

GODCHAUX-RESERVE HOUSE HISTORICAL SOCIETY

BY-LAWS

ARTICLE I: Name and Purpose

A. **Name:** The name of this organization shall be the Godchaux-Reserve House Historical Society (hereinafter referred to as GRHHS). The accounting period for this organization shall be a fiscal year from November 1 to October 31.

B. **Purpose:** The objective of this organization shall be to:

- i) Restore, promote and support the historical, cultural, educational and tourism importance of the Godchaux-Reserve House;
- ii) Support and promote the historical, educational and cultural importance of the sugar industry as a whole in the region, state and worldwide, and the importance of the Mississippi River in the growth of the sugar industry and the state;
- iii) Support and promote the historical, educational and cultural importance of the railroad systems to the sugar industry and its impact on the growth of the region and the state;
- iv) Support and encourage participation in various programs and activities which promote cultural tourism in St. John the Baptist Parish and the surrounding communities;
- v) Identify for preservation and support any historic sites in St. John the Baptist Parish, conduct ongoing planning, and developing, updating and evaluating progress against periodic written plans for the preservation of local history and culture;
- vi) Work with the school systems in the River Region, with colleges and universities, and with any other educational institutions in the River Region on the development of local history education programs;
- vii) Seek and apply for state, federal and private funds available in support of historic and cultural preservation, historic research and cultural tourism;
- viii) Engage in any other activities that will enhance the historic and cultural life of St. John the Baptist Parish and surrounding communities.

ARTICLE II: Membership

- A. Membership in this organization shall be composed of individuals interested in the objectives of this organization.
- B. **Membership Dues:** Annual dues shall be set by the Board of Directors for the formation of this organization until a change is requested in writing, and by a two-thirds vote of the membership.
- C. **Membership Year:** The membership year shall be November 1 to October 31.
- D. **Membership Privileges and limitations:**
 - i) Each member shall have one vote;
 - ii) No member of GRHHS may use the name of Godchaux-Reserve House Historical Society without the written authorization of the Board of Directors;
 - iii) No member of GRHHS may use the membership list for purposes outside this organization or release the membership list without the written authorization of the Board of Directors;
- E. **Membership Meetings:**
 - i) General membership meetings shall be held annually and shall be set by the Board of Directors.
 - ii) The Board of Directors shall have the authority to change and/or reschedule any general membership meetings.
 - iii) Other meetings may be called at any time by the president or a simple majority of the Board of Directors upon written request to the President.
 - iv) A quorum for the conduct of business at a membership meeting will consist of ten percent of the voting membership of GRHHS.

ARTICLE III: Board of Directors

A. Membership of the Board of Directors

- i) The Board of Directors (hereinafter referred to as the Board) will normally consist of between six and twelve persons.
- ii) The term of office for a Director shall be two years, commencing immediately upon election. The terms shall be staggered, and Directors shall be designated as Class A and Class B. Class A Directors shall be elected in odd-numbered years and Class B Directors shall be elected in even-numbered years. The designation of class for the original Board will be determined by lot.

- iii) Any person elected to the Board must be a member in good standing of Godchaux-Reserve House Historical Society and be at least 18 years old during his/her term.
- iv) The members of the Board shall be elected at the annual meeting of GRHHS from a slate prepared by a Nominating Committee. A nominee must receive a majority vote of the members of GRHHS present in order to become a Director.
- v) (a) Vacancies created by resignation or removal will be filled by appointment by the President of the Board, approved by a majority vote of those present at the meeting of the Board. Board members so elected shall serve the remaining unexpired term of the Board members whom they have replaced.
 (b) The Board may declare a vacancy for a Board member's dereliction of duty by a majority vote of those present.

B. Meetings of the Board of Directors:

- i) (a) The Board will meet regularly at a time and place designated by the Board.
 (b) A special meeting of the Board may be called at any time by the president or by a simple majority of the Directors upon written request to the President.
- ii) Each member of the Board must be notified of a meeting by mail or telephone a reasonable length of time prior to the meeting.
- iii) A quorum for the meeting of the Board to transact business shall consist at least five Directors, including the President or Vice-President, and at least one other officer. The action of a majority of Directors present at a meeting at which a quorum is present will be the action of the Board unless concurrence of a greater proportion is required by these by-laws. There will be no voting by proxy. A Director must be physically present at the time a vote is taken in order to cast his/her vote.

C. Powers and Duties of the Board of Directors

- i) GRHHS shall be administered by the Board which may exercise all powers of the corporation and shall have all powers necessary to transact the business and accomplish the goals of GRHHS, subject

- to those restrictions imposed by law, the Articles of incorporation and these by-laws. The Board may appoint committees, fill vacancies, call meetings, set dues, solicit, receive, and expand funds for the purposes of GRHHS, and plan and oversee the administration of the programs of GRHHS.
- ii) The Board shall have the authority to hire or fire personnel as needed by a two-thirds majority vote of the Board.
 - iii) The Board will designate a qualified auditor to audit the books of the corporation immediately following the close of each fiscal year. The auditor's report will be available for inspection by any member of GRHHS.
 - iv) A decision of the Board may be nullified by a vote of three-fourths of the voting members of GRHHS present at a meeting of GRHHS.

ARTICLE IV: Officers

A. Titles, Terms, Election

- i) The Officers of the corporation shall consist of no less than President, Vice-president, Secretary and Treasurer. Any two or more offices may be held by the same person, except the office of President and Secretary.
- ii) The term of an Officer shall be one year.
- iii) Officers must be selected from among those persons already elected to serve on the Board of Directors for the term of office in existence.
- iv) Officers will be elected by the majority vote of the Board at the annual membership meeting and will take office immediately upon election.
- v) If the office of president becomes vacant, the Vice-president will become president. A vacancy in the offices of Vice-President, Secretary or Treasurer will be filled by appointment by the president, subject to the approval of the Board.

B. Duties and Powers of Officers

- i) **President:** The President will preside overall meetings and serve as ex officio as a member of all committees, except the Nominating Committee. The president will exercise general supervision over all affairs of the corporation. The President will have the power to execute contracts and other instruments in the name of the corporation as authorized by the Board, except as otherwise provided in these by-laws.

- ii) **Vice-President:** The Vice-President, in case of absence or disability of the president, will perform the duties of president and exercise the powers of that office. The Vice-president will act in an advisory capacity to the president, perform such functions as assigned by the president, and chair the Nominating Committee.
- iii) **Secretary:** The Secretary will keep detailed minutes of all meetings of the Board, of GRHHS, and of the executive Committee, including a record of attendance, and these minutes will be available for inspection by any member of GRHHS. The Secretary will maintain a file of all important records and be responsible for all correspondence and notice of all meetings of the Board, of GRHHS and the Executive Committee. The Secretary will keep an updated listing of all members of GRHHS, including all members of the Board and committees and their chairpersons. The Secretary will chair the Membership Committee.
- iv) **Treasurer:** The treasurer will be the custodian of all funds of the corporation and will secure their deposit as designated by the Board. The Treasurer will keep records of the financial affairs of the corporation, and these records will be available for inspection by any member of GRHHS. All checks, drafts, orders for payment of money and notes or other evidence of indebtedness issued in the name of the corporation may be signed by the Treasurer alone or any other person designated by the Board unless the amount exceeds \$500.00, in which case they must be signed by two of the following: President, Treasurer, or that person(s) expressly authorized by the Board. The Treasurer will collect and keep records of all membership dues. The Treasurer will deliver to his/her successor all books, records, and papers, and prepare an annual operating budget, with the assistance of the president for approval by the Board, by October 31 of each fiscal year.

ARTICLE V: Executive Director

The Board may appoint an Executive Director of GRHHS whose duties may include the day-to-day operations of Godchaux-Reserve House as assigned by the Board. In absence of an Executive Director, these duties will be assumed by the president.

ARTICLE VI: Committees

The organization may have both standing and special committees as identified by the Board. The standing committees shall be, but limited to:

- i) **Executive Committee** – This committee will consist of the officers of the Board and any other Directors appointed to the committee by the president. All appointments must be approved by a majority vote of the Board present. The committee will be chaired by the president and shall have all the powers of the Board except for the sale of major assets and the dissolution of the corporation.
- ii) **Nominating Committee** – This committee will consist of no less than three persons elected by the Board. The Vice-president will chair this committee.
- iii) **Membership Committee** – This committee will consist of no less than three persons elected by the Board with duties to be assigned by the Board and chaired by the Board Secretary.
- iv) **Architectural Restoration Committee** – This committee is charged with the preservation of the Godchaux-Reserve House. This committee will consist of no less than three persons elected by the Board with duties as assigned by the Board.
- v) **Committee for Historic Research and the Collection of Data** pertinent to the **sugar industry as a whole, sugar production worldwide, the importance of the Mississippi River in the growth of this industry and the role of the Godchaux-Reserve House in the sugar industry and community.**
- vi) **Development Committee** – This fund-raising committee will consist of no less than three persons elected by the Board. This committee will identify, pursue and acquire private and public grants funding and other donations for projects designated by the Board from a list given by the Planning Committee.
- vii) **Planning Committee** – This committee will consist of no less than three persons elected by the Board and will identify programs, and budgets for those programs, which GRHHS will pursue each year as designated by the Board.
- viii) **Community Outreach Committee** – This committee will be responsible for the dissemination of information about the Godchaux-Reserve House, including but not limited to tours of the House, and the history of sugar production.
- ix) **Other Committees** – The Board may create such other standing or special committees and/or advisory panels as it may deem necessary to conduct the affairs of the corporation.

ARTICLE VII: Amendments

These by-laws may be amended upon approval by the Board in the following manner. Any member of GRHHS may propose an amendment. The president, upon receipt of the proposed amendment in writing, will have the proposed amendment transmitted to each member of the Board and will see that the proposal is discussed and acted on at the first meeting of the Board that occurs more than ten days after the written notice was sent to the Board members. The proposed amendment will be considered adopted if approved by two-thirds of the Board members present and voting.

ARTICLE VIII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern GRHHS and its officers in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order GRHHS may adopt.

ARTICLE IX: Dissolution

- A. This organization may be dissolved by a two-thirds vote of all members in good standing, such ballot to be taken by the Secretary by mail or telephone, if necessary.
- B. Upon dissolution, any assets shall be donated to a not-for-profit organization with similar purposes, to be disposed of at their sole discretion; such organization shall be specified as part of the resolution to dissolve, as voted upon in accordance with Section A of this article, above.

These By-laws were chartered on March 10, 1997 by the following initial Board of Directors:

