

FRIENDS OF THE HUMANITIES

BYLAWS

ADOPTED September 7, 2016

ARTICLE I – NAME

The name of this organization shall be Friends of the Humanities.

ARTICLE II – PURPOSE

This organization is established for educational purposes. It shall be conducted as a non-profit organization for the purpose of increasing the role of the Interdisciplinary Humanities within the University of Louisiana at Lafayette and in the Acadiana region and strengthening the resources of the Humanities Program, and also for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended.

ARTICLE III – MEMBERS

Section 1. Eligibility

Members shall be those persons who shall make the recommended annual donation as established by the Board of Directors.

Section 2. Categories

The Board of Directors may designate categories of membership based on ranges of annual monetary donations.

Section 3. Honorary Members

The Board of Directors may designate persons of distinction and achievement in the academic or civil communities as Honorary members exempt from recommended donations.

ARTICLE IV – OFFICERS

Section 1. Elected Officers

1.1 There shall be four elected officers of the Friends of the Humanities: President, Vice-President, Secretary, and Treasurer.

1.2 The President shall

1.2.1 serve as the official representative of Friends of the Humanities,

1.2.2 preside at all General Membership, Board of Directors, and the Executive Committee meetings,

1.2.3 schedule and set the agenda for all membership, Board of Directors and Executive Committee meetings,

1.2.4 notify, or authorize the Communications Committee to notify, the membership least one week prior to any regular or special meeting of the membership, the Board, or the Executive Committee,

1.2.5 make arrangements, or assign responsibility for making arrangements, for the use of facilities for the Board and Executive Committee meetings,

- 1.2.6 appoint, in consultation with the Executive Committee, the incoming Members-at-Large of the Board of Directors,
 - 1.2.7 appoint, with the assistance of the Executive Committee, all Standing and Special committees with the exception of the Nominating Committee,
 - 1.2.8 notify the Board members immediately after having made an appointment to fill a Board or Committee Chair vacancy,
 - 1.2.9 serve ex-officio on all Standing and Special committees except the Nominating Committee, with authority to take any necessary immediate action,
 - 1.2.10 appoint a member to serve on the Internal Audit Committee,
 - 1.2.11 request that the Membership Committee prepare renewal forms with the Call to Annual Meeting, and
 - 1.2.12 perform such other tasks as the Board of Directors and/or the Executive Committee might request.
- 1.3 The Vice-President shall
- 1.3.1 in the absence or incapacity of the President, assume the responsibilities of the President,
 - 1.3.2 upon the resignation, death, interdiction, or judicial declaration of incapacity of the President, assume the duties of the President,
 - 1.3.3 serve as Administrative Assistant to the President,
 - 1.3.4 serve on the Development committee, and
 - 1.3.5 perform such other tasks as may be requested by the President and/or the Board of Directors.
- 1.4 The Secretary shall
- 1.4.1 record and keep the minutes of all regular and special called meetings of the membership, the Board of Directors, and the Executive Committee,
 - 1.4.2 distribute the appropriate minutes from the last meeting of the Board of Directors or of the Executive Committee at least one week prior to the next respective meeting, together with the call to that next meeting and with the President's tentative agenda,
 - 1.4.3 conduct such correspondence of the organization as the President, Executive Committee, and/or the Board of Directors might request,
 - 1.4.4 collect, at the end of each administrative year, the records and files of the officers and committee chairs appropriate for archival preservation and transmit them to the Division of Manuscripts and Special Collections of the Edith Garland Dupre Library at the University of Louisiana at Lafayette, and
 - 1.4.5 perform such other tasks as the President and/or the Board of Directors might appropriately request.
- 1.5 The Treasurer shall
- 1.5.1 receive and hold funds subject to the order of the Board of Directors,
 - 1.5.2 be responsible for the payment in a timely fashion of the legitimate liabilities of the organization,
 - 1.5.3 maintain an accurate account of the assets and liabilities of the Friends of the Humanities, providing a written financial report at all regular meetings of the Board of Directors,

- 1.5.4 send acknowledgments for special gifts and donations,
- 1.5.5 serve as a member of the Finance and Investment committee and the Internal Audit Committee,
- 1.5.6 file annual tax returns and other reports with the appropriate federal, state, and local agencies as required by law, and
- 1.5.7 perform such other duties as the President or Board of Directors might request.

Section 2. Eligibility and Election

- 2.1 Any member of the Friends is eligible to hold an elected office. In the cases of the President and Vice-President, the candidates shall be currently serving or shall have previously served on the Board of Directors.
- 2.2 The officers shall be elected annually by majority vote of the members present at the Annual Meeting.
- 2.3 Incumbent officers shall be eligible for re-election to successive terms in the same office.
- 2.4 The Nominating Committee shall present or circulate a slate of officers to the Board of Directors at least two weeks before the Annual Meeting and shall prepare a ballot for presentation at the Annual Meeting. At the time of the election, additional nominations may be made from the floor provided that the nominator shall have previously obtained written consent from the nominee.

Section 3. Executive Committee

3.1 Composition:

The four elected officers shall comprise the Executive Committee. The Coordinator of the UL Lafayette Interdisciplinary Humanities Program and the Immediate Past President shall serve as ex-officio members of the Executive Committee. Ex-officio in this document shall be defined as “voice without vote.”

3.2 Duties: The Executive Committee shall

- 3.2.1 consult on and/or conduct the business of the Friends between meetings of the Board of Directors,
- 3.2.2 authorize action without a formal Executive Committee meeting but by written unanimous consent,
- 3.2.3 report its actions at the next regular or special meeting of the Board of Directors,
- 3.2.4 design and develop new programs and events that generate funds for support of the Humanities, and
- 3.2.5 perform such other tasks as the President or the Board of Directors might request.

Section 4. Term of Office

- 4.1 The term of office for elected officers shall be one year.
- 4.2 The President, Vice-President, Secretary, and Treasurer shall be eligible for re-election to successive one-year terms.

Section 5. Vacancies

- 5.1 In the event that any incumbent officer, except the President, is unable to complete his/or her term, the Executive Committee shall appoint a Friends member to serve for the remainder of the unexpired term.

Section 6. Parliamentarian

- 6.1 The President shall appoint a Parliamentarian who shall serve at the pleasure of that President.
- 6.2 Duties: The Parliamentarian shall
 - 6.2.1 consult with and advise the President, any presiding officer, the Board of Directors, and the Executive Committee on procedures according to the Bylaws and the parliamentary authority adopted by the organization,
 - 6.2.2 attend the meetings of the Board of Directors and Executive Committee as an ex-officio member unless otherwise entitled to vote,
 - 6.2.3 make himself or herself available to the general members and the committees to answer questions on procedure,
 - 6.2.4 serve as an ex-officio member of the Bylaws Committee, and
 - 6.2.5 perform such other tasks as may be requested by the President, the Board of Directors, and/or the Executive Committee.

ARTICLE V – MEETINGS

Section 1. Membership

- 1.1 There shall be an annual meeting of the membership, called the Annual Meeting, in April or May of each successive year, for the purposes of electing officers for the ensuing year, and for receiving reports from the Board of Directors and from the Executive Committee, detailing the actions which may have been taken by them since the date of the preceding Annual Meeting.
- 1.2 The Annual Meeting shall be at such time and place as may be called by the President in consultation with the Executive Committee.
- 1.3 If additional meetings of the Membership seem desirable, the Board of Directors and/or the Executive Committee may call Special Meetings for the purpose of sharing important and pressing information and/or for the purpose of conducting appropriate business.
- 1.4 The quorum necessary for conducting business shall be the number of members present.

Section 2. Board of Directors

- 2.1 The Board of Directors shall meet at least twice during the academic year, normally one week prior to the Fall Luncheon and one week prior to the Annual Meeting. The President, in consultation with the Executive Committee, shall determine the date, time, and place for such regular Board Meetings. Prior to any meeting of the Board of Directors, there shall be at least a seven-day written notice given to all Board members, stating the date, time, and place for each meeting.
- 2.2 The President, with the concurrence of the Executive Committee, may convene additional or Special Board Meetings, provided that the Board members be

notified at least one week prior to that Special Board Meeting. The President shall also convene a Special Board Meeting resulting from a written request signed by one fourth (1/4) of the Board members.

- 2.3 Provided proper notice has been given, those present at any meeting of the Board of Directors shall constitute a quorum, and a majority of those present shall have authority to take all action.
- 2.4 The President and/or Board of Directors may invite guests who may be given the privilege of the floor, having a voice without vote.

Section 3. Executive Committee

- 3.1 The Executive Committee shall meet at the call of the President or at the request of three (3) of the members.
- 3.2 A call for an Executive Committee meeting, whether given in person or by written notice, shall state the date, time, and place of the meeting.
- 3.3 The quorum necessary for conducting business shall be a majority of the members.
- 3.4 Electronic means or telephone conference calls shall constitute additional permissible meeting forms.

Section 4. Committees

- 4.1 Meetings of the Standing Committees and any Special or Select Committee shall be called by their chairs or by the President.
- 4.2 Committee meetings may be held at such time and place as may be convenient to the members thereof, with authority to hold meetings by telephone or other electronic means.
- 4.3 No quorum shall be required for committees to discuss and to pursue their responsibilities and projects.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition

- 1.1 The Board of Directors shall be composed of the four elected officers, the Immediate Past President, and twelve members-at-large appointed by the President with the approval of the Executive Committee. One-third of the appointed Board members shall be chosen annually, maintaining three (3) classes on calendar rotation.
- 1.2 The UL Lafayette Liaison(s) and the Interdisciplinary Humanities Program Coordinator shall be invited to participate in all Board meetings ex-officio.
- 1.3 Chairs of Standing or Special committees shall be invited to participate in Board Meetings ex-officio.

Section 2. Duties. The Board of Directors shall

- 2.1 conduct the business of Friends of the Humanities in compliance with its Amended Charter, its Bylaws, and the regulations of the United States Internal Revenue Service code governing not-for-profit corporations classified as 501(c)(3),

- 2.2 make, amend, and repeal Bylaws to govern the corporation provided that those Bylaws are in accordance with and do not conflict with any of the provisions in the Amended Charter,
- 2.3 raise and disburse funds in pursuit of the goals of the Friends,
- 2.4 establish the amount of the mandatory minimum annual donation to achieve membership and designate categories of membership based on the range of annual monetary donations,
- 2.5 adopt an annual budget,
- 2.6 ratify Executive Committee decisions and actions,
- 2.7 approve the Minutes from the membership meetings,
- 2.8 adopt and review/revise short-term and long-term investment plans as advised by the Finance and Investment Committee,
- 2.9 arrange for an internal audit annually,
- 2.10 arrange for special events and awards,
- 2.11 review and revise the Board Policies and Procedures as needed, at least biennially,
- 2.12 refrain from any action which might compromise or jeopardize the tax status of Friends, and
- 2.13 serve on at least one Standing or Special Committee.

Section 3. Eligibility and Appointment

- 3.1 Any member shall be eligible to serve on the Board of Directors.
- 3.2 At the start of each administrative year the incoming President shall, with the approval of the Executive Committee, appoint four (4) members-at-large to serve in the incoming class of Board members.

Section 4. Term of Office

- 4.1 A Director shall serve for a term of three years and may be re-elected for the immediately succeeding term.
- 4.2 Directors who have served two consecutive terms may be re-elected again to the Board after an absence of at least one year. They may remain on the Board after two terms if elected to serve as one of the four elected officers.
- 4.3 In no instance may an elected and/or appointed Director serve more than ten (10) consecutive years but may serve again on the Board after an absence of at least one year.
- 4.4 In the event that a Director has been appointed to fill a vacancy, he or she is eligible to be appointed as a director once the vacated term is fulfilled.

Section 5. Vacancies

- 5.1 In the event that an incumbent Director dies, resigns, is interdicted or is judicially declared to be incompetent, or is otherwise rendered unable to perform his/her duties, the President, with the approval of the Executive Committee, shall declare that Director's position vacated and shall name a Friends member to fill the unexpired term.

ARTICLE VII – COMMITTEES

Section 1. Composition, Selection, and Procedure

- 1.1 Each committee shall be composed of one presidentially appointed chair, the Bylaws specified ex-officio members (if any), and no fewer than one other member.
- 1.2 The President shall, in consultation with the respective committee chairs, appoint committee members.
- 1.3 Each committee shall review its Policies and Procedures at least biennially and submit any recommended changes to the Board of Directors for approval.

Section 2. Membership Committee

- 2.1 Purpose: The Membership Committee shall maintain the membership lists and be responsible for recruitment and retention.
- 2.2 Composition: The President, in consultation with the Membership Committee chair, shall appoint a member who shall be charged with primary responsibility for compiling, publishing, and distributing the Membership Directory.
- 2.3 Duties: The Membership Committee shall
 - 2.3.1 maintain current membership and mailing lists,
 - 2.3.2 conduct the annual membership campaign seeking new members and renewals,
 - 2.3.3 mail renewal forms with the call to the Annual Meeting,
 - 2.3.4 compile, publish, and distribute annually a directory of Members,
 - 2.3.5 send membership directories to late-joining members, and
 - 2.3.6 perform such other tasks as the President or Board of Directors might request.

Section 3. Finance and Investment Committee

- 3.1 Purpose: The Finance and Investment Committee shall work with the Treasurer to make recommendations to the Board of Directors on investments and disbursements.
- 3.2 Composition: The Treasurer and Vice-President shall serve as members of the Finance and Investment Committee along with a member who shall be appointed by the President
- 3.3 Duties: The Finance and Investment Committee shall
 - 3.3.1 advise the Board about investment of the assets of the Friends,
 - 3.3.2 prepare an annual budget to propose to the Board of Directors,
 - 3.3.3 keep the Board informed about the funds available for disbursement, including discretionary funds available for grants, honoraria, fellowships and professorships, and
 - 3.3.4 perform such other tasks as the Board of Directors might request, e.g., serve on the annual internal audit committee.
- 3.4 Duties of the Chair:
 - 3.4.1 serve on the three-member annual audit committee with the treasurer and a third person appointed by the President.

Section 4. Grant Committee

- 4.1 Purpose: The Grants Committee shall evaluate requests for funding and make recommendations to the Board of Directors.
- 4.2 Composition: There shall be no fewer than six (6) members including the Vice-President and a past-president.
- 4.3 Duties: The Grants Committee shall
 - 4.3.1 evaluate all grant applications and funding requests and report its observations and recommendations to the Board of Directors,
 - 4.3.2 adopt and periodically review/revise a Grants Calendar establishing deadlines for submission of requests for grants,
 - 4.3.3 periodically review and revise, for Board approval, grant application forms and report forms,
 - 4.3.4 maintain an up-to-date summary grants chronology, and
 - 4.3.5 perform such other tasks as the President or Board of Directors might request.

Section 5. Travel and Tours Committee

- 5.1 Purpose: The Travel and Tours Committee shall plan and implement culturally enlightening and pleasurable trips that also generate revenue for the Friends.
- 5.2 Composition: At least one member of the Development Committee shall serve on the Travel and Tours Committee.
- 5.3 Duties: The Travel and Tours Committee shall
 - 5.3.1 suggest to the Board of Directors tours and trips, whether day trips or of longer duration,
 - 5.3.2 assess the desirability and feasibility of trips proposed by the Board or Executive Committee,
 - 5.3.4 inform members, receive registration, complete the arrangements, and
 - 5.3.5 perform such other tasks as the President or Board of Directors might request.

Section 6. Social Committee

- 6.1 Purpose: The Social Committee shall arrange for major social events such as, but not limited to, the annual luncheons, holiday events, and special celebrations.
- 6.2 Composition: The chair of the Public Relations and Publicity Committee shall serve on the Social Committee.
- 6.3 Duties: The Social Committee shall
(Note: Original 6.3.1 deleted)
 - 6.3.1 advise and assist in arranging site selection, menus and prices, invitations, and the speakers/presenters, as well as accommodating the special needs of other involved committees,
 - 6.3.2 seek and help coordinate program activities with museums and UL Lafayette activities in the Humanities (e.g., seminars, lectures, conferences),
 - 6.3.3 serve as hosts and hostesses at social events, and
 - 6.3.4 perform such other tasks as the President or Board of Directors might request.

Section 7. Development Committee

- 7.1 Purpose: The Development Committee shall investigate, propose, and assist in designing new ways to generate revenues.
- 7.2 Composition: The Development committee shall be composed of no fewer than nine (9) members including the chair, the four (4) elected officers, the chair of the Travel and Tours committee, and three or more additional members appointed by the President.
- 7.3 Duties: The Development Committee shall
 - 7.3.1 design and develop new programs and events that generate funds for support of the Humanities,
 - 7.3.2 work closely with the Travel and Tours Committee,
 - 7.3.3 investigate and report the feasibility of fund-raising ideas suggested by the Board of Directors or the Executive Committee, and
 - 7.3.4 perform such other tasks as the President or Board of Directors might request.

Section 8. Nominating Committee

- 8.1 Purpose: The Nominating Committee shall assist in the selection of members who shall serve as officers, Board members, and committee members.
- 8.2 Composition: There shall be four (4) members of the Nominating Committee. The Chair shall be selected from the previous year's Nominating Committee; no member may serve as Chair more than two (2) consecutive years, but may be reappointed to that position after an absence of one year from the Committee. In the event that the Chair is not an incumbent member of the Board of Directors, he or she shall serve as an ex-officio board member.
- 8.3 Duties: The Nominating Committee shall
 - 8.3.1 present to the Board of Directors a slate of candidates for the four (4) annually elected officers,
 - 8.3.2 lend counsel and advice to the President and Board, when and as requested, on the selection of persons to serve on committees and task forces,
 - 8.3.3 in the event of a vacancy among the officers or Directors, lend counsel and advice to the President in naming a replacement for the remainder of the term vacated, and
 - 8.3.4 perform such other tasks as the President or Board of Directors might request.

Section 9. Bylaws Committee

- 9.1 Purpose: The Bylaws Committee shall serve as the procedural guardian of the Friends assuring that its Bylaws conform to the Amended Charter and assisting the parliamentarian in keeping the activities and actions of the Friends in conformity with its Amended Charter and Bylaws.
- 9.2 Composition: The Parliamentarian shall serve as a member of the Bylaws Committee.
- 9.3 Duties: The Bylaws Committee shall

- 9.3.1 draft amendments and/or Bylaws revisions requested by the Board of Directors and report the subsequent proposals and observations with appropriate recommendations,
- 9.3.2 initiate and draft amendments for recommendation to the Board of Directors,
- 9.3.3 distribute copies of the current Amended Charter and Bylaws to each new parliamentarian, Board member, and committee chair,
- 9.3.4 provide individual members with copies of the current Bylaws and Amended Charter, and
- 9.3.5 perform such other tasks as the President or Board of Directors might request.

Section 10. Public Relations and Publicity Committee

- 10.1 Purpose: The Public Relations and Publicity Committee shall publicize and promote the activities and events of the Friends for visibility in the university community and with the general public.
- 10.2 Composition: The Public Relations and Publicity Committee shall consist of subcommittees for ULL media, community traditional media, and social media.
- 10.3 Duties: The Public Relations and Publicity Committee shall
 - 10.3.1 coordinate with the chairs of all events and programs to provide appropriate media in a timely fashion with information for publication and broadcast,
 - 10.3.2 arrange for photographs to be taken at each of the events and programs,
 - 10.3.3 arrange, when appropriate, for journalists and other media personnel to attend Friends' events,
 - 10.3.4 perform such other tasks as the President or Board of Directors might request.

Section 11. Communications Committee

- 11.1 Purpose: The Communications Committee shall send notices to the members via email, U.S. Postal Service, telephone, and social media.
- 11.2 Composition: The Communications Committee shall be composed of an email coordinator, a telephone coordinator, a mailings chair, and a social media chair.
- 11.3 Duties: The Communications Committee shall
 - 11.3.1 email/mail members notices, announcements, and other information as directed by the President
 - 11.3.2 assist with mailings for special events and programs, and
 - 11.3.3 conduct such other correspondence as the President or Board of Directors might request.

Section 12. Special Committees

- 12.1 The President may, with the approval of the Board of Directors or Executive Committee, appoint and charge Special Committees and/or Task Forces.
- 12.2 Special Committees and Task Forces shall function during the appointing President's term until their charges or tasks are completed or until those committees are discharged by the Executive Committee, whichever is sooner. In

the event that a Special Committee or Task Force has not completed its work during the appointing President's term, the succeeding President may reconstitute that Special Committee or Task Force.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern Friends of the Humanities in all instances in which they are applicable and in which they are not inconsistent with Friends' Bylaws or the laws of the state of Louisiana.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by a majority affirmative vote of the Board of Directors present and voting at Regular or Special Meeting, provided that written notice and draft text of the proposed amendment(s) be circulated to the Board members at a previous Regular Meeting or at a previous Special Meeting at least two weeks before the Regular or Special Meeting at which the proposals shall be deliberated and voted upon.

Adopted: September 7, 2016

Judy Richard Kennedy, President

Mag Ritchey, Chair, Special Committee on By-Laws Revision