

BYLAWS of the United States Holocaust Memorial Museum

(Adopted by the members of the United States Holocaust Memorial Council, December 10, 1980; amended December 2, 1982; amended June 10, 1986; amended April 28, 1987; amended November 15, 2000; amended December 11, 2002; amended April 23, 2004; amended December 7, 2005; amended December 10, 2007; amended April 19, 2012.)

UNITED STATES
HOLOCAUST
MEMORIAL
MUSEUM



TABLE OF CONTENTS

ARTICLE I	Title and Office
	1.1 Title
	1.2 Office
ARTICLE II	Establishment
	2.1 Creation
	2.2 Purposes
ARTICLE III	The Council
	3.1 Powers and Responsibilities
	3.2 Composition, Appointment, and Voting
	3.3 <i>Ex Officio</i> Nonvoting Members
	3.4 Resignation
ARTICLE IV	Council Meetings
	4.1 Meetings
	4.2 Notice
	4.3 Chairperson
	4.4 Quorum
	4.5 Manner of Acting
	4.6 Minutes
	4.7 Written Action
ARTICLE V	Executive Committee
	5.1 Powers and Responsibilities
	5.2 Executive Committee Meetings
	5.3 Notice
	5.4 Composition and Appointment
	5.5 Quorum
	5.6 Manner of Acting
	5.7 Minutes
	5.8 Executive Sessions
	5.9 Termination of Executive Committee Membership
	5.10 Removal of At-Large Executive Committee Members
	5.11 Executive Committee Officers
	5.12 Written Action

ARTICLE VI Committees

- 6.1 Committees
- 6.2 Oversight Committees
 - (i) Audit Committee
 - (ii) Finance Committee
 - (iii) Investment Committee
 - (iv) Collections and Acquisitions Committee
 - (v) Development Committee
 - (vi) Governance Committee
 - (vii) Committee on Conscience
 - (viii) Committee on Holocaust Denial and State-Sponsored Antisemitism
 - (ix) Academic Committee
 - (x) Education Committee
- 6.3 Other Committees
 - (i) Committee on Church Relations and the Holocaust
 - (ii) Council Membership Advisory Committee
- 6.4 Reporting Requirements
- 6.5 Appointments of Committee Members
- 6.6 Terms
- 6.7 Termination of Committee Membership and Committee Chair Tenure
- 6.8 Removal of Committee Members
- 6.9 Consultation by Chairperson
- 6.10 Committee Meetings
- 6.11 Notice
- 6.12 Quorum
- 6.13 Manner of Acting
- 6.14 Minutes
- 6.15 Committee Officers

ARTICLE VII Officers

- 7.1 General Provisions
- 7.2 Chairperson
- 7.3 Vice Chairperson
- 7.4 Director
- 7.5 Secretary

ARTICLE VIII Miscellaneous

- 8.1 Council Membership Recommendations
- 8.2 Conflicts of Interest
- 8.3 Internal Auditor
- 8.4 Seal
- 8.5 Audit
- 8.6 Amendments

ARTICLE 1

Title and Office

- 1.1 *Title.* The name of the Museum is the United States Holocaust Memorial Museum, hereinafter referred to as the “Museum.”
- 1.2 *Office.* The office of the Museum is in the city of Washington, District of Columbia.

ARTICLE II

Establishment

- 2.1 *Creation.* The United States Holocaust Memorial Museum was established as an independent Federal establishment of the United States by Public Law 96-388, 94 Stat. 1547, October 7, 1980, as amended, codified at 36 U.S.C. 1401 *et seq.* (hereinafter referred to as “the Act”). The Act was amended by Public Law 97-84, 95 Stat. 1097, November 20, 1981; by Public Law 99-190, 99 Stat. 1267, December 19, 1985; by Public Law 100-71, 101 Stat. 418, July 11, 1987; by Public Law 100-202, 101 Stat. 1329-251, December 22, 1987; by Public Law 102-381, 106 Stat. 1415, October 5, 1992; and by Public Law 102-529, 106 Stat. 3463, October 27, 1992. The United States Holocaust Memorial Museum received permanent authorization as an independent establishment of the United States government—pursuant to general amendment of the establishment Act—by Public Law 106-292, 114 Stat. 1030, October 12, 2000, as amended, codified at 36 U.S.C. 2301 *et seq.* (hereinafter also referred to as “the Act”). The Act was amended by Public Law 109-284, 120 Stat. 1211, September 27, 2006.
- 2.2 *Purposes.* The purposes for which this Museum was established are those stated and promulgated by Congress in the Act.

ARTICLE III

The Council

- 3.1 *Powers and Responsibilities.* The members of the United States Holocaust Memorial Council (the “Council”) are the board of trustees of the Museum and have overall governance responsibility for the Museum, including policy and strategic direction, general oversight of the operations of the Museum, and fiduciary responsibility. Whenever the Council is not in session, all powers of the Council are vested in the Executive Committee, except that the following matters are reserved to the Council and may not be delegated (collectively, the “Reserved Matters”):

- (i) Articulating the mission of the Museum, consistent with the Museum’s purpose as contained in the enabling legislation;
- (ii) Approving a strategic plan;
- (iii) Approving capital and annual planning budgets;
- (iv) Retaining an independent auditor to audit the Museum’s finances and accepting the independent auditor’s report;
- (v) Retaining a general counsel to the Council;
- (vi) Approving the collections management policy;
- (vii) Approving the endowment and investment policy;
- (viii) Appointing officers of the Museum in addition to the officers specifically referred to in these Bylaws;
- (ix) Confirming the Chairperson’s appointment of the Director; and
- (x) Confirming the Chairperson’s at-large appointments to the Executive Committee.

3.2 *Composition, Appointment, and Voting.* The Council is composed of 65 members. All provisions regarding appointment, voting rights, term, vacancies, and compensation are as provided for in the Act. Voting members (other than the members appointed from the United States Senate or the United States House of Representatives) are classified into five classes of eleven members each.

3.3 *Ex Officio Nonvoting Members.* The Council also has the following *ex officio* nonvoting members: (i) one appointed by the Secretary of the Interior; (ii) one appointed by the Secretary of State; and (iii) one appointed by the Secretary of Education.

3.4 *Resignation.* A member wishing to resign shall submit a letter of resignation to the Chairperson of the Council and to the resigning member’s appointing authority. The resignation will be effective when it has been accepted by the appointing authority.

ARTICLE IV

Council Meetings

4.1 *Meetings.* Meetings of the Council shall be held at the call of the Chairperson. Meetings may not be held less often than two (2) times annually. The Chairperson shall also call a meeting at the written request of any 15 voting members.

4.2 *Notice.* The Chairperson shall direct the Secretary to give the members of the Council written notice of each meeting personally, by mail, by electronic mail, or by facsimile transmission, stating the time, place, and agenda for the meeting. Notice by telephone constitutes personal notice. Any member may waive, in writing, notice as to himself or herself before or after the time of the meeting. The presence of a member at any meeting constitutes a waiver of notice of that meeting. Notice of a meeting shall, to the extent possible, be given at least 45 calendar days prior to the meeting but shall, in any event, be given not less than 15 calendar days prior to the meeting. Notice for several meetings may be given in advance at one time by delivering a schedule of such meetings to the members of the Council at least 15 calendar days prior to the first meeting listed on the

schedule. In the case of emergency meetings, notice shall be given so that it is received at least five calendar days before the meeting. A written agenda, written resolutions, minutes, reports, or other written documents on the agenda should, if available, be furnished to Council members prior to the meeting.

- 4.3** *Chairperson.* The Chairperson presides at meetings of the Council. In the absence of the Chairperson, the Vice Chairperson presides. In the absence of both the Chairperson and the Vice Chairperson, the members present at the meeting shall designate a presiding officer. The Chairperson and the Vice Chairperson may be referred to respectively as the Chairperson of the Museum and the Vice Chairperson of the Museum.
- 4.4** *Quorum.* The personal presence of one-third of the voting members of the Council constitutes a quorum, and any vacancy on the Council will not affect its powers to function.
- 4.5** *Manner of Acting.* Except where otherwise provided in these Bylaws, the act of the majority of those present and eligible to vote at a meeting at which a quorum is present will be the act of the Council. Where a vote is other than unanimous, the votes of individual members may be recorded in the Council meeting minutes. Unless otherwise provided in these Bylaws, the procedure at all meetings will be governed by the then current version of *Robert's Rules of Order, Newly Revised*.
- 4.6** *Minutes.* Written minutes of every Council meeting shall be prepared and, following approval, shall be signed by the Council Secretary. Meeting minutes shall be distributed to members prior to the next meeting and shall be approved at the next meeting, as amended if necessary. Original minutes approved and signed shall be kept by the Council Secretary at the Museum's administrative offices.
- 4.7** *Written Action.* Any act required or permitted to be taken at any meeting of the Council may be taken without a meeting if all members are notified thereof, and not less than three-fourths of the voting members of the Council consent in writing, and the writing or writings are filed with the minutes and proceedings of the Council.

ARTICLE V

Executive Committee

- 5.1** *Powers and Responsibilities.* The Executive Committee acts in lieu of the Council when the Council is not in session, and it has authority to act in all matters other than Reserved Matters. Following each meeting of the Executive Committee, minutes of the Executive Committee meeting shall be delivered to all Council members as soon as they have been approved by the Executive Committee. The Executive Committee shall make recommendations to the Council regarding the Reserved Matters. Further, during the course of a fiscal year, the Executive Committee shall have the authority to modify the Council-approved annual planning budget, provided that such modifications are reported to the Council within 60 days.

- 5.2** *Executive Committee Meetings.* Meetings shall be held not less often than four times annually and more often as necessary. Executive Committee meetings may be called by the Chairperson, by the Vice Chairperson, or by the number of Executive Committee members equaling a quorum as defined below.
- 5.3** *Notice.* Notice of meetings shall be given personally, by mail, by electronic mail, or by facsimile transmission stating the time, place, and agenda for the meeting. Notice by telephone constitutes personal notice. Any Executive Committee member may waive, in writing, notice as to himself or herself before or after the time of the meeting. The presence of a member at any meeting constitutes a waiver of notice of that meeting. Notice shall be provided not less than ten calendar days in advance of a meeting. Notice for several meetings may be given in advance at one time by delivering a schedule of meetings to the members of the Executive Committee at least ten calendar days in advance of the first meeting listed on the schedule. In case of an emergency meeting, notice shall be given so that it is received at least two calendar days before the meeting.
- 5.4** *Composition and Appointment.*
- (i) The Executive Committee is composed of:
 - (a) the Chairperson (who will serve as the Chair of the Executive Committee);
 - (b) the Vice Chairperson (who will serve as the Vice Chair of the Executive Committee);
 - (c) the Director (as a nonvoting member);
 - (d) the Chair of the Committee on Conscience;
 - (e) the Chair of the Development Committee;
 - (f) the Chair of the Finance Committee;
 - (g) the Chair of the Governance Committee;
 - (h) the Chair of the Collections and Acquisitions Committee;
 - (i) the Chair of the Committee on Holocaust Denial and State-Sponsored Antisemitism; and
 - (j) four at-large members.
 - (ii) The Chair of the Audit Committee may attend each meeting of the Executive Committee as a nonvoting observer. At the invitation of the Chairperson, the Chair of the Investment Committee will make a presentation to the Executive Committee not less often than two (2) times in each fiscal year.
 - (iii) The at-large members of the Executive Committee shall be appointed by the Chairperson from among the Council members for a term of one year, subject to confirmation by the Council. The appointment and terms of at-large Executive Committee members shall correspond to the Museum's fiscal year. The at-large members may be reappointed for two additional consecutive one-year terms as at-large members of the Executive Committee.
 - (iv) No individual shall serve as a member of the Executive Committee for more than seven consecutive years except for the Chairperson, the Vice Chairperson, the Director, any former Chairperson, and any former Vice Chairperson. Other than the Director, only Council members may serve as members of the Executive Committee.

- (v) At least one of the members of the Executive Committee should, at the discretion of the Chairperson, either be a survivor of the Holocaust or a representative of survivors of the Holocaust and their descendants. Notwithstanding any provision herein to the contrary, any one of such members, at the discretion of the Chairperson, shall not be subject to any limitation on reappointment to the Executive Committee.
- 5.5** *Quorum.* The presence of a majority of the voting members of the Executive Committee constitutes a quorum for the transaction of business. At the discretion of the Chairperson, members may participate by telephone or video conference if (i) notice of the meeting has been provided to all Executive Committee members; (ii) a quorum is present in person or by telephone or video conference and participates in the meeting; (iii) every participant can hear every other participant and can be heard by every other participant; and (iv) minutes are prepared.
- 5.6** *Manner of Acting.* The act of a majority of those present and eligible to vote at a meeting at which a quorum is present will be the act of the Executive Committee. Where a vote is other than unanimous, the votes of individual members shall be recorded in the Executive Committee meeting minutes. Unless otherwise provided in these Bylaws, the procedure at all meetings will be governed by the then current version of *Robert's Rules of Order, Newly Revised*.
- 5.7** *Minutes.* Written minutes of every Executive Committee meeting shall be prepared by the Council Secretary or by another individual designated by the Chairperson. Minutes shall be distributed to members prior to the next meeting and shall be approved at the next meeting, as amended if necessary. Original minutes as approved and signed shall be kept by the Council Secretary at the Museum's administrative offices.
- 5.8** *Executive Sessions.* During Executive Sessions, only the members of the Executive Committee, the General Counsel, the Director, and persons whose presence is requested by the Chairperson or a majority of the Executive Committee may attend, provided that the Chairperson may, at any time, request that any individual who is not a voting member of the Executive Committee or who may have a conflict of interest respecting the matter being discussed leave, at which time the Executive Session shall meet without such individuals.
- 5.9** *Termination of Executive Committee Membership.* An at-large Executive Committee member's term automatically terminates if the at-large Executive Committee member (i) has failed to attend at least half of the Executive Committee meetings in any fiscal year; (ii) ceases to be a member of the Council; or (iii) has been removed pursuant to Section 5.10 below. The term of any Executive Committee member who serves on the Executive Committee *ex officio* (i.e., because that individual holds a position qualifying the individual to serve on the Executive Committee pursuant to Section 5.4) terminates automatically if such member's tenure in the designated position terminates or, except for the Chairperson, the Vice Chairperson, or the Director, because he or she has failed to attend at least half of the Executive Committee meetings in any fiscal year.

- 5.10** *Removal of At-Large Executive Committee Members.* All at-large Executive Committee members may be removed by the Chairperson at the Chairperson’s discretion subject to the approval of the Council.
- 5.11** *Executive Committee Officers.* The officers of the Executive Committee consist of the Chairperson who will be the Chair of the Executive Committee, the Vice Chairperson who will be the Vice Chair of the Executive Committee, and such other officers as the Executive Committee may from time to time appoint.
- 5.12** *Written Action.* Any act required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members are notified thereof, and not less than three-fourths of the voting members of the Executive Committee consent in writing, and the writing or writings are filed with the minutes of the proceedings of the Executive Committee.

ARTICLE VI

Committees

- 6.1** *Committees.* The Council has Oversight Committees, Other Committees, and Special Committees. Subject to Section 6.9 below, the Chairperson may establish additional special or advisory committees, subcommittees, or task forces (collectively, the “Special Committees”). (The Oversight Committees, Other Committees, and Special Committees are collectively referred to as the “Committees.”) Committees have only those powers expressly granted (i) in these Bylaws or (ii) in writing by the Chairperson consistent with these Bylaws and the Council’s enabling legislation. When establishing Special Committees, the Chairperson shall designate a finite term for such Special Committees. All Committees shall report to the Executive Committee on a regular basis but not less often than once in every calendar year and more often if necessary.
- 6.2** *Oversight Committees.* The following Committees are designated as Oversight Committees:
- (i) **Audit Committee**
The Audit Committee oversees (1) the integrity of the Museum’s financial statements; (2) the Museum’s compliance with legal and regulatory requirements; (3) the independent auditor’s qualifications and independence; and (4) the performance of the Museum’s Internal Auditor and independent auditors. The Audit Committee shall appoint the external auditor, subject to confirmation by the Council, and also has the powers granted to it in the Audit Committee Charter. The Audit Committee shall submit a written report to the Executive Committee not less often than four (4) times in each fiscal year. No member of the Audit Committee shall serve as a voting member of either the Investment Committee or the Finance Committee.

- (ii) Finance Committee
The Finance Committee oversees the financial activities of the Museum, including the preparation and implementation of the Museum's budgets. The Chair of the Investment Committee shall be a member of the Finance Committee.
- (iii) Investment Committee
The Investment Committee oversees the investment of the donated funds of the Museum, including its endowment and Board-designated endowment funds. The Investment Committee shall submit a written report to the Executive Committee not less often than four (4) times in each fiscal year and shall make a presentation to the Council not less often than once in each fiscal year. The Chair of the Finance Committee shall be a member of the Investment Committee.
- (iv) Collections and Acquisitions Committee
The Collections and Acquisitions Committee oversees the Museum's collections, including policies for accessions and deaccessions.
- (v) Development Committee
The Development Committee leads the Museum's fundraising activities and assists the Museum in overseeing all fundraising policies.
- (vi) Governance Committee
The Governance Committee monitors and evaluates the processes, structures, and operations of the Council and its Committees.
- (vii) Committee on Conscience
The Committee on Conscience works to alert the national conscience, influence policy makers, and stimulate worldwide action to confront and halt acts of genocide or related crimes against humanity.
- (viii) Committee on Holocaust Denial and State-Sponsored Antisemitism
The Committee on Holocaust Denial and State-Sponsored Antisemitism oversees the Museum's work in two categories of contemporary antisemitism: (1) Holocaust denial and its related manifestations when they have the clear potential to be widely influential and (2) state-sponsored antisemitism that has the potential to lead to mass violence.
- (ix) Academic Committee
The Academic Committee recommends the major policies and overall programmatic direction of the Center for Advanced Holocaust Studies to the Council and oversees adherence to these policies.
- (x) Education Committee
The Education Committee recommends the Museum's overall educational policies, including on-site programs, outreach activities, and exhibitions to the Council and oversees adherence to these policies.

6.3 *Other Committees.* The following Committees are designated as Other Committees:

- (i) Committee on Church Relations and the Holocaust
The Committee on Church Relations and the Holocaust provides advice and guidance on matters relating to the Museum's efforts to educate about the history of the Holocaust and its relationship to Christianity.
- (ii) Council Membership Advisory Committee
 - (a) The Council Membership Advisory Committee identifies potential candidates for Council membership and recommends such potential candidates to the Chairperson. It is composed of:
 - (1) the Chairperson;
 - (2) the Vice Chairperson;
 - (3) the Chair of the Governance Committee;
 - (4) the Director (who shall be a nonvoting member of the Council Membership Advisory Committee); and
 - (5) two members of the Council to be appointed by the Chairperson.
 - (b) The Chair of the Council Membership Advisory Committee shall be the Chairperson. To the extent possible, the Council Membership Advisory Committee should include among its recommended candidates Holocaust survivors, others with a direct personal connection to the Holocaust, and their respective descendants.

6.4 *Reporting Requirements.* In addition to any reporting requirement specifically required by the Act or these Bylaws, the Committees shall report to the Council upon request of the Chairperson.

6.5 *Appointments of Committee Members.* Subject to Sections 6.3 (ii) above and 6.9 below, the Chairperson shall designate the members of each Committee. Only Council members (except for the Director) may serve on the Governance Committee and the Council Membership Advisory Committee (collectively, the "Council Only Committees"). Non-Council members may be appointed to all other Committees for reasons of special expertise. The Chairperson shall endeavor to ensure that the membership of each Committee will be composed of individuals who will provide such Committee with an appropriate balance between continuity and new perspectives.

6.6 *Terms.* Committee members and Committee Chairs will serve terms of two (2) years, except for the Chairperson, Vice Chairperson, Director, and *ex officio* members of the Council Membership Advisory Committee (i.e., any individuals serving on the Council Membership Advisory Committee because such individual holds a position qualifying the individual to serve on the Committee pursuant to Section 6.3 (ii) (a)).

6.7 *Termination of Committee Membership and Committee Chair Tenure.* A Committee member's term terminates automatically if (i) the Committee member has failed to attend more than two consecutive Committee meetings due to any reason beyond the reasonable control of the Committee member; (ii) in the case of members of the Council Only

Committees, if the Committee member ceases to be a Council member; or (iii) the Chairperson removes the Committee member in accordance with Section 6.8 below. A Committee member wishing to resign shall submit a letter of resignation to the Chairperson and to the Committee Chair. The resignation will be effective when it has been received by the Chairperson. A Committee Chair's tenure as Committee Chair terminates automatically if the Committee Chair ceases to be a member of the Council.

- 6.8** *Removal of Committee Members.* All Committee Chairs and members other than the *ex officio* members of the Council Membership Advisory Committee may be removed by the Chairperson at the Chairperson's discretion, subject to the approval of the Executive Committee.
- 6.9** *Consultation by Chairperson.* The Chairperson should consult with the Vice Chairperson, the Chair of the Committee at issue, and the Director before establishing committees or appointing Committee members.
- 6.10** *Committee Meetings.* Meetings of Oversight Committees shall be held twice annually and more often as appropriate. Audit Committee meetings shall be held not less than four times annually. All Committees other than Oversight Committees shall meet as necessary or appropriate. Committee meetings may be called by the Committee Chair, by the number of Committee members equaling a quorum as defined below, or by the Chairperson or Vice Chairperson.
- 6.11** *Notice.* Notice of meetings shall be given personally, by mail, by electronic mail, or by facsimile transmission stating the time, place, and agenda for the meeting. Notice by telephone constitutes personal notice. Any Committee member may waive, in writing, notice as to himself or herself before or after the time of the meeting. The presence of a member at any meeting constitutes a waiver of notice of that meeting. Notice shall, to the extent possible, be provided at least 15 calendar days, but in any event not less than ten calendar days, in advance of a meeting. Notice for several meetings may be given in advance at one time by delivering a schedule of such meetings to the members of the Committee at least ten calendar days prior to the first meeting listed on the schedule. In case of emergency meetings, notice shall be given so that it is received at least five calendar days before the meeting.
- 6.12** *Quorum.* The presence of one-third (all fractional numbers being rounded to the next higher integral number) but in no event less than three of the voting members of a Committee constitutes a quorum for the transaction of business. At the discretion of the Chair, Committee members may participate in the meeting by telephone or video conference if (i) notice of the meeting has been provided to all Committee members; (ii) a quorum is present in person or by telephone or video conference and participates in the meeting; (iii) every participant can hear every other participant and can be heard by every other participant; and (iv) minutes are prepared.
- 6.13** *Manner of Acting.* The act of a majority of those present and eligible to vote at a meeting at which a quorum is present will be the act of the Committee. Where a vote is other than unanimous, the votes of individual members shall be recorded in the Committee meeting

minutes. Unless otherwise provided in these Bylaws, the procedure at all meetings will be governed by the then current version of *Robert's Rules of Order, Newly Revised*.

- 6.14** *Minutes.* Written minutes shall be prepared of every Committee meeting and shall be signed by the Committee Secretary. Minutes shall be distributed to members prior to the next meeting and shall be approved at the next meeting, as amended if necessary. Original minutes as signed and approved shall be kept by the Council Secretary at the Museum's administrative offices.
- 6.15** *Committee Officers.* All Committee officers, if any, other than the Secretary will be selected by the Chairperson. The Committee Chair has the power to call, conduct, and adjourn Committee meetings, to prepare the agenda, and to take all necessary and proper actions for the Committee to discharge its responsibilities. The Committee shall appoint a Committee Secretary, who will be responsible for preparation and retention of Committee minutes and records.

ARTICLE VII

Officers

- 7.1** *General Provisions.* The officers of the Museum consist of a Chairperson, a Vice Chairperson, a Director, a Secretary, and such other officers as the Council may from time to time appoint. Provisions regarding term of office and compensation are as provided in the Act.
- 7.2** *Chairperson.* The Chairperson is appointed by the President from among the members of the Council. The Chairperson shall, if present, preside at all meetings of the Council and the Executive Committee. The Chairperson performs such other duties as the Council or the Executive Committee from time to time may assign.
- 7.3** *Vice Chairperson.* The Vice Chairperson is appointed by the President. In the absence of the Chairperson at a meeting of the Council or Executive Committee, the Vice Chairperson acts as the Chairperson. The Vice Chairperson performs such other duties as the Chairperson or the Council from time to time may assign.
- 7.4** *Director.* The Director is appointed by the Chairperson of the Council, subject to confirmation by the Council, and serves at the pleasure of the Council. Prior to the appointment of a Director, the Chairperson shall establish a Search Committee whose members will be subject to the approval of the Executive Committee. The Search Committee shall recommend to the Chairperson an individual for appointment as Director. In the event of the death, resignation, or removal of the Director or the inability of the Director to carry out the functions of the Director, the Chairperson shall designate an Acting Director. The appointment of the Acting Director shall be subject to confirmation by the Executive Committee within thirty (30) days following such appointment. The Director is the chief executive officer of the Museum and is accountable to the Council reporting through the Chairperson. The Director shall see that

all resolutions and policies of the Council and the Executive Committee are carried into effect. The Director may recommend changes in policy and strategic direction for approval by the Council or Executive Committee, acting through the Chairperson. The Director has the power to execute contracts, leases, agreements, and other documents necessary for the operation of the Museum. The Director shall regularly report to the Chairperson and the Executive Committee and at meetings of the Council and shall make a full report annually to the Congress of his or her stewardship of the authority to operate and maintain the Museum, including an accounting of all financial transactions involving appropriated and donated funds. The Director shall perform such other functions as are assigned or delegated to him or her by the Council or the Executive Committee, acting through the Chairperson.

- 7.5** *Secretary.* The Secretary is appointed by the Chairperson from among the members of the Council or the Museum's staff. The Secretary shall give notice of all meetings of the Council, record and keep the minutes, and keep in safe custody the seal of the Council. The Secretary shall prepare and distribute the minutes of each Council meeting to Council members not later than seven (7) days prior to the next Council meeting. The Secretary shall also perform such other duties as may be assigned by the Council, the Chairperson, or the Director.

ARTICLE VIII

Miscellaneous

- 8.1** *Council Membership Recommendations.* In making suggestions to the Office of the President of the United States for appointments to the Council, the Chairperson is urged to solicit advice from, and to give due consideration to, the recommendations of the Council Membership Advisory Committee and may solicit advice from Council members generally.
- 8.2** *Conflicts of Interest.* Subject to all applicable laws, rules, and regulations, all members of the Council, the Executive Committee, or any Committee shall in connection with all activities of the Council, the Executive Committee, or any Committee at all times avoid all actual conflicts of interest or any appearance of conflicts of interest, and shall recuse themselves from any discussions, votes, or other activities with respect to which they have such conflict of interest or such appearance of a conflict of interest. All members of the Council shall annually complete and file with the Council's General Counsel the Museum's Conflict of Interest and Ethics Policy Annual Compliance Statement or, in the case of Congressional members of the Council, a conflict of interest disclosure statement in such form as may be approved by the Council's General Counsel. All members of the Council's Investment Committee shall annually complete and file with the Council's General Counsel the Museum's Conflict of Interest Disclosure Statement.
- 8.3** *Internal Auditor.* The Museum shall have an Internal Auditor who shall be appointed by the Executive Committee upon the recommendation of the Audit Committee, with notification of any such appointment to be given to the Council at the Council's next

meeting. The Internal Auditor shall perform internal audits as requested from time to time by the Chairperson, the Audit Committee Chair, and the Director. The activities of the Internal Auditor shall be supervised by the Audit Committee, and the Internal Auditor shall report to the Chairperson, the Audit Committee Chair, and the Director.

- 8.4** *Seal.* The Museum may adopt a seal which bears the name of the Museum printed upon it. The Secretary shall affix the seal to any instrument requiring it. When so affixed, the seal shall be attested by the signature of the Secretary.
- 8.5** *Audit.* The Director and the Chief Financial Officer will certify the financial statements of the Museum. The financial statements of the Museum shall be audited annually by an approved independent certified public accounting firm. When requested by the Congress, financial transactions of the Museum involving both donated and appropriated funds will be audited by the Comptroller General of the United States. Appropriate representatives of the Comptroller General shall be given access to all books, accounts, financial records, reports, files, and other papers, items, or property in use by the Museum, as necessary to facilitate the audit, and these representatives shall be afforded the necessary space and other facilities for verifying transactions.
- 8.6** *Amendments.* These Bylaws may be altered, amended, or repealed only by the Council by affirmative vote of three-fourths of those present and eligible to vote at a Council meeting at which a quorum is present, if notice of the proposed alteration, amendment, or repeal has been given in the notice of meeting or in the agenda.