

**BYLAWS OF THE  
ROBERT RUSSA MOTON MUSEUM, INC.**

**Article I - NAME**

The name of this corporation shall be the Robert R. 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.

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**

The corporation shall have no members.

**Article IV - DIRECTORS AND OFFICERS**

Section 1. *Board of Directors* - The Board of Directors shall be comprised of no more than twenty-five (25) voting members and no less than seventeen (17).

Between seven (7) and fifteen (15) 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.

Ten (10) members shall serve as categorical members representing the following institutions/ community groups/governmental agencies (listed alphabetically): 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 Director of the Museum and the President of the Robert Russa Moton Museum Foundation shall serve as ex-officio members who will be non-voting.

Section 2. *Officers* - The officers of the corporation shall be president, immediate past president, vice-president, secretary, assistant secretary, and treasurer. Officers must be current categorical or non-categorical 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 *President* 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 Directors.
- The *Vice-President* shall exercise the authority of the president in the absence of the president and perform such other duties as may be assigned by the president or Board of Directors.
- 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 president or the Board. The secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors 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 president may request or the Board assign.
- The *Assistant Secretary* shall record the minutes of the Board in the absence of the secretary and shall perform other duties as designated by the president or the Board.
- 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). The treasurer is required to be bonded.

Section 4. *Elections* - Non-categorical 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 non-categorical Board members for consideration. The terms of non-categorical Board members are limited to two (2) consecutive full terms and shall be staggered, with approximately one third (1/3) of the non-categorical Board members elected each year. After having been off the Board for one year, a member may become eligible for subsequent terms.

Categorical Board members shall be selected by their representative group for one (1) year terms. There will be no limit to the number of consecutive terms a categorical member may serve.

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 calendar year.

Section 5. *Vacancies* - Any non-categorical 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 Directors at any regular or special meeting. Any categorical Board member vacancy occurring during the year may be filled by the organization the member represented through a selection process determined by that organization.

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 president which shall be filled automatically by the vice-president. The vacancy of the office of vice-president shall be filled by the Board.

Section 6. *Removal* - A Board member, categorical or non-categorical, may be removed 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 museum. 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 member shall be by a majority vote of the Board.

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. *Meetings* - Regular meetings of the Board of Directors 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.

Special meetings of the Board may be called by the president 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 ten (10) days prior to the date of the meeting.

Section 9. *Quorum* - A quorum for a meeting of the Board is obtained when at least one more than a majority of its members is present.

#### **Article V - COMMITTEES**

Section 1. The Board shall have an Executive Committee, Program Committee, Resource Committee, Development Committee, and Governance Committee. Special committees may also be appointed to assist with particular projects. Committee members, with the exception of the Executive Committee, will be appointed annually by the Board.

- The *Executive Committee* shall be responsible for exercising the power of the corporation between meetings of the Board and conducting such business as may be referred to it by the corporation. It shall be empowered to action in the case of emergency. The committee shall be comprised of the officers of the corporation and the chairpersons of the other Board committees.
- The *Program Committee* shall be responsible for furthering the mission of the museum through educational and cultural programming, and through determining the scope of the museum collections.
- The *Resource Committee* shall be responsible for the stewardship of the assets of the corporation to include fiscal and real assets, and human resource policy.
- The *Development Committee* shall be responsible for the cultivation of support for the museum via public and private organizations and individuals.
- The *Governance Committee* shall be responsible for overseeing the objectives of the corporation through strategic planning, Board member cultivation and training, and review of governing documents.

#### **ARTICLE VI - DIRECTOR OF THE MUSEUM**

Section 1. *Duties*. The Director serves as the chief executive officer of the Robert Russa Moton Museum and reports to a volunteer Board of Directors. 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;

BYLAWS OF THE  
ROBERT RUSSA MOTON MUSEUM, INC.

- 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;
- 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 himself, 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 VII - ROBERT RUSSA MOTON MUSEUM FOUNDATION**

Section 1. *Purposes and Powers.* The Robert Russa Moton Museum Foundation is formed exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- For the benefit of, to perform the functions of and to carry out the purposes of The Robert Russa Moton Museum, Inc., a not-for-profit charitable corporation exempt under Section 501(c)(3) of the Code and as described under Section 509(a)(2) of the Code, to develop and support a museum as a national repository of artifacts of the 1951-1964 period in Civil Rights History; to operate as an educational center and policy center for the study of civil rights in education; to provide community outreach; and to do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto.
- Subject to the limitation of purposes described above, to accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and

501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the purposes set forth in Section 170(c)(2)(B) of the Code.

- To do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto.

#### **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 Directors 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 a two-thirds (2/3) vote of the members present.

Section 2. The bylaws shall be subject to annual review as directed by the Board.

#### **Article X - DISSOLUTION**

The corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than three-fourths (3/4) of the members in good standing. In the event of the dissolution of the corporation, whether voluntary or involuntary or any operation of law, none of the assets of the corporation shall be distributed to any member. After payment of all lawful debts of the corporation, its property and assets shall be given to a charitable organization of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization to be selected by the Board of Directors.

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