

**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.)

**Containing draft technical correction of Article II, *Establishment*.**

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## 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.

***See Page 17 – for draft technical correction of Article II, Establishment – pending approval by Council.***

- 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 sixty-five members. All provisions regarding appointment, voting rights, term, vacancies, and compensation are as provided for in the Act.

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.

3.3 *Classification.* 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. Class A consists of the Chairperson and Vice-Chairperson, and the first nine initial Council members in alphabetical order or their respective successors. Class B consists of the next initial eleven Council members in alphabetical order or their respective successors. Classes C, D, and E likewise consist of eleven Council members each, taken in alphabetical order or their respective successors. The initial term of each class expired as set forth in the following table:

<u>CLASS</u>	<u>EXPIRATION OF INITIAL TERM</u>
A	January 15, 1986
B	January 15, 1987
C	January 15, 1988
D	January 15, 1989
E	January 15, 1990

- 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 fifteen voting members.
- 4.2 *Notice.* The Chairperson shall direct the Secretary to give the members of the Council written notice of each meeting, either personally, by mail, or by facsimile transmission (confirmed by mail), stating the time, the place and the agenda for the meeting. Notice by telephone constitutes personal notice. Any member may waive, in writing, notice as to him 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 be given at least 45 calendar days prior to the meeting and notice for several meetings at one time may be given in advance by delivering a calendar of meetings to the Council members at least 45 days prior to the first meeting listed on the calendar. In the case of emergency meetings, notice shall be given so that it is received at least 5 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 Vice Chairperson, the members present at the meeting shall designate a presiding officer.
- 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 Roberts Rules of Order, Revised.

- 4.6 *Minutes.* Written minutes of every Council meeting shall be prepared and 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 as signed and approved shall be kept by the Council Secretary at the Council's office.
- 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 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, the Vice-Chairperson, or by the number of Executive Committee members equaling a quorum as defined below. Notice shall be provided 45 calendar days but in any event not less than 10 calendar days in advance of a meeting. Notice for several meetings at one time may be given in advance by delivering a calendar of meetings to the members of the Executive Committee at least 10 calendar days in advance of the first meeting listed on the calendar. In case of emergency meetings, notice shall be given so that it is received at least 2 calendar days before the meeting. Any Executive Committee member may waive, in writing, notice as to him 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.

5.3 *Composition and Appointment.* The Executive Committee is composed of

- (i) the Chairperson (who will serve as the Chair of the Executive Committee),
- (ii) the Vice Chairperson (who will serve as the Vice Chair of the Executive Committee),
- (iii) the Director (as a non-voting member),
- (iv) the Chair of the Committee on Conscience,
- (v) the Chair of the Development Committee,
- (vi) the Chair of the Finance Committee,
- (vii) the Chair of the Governance Committee,
- (viii) the Chair of the Collections and Acquisitions Committee,
- (ix) the Chair of the Academic Committee
- (x) the Chair of the Education Committee, and
- (xi) three at-large members.

The Chair of the Audit Committee may attend each meeting of the Executive Committee as a non-voting observer.

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.

No individual shall serve as a member of the Executive Committee for more than 7 consecutive years except for the Chairperson, and the Vice Chairperson.

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.

5.4 *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 conferencing 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 (iv) minutes are prepared.

- 5.5 *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 Roberts Rule of Order, Revised.
- 5.6 *Minutes.* Written minutes shall be prepared of every Executive Committee meeting 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 signed and approved shall be kept by the Council Secretary at the Council's offices.
- 5.7 *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.
- 5.8 *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 for any reason other than illness, (ii) ceases to be a member of the Council or (iii) has been removed pursuant to Section 5.9 below. An *ex officio* Executive Committee member's term terminates automatically if such member's tenure as Committee Chair is terminated in accordance with Section 6.8 or because he or she has failed to attend at least half of the Executive Committee meetings in any fiscal year for any reason other than illness.
- 5.9 *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.
- 5.10 *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.

- 5.11 *Written Action.* Any act required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if 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 and Other Committees. Subject to Section 6.10 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 Committee. 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. The Audit Committee shall submit a written report to the Executive Committee not less often than twice in each Fiscal Year.
- 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.

- (ii) Finance Committee  
The Finance Committee oversees the preparation and implementation of the Museum's budgets and assists in the oversight of investments and assets. It shall have an Investment Sub-Committee.
- (iii) Collections and Acquisitions Committee  
The Collections and Acquisitions Committee assists in overseeing the Museum's collections, including policies for accessions and deaccessions.
- (iv) Development Committee  
The Development Committee leads the Museum's fundraising activities and assists the Museum in overseeing all fundraising policies.
- (v) Governance Committee  
The Governance Committee monitors and evaluates the processes, Structures and operations of the Museum and the Council and its Committees.
- (vi) 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.
- (vii) 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.
- (viii) 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

The Council Membership Advisory Committee identifies potential candidates for Council membership and recommends such potential candidates to the Chairperson. It is composed of:

- (a) the Chairperson;
- (b) the Vice Chairperson;
- (c) the Chair of the Governance Committee;
- (d) the Director (who shall be a non-voting member of the Council Membership Advisory Committee);
- (e)-(f) two members of the Council to be appointed by the Chairperson.

The Chair of the Council Membership Advisory Committee shall be appointed by the Chairperson from among the members of the Committee. 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 6.2 (vi) above and 6.10 below, the Chairperson shall designate the members of each Committee.
- (a) Subject to Sections 6.2(vi) above and Section 6.8 below, Oversight Committee members will serve terms of two years. 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 Oversight Committees for reasons of special expertise.
  - (b) Subject to Section 6.8 below, Other Committee members will serve terms of two years. Non-Council members may be appointed to all Other Committees for reasons of special expertise.
- 6.6 *Term Limits.* Except for the *ex officio* members of the Council Membership Advisory Committee, no Committee member of an Oversight Committee may be appointed for more than two consecutive terms. A Committee member of an Oversight Committee who has served two consecutive terms on an Oversight Committee may not be reappointed to the same Oversight Committee unless one calendar year has passed following the expiration of the Committee member's previous term on the Oversight Committee.

- 6.7 *Appointments and Term of Committee Chairs.* Subject to Section 6.10 below, Committee Chairs of all Committees shall be appointed by the Chairperson from among the Council members provided that for Other Committees and Special Committees the requirement of Council membership may be waived at the election of the Chairperson with the approval of the Executive Committee. Committee Chairs will serve one two year term and may be reappointed. However, the Committee Chairs of Oversight Committees other than the Council Membership Advisory Committee may be reappointed for only one additional consecutive term, although they may serve out any remaining term as an Oversight Committee member. Any individual who has served two consecutive two year terms as an Oversight Committee Chair may not be reappointed as Oversight Committee Chair of the same Committee unless one calendar year has passed following the expiration of the Council member's prior term as Oversight Committee Chair.
- 6.8 *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 for any reason other than illness, (ii) in the case of members of the Council Only Committees, if the Committee member ceases to be a Council member, and (iii) the Chairperson removes the Committee member in accordance with Section 6.9 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 (x) the Committee Chair ceases to be a member of the Council or the Committee he or she chairs or (y) in the event that the Committee Chair is an *ex officio* member of the Executive Committee if he or she failed to attend at least half of the Executive Committee meetings in any fiscal year for any reason other than illness.
- 6.9 *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.
- 6.10 *Consultation with Council.* The Chairperson should consult with the Vice Chairperson, the Chair of the Governance Committee, the Chair of the committee at issue, and the Director before establishing committees or appointing Committee Chairs or Committee members.
- 6.11 *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. Notice shall be provided at least 45 calendar days but in any event not less than 10 calendar days in advance of a meeting. Notice may be given by delivering a calendar of meetings to the committee members at least 10 calendar days prior to the first meeting listed on the calendar. In case of emergency meetings, notice shall be give so that it is received at least 5 calendar days before the meeting. Any committee member may waive, in writing, notice as to him 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.

- 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 members of a Committee constitutes a quorum for the transaction of business. At the discretion of the Chairperson 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 participants in the meeting, (iii) every participant can hear 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 Roberts Rule of Order, 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 Council's 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 *The 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 *The 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. The Director is the chief executive officer of the Museum and is accountable to the Council reporting through the Chairperson. The Council sets policy and strategic direction. When the Council is not in session, the Executive Committee, acting through the Chairperson, subject to the provisions of Section 3.1, fulfills this function. The Director shall see that all resolutions and policies of the Council 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 and record and keep the minutes, and keep in safe custody the seal of the Council. The Secretary shall prepare and distribute the minutes to Council members within 60 days following a 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.
- 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 and the year of its establishment 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.

## ARTICLE IX

### *Transitional Provisions*

#### 9.1 *Terms of Committee Members.*

- (a) The term of Oversight Committee members who will have served continuously on an Oversight Committee for less than three years on January 1, 2000, will terminate three years from the date of their appointment and these Oversight Committee members may be reappointed to one additional three year term. The term of Oversight Committee members who will have served continuously on an Oversight Committee for more than three years but less than six years on January 1, 2000, will terminate the later of (i) six years after the date of their initial appointment or (ii) December 31, 2000. Oversight Committee members who will have served continuously on a particular Committee for six years or longer on January 1, 2000, may only be appointed for a one or two year term beginning January 1, 2000 and the term will be determined by lot, such lot to be cast at the first Oversight Committee meeting in the year 2000. After the expiration of an Oversight Committee member's final term as permitted by this Section 9.1, Oversight Committee members may not be reappointed to the same Oversight Committee unless one calendar year has passed following the expiration of his or her previous term on the Oversight Committee.
- (b) The current terms of members of Other Committees who are in office as of the time of adoption of these Amended and Restated Bylaws will terminate on December 31, 2000. They may be reappointed in accordance with Section 6.5 above.

#### 9.2 *Terms of Committee Chairs.*

- (a) The term of Oversight Committee chairs who will have served continuously as Oversight Committee Chair of a particular Oversight Committee for less than two years as of the date of adoption of these Amended and Restated Bylaws, will terminate two years from the date of their appointment and these Oversight Committee Chairs may be reappointed to one additional two year term. All other Oversight Committee Chairs may be reappointed to serve until the later of (i) four years from the date of their initial appointment as Oversight Committee Chair or (ii) December 31, 2000. After the expiration of an Oversight Committee Chair's final term as permitted by this Section 9.2, an Oversight Committee Chair may not be reappointed as the Oversight Committee Chair for the same Oversight

Committee unless one calendar year has passed following the expiration of his or her previous term as Chair of the particular Oversight Committee.

- (b) The current terms of Other Committee Chairs who are in office as of the time of adoption of these Amended and Restated Bylaws will terminate on December 31, 2000. They may be reappointed in accordance with Section 6.7 above.

9.3 *Terms of Executive Committee Members.* Any voting *ex officio* member of the Executive Committee as of the date of the adoption of these Amended and Restated Bylaws who is not an *ex officio* member of the Executive Committee pursuant to Section 5.3, will continue to be a member of the Executive Committee until the earlier of (i) such member's resignation, (ii) such time as he or she ceases to be the Chair of the Committee in question or (iii) December 31, 2000. Any at-large member of the Executive Committee as of the date of the adoption of these Amended and Restated Bylaws who resigns or ceases to be a member of the Council prior to January 1, 2001 may only be replaced if, at the time of the resignation, there are a total of not more than three at-large members of the Executive Committee in office. If, on January 1, 2001, there are more than three at-large members of the Executive Committee in office, the Chairperson, at his or her discretion, shall remove, as appropriate, at-large members from the Executive Committee so that the number of at-large Executive Committee members will be three. The term of at-Large Executive Committee members who, as of the date of adoption of these Amended and Restated Bylaws, will have served continuously for three years or longer as at-large members of the Executive Committee will terminate on December 31, 2000. After the expiration of this one year term, they may not be reappointed as an at-large member of the Executive Committee before January 1, 2002. At-large Executive Committee members who are serving in such capacity as of the date of adoption of these Amended and Restated Bylaws, will continue serving as at-large members of the Executive Committee until the close of Fiscal Year 2004.

**PROPOSED REVISION  
OF**

**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, by Public Law 102-529, 106 Stat. 3463, October 27, 1992, and by Public Law 105-225, 112 Stat. 1277, August 12, 1998. **[The United States Holocaust Memorial Museum was re-established with permanent authorization as an independent establishment of the United States government - by 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.]**<sup>1</sup>
- 2.2 *Purposes.* The purposes for which this Museum was established are those stated and promulgated by Congress in the Act.

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<sup>1</sup> Bold Bracketed Material is a proposed technical correction/update to Article II, pending approval by full Council