



**BY-LAWS**

**OF THE**

**PBY MEMORIAL FOUNDATION**

**A NON-STOCK CORPORATION**

Originally adopted on 29 April, 1999.  
Re-written and adopted on 8 November, 2005.  
Re-written and adopted on 6 November, 2012.  
Re-written and adopted on 28 January, 2017.  
Re-written and adopted on 24 August, 2019.  
Re-written and adopted on 26 October, 2019.

**BY-LAWS  
OF THE  
PBY MEMORIAL FOUNDATION**

**PART ONE**

**CORPORATION**

**ARTICLE I**

*Membership*

The Corporation shall have no members and shall be managed by a self-perpetuating Board of Trustees as provided in Part Two of these By-Laws.

**ARTICLE II**

*Meetings*

*Section 1. Place and Date.* The Annual Meeting of the Corporation shall be held in January of each year for the purpose of electing Trustees to fill open positions on the Board of Trustees and transacting such business as may be proper. Meetings of the Corporation shall be held in or near the city of Oak Harbor.

*Section 2. Notification.* The President of the Corporation shall notify the Corporation Secretary of all meetings. The Secretary shall see that written or electronic notice of the date, time, and place of meetings are provided to all Trustees and interested parties. Notice shall be delivered not less than ten (10) nor more than fifty (50) days before meetings.

**ARTICLE III**

*Officers*

*Section 1. Number and Qualifications.* The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected from the membership of the Board of Trustees. Other officers and/or assistant officers may be elected or appointed by the Board and shall perform duties as may be designated by the Board.

*Section 2. Election and Term of Office.* Officers of the Corporation shall **be elected at the Annual Meeting of the Board of Trustees. All officers shall be** elected for a term equal to the balance of their term as a Trustee and may be elected to more than one consecutive term. In the instance of death,

resignation, or removal from office, the Board, at a regular or special meeting, may elect a replacement who shall serve out the term of the vacated office.

**Section 3. Resignation.** Any officer may resign by written notice to the Board of Trustees. Any such resignation shall take effect at the time specified or upon delivery of the notice, whichever is later.

**Section 4. Removal.** Any officer elected or appointed by the Board may be removed from office with an affirmative vote by two-thirds (2/3) of the Board of Trustees. Removal from office can be for cause or when, in the judgment of the Board, the best interests of the Corporation would be served.

## ARTICLE IV *Duties of Officers*

**Section 1. President of the Corporation.** The President shall preside over the Annual Meeting of the Corporation. The President shall chair the Executive Committee described in Part Three and, with the assistance of the Executive Committee, shall supervise and control all assets of the Corporation and the business and affairs of the Corporation. The President at his/her discretion may, with the consent of the Board of Trustees, appoint appropriate persons to serve on Ad-Hoc Committees to perform special duties and functions as circumstances may require. The President, with concurrence of the Board, shall sign all documents relative to legal matters and other instruments of concern to the Corporation. In general, the President shall perform all duties incident to the office and such other duties as may be agreed to by the Board from time to time. The President in all cases shall be subject to the control of the Board of Trustees and these By-Laws.

**Section 2. Vice President.** The Vice President shall perform all duties assigned or delegated to him/her by the President. The Vice President shall report directly to the President. In the absence of or at the direction of the President, the Vice President shall perform all the duties of the President, except as may be limited by the Board of Trustees, with all the powers of and restrictions of the President.

**Section 3. Secretary.** The secretary shall:

(A.) keep minutes of all Corporation meetings and all Board of Trustee meetings.

(8.) see that all notices of meetings are duly given in accordance with the provisions of these By-Laws.

(C.) be custodian of and maintain records of the Corporation and the Board of Trustees.

(D.) keep contact information for each Trustee of the Board.

(E.) perform all duties that may be assigned from time to time by the President.

(F.) report directly to the President.

In the absence of the Secretary, or his/her inability to carry out assigned duties, a Temporary Secretary may be appointed by the President with the approval of the Board of Trustees. Duties of a Temporary Secretary may include all the duties assigned to the Secretary or may be selective in nature.

**Section 4. Treasurer.** The Treasurer shall:

(A.) take charge and custody of, and be responsible for all funds and securities of the Corporation.

(B.) receive and maintain an accounting of all monies received by the Corporation.

(C.) see that receipts are issued for all monies and securities and properties, except artifacts, received by the Corporation.

(D.) deposit all funds received into banks, trust companies, or other depositories as determined by the Board of Trustees.

(E.) issue all checks and drafts for which money is owed and for which a statement or invoice has been received.

(F.) serve as Chair of the Budget Committee.

(G.) report directly to the President.

(H.) provide fiscal records to an outside accountant who will prepare an annual compilation and tax return.

In the absence of the Treasurer, or his/her inability to carry out assigned duties, a Temporary Treasurer may be appointed by the President with the approval of the Board of Trustees. Duties of a Temporary Treasurer may include all the duties assigned to the Treasurer or may be selective in nature.

If required by the Board, the Treasurer or Temporary Treasurer shall give a bond for the faithful discharge of assigned duties in such amount and with such surety as the Board shall determine.

## PART TWO

### BOARD OF TRUSTEES

#### ARTICLE I

##### *Management and Operations*

**Section 1. Function.** The affairs of the Corporation shall be managed by a Board of Trustees. The number of members of the Board shall not be less than nine (9) nor more than thirteen (13). The maximum number may be increased by the Board of Trustees.

**Section 2. Meetings.**

(A.) The Annual Meeting of the Board of Trustees shall be held in January (at a date following the Corporation meeting date) for the purpose of conducting elections and transacting such business as may be proper. At this meeting, two elections shall be held:

(1.) the election of Board Officers.

(2.) the election of Corporate Officers.

(8.) The Board shall meet no less than three (3) additional times within the year. Notice of the next meeting shall be given verbally to Board members in attendance at any scheduled meeting. Those Trustees not in attendance shall be notified by the Board Chair or the Corporation Secretary.

(C.) Special meetings of the Board may be called by the Chair or by written or electronic request of one-third (1/3) of the members of the Board.

**Section 3. Quorum.** A majority of the number of Trustees fixed by these By-Laws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present, a majority of the Trustees present shall set a date for a future meeting and adjourn the meeting.

**Section 4. Voting.** An affirmative vote by the majority of the Trustees present at a meeting at which there is a quorum shall be the decision of the Board, unless the vote of a greater number is required by these By-Laws, the Articles of Incorporation, or applicable laws of the State of Washington.

**Section 5. Election and Terms of Service.** Trustees of the Corporation shall be elected to fill open positions at the Annual Meeting of the Corporation. Trustees shall serve for a period of three (3) years with service arranged so that one-third (1/3) of the positions expire each year. Terms of service shall run from the Annual Meeting of the Board of Trustees in the year of election through the third year of service ending with the Annual Meeting of the Board

in that year. In the event that an outgoing Trustee is an Officer, he/she shall attend the Annual Meeting of the Board as a non-voting Trustee. Trustees may serve no more than three (3) consecutive terms. A partial term, prior to election to a full term as Trustee, shall not count toward the three (3) full consecutive term limitation. A Trustee who has completed three (3) full consecutive terms may not be appointed or elected to the Board of Trustees until after the passage of one full year from the end of their last full term. In the instance of death, resignation, or removal of a Trustee, the Board, at a regular or special meeting, may elect a replacement who shall serve out the term of the vacated position.

**Section 6. Resignation.** Any Trustee may resign by written notice to the Board of Trustees. Any such resignation shall take effect at the time specified or upon delivery of the notice, whichever is later.

**Section 7. Removal.** A Trustee may be removed from the Board with an affirmative vote by two-thirds (2/3) of the Board of Trustees. Removal can be for cause or when, in the judgment of the Board, the best interests of the Corporation would be served.

**Section 8. Board Officers.** Officers of the Board shall be elected at the Annual Meeting of the Board of Trustees. Officers shall be elected for a term that is equal to the balance of their term as a Trustee and may be elected to more than one consecutive term.

(A.) **Board Chair.** The Board Chair shall direct the business of the Board and instruct the President of the Corporation in the directives of the Board. The Board Chair is responsible for:

- (1.) setting the date, time, and place of Board meetings.
- (2.) providing the Board meeting agenda.
- (3.) presiding over Board meetings.

(4.) appointing the Standing Nominating Committee Chair.

(a.) The Standing Nominating Committee shall consist of the Chair, who shall be a Trustee, and two (2) persons selected by the Chair.

(b.) The Standing Nominating Committee shall prepare a slate of nominees to be considered for election to the Board of Trustees at the December Board meeting.

(5.) appointing the Standing Ethics Committee Chair.

(a.) The Standing Ethics Committee shall consist of the Chair, who shall be a Trustee, and two (2) persons selected by the Chair.

(b.) The Standing Ethics Committee shall periodically review the PBYMF Code of Ethics and recommend refinements and revisions for consideration by the Board of Trustees.

(6.) preparing, with the assistance of the Executive Committee, a slate of nominees for open Corporate and Board Officer positions to be considered at the Annual Meeting of the Board of Trustees.

(B.) Board Vice Chair. The Vice Chair shall perform all the duties assigned or delegated to him/her by the Board Chair. In the absence of or at the direction of the Board Chair, the Vice Chair shall direct the business of the Board.

**Section 9. Other Committees.**

(A.) The Budget Committee.

(1.) the Budget Committee shall consist of the Chair, who shall be the Corporation Treasurer, and two (2) persons selected by the Chair, one of whom shall be a Trustee.

(2.) the budget year shall be the Corporation's fiscal year.

(3.) the Budget Committee shall collect the budget proposals of all divisions of the Corporation. The Committee shall meet with the proposers and verify needs prior to submitting the overall budget proposal to the Board at the December meeting.

(4.) a budget must be approved at the December Board meeting.

(8.) The Board Chair, with the consent of the Board of Trustees, may appoint Trustees and such other non-Trustees as he/she may consider appropriate to the purpose, to serve on Standing or Ad-Hoc Committees. Such committees shall exercise duties as prescribed by the Board and these By-Laws, and shall report to the Board on actions taken and recommendations forthcoming. Final decisions on actions or recommendations of the committees are the responsibility of the Board.

## ARTICLE II

### *Emeritus*

The Board may appoint by simple majority vote, any former Board of Trustees member who has served on the Board for no less than three (3) years and who has provided a positive force toward furthering the mission and goals of the Foundation, as a Trustee Emeritus. A Trustee Emeritus shall not be counted toward the authorized number of Trustees needed to constitute a quorum.

## **PART THREE**

### **MISCELLANEOUS**

#### **ARTICLE I**

##### *Executive Committee*

The Executive Committee shall consist of the President, Vice President, Board Chair, Board Vice Chair, and such other individuals deemed necessary by the President. The President shall chair the Committee.

#### **ARTICLE II**

##### *Fiscal Year*

The Fiscal Year of the Corporation shall be the twelve months ending on 31 December.

#### **ARTICLE III**

##### *Amendments*

These By-Laws may be altered, amended, or repealed, and new By-Laws adopted with an affirmative vote by two-thirds (2/3) of the Board of Trustees as fixed by these By-Laws.

#### **ARTICLE IV**

##### *Disbursement of Funds*

**Section 1. Budgeted Funds.** Disbursement of funds from an approved budget may be expended providing that funds are available.

**Section 2. Unbudgeted Funds.** Disbursement of unbudgeted funds in excess of \$5,000 shall require approval with an affirmative vote by two-thirds (2/3) of the Board of Trustees at a regular or special meeting. Disbursement of unbudgeted funds in excess of \$2000 but less than \$5,000 shall require approval with an affirmative vote by a majority of the Business and Finance Committee at a regular or special meeting. Disbursement of unbudgeted funds less than \$2000 shall require the approval of the Treasurer or President.

**Section 3. Contingencies.** The Board of Trustees may, from time to time, provide, by resolution, authority for appointed individuals or committees to direct the disbursement of funds. Such authority shall be limited to specific periods of time defined by calendar dates and shall specify maximum dollar amounts that may be disbursed.

## PART FOUR

### DISSOLUTION

#### ARTICLE I

##### *Authority*

In the event future circumstances require the PBY Memorial Foundation to discontinue operations, an affirmative vote by two-thirds (2/3) of the Board of Trustees shall be required to authorize dissolution. A Dissolution Administration Committee (DAC) shall be formed consisting of the President, Vice President, Secretary, Treasurer, and Board Chair.

#### ARTICLE II

##### *Artifacts on Loan*

Artifacts on loan shall be returned to donors based on the accession records of the Corporation.

#### ARTICLE III

##### *Disposition of Assets, if Solvent*

If the Corporation is solvent, the following steps shall be taken by the DAC to dispose of Corporation assets:

**Section 1. Chattel Assets.** Chattel assets shall be disposed of as follows:

(A.) aircraft and artifacts may be sold and/or gifted to any interested museum(s) or auctioned off to the highest bidder(s).

(B.) other chattel assets shall be auctioned off to donors.

(C.) any chattel assets remaining shall be gifted to select charities.

(D.) auction/sale proceeds shall be included with liquid assets.

**Section 2. Real Property.** Real Property may be sold and/or gifted to any interested museum(s) or auctioned off to the highest bidder(s).

**Section 3. Liquid Assets.** Liquid assets shall be disposed of as follows:

(A.) all outstanding debts and bills shall be paid first.

(B.) all unexpended portions of Grant monies shall be returned to Grantor(s).

(C.) if sufficient funds are available, the DAC may devise a plan for reimbursing Foundation membership dues on a pro-rata basis.

(0.) the remainder of the liquid assets shall be distributed as determined by the DAC and approved by the Board of Trustees.

#### **ARTICLE IV**

##### ***Disposition, if Insolvent***

If insolvent, the Corporation shall file for Bankruptcy if outstanding debts and other unpaid obligations exist. If filing for Bankruptcy is not necessary, the steps outlined in Articles II and III above shall be followed to the extent feasible.

#### **ARTICLE V**

##### ***Records***

All Board of Trustee members shall retain corporate correspondence for three (3) years and financial records for a minimum of seven (7) years.

**Adoption:** By action of the Board of Trustees, these By-Laws, superseding those originated on 29 April, 1999 and modified on the following days:

8 November 2005,

6 November 2012,

28 January 2017,

24 August 2019,

are approved and adopted on 26 October, 2019.

Signed By: 

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President

Date: 07/01/2021