OPEN SESSION

A. Pledge of Allegiance (Mr. Diamonstein)

B. Remarks by the Rector

C. Report by the Student BOV Member

D. Report by the President

E. Approval of the Full Board Minutes for February 21-22, 2013 Meetings of the Board of Visitors and April 18, 2013 Full Board Meeting (The Rector)

F. Resolution for Addition(s) to the Agenda (The Rector)

G. Miller Center Amendments to the Bylaws, Election of Officers, Election of New Members, and Establishment of a New Staggered Term for Council Members
RESOLUTION TO APPROVE ADDITIONAL AGENDA ITEMS

RESOLVED, the Board of Visitors approves the consideration of addenda to the published Agenda.
RESOLVED, on the recommendation of the Governing Council of the University of Virginia's White Burkett Miller Center of Public Affairs (the Governing Council), the Board of Visitors ratifies amendment of the Governing Council bylaws regarding the relationship of the Miller Center and Miller Center Foundation to the University (Article IV, Section 3); increasing maximum Council membership (Article VI, Section 2); establishing staggered member terms and extension of terms for officers and committee chairs (Article VI, Section 3); setting the number of annual meetings (Article VI, Section 7); and endorsing a new committee structure (Article VII); and

RESOLVED FURTHER, on recommendation of the Governing Council, the Board of Visitors ratifies the election of the following individuals to the Governing Council for one-year terms: Mortimer Caplin, Eugene V. Fife, Daniel K. Frierson, Joseph R. Gladden Jr., Slade Gorton, John T. Hazel Jr., Frederick P. Hitz, and Edgar J. Roberts Jr.; the following individuals for two-year terms: Michael P. Castine, David R. Goode, Glynn D. Key, Richard R. Kreitler, George W. Logan, Leigh B. Middleditch Jr., J. Ridgely Porter III, and Anne R. Worrell; and the following individuals for three-year terms: Terrence D. Daniels, Norwood H. Davis Jr., Claire W. Gargalli, Judith Richards Hope, Daniel P. Jordan, H. Eugene Lockhart, Alan Murray, Elsie W. Thompson, Jeffrey C. Walker, and Suzanne S. Whitmore. All members will be able to stand for re-election to the Governing Council for one additional three-year term; and

RESOLVED FURTHER, on the recommendation of the Governing Council, the Board of Visitors ratifies the election of the following officers to the Governing Council for one-year terms: Eugene V. Fife as Chair, Joseph R. Gladden as Vice Chair, and Jeffrey L. Chidester (non-Council member) as Secretary.
Amended and Restated  
2013

BYLAWS

MILLER CENTER GOVERNING COUNCIL

Article I – Name

Section 1. The name of the organization is to be WHITE BURKETT MILLER CENTER OF PUBLIC AFFAIRS.

Article II – Purpose

Section 1. The purpose of the Center is to conduct studies and investigations of problems at the national level of a political, legal, economic or social nature.

Article III – Policy Guidelines

Section 1. The function of the Center will be to contribute to the solution of major problems at the national level of a political, legal, economic or social nature. It will engage in comprehensive and intensive research into problems such as the role of the Presidency within the federal system and the Administration of Justice. Research projects of this nature should be limited in number and should be long-range. Short-term and transitory projects should be avoided. Projects undertaken should be brought into relationship to the on-going educational process at the University through participation of University faculty and students. It should be a major objective of each project to engage the attention of the public and the national government and thereby to strengthen the possibility of contributing to the solution of the particular problem involved.

Section 2. The Center is to provide a non-political forum at which recognized authorities may assemble, consider and discuss matters of national importance and provide facilities for research, teaching and dissemination of knowledge.

Article IV – Relationship to University of Virginia

Section 1. The Center is to be an integral part of the University of Virginia but with maximum autonomy within the University system.

Section 2. The rector and the president of the University, or their designees, are to be ex officio members of the governing body of the Center. The University is to participate in the selection of its other members and of its director as hereinafter specified.

Section 3. The director of the Center and University officials shall, in connection with the annual budget process, consult as needed concerning the assets and liabilities of the Center and Miller Center Foundation and the income and expenses of the Center and Miller Center Foundation.
Section 4. The Fiscal year of the Center is to be the same as that of the University, namely from July 1st to June 30th of each year.

Section 5. Retirement requirements of employees of the Center are to be in accordance with the established policy of the University for its own employees of comparable status, provided that association with the Center does not assure the employee of tenure. Nor shall a tenured faculty member of the University lose tenure because of employment by the Center.

Article V – Funding of Operations

Section 1. The Center is to be supported by endowment funds received from the late Burkett Miller and other sources, as well as by such annual grants as may be received.

Section 2. Endowment funds are to become a part of the endowment funds of the University but with principal and income separately identified and available only to the Center for a period of at least one hundred years.

Section 3. There is to be no encroachment upon or borrowing against existing assets or future income of the endowment for any purpose during the first one hundred years of its existence.

Section 4. Current funds allocated to the Center from its endowment or other source are to be channeled through the fiscal offices of the University and all disbursements of Center funds are to be similarly handled in accordance with directions of the Council.

Section 5. The University is to provide, equip, maintain and service for the Center offices and other facilities compatible with the prestige that it must enjoy in order to perform the functions to which it is dedicated.

Article VI – The Council

Section 1. The governing body of the Center is to be a Council composed as hereinafter set out.

Section 2. The maximum membership of the Council is to be nineteen twenty-nine including the rector and president of the University, or their designees, during their respective incumbencies.

Section 3. Linwood Holton shall be a life member of the Council. Other members elected in 2009 and after may serve up to two consecutive three year terms. Initially, as of April, 2013, members of the Council shall be elected to terms of one to three years in order to establish a Council of staggered terms. Provided, however, that officers and committee chairs shall be eligible to complete their terms as officers or chairs and remain members of the Council until their terms as officers or chairs have expired.
Section 4. Members of Council are to be elected by the Board of Visitors of the University with due regard to geographical representation and national prominence on nomination of Council for staggered terms, provided that a majority of Council be not officially connected with the University.

Section 5. The vote of a majority of all members of the Council is to be required for action on its part. Action may be taken without a meeting if a consent in writing setting forth the action so taken is signed or otherwise executed by all members. The secretary will place such writing in the minute book and promptly mail copies thereof to all members.

Section 6. The Council will exercise oversight for the studies undertaken by the Center in carrying out the purpose for which it has been formed.

Section 7. The annual meeting of the Council is to be held at the principal office of the Center in the spring. One other regular meeting is to be held each year in the fall. In addition, the Council is to meet once annually in the fall and in the winter. A special meeting may be called by the chairman or by the director upon the written request of three members of the Council. At least five days written notice of the time and place of any such meeting of the Council will be given by the secretary.

Section 8. Members of the Council shall notify the Council of any material conflict of interest they may have in any business or programmatic matter concerning the Center, and shall not participate in deliberations or decisions concerning that matter.

Article VII – Committees

Section 1. The Executive Committee of the Council will perform all duties and exercise all powers of the Council other than amendment of the By-Laws when that body is not in session.

Section 2. The Committee is to be composed of the chair of the Council, the vice-chair of the Council, and the president of the University, or designee.

Section 3. The secretary of the Council is to record the minutes of Committee meetings and promptly furnish copies thereof to other members of the Council.

Section 4. Action may be taken by the committee without a meeting if a consent in writing setting forth the action so taken is signed by all its members. The secretary will place such writing in the minute book of the Council and promptly mail copies thereof to all its members.

Section 5. The Nominating Committee shall be responsible for nominating qualified individuals for service on the Governing Council. In making nominations, the Committee shall identify and consider candidates meeting the standards set forth in Article VI Section 4 above.

Section 6. The Council may establish such other committees as it deems appropriate and shall prescribe the authority of any such committee and the period of its existence.
Section 1. The Council shall create five standing committees: Academic Affairs; Public Affairs; Administration, Finance & Audit; Development; and Governance and Nominating. It shall create a Charter for each committee.

Section 2. The Chairs of each of the standing committees along with the Chair of the Council, the Vice-Chair of the Council, the President of the University (or the President’s designee), the Rector of the University (or the Rector’s designee) shall constitute an Executive Committee. The Executive Committee shall have and exercise the authority of the Council in the event the Council cannot be convened, provided however that the Executive Committee shall have no authority to approve an amendment to the Articles or these Bylaws, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Center, the voluntary dissolution of the Center, or revocation of voluntary dissolution proceedings. The Executive Committee shall have the authority to appoint, remove, or accept the resignation of the Secretary and any similar subordinate officers of the Council. The Executive Committee shall have the power to authorize the seal of the Center to be affixed to all papers which may require it.

Section 3. The secretary of the Council is to record the Minutes of Committee meetings and promptly furnish copies thereof to members of the Council.

Section 4. Action may be taken by any Committee without a meeting if a consent in writing setting forth the action to be taken is signed by each of its members. The secretary of the Council shall place such consents in the minute book of the Council and shall promptly mail copies thereof to all of its members.

Section 5. In addition to the committees described in this Article VII, the Council may establish such other committees as it deems appropriate and shall prescribe the authority of any such committee and the period of its existence.

Section 6. The Council shall review the structure and charter of each committee annually at the Council’s spring meeting.

Article VIII – Officers

Section 1. The officers of the Council are to be a chair, vice-chair and secretary, all to be elected by the Council. The two former are to serve three year terms. The secretary, who need not be a member of the Council, is to serve at its pleasure.

Section 2. The chair is to preside at all meetings of the Council and of the Executive Committee and to perform the customary duties of that office. The vice-chair shall preside at meetings in the absence of the chair. The secretary will record the minutes of meetings and perform the customary duties of that office.
Article IX – Beginning and End of Terms

Section 1. Except as hereby provided or otherwise ordered by Council the terms of officers and of the members of Council and of the Executive Committee are to begin on their election by the Board of Visitors and terminate on the election of their successor.

Article X – Director of Center

Section 1. On nomination by the president of the University with the concurrence of its Board of Visitors the Council will elect a director of the Center to serve at its pleasure, provided that the Council is not obliged to accept the nomination.

Section 2. The duties and authority of the director are to be determined by the Council.

Section 3. The director is to make reports at least quarterly to the members of Council on the progress of studies undertaken by it, together with a summary of receipts and disbursements preliminary to the detailed statements at the end of the fiscal year.

Article XI – Amendment

Section 1. Subject to the approval of the Board of Visitors of the University as hereinafter provided these bylaws may be amended at anytime by unanimous vote of all members of the Council and by a majority vote at any meeting of the Council if notice of the proposed amendment has been given in the call for the meeting.

Article XII – Approval by Board of Visitors

Section 1. These bylaws are adopted under the broad powers granted to the Council by the University’s Board of Visitors pursuant to agreements between Burkett Miller and the University. It will be assumed for all purposes that the provisions hereof are in conformity with such authority unless and until modified or nullified by the Board within six months after a receipt of a copy hereof.

Section 2. Amendments to these bylaws will be subject to approval in the same manner by the Board of Visitors, provided that in the rector’s capacity as an ex officio member of the Council he will have sole responsibility for bringing any such amendment to the attention of the Board.
Miller Center Governing Council  
As elected at April 18, 2013 Governing Council Meeting

<table>
<thead>
<tr>
<th>Member</th>
<th>Length of First Term</th>
<th>Term Ends</th>
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<tbody>
<tr>
<td>Mortimer Caplin</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Eugene V. Fife, Chair</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Daniel K. Frierson</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Joseph R. Gladden, Jr., Vice Chair</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Slade Gorton</td>
<td>1 year</td>
<td>2014</td>
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<tr>
<td>John T. Hazel, Jr.</td>
<td>1 year</td>
<td>2014</td>
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<tr>
<td>Frederick P. Hitz</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Edgar J. Roberts, Jr.</td>
<td>1 year</td>
<td>2014</td>
</tr>
<tr>
<td>Michael P. Castine</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>David R. Goode</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>Glynn D. Key</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>Richard R. Kreitler</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>George W. Logan</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>Leigh B. Middleditch, Jr.</td>
<td>2 years</td>
<td>2015</td>
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<tr>
<td>J. Ridgely Porter III</td>
<td>2 years</td>
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<tr>
<td>Anne R. Worrell</td>
<td>2 years</td>
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</tr>
<tr>
<td>Terrence D. Daniels</td>
<td>3 years</td>
<td>2016</td>
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<tr>
<td>Norwood H. Davis, Jr.</td>
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<tr>
<td>Claire W. Gargalli</td>
<td>3 years</td>
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<tr>
<td>Judith Richards Hope</td>
<td>3 years</td>
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<tr>
<td>Daniel P. Jordan</td>
<td>3 years</td>
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<td>H. Eugene Lockhart</td>
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<tr>
<td>Alan Murray</td>
<td>3 years</td>
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<tr>
<td>Elsie W. Thompson</td>
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<tr>
<td>Jeffrey C. Walker</td>
<td>3 years</td>
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<tr>
<td>Suzanne S. Whitmore</td>
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<tr>
<td>Helen E. Dragas (Fralin)</td>
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<tr>
<td>A. Linwood Holton, Jr.</td>
<td>Lifetime Member</td>
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<tr>
<td>Teresa A. Sullivan (Hogan)</td>
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All members can stand for re-election to one additional term beyond the close of their current term.