

GEORGE C. MARSHALL RESEARCH FOUNDATION

BYLAWS

(Adopted in principle, December 9, 1971; adopted formally, May 3, 1972; amended April 20, 1976, November 21, 1983, May 8, 1985, June 23, 1987, November 14, 1995, June 5, 1998; May 18, 1999; May 9, 2003; May 20, 2005)

ARTICLE I

General

Section 1 – Name

The George C. Marshall Research Foundation (“Foundation”) is a private, nonprofit, 501(c)(3) corporation founded in 1953 and headquartered on the Post at Virginia Military Institute in Lexington, Virginia. The Foundation operates the museum and library in the building that it owns at that site. The Foundation does business principally under the name of George C. Marshall Foundation and is commonly referred to as the Marshall Foundation.

Section 2 – Mission

The mission of the George C. Marshall Foundation is to promote the values of selfless service, dedicated effort and strength of character exemplified by Marshall’s life and leadership in war and peace and to inspire new generations to follow his example as they face the challenges of the future.

ARTICLE II

Board of Trustees

Section 1 – Composition

The Board of Trustees (“Board”) shall be composed of no more than 27 and no fewer than 15 elected Trustees, in addition to 7 Ex-Officio Trustees.

Section 2 – Authority

The business and affairs of the Foundation shall be under the management and control of the Board. The entire voting power shall be vested in the Board, unless otherwise provided in the Bylaws. The Board, in its absolute discretion, may from time to time appoint, suspend, or remove agents or employees of the Foundation. The Board shall have the power to fill by election any vacancy that shall occur thereon from expiration, death, resignation, removal, or from other causes. The Board shall determine the compensation, if any, of its Officers, agents, or employees.

Section 3 – Elections

Election of a Trustee requires a majority vote of the elected Trustees and may occur at any Regular or Special Meeting of the Board, but typically should take place at the Annual Meeting.

Section 4 – Terms

A full Term for a Trustee shall be three years, renewable without limitation. However, in given instances as determined by the Board, it may be for a lesser number of years to effectuate staggered elections of Trustees, with approximately one- third elected each year.

Section 5 – Removal

For good cause, as determined solely by the Board, by a two-thirds vote of the full Board by secret ballot at a Meeting thereof, an individual may be removed from Trusteeship, or the Council of Advisors, or as a Officer. A proposal for removal must be made by no less than the number of Trustees that would constitute a quorum at a Board Meeting. An individual proposed for removal must be given advance written notice thereof, including the reason therefor, by certified mail return receipt requested. The amount of notice shall not be less than that prescribed for the Meeting itself. Such individual shall have the opportunity to contest the proposed removal in writing, or by a statement in person, and shall be entitled to written notice of the Board's decision, but shall not be entitled to be present when the discussion or vote thereon actually occurs.

Section 6 – Ex-Officio Trustees

There may be seven Ex-Officio Trustees, who shall be considered as adjunct members of the Board. They shall have the right to vote or make motions, but shall not be counted for the number needed for a quorum, nor be considered regarding limitations on composition. The permissible Ex-Officio Trustees are as follows: a current member of the Board of Visitors of the Virginia Military Institute selected by that Board; a current member of the Board of Trustees of Washington and Lee University selected by that Board; The Superintendent of Virginia Military Institute; the President of Washington and Lee University; the President of the George C. Marshall Foundation; an individual appointed by the Governor of Virginia; and an individual appointed by the Governor of Pennsylvania. The Terms of Ex-Officio Trustees, unless replaced earlier, shall continue in conjunction with their ongoing positions from which selected or during the governorship of their patron, whichever is applicable.

Section 7 – Trustees Emeriti

When their active period of service on the Board has ended, Trustees and Ex-Officio Trustees who are in good standing may become, at their discretion, Trustees Emeriti. Trustees Emeriti are entitled to attend and participate in all Meetings of the

Board, and may be invited to attend Committee or Subcommittee sessions, but in such capacity they shall not have the right to vote or make motions, nor be counted for the number needed on a particular vote or a quorum, nor be considered regarding limitations on composition. There shall be no limit by age or term of service for Trustees Emeriti. Trustees Emeriti may subsequently be reelected to the Board, thereby giving up their status as Trustees Emeriti. Except, however, if the Chairman Emeritus is elected to the Board, he retains his honorific title while exercising all the authority of, and being considered as, a Trustee. Trustees Emeriti will also be designated as members of the Council of Advisors.

ARTICLE III

Board Meetings

Section 1 – Regular Meetings

Except as provided elsewhere in the Bylaws, two Regular Meetings of the Board shall be held in each calendar year, one in the spring and one in autumn, at such place as may be fixed by the Board or, in the event the Board does not act, as may be prescribed by the Chairman. The spring Meeting shall be the Annual Meeting and, unless otherwise fixed or prescribed, shall be in Lexington, Virginia.

Section 2 – Special Meetings

Special Meetings of the Board may be called whenever deemed necessary by the Chairman, or by resolution of the Board. Such Meetings shall be held at a time and place designated by the Chairman, or by the Board, as the case may be. Whenever a Special Meeting is requested in writing by at least the number of Trustees that would constitute a quorum at a Board Meeting, it shall be the duty of the Secretary to send a notice for it, designating a day, time, and place for such, unless a majority of such Trustees so requesting are in accord on a different specific day, time, or place for such Special Meeting. Under extraordinary circumstances, for convenience of the members thereof, the Board by motion, or the Chairman by notice, may indicate that a certain Special Meeting shall be in lieu of a particular Regular Meeting, in which case any business that would have been allowed under the Bylaws at the latter may be conducted at the former.

Section 3 – Notice of Meetings

Except as otherwise required herein or by law, written notice of all Meetings of the Board shall be mailed to each member thereof, Trustees Emeriti, and the Council of Advisors at the last known post office address appearing on the books of the Foundation. Such notice shall state the day, time, and place of the Meeting, and if a Special Meeting the purpose thereof. Minor adjustments in the time thereof may be made subsequently in unusual circumstances upon reasonable notice. Notice for any Regular Meeting must be sent by first class mail no less than thirty days before such Meeting. Notice for any Special Meeting of the Board must be by first class mail no less than ten days before such Meeting if feasible, or otherwise both by sending overnight delivery no less than 72 hours

in advance thereof and by attempting to contact members thereof, Trustees Emeriti, and the Council of Advisors by telephone prior to such sending.

Section 4 – Procedures

One-half of the elected members of the full Board shall constitute a quorum at Meetings thereof. A majority of quorum is necessary to transact business. All Board Meetings shall facilitate the participation of members by teleconference. Members participating by teleconference shall count towards a quorum and retain all their rights and privileges. Proxies shall not be allowed for any purpose whatsoever. Minutes shall be kept of the proceedings of Regular and Special Meetings of the Boards. Employees of the Foundation, upon invitation or direction, shall attend Meetings of the Board and provide such assistance as is appropriate.

ARTICLE IV

Council of Advisors

Section 1 – Composition

The Council of Advisors (“Council”) is an informal body, without limitation as to number or Term, consisting of Trustees Emeriti, as well as others who may be appointed thereto by the Board. The members of the Council are entitled to attend and participate in all Meetings of the Board, and may be invited to attend Committee or Subcommittee sessions thereof, but in such capacity they shall not have the right to vote or make motions, nor be counted for the number needed on a particular vote or a quorum, nor be considered regarding limitations on composition.

Section 2 – Purpose

The Council will receive all pertinent information provided to the Board, and be invited to, and receive proper notice of, all Board Meetings and Foundation events. The Council, individually or collectively, will not bear any responsibility for the conduct of the affairs of the Foundation. It is the expectation that the Council, to the extent practicable, will stay informed about Foundation matters and offer it advice, counsel, financial support, promotional assistance, and guidance. Members of the Council subsequently may be elected to the Board, thereby giving up their positions on the Council.

ARTICLE V

Officers

Section 1 – General

The Officers of the Foundation shall be Chairman, one or more Vice-Chairmen, President, Secretary, and Treasurer. There may also be such other Officers, including one or more At-Large Officers, with such powers and duties as the Board may from time

to time determine, consistent with the Bylaws. In the absence or inability of any Officer to act, the duties thereof shall be performed by the successor thereto, or by an Acting Officer appointed by the Chairman, as applicable, unless the Board shall prescribe otherwise. The duties of the Officers shall be as herein below set forth, but additional responsibilities, consistent with Bylaws, may be assigned by the Board or, subject to the Board, by the Executive Committee.

Section 2 – Election and Terms

The Officers shall be elected by the Board at the Annual Meeting and shall hold office for one year. An election to fill a vacancy for the unexpired Term of any Officer may occur at any Regular or Special Meeting of the Board. Each Officer shall only be eligible for election for up to three consecutive one-year Terms, unless that restriction is waived by the Board. A Trustee may not hold any more than one office at any given time.

Section 3 – Duties

(a) Chairman

The Chairman shall be elected from the Board and preside at all Board Meetings and, subject to the Board, shall be the chief spokesman for the Foundation, and may exercise such powers as provided in the Bylaws. The Board may authorize the Chairman to exercise additional powers that are consistent with the Bylaws.

(b) Vice-Chairmen

The Vice-Chairmen may exercise such powers as authorized by the Board, consistent with the Bylaws. In case of the absence or inability to act of the Chairman, all of the powers and duties of the office of the Chairman shall devolve upon, and be performed by, one of the Vice-Chairmen, as determined by the Board.

(c) President

The President shall be appointed by the Board as Ex-Officio Trustee thereof and shall be an ex-officio member of all Standing or Special Committees. The President shall serve at the pleasure of the Board or for such time as it may fix. The President, subject to the Board, shall have general supervision over the affairs of the Foundation, as well as sign or countersign all contracts and other instruments, not within the purview of the Secretary or Treasurer, requiring the official signature of the Foundation. The President shall make annual reports showing the condition of the affairs of the Foundation. The President shall serve as the chief executive officer of the Foundation and be responsible for the administration of its programs, finances, and personnel within the framework of the budget, policies, principles, and practices established by the Board.

d) Treasurer

The Treasurer, under the supervision of the Finance Committee, shall review the books and accounts of the Foundation as required by the Board of Trustees, sign or countersign such instruments as may be required, and perform all duties incident to the office or properly required by the Board.

e) Secretary

The Secretary shall give notice of all Meetings of the Board and shall be responsible for insuring that a record is kept of the proceedings thereof. The Secretary shall have charge of the minute book and Corporate Seal of the Foundation. The Secretary shall be an employee of the Foundation.

ARTICLE VI

Committees and Subcommittees

Section 1 – General

In addition to any Standing Committees, Subcommittees of Standing Committees, Special Committees, or Special Subcommittees that may be established by the Board under these Bylaws, there shall be the following Standing Committees: Executive, Finance, Development, Program, and Nominating & Rules. Each Committee, except the Executive Committee, shall consist of not fewer than 3 nor more than 7 members, unless a larger number is authorized by the Board. Each Subcommittee shall consist of not fewer than 3 nor more than 5 members, unless a larger number is authorized by the Board. Except as set forth with respect to the Executive Committee and hereinafter, members of such Special or Standing Committees, and any Subcommittees thereof, shall be appointed by the Chairman promptly following the Annual Meeting, after consultation with the Chairs thereof. A Standing Committee Chair is elected for a Term of one year and, unless waived by the Board, may only be elected for up to three consecutive Terms. Standing Committee Chairs shall be appointed by the Board at the Annual Meeting, if feasible, unless otherwise provided in these Bylaws. The Chairs of Special Committees shall be appointed by the Board when established. Except as otherwise prescribed in the Bylaws, the Chair of any Subcommittee shall be appointed from and by the Chair of the applicable parent Committee. If a Committee or Subcommittee Chair becomes vacant before the end of the Term to which elected or is not filled at the expiration thereof, the Chairman may appoint a temporary Chair, pending the election at the next Regular Meeting of a Chair to complete such Term, if applicable. Each Subcommittee shall meet upon call of its Chair and render appropriate reports to its parent Committee. Subcommittees and Committees may be assigned additional duties, consistent with the Bylaws, by the Board. Ex-Officio Trustees may serve on Committees and Subcommittees, in which capacity they have the right to vote or make motions, but shall not be counted with the number needed for a quorum, nor be considered regarding limitations on composition.

Section 2 – The Executive Committee

The Executive Committee shall be chaired by the Chairman of the Board and shall consist of the Chairman, Vice-Chairmen, President, Treasurer, the Chairs of the Standing Committees appointed by the Board, and any At-Large Officer elected by the Board, as well as such other Trustees as the Board may authorize. Subject to such limitations as the Board may provide consistent with these Bylaws, the Executive Committee shall have, and may exercise, the authority of the Board, to the extent permitted by law, except it may not approve an amendment of the Articles of Incorporation or the Bylaws, or plan of merger or consolidation. Minutes of all proceedings of the Committee shall be mailed to the Board and Council in a timely fashion prior to the next Regular Meeting, or read at such Meeting, unless the reading thereof is waived by the Board. The Committee shall also serve to provide advice to the President and the Board.

Section 3 - The Finance Committee

The Finance Committee shall examine carefully the financial condition of the Foundation at least quarterly. It shall consider and recommend for approval of the Board a budget for each fiscal year prepared with the assistance of the President and Treasurer, as well as ways and means of raising funds sufficient to meet such budget. Subject to the Board and consistent with the Bylaws, it shall prescribe the duties of any Officer handling money for the Foundation, arrange for any necessary and appropriate bonds for employees handling money, follow the investments of the Foundation, and make recommendations with respect thereto to the Executive Committee and the Board. It shall report at Board Meetings on the performance of the portfolio under its supervision. It shall also assist and consult with the President with respect to the administrative affairs of the Foundation.

Section 4 - The Development Committee

The Development Committee shall consult with the President and, consistent with the mission of the Foundation, shall formulate policies and programs to interpret properly the Foundation to the public, to the end that the Foundation obtains the understanding and respect of those who have an interest in its future. The Committee shall seek to obtain voluntary support for the Foundation sufficient to satisfy both budgetary and capital needs to serve program requirements, as well as to provide for an increased endowment.

Section 5 – The Program Committee

The Program Committee shall oversee the educational, research and public outreach programs of the Foundation, to the end that the purposes of the Foundation as stated in the Restated Articles of Incorporation {(2) A, B, C & D} are properly planned and executed.

Section 6 – Nominating & Rules Committee

The Nominating & Rules Committee shall nominate candidates for the following: vacancies on the Board for Trustees; Officers; those members of the Council who are not

Trustees Emeriti; Chairs of the Standing Committees; and, if feasible, Chairs of any Special Committees. It shall have the responsibility for reviewing for possible revision the Articles of Incorporation and the Bylaws. It also shall periodically review the corporate governance of the Foundation for appropriateness and effectiveness.

Section 7 – Special Committees or Subcommittees

The Board may establish such other Special Committees or Subcommittees thereof as it may from time to time determine for such purposes, with such powers and duties, and to serve for such period of time, as the Board may prescribe, consistent with the Bylaws.

Section 8 – Procedures

Except as otherwise required by the Board, written notice of all Meetings of any Committee or Subcommittee shall be mailed to each member thereof at the last known post office address appearing on the books of the Foundation. Such notice shall state the day, time, and place of the Meeting, and if a Special Meeting the purpose thereof. Minor adjustments in the time thereof may be made subsequently in unusual circumstances upon reasonable notice. Notice for Regular Meetings of any Committee or Subcommittee shall be sent at the direction of the Chair thereof by first class mail not less than two weeks in advance of such Meeting. Notice for any Special Meeting of any Committee or Subcommittee must be by first class mail no less than seven days before such Meeting if feasible, or otherwise both by sending overnight delivery no less than 72 hours in advance thereof and by attempting to contact applicable members by telephone prior to such sending. Whenever a Special Meeting is requested in writing by at least the number of members that would constitute a quorum at such Meeting, it shall be the duty of the Secretary to send a notice for it, designating a day, time, and place for such, unless a majority of such members so requesting are in accord on a different day, time, or place. A majority of the members of the Committee or Subcommittee shall constitute a quorum at Meetings thereof, but no fewer than two of the members thereof must be present to transact business. All such Meetings shall facilitate the participation of members by teleconference. Unless the Bylaws provide otherwise, members participating by teleconference shall count towards quorum and retain all their rights and privileges. Proxies shall not be allowed for any purpose whatsoever.

ARTICLE VII

Corporate Seal

The Corporate Seal of the Foundation shall consist of two concentric circles between which shall be the words “George C. Marshall Research Foundation” and in the center of which shall be inscribed “Seal 1953 Virginia,” indicating the year and State of incorporation, and such seal is hereby adopted as the Corporate Seal of the Foundation.

ARTICLE VIII

Fiscal Year

The fiscal year of the Foundation shall be January 1 through December 31 of each year, unless otherwise determined by the Board.

ARTICLE IX

Checks

Checks, drafts and other orders for the payment of money and notes shall be signed by such of the Officers and other persons as the Board may from time to time direct, consistent with these Bylaws.

ARTICLE X

Indemnification

Section 1 - General

The Foundation shall indemnify individuals made a party to a proceeding, including indemnity with respect to a proceeding by or in the right of the Foundation, because they are or were Trustees or employees of the Foundation, against liability incurred in the proceeding unless the liability arises from their knowing violation of the criminal law, gross negligence, or willful misconduct. Whether Trustees or employees have the right to indemnification hereunder shall be determined in the manner fixed by Article 9 of the Virginia Nonstock Corporation Act with respect to statutory indemnification thereunder; and such Article 9 and the provisions of Chapter 10 of Title 13.1 of the Code of Virginia 1950 as amended, Section 13.1-875 through Section 13.1-883 are incorporated herein by reference for such purpose.

The Foundation shall pay or reimburse the reasonable expenses incurred by the Trustees or employees who are parties to a proceeding in advance of final disposition of the proceeding if (1) the Trustees or employees furnish the Foundation a written statement of their good faith belief that they have met the standard of conduct described therein, (2) the Trustees or employees furnish the Foundation written undertakings, executed personally or on their behalf, to repay the advance if it is ultimately determined that they did not meet such standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in Article 9 of the Virginia Nonstock Corporation Act as enacted and in effect on the date hereof shall have the same meaning when used herein and such definitions are hereby incorporated by reference, except that, unless the context clearly indicates otherwise, "director" as used therein shall be deemed to refer to Trustee of the Foundation. In the event that any provision hereof is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue

to be enforced to maximum extent permitted by law. Any indemnification hereunder shall apply to persons who have ceased to have the capacity referred to herein and may inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI

Amendments

After consideration by the Rules Committee, these Bylaws may be altered, amended or repealed by a two-thirds vote of the full Board, provided the proposed change shall have been mailed to the members of the Board not less than ten days prior to the day on which the vote is to be taken upon such change.

ARTICLE XII

Parliamentary Procedures

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

ARTICLE XIII

Conflicts of Interest

A motion decided, or transaction entered into, by or on behalf of the Foundation, Board, any Committee, or any Subcommittee may be invalidated or adversely affected by the fact any Trustee or employee had an undisclosed direct or indirect personal interest therein. Prior to action on such a motion or transaction, any interested Trustee or employee should fully disclose the material facts of such interest and thereafter refrain from voting on the motion, or authorizing the transaction. Such motion must be decided, or such transaction must be authorized, in accordance with the Bylaws. Any interested Trustee shall not be counted for purposes of a quorum, if applicable, and only disinterested Trustees shall be counted to establish any requisite number of Trustees for voting on, or authorization of, such actions. In the case of any transaction entered into by or on behalf of the Foundation, prior disclosure should be made to the Board, Executive Committee, and any Committee or Subcommittee with jurisdiction over the subject matter. The disclosure should must be made to the entire Board, Committee, or Subcommittee, as the case may be, if the conflict of interest is known before any meeting thereof and action relating thereto is reasonably anticipated to be taken at such meeting; otherwise, disclosure should be made once such conflict becomes apparent. If a proper disclosure was not made, but subsequently discovered, the Board shall decide what the effect of such failure to disclose shall be with respect to any previous action, taking into consideration the circumstances and consequences thereof. Deliberate failure to make a proper disclosure of such material facts shall be good cause for removal from Trusteeship or staff employment, as the case may be.