

BYLAWS
TERREBONNE PARISH VETERANS' MEMORIAL DISTRICT

ARTICLE I. Name

The name of the organization is the Terrebonne Parish Veterans' Memorial District

ARTICLE II. Authorization

The Terrebonne Parish Veterans' Memorial District was created by action of the Louisiana Legislature during the 2008 Regular Legislative Session, under Act No. 231, and by Ordinance No. 7499, adopted by the Terrebonne Parish Council on August 13, 2008.

ARTICLE III. Mission and Purpose

The primary purpose of to the Terrebonne Parish Veterans' Memorial District is to operate, maintain and supply in Terrebonne Parish, a regional military museum and a Veterans' Memorial Park on Louisiana Highway 311. ✓

ARTICLE IV. Board of Directors

- A. The Board of Directors of the District shall be as follows:
The Board shall consist of nine members, all of whom shall be citizens of Terrebonne Parish, and six of whom shall be honorably discharged veterans of a branch of the United States Armed Services.
- B. The members shall be selected in the following fashion:
1. Two members shall be appointed by the Terrebonne Parish President. One member shall be a resident of that portion of the parish north of the Intracoastal Canal and the other shall be a resident of that portion of the parish south of the Intracoastal Canal.
 2. Four members shall be appointed by the Terrebonne Parish Council from a list of names submitted by veterans organizations domiciled in Terrebonne Parish, consisting of the American Legion, the Disabled American Veterans, the Marine Corps League, the Veterans of Foreign Wars, the Vietnam Veterans of America, Chapter 630 and the United Veterans League
 3. One member shall be appointed by the Terrebonne Parish Council from a list of three names submitted by the Regional Military Museum organization in Terrebonne Parish.
 4. Two members shall be appointed by the Terrebonne Parish Legislative Delegation from a list of nominees submitted by the Regional Military Museum. One of these individuals shall be a resident in that portion of the parish north of the Intracoastal Canal and the other in that portion of the parish south of the Intracoastal Canal.

- C. Initial terms of board members shall be for one, two and three years terms, chosen by draw, and following terms shall be for three years. Any vacancies that occur shall be replaced in the same manner as the initial appointment.
- D. Members must attend at least a majority of the meetings in any given year and, if excessive absences occur, may be reported, by motion of the Board, to the individual's nominating entity.
- E. Members must comply with all State Statutes relating to the Code of Ethics for Appointed Board Members.
- F. The Terrebonne Parish Council may remove any member for cause.

ARTICLE V. Officers of the Board of Directors

The officers shall have the following responsibilities. Officers shall be elected on an annual basis at the first meeting in January.

- 1. The President shall preside at all meetings, appoint committee chairpersons and name committee members. The President shall be the official executor for all documents of the Board.
- 2. The Vice-President shall serve in the President's absence.
- 3. The Treasurer shall be responsible for all fiscal matters of the Board. By virtue of the office, the Treasurer shall serve as chair of the Finance Committee.
- 4. The Secretary shall keep minutes and records of all board meetings and shall be responsible for notifying Board members and other parties of all meetings.

ARTICLE VI. Authority of the Board

The Board of Directors shall have all authority vested by pertinent sections of the Louisiana State Statutes, namely R.S. 33:9351, et. seq., except that approval of the Terrebonne Parish Council shall first be obtained prior to any of the following actions of the Board:

- 1. Adoption of an annual budget.
- 2. Purchase, sale or encumbrance of immovable property.
- 3. Submitting for voter approval any tax proposal.
- 4. Any other matter or action as determined by ordinance adopted by the Terrebonne Parish Consolidated Government.

Article VII. Financial Management

The Board of Directors shall adopt an annual budget at its last meeting in December. A proposed budget shall be presented to the Board of Directors by the Finance Committee (chaired by the Treasurer) no later than the first Monday of November.

The Board of Directors shall select the individuals authorized to sign checks on behalf of the District and all checks issued shall have the signature of at least two of the authorized individuals.

ARTICLE VIII. Quorum and Meetings

A quorum of any meeting shall be a majority of the authorized membership of the Board/Committee. Roberts Rule of Order and pertinent State Statutes relating to public meetings shall be used for the conduct of all meetings. All meetings shall follow pertinent State Statutes relating to the conduct of meetings and agendas, which shall be posted outside of the location of the meeting at least twenty-four hours in advance of the meeting.

ARTICLE IX Staff

If deemed necessary, it shall be the responsibility of the board to appoint a Director. The job description and duties of the Director shall be drafted by the appropriate committee and approved by the Board. Any additional paid staff shall be under the jurisdiction of the Director, but authorized by the Board.

ARTICLE X Committees.

There shall be Standing Committees and Special Committees.

A. Standing Committees:

1. Executive Committee shall be made up of the officers of the Board and shall meet as necessary in between regular meetings concerning daily operations of the Center in cooperation with the Director.
2. Fund Raising Committee. This committee shall develop and recommend fund raising activities including grant applications to the Board.
3. Program Committee. The program committee shall suggest new programs, recommend continuation of past program efforts and plan special program events.
4. Budget Committee. The budget committee shall prepare the annual budget to be submitted to the Board for approval and shall review the expenses/revenues of SLCA at least once during the fiscal year. The Treasurer shall chair the Budget Committee.

B. Special Committees shall be appointed for limited duration to address special topics that may arise.

1. Membership
2. Policies and Procedures
3. Scholarship
5. Nominations (for board membership) {composed of all officers and director}

Suggested committees:

1. *Finance*
2. *Building and Facilities*

3. *Programs and Development*
4. *Policies and Employees*
5. *Marketing and Promotions*
6. *Accessions and Exhibits*

The chairmanship and members of all committees shall be at the sole discretion of the President of the Board of Directors.

ARTICLE XI Meetings and minutes.

The Board shall meet as needed, but not less than quarterly in any given year. The President shall call the meetings of the Board of Directors, but, if the President does not call a meeting, five (5) members who have signed a letter requesting a meeting may call a special meeting. All meetings, including committee meetings, shall be follow an agenda which has been sent to all members and news media requesting said notification and posted outside the location of the meeting no less than twenty four hours prior to the meeting. Minutes of Board and Committee shall be published in accord with State Statutes.

ARTICLE XII. Policies and Procedures

optional

ARTICLE XIII Reports

An annual report detailing progress of the Terrebonne Parish Veterans' Memorial District in meeting its goals and objectives and receipt and award of funds shall be prepared and submitted to the Terrebonne Parish Council and each member of Terrebonne Parish's Legislative Delegation within thirty (30) days of the end of each fiscal year. In compliance with State Statutes, the Board shall order that an audit of the finances of the District shall be completed as required.

ARTICLE XIV Amendments to the By Laws

These Bylaws may be amended from time to time by a simple majority of the Board of Directors. Proposed amendments shall be submitted to each Board member 30 days prior to the date of the meeting at which the amendment is placed on the agenda for adoption.