

Bylaws

MONTPELIER DESCENDANTS COMMITTEE

a Virginia nonstock corporation

Montpelier Descendants Committee (the "MDC"), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the "Code"), hereby adopts the following Bylaws, which shall govern the management and operation of MDC's activities and the regulation of its affairs to the extent consistent with MDC's Articles of Incorporation and applicable law and in accordance with Section 13.1-823 of the Code.

Article One

Purpose and Definitions

Section 1.1 — Purpose. MDC is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

MDC is organized and shall be operated for the purpose of restoring the narratives of enslaved Americans at plantation sites in Central Virginia, including but not limited to James Madison's Montpelier, from the margins to the center of historical discourse. MDC is committed to equal co-stewardship at James Madison's Montpelier. MDC promotes a more accurate understanding of the lives of enslaved people based on broader, richer and more truthful interpretations of American history. Through a series of public programs, events, research and communications MDC seeks to demonstrate how the lives of enslaved persons made possible and informed the ideals of universal liberty enshrined in the Declaration of Independence and the Constitution, yet denied to them. MDC shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

MDC shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the Commonwealth of Virginia, and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of MDC. At no time and in no event shall MDC participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986.

Section 1.2 — Definitions. Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code of Virginia shall be deemed to have the meaning set forth in such section of the Code.

Article Two

Members

Section 2.1 — Definition of Descendant Community and General Membership. In its most fundamental form, a "descendant community" is a group of people whose ancestors were enslaved at a particular site, but it can transcend that limited definition. A descendant community can include those whose ancestors were enslaved not only at a particular site, but also throughout the surrounding region, reflecting the fact that family ties often crossed plantation boundaries. A descendant community can also welcome those who feel connected to the work the institution is doing, whether or not they know of a genealogical connection. The authorized membership of

MDC (the “general membership” or “MDC members”) shall consist of Descendant Members and Affiliate Members.

Section 2.2 — Descendant Members. “Descendant Members” shall consist of those of the general membership who are descendants of those individuals who were enslaved in the 850 square-mile area that extends from the historic port of Fredericksburg to the North, the Blue Ridge Mountains to the West, and the port of Richmond to the South, known as the Arc of Enslaved Communities (“the Arc”), and who support the purpose statement in Article One, Section 1.1.

Section 2.3 — Affiliate Members. “Affiliate Members” shall consist of those of the general membership who are persons who feel connected to the work done by the MDC and who support the purpose statement in Article One, Section 1.1.

Section 2.4 — Eligibility and Dues. Membership dues, if any, shall be set by the Board of Directors. Membership is granted after completion and receipt of a membership application and annual dues. Continued membership is contingent upon being up-to-date on membership dues.

Section 2.5 — Rights of Descendant Members. Descendant members may attend the annual meeting, serve on committees as voting members, chair committees, nominate and self-nominate to the Nominating Committee for Board positions, and otherwise participate in MDC activities as determined by the Board.

Section 2.6 — Rights of Affiliate Members. Affiliate Members may attend the annual meeting, serve on certain committees as voting members, chair certain committees, nominate Descendant Members to the Nominating Committee, and otherwise participate in MDC activities as determined by the Board.

Section 2.7 — Regular Meetings. Regular meetings of the general membership shall be held periodically during the year at a time and place determined by the Board not less than at least two weeks before the meeting. At least one regular meeting (the “annual meeting”) will be held during the year during the month of June. At the annual meeting the members shall receive reports on the activities of the MDC.

Section 2.8 — Special Meetings. Special meetings of the general membership may be called by the President, or, upon the written request of a majority of currently serving Board members submitted to the Secretary, by the Secretary.

Section 2.9 — Notice of Meetings. A written notice of each regular meeting of the general membership shall be provided to MDC members at least 10 days before the date of the meeting. Written notice of a special meeting of the general membership shall be provided to MDC members at least five days before the meeting. Notice will be given by e-mail and/or via website/internet.

Section 2.10 — Presiding Official. The President of MDC or the President's designee shall preside over each general membership meeting.

Article Three

Board of Directors

Section 3.1 — Authority. Except as otherwise provided herein, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the organization shall be managed under the direction of, the Board of Directors (the “Board” or “MDC Directors”).

Section 3.2 — Number, Tenure, Requirements, and Qualifications. The number of Directors shall be fixed from time-to-time by the Board but shall consist of at least three (3) and not more than eleven (11) Descendant Members. All MDC Descendant Members are eligible to serve as

Directors. Each Director shall serve a term of two years, effective August 1 and ending on July 31. A Director need not be a resident of the Commonwealth of Virginia.

Section 3.3 — Duties. The Board shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Virginia Nonstock Corporation Act. The Board shall establish policies and directives governing business and programs of the MDC, approve expenditures, and shall delegate to its Executive Director and MDC staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 3.4 — Annual Meeting. The Board shall hold its annual meeting of the Board of Directors in the month of June each calendar year. The Board may provide by resolution the time and place for the holding of the meeting. At the annual meeting of the Board of Directors, the Board shall consider a slate of Directors put forth by the Nominating Committee, if any, for the upcoming year to be voted upon by the Directors at its next regular meeting and shall conduct any business that may properly be brought before the Directors.

Section 3.5 — Regular and Special Meetings. Regular meetings of the Board shall be held at such dates, times and places as the Board shall determine. Special meetings of the Board may be called at any time by the President, or, upon the written request of any two Directors submitted to the Secretary, by the Secretary. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 3.6 — Notice. MDC Directors shall receive notice mailed, emailed, or telephoned to the address or telephone number on record to each MDC director not less than five (5) business days before any annual or regular meeting. Notice of any special meeting shall be given at least two (2) days in advance of the meeting by telephone or written or electronic methods.

Section 3.7 — Quorum. A majority of the Board shall constitute a quorum. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 3.8 — Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board or any committee to use email to approve actions as long as a quorum gives consent.

Section 3.9 — Virtual Participation in Meeting. MDC Directors may participate in a meeting through telephone, videoconferencing, or similar communications equipment, so long as all MDC Directors participating in such meeting can hear one another.

Section 3.10 — Compensation. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the purposes for which MDC is organized are allowed to be reasonably reimbursed with documentation and prior approval.

Section 3.11 — Removal. Any member of the Board of Directors can be removed by vote of 3/4 (three-quarters) of the members of the Board of Directors if in their judgment the best interest of the MDC would be served thereby. Further, any member of the Board of Directors that fails to satisfy the requirements of the MDC Attendance Policy will be asked to resign or will be subject to removal by the affirmative vote of the Board pursuant to this clause. Each member of the Board of Directors must receive written notice of the proposed removal at least seven (7) days in advance of the proposed action. An officer who has been removed as a member

of the Board of Directors shall automatically be removed from office.

Article Four

Officers of the Board of Directors

Section 4.1 — Officers. MDC's officers shall be a President, Vice President, Secretary, Treasurer and Immediate Past President. If the Immediate Past President is not able or available to serve, or if no longer a member of the MDC, the Board of Directors shall name the fifth Officer, from any currently serving Director, by majority vote, with consent of the Director so named. If no majority is reached, the Chair of the Nominating Committee shall serve as an Officer of the Board.

Section 4.2 — Election of Officers. The Nominating Committee shall submit prior to the annual meeting the names of those persons, if any, for the respective offices of the Board. The Board shall elect MDC's officers from among MDC Descendant Members at the first regular Board meeting after the annual meeting of the Board of Directors.

Section 4.3 — Eligibility. All MDC Descendants are eligible to serve as officers. Each person elected shall hold only one office at a time.

Section 4.4 — Vacancies. If there is a vacancy in the office of President, other than from the expiration of a term of office, the Vice President will become the President. The Nominating Committee shall be responsible for nominating persons to fill other vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least seven (7) days prior to the next meeting at which the election will be held. The Board will consider only those persons who have been nominated and will vote by simple majority. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Section 4.5 — Term. Each officer shall serve a term of two years, effective August 1st and ending on July 31st, and may serve no more than three consecutive terms in the same office. New officers shall be obligated to honor expenditures that have been provided for in the previous year's budget. Retiring officers shall continue to serve until their successors take office. Retiring officers shall relinquish duties and all MDC records to successors upon leaving office.

Section 4.6 — Removal. Officers can be removed by vote of 3/4 (three-quarters) of the members of the Board of Directors. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing fourteen (14) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 4.7 — President. The President shall serve as the chief executive officer of the organization and carry out the policies of the Board. The President shall have charge of day-to-day operations of MDC subject to the policies of the Board. The President shall preside at all meetings of the general membership and all meetings of the Executive Committee. The President shall have general superintendence and direction of all other officers of the MDC and see that their duties are properly performed. The President shall be a nonvoting Ex-officio member of all committees and shall have the power and duties usually vested in the office of the President.

Section 4.8 — Vice President. The Vice President shall advise and report to the President, perform the duties of the President in the absence or incapacity of that officer, and perform other duties as assigned by the Board.

Section 4.9 — Secretary. The Secretary shall record the minutes of all meetings of the general membership and Board in books proper for that purpose. The Secretary shall also keep a complete roster of all officers and of all standing and special committees, serve as corresponding secretary, and prepare notices for meetings of the general membership and Board. In the absence or unavailability of the Secretary, the duties of the Secretary may be carried out by another officer or director designated by the President.

Section 4.10 — Treasurer. The Treasurer shall receive all funds of MDC; keep an accurate record of receipts and expenditures, and dispense funds in accordance with the approval of the Board. The Treasurer shall present a financial statement at every Board and general membership meeting and at other times of the year when requested by the Board and shall make a full report at the first Board meeting after MDC tax forms are filed each year. The Treasurer shall oversee the completion and filing of all necessary tax, corporate and 501(c)(3) paperwork. The Treasurer will also ensure that all required fiscal paperwork is available for public examination when a written request for such documents is made to the Board, as required by applicable statutes. The Treasurer shall ascertain that appropriate procedures are being followed in MDC's financial affairs, including the filing of required tax returns, and shall perform such duties as occasionally may be assigned by the Board or President.

Section 4.11 — Agents. Such agents as the Board may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board establishing the need for that agent.

Article Five

Committees

Section 5.1 — Standing and Additional Committees. The Board may establish committees as needed. Committees shall fix their own rules of procedure and a majority of the members serving shall constitute a quorum.

Section 5.2 — Chairs. The Board shall appoint a chair for each standing committee and for any additional committees it authorizes. The Board may remove and replace a committee chair at any time by providing written notice to the committee chair.

Section 5.3 — Membership and Meetings. Except for the Executive and Nominating Committees which are limited to Descendant Members, Committee chairs may solicit and appoint additional MDC Descendant and Affiliate Members to serve on their respective committees. Committee meetings shall be held regularly at such times as the committee chair determines. Except as otherwise expressly provided herein, the provisions of these Bylaws which govern meetings and notice of meetings, action without meetings, and quorum and voting requirement of the Board shall apply to committees. Each committee chair shall keep a written record of the committee's activities in a manner that would allow these records to be passed along to future chairs. These records shall be turned over to the Secretary, who will maintain a comprehensive file of all MDC activities and make them available to future chairs.

Section 5.4 — Executive Committee. The five officers serve as the members of the Executive Committee. The Executive Committee is responsible for supervising the Executive Director and other MDC staff, including conducting performance evaluations, and addressing high-level workplace issues.

Section 5.5 — Nominating Committee. The Board of Directors may appoint a Nominating Committee of the Board, consisting of not less than three (3) MDC Descendant Members. The

Nominating Committee shall review the qualifications of potential candidates for the Board and shall propose nominees for directors, including that of officers, to the Board. The Nominating Committee shall provide notice to the general membership no less than ten days (10) prior to the annual meeting of the opportunity for Descendant Members to self-nominate or nominate a Descendant Member to the Board of Directors and for Affiliate Members to nominate Descendant Members to the Board of Directors.

Article Six Finances

Section 6.1 — Annual Budget. The Treasurer shall present a tentative budget at the first regular Board meeting during the year. Final approval of the budget rests with the Board.

Section 6.2 — Expenses. The Board shall approve all expenses greater than an amount set by the Board at its budget approval meeting.

Section 6.3 — Checks. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidence of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 6.4 — Deposits and Accounts. All funds of the organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board may select. For the purpose of deposits of the organization, checks, drafts, and other orders of the organization may be endorsed, signed and delivered on behalf of the organization by the Treasurer.

Section 6.5 — Fiscal Year. The fiscal year of MDC shall be January 1 - December 31, but may be changed by resolution of the Board.

Section 6.5.1 — Gifts. The Board of Directors may accept on behalf of MDC any contribution, gift, bequest, or devise for the purposes of MDC, in accordance with MDC's Gift Acceptance Policy.

Section 6.6 — Accountability. Correct books of account of the activities and transactions of the organization shall be kept at MDC's office and are subject to review and audit in such manner as shall from time to time be determined by resolution of the Board or of any committee to which the Board has delegated such authority. Corporate records shall include a minute book, which shall contain a copy of the certificate and articles of incorporation, a copy of these Bylaws, required tax returns for the last three years, and all minutes of meetings of the Board and general membership. Additional accounting, banking and/or record-keeping policies and procedures designed to ensure the fiscal integrity of the organization may, from time-to-time be adopted by resolution of the Board or of any committee to which such authority has been delegated by the Board.

Article Seven Corporate Staff

Section 7.1 — Executive Director. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall direct the day-to-day business of the MDC, maintain the properties of the MDC, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall hire and fire staff, including any Project Director. Notwithstanding this, however, a Project

Director can be fired only upon prior consultation with the Executive Committee of the Board of Directors. The Executive Director shall make such reports at the Board meetings as shall be required by the President, the Executive Committee, or the Board. The Executive Director shall be an ad-hoc member of all committees. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at the meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 7.2 — Project Director(s). The Executive Director (or in the absence of an Executive Director, a majority of the Executive Committee) shall hire one or more Project Directors who shall serve at the will of the Board. The Project Director(s) shall report to the Executive Director, or in the absence of the Executive Director, the Executive Committee. The Project Director(s) shall serve until removed by the Executive Director after consultation with the Executive Committee, or in the absence of the Executive Director upon an affirmative vote of three-quarters (3/4) of the members of the Executive Committee. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Project Director, who shall remain an employee terminable at will, as provided in this Section.

Section 7.2.1 — Pre-Existing Project Director. A Pre-existing Project Director was hired in 2022 under a grant awarded by the State of Virginia. Due to the MDC board having not yet achieved its non-profit status at the time of the grant award, the terms of the grant required this Project Director to work under the authority of The Montpelier Foundation (TMF) in cooperation with the MDC. As such, the Pre-Existing Project Director is an employee of TMF and does not fall within the scope of Section 7.2.

Article Eight

Conflicts of Interest Policy

Any contract or other transaction between the organization and one or more of its Directors, or between the organization and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the organization and any corporation or association of which one or more Directors are shareholders, members, Directors, officers or employees, or in which they are interested, shall be in accordance with the Virginia Nonstock Corporation Act.

Article Nine

Limitation of Liability and Indemnification

Section 9.1 — Limitation of Liability. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of the Directors or officers, a director or officer of the organization shall not be liable to the organization for any monetary damages.

Section 9.2 — Indemnification. The organization shall indemnify every director or officer, employee or agent of the organization, present and former, to the fullest extent permitted under the Virginia Nonstock Corporation Act, and subject to the limitations of that Act. Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

Article Nine Amendment of Bylaws

These Bylaws may be amended at any regular or special meeting of the Board where a quorum is present provided that the meeting notice (1) states that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and (2) contains or is accompanied by the proposed amendment.

Article Ten Effect of Provisions of Law and Articles of Incorporation

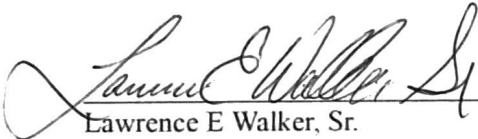
Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Virginia Nonstock Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

Bylaws Originally Adopted: April 28, 2021

Date of First Amendment: July 25, 2022

Date of Second Amendment: May 15, 2023

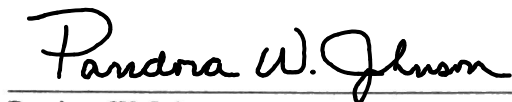
Date of Third Amendment: July 25, 2024



Lawrence E Walker, Sr.
President, MDC

I, Pandora W. Johnson, Secretary of the Montpelier Descendants Committee (the "MDC"), do hereby certify that the attached copy of the Corporation's Bylaws which were amended and adopted by the Board of Directors on July 25, 2024, is an accurate copy thereof, and that the Bylaws are in full force and effect as of this date.

IN WITNESS THEREOF, I have affixed my signature this 13th day of August, 2024.



Pandora W. Johnson
Secretary, MDC