

BYLAWS OF  
THE JACK KIRBY MUSEUM AND RESEARCH CENTER INC

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name: The name of the organization shall be The Jack Kirby Museum And Research Center Inc, hereinafter referred to as "the Museum". It shall be a nonprofit organization incorporated under the laws of the State of New Jersey.

Section 2 - Purpose: The Jack Kirby Museum and Research Center Inc. is organized exclusively for educational purposes; more specifically to promote and encourage the study, understanding, preservation and appreciation of the work of Jack Kirby by illustrating the scope of Kirby's multi-faceted career, communicating the stories, inspirations and influences of Jack Kirby, celebrating the life of Jack Kirby and his creations and building understanding of comicbooks and comicbook artists. To this end, the Museum will sponsor and otherwise support study, teaching, conferences, discussion groups, exhibitions, displays, publications and cinematic, theatrical or multimedia productions.

Section 3 - Non-Profit Policy: The Museum shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized, as the same may from time to time be amended.

ARTICLE 2 - MEMBERSHIP

Section 1 - Membership: In order to provide a means of attracting interest in and support for the activities of the Museum, the Board of Trustees may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE 3 - BOARD OF TRUSTEES

Section 1 - Board role, size, and compensation: The Board of Trustees is responsible for overall policy and direction of the Museum, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Trustees shall have not fewer than three (3) members. The Board of Trustees receives no compensation other than reasonable expenses.

Section 2 - Terms: All members of the Board of Trustees shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 - Meetings and notice: The Board of Trustees shall meet at least quarterly. An official Board of Trustees meeting requires that each member have notice at least two weeks in advance.

Section 4 - Board of Trustees elections: During the last quarter of each fiscal year of the corporation, the Board of Trustees shall elect Trustees to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the trustees, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures: New trustees shall be elected by a majority of trustees present at such a meeting, provided there is a quorum present. Trustees so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: A quorum must be attended by at least 66 2/3 percent of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be a minimum of three officers of the board, consisting of a chair, a vice-chair and a secretary/treasurer.

Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary/treasurer.

The secretary/treasurer shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary/treasurer shall make a report at each board meeting. The secretary/treasurer shall chair the finance committee (should one be formed), assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary/treasurer must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary/treasurer. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining trustees.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary/treasurer to each board member at least two weeks in advance.

Section 11. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

#### ARTICLE 4 - COMMITTEES

Section 1 - Committee formation: The Board of Trustees may create committees as needed, such as finance, fundraising, publications, public relations, data collection, et cetera, having the authority of the board in the management of the business of the corporation to the extent determined by the board of trustees. Committee members must be members of the Museum. The board of trustees Chair appoints all committee chairs.

#### ARTICLE 5 - DIRECTOR AND STAFF

Section 1 - Executive Director: The Board of Trustees may appoint and employ a chief administrator of the Museum, designated as Executive Director. The Executive Director shall serve at the pleasure of the Board. The Executive Director has day-to-day responsibilities for the Museum, including carrying out the Museum's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the Museum, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

#### ARTICLE 6 - BOARD OF ADVISORS

Section 1 - Board role, size, and compensation: The Museum may maintain a Board of Advisors to act as advisors to the Board of Trustees for any purpose deemed necessary by the Board of Trustees. The Board of Advisors may consist of no fewer than three (3) members, all of who must be members of Museum.

Section 2 - Members of the Board of Advisors shall be selected by a majority vote of the members of the Board of Trustees. Furthermore, members of the Board of Advisors may be removed by a majority vote of the members of the Board of Trustees. An individual may be both a member of the Board of Trustees and the Board of Advisors.

#### ARTICLE 7 - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary unanimously by the Board of Trustees. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### CERTIFICATION

These bylaws were approved at a meeting of the Board of Trustees unanimously on 30 June 2005.

Secretary/Treasurer *Donald H. Ayre* Date 17 July 05

Vice-Chair *John A. Korman* Date 17 July 05

Chair *Don R. Bailey* Date 7/22/05