

VIRGINIA MILITARY INSTITUTE BOARD OF VISITORS

BY-LAWS (Revised & Adopted by board action, September 2013, September 2014, May 2015, 6 May 2017, 10 June 2020, 1 May 2021, 21 September 2022, and 28 January 2023.)

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 § 23.1-2500, 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 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 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. †The Board shall fix the rates charged to cadets for tuition, mandatory fees, and other necessary charges. The Board must review and approve any request for funds to be made to the Governor

¹ †Changes adopted by the Board at its May 6, 2017 meeting.

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 Bylaws, and ensure that the Superintendent complies with all Board and statutory directives. It shall define its expectations and set goals for the Superintendent and

procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports

6. Discussion and action on any topics not specifically exempted pursuant to Virginia Code § 2.23711 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 § 237-11(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 § 2.23707. Draft minutes of meetings shall be posted on the VMI website and on the Commonwealth Calendar in accordance with the requirements of Virginia Code § 2.23707.1.

*9. Pursuant to Virginia Code § 23708.3(B) individual Board members may participate in meetings by electronic means if in advance of a meeting, a Board member notifies the President or committee chair that:

- a. The member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance;
- b. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance;
- c. The member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
- d. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.

In accordance with Virginia Code § 23708.3 (D), the following policy will apply to requests pursuant to this paragraph:

- a. Remote participation will be allowed pursuant to the circumstances outlined in Virginia Code § 2.23708.3 (B) (1-4);
- b. All requests must be in writing and sent by fax, or email to both the Board President and the committee chair when applicable, with a copy to the Secretary of the Board to create an appropriate record of such requests
- c. A request must specify the reason the member cannot be physically present at a meeting, except that specific details of a medical condition are not required
- d. All requests must be followed by a phone call to the Secretary of the Board advising that the written request is forthcoming to ensure that the request is received

e. The President or committee chair will consider the request and inform the individual Board member whether the request is denied or approved;

f. If a member participates electronically, the reason the member is unable to attend the meeting and a general description of the remote location from which the member participates will be recorded in the meeting minutes; however, the remote location need not be open to the public and

g. The member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

*10. Pursuant to Virginia Code § 2.2-3708.3 (C) the Board may hold virtual public meetings, provided that:

a. An indication of whether the meeting will be an in-person or virtual public meeting is included in the required meeting notice along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707

b. Public access to the virtual public meeting is provided via electronic communication means;

c. The electronic communication means used allows the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the Board as well;

d. A phone number or other live contact information is provided to alert the Board audio or video transmission of the meeting provided by the Board, the Board monitors such designated means of communication during the meeting, and the Board recess until public access is restored if the transmission fails for the public;

e. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of the Board for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the Board

f. The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received;

g. No more than two members of the Board together in any one remote location unless that

- a. All-virtual meetings of the Board and subcommittees may be held at the direction of the President;
- b. The Board may not convene an ~~virtual~~ public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another ~~virtual~~ public meeting and
- c. Minutes of all-virtual public meetings held by electronic communication means will be taken as required by ~~§ 2.2-3707~~ and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

*11. Pursuant to Virginia Code § 2.2-3708.2, the Board may meet by electronic communication means without a quorum physically assembled at one location when the Governor has declared a state of emergency in accordance ~~with 46.17~~ provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue the operations of the Institute and the discharge of its lawful purposes, duties, and responsibilities ~~in accordance with this section~~ the Board shall:

- 1. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the Board conducting the meeting;
- 2. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the Board
- 3. Provide the public with the opportunity to comment at those meetings of the ~~Board~~ public comment is customarily received; and
- 4. Otherwise comply with the provisions of ~~Chapter~~ 37 of the Code of Virginia .

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes.

The provisions of this section shall be applicable only for the duration of the emergency declared pursuant to § 44-146.17 or 44-146.21

††12. Prior to the approval of any increase in undergraduate tuition or mandatory fees, the Board shall provide students and the public a projected range of the planned increase, an explanation of the need for the increase, and notice of the date and location of any vote on such increase at least 30 days prior to such vote. Additionally, prior to any vote on an increase in undergraduate tuition or mandatory fees, the Board shall permit public comment on the proposed increase at the Board meeting, in accordance with Virginia Code. § 23.1-307. Public comment will be limited to 3 minutes per individual. ††

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 ~~the~~ By-law or by the direction of the Board.

b. The Vice Presidents shall assist the President in performance of his or her 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 or her place, pro tempore.

2. The Board's officers shall be elected at the Board's Annual Meeting.

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 - Commitment of the Board of Directors /TT2 1 Tf 0 -1.17 TD (TTc 0 Tw [(t11 li1 1 Tf -0i6 /P <</Md1

including an ongoing strategic planning process. This committee is also responsible for oversight of information technology development and infrastructure *and cybersecurity for the Institute*.

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 and sports. (r)MP <1(te

8. **Inclusive ExcellenceThe Inclusive Excellence Committee* is responsible for the oversight of all matters relating to the Institute's excellence in diversity across all programs and departments. This Committee shall consist of Board of Visitors members, and may also include ex officio non-voting member representatives from the VMI faculty, staff, Corps of Cadets, Alumni, staff from the Alumni Agencies and others, as the Board President deems appropriate. In exercising its oversight and providing recommendations to the full Board for approval, the Committee shall consider, among other things, VMI's mission and method of education and VMI's mission of producing citizen-soldiers imbued with honor, civility, and respect and shall ensure that all VMI policies properly reflect the Institute's commitment to diversity, equity, inclusion, and belonging. The Committee shall review the Institute's inclusivity performance and commonality of purpose, and compliance with the Institute's statement on equity and maintenance of a welcoming and affirming environment; and the review of reports on gender and ethnicity data related to recruitment, admissions, and composition of the Corps of Cadets, faculty, and staff.

9. Executive ‡The Executive Committee shall be comprised of the President, three Vice Presidents, and one non-alumna at large of the Board and shall be appointed by the Board at each Annual Meeting. ‡ The Executive Committee shall have the pow-my4 (s)2 (t)-2 (o93

each regular meeting, all matters considered and recommendations for Board action developed since the last meeting of the Board.

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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 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, including 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 other matters relating to the personnel of the Institute.

k. present the annual financial statements of the Institute to the Board of Visitors, the Secretary of Education, and 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;

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 also is 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, in her 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 Bylaws 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 and

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

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~~ ~~not~~ ten (10) days in advance of the meeting at which it will be voted upon.

Section 4 -Adoption, Effective Date

These Bylaws are hereby adopted and made effective ~~28~~ ~~of~~ January 2023.
