

**BYLAWS  
LOUISIANA FOLKLORE SOCIETY**

**ARTICLE I – NAME AND MISSION**

**Section 1 – Name:** The name of the organization shall be Louisiana Folklore Society. It shall be a nonprofit organization incorporated under the laws of Louisiana.

**Section 2 – Mission:** The purpose of this organization is to:

- discover, collect, study, publish, and thus conserve the folklore of Louisiana in its broadest sense;
- promote folklore and folklife scholarship and research;
- further the celebration, understanding, appreciation, and performance of the state’s folk artists, tradition bearers, traditions, and folk cultures; and
- increase public awareness and educate the public about Louisiana folklore

**ARTICLE II – MEMBERSHIP**

**Section 1 – Eligibility for membership:** Membership in this organization shall be open to all who support the purpose statement in Article I, Section 2.

**Section 2 – Annual dues:** The Board shall have the authority to create, change, eliminate, and set the benefits and dues for all classes of membership in the Society.

**Section 3 – Rights of members:** All members and designated representatives of the institutional members who dues are paid for the current fiscal year are entitled to attend all annual or special meetings or any programs arranged for the membership and to vote on all matters coming before the membership in a regularly called meeting or on any vote taken by mail.

**Section 4 – Resignation and termination:** Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Members can have their membership terminated by a majority vote of the membership.

**Section 5 – Non-voting membership:** The board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III – MEETINGS OF MEMBERS**

**Section 1 – Regular meetings:** Regular meetings of the members shall be held annually at a time and place designated by the Executive Committee of Board. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year

**Section 2 – Special meetings:** Special meetings may be called by the President, the Executive Committee, or a simple majority of the officers. A petition signed by five percent of the voting members may also call a special meeting.

**Section 3 – Notice of meetings:** Notice of each meeting shall be given to each voting member by email and/or mail not less than two weeks prior to the meeting.

**Section 4 – Quorum:** The members present at any properly announced meeting shall constitute a quorum.

**Section 5 – Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 – Board role, size, and compensation:** The board is responsible for overall policy and direction of the association and delegates responsibility of day-to-day operations to the staff and committees. Each director must be at least 18 years old and a member in good standing. All directors are expected to supervise programs, projects and activities as appointed by the president or imposed by these bylaws and the Board of Directors. The board receives no compensation other than reasonable expenses.

The Board of Directors of the association will consist of its officers and a minimum of 3 and maximum of 9 directors-at-large. The four officers are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer, and Directors at Large.

The Vice President shall serve as the Program Chair, and will replace the President if necessary.

The Secretary shall keep records and minutes of all meetings of the Society.

The Treasurer shall collect dues, send bills for the *Louisiana Folklore Miscellany* to subscribing institutions, and provide a treasurer's report at the annual meeting.

The Directors at Large are entrusted with stewardship of the association's educational and cultural activities and the management and administration of its operational and financial affairs. As a director-at-large the immediate past president, based upon his experience, will serve as a consultant to the Board.

**Section 2 – Terms:** All officers shall serve two-year terms. The terms of the Directors at large members shall be two years and shall be staggered, with one to three members rotating off the board every two years.

**Section 3 – Meetings and notice:** The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written or emailed notice at least two weeks in advance.

Special meetings of the board members may be called at such times and places as determined by the board of directors or by the president. Meetings of the board of directors may be held outside of the State of Louisiana.

**Section 4 – Board elections:** New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

**Section 5 – Election procedures:** A Board Nomination Committee shall be appointed by the Board and shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

**Section 6 – Quorum:** A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

**Section 7 – Vacancies:** When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board Members two weeks in advance of a board meeting. These nominations shall be sent out to Board Members with the regular board meeting announcement to be voted upon at the next board meeting. These vacancies will be filled only to end the particular board member's term.

**Section 8 – Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. A board member may be removed by a two-third vote of the remaining directors.

Any vacancy occurring among the directors of this corporation, by death, resignation, or otherwise, shall be filled by election for the unexpired term, at the next regular or special meeting of the board of directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

**Section 9 – Special meetings:** Special meetings of the board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance. The Board

of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 10 – Employees:** The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

**Section 12 – Indemnification:** The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with a proceeding to which he may be made a party, or in which he may become involved by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Corporation.
- (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law.
- (c) The Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

## **ARTICLE V – COMMITTEES**

**Section 1 – Committee formation:** The Board may create committees as needed, such as fundraising, housing, public relations, data collection, annual meeting programs, etc. The Board President appoints all committee chairs and the chair appoints committee members.

**Section 2 – Executive Committee:** The four officers serve as the members of the Executive Committee and have voting rights on the board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**Section 3 – Finance Committee:** The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

**Section 4 – Editor:** The Board appoints the editor of the *Louisiana Folklore Miscellany* for a five year term.

## **ARTICLE VI – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1 – Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2 – Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section – Checks. Drafts. Etc:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4 – Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

## **ARTICLE VII – FISCAL YEAR**

**Section 1:** The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

"Robert's Rules of Order" will be used by the association as the basis for the rules for conducting meetings of the Board of Directors and the general membership meetings, thereby protecting the rights of all members.

**ARTICLE IX – ARCHIVES**

Official documents generated by the Board of Directors and the executive director of the Louisiana Folklore Society will be deposited in the Louisiana State University Library Special Collections when they are no longer in active use.

**ARTICLE X – AMENDMENTS**

**Section 1 – Amendments:** These bylaws may be amended, in writing, by two-thirds majority vote of the membership.

**ARTICLE XI – DISSOLUTION**

**Section 1:** The association shall not dissolve except upon the written ballot of two-thirds of the then total membership.

**Section 2:** In the event of dissolution, none of the remaining assets may be distributed to, or for the benefit of, any member or class of membership. Such remaining assets shall be distributed to a worthy, non-profit, educational organization for such purposes as recording, duplicating, cataloging or presenting materials or programs relating to Louisiana folklife or shall be distributed to the Federal government or to a state and local government for a public purpose. The selection of the recipient organization shall be made by the board.

**CERTIFICATION**

These bylaws were approved at a meeting of the general membership by a two-thirds majority vote on March 26, 2011.

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Secretary  
Louisiana Folklore Society

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Date

Revised 3-26-11 – Bylaws extensively rewritten.  
Revised 6-11-02 – 501c3 language added.  
Revised 4-23-83 – Board composition changed to four. Board duties defined.  
Original Articles of Incorporation – 3-20-62.