

**BYLAWS  
OF  
THE VIRGINIA MUSEUM OF NATURAL HISTORY  
BOARD OF TRUSTEES**

*The Bylaws of the Board of Trustees of the Virginia Museum of Natural History are intended to allow the Board to conduct its business in an orderly fashion. Trustees also should familiarize themselves with the relevant sections of the Code of Virginia, the Virginia Freedom of Information Act, and the Virginia Conflict of Interest laws.*

*Adopted:* **May 21, 2005**

*Amended and Restated:* **May 18, 2019**

**ARTICLE I.**

Section 1.1  
Section 1.2

**OFFICES**

Registered Office  
Other Offices

**ARTICLE II.**

Section 2.1  
Section 2.2

**PURPOSES**

Nature of the Virginia Museum of Natural History  
Exempt Purpose

**ARTICLE III.**

Section 3.1

**AFFIRMATION OF NON-DISCRIMINATION**

Non-discrimination

**ARTICLE IV.**

Section 4.1  
Section 4.2  
Section 4.3  
Section 4.4  
Section 4.5  
Section 4.6

**BOARD OF TRUSTEES**

Duties and Powers  
Number  
Qualifications  
Notice of Meetings; Waiver  
Quorum  
Voting

**ARTICLE V.**

Section 5.1  
Section 5.2  
Section 5.3  
Section 5.4  
Section 5.5  
Section 5.6  
Section 5.7  
Section 5.8

**OFFICERS**

Executive Officers  
Election and Term and Tenure of Office  
Chair of the Board  
Vice-Chair  
Secretary  
Treasurer  
Vacancies  
Resignations

**ARTICLE VI.**

Section 6.1  
Section 6.2

**COMMITTEES OF THE BOARD**

General  
Executive Committee

Section 6.3 Finance Committee  
Section 6.4 Nominating Committee  
Section 6.5 Strategic Planning Committee  
Section 6.6 Facilities Committee  
Section 6.7 Research and Collections Committee  
Section 6.8 Development/Marketing Committee  
Section 6.9 Education and Public Programs Committee

**ARTICLE VII.**

Section 7.1  
Section 7.2  
Section 7.3  
Section 7.4

**MUSEUM EXECUTIVE DIRECTOR**

Duties and Responsibilities  
Evaluation of the Executive Director  
Removal  
Acting Executive Director

**ARTICLE VIII.**

Section 8.1  
Section 8.2  
Section 8.3  
Section 8.4  
Section 8.5

**MISCELLANEOUS**

Annual Report  
Acceptance of Gifts  
Rules of Order  
Genders  
Adoption and Amendment of These Bylaws

## **ARTICLE I**

### **OFFICES**

Section 1.1 Registered Office. The Registered Office of the Virginia Museum of Natural History shall be located in Martinsville, Virginia

Section 1.2 Other Offices. The Virginia Museum of Natural History may also have offices at such other places within or without the Commonwealth of Virginia as the Board of Trustees may from time to time determine or the business of the Virginia Museum of Natural History may require.

## **ARTICLE II**

### **PURPOSES**

Section 2.1 Nature of the Virginia Museum of Natural History. The Virginia Museum of Natural History will be a civic, non-profit organization, the purpose of which is as set forth in its Articles of Incorporation. More specifically, it shall be devoted to the organization, management, maintenance and operation of a museum for the purpose as stated by the Commonwealth Title 10.1 Conservation, Chap. 20, 10.1-2001 Purposes. The Board of Trustees is to assist and support the Virginia Museum of Natural History.

Section 2.2 Exempt Purpose. The Board of Trustees will operate without profit and no part of its earnings or assets shall be distributed as a dividend or inure to the benefit of any private individual or member. The Board of Trustees shall be operated to carry out its exempt purposes in a manner consistent with Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and the appropriate regulations there under.

## **ARTICLE III**

### **AFFIRMATION OF NON-DISCRIMINATION**

Section 3.1 Non-discrimination. The Board of Trustees affirms its commitment to comply with all applicable federal and state laws and regulations regarding non-discrimination.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

Section 4.1 Duties and Powers. The Board of Trustees (hereinafter collectively referred to the "BOT") will plan the policies of the Virginia Museum of Natural History, including the transaction of all business pursuant to the authority granted to it by the Code of Virginia.

Section 4.2 Number. The Virginia Museum of Natural History (hereinafter collectively referred to the "VMNH") shall be governed by a BOT consisting of fifteen (15) members appointed

by the Governor. Two of the members appointed to the BOT shall be members of the Virginia Academy of Science.

Section 4.3 Qualifications. All Trustees are subject to and must comply with the Code of Ethics for the BOT. Trustees must also commit to active involvement with the BOT and any other terms and conditions of service that maybe promulgated from time to time by the Board and the Executive Committee (as defined in Section 6.2).

Section 4.4 Notice of Meetings; Waiver. Written notice of the place, day and hour of any meeting of the BOT, and in the case of a special meeting the purpose or purposes for which the meeting is called, will be given pursuant to the Code of Virginia

Section 4.5 Quorum. A simple majority of the members of the BOT then serving shall be sufficient to constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the BOT, except as may otherwise be specifically provided by law or these Bylaws. If a quorum shall not be present at any meeting of the BOT, the Trustees present may adjourn the meeting without notice (other than announcement at the meeting) until a quorum is present. Each Trustee is entitled to one vote on any issue resolved by vote.

Section 4.6 Voting. A Trustee may vote in person at any meeting of the BOT.

## **ARTICLE V**

### **OFFICERS**

Section 5.1 Executive Officers. At each annual meeting, the Trustees shall select a Chair, Vice-Chair, Secretary and Treasurer from its membership.

Section 5.2 Election and Term and Tenure of Office. Officers will be elected by the BOT at the annual meeting of the BOT, and each Officer shall serve for one (1) year and thereafter until their successors are elected and qualified. The Chair shall be eligible for re-election, but may serve no more than two consecutive terms. New officers will immediately begin their terms at upon election.

Section 5.3 Chair of the BOT. The Chair of the Board will have the following duties and powers:

- i. To provide leadership to the BOT as they work together to fulfill their duties as Trustees.
- ii. To call meetings of the BOT, in accordance with these Bylaws at such times and places as the Chair deems proper.
- iii. To preside at meetings of the BOT.
- iv. To attend in an ex-officio capacity the meetings of all Committees.

- v. To execute for and in the name of the BOT such written instruments and documents as may be necessary to carry out the specific actions authorized by the BOT.
- vi. To report annually to the BOT on the activities for the previous year.
- vii. Subject to confirmation by the BOT, to select the members and Chairs, and designate the powers and duties of all Committees that may be provided for in these Bylaws or that may be deemed necessary or desirable by the BOT.
- viii. To do and perform all such duties that pertain to the office of Chair or as the BOT or Executive Committee (as defined in Section 6.2) may request. The Chair of the BOT is the presiding officer of the Board chosen to provide the board with leadership.
- ix. To create and appoint ad-hoc committees and appoint members to said committees as the Chair deems appropriate.

Section 5.4 Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair of the BOT, perform the duties and exercise the powers of the Chair. The Vice-Chair will also have such other powers and duties as the Executive Committee (as defined in Section 6.2) may determine from time to time.

Section 5.5 Secretary. The powers and duties of the Secretary shall be:

- i. To keep or cause to be kept full and complete records of the meetings of the BOT and the Executive Committee (as defined in Section 6.2).
- ii. To keep or cause to be kept and preserved the minute book and all other books and records of the BOT and the BOT seal.
- iii. To give or cause to be given all notices that may be necessary or proper. In case of failure for any reason of the Secretary to give any such notice, then such notice may be given by the Chair of the BOT or by any person authorized by the Chair of the BOT.
- iv. To do and perform all such duties that pertain to the office of Secretary or as the Executive Committee (as defined in Section 6.2) or the Chair of the BOT may request.
- v. To join the Chair of the BOT (or such other properly designated officer) in the execution and delivery of deeds, contracts, and other instruments where appropriate, and to affix the corporate seal where appropriate.

Section 5.6 Treasurer. The powers and duties of the Treasurer will be:

- i. To render to the BOT at the regular meetings, or whenever they may require it, an account of the financial condition of the VMNH. Copies of the VMNH's annual financial statements, certified by the VMNH's auditor, shall be delivered to each

member of the BOT. When available, interim financial reports shall be made to these persons at their request.

- ii. To serve as Chair of the Finance Committee of the BOT.
- iii. To do and perform all such other duties that pertain to the office of Treasurer and as the BOT or the Executive Committee (as defined in Section 6.2) may request.

Section 5.7 Vacancies. If any office becomes vacant for any reason, the remaining term of the vacant office may be filled by the BOT by a majority vote at its next regular or special meeting at which a quorum is present.

Section 5.8 Resignations. Any Officer may resign by giving written notice to the Secretary of the BOT.

## ARTICLE VI

### COMMITTEES OF THE BOARD

Section 6.1 General. Except as otherwise provided in the Bylaws, the Chair of the BOT will, subject to confirmation by the BOT, select the members and chairs of any standing or ad hoc committees as may be constituted by the BOT. Committee members will be annually selected to serve a one (1) year term with no limit on tenure. Committees shall meet at such times and places as the Chair of the respective Committees or the Chair of the BOT shall determine pursuant to reasonable notice to the members of the Committee. With the exception of the Executive Committee, the majority of any Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, the Committee Chair or Acting Chair will hold the meeting with minutes taken but with a note therein that a quorum was not present and therefore no official votes/actions could be taken. However, as soon as possible, the Committee will hold another meeting. Each Committee shall keep regular minutes of its proceedings and report the same to the BOT. The majority membership of all standing Committees shall be Trustees. All Board Committees may be assigned at least one VMNH staff member, as determined by the BOT or BOT Chair in consultation with committee chairpersons and the VMNH Executive Director, to serve as staff liaisons to the respective Committees.

Section 6.2 Executive Committee. The Executive Committee shall consist of the Chairman of the BOT, Vice-Chairman, Secretary, Treasurer, and may include additional members as authorized by the Code of Virginia. The Chair of the BOT shall act as Chair of the Executive Committee. Three (3) members of the Executive Committee present at any meeting of the Executive Committee will constitute a quorum. The Executive Director of the VMNH may attend all open meetings of the Executive Committee as an *Ex-Officio* member but the Executive Director's presence will not be counted in constituting a quorum. The Executive Committee shall monitor and help implement policy approved by the BOT, and execute such other powers and duties as specifically determined or requested by the BOT or authorized by the Code of Virginia. The Executive Committee will meet at the call of the Chairman or a majority of the Executive Committee.

Section 6.3 Finance Committee. There will be a Finance Committee of at least three (3) Trustees. The Treasurer will be chair. The Committee will advise the BOT concerning the effect financially of possible recommended VMNH activities, and other financial matters

Section 6.4 Nominating Committee. There will be a Nominating Committee consisting of at least three Trustees. Presentation of the slate of officers to BOT will be at the first meeting of the new calendar year and voted before the fiscal year ends. Nominations will be taken from the floor, provided the nominee(s) agree to stand for office.

Section 6.5 Strategic Planning Committee. There will be a Strategic Planning Committee of at least three Trustees to plan and coordinate the VMNH's long-term and immediate future goals. A representative of the VMNH Foundation Board, approved and appointed by the BOT chair with the consent of the BOT, shall serve on this Committee.

Section 6.6 Facilities Committee. There will be a Facilities Committee of at least three Trustees to review and make recommendations to the BOT regarding the museum's physical facilities and construction.

Section 6.7 Research and Collections Committee. There will be a Research and Collections Committee of at least three Trustees to review and make recommendations to the BOT concerning science programs as well as acquisitions, accessions and de-accessions of collections, collections care, appointments of Senior Fellows, Research Associates and Affiliated Researchers, and other activities as related to the museum's scientific research and collections. [The Senior Fellow is an appointment for life made to distinguished scientists, and requires full Board approval. Appointments of Research Associates and Affiliated Researchers are for five and three year terms respectively, and require approval of the Research and Collections Committee of the Board and the Director of Research and Collections.] The BOT has charged this Committee to work closely with the Development/Marketing Committee.

Section 6.8 Development/Marketing Committee. There will be a Development/Marketing Committee of at least three Trustees to review and make recommendations to the BOT regarding marketing, public relations, and fund-raising; and act as a liaison to the VMNH Foundation. A representative of the VMNH Foundation Board, approved and appointed by the BOT chair with the consent of the BOT, shall serve on this Committee. The BOT has charged this Committee to work closely with the Research and Collections Committee.

Section 6.9 Education and Public Programs Committee. There will be an Education and Public Programs Committee of at least three Trustees to review and make recommendations to the BOT concerning education, exhibits, and related public programs as well as matters regarding to affiliates and the museum's own affiliate status with similar facilities. This Committee shall be chaired by the Vice-Chair of the BOT unless that duty is assigned to another Trustee by the Chair, and its other members shall include the VMNH Executive Director, the VMNH Education Manager, and a representative of the VMNH Foundation Board approved and appointed by the BOT chair with the consent of the BOT.

## ARTICLE VII

### MUSEUM EXECUTIVE DIRECTOR

Section 7.1 Duties and Responsibilities. The Executive Director will serve as the Chief Executive Officer (CEO) of the Museum and, perform such duties and in such manner as are prescribed by the BOT, or the Executive Committee. The Executive Director will be responsible for the initiation and fulfillment of programs and projects in conformity with the policies as fixed by the BOT. Subject to the foregoing, the Executive Director will be responsible for the administration and operation of the Museum and its staff and specifically the Code of Ethics for the BOT. The Executive Director will serve as an *Ex-Officio* member of the Executive Committee and other Board Committees as required by the Chair of the BOT and the BOT.

Section 7.2 Evaluation of the Executive Director. The Executive Committee shall prepare the annual Performance Review of the Executive Director, subject to review and approval by the BOT at its August meeting. After the Review, the Director's documented and signed statements are reviewed with the BOT and a copy of the Review, amended if necessary, given to the Director.

Section 7.3 Removal. The Executive Director may be removed by a majority vote of the BOT, whenever, in the judgment of the BOT, the best interests of the Museum and Board will be so served.

Section 7.4 Acting Executive Director. In the event of retirement, death, resignation, or removal of the Executive Director, the BOT, as it deems necessary and by a majority vote, shall appoint an Acting Executive Director who, in the absence, disability or removal of the Executive Director, shall be subject to all duties and responsibilities as stated in Article VII of these Bylaws.

## ARTICLE VIII

### MISCELLANEOUS

Section 8.1 Annual Report. The BOT shall submit an annual report to the Governor and General Assembly on or before November 1 of each year. Such report shall contain, at a minimum, the annual financial statements of the VMNH for the year ending the preceding June 30. (1988, cc. 707, 891; 2004, c 650.)

Section 8.2 Acceptance of gifts; expenditures, certain powers of educational institutions to apply:

- i. The BOT is authorized to receive and administer grants from agencies of the United States government, and gifts, bequests and devises of property, and to expend or authorize the expenditure of funds derived from such sources and funds appropriated by the General Assembly to VMNH.
- ii. Notwithstanding any law to the contrary, the VMNH shall be deemed to be an institution of higher education within the meaning of 23-3.1 and 23-9.2. (1988, cc. 707, 891; 2004, c. 870).

Section 8.3 Rules of Order. The meetings of the BOT shall be conducted according to, but not bound by, Robert's Rules of Order, latest edition, revised.

Section 8.4 Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

Section 8.5 Adoption and Amendment of These Bylaws. These bylaws become effective after being approved by two-thirds of the votes cast by Trustees. Any Trustee may propose amendments to these bylaws by submitting them in writing to the Executive Committee. The Executive Committee shall consult with legal counsel and approve proposed amendments, by a two-third vote of the Executive Committee members, before recommending them to the full board.

**ADOPTED AS AMENDED by the Board of Trustees of the Virginia Museum of Natural History, Martinsville, Virginia, this 18<sup>th</sup> day of May 2019.**

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**Barry M. Dorsey, Chair, VMNH Board of Trustees**

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**Thomas R. Benzing, Vice-Chair, VMNH Board of Trustees**

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**Janet Scheid, Secretary, VMNH Board of Trustees**

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**Jennifer H. Burnett, Treasurer, VMNH Board of Trustees**