

# FOUNDATION FOR SCALIA LAW

## BYLAWS

### ARTICLE I TRUSTEES

1.1 General Powers. Foundation for Scalia Law (the “Foundation”) shall have a Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Trustees, subject to any limitation set forth in the Articles of Incorporation.

1.2 Election and Term. Additional or successor Trustees shall be elected or appointed in the manner and for the terms set forth in the Articles of Incorporation.

1.3 Removal; Vacancies. The Board of Trustees may remove any Elected Trustee, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Elected Trustee. The removal of an Elected Trustee shall be effective only upon the affirmative vote of a majority of the remaining Trustees. A vacancy among the Elected Trustees on the Board of Trustees, including a vacancy resulting from the removal of an Elected Trustee or an increase in the number of Elected Trustees, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new Elected Trustee may not take office until the vacancy occurs.

1.4 Annual and Regular Meetings. An annual meeting of the Board of Trustees (for the purpose of electing officers and carrying on such other business as may properly come before

the meeting) shall be held on such day in May or June of each year or such other date as shall be determined by the Chair or the Board of Trustees. The Board of Trustees may also have a schedule of additional meetings which shall be considered regular meetings to be held on such dates as shall be determined by the Chair or the Board of Trustees. The annual and any regular meetings shall be held, either within or without the Commonwealth of Virginia, as the Chair or the Board of Trustees shall designate from time to time. If no such place is designated in the notice of the meeting, it shall be held by electronic video screen communication as long as all persons participating in the meeting may simultaneously hear each other during the meeting.

1.5 Special Meetings. Special meetings of the Board of Trustees may be called by the Chair or any three of the Trustees and shall be held at such places, within or without the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held by electronic video screen communication as long as all persons participating in the meeting may simultaneously hear each other during the meeting.

1.6 Notice of Meetings. No notice need be given of annual and regular meetings of the Board of Trustees. Notice of special meetings of the Board of Trustees shall be given to each Trustee not less than forty-eight (48) hours before the meeting. Notice shall be given by delivering the same to the Trustee in person or to the Trustee's residence or business address (or such other place as the Trustee may have directed in writing) by mail, electronic mail, messenger, facsimile, or other means of written communication or by telephoning such notice to the Trustee. Any such notice shall set forth the time and place of the meeting.

1.7 Waiver of Notice. A Trustee may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Trustee entitled to the notice, and filed with the minutes or corporate records.

A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee of the meeting unless the Trustee at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.8 Quorum; Voting. A majority of the of Trustees of the Foundation then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Trustees present is the act of the Board of Trustees. A Trustee who is present at a meeting of the Board of Trustees when corporate action is taken is deemed to have assented to the action taken unless the Trustee (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.9 Telephonic or Electronic Meetings. The Board of Trustees may permit any or all Trustees to participate in an annual, regular, or special meeting by, or conduct the meeting through the use of, any means of conference telephone or other similar communications equipment or by electronic video screen communication as long as all persons participating in

the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

1.10 Action Without Meeting. Action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents, which may consist of an "electronic record" in accordance with Virginia corporate law, stating the action taken, signed by each Trustee either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Trustee signs the consent unless the consent specifies a different effective date and states the date of execution by each Trustee, in which event it shall be effective according to the terms of the consent.

1.11 Executive Sessions. Notwithstanding any other provision of these Bylaws, the Chair of the Board or a majority of the Trustees present at the meeting may call an executive session of the Board of Trustees as part of any annual, regular, or special meeting of the Board. Staff or any guests in attendance shall be excused from executive sessions; provided, however, that the Chair of the Board may request that any person otherwise excused be invited to remain during all or any part of the executive session.

1.12 Confidentiality. Trustees, officers, staff, and other representatives attending any meeting of the Board of Trustees or a committee of the Board of Trustees shall respect the confidentiality of Board and committee discussions and of any confidential material presented to the Board of Trustees or any of its committees. The violation of this duty of confidentiality is a serious matter and may constitute "cause" for removal.

1.13 Compensation. No Trustee shall be entitled to any direct or indirect compensation related to that person's services as a Trustee.

1.14 Resignation. A Trustee may resign at anytime by delivering written notice to the Chair or the Secretary. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

## **ARTICLE II COMMITTEES OF TRUSTEES**

2.1 Committees. The Foundation shall have the committees set forth in this Article. In addition, the Board of Trustees may create one or more additional committees, including an Executive Committee, and appoint members of the Board of Trustees to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board of Trustees. The creation of a committee and appointment of members to it shall be approved by a majority of Trustees in office when the action is taken. Except as may otherwise be provided in these Bylaws, the Chair shall recommend all committee members after solicitation of Trustee preferences and shall recommend a chair of each committee for final approval by the Board of Trustees; provided, however, that the Ex Officio Trustee may not serve as chair of any committee of the Board of Trustees or be a member of the Audit Committee.

2.2 Authority of Committees. Each committee may exercise the authority specified by the Board of Trustees, except that a committee may not (i) fill vacancies on the Board of Trustees or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale,

lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Foundation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Audit Committee. The Board of Trustees shall have an Audit Committee consisting of two or more Trustees at least one of whom has substantial financial expertise. The Audit Committee shall regularly review the adequacy of the Foundation's internal financial controls, review with the Foundation's independent public auditors the annual audit program and the Foundation's financial statements for presentation to the Board of Trustees, and recommend to the Board of Trustees the selection of the Foundation's independent public auditors.

2.4 Investment Committee. The Board of Trustees shall have an Investment Committee consisting of two or more Trustees. The Investment Committee shall provide general oversight of the security, funding, and investment management of the Foundation's endowment and investment assets and shall have the authority to select and retain investment managers. The Investment Committee shall also periodically review all investment policies of the Foundation with respect to the investment of its assets and recommend appropriate changes to these policies and the Foundation's asset allocation and the selection of investment advisors to the Board of Trustees for final approval.

2.5 Participation of Others on Committees. The Chair of the Board, as well as any other Trustee who is not a member of such committee, may attend and participate in any meeting of any committee set forth in this Article II or otherwise established by the Board of Trustees. If the Chair or an attending Trustee is not otherwise an appointed member of such committee, his or her attendance at such meeting shall not count towards the establishment of a quorum for the

transaction of business by such committee and he or she may not vote on any matter coming before such committee at such meeting.

The Chair may appoint one or more other individuals who are not Trustees to serve on any committee of the Board, other than the Audit Committee. Any such individual appointed to serve on any committee who is not a Trustee of the Foundation may vote on any matter to be presented to the Board of Trustees as a recommendation of such committee but may not vote on any matter in which the committee is exercising the final authority of the Board of Trustees.

2.6 Committee Meetings; Miscellaneous. The Foundation's committees shall meet as often as is necessary to carry out their respective responsibilities but not less often than annually. To the extent not otherwise provided in these Bylaws or by direction of the Board of Trustees, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall apply to committees of Trustees and their members as well. Each committee shall be required to develop, adopt, and regularly review a charter setting forth such committee's duties, responsibilities, and authority to act. Each such charter and any subsequent changes to a charter shall be approved by the Board of Trustees.

### **ARTICLE III OFFICERS**

3.1 Officers. The officers of the Foundation shall be a Chair, a Secretary, and a Treasurer, all of whom shall be a Trustee of the Foundation, and, in the discretion of the Board of Trustees, one or more other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. The officers shall have such power and

duties as generally pertain to their respective offices, as well as such powers and duties as may be lawfully provided in these Bylaws or by resolution of the Board of Trustees consistent with these Bylaws.

3.2 Election and Appointment; Term. The Board of Trustees shall elect the Chair, Treasurer, and Secretary at the annual meeting of the Board of Trustees. Each officer shall hold office, unless removed, for a term of one-year or until his or her successor is elected. Any other officer or assistant officer shall be appointed or elected and shall serve for such term as the Board of Trustees shall direct.

3.3 Resignation; Removal. Any officer may resign at any time upon written notice to the Board of Trustees, and no acceptance of resignation shall be necessary to make it effective. The Board of Trustees may remove any officer or assistant officer at any time, with or without cause.

3.4 Chair. The Chair, if present, shall chair all meetings of the Board of Trustees and shall be the chief executive officer of the Foundation.

3.5 Secretary. The Secretary shall be responsible for ensuring that a faithful record of all meetings of the Board of Trustees is kept, notice of time and place for holding special meetings of the Board of Trustees is given, and all documents entrusted to his or her care are filed and safely kept. The Secretary shall carry out such other duties as may be prescribed by the Chair or Board of Trustees from time to time. The books and papers kept by the Secretary shall be subject at all times to inspection by the Board of Trustees, the Chair, or any duly authorized committee of the Board of Trustees.

3.6 Treasurer. The Treasurer shall have oversight of the annual budget of the Foundation and review fiscal year-end expenditures and fiscal policies and procedures for the Foundation's financial operations.

#### **ARTICLE IV TRUSTEES EMERITI**

The Board of Trustees may, in its discretion, designate as a Trustee Emeritus any individual who is a former member of the Board of Trustees or an Elected Trustee whose term is expiring. Designation of an individual as a Trustee Emeritus shall be dependent upon the needs and best interests of the Foundation at that time and shall be in recognition of the individual's service and dedication to the Foundation. At the discretion of the Board of Trustees or the Chair, Trustees Emeriti may serve on committees of the Board of Trustees, other than the Audit Committee, and may also be asked to participate in other Foundation activities from time to time. The attendance of any Trustee Emeritus appointed to any committee at any meeting of that committee shall not count towards the establishment of a quorum for the transaction of business by such committee and such Trustee Emeritus may not vote on any matter coming before such committee. A Trustee Emeritus shall serve until death, incapacity, resignation, or removal.

#### **ARTICLE V ADVISORY COMMITTEES**

The Board of Trustees may establish one or more Advisory Committees and appoint any individuals to serve on any such Advisory Committee. Any Advisory Committee so established by the Board of Trustees shall provide advice to the Board of Trustees on matters as requested by the Board of Trustees to assist the Board of Trustees in carrying out the purposes of the Foundation as set forth in Article II of the Foundation's Articles of Incorporation. An Advisory

Committee shall act only in an advisory capacity and may make recommendations to the Board of Trustees or any committee of the Board of Trustees, but shall have no authority to act on behalf of the Board of Trustees or the Foundation.

**ARTICLE VI  
MISCELLANEOUS PROVISIONS**

6.1 Fiscal Year. The fiscal year of the Foundation shall be determined in the discretion of the Board of Trustees, but in the absence of any such determination it shall be the year beginning on July 1 and ending on June 30.

6.2 Audit. The Foundation shall have an annual audit of its accounts and financial statements performed by an independent certified public accountant as selected by the Board of Trustees.

6.3 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

6.4 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Trustees.

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