

VIRGINIA MILITARY INSTITUTE BOARD OF VISITORS

BY-LAWS (Revised & Adopted by board action, May 2002, with additional revisions adopted May 2005, August 2006, May 2011, December 2011, September 18, 2013, September 24, 2014, and 2 May 2015.)¹

Article I

Section 1 - Legal Status

The Board of Visitors of the Virginia Military Institute (the Board) is a public corporation created by Virginia Code § 23-92, and styled the Virginia Military Institute (the Institute). It is a supervisory board of the executive branch of the government of the Commonwealth of Virginia as such is defined by Virginia Code *§ 2.2-2100*. The corporation is at all times subject to the control of the General Assembly of the Commonwealth of Virginia.

Section 2 - Composition

The Board has sixteen members, appointed by the Governor and subject to confirmation by the General Assembly. Of those, four must be non-alumni, twelve must be alumni. The Adjutant General of the Commonwealth of Virginia serves as the seventeenth member, *ex officio*. A regular term of Board membership is four years. Members shall serve and be eligible for reappointment as provided by statute. More specific and additional provisions concerning appointment and service of the members of the Board of Visitors are provided by statute.

Each year the Board shall appoint a cadet to serve as a non-voting, advisory representative to the Board. The appointment shall be made at the Board's Annual Meeting. The student representative shall participate in meetings of the Board, as the Board shall deem appropriate.

Section 3 - Duties and Authority

1. The Board shall define the mission of the Virginia Military Institute, as a public institution of higher education in the Commonwealth, and oversee the development, revision and implementation of a strategic plan for the accomplishment of that mission.

2. The Board is responsible for oversight of the Institute's budget development process. It shall ensure that the Institute's mission and the priorities established by its strategic plan are reflected in the intentional allocation and reallocation of resources from year-to-year.

¹ †Changes adopted by the Board at its May 2005 meeting.
‡Change adopted by the Board at its August 2006 meeting.
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‡‡Change adopted by the Board at its December 2011 meeting.
*Changes adopted by the Board at its September 18, 2013 meeting.
#Changes adopted by the Board at its September 24, 2014 meeting.
** Changes adopted by the Board at its May 2, 2015 meeting.

The Board must review and approve any request for funds to be made to the Governor or to the General Assembly. The Board shall also oversee the actual application of resources and ensure the cost-effective operation of the Institute.

3. The Board shall appoint a Superintendent, whose duties are described by Article II, Section 1 of these By-laws, and ensure that the Superintendent complies with all Board and statutory directives. It shall define its expectations and set goals for the Superintendent and annually review the Superintendent's performance with reference to those expectations and goals.* The Board shall annually deliver, in closed session, its evaluation of the Superintendent's performance. Any change to the Superintendent's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of a majority of the Board's members.*

4. The Board is ultimately responsible for the academic quality and integrity of the Institute. It shall determine what academic courses and programs will be offered, establish rules and regulations for the employment of faculty, appoint them and fix their salaries. Faculty can be removed only for good cause and with the concurrence of a majority of the Board. Upon the removal of a faculty member, the fact of, and reasons for, such removal shall be reported to the Governor.

5. The Board, upon prior written consent of the Governor, may accept and expend gifts to the Institute. However, it is the Board's responsibility to ensure that all private gifts for the benefit of the Institute, both restricted and unrestricted, are applied in support of the mission and in a manner consistent with the priorities of the Institute. The Board shall ensure that any private organization permitted to operate in the name or for the benefit of the Institute provides regular and detailed reporting of expenditures and activities undertaken on its behalf.

6. The Board shall determine and define the requirements for admission to the Institute, establish rules and regulations for the acceptance of students, the appropriate size of the Corps of Cadets, the nature and duration of their service and the core curriculum requirements. With the concurrence of the Governor and the faculty, the Board shall confer degrees. The Board may adopt regulations for the management of the Institute and for the conduct of cadets.

7. The Board, with the approval of the Governor and as provided by statute, may lease, sell or otherwise convey whatever interest in real property the Institute may have, and may acquire interests in real property by purchase, will or deed of gift.

8. The Board may authorize the Superintendent or his designee to execute any instrument in the name and on behalf of the Virginia Military Institute. The Secretary to the Board shall have authority to affix the seal of the corporation to any such instrument.

9. The Board of Visitors of the Virginia Military Institute is a working Board and its members are expected to attend all meetings and to participate in the activities of the Board.

10. The Board shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.

11. The Board shall remain transparent in its actions and shall operate openly, to the extent required by law.

12. The Board shall comply with the requirements of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700, et seq., in the conduct of all meetings, as such term is defined by statute.

13. The Board has such additional powers and duties as provided by statute and as the General Assembly may see fit to amend such statutes, or otherwise act, from time to time.

Section 4 - Meetings

1. There shall be ~~three~~ regular meetings of the Board each year. Specific dates for regular meetings shall be set by the Secretary of the Board upon consultation with, and the concurrence of, the President of the Board and the Superintendent. The Board's ~~last~~ regular meeting of the academic year is designated as its Annual Meeting.

2. Special meetings of the Board may be called by the President of the Board, the Superintendent, by a majority vote of the Executive Committee, or by the request of a majority of the members of the Board. Special meetings of the Board may be called only for specific and limited purposes which shall be stated in the notice of special meeting issued to the members of the Board. *In accordance with Virginia Code § 2.2-3707(D), public notice, reasonable under the circumstance, of a special meeting shall be given contemporaneously with the notice provided members of the Board.*

3. Notice of the time and place of all meetings of the Board of Visitors shall be given to every member of the Board at least 10 days in advance of each meeting, except for a special meeting or an emergency meeting, as defined by statute, in which case notice *reasonable under the circumstance* shall be provided. *Public notice of all meetings, as that term is defined by Virginia Code § 2.2-3701, of the Board of Visitors shall be provided in accordance with Virginia Code § 2.2-3707(C) or Virginia Code § 2.2-3708(C), as applicable.*

4. Six members of the Board shall constitute a quorum and must be present and voting in order to conduct the business of the Institute. All meetings of the Board shall be conducted in accordance with the most current edition of Robert's Rules of Order.

5. The Secretary to the Board, in consultation with the President, shall prepare an agenda for each regular meeting. A draft agenda shall be circulated in advance and any member may, upon receipt of said draft, propose to the President items for consideration by the Board in addition to those included on the draft. The President shall, in his discretion, determine whether

or not to add such items to the final agenda. The agenda may be amended *once a meeting is commenced* by a vote of a majority of the members of the Board present.

6. Discussion and action on any topics not specifically exempted pursuant to Virginia Code § 2.2-3711 shall be held in open meeting. Any official action taken in a closed meeting shall be approved in an open meeting before such action has any force or effect, in accordance with Virginia Code § 2.2-3711(B).

7. The Board shall notify and invite the Attorney General's appointee or representative to all meetings of the Board, the Executive Committee, and other Board committees.

8. The Secretary to the Board or designee, in consultation with the President, shall prepare written minutes of all open meetings, in accordance with the requirements of Virginia Code § 2.2-3707. Draft minutes of meetings shall be posted on the VMI website and on the Commonwealth Calendar, in accordance with the requirements of Virginia Code § 2.2-3707.1.

Section 5 - Officers and Their Election

1. The Board shall elect annually, from among its members, a President and †three† Vice Presidents.

a. The President shall preside over all meetings of the Board and fix the order of business and direct the proper preservation of a record of the Board's proceedings by the Secretary. With the concurrence of the Board, he shall act as its spokesperson or representative and perform such additional duties as may be imposed on the office by statute, by these By-laws or by the direction of the Board.

b. The Vice Presidents shall assist the President in performance of his duties as the President directs from time to time. If the President must be absent from any meeting, *the Board shall appoint* one of the Vice Presidents to preside in his place, *pro tempore.*

2. The Board's officers shall be elected at the Board's Annual Meeting. The newly elected President shall immediately preside over the election of each of †three† Vice Presidents and a Secretary to the Board, the latter officer as provided by Article II, Section 2 of these By-laws.

3. In the absence of the Secretary *to the Board* at any meeting, the Board may appoint a Secretary Pro Tempore.

4. Vacancies in any office shall be filled by the Board for the unexpired term.

†Section 6 - Committees:

As soon as practicable after his election, the President shall appoint members of the Board to serve on the standing committees described below. The President may also appoint non-Board members to serve on committees of the Board in a non-voting advisory capacity, at his discretion.

Each Committee shall have the responsibilities delegated below and any other responsibilities as may be assigned by the President of the Board. From among the members appointed to each committee, the President shall designate a chairman and vice-chairman where needed.

1. Audit, Finance and Planning: The Audit, Finance and Planning Committee is responsible for oversight of all matters relating to the Institute's financial affairs, business operations and the audits thereof. The Committee shall review and present for approval by the Board the annual budget, tuition rates, student fees, and other student charges. The Committee shall also review the performance of the investments controlled by the Board of Visitors, the management of buildings and grounds, and proposals for the purchase and sale of real estate. This committee, in coordination with the Superintendent, is responsible for the long range planning of the Institute to include an ongoing strategic planning process. This committee is also responsible for oversight of information technology development and infrastructure.

2. Academic Affairs: The Academic Affairs Committee is responsible for oversight of all matters relating to academic programs, course offerings, faculty employment and compensation, and issues related to cadet enrollment, including admissions standards. The Committee in coordination with the Superintendent, shall also oversee the Library and review proposed major gifts to the Library. In addition, the Committee will be responsible for reviewing student performance, the Jackson-Hope Program, undergraduate research programs, international programs, career services, speaker programs, the registrar and accreditation.

3. Cadet/Military Affairs: The Cadet/Military Affairs Committee is responsible for oversight of all cadet activities, military affairs, barracks operations, the Rat Line, the regimental system, the class system, the ROTC program, the commissioning of cadets, Intramural Sports, and Club Sports.

4. Athletics: The Athletics Committee is responsible for oversight of all matters relating to the Institute's intercollegiate athletics, including conference affiliation, compliance with NCAA rules and regulations. The Committee shall interface with the Keydet Club on financial support for scholarships and athletic department operations.

5. External Relations: The External Relations Committee will be responsible for oversight of all governmental relations programs, strategic communications and marketing, the VMI Museum facilities, the naming of buildings on Post, and recommend to the Board from time to time individuals to be awarded the New Market Medal, the Jonathan Daniels Humanitarian Award, and the Harry F. Byrd, Jr. Public Service Award as well as those who merit recognition by resolution of the Board of Visitors.

6. Appeals: The Appeals Committee shall be responsible for oversight of policies and practices of the Honor Court and shall meet as required in order to review, hear and take final action on appeals from the Superintendent's decision to dismiss a cadet for violation of the Institute's Honor Code. The Committee shall adopt its own procedures for consideration of such appeals. During the appeal process, the Institute shall be represented by one of the Honor Court's Prosecutors and by the Superintendent's representative to the Honor Court. *The Committee shall be advised by the Attorney General's appointee or representative.* The Committee may also consider and take final action on appeals from disciplinary dismissals, if its chairman determines it is proper and advisable to do so. *The Appeals Committee shall not hear appeals of the decisions of the Superintendent as to disciplinary dismissals except in the most unusual of circumstances.*

7. Nominating and Governance: The Nominating and Governance Committee shall present nominations for President, Vice Presidents (3), and Secretary *to the Board* at the annual meeting of the Board. The Committee shall review the committee structure of the Board and other governance issues and submit any recommendations to the *Executive Committee. The Committee shall periodically review these By-laws and recommend amendments to the Executive Committee.* In addition, the Committee shall consult with, provide information to and in any other way identified as useful, assist the Alumni Association in support of the recommendation of highly qualified individuals for appointment to the Board of Visitors.

8. Executive: †The Executive Committee shall be comprised of the President, three Vice Presidents, and one non-alumnus at large, of the Board and shall be appointed by the Board at each Annual Meeting.‡ The Executive Committee shall have the power and authority to act upon any business of the Board on behalf of the full Board, as may become necessary between meetings of the Board. Any *three* members of the Executive Committee, one of whom shall be the President, shall constitute a quorum for the purpose of conducting the Committee's business. Any decision or action of the Executive Committee requiring ratification shall be reported to the full Board at its next regular meeting.

*In addition, the Executive Committee shall:

- a. Organize the working processes of the Board;
- b. Recommend best practices for Board governance;
- c. Develop, periodically review, and recommend to the Board a statement of governance setting out the Board's role;
- d. Periodically review the board's By-laws and propose amendments, with recommendation from the Nominations and Governance Committee;
- e. Provide advice to the Board on committee structure, appointments, and meetings, with recommendation from the Nominations and Governance Committee;
- f. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act;
- g. Monitor, oversee, and review compliance with the VMI Code of Ethics that is applicable to visitors and all other members of the VMI community;
- h. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.*

9. Each standing committee shall meet at the call of its chairman, the President, or the Superintendent, and shall consider such matters as may be referred to it by these officers or by members of the committee. Each committee, by its chairman, shall report to the full Board, at each regular meeting, all matters considered and recommendations for Board action developed since the last meeting of the Board.

10. The President may appoint ad hoc committees as deemed necessary. Such committees shall be created for limited purposes and exist for a finite period of time. The President shall define both the purpose and duration of any such committee upon its appointment.††The President will appoint one member of the Board each year who will serve on both the Audit Finance & Planning and Athletic Committees. This member will attend, either in person or by teleconference, at least one of the semi-annual meetings of the NCAA Academic Progress Rate and Academic Improvement Plan Committee chaired by the Deputy Superintendent for Finance, Administration, and Support.†† The President may also appoint a member of the Board to serve as an ex-officio member of any Campaign Executive Committee that is established for capital funding campaigns conducted on behalf of the Institute.

11. The President is an ex officio member of all standing and ad hoc committees.†

Section 7 – Removal of Board Members

1. Board members are expected to maintain high standards of personal and professional behavior in accordance with General Order 36, Code of Ethics, as well as state legal requirements. These standards are absolute and failure to abide by them can result in the removal of a Board member.

2. In accordance with Section 2.2-108 of the Code of Virginia, the Governor may remove a Board member for malfeasance, misfeasance, incompetence, or gross neglect of duty and fill the vacancy. In such cases the Governor will set forth in a written public statement the reasons for the removal.

3. In accordance with Section 23-2.06 of the Code of Virginia, any member who fails to attend meetings of the Board for one year or who fails to attend within the first two years of membership on the Board the mandatory educational program for governing boards detailed in Section 23-9.14:1 of the Code of Virginia without sufficient cause shall be removed.

4. In any case in which the above grounds for removal appear to be present, the President shall inform the member in writing and provide a reasonable opportunity for the Board member to respond and to provide cause for absences. Such notice and response may then be transmitted to the remaining Board members for action. A majority vote of the remaining Board members that the stated cause is not sufficient is required for removal. Upon such a vote, the Board's action will be certified, recorded in the minutes for the meeting at which the vote is taken, and transmitted to the Governor.

Article II

Section 1 - The Superintendent

1. The Institute shall be managed by the Board through a Superintendent, appointed as provided by Article I, Section 3, paragraph 3 of these By-laws, who shall be responsible to the Board for the day-to-day operation of the Institute. The Superintendent of the Institute shall be the chief executive officer of the Institute, responsible and reporting to the Board in all respects.

2. The Superintendent shall:

a. attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees;

b. be responsible for the operation of the Institute in conformity with the purposes and policies determined by the Board to include management of the faculty and staff in such a way as to facilitate the accomplishment of the goals and priorities of the Institute;

c. act as advisor to the Board and recommend for its consideration those policies and programs, which in the Superintendent's opinion will best promote the interests of the Institute;

d. recommend to the Board long-range educational goals and programs and the new degrees which may be best suited to attain those goals and programs;

e. recommend to the Board the organization, hiring, compensation, promotion, sabbatical leaves and termination of faculty;

f. have primary responsibility for the establishment and maintenance of proper relationships with the alumni of the Institute;

g. support the Board's efforts to promote the Institute and develop external support for its program, to include participation in fundraising and governmental relations efforts;

h. at all times maintain cordial relationships with cadets while serving as the senior officer and ultimate authority with regard to cadet affairs, review and approve Honor Court prosecutions and act on recommendations of dismissal for Honor and disciplinary offenses;

i. with the Audit, Finance and Planning Committee of the Board, submit to the Board at the May meeting each year an annual budget for the operation of the Institute for the following fiscal year, and prepare and submit to the Governor, after approval by the Board, a biennial budget request as required by law and regulation;

j. account to the Board for the allocation and application of resources to support of the mission and priorities of the Institute;

k. present the annual financial statements of the Institute to the Board of Visitors, the Secretary of Education, and to the Auditor of Public Accounts as required by statute, and to give the Board an update of Institute matters at each meeting of the Board; and

†l. be responsible for the Institute's academic, athletic and military programs, including maintaining compliance with the regulations, rules and standards of external organizations that accredit those programs.†

m. perform such other duties as may be assigned by the Board.

Section 2 - Secretary to the Board

1. At its annual meeting each year, the Board, in consultation with the Superintendent, shall appoint a member of the Superintendent's staff to serve as Secretary to the Board.

2. The Secretary to the Board, at the direction of the President and under supervision of the Superintendent, shall be responsible for providing notice and preparing minutes of all meetings of the Board. The Secretary shall make all necessary plans and arrangements for meetings and, generally, facilitate communication with and provision of information to the members of the Board. The Secretary is also responsible for ensuring that the Board complies with any and all statutory reporting requirements as may from time-to-time be established.

Section 3 - Other Officers and Employees

The Superintendent shall employ such other administrators, faculty and staff as he, in consultation with the Board, shall determine are necessary to accomplish the mission of the Institute.

Article III

Section 1 - The Board of Visitors Manual

1. The Secretary to the Board of Visitors shall compile and maintain the Manual of the Board of Visitors of the Virginia Military Institute. A complete copy of the current Manual shall be made available by the Secretary to each member of the Board immediately following his or her appointment. The Secretary shall ensure that the information contained in the Manual is kept current and, to the extent that documents contained therein are amended or otherwise changed, provide current versions of those documents to each Board member.

2. The Manual shall include the following materials and documents:

a. The Institute's enabling legislation

b. The general statutory provisions applicable to Boards of Visitors, *including the Virginia Freedom of Information Act and the Virginia State and Local Government Conflict of Interests Act.*

c. The By-laws of the Board of Visitors of the Virginia Military Institute

d. The Institute's Mission Statement

e. The Institute's current Strategic Plan and Annual Operating Budget

f. The Virginia Military Institute Code of Ethics

g. The Statement of Governance of the Board of Visitors of the Virginia Military Institute

3. The contents of the Board's Manual shall not be limited or reduced except by express direction of the Board. In addition to the Board Manual the Secretary shall compile and maintain a collection of other documents and make them available for Board reference to include:

a. The employment contracts of the Superintendent, *the Deputy Superintendent for Finance, Administration, and Support,* the Dean, the Commandant, and the Athletic Director.

b. The Blue Book

c. Other materials and documents, in addition to the foregoing, at the discretion and direction of the President of the Board.

This collection shall be referenced in the Board of Visitors Manual by a list of what is available and where it can be found. It shall be maintained in such a way and at such a location as to be available to any Board member for his or her convenient use.

Section 2 - Ratification

Actions taken by the Board in a manner contrary to the requirements of these By-laws are of no legal effect except that such action may be ratified by a vote of the Board and, thereby, made effective. Such ratification shall reach back in time and render the action effective as of the date originally taken, unless a different effective date is specified by the ratification.

Section 3 - Amendments

1. These By-laws are subject, at all times, to acts of the General Assembly and, where inconsistent with any provision of law, are superseded thereby.

2. The Board may amend these By-laws, at any regular meeting of the Board, by an

affirmative vote of a majority of the Board's members, as long as the proposed amendment was mailed to each member of the Board post-marked 10 days in advance of the meeting at which it will be voted upon.

Section 4 - Adoption, Effective Date

These By-laws are hereby adopted and made effective as of ****May 2, 2015.****
