

**BYLAWS  
OF  
THE JEFFERSON COUNCIL  
Second Amendment and Restatement, March 7, 2023**

The name of the organization is The Jefferson Council. The organization is organized in accordance with the Virginia Nonstock Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the directors, or officers or other individuals. The assets and income shall only be used to promote its purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purposes of the organization are the following:

1. To educate the public about the history, values and traditions of The University of Virginia and its Jefferson legacy;
2. To preserve and maintain the historical buildings, site and artifacts held by The University of Virginia;
3. To examine, facilitate and encourage debate regarding Constitutional rights at The University of Virginia and in academia generally.
4. To engage in other charitable and educational activity as determined by the board of directors to preserve the history, values and traditions of The University of Virginia and its founder, Thomas Jefferson;
5. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

## ARTICLE I BOARD OF DIRECTORS

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of no less than four (4) nor more than fifteen (15) directors, said number to be fixed by the Board of Directors at the annual meeting of directors. The Board of Directors may by general resolution delegate to officers of the organization and to committees such powers as provided for in these Bylaws.

**Section 2. Election and Term of Office.** Directors shall be elected by the current directors by a meeting or action without a meeting pursuant to Article II hereinbelow. Each director shall serve a term of 2 years, or until a successor has been elected and qualified. Directors may succeed themselves in office. The Board of Directors may establish a procedure so that after the expiration of the terms of the initial directors one-half of the membership of the Board of Directors is elected each year.

**Section 3. Resignation/ Removal / Vacancies.** Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 4. Advisory Board and Committees.** To the extent permitted by law, the Board of Directors may appoint from its members or others a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees, including but not limited to:

Advisory Board. The Advisory Board shall act as informal advisors to the organization. The Board of Directors delegates to the President the authority to appoint members to the Advisory Board.

Advisory Committees. Such advisory committees shall be appointed for specific purposes, *ad hoc*. The Board of Directors delegates to the

President the authority to create and appoint members of such committees for such purposes as he deems in the best interests of furthering the organization's purposes. Unless otherwise provided, any committee so created shall be an advisory committee.

No such Board of Advisors or Advisory Committees may exercise the powers of the organization, including but not limited committing the organization to any contract or obligation or the expenditure of funds.

**Section 5. Expenditures Exceeding \$5,000.** All expenditures on behalf of the organization exceeding \$5,000, if not previously authorized by the Board of Directors, shall be ratified.

## ARTICLE II MEETINGS

**Section 1. Annual Meeting.** An annual meeting of directors shall be held once each calendar year for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time, manner and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings may be requested by the President or by two members of the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

**Section 3. Notice.** Notice of all meetings shall be provided under this section or as otherwise permitted by law. The Notice shall state the place, manner, date, and hour of meeting. Such notice shall be transmitted to all directors of record at least 5 days prior to the meeting as follows: if by mail, at the address shown on the organization's books; if by electronic means, at the contact address as shown on the organization's books; if oral, by telephone at the number shown on the organization's books. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Notice shall be given of meetings of the Board of Directors and the Executive Committee by the President, Secretary or Executive Director or by those requesting a special meeting pursuant to Article II.2.

The directors shall provide their addresses, email addresses and phone numbers to the secretary of the organization. They consent to notice by written, oral or electronic means or any other means herein or as provided in Chapter 10 of Title 13.1 of the Code of Virginia or successor legislation as well as to remote participation of some or all directors pursuant to Virginia Code § 13.1-844.2.

**Section 4. Place of Meeting.** Meetings shall be held as stated in the notice. Any or all directors may participate in a regular or special meeting by, or conduct the meeting through, the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any organization matter is

taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Action Without a Meeting.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

**Section 9. Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the organization in any other capacity and receiving reasonable compensation therefor.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of the organization shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Executive Director may also be an officer and a member of the Board of Directors.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The President may authorize and approve expenditures, execute contracts, and take such other steps he shall deem necessary to advance the purposes of the organization, provided such steps do not exceed the scope of authority

granted him by the Board of Directors. The President may delegate such authority to other officers of the organization.

**Vice President.** The Vice President or Vice Presidents shall perform such duties as may be assigned by the President or the Board of Directors. These duties may, but without limitation, include the following: performing the duties of the President in his absence; overseeing policy and operating committees; recruiting supporters; conducting key external relationships; and soliciting/managing strategic partnerships.

**Secretary.** The Secretary shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all non-advisory committee meetings. A representative of each advisory committee shall periodically provide the Secretary with minutes of its meetings or other report of its activities for inclusion in a log of such activities to be maintained by the Secretary.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer may engage and delegate routine financial matters and tasks of the organization to outside contractors. The Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine.

**Assistant Treasurers and Secretaries.** The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

**Section 2. Election and Term of Office.** The officers shall be elected by the Board of Directors by a meeting or action without a meeting pursuant to Article II hereinabove. Each officer shall serve a two-year term or until a successor has been

elected and qualified. New offices may be created and filled at any meeting of the Board of Directors or by consent.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization with or without cause. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**Section 4. Expenditures by Officers.** Officers may expend such funds as are reasonably necessary for supplies, services, postage and other normal expenses incurred in performance of the duties of their positions and submit such to the Treasurer for payment or reimbursement.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization shall be executed by the President or any Vice-President and the Secretary or Treasurer. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Any document requiring a director or officer's signature may be signed pursuant to the Virginia Uniform Electronic Transactions Act.

#### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The organization's Policies and Procedures shall supplement but not supersede these bylaws.

#### **ARTICLE VI INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the

extent that such amendment permits the organization to provide broader indemnification rights).

## **ARTICLE VII FUNDING**

To implement the purposes of the organization stated in its Articles of Incorporation, the organization may solicit funds by requesting donations from alumni and friends of the University of Virginia as follows:

- Contributions of an annual amount fixed by the resolution of the Board of Directors; and/or
- Voluntary contributions in any amounts.

To the extent permitted by law, such contributions shall be tax deductible for purposes of federal and state law. Upon dissolution of the organization, any such funds remaining shall be distributed as provided in the Articles of Incorporation.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of the organization in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instances.

**Section 2. Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization, shall be signed by either the Treasurer, his approved delegate, an Assistant Treasurer, a Vice President or the President. Changes to this Section may be made at any time by a resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors or their designate may select.



**Section 4. Funds.** The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization.

## **ARTICLE IX DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose. In the event of the dissolution of the organization, the assets shall be applied and distributed as provided in the Articles of Incorporation.

## **ARTICLE X MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the year beginning on January 1 and ending on December 31.

**Section 2. Members.** Contributors and other supporters of the organization may be informally referred to as “members” of The Jefferson Council, but shall not be members of the organization as such term is used in Chapter 10 of Title 13.1 of the Code of Virginia and shall have no voting rights or other privileges of ownership or governance.

### **Certification**

U. Bertram Ellis, Jr., President of The Jefferson Council, and Ernest C. Vaughan, Jr., Secretary of The Jefferson Council, certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly amended and restated by the Board of Directors on March 7, 2023.

March 7, 2023

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Bertram Ellis, Jr., President

March 7, 2023

Ernest C. Vaughan, Jr., Secretary

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