfridge Air National Guard Base Military Air Museum will be appointed by the Board of Directors. The Executive Director will be an ad hoc, non-voting member of the MAGHA Board of Directors. The Executive Director will report directly to the Executive Board and will be responsible for the day-to-day operation of the Selfridge Air National Guard Base Military Air Museum. The Executive Director will be responsible for the operation of the Selfridge Military Air Museum and will insure that all museum records, files, and reports are maintained in addition to other such duties directed by the Board. Board membership for this position will not be included in the number of Board members as outlined in Article III. The Executive Director may be a compensated position as directed by the Board and as outlined in the annual budget. Additional compensated Museum staff may be hired based upon the recommendation of the Executive Director as approved by the Executive Board.

**Section 2:** The Executive Director will appoint a Coordinator for functional teams as deemed necessary. Each Coordinator will report directly to and serve at the pleasure of the Executive Director. Coordinators will operate autonomously and be responsible for all decisions and action pertaining to their functional team subject to the oversight of the Executive Director. Coordinators will prepare information for their team's portion of the yearly budget and maintain a dialogue with other Coordinators as required.

## **Article VI – Fiscal Policies**

**Section 1:** The fiscal year of the association will begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year so as to coincide with the Board of Directors election year.

**Section 2:** The Board of Directors may require the bonding of any member of the Board of Directors, Executive Board, Executive Director, Coordinator or functional team member. The MAGHA will assume the cost of such bonding.

**Section 3:** The Treasurer will provide oversight for the financial records of MAGHA and the Selfridge Military Air Museum on a recurring basis. Formal audits by an outside agency will be conducted as required.

**Section 4:** The MAGHA's funds will be controlled as follows:

- a. The Treasurer will develop an annual budget with the assistance of the Executive Board, the Executive Director, Coordinators and Team members for submission to, and approval by, the Board of Directors at the first Board meeting each fiscal year.
- b. No funds received, except as noted in Article V, Section 1, shall benefit any member of the MAGHA Board of Directors, the MAGHA Executive Board, the Executive Director, Coordinators, or Team members except as noted in Article V, Section 1, or Article VI, Section 2.
- c. No funds shall be used in an attempt to influence state or national legislation.
- d. All funds shall be:
  - Deposited in a suitable financial institution designated by the MAGHA Board of Directors.
  - Divided into separate accounts as designated by the MAGHA Executive Board to facilitate the handling, disbursing, accounting, and budgeting of such funds as directed by the MAGHA Executive Board.
  - Expended without further authority when in direct support of the approved annual budget or other MAGHA Board of Directors approved expenditures.
  - Invested/reinvested in accordance with the stated objectives of the MAGHA or as otherwise approved by the MAGHA Board of Directors.
  - Used to further the goals and purposes of the MAGHA.

**Section 5:** The Treasurer and the Executive Director will monitor bills, claims, and expenditures of the Selfridge Military Air Museum to insure budgetary compliance.

**Section 6:** The Executive Director is authorized to award sole-source contracts not to exceed \$5,000.00 for any work associated with Museum operations. Expenses in excess of \$5,000.00 shall go thru a competitive bid process and be approved by the Board of Directors.

**Section 7:** Pursuant to 10 USC 2572 (3) and to qualify to receive condemned, obsolete, or excess materials, the MAGHA is denied the right to operate for profit.

## **Article VII – Rules of Order**

**Section 1:** Except as modified by the Articles of Incorporation or the By-Laws, the order of business shall be established in accordance with the current edition of Robert's Rules of Order and the rules contained therein shall govern the MAGHA in all cases applicable.

## **Article VIII – Amendments**

**Section 1:** Any member of the Board of Directors may propose amendments to these by-laws by submitting such proposals to the Secretary in writing. The Secretary will mail copies of the proposed amendments to each member of the Board of Directors not less than 10 days prior to a scheduled Board meeting at which time they will be considered for adoption. These By-Laws may also be amended at any time by a unanimous vote of all members of the Board of Directors without prior notice.

**Section 2:** These By-Laws may be amended at any scheduled meeting of the Board of Directors or at a special meeting of the Board called for that purpose by a two-thirds vote of those Board members present.

**Section 3:** Once approved, an amendment to the By-Laws must be reviewed at the next Board meeting before that amendment will take effect.

## **Article IX – Certification**

**Section 1:** I duly certify the above By-Laws of the Michigan Air Guard Historical Association are true and correct as of 15 December 2000.

*Harold W. Rudolph*

President

Authorized to Certify