
**BYLAWS OF THE BOARD OF REGENTS
OF THE
SMITHSONIAN INSTITUTION**

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SMITHSONIAN INSTITUTION
Bylaws of the Board of Regents
2008

Section 1. Promulgation

1.01 CHARTER

These bylaws have been adopted by the Board of Regents to govern the conduct of the Smithsonian Institution's business pursuant to an Act of Congress approved August 10, 1846, as amended (20 U.S.C. § 41, et seq.) which act as so amended is hereinafter referred to as the "Charter." These bylaws are in all respects subject to the provisions of the Charter and shall be interpreted accordingly.

1.02 AMENDMENT

These bylaws may be amended at any meeting of the Board of Regents by a majority vote of the Regents present, provided that the proposed amendments have been mailed to each member of the Board of Regents not later than thirty days prior to such meeting.

Section 2. Board of Regents

2.01 POWERS AND COMPOSITION

The governing body of the Smithsonian Institution is the Board of Regents specified in the Charter. (See also 20 U.S.C. § 42.)

2.02 APPOINTMENT

Members of the Board of Regents are appointed or elected in the manner specified by the Charter. When a vacancy arises from death, resignation or retirement of a citizen member elected by joint resolution of Congress, the Board of Regents shall nominate a proposed successor for consideration by the Senate and the House of Representatives. (See also 20 U.S.C. § 43.)

2.03 TERM OF OFFICE AND VACANCIES

Regents shall serve such terms, and vacancies on the Board of Regents shall be filled, as specified in the Charter. In nominating citizen members of the class, other than residents of the District of Columbia, for election by joint resolution of Congress, the Board of Regents shall give consideration to rotation of membership among citizens of the various states. The Board of Regents shall not nominate citizen members to succeed themselves after they have served two consecutive six-year terms. (See also 20 U.S.C. § 43.)

2.04 MEETINGS

The Board of Regents shall hold regular and special meetings at such times and places as the Board of Regents may from time to time determine, provided that one meeting annually shall be held in the District of Columbia, and provided further that any meeting at which a Chancellor or a Secretary is elected shall be held in the District of Columbia. A special meeting of the Board of Regents may be called on request of any three members of the Board of Regents. (See also 20 U.S.C. § 44.)

2.05 NOTICE OF MEETINGS

Notice of regular meetings of the Board of Regents shall be given in writing to each Regent at least thirty days prior to such meetings. Notices of special meetings shall be given to each Regent at least ten days prior to such meetings. Information about matters to be considered shall be furnished to the Regents as soon as practicable prior to each meeting. (See also 20 U.S.C. § 44.)

2.06 ACTION BY BALLOT WITHOUT A MEETING

When requested by the Executive Committee, any action required or permitted to be taken at a meeting of the Board of Regents, except the election of a Secretary or the nomination of a member of the Board, may be taken without a meeting if a majority of the Board of Regents votes to approve the action by responding affirmatively to a written ballot distributed to each Regent by the Office of the Secretary. The ballot shall set forth the proposed action(s) and provide an opportunity to specify approval or disapproval of each proposed action, a place for the Regent's signature, and a reasonable time within which to return the ballot to the Office of the Secretary. Each Regent who wishes to vote must mark and sign the ballot and return it to the Office of the Secretary within the time specified. The Regents' approval or disapproval of any action by this method shall have the same force and effect as a vote by the Board of Regents at a formal meeting of the Board. All ballots returned to the Office of the Secretary shall be filed with the records of the proceedings of the Board of Regents maintained in the Office of the Secretary.

2.07 EMERGENCY MEETINGS

When requested by the Executive Committee, any six Regents, the Chancellor, the Chairman of the Executive Committee, or the Secretary, the Office of the Secretary may convene an emergency meeting of the Board of Regents by providing 72 hours notice, including notice by telephonic communication. The emergency meeting may be conducted in person, telephonically, or by such other means as may be determined by the Executive Committee.

2.08 METHOD OF COMMUNICATION FOR ACTION WITHOUT A MEETING

Any and all communications to and from Regents seeking or taking action by the Regents without a meeting may be made by hand delivery, by deposit in

U.S. Mail, by express mail, by electronic facsimile, or by such other means as may be determined by the Executive Committee.

2.09 QUORUM

At any meeting of the Board of Regents, eight members constitute a quorum, but in the absence of a quorum a lesser number may adjourn the meeting. (See also 20 U.S.C. § 44.)

2.10 MINUTES

Minutes of meetings of the Board of Regents shall be made available to all members of the Board of Regents and to the Congress as soon as practicable after each meeting.

2.11 REGENT EMERITUS

The Board of Regents may, by resolution, confer the title of Regent Emeritus on former Regents who accept responsibilities for continuing activities in the interests of the Smithsonian Institution.

2.12 INDEMNIFICATION

Members of the Board of Regents, Regents' Committees and Smithsonian advisory bodies, Regents Emeritus, officers, or employees of the Smithsonian may be indemnified for any and all liabilities and reasonable expenses incurred in connection with any claim, action, suit, or proceeding arising from present or past service for the Smithsonian Institution, in accordance with resolutions adopted by the Board.

2.13 ETHICS AND CONFLICTS OF INTEREST

The Board of Regents shall adopt and members of the Board of Regents shall adhere to ethics guidelines setting forth appropriate standards of conduct, provisions to avoid potential conflicts of interest, and requirements for disclosure of personal interests that may relate to the Smithsonian Institution.

Section 3. Executive Committee

3.01 POWERS; COMPOSITION

The Board of Regents shall elect from its members an Executive Committee consisting of three members (in accordance with 20 U.S.C. § 44). The Executive Committee shall have and may exercise all powers of the Board of Regents when the Board of Regents is not in session, except those expressly reserved to itself by the Board of Regents, provided that all such proceedings shall be reported to the Board of Regents when next the Board meets.

3.02 APPOINTMENT

Elections to the Executive Committee may be made at any regular or special meeting of the Board of Regents. The Executive Committee shall include at

least two citizen members of the Board of Regents who are elected by joint resolution of Congress.

3.03 MEETINGS

The Executive Committee shall hold meetings at such times as it shall determine. Meetings of the Executive Committee shall be held in the District of Columbia unless otherwise determined by the Executive Committee. Expenses of Regents in attending meetings of the Executive Committee, including travel expenses to and from the place of meeting, may be paid by the Institution. Two members of the Executive Committee shall constitute a quorum.

3.04 MINUTES

Minutes of all meetings of the Executive Committee shall be made available to all members of the Board of Regents as soon as practicable.

3.05 RULES

The Executive Committee shall have power to adopt rules for the conduct of its business in respect to all matters not provided for in the bylaws or by rules adopted by the Board of Regents.

Section 4. Other Committees

4.01 AUDIT AND REVIEW COMMITTEE

With approval of the Board of Regents, the Chancellor shall appoint an audit and review committee including no fewer than three members of the Board of Regents. The audit and review committee shall do all things necessary to assure the Board that the Institution's accounting systems and internal financial controls are in good order and to facilitate communication between the Board of Regents and the Institution's internal auditors, its independent auditors, and those of the General Accounting Office. The audit and review committee shall provide a direct channel of communication between the Board of Regents and the Institution's independent auditors who shall be certified public accountants nominated by the committee and appointed by the Board of Regents. The audit and review committee shall review the Institution's operations for compliance with approved programs and policies and shall perform related functions as directed by the Board of Regents. The committee may call upon the Institution's officers or staff for assistance as necessary and may employ outside professional assistance in performance of its duties if it deems this desirable. The audit and review committee shall report its findings directly to the Board of Regents at appropriate intervals but not less frequently than annually.

4.02 FINANCE AND INVESTMENT COMMITTEE

With approval of the Board of Regents, the Chancellor shall appoint a Finance and Investment Committee including no fewer than four members of the Board of Regents. The Finance and Investment Committee shall be responsible for oversight of the Institution's annual budgets, long-range financial planning, investment program and strategies, and shall perform such related functions as may be assigned to it by the Board of Regents. The Finance and Investment Committee may call upon the Institution's officers or staff for assistance and may seek outside consultation or professional assistance in the performance of its duties if it seems desirable. The Finance and Investment Committee shall report its findings, conclusions and recommendations to the Board of Regents.

4.03 GOVERNANCE AND NOMINATING COMMITTEE

With approval of the Board of Regents, the Chancellor shall appoint a governance and nominating committee including no fewer than three members of the Board of Regents. The governance and nominating committee shall be responsible for oversight of the governance policies and practices of the Board of Regents and the Smithsonian, for making recommendations to the Board to improve governance policies and practices, for assessing the effectiveness of the Board and its members and committees, for recommending candidates for service as citizen members of the Board, for nominating candidates for election as Chancellor, Chair, or members of the Executive Committee, and for such other nominations or recommendations as may be required by the Board from time to time. The governance and nominating committee may call upon the Institution's officers or staff for assistance and may seek outside consultation or professional assistance in the performance of its duties.

4.04 FACILITIES REVITALIZATION COMMITTEE

With approval of the Board of Regents, the Chancellor shall appoint a facilities revitalization committee including no fewer than three members of the Board of Regents. The facilities revitalization committee shall be responsible for providing leadership and oversight for the revitalization and maintenance of the Smithsonian physical plant, working with the Congress to address facilities capital needs, and shall perform such related functions as may be assigned to it by the Board of Regents. The facilities revitalization committee may call upon the Institution's officers or staff for assistance and may seek outside consultation or professional assistance in the performance of its duties.

4.05 OTHER STANDING OR SPECIAL COMMITTEES

The Board of Regents shall have power to establish other standing or special committees. Any committee so established may call upon the Institution's officers or staff for assistance and may seek outside consultation or professional assistance in the performance of its assigned functions.

4.06 QUORUM

Unless otherwise specified by the Board of Regents, a majority of the members of all standing and special committees as may be established by the Board shall constitute a quorum.

4.07 CHAIR; RULES

Each committee established by the Board of Regents shall perform its functions under the general direction of a chair appointed by the Chancellor with approval of the Board of Regents. Each such committee shall have the power to adopt rules for the conduct of its business in respect of all matters not provided for in the bylaws or by rules adopted by the Board of Regents. Expenses of members in attending meetings of committees established by the Board of Regents, including travel expenses to and from the place of meeting, may be paid by the Institution. Each committee established by the Board of Regents shall keep or cause to be kept minutes of its meetings, which shall be filed and maintained in the office of the Secretary of the Institution.

Section 5. Officers

5.01 CHANCELLOR

The presiding officer of the Institution shall be the Chancellor elected in accordance with the Charter. The Chancellor shall have the duties and responsibilities set forth in the Charter and as designated by the Board of Regents. The Chancellor may call upon the Chair of the Board, the Executive Committee, or any other committee established by the Board of Regents for assistance in the performance of the Chancellor's duties.

5.02 CHAIR OF THE BOARD

The Board of Regents shall elect from its members a Chair of the Board, who shall also serve as Chair of the Executive Committee. The Chair shall lead the Board of Regents in its deliberations and the exercise of its oversight function. The Chair shall be the chief spokesperson for the Board of Regents, shall represent the Board in dealings with the Secretary and senior management between meetings of the Board, and shall have such other duties and responsibilities designated by the Board of Regents, including, but not limited to, serving as a non-voting, ex officio member on all committees of the Board. The Chair shall be elected for a term of one year and may serve until a successor is duly elected. A Regent may be elected to the office of Chair for no more than three consecutive terms.

5.03 SECRETARY

The Secretary, who shall be elected in accordance with the Charter, shall serve as the chief executive officer of the Institution. The Secretary shall be responsible for carrying into effect the policies and programs approved by the Board of Regents and those provided for in applicable laws and regulations.

All employees of the Institution shall perform their duties under the Secretary's general direction. The Secretary shall provide for maintaining the Institution's official records, including the proceedings of the Board of Regents, the Executive Committee, and other standing and select committees of the Board. In accordance with applicable statutes and the policies established by the Board of Regents, the Secretary may employ assistants and shall prescribe and document the Institution's organization structure, operating policies and procedures, and delegations of authority. (See also 20 U.S.C. §§ 44 and 46.)

5.04 DEPUTY SECRETARY/CHIEF OPERATING OFFICER AND UNDER SECRETARIES

In consultation with the Board of Regents, the Secretary shall appoint a Deputy Secretary/Chief Operating Officer and one or more Under Secretaries who shall be the Secretary's principal officer(s) for administering the operations of the Institution. Pursuant to the written designation and appointment by the Chancellor, the Deputy Secretary/Chief Operating Officer or an Under Secretary may exercise all the functions and authorities of the Secretary whenever the Secretary shall be unable from illness, absence, or other cause to perform the duties of the office. (See also 20 U.S.C. §§ 46, 47, and 48.)

5.05 CHIEF FINANCIAL OFFICER

In consultation with the Board of Regents, the Secretary shall designate a Chief Financial Officer, who shall have charge of all funds of the Institution, keep the books of account, designate depositories for funds of the Institution, and generally supervise investment of the Institution's funds as limited by section 4.02. The Chief Financial Officer shall assist the Board of Regents, its committees, and the Secretary in the exercise of their fiduciary responsibilities. The Chief Financial Officer or his or her designee shall attend all meetings of the Board of Regents and relevant Board committees and shall have the right and obligation to bring directly to the Board or its committees any information on financial or compliance matters that he or she reasonably determines should be brought to their attention. (See also 20 U.S.C. §§ 46 and 48.)

5.06 GENERAL COUNSEL

In consultation with the Board of Regents, the Secretary shall appoint a counselor who shall serve as general counsel to the Institution and shall advise the Secretary and the Board of Regents on such legal matters as may be referred to the counselor by the Secretary or the Board of Regents or its committees. The General Counsel or his or her designee shall attend all meetings of the Board of Regents and its committees and shall have responsibility for preparing and keeping Board and committee minutes. The General Counsel shall have the obligation to bring directly to the Board or its committees any information on legal or compliance matters that are within the purview of the Board of Regents by statute, bylaw, or as may be directed by the Board of Regents, and shall have the right to bring directly to the Board or

its committees any such information that he or she reasonably determines should be brought to their attention. (See also 20 U.S.C. §§ 46 and 48.)

5.07 OTHER SENIOR OFFICERS

In consultation with the Board of Regents, the Secretary shall appoint such other senior officers and assign them such titles, duties, and responsibilities as may be necessary for effective management of the Institution's affairs. In accordance with their assigned responsibilities, such other senior officers shall provide advice and assistance to the Secretary, the Deputy Secretary/Chief Operating Officer, and one or more Under Secretaries, and shall provide direction to organization units designated by the Secretary. (See also 20 U.S.C. §§ 46 and 48.)

Section 6. Administration

6.01 AUTHORITY TO RECEIVE AND DISPOSE OF PROPERTY

In accordance with policies established by the Board of Regents, the Secretary may accept or receive for the Institution gifts, grants, bequests, and other transfers of real and personal property, and may hold and dispose of the same in promotion of the purposes of the Institution, and shall administer and budget the use of such property for the purposes specified, if any. The Secretary may delegate this authority to employees of the Institution. (See also 20 U.S.C. § 55.)

6.02 ENDOWMENT FUND; OTHER NONAPPROPRIATED FUNDS

Unless otherwise designated by the donor or directed by the Board of Regents, all monies derived from gifts made by will, trust, or similar instrument shall be received in and held in the Smithsonian Institution endowment fund. The Board of Regents may augment the Institution's endowment fund from time to time through budgetary transfers of the net income derived from investments, donations, or revenues from auxiliary activities. (See also 20 U.S.C. §§ 54 to 56.)

6.03 APPROPRIATED FUNDS

The Institution shall, in accordance with applicable statutes and administrative regulations, request an annual appropriation for the necessary expenses of the Smithsonian Institution in executing its statutory responsibilities. The Board of Regents shall authorize the expenditure of appropriated funds by the Secretary in accordance with law and the policies of the Board of Regents. (See also 20 U.S.C. §§ 53a, 54, 65a and 70.)

6.04 BUDGET

The Secretary shall prepare and recommend an annual budget for consideration by the Board of Regents showing the Institution's program plans, its estimated income from all sources, and the expenditures proposed

for the ensuing fiscal year. With approval of the Board of Regents, the Secretary shall submit the Institution's request for appropriations to the Office of Management and Budget for incorporation in the Budget of the United States. The Secretary shall provide all supporting data required for Congressional review of the Institution's budget. When the annual appropriation act has been approved, the Board of Regents shall review the Institution's budget with the Secretary and authorize the Secretary to expend appropriated and nonappropriated funds in accordance with the approved budget. The Secretary may authorize any necessary reprogramming within any limitations established by the Board of Regents or the Congress and may recommend to the Board of Regents any necessary amendment of the Institution's budget. The Institution shall make no expenditures except those authorized in a budget so approved or so amended.

6.05 **AUDIT**

The accounts of the nonappropriated funds of the Institution shall be audited annually by a recognized firm of certified public accountants, which shall submit its report to the Board of Regents. This audit shall be in addition to audits of grant and contract funds conducted by the designated Federal audit agency and audits conducted by the General Accounting Office under other authority with respect to appropriated funds. The Secretary shall provide for an internal audit of the Institution's activities to ensure compliance with statutes and budgetary authorizations in the execution of programs.

6.06 **EXECUTION OF DOCUMENTS**

Pursuant to the Secretary's general authority as chief executive officer of the Institution, the Secretary may execute in the name and behalf of the Institution any documents necessary to the acceptance, transfer, sale or redemption of real or personal property (including the sale or redemption of stocks, bonds, other investments) acquired or to be acquired, held, or disposed of by the Institution through gifts, devises, bequests, or other transfers, and may execute loans, mortgages, sureties, contracts, and any other documents necessary to the administration of the Institution. Such actions shall be reported to the Board of Regents in accordance with policies established by the Board. The Secretary may delegate authority for executing such documents to employees of the Institution.