

**BYLAWS OF THE MARTIN LUTHER KING, JR. MEMORIAL COMMISSION
EMANCIPATION PROCLAMATION AND FREEDOM MONUMENT SUBCOMMITTEE
BOARD OF TRUSTEES**

CONFIDENTIAL DRAFT: NOT FOR RELEASE

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**ARTICLE I
NAME AND PURPOSE**

Section 1.1. **Name.** The Martin Luther King, Jr. Memorial Commission Emancipation Proclamation and Freedom Monument Subcommittee Board of Trustees (hereinafter referred to as the “Board”), established by the Virginia General Assembly as a separate component of the Dr. Martin Luther King, Jr. Memorial Commission, is created as a corporate body of the Commonwealth.

Section 1.2. **Purpose.** The Board is established pursuant to the 2012 Acts of Assembly Special Session I, Chapter 3, Section C-1.30 to fulfill the Commission’s requirement to establish the Emancipation Proclamation and Freedom Monument in the Commonwealth. The Board shall operate as a nonprofit corporation exempt from taxation pursuant to Section 501 (c) (3) of the *Internal Revenue Code*, and shall have all the powers enumerated in the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 (§§ 13.1-801 et seq.) of the *Code of Virginia*, as amended from time to time, including appropriate educational and cultural activities and events to facilitate the remembrance of the 150th anniversary of the Emancipation Proclamation and its legacy.

**ARTICLE II
DUTIES AND RESPONSIBILITIES**

Section 2.1. **Oversight of Monument Construction.** The Board of Trustees shall oversee all aspects of the construction, installation, and dedication of the Emancipation Proclamation and Freedom Monument on behalf and at the direction of the Dr. Martin Luther King, Jr. Memorial Commission.

Section 2.2. **Liaison to City of Richmond and Virginia Department of General Services.** The Board of Trustees shall act as liaison on behalf of the Dr. Martin Luther King, Jr. Memorial Commission to the City of Richmond and the Virginia Department of General Services, as directed by the Commission, for the purpose of erecting the Monument.

Section 2.3. **Fundraising.** The Board of Trustees shall seek, receive, and expend gifts, grants, donations, or bequests from public or private sources on behalf of the Subcommittee and shall enter into agreements with public and private persons, agencies, and organizations to ensure the construction and installation of the Emancipation Proclamation and Freedom Monument. The Board may engage a professional fundraiser(s) to raise necessary funds to cover the costs and expenses associated with the construction and installation of the Monument.

**ARTICLE III
MEMBERS OF THE BOARD OF TRUSTEES**

Section 3.1. **Membership.** The Board of Trustees shall consist of members who shall represent the Dr. Martin Luther King, Jr. Memorial Commission and non-Commission legislative and nonlegislative members who possess the knowledge, experience, expertise, and skills to contribute to and further the work and mission of the Board. The members shall be appointed by the Commission. The Commission may increase or decrease the membership of the Board, and shall have the right to remove members from the Board of Trustees at its discretion.

Section 3.2. **Term of Office.** Members shall serve until construction, installation, unveiling and dedication of the Emancipation Proclamation and Freedom Monument have been completed.

Section 3.3. **Vacancies.** Any vacancy on the Board shall be filled in accordance with Section 3.1 of these Bylaws.

Section 3.4. **Compensation and Reimbursement.** Members of the Board shall receive compensation and reimbursement for reasonable and necessary expenses as authorized by the Board.

**ARTICLE IV
BOARD OFFICERS AND STAFF**

Section 4.1. **Chairman.** The Board shall elect from among its membership a Chairman, who shall serve at the pleasure of the Board, through an annual election conducted each year in July, or not more than sixty days prior to or after the annual election date set by the Board to ensure the continuity of the governance of the Board. The Chairman, or in his absence, the Vice Chairman, shall preside over all meetings of the Board. The Chairman shall have general supervision over the policies of the Board, subject, however, to approval by the Board.

Section 4.2. **Vice Chairman.** The Board shall elect from its membership a Vice Chairman, who shall serve at the pleasure of the Board, through an annual election conducted each year in July, or not more than sixty days prior to or after the annual election date as may be necessary to ensure the continuity of governance of the Board. In the absence of the Chairman, the Vice Chairman shall preside over meetings of the Board and shall discharge any other duties pertaining to the office of the Chairman that may arise during such absence. The Vice Chairman also shall perform such other duties as may from time to time be assigned by the Board.

Section 4.3. **Duties of the Chairman and Vice Chairman.** The Chairman shall perform all duties incident to such office and any other duties as may from time to time be assigned to him by the Board. The Chairman, or in his absence, the Vice Chairman, shall have authority to sign contracts that may be entered into from time to time by the Board. In the absence of the Chairman and Vice Chairman, the Board may delegate such authority, by affirmative vote, to the Board's staff.

Section 4.4. **Vacancies in the Office of Chairman or Vice Chairman.** In the event of the resignation, death, disability or non-reappointment of the Chairman, the Vice Chairman shall assume the position of Chairman until the election of a Chairman pursuant to Section 4.1. A new Vice Chairman shall be elected at the next regularly scheduled Board meeting following the election of a Chairman.

Section 4.5. **Interim Chairman.** In the event of the resignation, death, disability or non-reappointment of both the Chairman and Vice Chairman at the same time, the most senior member of the Board, who is a member of the Dr. Martin Luther King, Jr. Memorial Commission, as defined by tenure on the Commission, shall serve as Interim Chairman. The Interim Chairman shall continue to serve until the next scheduled meeting of the Board at which time a new Chairman and Vice Chairman shall be elected by the Board.

Section 4.6. **Other Officers.** The Board may appoint a Treasurer and such other officers as it may determine necessary to execute its duties and responsibilities as a nonstock corporation under state and federal laws.

Section 4.7. **Staff.** The Board may be provided staff support by the staff of the Dr. Martin Luther King, Jr. Memorial Commission for the duration of its existence until the construction, installation, and unveiling of the Emancipation Proclamation and Freedom Monument, which the Commission has been required by the 2012 Acts of Assembly Special Session I, Chapter 3, Section C-1.30 to establish in the Commonwealth. Staff support shall include, but not be limited to, maintaining the records and minutes of all meetings of the Board. The staff shall perform all duties incident to the office and such other duties as may from time to time be assigned by the Board and/or the Chairman. The staff shall have charge of the Board's correspondence, records, documents, and files.

ARTICLE V BOARD COMMITTEES

Section 5.1. **Executive Committee.** The Executive Committee shall consist of seven members: the Chairman, Vice Chairman, and five additional members to be elected by the Board from among its membership. The Chairman of the Board shall serve as the Chairman of the Executive Committee and shall preside over its meetings. In the absence of the Chairman, the Vice Chairman shall preside. The Executive Committee may exercise the powers and transact the business of the Board as delegated to it or when otherwise directed or authorized by the Board.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Staff to the Board shall provide staff support to the Executive Committee and attend all meetings of the Committee.

Section 5.2. **Other Committees.** The Board may establish other committees as it deems necessary to assist it with its work as long as the mission and function of any such committee is consistent with the Board's mission, State and federal laws and these Bylaws. The Chairman of the Board shall have authority to appoint members to and designate the chairman of such committees, unless proscribed by a majority vote of the Board.

ARTICLE VI MEETINGS

Section 6.1. **Regular Meetings.** The Board shall meet monthly or at the call of the Chairman, or upon the vote of a majority members of the Board.

Section 6.2. **Notice.** Notice of Board meetings shall be sent electronically to each member of the Board at least seven days before the date on which the meeting has been scheduled.

Section 6.3. **Location of Meeting.** The Board shall hold its meetings within the Commonwealth of Virginia at such place or places as the Board may determine. The time and location of the meeting shall be specified in the meeting notice.

Section 6.4. **Quorum.** A majority of the members in attendance shall constitute a quorum for the transaction of business at meetings of the Board, its Executive Committee, or any other committee of the Board.

ARTICLE VII FISCAL YEAR

The Board's fiscal year shall begin on January 1 and end on December 31 of each calendar year.

ARTICLE VIII PARLIAMENTARY AUTHORITY

In all matters of procedure not covered by these Bylaws, meetings shall be conducted in accordance with the most recent edition of *Roberts Rules of Order*.

ARTICLE IX AMENDMENTS

The Board may amend, alter, change, or repeal, in the manner permitted by law, any provision of these Bylaws by a two-thirds vote of the Board members present.