

RESOLUTION NO. 04 - 2007

RESOLUTION ESTABLISHING THE EXECUTIVE BOARD OF THE NATIONAL VOICE OF AMERICA MUSEUM OF BROADCASTING AS THE OFFICIAL GOVERNING BOARD OF THE MUSEUM; APPOINTING INAUGURAL MEMBERS; AND APPROVING GOVERNANCE AND USE AGREEMENTS

WHEREAS, the Bethany transmitting facility in West Chester Township served the United States for more than 50 years in the delivery of truthful news to people around the world suffering under the authority of oppressive and cruel leaders; and,

WHEREAS, the Voice of America tells the story of America's fight to preserve democracy and promote the sharing of ideas through cultural awareness, and the Bethany Station is a symbol of that message; and,

WHEREAS, the federal government in 1995 transferred ownership of the former Voice of America Bethany Station and surrounding 22 acres to West Chester Township for historic monument purposes and the property has since been accepted on The National Register of Historic Places; and,

WHEREAS, Veterans Voice of America Fund, Gray History of Wireless Museum, Media Heritage, Inc. and West Chester Amateur Radio Association have partnered with West Chester Township to preserve the historic building and develop a museum recognizing the facility's significance and the significance of radio communications in our country; and,

WHEREAS, West Chester Township values the potential of the site as a museum, encourages its development and appreciates the need to establish an independent board for the purpose of developing, operating, and maintaining the museum.

NOW THEREFORE, BE IT RESOLVED that the West Chester Township Board of Trustees does hereby agree to:

SECTION 1. Establish The National Voice of America Museum of Broadcasting Executive Board to oversee development, use, and maintenance of the museum and advise West Chester Township on needs associated with the restoration and maintenance of the physical structure.


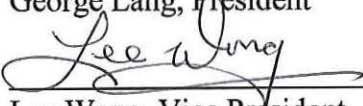
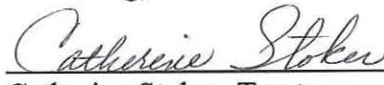
SECTION 2. Appoint inaugural members to serve on the Executive Board for the National Voice of America Museum of Broadcasting.

SECTION 3. Accept attached by-laws as governing the National Voice of America Museum of Broadcasting.


SECTION 4. Approve a Use Agreement between the West Chester Township Board of Trustees and the Executive Board administering the development, use, and maintenance of the Voice of America building and obligations of each party thereof and outlining roles and responsibilities of the parties as the Museum project progresses.

Attachment: Bylaws

Adopted this 13th day of March, 2007.

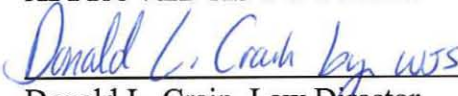
 _____ George Lang, President	<u>YES</u> Yes / No
 _____ Lee Wong, Vice President	<u>YES</u> Yes / No
 _____ Catherine Stoker, Trustee	<u>YES</u> Yes / No

ATTEST:



Patricia Williams, Township Fiscal Officer

APPROVED AS TO FORM:



Donald L. Crain, Law Director

Adopted: March 13, 2007

BYLAWS
OF
THE NATIONAL VOICE OF AMERICA MUSEUM OF BROADCASTING

ARTICLE I

OBJECTS AND PURPOSES

The National Voice of America Museum of Broadcasting (the "Corporation") is organized exclusively for charitable, educational and scientific purposes, and other purposes for which a corporation may be formed under the Nonprofit Corporation Law of the State of Ohio, Chapter 1702 of the Ohio Revised Code. Further, it is intended that the Corporation shall be a nonprofit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). The primary charitable, educational and scientific purpose for which this Corporation has been formed and for which it shall be operated is to provide for the development and operation of the former Voice of America Bethany Station as a museum to the activities of the Voice of America and to broadcasting industry. Additionally, the Corporation will provide a home for the Media Heritage, Inc., the Gray History of Wireless Museum, Inc., the West Chester Amateur Radio Association, and other affiliated charitable organizations. All of the Corporation's activities shall be subject, however, to all limitations on the nature and extent of such activities applicable, from time to time to organizations exempt from tax under Section 501(c)(3) of the Code.

In providing for such purposes, the Corporation shall be empowered to own real and personal property and to engage in any activity which is incidental to carrying out the express and implied purposes of the Corporation. The Corporation shall be empowered to receive and accept by gift, grant, bequest, devise or otherwise any and all property, real or personal or any interest therein, without limitations to the amount or value.

ARTICLE II **DIRECTORS**

Section 1. Composition. The Board of Directors shall consist of not less than five (5) individuals and not more than twenty-five (25) individuals, as determined from time-to-time by resolution of the members. The directors shall be divided into three (3) classes with each class consisting of such number of directors as determined from time to time by the members, but in a way that will make the number of directors in each class as equal to the number of directors in the other two classes as possible.

Section 2. Appointments. The Board of Directors shall consist of at least one representative appointed from each of the following organizations: Gray History of Wireless Museum, Media Heritage, Inc. and West Chester Amateur Radio Association.

Section 3. Term. Each director shall be appointed to a three (3) year term, except as otherwise set forth herein to provide for staggered terms of directors. The initial Class A Directors shall be appointed for a one (1) year term. The initial Class B Directors shall be appointed for a two (2) year term. The initial Class C Directors shall be appointed for a three (3) year term. Following the initial term for each class of directors, directors shall be appointed for a three (3) year term. There shall be no limitations on the number of terms that an individual can serve as director.

Section 4. Resignation. Any director may resign by submitting a written resignation at a meeting of the directors or by mailing such resignation to the Corporation at its principal office, and, thereupon, such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein.

Section 5. Removal. At any annual or special meeting of the directors duly called for that purpose, any director may be removed for cause by the affirmative vote of directors constituting at least 75% of the directors. As used in this Section 4 "cause" shall include, without limitation, fraud, the commission of a criminal act of moral turpitude or constituting a felony, the chronic failure to attend meetings of the directors or any committee thereof and chronic neglect of director's duties hereunder. Written notice that an individual is being considered for removal shall be given to each member of the Board of Directors at least seven (7) days prior to the date of the meeting at which the name of such individual is to be presented for removal. A successor director may thereupon be appointed to fill the vacancy thus created, but only in accordance with the procedure set forth in Article 3, Section 5. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting at which his or her removal is considered. No director shall be removed by the Board of Directors other than for cause.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by an appointment made by the member who initially appointed the director whose position has become vacant. The person so appointed shall serve as a director for the unexpired portion of the term of the former director.

Section 7. Annual Meetings. An annual meeting of directors shall be held for the purpose of organization, the election of elected officers, and the transaction of other business. Such meeting shall be held immediately after the annual meeting of the members. In the event that an annual meeting is omitted by oversight or otherwise, the directors shall cause a meeting in lieu thereof to be held as soon as practicable and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the annual meeting. Such meeting shall be called and notice thereof given in the same manner as the annual meeting. Other meetings shall be held at such times and places as may be determined by the directors.

Section 8. Special Meetings. Special meetings of the directors may be called by the chair of the Board of Directors or by any three (3) directors.

Section 9. Notice of Meeting(s). The secretary of the Corporation or the directors calling the meeting shall give written notice either delivered personally or sent by telegram, telecopy, or electronic mail transmission or by U.S. mail, express mail, or courier service, with postage or fees prepaid, of the time and place of each meeting of directors, other than the annual meeting, to each director at least two days before the meeting. Directors' meetings may be held at any place designated in the notice, within or without the State of Ohio. If notice is given by personal delivery, telegram, telecopy, or electronic mail, the notice is deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail, or courier service, the notice is deemed to have been given when deposited in the mail or with the courier service. The notice need not specify the purposes of the meeting, and the directors may consider any matter at any meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 10. Waiver of Notice. Any director may waive in writing notice of the time, place, and purposes of any meeting of directors either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such director of notice of such meeting.

Section 11. Quorum; Action at a Meeting. To constitute a quorum at any meeting of the directors there shall be present a majority of the directors then serving the Board of Directors; but if at any meeting of the directors there shall be present less than a quorum, a majority of those present may adjourn the meeting from time to time, until a quorum shall attend. Each director shall be entitled to one vote on any matter properly submitted to the directors for their vote, consent, waiver, release or other action.

Section 12. Compensation. The Corporation may compensate the directors and others for their service on the Board of Directors and any committees. The amount of such compensation shall be established from time to time by the compensation committee based upon amounts paid by similar organizations. Such persons may be reimbursed for actual expenses incurred by them in the performance of their duties when such expenses are appropriately documented by receipts or other evidence of payment.

Section 13. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting with the unanimous affirmative vote or approval of all the directors. Any such writing shall be filed with or entered upon the records of the Corporation.

ARTICLE V COMMITTEES

Section 1. Establishment of Committees by Board. The Board of Directors may establish such standing or special committees as the Board of Directors may deem appropriate, including Executive, Finance and Audit Committees. Such committees shall perform the functions and carry out the responsibilities designated in the Regulations, or if not designated in the Regulations, delegated or designated by the Board of Directors. All such committees shall be subject to the supervision and authority of the Board of Directors.

Section 2. Appointment and Membership.

(a) Membership. Other than the Executive Committee, all committees may have non-director members; provided, however, that with respect to any matter being considered by any committee, if that committee is exercising the full power and authority of the Board of Directors pursuant to a delegation of such authority from the Board, the members of the committee who are not members of the Board of Directors shall not be permitted to vote on the matter.

(b) Executive Committee. If established by the Board of Directors, the Executive Committee shall consist of at least five (5) members, each of whom must be a member of the Corporation's Board of Directors.

Section 3. Powers and Duties.

(a) Delegated Authority. A committee shall exercise such authority as is consistent with the delegation to such committee of any authority of the Board of Directors conferred upon it by the Board of Directors. Unless otherwise provided by the Articles of Incorporation or the Regulations, an act or authorization of an act by a committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board of Directors.

(b) Executive Committee. In addition to the powers and authority designated or delegated by the Board of Directors to the Executive Committee, the Executive Committee shall have and may exercise all of the powers and authority of the Board of Directors between the regular meetings of the Board of Directors but shall only exercise such authority on an extraordinary or emergency basis or when it is not practical to call a special meeting of the full Board of Directors. The Executive Committee may approve any matter properly before it for consideration upon the affirmative vote of a majority of the directors serving on the Executive Committee.

(c) Other Standing Committees. All other committees shall perform such duties and responsibilities as are assigned to each such committee by the Board of Directors.

(d) Approval of Actions. Committees shall take action by a majority vote except in the case of the Executive Committee.

(e) Action Without a Meeting. Any action which may be authorized or taken at a meeting of a committee established by the Board of Directors may be authorized or taken without a meeting with the unanimous affirmative vote or approval of, and in a writing or writings signed by, all the members of such a committee. Any such writing or writings shall be filed with or entered upon the records of the Corporation.

ARTICLE V **OFFICERS**

Section 1. Elected Officers. The officers of the Corporation shall consist of a President, a Treasurer, a Secretary, and such Vice Presidents and other officers as the Board of Directors may periodically designate. The Officers shall be elected from the directors. The remaining officer positions need not be filled by individuals serving as directors. Any individual may hold multiple officer positions.

Section 2. Election. Officers of the Corporation shall be elected at the annual meeting of the Board of Directors in accordance with the procedures set forth in these Regulations.

Section 3. Term. All officers shall be elected and serve until the next annual meeting of the Board of Directors or until their successors are elected and qualified.

Section 4. Resignation. Any officer may resign by submitting a written resignation at a meeting of the Board of Directors or by mailing such resignation to the Corporation at its principal office and, thereupon, such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein.

Section 5. Removal. Without prior demand or notice, an officer may be removed from office at any time (with or without cause) by action of the Board of Directors.

Section 6. Absence of Officers. In the absence of any officer of the Corporation or for any other reason the directors may deem sufficient, the directors may delegate any or all of the powers or duties of such officer to any other officer or to any director.

Section 7. Duties and Powers of Officers.

(a) President. The President shall act as the Corporation's chief executive officer. Subject to the control of the Board of Directors, the President shall supervise, control and manage the business and affairs of the Corporation. The President shall have all the general powers and duties of management generally vested in presidents of like corporations. The President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice-President. The Vice-President or Vice Presidents shall perform such duties as may from time to time be assigned to him, her, or them by the Board of Directors or the President. At the request of the President or in case of his absence or disability, the Vice

President, or, if more than one, one of the Vice Presidents in the order of their seniority, shall perform all the duties of the President and when so acting shall have all of the authority of the President.

(c) Treasurer. The Treasurer of the Corporation shall maintain or cause to be maintained custody of the Corporation's funds, securities, properties and other assets and shall prepare or cause to be prepared accurate financial accounts, records, statements of funds received and paid by the Corporation and statements of the Corporation's financial condition as periodically required by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors from time to time.

(d) Secretary. The Secretary of the Corporation shall take and maintain (or cause to be taken and maintained) minutes of all meetings of the Board of Directors and of the members. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and of the members in accordance with the provisions of the Regulations. The Secretary shall maintain or cause to be maintained a register of the names and addresses of all Directors and members and all other books, records or documents of the Corporation. The Secretary shall perform such duties incident to the office of secretary of a corporation or such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VI **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted or required by the Ohio Nonprofit Corporation Law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, whether or not it is by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

ARTICLE VII **DISSOLUTION**

Upon the dissolution of the Corporation, the directors shall wind up the affairs of the Corporation as speedily as practicable and, after paying or adequately providing for the payment of all known obligations of the Corporation, transfer the remainder of the assets of the Corporation to another nonprofit corporation organized for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government, or a local or state government or school district, for a public purpose.

ARTICLE VIII
AMENDMENT

These Regulations may be amended or repealed at any annual meeting of members or at any special meeting called for that purpose by the affirmative vote of all of the members on such proposal. All amendments shall be placed in the Corporation's minute book immediately following these regulations.

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