

**BYLAWS
BOARD OF REGENTS
JAMES MONROE LAW OFFICE – MUSEUM AND MEMORIAL LIBRARY**

Article I – Name

The Board shall be known officially as the “Board of Regents of the James Monroe Law Office – Museum and Memorial Library” (“Regents” or “Board of Regents” or “Board”).

Article II – Sources of Authority

The Board of Regents is established by Chapter 641 of the 1964 Acts of Assembly, which incorporates the terms of a Deed of Trust executed by the James Monroe Memorial Foundation (“JMMF”) to the Commonwealth of Virginia, and is subject to the Decree in the Circuit Court of Fredericksburg, Virginia, entered on January 1, 1982, in the case of *The Rector and Visitors of Mary Washington College v. The James Monroe Memorial Foundation, et al.* (“Court Decree”); and otherwise conducts itself under such authority as the Rector and Visitors of the University of Mary Washington (“BOV”) may, from time to time, resolve to delegate.

Article III – Operating Name of the Museum

The James Monroe Law Office-Museum and Memorial Library operates under the name, “James Monroe Museum and Memorial Library” (“Museum”).

Article IV – Membership

The Board of Regents shall consist of eighteen members, two of whom shall be the Rector and President of the University of Mary Washington (“UMW” or the “University”), and two of whom shall be the President and Secretary of JMMF. The remaining fourteen members of the Board of Regents are appointed by the Governor, with seven members appointed by the Governor from a list of names submitted by JMMF and the seven remaining members of the Board of Regents appointed by the Governor from a list of names submitted by UMW. Commencing in 2011, the Governor’s appointments shall be for a two-year term normally commencing July 1 of odd-numbered years and shall be made in such years based on lists submitted to the Governor by March 1 of such years. If any vacancies occur on the Board of Regents (other than the four ex-officio members, whose successors shall automatically fill their positions), the Governor will fill vacancies of board members nominated by JMMF with new nominees of JMMF and fill vacancies of board members nominated by UMW with new nominees of UMW as soon as practicable. No member may serve longer than ten consecutive years. Members are expected to attend all meetings of the Board. An annual Board of Regents attendance report will be submitted to the Secretary of the Commonwealth by the administrative liaison identified in Article VII (f). Officers and members of the Board of Regents shall receive no compensation for their Board roles, but may be reimbursed by UMW for reasonable and necessary expenses for travel, meals, and lodging incurred as a consequence of attending

meetings of the Board. Said reimbursement shall be subject to regulations governing members of boards and commissions in the service of the Commonwealth of Virginia.

Article V – General Purpose

The Regents shall provide advice to the BOV and UMW on the operation of the Museum, on policy issues related to the Museum, and on the best ways in which the Museum can promote and publicize the life and accomplishments of President James Monroe and knowledge about his era and policies, including the Monroe Doctrine. As delegated by UMW from time to time, the Regents also shall review and comment upon the Museum's proposed operating budget for the fiscal year; gift shop merchandising; planned exhibitions and public programs; incoming and outgoing artifact loans; recommendations for artifact accessions and deaccessions; and any other elements relevant to Museum operations. The BOV shall review all votes and other actions of the Board of Regents and approve or disapprove said votes and other actions at its discretion. The Board of Regents shall manage no funds directly, nor shall the Board exercise any role in museum operations other than the advisory functions described above.

Article VI – Museum Operations

The Museum shall be operated by the President of UMW or his/her designee(s), who shall exercise responsible stewardship of the Museum's physical and human resources consistent with the respective missions of the Museum and UMW, subject to Article II of these Bylaws.

Article VII – Officers

(a) The officers of the Board of Regents shall be a Chairman, Vice Chairman and Secretary. The Chairman and Vice Chairman shall be elected annually by the Board of Regents at its annual meeting, from among the members of the Board, as described in subpart (b) below. The Secretary of JMMF serves as Secretary of the Board and of the Executive Committee. In the event of a vacancy in the office of Chairman, the Vice Chairman shall act as Chairman until such time that the Board can elect a new Chairman to the unexpired term. If the office of Chairman or Vice Chairman is vacant, or the Board determines that the Chairman is otherwise unable to perform the responsibilities of his office, then the Board shall hold an election consistent with subpart (b) below to fill the unexpired term. Officers' terms shall commence at the end of the meeting at which they are elected.

(b) Unless otherwise agreed upon by JMMF and the University as to any particular year, the Chairman elected in even-numbered years shall be a nominee of UMW, and the Vice Chairman elected in even-numbered years shall be a nominee of JMMF; and the Chairman elected in odd-numbered years shall be a nominee of JMMF, and the Vice Chairman elected in odd-numbered years shall be a nominee of UMW.

(c) The Chairman shall preside at all meetings of the Board and of the Executive Committee, and shall generally be responsible to the Board for management of its affairs.

(d) The Vice Chairman will preside at meetings of the Board and of the Executive Committee in the absence of the Chairman and will perform other duties as assigned by the Chairman.

(e) The Secretary shall be responsible for the maintenance of the records of the Board and of the Executive Committee and the official keeping of minutes of meetings in accordance with the Virginia Freedom of Information Act, and for certifying such instruments, documents and other papers relating to the Board as the Board or the Chairman may request.

(f) The President of UMW will appoint an administrative liaison annually who will provide staff and logistical support to the Board and its committees and to the officers of the Board as requested by them for the efficient operation of the Regents. Among other duties, the administrative liaison shall prepare draft minutes of each Board meeting for review by the Secretary. All such duties shall be carried out by the administrative liaison to the extent judged by UMW to be possible, reasonable and appropriate, and only to the extent authorized by applicable laws and policies of the Commonwealth

Article VIII – Committees

(a) The Board of Regents may establish standing committees or appoint special committees as needed, and appoint the members thereof, with terms of such committees and the members thereof ending at the next annual meeting, unless renewed. All committees shall consist of an equal number of members holding UMW places and JMFF places.

(b) The Executive Committee of the Board shall consist of the four Board members designated by statute: the Rector and President of UMW and the President and Secretary of JMFF. Between meetings of the full Board, the Executive Committee may meet to discuss matters relevant to the Board's function and inform UMW of recommended actions. The Executive Committee shall not act in contravention to any express directive given it by the full Board or these Bylaws. At or before each meeting of the Regents, the Board members shall be furnished reports of the discussions and actions of the Executive Committee since the previous meeting of the full Board.

(c) Agenda for meetings of the Executive Committee, listing any anticipated action items, shall be sent by the Chairman to the committee members. The Chairman shall make a good faith effort to send the agenda at least 21 days prior to a meeting.

Article IX - Meetings

(a) Two meetings of the Board will be held each year at the University of Mary Washington, or at such other locations as the Board may agree upon, one during the second quarter and one during the fourth quarter of the Commonwealth's fiscal year. The meeting that is held during the second quarter will be designated the annual meeting, at which the Board's elections will be held. The date and time of these meetings shall be fixed by the Board.

(b) Agenda for meetings, listing any anticipated action items, shall be sent by the Chairman to the Regents. The Chairman shall make a good faith effort to send the agenda at least 21 days prior to a meeting.

(c) The conduct of the Board shall conform to the applicable requirements of the Virginia Freedom of Information Act, and while the Board will normally operate in an informal, collegial manner, if issues of protocol are raised, the Board will rely on the most recent edition of *Robert's Rules of Order* for guidance in its operation.

Article X - Quorum

A majority of the members of the Board shall constitute a quorum at all Board meetings. A majority of the members of any committee other than the Executive Committee shall constitute a quorum. All members of the Executive Committee must be present to constitute a quorum at all meetings.

Article XI – Amendments

These Bylaws may be amended by a majority vote of the entire Board of Regents provided that the proposed amendment or the substance thereof has been mailed to all Regents at least twenty-one days prior to the meeting at which the action is taken. No provision in any Bylaws shall be adopted or shall be effective if it is inconsistent with the terms of the documents listed in Article II of these Bylaws.

Article XI – Approval of Bylaws

These Bylaws and any amendments to them are subject to the approval of UMW's Board of Visitors.