

**ADVISORY BOARD**  
**OF**  
**WILLIAM WINTER INSTITUTE FOR RACIAL RECONCILIATION**  
**BYLAWS**

**ARTICLE I: NAME**

The name of this organization shall be the “Advisory Board of the William Winter Institute for Racial Reconciliation” (the “Board”).

**ARTICLE II: PURPOSE**

The purpose of the Board shall be to support the William Winter Institute for Racial Reconciliation (the “Institute”) at the University of Mississippi (the “University”).

**ARTICLE III: OFFICE**

The principal office of the Institute shall be the primary office of the Board.

**ARTICLE IV. RESPONSIBILITIES AND AUTHORITY**

A. General Responsibilities. The Board shall advise the Institute and the University on all matters relating to the Institute, including management and staff, budget, work plan, space, access to University facilities and resources, mission statement, vision, core values and competencies, strategic plan, and operations.

B. Resource Development. The Board shall assist the University in raising funds and soliciting grants for the Institute.

C. Board Authority. The Board has no governing authority over the Institute. The Institute is part of the University and is governed by the University, and the University is the final authority on all matters relating to the Institute.

D. Chancellor's Authority. The Board exists at the will and pleasure of the Chancellor, who may dissolve the Board at any time without cause.

## **ARTICLE V. BOARD MEMBERS**

A. Elected Members. The members of the then existing Advisory Board of the Institute shall call an organizational meeting of the Board (the "Organizational Meeting"). For all purposes, those present from time to time at such Organizational Meeting shall be deemed (i) to be members of the Board ("Members"); (ii) to constitute a quorum of Members of the Board; and (iii) to be empowered to act for and on behalf of the Board on all matters. At such Organizational Meeting, the Members shall elect twenty-four (24) Members, eight (8) of whom shall be designated to serve a three (3) year term, eight (8) of whom shall be designated to serve a two (2) year term, and eight (8) of whom shall be designated to serve a one (1) year term. At each Annual Meeting thereafter, the Members shall elect eight (8) Members of the Board to serve three (3) year terms. Any individual committed to support the Institute shall be eligible to be elected a Member.

B. Administration Members. On or before the Organizational Meeting of the Board, the Chancellor of the University, or his or her designee, shall appoint three Members of the Board from the University's administration, one (1) of whom shall be designated to serve a three (3) year term, one (1) of whom shall be designated to serve a two (2) year term, and one (1) of whom shall be designated to serve a one (1) year term. At each Annual Meeting thereafter, the Chancellor of the University, or his or her designee, shall appoint one Member from the University's administration for a three (3) year term.

C. Faculty Members. On or before the Organizational Meeting of the Board, the Chancellor of the University, or his or her designee, shall appoint three Members of the Board from the University's faculty from nominees submitted by the Faculty Advisory Committee to the Institute, one (1) of whom shall be designated to serve a three (3) year term, one (1) of whom shall be designated to serve a two (2) year term, and one (1) of whom shall be designated to serve a one (1) year term. At each Annual Meeting thereafter, the Chancellor of the University, or his or her designee, shall appoint one Member from the University's faculty from nominees submitted by the Faculty Advisory Committee to the Institute for a three (3) year term.

D. Student and Community Members. On or before the Organizational Meeting of the Board, the Chancellor of the University, or his or her designee, shall appoint three Members of the Board from nominees submitted by the Director (or Executive Director, if that be the case) of the Institute from the University's students or participants in the Institute's projects or programs, one (1) of whom shall be designated to serve a three (3) year term, one (1) of whom shall be designated to serve a two (2) year term, and one (1) of whom shall be designated to serve a one (1) year term. At each Annual Meeting thereafter, the Chancellor of the University, or his or her designee, shall appoint one Member from nominees submitted by the Director (or Executive Director, if that be the case) of the Institute from the University's students or participants in the Institute's projects or programs for a three (3) year term.

E. Members Appointed By Chairman. Upon election at the Organizational Meeting as required in Article VI, Paragraph B below, the Chairman shall appoint three (3) Members of the Board, one (1) of whom shall be designated to serve a three (3) year

term, one of whom shall be designated to serve a (2) year term, and one (1) of whom shall be designated to serve a one (1) year term. At each Annual Meeting thereafter, the incoming Chairman shall appoint one (1) person to serve as a Member for a three (3) year term.

F. Vacancies. Any vacancy in the elected Members of the Board may be filled upon appointment by the Chairman and confirmation by a majority of the entire Board, and the person so appointed and confirmed shall hold office for the remainder of that term. Any vacancy in the appointed Members of the Board may be filled upon appointment by the person who made the original appointment, and the person so appointed and confirmed shall hold office for the remainder of that term.

G. Immediate Past Chairman. Notwithstanding any other provision of these Bylaws, if not otherwise a Member of the Board, the immediate past Chairman of the Board shall be a Member of the Board for a one (1) year term.

H. Chairman Emeritus. Notwithstanding any other provision of these Bylaws, the Chairman Emeritus of the Board, the Honorable William F. Winter, shall serve as a Member for so long as he chooses.

## **ARTICLE VI. OFFICERS**

A. Officers. The Officers of the Board shall include the Chairman Emeritus, the Chairman, Vice Chairman, Secretary, and Treasurer. Each Officer must be a Member of the Board.

B. Organizational Officers. Immediately after the election of Members at the Organizational Meeting and without further notice, those Members present at the Organizational Meeting shall elect from the Members serving two (2) year and three (3)

year terms (i) a Chairman, (ii) a Vice Chairman, (iii) a Secretary, and (iv) a Treasurer, who shall serve until the election and taking of office of their successors.

C. Chairman Emeritus. The Honorable William F. Winter shall serve as Chairman Emeritus of the Board for so long as he chooses.

D. Chairman. The Chairman shall have the general powers and duties of supervision and management of the Board's activities as are usually vested in the chief executive officer of a not-for-profit corporation, including presiding at meetings of the Board, serving as the principal spokesperson for the Board, and generally directing the activities of the Board.

E. Vice Chairman. The Vice Chairman shall have such powers and duties as may be delegated by the Chairman; and in the absence of the Chairman, the Vice Chairman shall preside at meetings of the Board, serve as the principal spokesperson for the Board, and generally direct the activities of the Board.

F. Secretary. The Secretary shall attend all meetings of the Board and shall record all votes and prepare and record minutes of all such meetings in a book (or books) to be kept for that purpose; shall give, or cause to be given, notice of all meetings of the Board and committees; and shall perform such other duties as may be prescribed by the Board.

G. Treasurer. The Treasurer shall (i) review and advise the Institute's staff and the Board on the annual budget for the Institute; (ii) review and advise the Institute's staff and Board on the financial reports of the Institute; and (iii) generally serve as the Board's point of contact and representative on all matters relating to the Institute's budget and finances.

H. Election of Officers. Unless the Board shall act otherwise, at each Annual Meeting of the Board, the (i) Vice Chairman for the preceding year shall automatically succeed to the office of Chairman for the upcoming year and (ii) the Vice Chairman, Secretary, and Treasurer for the upcoming year shall be elected by the Board. The Officers of the Board shall hold office until the election and taking of office of their successors.

I. Other Officers. The Board may appoint such other Officers as it shall deem necessary, who shall hold their office for such terms and execute such powers and perform such duties as shall be determined from time-to-time by the Board.

J. Vacancies. Any Officer elected or appointed may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board. If the office of the Chairman, Vice Chairman, Secretary, or Treasurer becomes vacant for any reason, the vacancy shall be filled for the unexpired term by an affirmative vote of a majority of the entire Board.

## **ARTICLE VII. COMMITTEES**

A. Executive Committee. The Executive Committee shall be a standing committee of the Board comprised of the following: Chairman Emeritus; immediate past Chairman; Chairman; Vice Chairman; Secretary; Treasurer; Chairman of the Community Building Committee; Chairman of the Economic Development Committee; Chairman of the Education Committee; Chairman of the Resource Development Committee; Chairman of the National Advisory Board; a Member appointed by the Chairman from the Members appointed from the University's administration; a Member appointed by the Chairman from the Members appointed from the University's faculty; a Member

appointed by the Chairman from the Members appointed from the University's students or participants in the Institute's projects or programs; and no more than three (3) additional Members appointed annually by the Chairman. In the absence of specific directions to the contrary by the Board, the Executive Committee may take all actions and act on behalf of the Board on all matters.

B. Resource Development Committee. The Chairman shall appoint annually a Resource Development Committee of not less than five (5) Members to work with the University and Institute staff on fundraising, assist in grant solicitations, seek partnerships and alliances with other organizations, and otherwise develop and sustain resources of all kinds to support the Institute and its goals.

C. Community Building Committee. The Chairman shall appoint annually a Community Building Committee of not less than five (5) Members to work with the University and Institute staff to accomplish the strategies and achieve the goals set out in the Strategic Plan of the Institute and otherwise assigned by the Chairman in the area of community building.

D. Economic Development Committee. The Chairman shall appoint annually an Economic Development Committee of not less than five (5) Members to work with the University and Institute staff to accomplish the strategies and achieve the goals set out in the Strategic Plan of the Institute and otherwise assigned by the Chairman in the area of economic development.

E. Education Committee. The Chairman shall appoint annually an Education Committee of not less than five (5) Members to work with the University and Institute

staff to accomplish the strategies and achieve the goals set out in the Strategic Plan of the Institute and otherwise assigned by the Chairman in the area of education development.

F. National Advisory Board. The Executive Committee shall appoint no more than twenty-five (25) individuals to serve on a National Advisory Board. Members of the National Advisory Board shall be expected to support and advise the University, the Institute's staff, and the Board regarding the mission, strategies and goals of the Institute and to serve as ambassadors for the Institute and its work. Members of the National Advisory Board shall be appointed by the Executive Committee in approximately equal numbers for their respective expertise or interest in one or more of the following initiatives of the Institute: (i) Community Building; (ii) Economic Development; (iii) Education – Kindergarten through Grade 12; (iv) Education – University and Post-Graduate; and (v) Resource Development. The Executive Committee shall, by random lot, designate approximately one-third of the initial members of the National Advisory Board to serve a three (3) year term, approximately one-third of the initial members of the National Advisory Board to serve a two (2) year term, and approximately one-third of the initial members of the National Advisory Board to serve a one (1) year term. In succeeding years, the Executive Committee shall appoint new members of the National Advisory Board to three (3) year terms in whatever number it deems appropriate so long as total membership of the National Advisory Board does not exceed twenty-five (25) members.

G. Special Committees. The Chairman may appoint or the Board may designate special committees. Each special committee shall have such name and such responsibilities as may be determined by the Chairman or the Board, respectively. Each

such special committee shall hold office during the term of the Chairman who appointed it or until otherwise ordered by the Board, respectively.

H. Committee Chairs. The Chairman shall serve as Chairman of the Executive Committee. The Chairman shall appoint annually a Chairman of the National Advisory Board from among the members of the National Advisory Board. The Chairman shall appoint annually from the Members a Chairman for all other standing and special committees of the Board.

I. Vacancies. The Chairman may fill any vacancy in any standing or special committee except the National Advisory Board.

### **VIII. BOARD AND COMMITTEE MEETINGS**

A. Annual Board Meeting. The Board shall hold an Annual Meeting on or about April 1 of each year on the Oxford campus of the University for the purpose of (i) receiving reports from the Institute on its operations during the prior year and its plan and budget for the upcoming year; (ii) receiving reports from Officers and committees; (iii) electing Members and Officers for the upcoming year; and (iv) the transaction of all other business which might come before the Board.

B. Mid-Year Board Meeting. The Board shall hold a mid-year meeting on or about November 1 of each year at a place to be determined by the Chairman for the purpose of (i) receiving progress reports from the Institute on its operations, plan and budget for the current year; (ii) receiving reports from Officers and committees; (iii) and the transaction of all other business which might come before the Board.

C. Special Meetings. Special Meetings of the Board may be called by the Chairman or a majority of the Board to be held at such places and times and for such purposes as the Chairman or such majority may designate, respectively.

D. Committee Meetings. Committee meetings may be called by the Chairman of the committee to be held at such places and times and for such purposes as the Chairman may designate.

E. Unanimous Consent. Any action which may be taken at a meeting of the Board or a committee may be taken by a consent in writing signed by all of the Members or by all Members of the committee, as the case may be, and filed with the records or proceedings of the Board or committee.

F. Proxies. Any Member absent from a meeting of the Board or a committee may be represented at said meeting by any other Member, who may cast the vote of the absent Member according to written instructions, general or specific, from the absent Member.

G. Electronic Participation. Members may participate in and hold a meeting of the Board or a committee by means of conference telephone, teleconference, or similar communications equipment, provided that all Members participating in the meeting can hear and be heard by all of the other participating Members. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting, except where a Member participates in a meeting for the express and sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

H. Notice. Notice of a meeting of the Board or a committee shall be given to each Member or committee Member, as the case may be, not less than five (5) business days (not counting the day notice is initiated but counting the day of the meeting) prior to the date said meeting is to be held, stating the date, time, place and purpose of said meeting, and delivered in accordance with these Bylaws. Whenever any notice is required by these Bylaws to be given, such notice shall be deemed to be given (i) on the third day after being deposited in a mail receptacle, postage pre-paid and addressed to the person entitled thereto at his/her address as it appears in the records of the Board on the day of such mailing, or (ii) on the day sent by facsimile to the person entitled thereto at his/her facsimile address as it appears in the records of the Board on the day of such notice, or (iii) on the day sent by email to the person entitled thereto at his/her email address as it appears in the records of the Board on the day of such notice, or (iv) by such other form of communication as the Board may from time-to-time designate.

I. Waiver of Notice. Notice of any meeting of the Board or a committee may be waived if a waiver of notice of said meeting, stating the date, place and purpose of the meeting, is signed by all Members or committee Members, as the case may be.

J. Quorum. The presence in person of a majority of the Members shall constitute a quorum of the Board at a Board meeting. The presence in person of a majority of the committee Members shall constitute a quorum at a committee meeting. If a quorum is present when a meeting of the Board or a committee is convened, the Members present may continue to do business, taking action by vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum as fixed in this section, or the refusal of any Member present to vote.

K. Presiding Member. The Chairman shall preside at all meetings of the Board. In the absence of the Chairman, the Vice Chairman shall preside at all meetings of the Board. The Chairman of any committee shall preside at all meetings of a committee.

L. Resolutions. All resolutions of the Board or a committee entered in the minutes without special statement of the yeas and nays shall be considered passed by the unanimous vote of the Members present at the meeting. Any Member who votes against a motion shall have the right to request the Secretary to enter his or her name on the minutes as voting against the motion.

#### **ARTICLE IX: AMENDMENTS**

These Bylaws may be altered, amended or repealed by (i) the affirmative vote of two-thirds of the Members present at any meeting of the Board and (ii) the written approval of the Chancellor.

#### **ARTICLE X: MISCELLANEOUS PROVISIONS**

A. No Funds. The Board shall not collect any funds or issue any checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness, and the Board shall not reimburse any out of pocket expenses incurred by Members.

B. Records. The Bylaws and the minutes of all meetings of the Board and all committees shall be recorded in appropriate minute books; shall be signed by the Secretary or other Officer appointed to act as secretary of the meeting; and shall be submitted to the Chancellor of the University for approval.

C. Enforceability. If any term or provision of these Bylaws or any application thereof shall be invalid or unenforceable, the remainder of these Bylaws or any other application of such term or provision shall not be affected thereby.

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**SECRETARY'S CERTIFICATION**

The foregoing Bylaws were approved and adopted by the Advisory Board of the William Winter Institute for Racial Reconciliation on the 1<sup>st</sup> day of April, 2008.

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\_\_\_\_\_, Secretary

**CHANCELLOR'S APPROVAL**

The foregoing Bylaws were approved by the Chancellor of the University of Mississippi on the \_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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Robert C. Khayat, Chancellor