

AMENDED AND RESTATED BYLAWS OF THE ROBERT RUSSA MOTON MUSEUM, INC.

Article I - NAME

The name of this corporation shall be The Robert Russa Moton Museum, Inc.

Article II - OBJECTIVES

The objective of this corporation shall be to develop and support The Robert Russa Moton Museum: A Center for the Study of Civil Rights in Education (the “Museum”).

This objective shall be accomplished by the following means:

- A. The Museum will function as a national repository of artifacts of the 1951-1964 period in Civil Rights history.
- B. The Museum will operate as an educational center and a policy center for the study of civil rights in education.
- C. The Museum will provide community outreach to all citizens.

Article III – MUSEUM MEMBERSHIP

Membership of the corporation shall be pursuant to its Articles of Incorporation.

Article IV – TRUSTEES AND OFFICERS

Section 1. *Board of Trustees* - The Board of Trustees shall be comprised of no more than fifteen (15) voting members and no less than five (5).

The Director of the corporation and the Museum shall serve as an ex-officio Trustee who will be non-voting.

Section 2. *Officers* - The officers of the corporation shall be Chairman, Vice-Chairman, Secretary, and Treasurer. Officers must be current voting members of the Board. No member shall hold more than one office at the same time. The officers will assume their positions on January 1 each year.

Section 3. *Officers' Duties* - The duties of the officers shall be as follows:

- The *Chairman* shall preside at all meetings of the membership and of the Board and shall perform such other duties as are incident to the office or are properly required by the Board of Trustees.
- The *Vice-Chairman* shall exercise the authority of the president in the absence of the president and perform such other duties as may be assigned by the Chairman or Board of Trustees.
- The *Secretary* shall be responsible for recording the minutes of the Board meetings and maintaining such other records as may be required of him/her by the Chairman or the Board. The Secretary shall have charge of the correspondence, notify officers and Trustees of their election to office, keep a roll of the members with their addresses, and carry out other duties pertinent to the office as the Chairman may request or the Board assign.
- The *Treasurer* shall collect and receive all monies due or belonging to the corporation. The Treasurer shall deposit the same in a bank designated by the Board in the name of the corporation. The books shall at all times be open to inspection by the Board. The Treasurer shall report to the Board at every meeting the condition of the corporation's finances and every item of receipt or payment not before reported. There shall be an annual audit by a certified public accountant (CPA).

Section 4. *Elections* – Subject to member approval as set forth in the Articles of Incorporation, Board members shall be elected by a majority vote of the Board for terms of three (3) years. The Governance Committee shall present names of potential Board members for consideration. The terms of Board members are limited to two (2) consecutive full terms and shall be staggered. After having been off the Board for one year, a member may become eligible for subsequent terms.

Officers shall be elected every year. The Governance Committee shall bring a recommendation to the Board for action. The candidate receiving the greatest number of votes for each office shall be declared elected. The election of officers shall be held during the last meeting of the Board for the calendar year.

Section 5. *Vacancies* - Any Board member vacancy occurring during the year may be filled for the unexpired portion of the term by a majority vote of the Board of Trustees at any regular or special meeting, subject to member approval as in Section 4 above.

Any vacancy occurring among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy or at a special Board meeting called for that purpose, except for a vacancy in the office of Chairman which shall be filled automatically by the Vice-Chairman. The vacancy of the office of Vice-Chairman shall be filled by the Board.

Section 6. *Removal* - A Board member may be removed by member action, or at any regular or special meeting of the Board if the performance of that member is deemed to be detrimental to the mission of the corporation. The meeting notice shall state that the removal of the member is the purpose, or one of the purposes, of the meeting. Removal of the Board member shall be by a majority vote of the Board, subject to member approval as in Section 4 above.

Section 7. *Attendance at Board Meetings* - Two consecutive unexcused absences from regularly scheduled meetings of the Board shall constitute a voluntary resignation unless the Board member is permitted to continue by the Executive Committee.

Section 8. *Leave of Absence* – A Board member may take a leave of absence for one of the following reasons: 1) a Board member’s own serious health condition that is expected to persist for six months or longer and makes him/her unable to fulfill the duties as a member of the Board and 2) to serve as the primary or sole caregiver to a family member with a serious health condition that is expected to persist for six months or longer. A serious health condition is defined as one which requires inpatient care at a hospital, hospice or residential medical care facility, including any period of incapacity or subsequent treatment in connection with such patient care, or a condition which requires continuing care at home. A leave of absence must be requested by the Board member and approved by the Chairman of the Board.

Section 9. *Meetings* - Regular meetings of the Board of Trustees shall be held at least quarterly on a day in each year to be determined by the Board. Written notice of each meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting. At least one (1) meeting each year shall be held in Farmville, Virginia and the Council (as defined herein) shall be invited to such meeting.

Special meetings of the Board may be called by the Chairman and shall be called by the Secretary upon the receipt of a written request by at least a majority of members of the Board. Notice of such meetings shall be given to each Board member at least five (5) days before and not more than twenty (20) days prior to the date of the meeting.

Section 10. *Quorum* - A quorum for a meeting of the Board is obtained when at least a majority of its members is present.

Article V - COMMITTEES

The Board may create such committees of the Board of Trustees as it desires, including, but not limited to, an Executive Committee, a Finance Committee, a Development Committee, and a Governance Committee. Upon the creation of any committee of the Board, the Board shall designate, in writing, such committee’s composition, scope of authority, and purpose. The Governance Committee shall include representatives from the Council.

Article VI – MOTON MUSEUM COUNCIL

The Board shall have as a standing committee, the Moton Museum Council (the “Council”) which shall make recommendations to the Board of Trustees. The Council shall be comprised of no more than twenty-five (25) voting members and no less than seventeen (17). Between six (6) and fourteen (14) members shall serve as non-categorical members. At least one non-categorical member shall be a person who resided in Prince Edward County between 1959 and 1964, and who was unable during those years to begin, continue, or complete his/her education in the public schools of the county. Eleven (11) members shall serve as categorical members representing the following institutions/ community groups/governmental agencies (listed alphabetically): Centra Southside Community Hospital, Farmville Area Chamber of Commerce, Fuqua School, Hampden-Sydney College, Longwood University, Martha E. Forrester Council of Women, Prince Edward County, Prince Edward County Branch NAACP, Prince Edward County Public Schools, Town of Farmville, and Virginia’s Retreat. The appointment of all Council members shall be subject to the approval of the Board of Trustees. The Director of the Museum shall serve as an ex-officio member who will be non-voting. The terms of non-categorical Council members are three (3) years and limited to two (2) consecutive full terms and shall be staggered, with approximately one third (1/3) of the non-categorical Council members elected each year. Categorical Council members shall be selected by their representative group for one (1) year terms. Any non-categorical Council member vacancy occurring during the year may be filled for the unexpired portion of the term by a majority vote of the Council at any regular or special meeting. Any categorical Council member vacancy occurring during the year may be filled by the organization the member represented through a selection process determined by that organization. There will be no limit to the number of consecutive terms a categorical member may serve. Any amendment to this Article VI shall require a majority vote of the Council.

The Council may have an Executive Committee, a Programs Committee, a Resource Committee, a Development Committee, and a Governance Committee. Special committees may also be appointed to assist with particular projects. Committee members will be appointed annually by the Council.

- The *Council Executive Committee* shall be responsible for exercising the power of the Council between meetings of the Council and conducting such business as may be referred to it by the Council. The committee shall be comprised of the Chair of the Council and the chairpersons of the other Council committees.
- The *Council Programs Committee* shall be responsible for furthering the mission of the Museum through educational and cultural programming and through the scope of the Museum’s collections.
- The *Council Resource Committee* shall be responsible for making recommendations to the Board of Trustees regarding the stewardship of the assets of the Museum to include fiscal and real assets and human resource policy.

- The *Council Development Committee* shall be responsible for making recommendations to the Board of Trustees regarding the cultivation of support for the Museum via public and private organizations and individuals.
- The *Council Governance Committee* shall be responsible for identifying and recommending members for appointment to the Council and Board of Trustees.

ARTICLE VII - DIRECTOR OF THE CORPORATION AND THE MUSEUM

Section 1. *Duties.* The Director serves as the President and chief executive officer of the corporation and the Museum and reports to a the Board of Trustees. The Director is responsible for the general operation and growth of the organization, including, but not limited to:

- Developing an annual budget, establishing sound budgeting practices, and administering programs within the budget;
- Developing and implementing strategic plans and programs while ensuring that general activities are carried out in collaboration with the Board;
- Administering the creation of exhibits, publications, presentations, tours and events related to the Museum’s mission and implementing technology to educate, entertain and engage the public, including tourists, students (kindergarten through grade twelve, post-secondary), and adult learners;
- Leading the Board in fundraising by identifying potential funding sources and writing/submitting grant proposals, planning and overseeing fundraising events, activities and sponsorships, and promoting Museum memberships;
- Marketing the Museum to raise its visibility and engage such stakeholders as Museum members, volunteers, merchants, educational institutions, local and state government entities, and other cultural and historic organizations and by serving as a spokesperson and liaison to community leaders;
- Determining appropriate level of staffing through successful hiring, evaluation and oversight of staff; recruitment and supervision of volunteers;
- Managing the site, buildings and collections to ensure proper care and usage;
- Overseeing the operation of the Museum store; and
- Reporting regularly to the Board, identifying pertinent issues requiring Board attention and action and communicating significant activities of the Museum.

Section 2. *Term.* The Director of the Museum shall be employed for such term as may be agreed upon between the Board and the Director, and shall not during the term of office, without the approval of the Executive Committee, engage in any other gainful employment.

Section 3. *Annual Evaluation.* The Director of the Museum shall be evaluated annually by the Executive Committee of the Board.

Article VIII - GENERAL PROVISIONS

Section 1. Calendar - The fiscal year of the corporation shall begin January 1.

Section 2. Robert's Rules of Order (Revised) shall govern the procedure of meetings not provided for in the bylaws of this organization.

Article IX - AMENDMENTS

Section 1. These bylaws may be amended by the Board of Trustees by an announcement of the proposed amendment at one meeting and a vote taken at least a month after the proposed amendment with passage requiring member approval and a two-thirds (2/3) vote of the Board members present.

Section 2. The bylaws shall be subject to member review and action pursuant to the Articles of Incorporation.

Article X - MUSEUM COLLECTION

The Museum shall suitably maintain all objects, artifacts, papers photographs and negatives, oral histories and any other materials constituting its collection (the "Collection") in furtherance of the Moton mission. All works accessioned into the Collection shall remain a part thereof. In view of its special importance to the Moton mission, the Collection or portions thereof shall maintain a physical presence at the Museum; provided, however, that the Collection or portions thereof may from time to time be loaned outside the Museum in furtherance of the Moton mission in the determination of the Board and the Council.

Amended: September 22 and December 15, 1997
October 27 and December 8, 1998
March 13, 2000
February 12, September 10, November 12, and December 10, 2001
March 12, 2007
February 5, 2010
June 14, 2010
July 27, 2012
Adopted: June 24, 2013
November 14, 2014