

NOTE THAT THE ORIGINAL CONSTITUTION  
IS SUPERCEDED BY THE ARTICLES OF  
AMENDMENT THAT WERE ADOPTED IN 1998.

THE  
CONSTITUTION  
and  
BY-LAWS  
of the  
LOUISIANA HISTORICAL  
ASSOCIATION

## HISTORICAL NOTE

The Louisiana Historical Association was founded on April 11, 1889, by representatives of the Association of the Army of Tennessee, The Association of the Army of Northern Virginia, The Battalion, Washington Artillery, the Association of Veterans of Confederate States Cavalry and the Howard Memorial Library Association for the purpose of collecting and preserving and disseminating information of an historical character relating to the territory comprehending Louisiana at various stages in its history. Among the early members were Confederate veterans General P.G.T. Beauregard, Brigadier General R. L. Gibson, Colonel William Preston Johnston, son of General Albert Sydney Johnston, and first President of Tulane University and General William Miller Owen. The greater part of the Association's activities since it moved into the Memorial Hall in 1891 have involved the maintenance and operation of the museum at 929 Camp Street in New Orleans. This function was recognized in Article XVIII, Section 4, of the Constitution of 1921.

When it had become obvious that the state needed an active statewide historical society, and that no existing group was serving the functions of such society, a group of historians from most of the State's universities and colleges, and other interested individuals, met in Pineville, at Louisiana College on March 29, 1958, to organize a new historical society. The immediate outgrowth of that Pineville meeting was the decision by most of those present, to accept the invitation extended to join the Louisiana Historical Association, to expand on the purposes of that respected Association and to make such modifications in the organizational pattern of the Association as would make the sixty-nine-year-old charter of the Association more responsive to present-day needs. The amended charter produced sixteen articles as recorded in the brochure published by the Association in July 1958.

Then, following appropriate action taken by the officers and members of the Association on March 21, 1959, Article VII, Sections 3 and 5, dealing with membership, were amended. These sections were further amended by subsequent action of the Association which is described below.

Changing times and new federal regulations caused the addition of Article XVII to the charter. At the same time an amendment was proposed for Article VII, Section 3. The proposal permits the Board of Directors to "set the membership dues in the various classes." On March 15, 1975, the general membership, in annual meeting assembled, approved the addition of Article XVII and the amendment to Article VII, Section 3.

In 1977, President Joy Jackson appointed Dr. Bennett Wall of Tulane University to chair a committee to review the constitution with an eye toward needed revision. After months of deliberation, the committee proposed a comprehensive revision of the amended charter of 1958. These proposals were accepted by the Board of Directors in November, 1977, and recommended to the Association at the annual meeting in March, 1978.

At that meeting in Alexandria, the Association approved the full slate of amendments formulated by the Charter and By-Laws Committee. As a result the following articles and sections were amended:

- Article III
- Article V, Section 1
- Article VI
- Article VII, Sections 3, 5, 6
- Article VIII, Sections 1, 2, 3, 4, 5
- Article IX, Sections 2a, 2c, 2d, 2h; 4
- Article X, Section 2
- Article XI, Section 3
- Article XII, Section 3
- Article XV
- Article XVII

In 1991, the Board of Directors asked the Charter and By-Law Committee to revise and update the constitution and by-laws. The Board authorized publication of the revised constitution and by-laws in 1992.

THE CONSTITUTION  
of the  
LOUISIANA HISTORICAL ASSOCIATION  
(as last amended on March 14, 1992)

ARTICLE II  
TERM OF EXISTENCE

The Association shall exist until dissolved in accordance with the provisions of Article XVI.

ARTICLE III  
PURPOSES OF ORGANIZATION

SECTION 1. To continue to supervise and operate the Memorial Hall and to continue the functions carried on by the Association under the charter of April 11, 1889, as follows: "To collect and preserve such books, pamphlets, papers, documents, flags, maps, plans charts, paintings, engravings, lithographs and other appertaining to the history of the territory of Louisiana, both before and after its cession to the United States and especially the collection and preservation of all papers, documents, relics in relation to the War Between the States from" 1861-1865. "and this corporation shall have the right to compile and publish, and to have compiled and published books, plans, charts and other papers and documents relating to the purposes for which it is organized, and to apply for and hold copyrights and patents necessary to its protection";

SECTION 2. To promote and conduct programs and activities aimed at the preservation of materials, sites, structures, and traditions illustrative of the pre-history, the history and present developments of, and in, and relating to, Louisiana in all its aspects;

SECTION 3. To promote and conduct programs and activities leading to the widest distribution of information concerning the history of Louisiana and its localities through the encouragement and conduct of collection activities, of scholarship, research, writing, editing, publication, exhibits, museum activities, and through all other appropriate media of communication;

SECTION 4. To promote and conduct programs and activities leading to the more intensive study of state and local history of, and in Louisiana;

SECTION 5. To promote and assist in the organization of, an the development of groups interested in all aspects of Louisiana's cultural heritage;

SECTION 6. To serve as a clearing-house of information concerning developments in these various fields of interest;

SECTION 7. To cooperate with individuals, existing and future agencies, organizations and corporations having an interest in or a responsibility for these matters, to the end that the best interests of the Association, the State, and its citizenry are realized.

ARTICLE IV  
NON-PROFIT, NON-STOCK  
CORPORATION

The Louisiana Historical Association is declared to be a non-profit corporation organized on a non-stock basis.

It is clearly understood that said corporations organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V  
MEMBERSHIP

SECTION 1. Membership shall be open to individuals, organizations, agencies, and corporations having an interest in the purpose of the Association on payment of annual dues, paid on a calendar year basis.

SECTION 2. Membership in the Association shall be by classes under such rules and regulations as may be incorporated into the bylaws.

SECTION 3. Dues for the different classes of membership shall be set by the Board of Directors.

SECTION 4. The Board of Directors may request the resignation of any individual, organization, agency or corporation whose activities it deems not consistent with the objectives of the Association.

SECTION 5. Member organizations, agencies, corporations and individual members shall each have one vote.

SECTION 6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VI OFFICERS

SECTION 1. The officers of the Association shall be a President, who may not be elected to two consecutive annual terms, a Vice-President, who shall succeed to the presidency after a one year term as Vice-President, a Secretary, a Treasurer, which offices may be combined if the Association membership approve in any regular annual meeting, and nine directors, which officers, except the nine directors shall be elected annually by majority vote of the members at the annual meeting of the Association. The Directors shall be elected by a majority vote of the members at the annual meeting and shall serve staggered three-year terms. Elected officers of the Association shall serve until their terms expire or until a successor is appointed or a vacancy is declared as prescribed elsewhere in this constitution. Should the President resign or die, the Vice-President shall assume the duties and responsibilities of the President for the remainder of that term. The Vice-President shall then serve a full term as president. Should the President become incapacitated, the Board of Directors by a two-thirds majority shall direct the Vice-President to assume the duties and responsibilities of President for the remainder of that term. The Vice-President shall then serve a full term as President.

SECTION 2j. Any member of the Board may vote on any matter affecting the Association by submitting a written proxy to the Board prior to the scheduled meeting.

SECTION 2k. Any vacancy, however arising between the Annual Meetings of the Association, may be filled by the Board of Directors for the unexpired term. The Board of Directors shall be composed of the President of the Association who shall serve as Chairperson of the Board; the Vice-President who shall serve as the Vice-Chairperson of the Board; the Secretary and Treasurer who shall serve as Secretary and Treasurer of the Board; the nine elected Directors; an Editor selected by the Board for a three year term; the Chairpersons of the Publications and Investments Committees; the Executive Secretary chosen by a majority vote of the Board for a three year term whenever deemed in the best interest of the Association; one representative of the Board of Managers of the Washington Artillery; one representative of the Association of the Army of Tennessee, selected in such manner as these respective organizations may deem proper; and the Chairperson of the Memorial Hall Committee. Each past member of the Board of Directors for a term of three years following the end of the presidential term. A majority of the Board shall constitute a quorum.

SECTION 3. There shall be an executive committee of the Board of Directors which shall be composed of the President, Vice-President, Secretary-Treasurer, two members (former presidents of the Association are ineligible) of the Board of Directors elected annually by that Board of Directors and the editor of the journal as ex officio member without a vote. A majority of the Executive Committee shall constitute a quorum.

SECTION 4. The Association recognizes its obligation to care for and support the Memorial Hall. In order to insure the Hall's proper function and maintenance, there shall be a Memorial Hall Committee composed of nine persons who shall be or become dues-paying members of the Association selected as follows: one member selected by the Board of Managers of the Washington Artillery for a two-year term ending in even-numbered years; one member selected by the Association of the Army of Tennessee, for a two-year term ending in odd-numbered years; one member selected by the Louisiana State Division of the United Daughters of the Confederacy for a two-year term ending in even-numbered years; and three members appointed by the President of the Association for two-year terms ending in odd-numbered years and two members appointed by the President of the Association for two-year terms ending in even-numbered years. All members so selected shall within 30 days of their election or appointment indicate in writing to the Association Secretary their willingness to serve.

All persons selected for service on this committee shall have evidenced interest in the purposes of the Association and in Memorial Hall and all persons elected or appointed shall be eligible for re-election or reappointment.

The Chairperson of the committee shall be appointed annually by the incoming president of the Association upon recommendation of the committee. The committee shall have the power to select the time and place of its meetings, provided however, that it shall meet at least four times each year.

The Chairperson of the committee shall appoint a secretary to keep the records necessary for its proper functioning, and the Chairperson shall report in writing to the Board of Directors of the Association at its regular or special meetings on the work of the committee and on the status of Memorial Hall.

ARTICLE VII  
POWERS AND OBLIGATIONS

SECTION 1. The Louisiana Historical Association through its Board of Directors shall have all those powers and be under those restrictions and obligations granted and placed upon non-profit, non-stock corporations as described in Revised Statutes of 1950, Title 12 Sections 101-155, except as lawfully modified in this amended charter.

SECTION 2. The Board of Directors shall have the power to manage and conduct the affairs of the Association as in their discretion may best benefit the said Association, PROVIDED HOWEVER, that due consideration shall be given to the obligations and commitments incurred in the past under the terms of Article III, Section 1, above, and provided further that “the collections made and donations received by the corporation” except moneys not given as a trust prior to the date of this amendment, “shall never be broken up by sale or by division among the members, nor shall they ever be permanently removed from New Orleans” except in the case of a national emergency requiring steps toward their preservation; nor shall the records of this Association as they existed under an agreement signed between the Louisiana Historical Association and the Howard-Tilton Memorial Library on June 10, 1957, be removed from the custody of the Howard-Tilton Memorial Library except in the case of a national emergency; “nor shall any article be exchanged or disposed of except by unanimous vote” of the Memorial Hall Committee, and by the consent of the donors.

SECTION 2a. No compensation shall be paid to the members of the Board of Directors for their services as such members, but they may be reimbursed for travel and actual expenses necessarily incurred by them in attending Board meetings and in performing other official duties on behalf of the Association at the direction of the Board and provided that nothing in this section shall be interpreted or construed so as to prohibit proper payment to the Secretary-Treasurer for services as Secretary-Treasurer, should the Board so decide.

SECTION 2b. The Board shall determine the manner and form of its proceedings.

SECTION 2c. The President shall appoint a nominating committee of five members subject to confirmation by a majority vote of the Board of Directors present at the fall meeting of the Board. The committee in nominating members for the offices of Vice-President, Secretary-Treasurer, and Director, shall give due regard to the matter of service to the Association and to the support of its purposes as well as geographic, agency, organizational, and corporation representation.

SECTION 2d. The President with the advice and counsel of the Board shall appoint three or more members to each of the following standing committees:

- a) Charter and By-Laws
- b) Publications
- c) Archives and Records
- d) Program
- e) Membership
- f) Investment

The President shall be ex officio a member of all committees except the Nominating Committee.

SECTION 2e. The Board of Directors may authorize, and the President may appoint such other standing and special committees as may from time to time be required in the interest of the Association.

SECTION 2f. Any lawful action in which a majority of the existing Board of Directors shall concur in writing shall be binding and valid although not previously approved at any regularly constituted meeting of the Board, provided however, that such action shall be introduced into and made a part of the record of the next meeting of the Board.

SECTION 2g. The Board of Directors may adopt such rules and regulations consistent with this charter as amended, for the administration of affairs of the Association and may alter, amend, or repeal such rules and regulations so adopted by it.

SECTION 2h. The Board of Directors shall meet at least twice during each calendar year, in the fall and on or before the day of the annual meeting of the Association, and at any other time on call of the President, or at the written request of five members of the Board, or on the written request of any twenty-five individual members of the Association, providing the reason or reasons for the requested meeting are specifically stated in writing.

SECTION 2i. The President shall cause to be prepared an annual report on the activities of the Association which shall be submitted to the members of the Association at the Annual Meeting and be made a part of the record of that meeting.

SECTION 3. The Board is authorized to frame and adopt By-Laws, subject to approval of a majority of the members present at the next annual meeting of the Association, to establish qualifications for membership as the affairs and the business of the Association may require and the Board deem necessary, providing that no such action shall conflict with this charter, the laws of the State of Louisiana or with those of the United States of America.

SECTION 4. The Board of Directors may elect such other officers, agents, and employees as it may deem necessary, and fix their compensation, term of service and duties.

SECTION 5. The Executive Committee shall hold such meetings and conduct such business as may be necessary in the interest of the Association between the meetings of the Board of Directors. The Actions of the Executive Committee shall be subject to confirmation by the Board.

SECTION 6. The Memorial Hall Committee shall hold such meetings and conduct such business as may be necessary in the interest of Memorial Hall between the meetings of the Board of Directors, subject to review by the Board of Directors. The Memorial Hall Committee shall, on approval of the annual budget by the Board, be free to administer the affairs of the Memorial Hall without reference to the Board until the next annual meeting.

SECTION 7. Any lawful action in which a majority of the Executive Committee, or a majority of the Memorial Hall Committee shall concur in writing, shall be binding and valid, although not authorized and approved at any authorized or regularly constituted meeting of the committees, providing however, that such action be made a matter of record at the next meeting of the respective committees.

#### ARTICLE VIII NOMINATING COMMITTEE

SECTION 1. The Nominating Committee provided heretofore shall advise the members of the Association at the annual meeting at which the election is to be held of its nominations to fill any existing or pending vacancies or both.

SECTION 2. Nominations for any office of the Association may be made on petition of any twenty-five members of the Association, provided, they are made not less than fifteen calendar day sin advance of the meeting in which the election is to be held. Such nominations by petition may be addressed to any member of the nominating committee.

SECTION 3. Nominations from the floor may be made by any member of the Association at any meeting at which an election is to be held.

#### ARTICLE IX SECRETARY AND TREASURER

SECTION 1. The offices of Secretary and Treasurer may be combined or not, as the Association may determine by majority vote.

SECTION 2. The Secretary shall cause appropriate notice to be issued of all meetings of the Board of Directors, the Executive Committee, the Memorial Hall Committee, and of the Association. In the case of the annual meeting of the Association the notice must be in the mail at least thirty calendar days in advance of such meeting. The Secretary shall have custody of, and preserve the corporate seal and the records of the Association, except insofar as prior valid commitments concerning their custody have been made, and shall affix the seal under the direction of the President or a majority of the Executive Committee. The Secretary shall turn over the records of the Association to the next Secretary with all due promptness.

SECTION 3. The Treasurer shall receive and disburse the funds of the Association under the direction of the Board of Directors and shall deposit all funds in the name of the Association and all securities in such depositories as the Board may from time to time designate or approve. The Treasurer shall also have custody of and preserve in a safe place all records and documents relating to the property of the Association, and render to the Board on request, a report of all activities as Treasurer. At the Annual Meeting, the Treasurer shall present to the Board and to the Association a statement of the financial condition of the Association certified to by the independent firm of auditors approved by the Board. Any disbursement in excess of \$250 shall be made by check signed by the Treasurer, and countersigned by such member of the Executive Committee as that committee may from time to time designate in writing.

#### ARTICLE X MEETINGS

SECTION 1. The Louisiana Historical Association shall meet annually on a day, usually in March on such date as may be determined by majority vote of the Board of Directors, or, at such other time and place as may be determined by majority vote of the Board.

SECTION 2. The business of the annual meeting shall include the election of officers, the selection and announcement of committee appointments, the presentation of reports by officers and committees, and such other business as may be placed before the Association by the President, its committees and its membership.

SECTION 3. In any annual or special meeting of the Association, twenty-five members or ten per cent of the membership, whichever is smaller, of voting members present in person shall constitute a quorum for the transaction of business.

ARTICLE XI  
ACCOUNTING YEAR

The accounting year shall be the calendar year for the Association.

ARTICLE XII  
BUDGETS

SECTION 1. A budget for the ensuing calendar year shall be prepared not later than November 30 of each year under the direction of the President, in consultation with the Vice-President and the Treasurer. Such budget shall be submitted to the Board of Directors for consideration and adoption.

SECTION 2. Any budget so adopted, shall, without further action authorize the Treasurer to advance the amounts included in the budget from time to time on receipt of vouchers approved by the President or other Executive Committee member authorized in writing to do so by the Executive Committee.

ARTICLE XIII  
RESPONSIBILITIES OF OFFICERS  
AND COMMITTEE MEMBERS

Whenever any officer of the Association or member of the Board of Directors shall have been absent from two consecutive regularly scheduled meetings of the Board, or when any member of any committee (however appointed) of the Association shall have been absent from two consecutive regularly scheduled meetings of the committee without written excuse filed with the secretary of the Association within 30 days of the second of said absences, the President of the Association shall after 30 days notice to the absent person, declare that person's seat on the subject body vacant, and then make an interim appointment, the term of which shall be until the next regular meeting of the Association. At that time a person shall be selected to fill that vacancy in the manner prescribed elsewhere in this constitution.

ARTICLE XIV  
AMENDMENTS

This amended charter may be amended, altered, or modified by a majority vote of the membership present at any annual meeting of the Association, provided, the proposed amendments have been placed before the entire membership in writing at least 15 calendar days before the day on which the proposed amendments are to be considered by the Association and provided further that no amendment shall be made which would impair the obligation of any binding contract or agreement, and specifically: permanent deposit of the Association's records at the Howard-Tilton Memorial Library at Tulane University of Louisiana; the Board of Managers of the Washington Artillery, and the Army of Tennessee on the Memorial Hall Committee; or would change the provision in this amended charter providing for the supervision and operation of the Memorial Hall.

ARTICLE XV  
REPEALING CLAUSE

All remaining articles of the charter of April 11, 1889, not specifically treated in these present amendments are hereby repealed.

ARTICLE XVI  
DISSOLUTION

Upon the dissolution of this Corporation, the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county (parish) in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

BY-LAWS OF THE  
LOUISIANA HISTORICAL ASSOCIATION

(Approved March 22, 1979; Amended, March 14, 1992)

1. The Secretary shall inform persons of their appointment to committees and advise them of their duties, send minutes of meetings to members of the Board and committee Chairpersons within thirty days of the meeting, inform all committee Chairpersons of decisions of the Executive Committee relating to their committees, make arrangements for meetings of the Association, develop and put into effect programs under the direction of the Executive Committee, and perform such other duties as directed by the officers of the Association.

2. The Secretary shall have charge of Association correspondence, arrange the agenda of the Board meetings and notify members concerned. The Secretary shall keep minutes of all such meetings, using recording devices when deemed necessary, and shall keep a roll of the members. The Secretary shall submit all mail ballots to the membership and shall tabulate the results and shall retain those ballots, for possible inspection for a period of one month.

3. The Editor shall be responsible for the publication of *Louisiana History*, the official publication of the Association, and publish transactions of the Association that require publication. The Editor may grant permission for the reprinting of materials published in *Louisiana History* for a fee approved by the Board of Directors on his recommendation. The Editor shall be advised by a Publications Committee of members, each member serving a three-year term. Members of the Editorial Board shall be nominated by the Editor and approved by the Board.

4. The President shall formulate policies for presentation to the Board and execute its decisions. All documents requiring official certification shall be signed by the President, the Vice-President, and the Secretary (Treasurer).

5. The Vice-President shall preside at meetings in the absence of the President and shall perform other duties as assigned by the Board.

6. The Board may accept and oversee funds donated for any of the objectives of the Association.

7. The Board may reach decisions either at meetings or through correspondence filed with the Secretary, provided in the latter case, such decisions have the concurrence of two-thirds of the voting members of the Board.

8. Any member whose dues become six months in arrears shall be automatically suspended.

9. The Chairperson of the Nominating Committee shall secure from prospective nominees for Association office permission to be so nominated.

10. The Secretary may supply the membership list of the Association only to related societies and publishing houses, charging fees sufficient to pay all costs of preparing such lists.

11. The Secretary and the Editor may seek legal advice when necessary for the proper conduct of their offices. All charges for such services shall be paid by the Secretary from Association funds.

12. Amendments to the By-Laws may be proposed by fifteen members in good standing, by the Charter and By-Laws Committee, or by the Board. In all cases, such amendments shall be sent to the Secretary at least one month prior to the Board meeting. The proposed change shall then be placed on the Board agenda and, if approved, shall be submitted for approval by a majority of the members present at the next annual meeting of the Association.

13. The Board may fill any vacancy in its elected officers by designating any member of the Association to serve as a Board member until the close of the next annual meeting.

14. The President may, with approval of the Board, appoint a parliamentarian to serve a term of one year. The official parliamentarian shall be guided by the provisions of the Charter and By-laws and, when not therein provided, by *Robert's Rules of Order*.

15. The Secretary-Treasurer, with approval of the Board, shall arrange the order of priority of all items on the agenda to come before the business session.

16. In preparing the business session agenda, the Secretary-Treasurer and the Board may at their discretion fix the duration of any debate and impose rules of cloture. The business session may by a two-thirds vote overrule any rule of cloture so established.

ARTICLES OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF THE  
LOUISIANA HISTORICAL ASSOCIATION  
AND  
BYLAWS OF THE  
BOARD OF DIRECTORS  
APPROVED BY THE GENERAL MEMBERSHIP  
IN ANNUAL MEETING ASSEMBLED  
MARCH 7, 1998

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF THE INCORPORATION  
OF THE  
LOUISIANA HISTORICAL ASSOCIATION  
ADOPTED UNANIMOUSLY BY THE GENERAL MEMBERSHIP  
IN ANNUAL MEETING ASSEMBLED  
AT  
NEW IBERIA LOUISIANA, MARCH 7, 1998**

**BE IT KNOWN**, That on this 7<sup>th</sup> day of March in the year one thousand nine hundred and ninety-eight (1998),

**BEFORE ME**, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Iberia, State of Louisiana, and in the presence of the undersigned competent witnesses hereinafter named, personally came and appeared **PATRICIA BRADY** and **GLENN R. CONRAD**, the President and Secretary-Treasurer, respectively, of, and herein appearing and acting for and on behalf of the

**LOUISIANA HISTORICAL ASSOCIATION**

a Louisiana corporation duly organized under that name by an act passed before John Bendernagel, Notary Public for the Parish of Orleans, State of Louisiana, on April 11, 1889, recorded in the Orleans Parish Mortgage Office at M.O.B. 936, folio 41, as amended by an act passed before John C. Foster, Notary Public, on June 9, 1958, recorded in the Orleans Parish Mortgage Office at M.O.B. 1971, as further amended by an act passed before Eugene M. McLachlin, Jr., Notary Public for the Parish of Orleans on July 26, 1973, filed with the Secretary of State in the Record of Nonprofit Corporations Book, as further amended by an act passed before Melvin L. Bellar, Notary Public for the Parish of East Baton Rouge on May 26, 1978, filed with the Secretary of State in the Record of Nonprofit Corporations Book, as further amended by Act passed before \_\_\_\_\_, Notary Public for the Parish of Iberia, on March 7, 1998, filed with the Secretary of State in the Record of Nonprofit Corporations Book and at the time of this act having its principal place of business and registered office in the Parish of Lafayette, State of Louisiana.

**WHO DECLARED** that pursuant to a resolution adopted at a meeting held on March 7, 1998, pursuant to due call and notice as provided by the bylaws, at which meeting there were present in person, of 47 in favor, none opposed, and none abstaining, to amend the Articles of Incorporation in their entirety so that said Articles of Incorporation shall henceforth read and be as follows:

**ARTICLE I**

The name of this corporation shall be

**LOUISIANA HISTORICAL ASSOCIATION**

and under that name it shall enjoy perpetual existence and shall have and enjoy, except as otherwise limited by express provisions of these articles, all the rights, advantages, and privileges granted by law to nonprofit corporations organized under Chapter 2 of Title 12 of the Louisiana Revised Statutes of 1950, as amended (the "Louisiana Nonprofit Corporation Law").

## ARTICLE II

The objects and purpose for which this corporation is established are hereby declared to be to promote and conduct programs and activities the which shall be the preservation of materials, sites, structures, and traditions illustrative of the pre-history, the history, and the present developments of, and in, and relating to, Louisiana in all its aspects, and to engage in any lawful activity for which nonprofit corporations may be organized under the Louisiana Nonprofit Corporation Law. Such purposes are more specifically enumerated as follows:

Section 1. To collect and preserve such books, pamphlets, papers, documents, maps, plans, charts, paintings, engravings, lithographs, and other pictorial representations, manuscripts, and other things appertaining to the history of Louisiana, both before and after its cessation to the United States. And this corporation shall have the right to compile and publish, and to have compiled and published books, plans, and charts, and other papers and documents relating to the purposes for which it is organized, and to apply for and hold copyrights and patents necessary to its protection;

Section 2. To promote and conduct programs and activities aimed at the preservation of materials, sites, structures, and traditions illustrative of the pre-history history, and present developments of, and in, and relating to, Louisiana in all its aspects;

Section 3. To promote and conduct programs and activities leading to the widest distribution of information concerning the history of Louisiana and its localities through the encouragement and conduct of collection activities, of scholarship, research, writing, editing, publications, exhibits, museum activities, and all other appropriate media of communication;

Section 4. To promote and conduct programs and activities leading to the more intensive study of state and local history of, and in, Louisiana;

Section 5. To promote and assist in the organization of, and the development of groups interested in all aspects of Louisiana's cultural heritage;

Section 6. To serve as a clearing-house of information concerning developments in these various fields of interest;

Section 7. To cooperate with individuals, existing and future agencies, organizations, and corporations having an interest in, or a responsibility for these matters, to the end that the best interests of the Association, the State, and its citizenry are realized;

Section 8. To do all such other things and have all such other powers as may be necessary, useful, or convenient to accomplish the purposes described above.

This corporation is organized, and shall at all times be operated, exclusively for nonprofit charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)3 of the federal Internal Revenue Code of 1986, or any corresponding provision of any subsequent federal tax laws (hereinafter referred to as the "Code"). No part of the net earnings, if any, of this corporation may inure to the benefit of any private individual. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code); and this corporation

shall never, directly or indirectly, participate in, or intervene in, any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise. No member of this corporation shall ever receive any dividend, or pecuniary or other type of remuneration, from this corporation by virtue of membership in this corporation. This corporation shall have power and authority to accept donations, gifts, and contributions made to it for the purpose of enabling it to carry out its objective. This corporation shall also have power and authority to enter into contract with, and to receive grants from, other corporations, foundations, agencies, and institutions, governmental or private, in furtherance of its purposes. Notwithstanding any other provisions of these articles this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Section 170(a)(2) of the Code.

### **ARTICLE III**

The location and address of the registered office of this corporation is:

Dupré Library  
University of Louisiana at Lafayette  
302 East St. Mary Street – Room 320  
Lafayette, Louisiana 70503

The full names and addresses of its registered agents are:

### **ARTICLE IV**

Section 1. Any individual, organization, agency, or corporation having an interest in the purposes of this corporation shall be eligible for membership.

Section 2. This corporation shall be a nonprofit corporation and is organized on a nonstick basis. The members of this corporation, referred to hereafter as Members, shall be divided into 3 classes of membership, designated as follows:

- (a) Individual Members
  
- (b) Associate Organization Members; and
  
- (c) Contributing Corporation Members

The members shall consist of all persons that (1) fulfill the qualifications of membership stated in Section 1 of this Article IV as well as any qualifications or requirements of membership that are not in conflict with the provisions of these articles of incorporation, including the payment of dues, as may be established from time to time by the Board of Directors, and (2) whose names are certified by the Secretary-Treasurer of this calendar year, and (3) entered by the Secretary-Treasurer in a record of membership kept and maintained by the Secretary-Treasurer. Membership in this corporation shall not be transferable or heritable. The membership of every member shall automatically terminate at such time as such Member ceases to fulfill the qualifications or requirements for membership. Each Member present in person shall be entitled to vote at all meetings of Members. Members shall not vote by proxy. The only rights, privileges, restrictions, or limitations granted to or imposed upon Members are those provided in

this Section 2 of Article IV, in the bylaws of this corporation, or in the nonprofit corporation laws of the State of Louisiana from time to time in effect.

Section 3. The presence, in person, of the lesser of (a) 25 Members, or (b) 10 percent of the total voting Members, without regard to the class or classes of the Members present, or such larger number as may be fixed in the bylaws, at any annual or special meeting of Members shall be sufficient to constitute a quorum for the transaction of the business at the meeting. Except as otherwise provided in these Articles, all questions coming before a meeting of Members at which a quorum is present shall be decided by a majority vote of Members present, except that directors shall be elected by a plurality vote. Cumulative voting for members of the Board of Directors shall not be permitted. Written notice of all meetings of Members, whether annual or special shall be given to all Members not less than 15 days prior to such meeting.

Section 4. This corporation may at any time borrow money or purchase, sell, convey, donate, lease, or encumber any of its movable or immovable property by action of its Board of Directors, without the necessity of any approval by the Members.

Section 5. The Board of Directors may request the resignation of any Member whose activities, in the sole discretion of the Board of Directors, are not consistent with the objectives of this corporation.

## **ARTICLE V**

Section 1. The property, funds, business, and affairs of this corporation shall be managed by a Board of Directors composed of not less than 4 nor more than 24 persons, the precise number of persons from time to time comprising the entire Board of Directors, and the qualifications to serve as such, to be fixed by the bylaws. The directors shall (except in the case of the initial directors) be elected in accordance with and for such terms as may be fixed in the bylaws. Directors may, but need not, be elected for terms of more than one but less than four years, and such terms may be staggered. No person shall be eligible for election to the Board of Directors who is not a dues-paying Member at the time of nomination. The Members may, by a vote of not less than two-thirds of the Members present at any meeting of Members at which a quorum is present, remove from office any one or more directors notwithstanding that the director's or directors' terms of office have not expired and the Members may (but need not) proceed forthwith at such meeting to elect a successor director or directors to fill the unexpired term or terms. Vacancies on the Board of Directors, though less than a quorum, shall have the power to fill vacancies on the Board of Directors, whether such vacancies result from death, resignation, removal, an increase in the membership of the Board of Directors, or otherwise.

Section 2. The Board of Directors of this corporation shall have the power to make, amend, or repeal bylaws. The power to make, amend, or repeal bylaws may be exercised by means of a vote of not less than a majority of the directors present and voting at any meeting of the Board of Directors at which a quorum is present. In the event of any conflict, or apparent conflict, between one or more bylaws of this corporation, on the one hand, and any provision of the articles of incorporation of this corporation, on the other hand, the latter shall govern.

Section 3. The principal officers of this corporation shall be a President (who shall be the presiding member of the Board of Directors), a Vice President, a Secretary-Treasurer, and a Managing Editor, who shall be elected in accordance with and for such terms and subject to such qualifications as may be fixed in the bylaws. The Board of Directors shall have the power to remove from office any officer of this corporation at any time by a vote of not less than a majority of the whole number of persons then constituting the membership of the Board of

Directors, and may proceed forthwith to fill the vacancy or vacancies so created for any remaining unexpired term.

Section 4. The President shall designate annually from among its members an Executive Committee of Board of Directors, excluding former presidents, which shall have and may exercise all of the powers of the Board of Directors during the intervals between meetings of the Board of Directors. The Executive Committee shall be composed of such number of persons as may from time to time be fixed by the bylaws or, in default of a bylaw, by resolution of the Board of Directors, but the membership of the Executive committee shall always include the President, Vice President, the Secretary-Treasurer, and the Managing Editor.

Section 5. The bylaws may provide for other committees of the Board of Directors and fix the number of members, manner of selection, and duties of such committees.

Section 6. No director or officer of this corporation shall be personally liable to this corporation or its Members for monetary damages for breach of fiduciary duty as a director or officer, provided that nothing contained in this Section 6 shall limit the liability of a director or officer for:

- (a) any breach of the duty of loyalty to this corporation or its Members
- (b) acts or omissions not in good faith or that involve intentional misconduct or a know violation of the law,
- (c) any violation of La. R.S. 12:22(D), or
- (d) any transaction from which the director or officer derived an improper personal benefit.

Section 7. The bylaws may include any provision relating to indemnification of officers and directors by this corporation that are not prohibited by law, including, but not limited to, provisions that the rights of directors and officers to be indemnified are contractual. Any such rights to indemnification of members of the Board of Directors by this corporation shall extend to and include the members of the Board of Directors adopting the bylaws including such provisions.

## **ARTICLE VI**

No member shall at any time have, as such, any interest in the earnings or other assets or property of this corporation, but such property shall at all times be used exclusively for charitable, scientific, literary, or educational purposes. In the event this corporation is liquidated or dissolved, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, transfer all of its property and assets to an organization exempt from federal income tax under Section 501(c)(3) of the Code, organized and operated exclusively for charitable, scientific, literary, or educational purposes, to be used exclusively for tax-exempt purposes, as the Board of Directors shall determine.

## **ARTICLE VII**

The articles of incorporation of this corporation may be amended by a majority vote of the Members present, in person, at any annual or special meeting of Members at which a quorum is present, provided (1) due notice of such meeting has been given at least 15 days before the

meeting, and (2) the notice of the meeting contained a copy or a description of all proposed amendments to the article of incorporation that are moved for adoption at such meeting, or at the adjournment thereof.

**SAID APPEARERS FURTHER DECLARED** that pursuant to the authority conferred upon them by the aforesaid resolutions adopted by the Members of said corporation, they now appear before me, Notary, for the purpose of putting into authentic form the aforesaid Amendments of the Articles of Incorporation of said corporation as required by law, and I, Notary, do hereby receive said Amendments in form of this public act to the end that they may be promulgated and read into the Articles of Incorporation of said corporation, as heretofore amended.

**THUS DONE AND PASSED** at New Iberia, Louisiana, Parish of Iberia, in multiple counterpart originals, in the presence of the undersigned competent witnesses, who hereunto subscribe their names, together with the said appearers and me, Notary, on the day, month, and year first hereinabove written, after reading the whole.

**WITNESSES;**

\_\_\_\_\_

\_\_\_\_\_  
**President**

\_\_\_\_\_

\_\_\_\_\_  
**Secretary-Treasurer**

\_\_\_\_\_  
**NOTARY PUBLIC**

**BYLAWS**  
**OF**  
**THE BOARD OF DIRECTORS OF THE**  
**LOUISIANA HISTORICAL ASSOCIATION**

**ADOPTED MARCH 7, 1998**

**ARTICLE I**

**MEMBERS**

Section 1. Membership Records. The membership record maintained by the Secretary-Treasurer of the Louisiana Historical Association (the "Association") pursuant to Section 2 of Article IV of the articles of incorporation of the Association shall be conclusive evidence of the names of the members of the Association for purposes of determining the identity of persons entitled to vote at meetings of its Members.

Section 2. Qualifications of Members. Natural persons, agencies, associations, and corporations may be members of the Association. The membership year of the Association shall be the calendar year, and the membership in the Association of all Members, unless renewed, will automatically expire on December 31. Members shall pay dues according to the schedule attached hereto in Appendix A. The Board of Directors may amend Appendix A from time to time without amending these bylaws.

Section 3. Rights of Members. Members of the Association shall not, as such, enjoy any rights or privileges or be subject to any restrictions or limitations except such as may be set forth in the articles of incorporations, as amended, of the Association, or in this Article I, or in the nonprofit corporation laws of the State of Louisiana.

Section 4. Annual Meeting of Members. The annual meeting of the members of the Association, for the election of directors and other officers and for the transaction of all such other business as may come before the meeting, shall be held in March of each year at such time as may be designated by the Board of Directors, or, if they do not so designate, by the President or Secretary-Treasurer of the Association.

Section 5. Special Meeting of Members. Special meetings of the Members of the Association may be held at any time and place as may be determined by a majority vote of the Board of Directors, upon call by the Board of Directors, the Executive Committee, or the President, or upon the written request of not less than 10 percent of the Members of the Association, for the transaction of all such business as may be stated in the call of the meeting.

Section 6. Notice of Meetings. Except as otherwise provided by law or by the articles of incorporation of the Association, or as waived in accordance with Section 7 of this Article I, notice of all meetings of Members, whether annual or special, shall be in writing and shall be sent via United States mail addressed postage prepaid to each Member of record on the date when the notice is mailed, at the Member's last-known address as shown by the records of the Association maintained in the Secretary-Treasurer's office, not less than 15 days nor more than forty days before such meeting. Any such notice so sent shall be conclusively presumed to have

been validly and properly given and to be sufficient notice of the meeting, and the certificate of the Secretary-Treasurer of the Association concerning the circumstances under which notice of any meeting of Members was given shall be prima facie evidence thereof. All notices of special meetings shall set forth in reasonable detail the purpose or purposes of such meeting as stated in the call of the meeting.

Section 7. Waiver of Notice. Notice of any meeting of Members need not be given to any member who shall either attend such meeting, either before or after such meeting, waive notice in writing. Notice of any adjourned meeting need not be given otherwise than by announcement at the meeting at which the adjournment is taken, except as otherwise provided by law.

Section 8. Quorum. Except as otherwise required by law, the presence at any meeting, in person of the lesser of (a) 25 Members, or (b) 10 percent of the total number of Members of the Association of record in good standing on the date when the notice of the meeting is mailed shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members entitled to vote that are present in person may adjourn the meeting from time to time until a quorum shall be constituted. At any such adjourned meeting at which a quorum may be present, any business may be transacted that might have been transacted at the meeting as originally called.

Section 9. Voting. At all meetings of Members, each Member of record in good standing on the date when the notice of the meeting was mailed, and no others, shall be entitled to cast one vote in person only. At all meetings of members, except as otherwise provided by law or by the articles of incorporation of the Association or by these bylaws, all matters shall be decided by a majority of the votes actually cast, except (a) the existence of a quorum, which shall be determined by the presiding officers, and (b) the election of directors which shall be determined by a plurality of the votes actually cast.

Section 10. Organization of Meetings. At all meetings of Members the President, or in the absence of the President, the Vice President, or, in the absence of both, any member of the Board of Directors designated in writing by the President, or, in default of such designation, any Member chosen by a majority of the Members present and entitled to vote, shall act as chair. The Secretary-Treasurer of the Association, or in the absence of the Secretary-Treasurer, any person appointed by the chair, shall act as secretary of the meeting. The order of business at all meetings of Members shall be as set forth in the notice of the meeting, and all disputed questions of order shall be determined in accordance with the current edition of Robert's Rules of Order.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

Section 1. Number, Qualifications and Term of Office. The number of directors shall be no more than 24, but may be fewer, as provided in subsection (d) below. Directors shall be Members of the Association at the time of their nomination as Director Ex Officio or Director at Large, and shall be selected as follows:

(A) The following officers shall all be directors by virtue of their offices and shall be referred to as Directors Ex Officio:

- (1) the President, who (a) shall serve a one-year term as President, and (b) shall not succeed to a second consecutive term as President, and (c) shall serve as chairperson of the Board;

- (2) the Vice President, who (a) shall be elected by the members to serve a one-year term as Vice President, (b) shall serve as vice chair of the Board and (c) shall succeed to the office of President at the conclusion of the annual term as Vice President or sooner contingent upon the death, incapacity, removal, or resignation of the President and (d) at the end of that irregular term of office shall be eligible to succeed to a full annual term as President;
- (3) the Secretary-Treasurer who shall be elected by the Members to serve a one-year term and may be elected to successive terms, and who shall serve as secretary and treasurer of the Board, and
- (4) the Managing Editor who shall be elected by the Board of Directors to serve a term of three years, and
- (5) each past President shall serve as a Director Ex Officio for the three years immediately succeeding that person's term as President. No more than three past Presidents shall serve as Directors Ex Officio at any one time.

The Directors Ex Officio shall have all the rights, powers, and duties of the directors.

- (B) There shall be nine directors who shall be elected at large by the Members (the "Directors at Large"). Each Director at Large shall be elected for one term commencing with election on the day of the annual membership meeting. Three of the Directors at Large shall be elected at each annual meeting of the Members. A Director at Large may be re-elected to serve an additional term or terms and each Director at Large elected for a full term at an annual meeting of members shall hold office until the annual meeting of members occurring during the third year after the director's election as a Director at Large and until that director's successor shall have been elected and shall qualify, or until that director's earlier death, incapacity, removal, or resignation.
- (C) The Ex Officio Directors and the Directors at Large shall elect or confirm by majority vote the following officers, who shall serve as directors as long as the term of their office:

- (1) the Managing Editor;
- (2) the Chairperson of the Publications Committee, and
- (3) the Chairperson of the Investments Committee.
- (4) the Chairperson of the of the LHA Fellows Committee.

- (D) Each of (1) the 929 Camp Street Museum, (2) the Board of Managers of the Washington Artillery, and (3) the Association of the Army of Tennessee may appoint, by whatever means it chooses, one director, to serve successive one-year terms at the pleasure of the appointing organization (collectively, the "(Institutional Directors)"). In the event any of the organizations named in this subsection (D) should fail, for whatever reason, to exercise its right to appoint a director on or before the annual meeting date, the seat on the Board of Directors that would otherwise have been occupied by said organization's appointee shall remain vacant until the succeeding annual meeting, and the total membership of the Board of Directors shall be reduced for the intervening year by the number of vacancies, if any, so created.

Section 2. Election. Subject to the provisions of Section 1 and 9 of Article II, the Vice President and the Secretary-Treasurer shall be elected by ballot by the Members entitled to vote at the annual meeting of Members by a majority of the votes actually cast at such meeting, and three

Directors at Large shall be elected ballot by the Members entitled to vote at the annual meeting of Members by a plurality of the votes actually cast at such meeting. Cumulative voting for directors shall not be permitted.

Section 3. Organization. At all meetings of the Board of Directors the President of the Association, or in the absence of the President, the Vice President, or in the absence of both, any director chosen by a majority of the directors present, shall act as chair. The Secretary-Treasurer of the Association, or in the Secretary-Treasurer's absence, any person appointed by the chair shall act as secretary of the meeting.

Section 4. Place of Meeting. Meetings of the Board of Directors shall be held at such places as agreed upon by a majority of the directors and as may be specified in the notice of such meetings.

Section 5. Meetings. The Board of Directors shall meet at least twice during each calendar year, once during the fall and once within 60 days prior to, or on the day of, the annual meeting of Members. Special meetings of the Board of Directors may be called at any time by the President, and shall be called by the Secretary-Treasurer upon the request of not less than five other directors. Notice of every meeting of the Board of Directors shall be sent via facsimile transmission or first class United States mail, postage prepaid, addressed to every director at the director's home or office address, or shall be delivered personally to the director, not less than 72 hours before the time of the meeting but need not state the purposes thereof except as otherwise required by the articles of incorporation of the Association or these bylaws. Notice of all meetings of the Board of Directors shall be conclusively presumed to have been validly and properly given and to be sufficient notice of the meeting if sent or delivered in the manner set forth in this section.

Section 6. Waiver of Notice. Notice of any meeting need not be given to any director if such notice is waived by the director in writing, either before or after such meeting, or if the director shall attend such meeting in person.

Section 7. Quorum and Manner of Acting. The presence in person, at any meeting, of not less than one-half of the total number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and, except as otherwise provided by law or by the articles of incorporation of the Association or by these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the electors present at the time and place of the meeting may adjourn such meeting from time to time until a quorum is present. No notice of an adjourned meeting need be given.

Section 8. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary-Treasurer of the Association. Unless otherwise specified therein, such resignation shall take effect upon its receipt by the Board of Directors, the President, or the Secretary-Treasurer.

Section 9. Vacancies. If any vacancy shall occur among the Directors Ex Officio, with the exception of President, as provided for in Article II, Section I, Subsection [A] [2], or the Directors at Large by reason of death, removal, resignation, incapacity, or otherwise, such vacancy may be filled by a majority vote of the remaining directors, though less than a quorum, at any meeting of the Board of Directors. Any such vacancy may also be filled by the members entitled to vote in any meeting of Members of the Association held during the existence of such vacancy. In the event any vacancy shall occur among the Institutional Directors by reason of

death, removal, resignation, incapacity, or otherwise, such vacancy may be filled by the organization that appointed the director who vacated the vacant seat. If the number of directors shall be increased, the additional directors authorized by such an increase shall be elected in accordance with the amendment to the bylaws that created the increase.

### **ARTICLE III**

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1. Executive Committee. The Executive Committee of the Board of Directors shall consist of six members who shall be the President, the Vice President, the Secretary-Treasurer, the Managing Editor, and two members of the Board of Directors, with the exception of past presidents, appointed by the President. The Executive Committee shall have and may exercise all of the powers of the Board of Directors during the intervals between meetings of the Board of Directors, and the Executive Committee shall be empowered to take all such action as the Board of Directors itself could take, except (a) as otherwise provided by law, by the articles of incorporation, or by these bylaws, and (b) the Executive Committee shall have no power to amend the bylaws or to fill vacancies among the directors or among the officers of the Association. A majority of the members of the Executive Committee shall constitute a quorum of that committee for the transaction of business, and the act of a majority of the members of the committee shall constitute the act of the Executive Committee, to be ratified by the Board of Directors at its next regular or special meeting. The organization, place, call, time, notice, and waiver of notice of meetings of the Executive Committee shall be the same as is set out in Article II of these bylaws with respect to meetings of the Board of Directors, except that (a) the words "Executive Committee" shall be substituted for the words "Board of Directors" in applying such provisions to meetings of the Executive Committee and (b) the Executive Committee shall meet only upon call by the President. Vacancies among the two non-officer members of the Executive Committee shall be filled by the President, but a majority of the Executive Committee may act notwithstanding a vacancy. The termination of the board membership of any member of the Board of Directors who is also a member of the Executive Committee shall automatically terminate that person's membership on the Executive Committee.

#### Section 2. Other Committees.

- (A) The President shall have the power to appoint such other standing and ad hoc committees of the Board of Directors, in addition to the standing committees set out below, as deemed necessary and appropriate from time to time in order to conduct more effectively the business of the Board of Directors, and shall determine the term of members' service.
- (B) The Board of Directors shall have the power, by a vote of not less than a majority of the entire membership of the Board of Directors, to remove at any time any members of any committee of the Board of Directors except the Executive Committee.
- (C) With the exception of the Nominations and Program Committees, the members of which will be appointed by the President for the presidential term of office, the Standing Committees set out below in (D) shall have membership of staggered three-year terms. The term of office shall begin and end with the annual meeting. With the exception of the Investments Committee (E, below) the President shall appoint members to vacancies occurring at the beginning of the presidential term or at any time during the presidential term.

- (D) The President shall appoint annually, and within 45 days after becoming President, the chairs of the following Standing Committees: Nominations, Program, Charter and Bylaws, Membership, Archives and Records, McGinty Meritorious Career Award, and Teaching History.
- (E) The Secretary-Treasurer shall nominate the chair of the Investments Committee for confirmation by the Board of Directors to serve a term of 5 years. The chair shall nominate members of the committee for confirmation by the Board of Directors for a term of 5 years.
- (F) The Rankin Prize Committee shall be chaired by the Vice President.
- (G) The Managing Editor shall nominate the chair of the Publications Committee for confirmation by the Board of Directors.
- (H) The President shall be an ex officio non-voting member of every standing committee.
- (I) A majority of the members of any committee of the Board of Directors shall constitute a quorum of that committee for the transaction of business and the act of a majority of the members of any such committee shall constitute the act of the committee. Committees act upon call of the chair.
- (J) Vacancies on all standing committees may be filled by the President (with the exception of the Investments Committee), but any such committee may act notwithstanding a vacancy so long as a majority of members approve the action.
- (K) Committees shall report actions taken to the next meeting of the Board of Directors or sooner if so directed by the President.
- (L) The members of the “Fellows of the Association” shall convene at the annual meeting of the membership and shall elect by majority vote of the Fellows present a Member of the Fellows Committee who shall be the Chair of the LHA Fellows Committee. The President of the LHA shall appoint two additional Members of the Fellows Committee. The Members of the Fellows Committee shall be Fellows and shall serve staggered three-year terms with the Chair serving the first three-year term. The Chair shall not serve a consecutive term as Chair.

Section 3. Publications Committee. There shall be a Publications Committee composed of a Chair of the Publications Committee and 8 members serving staggered three-year terms of office. The functions of the committee are set out in Appendix B of these bylaws.

Section 4. Nominations Committee. There shall be a Nominations Committee composed of a Chair of the Nominations Committee and 4 members, appointed annually by the President. Functions of the committee are set out in Appendix C of these bylaws.

Section 5. Program Committee. There shall be a Program Committee composed of a Chair of the Program Committee and no fewer than 3 nor more than 5 members, appointed by the President. The functions of the committee are set out in Appendix D of these bylaws.

Section 6. Investments Committee. There shall be an Investments Committee composed of a Chair of the Investments Committee and 4 members, selected in the manner set out in Section 2 (E) of this Article, serving 5-year staggered terms. The Secretary-Treasurer shall be an ex officio voting member of this committee. The functions of the committee are set out in Appendix E of these bylaws.

Section 7. LHA Fellows Committee. There shall be a Louisiana Historical Association Fellows Committee composed of a Chair of the LHA Fellows Committee and 2 members, all of whom are Fellows, serving 3-year staggered terms. The functions of the committee are set out in Appendix F of these bylaws.

Section 8. Committee on Teaching History. There shall be a Committee on Teaching History composed of a Chair of the Committee on Teaching History and no fewer than 6 nor more than 10 members serving 3-year staggered terms. The functions of the committee are set out in Appendix G of these bylaws.

Section 9. Charter and Bylaws Committee. There shall be a Charter and Bylaws Committee composed of a Chair of the Charter and Bylaws Committee and no fewer than 4 nor more than 8 members serving staggered 3-year terms. The functions of the committee are set out in Appendix H of these bylaws.

Section 10. Members Committee. There shall be a Membership Committee composed of a Chair of the Membership Committee and no fewer than 6 nor more than 10 members serving staggered 3-year terms. It shall be the duty of the Membership Committee to implement ways and means of enlisting new members of the Association in all classes of membership.

Section 11. Archives and Records committee. There shall be an Archives and Records Committee composed of a Chair of the Archives and Records Committee and no fewer than 2 nor more than 4 members, serving 3-year staggered terms. The functions of the committee are set out in Appendix I of these bylaws.

Section 12. Kemper Williams Prize Committee. There shall be a Kemper Williams Prize Committee composed of a Chair of the Kemper Williams Prize Committee selected by The Historic New Orleans Collection, and 2 members appointed for 2-year staggered terms. Members of this committee shall be appointed by the President of the Louisiana Historical Association. The functions of the committee are set out by the chair.

Section 13. Hugh F. Rankin Prize Committee. There shall be a Hugh F. Rankin Prize Committee composed of the Chair of the Hugh F. Rankin Prize Committee who shall be the Vice President, and 2 members who shall be former presidents of the Association, and who shall serve 2-year staggered terms. The Managing Editor shall be an ex officio member of the committee. The functions of the committee are set out in Appendix J of these bylaws.

Section 14. McGinty Meritorious Career Award Committee. There shall be a McGinty Meritorious Career Award Committee composed of a Chair of the McGinty Meritorious Career Award Committee and 2 members appointed annually by the President. The functions of the committee are set out in Appendix K of these bylaws.

Section 15. Conrad Prize Committee. There shall be a Conrad Prize Committee composed of three bi-annual presidential appointments. The functions of the committee are set out in Appendix L of these bylaws.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Number and Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary-Treasurer, and a Managing Editor.

Section 2. Election, Term of Office, and Qualifications. The Vice President and the Secretary-Treasurer shall be elected annually in March, for a term of one year commencing on the day of election, by the Members by a majority of the votes actually cast at the annual meeting of Members, and each such principal officer shall hold office until a successor shall have been chosen and shall qualify, or until death, resignation, incapacity, or removal in the manner prescribed in Section 3 of this Article IV. The Vice President shall succeed to the Presidency at the end of the Vice Presidential term. The Secretary-Treasurer may be elected for one or more successive terms. The Managing Editor shall be elected by the Board of Directors at any meeting of the board for a 3-year term and may be elected for more successive terms.

Section 3. Removal. Any officer may be removed from office at any time by a vote of not less than two-thirds majority of the entire Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary-Treasurer of the Association. Such resignation shall take effect on the date of receipt of such notice unless some other time is specified therein.

Section 5. Vacancies. A vacancy in any office because of death, resignation, incapacity, removal, or for any other reason may be filled (except in the case of the President as set out in Section 7 of this article) for the unexpired portion of the term by the Board of Directors by a plurality of the votes actually cast at any meeting of the Board of Directors at which a quorum is present that is held during the existence of such vacancy.

Section 6. President. The President shall preside at all meetings of the Members, the Board of Directors, or the Executive Committee at which the President is present, and shall be the chief executive officer of the Association. The President may enter into any contract or execute any certificate or instrument in the name of and on behalf of the Association that has been approved or authorized by the Board of Directors except in cases where the authority to enter into such contract or to execute such instrument or certificate, as the case may be, has been otherwise expressly delegated to the Board of Directors. The President shall have such other powers and duties as provided in these bylaws or as may from time to time be prescribed by the Board of Directors.

Section 7. Vice President. The Vice President shall, in the absence or disability of the President, preside at meetings of the Members, the Board of Directors, or the Executive Committee. In the event of the death, incapacity, removal, or resignation of the President, the Vice President shall automatically become President for the remainder of the term and then shall be eligible to serve a full term as President. The Vice President shall have such other powers and duties as prescribed by the Board of Directors or the President, as the case may be.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall, if available, attend all meeting of the Members, the Board of Directors, and the Executive Committee and shall record all votes and minutes of all proceedings of those bodies in a book to be kept for that purpose. The Secretary-Treasurer shall be the official custodian of records of Association and shall be authorized to certify the contents thereof from time to time as occasion may require. The Secretary-Treasurer shall at all times maintain a list of all Members of the Association. The Secretary-Treasurer shall give, or cause to be given, due notice of all meetings of the Members, the Board of Directors, and the Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary-Treasurer shall have charge of and be responsible for maintaining a record of all securities of the Association and shall direct the depositing of all funds of the Association in the name of the Association in such banks or to other depositories as may be selected by the Board of Directors. The Secretary-Treasurer shall render semiannual statements of the financial condition of the Association to the Board of Directors. The Secretary-Treasurer shall be empowered to give receipts for moneys payable to the Association. The Secretary-Treasurer shall perform all duties incident to the office and treasurer and customarily performed by such an officer, as well as all other duties as may be assigned by the Board of Directors or the President.

Section 9. Managing Editor. The Managing Editor shall be responsible for the publication of *Louisiana History*, the official journal of the Association, and the *Louisiana History Newsletter*, and shall bring to publication those items designated by the Board of Directors. The Editor may grant permission for the reprinting of materials published in *Louisiana History* for a fee set by the Board of Directors. The Managing Editor shall be advised by the Publications Committee and shall render unto the Board of Directors and annual report of the activities of the office of Managing Editor.

Section 10. Subordinate Officers. The Board of Directors may from time to time establish one or more subordinate officers of the Association, such as (but not limited to) Assistant Secretary-Treasurer, and may proceed forth to fill such offices with persons who may, but need not be members of the Association or members of the Board of Directors for such terms of office as the Board of Directors may see fit; and to remove any such person from office, with or without cause, at any time, and to fill any vacancy in any such office.

## ARTICLE V

### INDEMNIFICATION

Section 1. Authorization of Indemnification of Directors and Others. Subject to the further provisions of this Article V, the Association shall indemnify:

- (a) any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether arising out of conduct in his/her official capacity with the Association or

otherwise (other than an action by or in the right of the Association), by reason of the fact that he/she is or was a director or principal officer of the Association, against expenses (including attorneys' fees), judgments, fines, and (subject to Section 9) amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or opposed to the best interests of the Association and , with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, and

- (b) any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure judgment in its favor by reason of the fact that he/she is or was director or principal officer of the Association, against expenses (including (1) attorneys' fees, and (2) subject to Section 9, amounts paid in settlement not exceeding, in the judgment of the proper person or group empowered at the time by Section 2 to act for the Association, the estimated expense of litigating the action or suit to conclusion) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, EXCEPT THAT no indemnification under this subsection 1 (b) shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged liable to the Association UNLESS and only to the extent that a court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all the relevant circumstance, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. For purposes of the UNLESS clause of the preceding sentence, the fact that person shall have been adjudged by a court of competent jurisdiction to have acted with negligence or gross negligence not amounting to willful misconduct shall of itself create neither a presumption nor an inference that he/she is not fairly and reasonably entitled to court-ordered indemnity for expenses.

Section 2. Method of Determining Eligibility for Indemnification. Any indemnification under this Article V, unless ordered by the court, shall be made by the Association only as authorized in a specific case upon a determination that the applicable standard of conduct specified in Section 1 has been met, and such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not at the time parties to such proceeding,
- (b) by independent legal counsel
  - (1) selected by the Board of Directors in the manner prescribed in subsection 2(a),
  - (2) if a quorum of the Board of Directors cannot be obtained under subsection 2(a), then selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate, or
- (c) by the Members.

The proper person or group empowered by this Section 2 to act for the Association shall not determine at any time that a director or principal officer has not met the applicable standard of conduct with respect to any action, suit, or proceeding as to which a director or principal officer notifies the Association pursuant to Section 6 of his/her intention to seek indemnity under this Article V unless such determination is supported by clear and convincing evidence, as that term is defined by courts of law.

Section 3. Limitations on Indemnification. Anything elsewhere in this Article V to the contrary notwithstanding, no indemnity pursuant to this Article V (and, with respect to matters described in subsection 3(a), no advancement of expenses under paragraph (a) (1) of Section 7) shall be paid by the Association or principal officer:

- (a) on account of any action, suit, proceeding, cross-claim, or counterclaim initiated by such director or principal officer against the Association itself (except to enforce this Article V) or against a third party, unless the proper person or group empowered at the time of Section 2 to act for the Association has authorized such action, suit, proceeding, cross-claim, or counterclaim to be initiated by the director or principal officer;
- (b) in respect of any claim, issue, or matter involving remuneration or other personal benefit paid to or received by such director or principal officer if it shall be determined by a final judgment of a court of

competent jurisdiction or other final adjudication that the payment or receipt of such remuneration or other personal benefit was in violation of law; or

- (c) if a final decision by a court of component jurisdiction shall determine that such indemnification is not unlawful.

Section 4. Effect of Indemnities Success in Defending Suits. To the extent that a director or principal officer has been successful, on the merits or otherwise, including the dismissal of an action without prejudice, in defense of any action, suit, or proceeding of the character described in Section 6, or in defense of any claim, issue, or matter therein, it shall be conclusively presumed that the applicable standard of conduct specified in Section 1 has been met by such director or principal officer with respect to such action, suit, proceeding, claim, issue, or matter.

Section 5. Right of Indemnity as a Contract Right. The obligations of the Association to indemnify and hold harmless a director or principal officer as set forth in this Article V (including, without limitation, the obligation under Section 7 to advance the cost of defense to or on behalf of directors and principal officers) shall be a contract right and shall continue during the period he/she is a director or principal officer of the Association and shall continue thereafter so long as the director or principal officer shall be subject to any possible claim or threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she was a director or principal officer of the Association, notwithstanding that (a) at the time when such indemnification is claimed, the claimant has ceased to serve in any of the capacities referred to in Section 1, or (b) the state of facts on the basis of which this Article V of these bylaws was first adopted by the Board of Directors of the Association.

Section 6. Notification by Indemnitee to Association of Suit. Promptly after receipt by a director or principal officer of notice of the commencement of any action, suit, or proceeding with respect to which an indemnification claim is to be made against the Association as set forth in this Article V, such director or principal officer shall notify the Association of the commencement thereof, but the omission so to notify the Association will not relieve it from any liability it may have to the director or principal officer otherwise as set forth in this Article V.

Section 7. Advancement of Expenses and Conduct of Litigation. With respect to any action, suit, or proceeding as to which a director or principal officer notifies the Association pursuant to Section 6 of his/her intention to seek indemnity under this Article V,

- (a) the right to indemnification shall include
  - (1) an enforceable contract right (subject to Section 3 and to subsections 7(b) and 7(e) below) to require the Association to pay all expenses incurred in defending any such action, suit, or proceeding in advance of its final disposition, and
  - (2) a presumption (in the absence of a good-faith determination in writing to the contrary that satisfies the requirements of subsection 7(g)) that the proper or group empowered at the time by Section 2 to act for the Association has made an affirmative determination that the facts then known to him/her or them would not preclude the indemnification of such director or principal officer under the applicable standard of conduct specified in Section 1;
- (b) advance payment as described in subsection 7(a) of expenses incurred by the director or principal officer shall be made only upon delivery to the Association of
  - (1) a written affirmation of his/her good faith belief that he/she has met the applicable standard of conduct specified in Section 1, and
  - (2) a written undertaking, executed personally or in his/her behalf, to repay the advance of expenses if it is ultimately determined that he/she did not meet the applicable standard of conduct specified in Section 1, and
- (c) the Association shall be entitled to participate therein at its own expense;
- (d) except as otherwise provided below, to the extent that it may wish, the Association, alone or jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the director or principal officer;

- (e) the director or principal officer shall have the right to employ counsel in such action, suit, or proceeding, but the fees and expenses of such counsel incurred after notice from the Association of its assumption of the defense thereof, except reasonable costs of investigation, shall be at the expense of the director or principal officer unless
  - (1) the employment of counsel by the director or principal officer has been authorized by the Association,
  - (2) the director or principal officer shall have reasonably concluded that there may be a conflict of interest between the Association and him/her in the conduct of the defense of such action, or
  - (3) the Association shall not in fact have employed counsel to assume the defense of such action,

in each of which cases the reasonable fees and expenses of counsel shall be at the cost of the Association. The Association shall not be entitled to assume the defense of any action, suit, or proceeding

- (A) brought or on behalf of the Association as described in subsection 1(b), or
  - (B) as to which the director or principal officer shall have made the conclusion provided by in clause (2) of its subsection 7(e);
- (f) the director or principal officer will reimburse the Association for all reasonable expenses paid by the Association in defending any civil or criminal action, suit, or proceeding against the director or principal officer in the event and only to the extent that it shall be determined by a court of competent jurisdiction that he/she is not entitled to be indemnified by the Association for such expenses as authorized in this Article V; and
  - (g) solely for purposes of determining the eligibility of a director or principal officer for the advancement of expenses under this section 7, the proper person or group empowered at the time by Section 2 to act for the Association shall not make an affirmative determination in advance of the disposition of the action, suit, or proceeding as to which the advancement is sought that the indemnity claimant did not meet the applicable standard of conduct specified in Section 1 with respect to such action, suit, or proceeding.

Section 8. Enforcement of Indemnity Claim Against Association. If a claim for indemnification under Section 1 or the advance of expenses under Section 7 is not paid by full by the Association within 30 days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (including an action brought by a director or principal officer to enforce a claim under Section 7 for expenses incurred in defending any proceeding in advance of its final disposition where the requirements described in Section 7 have been satisfied) that the claimant has failed to meet a standard of conduct that makes it permissible under Louisiana law for the Association to advance to or indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association by clear and convincing evidence, as that term is defined by courts of law. Neither

- (a) the failure of the proper person or group empowered at the time by Section 2 to act for the Association to have made a determination prior to the commencement of the claimant's action that indemnification of the claimant is permissible in the circumstances because he/she has met the required standard of conduct, nor
- (b) an actual determination by the proper person or group empowered at the time by Section 2 to act for the Association that the claimant has not met such standard of conduct, nor
- (c) the termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent,

shall be defense to the claimant's action for indemnification under Section 1 or for the advance of expenses under Section 7 or create a presumption that the claimant has failed to meet the required standard of conduct.

Section 9. Settlements. The Association shall not be liable to indemnify a director or principal officer as provide in this Article V for any amount paid in settlement of any action or claim effected without its written consent, which

shall not be unreasonably delayed or withheld, and the Association shall not be obligated to indemnify any director or principal officer as provided in this Article V who unreasonably withholds his/her consent to any proposed settlement that is recommended to him/her in writing by the Association.

Section 10. Indemnification Right Under Article V Not Exclusive. The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article V shall

- (a) be subject to any applicable limitations of state or federal law, but they shall not be deemed exclusive of any other right to which the person seeking indemnification or obtaining advancement of expenses is entitled under any law, bylaw, contract, or authorization by members of disinterested directors, or otherwise, and
- (b) continue as to a person who has ceased to be director or principal officer and shall inure to the benefit of his/her heirs, legal representatives and assigns; provided, however, that no such other indemnification measure shall permit indemnification of any person for the results of such person's willful or intentional misconduct.

Section 11. Association's Additional Rights to Indemnify. The express indemnification and advancement of expenses provided by or granted pursuant to this Article V shall not exhaust, reduce, or impair the Associations' discretionary right to indemnify its directors, officers, employees, or agents in accordance with Section 227 of the Louisiana Nonprofit Corporation Law, as it now exists or may hereafter be amended.

Section 12. D & O Insurance. The Board of Directors of the Association shall have full authority to purchase and maintain insurance, at the expense of the Association, on behalf of any past, present, or future director, officer, employee, or agent of the Association insuring him/her against liabilities asserted against or incurred by him/her in any such capacity or arising from his/her status or former status as a indemnify him/her against the same liability.

Section 13. Definition of Applicable Law. The term "applicable law," as used through this Article V, shall (to the fullest extent allowed by the law under which this Article V, is from time to time construed) be taken to mean the most generous (from the standpoint of an indemnification claimant) of the laws in effect:

- (a) during any party of the period of time within which the acts or omissions alleged in the action, suit, or proceeding in question as the basis for liability of the indemnification claimant occurred,
- (b) on the date when such action, suit, or proceeding was commenced , or
- (c) on the date when the validity of the indemnification claim asserted by the indemnification claimant against the Association is finally determined or adjudicated.

Section 14. Severability. Each and every provision of this Article V shall be considered severable, and to the extent any part of all of this Article V shall be held by a court of competent jurisdiction to be invalid, void, or unenforceable in whole or in part in any particular case or generally, the remainder of this Article V shall nevertheless be treated as valid and enforceable to the fullest extent permitted by applicable law.

## **ARTICLE VI**

### **AMENDMENTS**

These bylaws may be repealed or amended from time to time by a vote of not less than a majority of the whole membership of the Board of Directors at any meeting of the Board of Directors at which a quorum is present. It shall not be necessary, as a condition precedent to the amendment or repeal of these bylaws, that the notice of the meeting of the Board of Directors at which such amendment or repeal is effected shall have contained a statement that the business of the meeting would include a proposed amendment or repeal of these bylaws.

**APPENDICE  
OF THE  
BYLAWS**

## APPENDIX A

### MEMBERSHIP LEVELS AND DUES OF THE LHA

The following are the current levels of membership within the Louisiana Historical Association and the corresponding annual dues. Note that a lifetime membership is a one-time fee.

Student .....	\$10
Active .....	\$25
Contributing .....	\$35
Lifetime .....	\$500
Library / School ....	\$25
Other .....	\$25

## APPENDIX B

### BYLAWS OF THE PUBLICATIONS COMMITTEE

Section 1. The Committee. The Publications Committee shall be composed of a chair and eight members, all serving staggered 3-year terms. New members of the committee are nominated by the Managing Editor in consultation with the President and appointed by the President. Any current Member of the Association is qualified for membership on this committee, but must be a current Member in order to remain a member of the committee.

Section 2. The Chair of the Committee. The chair of the Publications Committee should be, but may not necessarily be, a member of the committee who has served in that capacity for one or two years. The chair of the Publications Committee is nominated by the Managing Editor and is confirmed in that position by majority vote of the members of the Board of Directors for a term of one year. The chair provides the Board of Directors with a semi-annual report of all publication activities of the Association. The chair serves as a voting director, with all the duties and responsibilities incumbent upon the Directors Ex Officio and the Directors at Large. The chair of the Publications Committee may not serve a second consecutive term.

Section 3. Functions of the Publications Committee. The Publications Committee shall advise the Managing Editor in all matters having to do with the publication of *Louisiana History*, the *Louisiana History Newsletter*, and all other publications of the Association. The affecting publications as from time to time may come to the attention of the committee. The Publications Committee together with the Managing Editor and the Secretary-Treasurer shall select the winner of the Presidential Memorial Award for the best article appearing in *Louisiana History* during the previous calendar year.

Section 4. Publication Committee Guidelines for the Publication of *Louisiana History* and the *Louisiana History Newsletter*.

#### ARTICLES APPEARING IN *LOUISIANA HISTORY*

##### A. Subject matter considered appropriate for *Louisiana History*:

1. The broadest possible coverage of Louisiana history topics, including literature, politics, and historiography. Other topics at the editor's discretion.
2. The entire Mississippi Valley, when articles deal with the colonial period or the Louisiana Purchase.
3. Material having historical relevance from the following disciplines: Political Science, Sociology, Geography, Anthropology, Economics, Journalism, Native American Studies, historical archaeology, demography, and public history.
4. Perhaps an occasional article on sources and materials of value in teaching Louisiana history, or on areas in which secondary sources are lacking and which might be explored as research topics, or on questions which might have arisen in classes regarding conflicting facts and interpretations of primary source materials.
5. Scholarly articles are the journal's first priority, but the editor may occasionally publish eyewitness accounts of historical events or historical memoirs by "non-academic" writers.
6. An attempt will be made to avoid too much concentration in any issue on one historical period or one topic. Instead, the editor will attempt to publish individual issues with as much variety and balance as possible.
7. The presidential address will be published in the journal, at the discretion of the Publications Committee and the editor.

##### B. Acquisition of Manuscripts:

1. The editor will examine the programs of various social science and historical association meetings and write the authors of papers on Louisiana history, inviting them to submit their manuscripts for possible publication in the journal.

2. Faculty members and graduate students working on Louisiana history topics will be urged to contribute manuscripts for possible publication in the journal.
3. Authors of these and dissertations on Louisiana topics will be encouraged to submit manuscripts for possible publication in the quarterly.

#### PROCESSING OF ARTICLES

A. Manuscripts submitted to the journal will be processed in the following manner:

1. Receipt of manuscript will be acknowledged immediately.
2. Whenever possible, manuscripts will be read for style by an in-house reader. Manuscripts that are obviously unacceptable for publication will be immediately rejected.
3. Manuscripts approved on the basis of their stylistic merits will be evaluated by means of a blind assessment process. Manuscripts will be forwarded to two qualified critic readers for evaluation. Critic readers will be asked to return their evaluations within three months.
4. Upon receipt of the evaluator's reports, the editor will again read the manuscript and make a determination regarding the suitability of the material, based in large upon the critics' opinions. In the case of a split decision, the editor will seek a third opinion.
  - a. rejection;
  - b. rejection with encouragement to rewrite and resubmit;
  - c. acceptance on condition that certain revisions be made;
  - d. acceptance of the manuscript in its existing form with a minimum of editorial changes.

In all cases except unconditional acceptance, the manuscripts will be returned to contributors together with the anonymous critics' suggestions and the editor's comments. Where revisions are requested, the editor will suggest a timetable for resubmission. Once a manuscript has been accepted for publication in the journal, the author(s) will be asked to submit a hard copy of his manuscript as well as the final draft in electronic form.

C. Copyright:

All contributors will be required to sign a publications agreement authorizing the Association's editorial staff to make any and all necessary editorial changes to make manuscripts publishable. Individual contributors must indicate that they are the sole authors and proprietors of materials submitted to the journal for publication and that they are not simultaneously submitting their manuscript for possible publication in other journals. Contributors must agree to allow the Association to reserve all rights to materials appearing in *Louisiana History*.

D. Editing:

The Association's editorial staff will make any and all editorial changes necessary to make manuscripts publishable and to bring works into line with the Association's approved manual of style.

There will be no attempt to economize through over-consolidation or combination of citations.

Authors will be given the opportunity to review and approve all editorial changes when proofreading galley pages. Authors will indicate their approval of editorial changes by initialing galley pages. Authors will be asked to return the galleys within the time period specified by the editorial office.

## NOTES AND DOCUMENTS

Selected materials can be included in this section of the journal. These selected materials will consist of edited letters, portions of a manuscript diary, memoirs, reminiscences, or other primary source with a brief introduction and commentary from the contributor. This section may also include short articles dealing with Louisiana historiography or narrowly defined historical topics.

## BOOK REVIEWS

A. The following types of books will be reviewed in *Louisiana History*:

1. Those relating to Louisiana history, in its broadest sense.
2. Significant works in Southern history.
3. Outstanding general works on American history.
4. Books suitable for use in junior high and senior high school history classes because such a policy would enhance the value of the journal to public school teachers belonging to the Association.

- B. Book reviews will be obtained whenever possible from the authorities in the field. A list of potential reviewers will be maintained from forms sent to appropriate departments of all Louisiana colleges and universities.

## NEWSLETTER

The Association's quarterly newsletter will include newsworthy information solicited from Louisiana colleges and universities, LHA members, and regional and local historical, genealogical, and cultural groups.

## INDEX

An index will appear in the fourth issue of each volume.

## APPENDIX C

### BY-LAWS OF THE NOMINATIONS COMMITTEE

Adopted by the Board of Directors

March 29, 1984, and

Subsequently Amended

1. Members of the Nominations Committee are not eligible for nomination for any position for which the committee has responsibility.
2. February 1 is the deadline for submission of names to be considered by the committee. Notice shall be placed in the November and January issues of the *Louisiana History Newsletter* that suggestions are being received by the committee and of the February 1 deadline.
3. The chair shall send to the Secretary-Treasurer (for a permanent file) and to the President (for presentation to the Board of Directors) by March 1 a list of the persons suggested for each of the positions.
4. It shall be the responsibility of the chair of the committee to write to those suggested for nomination in order to obtain their consent to serve if nominated and elected. The chair shall determine from the Secretary-Treasurer whether those suggested for nomination are current Members of the Association. The chair shall request from each a curriculum vitae including all service to the LHA and participation in LHA meetings. The chair shall circulate the curriculum vitae, information available from the participation list provided by the Secretary-Treasurer, and other supporting material to all members of the committee at least two weeks prior to the meeting of the Nominations Committee.
5. All persons nominated shall be current Members of the Association. The Secretary-Treasurer shall furnish the chair of the committee at the time of appointment with a list of current Members and their addresses; a final check of the nominees' membership status shall be made before presentation of nominees to the Board of Directors at its annual meeting.
6. The criteria for nominations shall include, not necessarily in the following order: (a) service to the LHA and attendance at annual meetings; (b) scholarly recognition; and (c) contributions to increasing interest in history among the general public. In selecting nominees for the Board of Directors, attention should be paid to the organizational or institutional affiliation, age, sex, and race of the person being nominated. Ideally, the LHA Board should be a cross-section of the membership of the Association. Out-of-state nominees should be questioned about their availability and willingness to attend the annual meeting and the fall meeting of the Board of Directors.
7. It shall be the duty of the chair of the Nominations Committee to notify the unsuccessful candidates immediately upon the decision of the committee. Those present at the annual meeting

should be notified verbally and those not present should be notified by mail as soon as possible. As soon as the Nominations Committee has made its decisions, the chair shall convey the nominees names in writing to the Board of Directors of the Association.

## APPENDIX D

### BY-LAWS OF THE PROGRAM COMMITTEE

Approved by the Board of Directors

October 12, 1985

Last amended March 13, 1997

Section 1. The Committee. The Program Committee shall be composed of a chair of the Program Committee and no fewer than 4 members, appointed annually by the incoming President.

Section 2. Naming and Appointing the Program Chair. The Vice President shall, at the Board of Directors fall meeting, 17 or 18 months before the Annual Meeting at which he/she shall preside as President, name the chair of the Program Committee for the program to be presented at that Annual Meeting. The person named, or anyone else subsequently selected by the President, is officially appointed chair by the incoming President one year before the Annual Meeting at which he/she presides. The chair of the Program Committee coordinates the annual program but does not take part in it.

Section 3. Guidelines for the Committee.

#### I Deadlines:

- a. The call for papers in the "NEWSLETTER" with a deadline of September 1.
- b. A skeleton program (i.e., complete except for session chairs) for Fall meeting of the Board of Directors.
- c. Complete program by December 1 (for February "NEWSLETTER" and Winter issue of *Louisiana History*).
- d. January 5, last day for changes in the printed program.

#### II The Taylor Rule

- a. Sessions should last from one hour and a quarter to one hour and a half.
- b. A session consists of a chair, two twenty to twenty-five minute papers or three fifteen-minute papers and a commentator (if one is necessary).
- c. Single paper sessions are also possible, provided the papers hold to the twenty or twenty-five minute time limit. Single paper sessions are not encouraged.
- d. The session chair enforces the Taylor Rule.

### III Sessions

- a. The number of sessions shall not exceed 17 (2 sessions on Thursday afternoon for Social Studies teachers; on Friday and Saturday concurrent sessions for the time periods given below:  
Thursday: 1:30 to --- 1 or 2 sessions for teachers  
Friday: 9:00 to 10:15 3 concurrent sessions  
10:30 to 11:45 3 concurrent sessions  
1:00 to 2:15 3 concurrent sessions  
2:30 to 3:45 3 concurrent sessions  
4:00 to 5:15 Plenary session  
Saturday: 9:00 to 10:15 3 concurrent sessions
- b. The Committee on Teaching History is responsible for securing presenters for the Thursday afternoon session or sessions.
- c. Three sessions can be given over to non-Louisiana history topics. Preference should be given in this order for non-Louisiana history papers: the South, the United States, Central and South America, Europe, and other.

### IV Paper and Session Proposals

- a. Individuals proposing a paper or a session for the Annual Meeting Program should provide the Program Committee with an abstract of the paper or papers. The abstract will aid the committee in selecting papers for the program.
- b. The Program Committee chair must confirm receipt of a proposed paper or session within then days of submission.
- c. As soon as possible after the September 1 deadline for paper proposals, the Program Committee should begin putting the program together, that is, accepting papers to be presented at the annual meeting.
- d. The Program Committee chair must, by the time of the Fall Board Meeting (mid-October) inform the individual proposing a paper or session whether or not the paper or session will be part of the Annual Meeting Program.
- e. The Program Committee chair will inform all presenters that a paper proposal that h as been accepted for inclusion in the Annual Meeting Program poses an obligation for

the presenter to honor attending the annual meeting and presenting the paper. If, for some reason, the presenter cannot attend the Annual Meeting, then the paper should be submitted to be read by someone other than the meeting.

- f. If the deadline for proposals has been reached and there are insufficient proposals for the number of sessions, the Program Committee shall endeavor to fill the vacant slots (this may mean having to solicit papers) so as to have sessions in all periods of Louisiana history, from colonial to the present. The Secretary-Treasurer and the Managing Editor may be consulted on achieving a well-rounded program.

## V Session Chairs and Commentators

- a. It is the responsibility of the Program chair to inform presenters of the names and addresses of the chair and commentator of their session. It is also the responsibility of the Program committee chair to inform presenters that copies of their paper must be sent to the session chair and commentator by February 15. At the same time, the session chair should be sent the presenter's vita.
- b. Session chairs and commentators have the authority to grant extensions for submissions of papers past the February 15, deadline, but this is a matter to be agreed upon between presenter, session chair, and commentator. Session chairs should advise the Secretary-Treasurer of any violation of the February 15 deadline, except where an extension has been granted.
- c. It is recognized that not all sessions require a commentator. Some sessions may be so constructed as to want comments from the audience. The Program Committee will determine whether or not a session has a commentator.
- d. With regard to session chairs and commentators, the Program Committee should try as best it can to determine whether the individuals proposed for these responsibilities will carry them out in a professional manner.

## VI Other

- a. No person should appear on the same program more than once, i.e., no one giving a paper should chair or comment at another session.

## **APPENDIX E**

### **INVESTMENTS COMMITTEE**

**The Committee:** Committee shall be composed of a Chair of the Investments Committee and 4 members, selected in a manner set out in Article 3, Section 2 (D) of the Bylaws of the Association, and serving 5-year staggered terms. The Secretary-Treasurer shall be an ex officio, voting member of the Committee. (Adopted by the Board, March 13, 1997)

### **STATEMENT OF INVESTMENT OBJECTIVES**

#### **POLICY AND GUIDELINES**

(Adopted by the Board, October 16, 1993;  
amended, November 1997)

#### **Preamble**

The Louisiana Historical Association (LHA), hereby adopts this Statement of Investment Objectives, Policy and Guidelines (“Statement”) which supersedes and replaces all prior Investment Policy Statement(s).

This statement has been selected by the Board of Directors (“Board”) as the most appropriate policy for achieving the financial objectives as set forth in the Investment Objectives section.

Furthermore, the LHA shall operate under the ‘Prudent Person’ rule, exercising judgment and care, under the circumstances prevailing, which people of ordinary prudence would employ in the management of their own affairs...not in regard to speculation, but to the permanent disposition of their funds, considering both income and safety of capital.

The assets of the LHA shall be held in trust(s) by the fiduciaries approved by the LHA Board of Directors. LHA assets shall be held for the exclusive purpose of providing funding for LHA programs and defraying reasonable expenses of administering the LHA.

The objective of this statement is to provide the LHA with a foundation so that assets of the LHA will be prudently managed and a means of measuring the investment performance of the LHA funds.

This statement is not intended to remain static. It is hoped that the LHA Board will review this statement at least annually and, if deemed advisable, recommend changes. Recommendations should be made to the Secretary-Treasurer and the chair of the Investments Committee.

## **Investment Objectives**

The investment horizon for LHA fund assets is long term. The primary investment objective of the Board is to ensure that current and future obligations are adequately funded in a cost effective manner. In light of this objective, the preservation of capital and the achievement of sufficient total return to the fund for future programs and the offsetting of administrative costs are the primary concern. Additionally, the risk-reward trade-offs reflected in the investment policies selected for implementing these objectives should be derived through a coordinated asset-liability focus.

### **(1) Preservation of Capital**

As payments from the LHA fund are often major sources of revenue for funding future programs, endowments and administrative costs, preservation of capital and the realization of sufficient total return to ensure the ongoing viability of these programs is critical. Preservation of capital encompasses two goals:

Minimizing the risk of loss of principal for the fund as a whole.

Minimizing the erosion of principal value through inflation.

### **(2) Diversification**

The primary means by which capital preservation will be achieved is through *diversification* of the fund's investments. Accordingly, the fund is allocated among asset group with low or negative covariance.<sup>1</sup>

Within each asset group, further diversification will be achieved through the systematic allocation to investment management style providing broad exposure to different segments of the domestic fixed income and domestic equity markets or other approved asset classes.

The average volatility level (beta) for the total Fund's U.S. *equity* portfolio should fall within the range of 0.9 to 1.15 of the Standard and Poor's 500 equity index; this is a traditional and reasonable range. The publicly traded bond sector of the portfolio should have a volatility level approximately .8 to 1.15 of any respected bond index that is acceptable.

Further diversification may be achieved by investing up to 5 percent of the total investment fund in international equities.

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<sup>1</sup> Covariance, defined generally as the different asset classes to the same market or economic stimuli, may be illustrated by the fact that, in periods of high inflation, stocks may perform better than bonds.

## Target Asset Mix

In keeping with the investment objective outlined in this document, it is recommended that the LHA fund have an asset mix as follows:

<b>Asset Category</b>	<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>
Domestic or International Equities	20%	30%	40%
Domestic Fixed-Income	60%	60%	80%
Cash	0%	5 – 10%	20%

This asset mix policy is based on the fundamental objectives of the LHA fund. Over time, asset categories and percentages may be changed or added for greater exposure to different asset categories.

## Rebalancing Guidelines

Because markets do not move in concert, actual allocations will deviate around the recommended target. On a quarterly basis, actual allocations will be compared to targets. Ranges will be set up around the targets; rebalancing will take place whenever the outer limits of those target ranges are reached. Continual rebalancing of the fund's assets will ensure that the investment objectives embodied in the asset allocation policy are maintained and will also enable the fund to achieve long-term enhancement from the dollar cost averaging process.

## Total Fund Performance Benchmarks

Total fund performance and investment manager performance will be judged using, among other things, the following indices:

<b>Asset Class</b>	
Domestic Equities	<b>Standard and Poor's 500 Index</b>
Domestic Fixed-Income	<b>Salomon Brother's Broad Investment Grade Bond Index</b>

## **Performance Objectives for the Fund**

**CPI + 3.0%** Recognizing that inflation is a driving force behind the fund's ability to meet future obligations it is important that performance be measured relative to the rate of inflation. Over a period of one complete market cycle (3-5 years), the fund should be expected to earn approximately 3.0% over the Consumer Price Index.

**Customized Index** Over shorter periods of time (5 year moving average), total fund performance is expected to out-perform an indexed portfolio comprised of 30% Standard & Poor's 500 Index plus 70% Salomon Brothers Broad Investment Grade Index.

## **Domestic Equity Performance Objectives**

1. Achieve a rate of return, which meets or exceeds the Standard & Poor's 500 Index over a full market cycle (5 years).
2. Achieve a positive risk adjusted performance when compared to the Standard & Poor's 500 Index over a full market cycles (5 years).
3. Achieve performance results, which would rank in the top 50% of the relevant style benchmark.

## **Domestic Fixed Income Performance Objectives**

1. Earn an average annual return from income and capital appreciation, which meets or exceeds the Salomon Brothers Broad Investment Grade Bond Index over a complete market cycle (5 years).
2. Achieve positive risk adjusted performance when compared to the Solomon Brothers Broad Investment Grade Bond Index over a full market cycle (5 years).
3. Achieve performance results that would rank in the top 50% of the relevant style benchmark.

## **Investment Review**

Should an investment or investment manager fail to meet the investment performance objectives outlined relative to peers (top 50%) consistently during any six (6) quarters, the investment or

manager will be placed under review (more than 3 quarters in any 6 quarter period). Reviews should consist of the following:

Scrutiny of the investment process and philosophy.

Explanation of substandard performance to the satisfaction of the LHA Board.

Two additional quarters to bring the investment performance up to standard without modifying the stated investment style.

Failure to comply with conditions resulting from review will be grounds for the Board to terminate the investment under review.

## **INVESTMENT POLICIES AND GUIDELINES**

Investments shall be of a prudent nature.

Investments shall be consistent with generally accepted investment practices.

The Investments Committee must acknowledge in writing their obligations as fiduciaries responsible for the investment of LHA fund assets.

Subject to the guidelines included in this Statement, the Investments Committee shall have full discretion.

The LHA Board has discretion to appoint and replace members of the Investments Committee.

The chair of the Investments Committee will be expected to review the present and future cash flow requirements with the LHA Board at least annually to respond to any liquidity needs the LHA may have.

The LHA Board will meet with the chair of Investments Committee at least annually, or, when requested, to review fund investment returns and the market environment.

### **INVESTMENT GUIDELINES FOR EACH ASSET CLASS:**

#### **Domestic Equity Securities**

The equity portion of the Fund's assets shall be invested in marketable equity securities or equity mutual funds. The following policies and acceptable instruments are to be adhered to:

Stocks or stock mutual funds should be selected for their expected return over a 3 – 5 year period.

Stock or stock mutual fund selection should consider both capital appreciation and dividends (total return).

Stocks must be listed on the New York Stock Exchange, American Stock Exchange, or the NASDAQ and registered with the Securities and Exchange Commission.

Mutual funds must be listed in a major financial publication (i.e. *The Wall Street Journal*).

The maximum investment in any corporation shall not exceed 2% of the outstanding shares of the corporation.

Stock selection shall be limited to those corporations with market capitalizations exceeding \$250 million.

Not more than 20% of the market value of the portfolio may be invested in any single industry group of the Standard & Poor's 500.

### **Domestic Fixed-Income Securities**

The fixed-income portion of the plan's assets shall be invested in marketable, fixed-income securities. The following policies and acceptable instruments shall be strictly adhered to:

Bonds or bond mutual funds should be selected for their expected return over a 3 – 5 year period.

Bonds or bond mutual fund selection should consider both capital appreciation and interest income (total return).

Fixed-Income investments shall be appropriately diversified.

The Investments Committee may engage in "active management", shifting between sectors and maturities.

The Fund may not own more than 10% of any issue.

The Fund may not hold more than 10% at cost of the portfolio in any one *issuer's* securities other than the U.S. Government.

#### United States Treasury Bill, Bonds, and Notes

Debt instruments of the U.S. Government or its Agencies, including Government National Mortgage Association (GNMA) securities, notes and debentures of Federal Farm Credit Bank (FFCB), Federal Home Loan Bank (FHLB) and Federal National Mortgage Association (FNMA).

Corporate debt issues rated the equivalent of AA or better by Moody's Investor's Services, Standard & Poor's, or Fitch Investor's Services, for an overall portfolio average of AA or better.

No security shall be purchased with a final stated maturity greater than ten (10) years from the date of purchase.

The minimum investment in any issue shall be \$5 thousand.

#### **Cash and Cash Equivalents**

Cash and cash equivalents are comprised of daily cash balances above the day-to-day needs and funds set aside for portfolio strategy reasons.

Short-term investments may be placed in:

Issues of the U.S. Treasury and federal agencies with maturities of less than two years.

Domestic commercial paper rated A-1 or P-1 by Moody's and/or Standard & Poor's having senior bond ratings of AA or better.

Domestic certificates of deposit shall be limited to an amount so that principal and interest will not exceed the \$1,000,000.00 FDIC or FSLIC insurance at each institution.

#### **Prohibited Transactions**

The Investments Committee is prohibited from entering into any transactions which are not authorized by the Policy, or with the consent of the LHA Board.

The purchase of securities on margin is prohibited.

Direct purchases of single family or commercial mortgages are not allowed.

New purchases of foreign bonds (U.S. or non U.S. denominated).

Short sale of securities.

Direct loans or extension lines of credit to any interested party.

Investments in commodities or commodity contracts.

## **REPORTING REQUIREMENTS**

### **Required Reports**

The Investments Committee is required to provide reports to the LHA Board semi-annually. Reports should include the following:

**Monthly:** Certification of market value.  
Certification of performance results.  
Brokerage and third party commissions.

**Semi-Annually:** The Investments Committee's performance  
Portfolio characteristics.

Market outlook (narrative)

Reports of the investment funds, Treasury Department, and banks to the Secretary-Treasurer are sufficient for the reports.

The topics to be covered will include the following:

Performance for the past period; standard time periods for each report will be last quarter, year to date, latest 12 months, 3 years, and since inception. Returns should be annualized and calculated on a time-weighted basis for the total portfolio. All returns should include accrued interest and dividends.

Rationale for performance results; discussion of specific portfolio strategy for the quarter, portfolio characteristics, and support for market and economic assumptions.

Changes in the LHA Fund's requirements. Discussion of the Fund's financial status and required modifications to the investment program and strategy if required.

LOUISIANA HISTORICAL ASSOCIATION  
SUPPLEMENTAL GUIDELINES FOR  
INVESTMENTS COMMITTEE  
ADOPTED BY EXECUTIVE COMMITTEE, NOVEMBER 1996  
CONFIRMED BY BOARD OF DIRECTORS, MARCH 13, 1997

The following guidelines supplement the guidelines for the Investments Committee as found in "Statement of Investment Objectives, Policy and Guidelines," proposed by Mr. Rodney Craig, then on staff in the State Treasurer's Office, and subsequently adopted by the Board of Directors of the LHA at the Fall Board meeting, October 16, 1993.

Supplemental provisions (adopted by the Executive Committee, November 1996)

1. Confirmation of original guidelines that members of this committee are nominated by the Secretary-Treasurer and approved for service by the LHA Board of Directors.
2. The Investments Committee is designated a standing committee of the Louisiana Historical Association.
3. The Investments Committee will be composed of no less than 3 members nor more than 5 members unless otherwise constituted by the LHA Board of Directors.
4. The Secretary-Treasurer serves as an ad hoc member of the committee, exercising the same rights, privileges, and responsibilities as other members of the committee.
5. The members of the committee (other than the Secretary-Treasurer) shall serve staggered four-year terms. Committee members are eligible for additional terms of service.

## APPENDIX F

### BYLAWS OF THE LHA FELLOWS SELECTION COMMITTEE

Adopted March 12, 1992,  
1<sup>st</sup> and 2<sup>nd</sup> paragraphs amended March 25, 1993;  
1<sup>st</sup> paragraph interpreted October 16, 1993\*;  
clarification of 1<sup>st</sup> paragraph requested by Board 10-7-95;  
Committee clarification presented to Board and adopted 3-14-96  
Selection Committee section amended Fall of 2009.

**SELECTION COMMITTEE:** The Committee shall be composed of a Chair and two members who are Fellows. Members of the Committee shall serve three year staggered terms. Members of the Committee are eligible for consecutive terms.

**NOMINEES:** The Louisiana Historical Association wishes to recognize the outstanding accomplishments of members and others by creating an order to be termed "Fellows of the Association." Eligible to become Fellows are those persons who have made remarkable contributions to Louisiana's culture, literature, and history. **(Last amended 3-14-96)**

[**Note:** Until 1997 active officers were not considered eligible for nomination. However, at that time, the precedent was established for active officers to be nominated.]

**NOMINATING PROCESS:** No more than 4 (amended 10-2-99) persons shall be nominated each year to the honor of Fellow. Nominations may be made by any current LHA Member, including members of the Selection Committee. Nominators must provide a complete résumé or curriculum vitae of nominees (in triplicate) to the chair of the Selection Committee. Résumés of those being nominated, with supporting letters of nomination, will be submitted *in triplicate* to the chair of the Selection Committee by **September 1** (amendment of March 25, 1993). The chair of the Selection Committee shall distribute the copies to members of the committee. A vote of 2-1 or 3-0 shall be needed in the Selection Committee for a nominee's name to be submitted to the Association's Board of Directors.

**NUMBER OF FELLOWS:** The limit on active (living) LHA Fellows will be 35.

**VOTING TO NAME FELLOWS:** The Selection Committee will forward its list of 4 nominees to the LHA Board of Directors (**Amendment of 10-7-96**), which will vote for four or fewer Fellows each year until the maximum number of Fellows is reached, and thereafter shall fill vacancies in the company of Fellows as they occur. A majority vote of a quorum of members of the Board of Directors shall be needed for election of a Fellow. Voting for one but no more than four Fellows will be done by secret ballot in the Board of Directors at the **Fall Board Meeting (Amendment of March 25, 1993)**.

**FELLOWS' RECOGNITION.** Fellows will be recognized by an appropriate award or awards to be determined by the Board of Directors.

## **APPENDIX G**

### **BYLAWS OF THE LHA COMMITTEE ON TEACHING HISTORY**

**Mission:** The Committee on Teaching History has a mission to improve the quality of history education in Louisiana in a manner consistent with the mission of the Louisiana Historical Association.

**The Committee:** The standing Committee on Teaching History shall be composed of a Chair of the Committee on Teaching History and no fewer than 6 nor more than 10 members serving staggered terms. The chair of the committee is appointed annually by the President and may serve more than one term. The President appoints members to the committee to replace those rotating off the committee. Members may serve for more than one three-year term. The Committee has the responsibility to monitor issues relating to history instruction in Louisiana, to promote the study of Louisiana history throughout the state, and to work for the betterment of the Louisiana Historical Association.

**Guideline 1:** The Committee will monitor issues relating to history throughout the state.

**Guideline 2:** The Committee will have the responsibility of opening up communication and serving as liaisons with the social studies departments of their neighboring school boards.

**Guideline 3:** The Committee will bear primary responsibility for creating the Teacher Division sessions presented during the course of the Annual Meeting.

**Guideline 4:** The Committee will study and report to the Board of Directors on any special issues relating to history education upon the request of the Board.

## **APPENDIX H**

### **BYLAWS OF THE CHARTER AND BYLAWS COMMITTEE**

Section 1. The Committee. The Charter and Bylaws Committee shall be composed of a chair and no fewer than 5 nor more than 8 members. The chair shall be appointed by the President for a term of 1 year and can serve additional terms as chair. The members of the committee are appointed by the incoming President for a term of three years and may be appointed to additional terms. The President shall appoint each year the number of members corresponding to the number of those whose term is concluding. The membership of the committee should, if possible, include an attorney-at-law.

Section 2. Functions of the Committee. The committee shall, at the direction of the Board of Directors or by appropriate action taken by the Members in annual meeting assembled, research questions and issues concerning provisions of the Association's Charter and Bylaws, provide appropriate opinions, make appropriate recommendations, and, where necessary, draft interpretations of and/or amendments to the Charter and Bylaws for consideration by the Board of Directors and the Members.

## **APPENDIX I**

### **BYLAWS OF THE ARCHIVES AND RECORDS COMMITTEE**

It is the task of the Archives and Records Committee to collect the Louisiana Historical Association papers and see that they are regularly deposited in the LHA Collection, Howard-Tilton Memorial Library, Tulane University.

The records deposited should include the minutes of the Board of Directors; the Publications Committee; the Presidential correspondence; the correspondence of the committee chair, and the LHA *Newsletter*. The Archives and Records Committee should contact past presidents and committee chairs to solicit their papers for deposited in the collection and see that financial records of the Secretary-Treasurer are also deposited according to the directive of the Board of Directors. (Adopted Oct. 12, 1985)

## APPENDIX J

### BYLAWS OF THE HUGH F. RANKIN PRIZE COMMITTEE

1. The Hugh F. Rankin Prize is awarded each year to the graduate student in history who submits the best unpublished article-length essay in Louisiana history or a related topic. Applicants must be enrolled in an accredited graduate program at either the M.A. or Ph.D. level, and the essay must be based on original research. The award will be a cash prize, to be presented at the banquet of the LHA's annual meeting. The editor of LOUISIANA HISTORY will agree to publish the winning essay in *Louisiana History*. If the Committee or the editor does not judge the essay to be worthy of publication, no prize will be awarded in that year.
2. The Secretary-Treasurer will publicize the prize. A notice announcing the prize and inviting entries will appear in the Spring and Summer issues of the LHA "NEWSLETTER", as well as in the JOURNAL OF SOUTHERN HISTORY, AHA PERSPECTIVES and the OHA NEWSLETTER.
3. The deadline for submission will be January 15 preceding the annual March meeting.
4. The eligibility for each March award will be the preceding calendar year. The essay must have been completed during the period of eligibility.
5. Part-time graduate students are eligible.
6. The President of the LHA will appoint a committee, which will be chaired by the Vice-President. Two other members will be selected from former Presidents of the LHA. Each member will serve for two years, with one member's term expiring each year as a new member is appointed. The editor of LOUISIANA HISTORY is an ex-officio member of the committee.
7. Funding for the prize will be through donations in memory of Professor Rankin. A separate foundation will be established within the LHA to handle the funds. The cash prize will amount to approximately one-half of the interest earned each year on the total monies donated; the remaining interest will be donated to the Louisiana Historical Association Endowment fund. The money can be used only for endowment purposes and not for operating expenses of the Association.

## **APPENDIX K**

### **BYLAWS OF THE McGINTY MERITORIOUS CAREER AWARD COMMITTEE**

1. The McGinty Meritorious Career Award, also called the Garnie W. McGinty Lifetime Meritorious Service Award, was established in 1990 to recognize members of the Louisiana Historical Association who, over the length of their careers, have made significant contributions to scholarship in Louisiana history, to the historical profession in Louisiana, and/or to the Association.
2. One recipient may be chosen annually; however, there is no requirement that an award be made in any given year.
3. Recipients will be chosen by the McGinty Meritorious Career Award Committee, which is established as follows:
  - b. Members of the committee will be appointed by the president of the Association;
  - c. There will be three members, who will serve staggered three-year terms;
  - d. One committee member must always be chosen from the history faculty at Louisiana Tech University;
  - e. In the first year of implementation of these bylaws, one member will be appointed for a three-year term, one for a two-year term, and one for a one-year term.
  - f. The committee member from Louisiana Tech University will serve as committee chair.
4. The McGinty meritorious Career Award Committee will function as follows:
  - a. By October 1 of the academic year during which a recipient is to be selected, the committee chair will confirm with the McGinty Trust of Ruston, LA, that funds will be available for an award during that year.
  - b. The committee will solicit nominations openly from the general membership, and it may generate nominations internally;
  - c. The committee will receive nominations from the general membership until February 1 of the year in which the award is to be made;
  - d. By March 1 preceding the Association's annual meeting, the committee chair will report the name of the year's recipient, if any, to the Secretary-Treasurer of the Association, who will notify the recipient in advance of the annual meeting.

## APPENDIX L

### BYLAWS OF THE GLENN R. CONRAD PRIZE COMMITTEE

The Glenn R. Conrad Prize will be awarded biannually beginning in 2010 to the best article on Louisiana history from any source published during the previous two years.

The Glenn R. Conrad prize committee will be comprised of three bi-annual presidential appointees. The Secretary-Treasurer will convene the committee and mail copies of submissions to the committee members within two weeks of the advertised deadline for submissions. The committee members will correspond and/or meet and report on the winner of the prize to the board at the annual meeting each March.

Each December, the Secretary-Treasurer will place the prize nomination announcement below on H-Net and in the Fall edition of the LHA Newsletter. The editor of *Louisiana History* will also include a reminder to authors of articles in the journal that they must submit their papers if they wish to be considered in accordance with the guidelines below. The Secretary-Treasurer will also survey the “America History and Life” database and nominate any worthy articles found there and deliver them to the committee.

In the event of a dearth of quality submissions, the committee may elect not to award the prize in any given year.

Announcement:

#### **Glenn R. Conrad Prize**

The Louisiana Historical Association invites submissions for the Glenn R. Conrad publications prize. To be eligible, entries must be written in English, but the competition is not restricted to works published in the U.S.

The prize will be awarded biannually in even numbered years for the best article published in journals and anthologies during the previous two years. Editors, scholars, and authors are invited to nominate eligible articles for the prize.

To Nominate a Publication for the 2010 Conrad Prize: Email an electronic copy of the article in pdf format to [lha@louisiana.edu](mailto:lha@louisiana.edu) no later than February 1, XXXX. For information on how to submit hard copies nominations, please contact the LHA Secretary-Treasurer at (337) 482-6350.

**LOUISIANA HISTORICAL ASSOCIATION**

**GUIDELINES FOR THE VICE PRESIDENT**

By Board of Directors' Resolution, October 13, 1990

“The elected vice-president should appoint a program chairperson at least one and one-half years prior to the annual meeting.”

[The program chair's name is usually announced at the Fall Board meeting.]