

APPENDIX Q

SAMPLE COOPERATING ASSOCIATION ARTICLES OF INCORPORATION AND BY-LAWS

ARTICLES OF INCORPORATION

Purpose:

To provide for the visitor to Corps of Engineers sites every possible means of excellence in interpretation of the theme of story through the following methods:

1. Stimulation of interest in the educational activities and encourage scientific investigation and research in the fields of geology, botany, zoology, history, ethnology, engineering, cultural resources and related subjects concerning the Corps Of Engineers site and adjacent region.
2. Assistance:
 - (a) In the development of the Corps of Engineers natural resources program and interpretive theme, the use of all Corps personnel and for the use of visitors while at the Corps site.
 - (b) In obtaining photographs, slides, motion pictures, video tapes and other materials for the purpose of explaining and interpreting facts relating to the geology, botany, zoology, history, ethnology, engineering, cultural resources, and related earth sciences pertaining to the Corps of Engineers site.
3. Publishing, in cooperation with the Corps of Engineers, technical bulletins, maps, guides, illustrated interpretive books, and other publications dealing with every phase of investigation in, or related to, the Corps of Engineers site and its environs.
4. The purchasing and resale of Government and private publications dealing with the Corps site and its environs; the production, purchase, if necessary, and sale of natural color transparencies pertaining to historical events, and/or natural resources relating to the story of the Corps site. The profits from these transactions will be used in the production of the aforementioned publications and in the development of visitor facility exhibits, and in printing or purchasing of stationery, miscellaneous supplies and equipment for the interpretation of Corps of Engineers sites and related themes for the association.
5. Accepting, holding, and disbursing of funds received by donation or other means for the purpose of the Association. The operations, business, property, and assets of the Association shall be strictly limited to purposes which shall be scientific, educational, or for the benefit of the Corps of Engineers site and no part of the net income of the Association shall inure to the financial benefit of any member.

BY-LAWS

Article I Purposes

Section 1.

The Operations, business, property, and assets of the Association, Inc., shall be limited to historical, scientific, interpretive, educational and recreational purposes.

Article II Membership

Section 1.

There shall be three types of membership in the Association, namely, (1) voting, (2) non-voting lifetime; and (3) complimentary. All members shall be furnished a suitable membership card as evidence thereof.

Section 2.

Voting membership will be granted to any person upon payment of an initial membership fee of five dollars (\$5.00) and payment of one dollar (\$1.00) annual dues each year thereafter. Failure of any voting member to pay the annual dues shall result in said member automatically becoming a non-voting lifetime member. Annual dues are payable before the month of January of the calendar year for which payable.

Section 3.

Any person interested in the furtherance of the aims and purposes of the Association may become a non-voting lifetime member upon payment of a membership fee of five dollars (\$5.00). No payment of annual dues shall be required of any such member. Should such a member, who is otherwise qualified, desire to become a voting member, they may do so by payment of one dollar (\$1.00) annual dues for the current year and retain voting membership for each year annual dues are paid thereafter.

Section 4.

Any person may be granted complimentary membership upon resolution duly made and passed by the Board of Directors. No initial or annual dues shall be paid by such member.

Section 5.

All members shall be entitled to receive all annual or other reports of the Association and all members may attend the annual meeting of the Association. Only a voting member may become an officer or director of the Association or vote in any election of any matter specified to be submitted to the membership.

Section 6.

Any member may withdraw from the Association upon giving notice in writing thereof to the Board of Directors. Any member may be expelled from membership upon good cause and by the unanimous vote of the Board of Directors.

Article III
Organization and Administration

Section 1.

The Association shall have the following officers, all of whom shall serve without compensation:

- A. A Board of Directors
- B. A Corps of Engineers Association Coordinator
- C. A Treasurer
- D. An Advisory Committee

Section 2.

The Board of Directors shall consist of nine directors elected from the voting membership of the Association. At the time of the adoption of these by-laws the existing Board of Directors shall designate three of its number to serve for three years, three to serve for two years, and three to serve for one year. Thereafter at each annual meeting three directors shall be elected to succeed those directors whose terms will be next expiring. Each director thereafter elected shall take office on January 1 following their election or appointment. Vacancies on the Board of Directors shall be filled by selection and appointment by a majority of the remaining directors. Directors may not succeed themselves for consecutive terms.

Section 3.

The Board of Directors shall meet as soon as practical after January 1 following the annual meeting of the Association and at such other times as the Chairperson may call a meeting, or at any time that the Corps of Engineers Association Coordinator may request a meeting with the concurrence of three or more members of the Board of Directors. At the first meeting of the board held after the annual meeting of the Association, the board shall elect one of its members as its Chairperson for the ensuing year, and until a successor is elected. At any meeting held in the absence of the Chairperson, a temporary Chairperson will be selected to preside.

The Board of Directors shall formulate all the operational policies of the Association and shall direct its activities through the Corps of Engineers Association Coordinator and a hired Business Manager. The powers of the board shall be limited only by law, the articles of incorporation, by-laws of the Association, and the policies of the Corps of Engineers as articulated through the Cooperative Agreement, dated _____, and duly signed by the Chairperson of the Board of Directors.

Five or more members of the board shall constitute a quorum for any meeting of the board.

Section 4.

The Corps of Engineers Association Coordinator shall be the Interpretive Specialist for the Corps of Engineers site or such other person as the Corps of Engineers Natural Resource Manager shall appoint to this office with the concurrence of the Board of Directors. The term of office shall be until replaced by the Corps of Engineers Natural Resources Manager. The Corps of Engineers Association Coordinator shall serve as the Corps of Engineers representative to the Board of Directors and shall advise the board on all Corps interpretive program needs. The Corps of Engineers Association Coordinator shall supervise the day-to-day business activities of the Association through the Business Manager and submit to the board such reports of its affairs as may be requested and submit an annual report to the Board of Directors at the annual meeting each year. The Corps of Engineers Association Coordinator shall serve as the editor of all the Association's publications and shall act as advisor on all publications activities. In keeping with the Cooperative Agreement between the Association and the Corps of Engineers, the Corps of Engineers Association Coordinator shall not sign checks or legal contracts as a representative of the Association. The Corps of Engineers Association Coordinator shall meet with the Board of Directors, but shall have no vote on actions taken by the board that concern the Corps of Engineers site or the Corps of Engineers as a whole.

Section 5.

A Business Manager will be hired by and serve at the pleasure of the Board of Directors. The Business Manager will serve as the Association's on site liaison with the Corps of Engineers and shall represent the Association in all business and legal activities. The Business Manager shall authorize the expenditure of Association funds for sale publications, printing, stationery, travel, employment of clerks, and incidental expenses incurred in the conduct of the affairs of the Association, provided that no individual expenditure exceed the sum of \$100 without prior approval of the board or through the authorized budget. The Business Manager shall hire and fire all Association employees and shall conduct those necessary business transactions to hire and fire. The Business Manager shall be the immediate supervisor of all persons employed by the Association, except when a person is hired for specific interpretive duties, at which time that person shall be supervised by the chief interpretive officer of the Corps of Engineers site. The Business Manager shall take and maintain minutes of all meetings of the Board of Directors and all minutes shall be read and approved at the next following meeting of the board.

Section 6.

The Treasurer may not be a member of the Corps of Engineers paid staff. The Treasurer shall be appointed by the Board of Directors and shall administer the finances of the Association and supervise the keeping of the Association's books. The Treasurer shall submit an audited annual financial statement to the Board of Directors for presentation and approval at the annual meeting of the Association. Unless a member of the Board of Directors, the Treasurer shall have no vote in actions taken by the board. The Treasurer shall furnish a bond to the Association in the sum of \$10,000 at the expense of the Association.

Section 7.

The Advisory Committee shall be composed of interested scientists, historians, and friends of the Corps of Engineers, available for consultation on Association matters and technical questions. They shall represent the principal friends of the Association's endeavor and shall be invited and encouraged to offer suggestions and criticisms of the policies and work of the Association. The members of the Advisory Committee shall be selected and appointed by the Board of Directors. Members of this committee shall hold office for one year, subject to reappointment. All immediate past Directors shall serve on this committee for one year.

The Corps of Engineers Natural Resources Manager or the Corps of Engineers Association Coordinator shall be a member of this committee.

Any number of persons may serve on this committee. Inactive members may be replaced upon notice by the Board of Directors.

Article IV
Meetings

Section 1.

The Association shall hold an annual meeting in an appropriate place during the month of November. Notice of the time and place of such meeting and the agenda thereof shall be given by mail to all members of the Association.

The Chairperson of the Board of Directors shall conduct the meeting. The Corps of Engineers Association Coordinator shall present the annual report of the Association's activities and its plans for the future. The Treasurer shall present a financial report.

Three directors will be elected at the annual meeting in accordance with Article III, Section 2 of the By-Laws. Nominations for such positions shall have been made by the Chairperson on behalf of the Board and included in the notice of the annual meeting. Other nominations may be made from the floor at the meeting. Those three nominees receiving the highest number of valid votes cast will be elected; a tie vote will be broken by the Chairperson. Only voting members present may vote on the election of directors or other motions made at the annual meeting.

A quorum is not required at the annual meeting.

Section 2.

All meetings will be conducted according to Roberts Rules of Order.

Article V
Property, Funds, and Assets

Section 1.

All property, funds, and assets of any nature received or acquired by the Association shall be taken, held, disposed of and expended in a manner hereinafter provided:

All moneys received from membership fees and the sale of publications, or derived in any manner from the business operations of the Association, shall be deposited in the operations fund and shall be used for the publication of technical and popular publications and the development of the visitor centers, exhibits, for the purchase of sales publications, stationery, miscellaneous supplies and equipment, traveling expenses, secretarial employment, and other miscellaneous expenses incurred by the Association in the usual course of business.

Moneys received by donations for specific operating purposes shall be expended only for the purposes specified by the donor.

Article VI Miscellaneous

Section 1.

The principal place of business of the Association shall be determined by the Board of Directors.

Section 2.

The Association shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Board of Directors shall determine the financial institutions used for this purpose. All checks drawn for checking accounts and withdrawals from savings accounts shall require the signature of the Business Manager and/or the Treasurer.

Section 3.

The Board may adopt a corporate seal as it sees fit.

Article VII Amendment of By-Laws

Section 1.

Power to repeal or amend these By-Laws and to adopt additional By-Laws is hereby delegated to the Board of Directors, and may be executed in any meeting of the Board of Directors, provided that proper notice has first been given to the individual Directors by mail at least one week prior to the meeting. Such action must be executed by a unanimous vote of the Directors present.

Article VIII Dissolution

Section 1.

In the event of dissolution of the Association, the Board of Directors will decide the disposition of the net assets of the Association and the procedure used to dispose of them.