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**BY-LAWS**  
**Of the**  
**LOUISIANA ENDOWMENT FOR THE HUMANITIES**

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**ARTICLE I**

Name

The name of this organization shall be the Louisiana Endowment for the Humanities, hereafter referred to as the Endowment.

**ARTICLE II**

Object

The object of this organization shall be to establish and maintain a state-based program in the humanities in the State of Louisiana on behalf of its citizens in accordance with the regulations and guidelines established by the Congress of the United States and the National Endowment for the Humanities, and to remain at all times exempt from taxation as a non-profit eleemosynary corporation under the Internal Revenue Laws of the United States. The principal policies now in force include but are not limited to the following requirements:

1. all projects must involve the humanities as defined by the Congressional Act establishing the National Endowment for the Humanities and as restated in the guidelines of the Louisiana Endowment for the Humanities;
2. all projects must involve professionals in the humanities as well as community persons in their planning and implementation;
3. all projects must be aimed primarily at the adult, out-of-school public, and families, or designed to improve humanities education"; the state-based program is an adult-oriented program primarily for those outside educational institutions;
4. Action projects, problem-solving projects, creative arts projects, individual support for students, and research projects are not fundable through this program.

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**ARTICLE III**

Board Members

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Section 1. Membership of the Louisiana Endowment for the Humanities shall consist of the board of directors. The Board membership of this Endowment shall be limited to twenty-seven (27) adult citizens

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of the State of Louisiana, including eighteen (18) elected members, three (3) members appointed by the Chair with the concurrence of a majority of the board, and six (6) members appointed by the Governor. Board Members serve as individuals, not as the representatives of an agency, institution, or a special constituency other than the citizens of the State of Louisiana. No proxy representation for Board members shall be allowed. Board members shall receive no compensation except for reasonable travel expenses.

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Section 2 . The Board membership of the Louisiana Endowment for the Humanities should be broadly representative of the citizens of the state, balanced in viewpoints, and should consist of an appropriate balance of academic humanists and public representatives. Board members should also be selected with a view to effecting geographic distribution and balance in representation of the sexes and minority groups.

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Section 3. Any Louisiana citizen, appropriate organization, or member of the Endowment may recommend candidates for Board membership. The process for recommendation shall be as follows: not less than thirty (30) days prior to the meeting at which an election is to take place, the Endowment shall solicit, through its regular mailings, Board membership recommendations from appropriate cultural and educational institutions, minority, business, labor, and professional and civic organizations. The names and vitae of all candidates for Board membership will be forwarded to all Board members with the call for the meeting at which the election is to take place. The recommendations of the Nominating Committee will be noted. Nomination of candidates whose names and vitae have been circulated among the Board members with the call for meeting at which the election is to take place may be accepted from the floor.

Section 4. The elected Board members shall be elected by a two-thirds majority of Board members present and voting and shall serve staggered three-year terms without compensation except for reimbursement of necessary expenses. Board members who have served one full term shall be eligible for re-election for a second three-year term. Board members whose service has been deemed by the Chair and Nominations Committee to be exceptional may also be eligible for a third three-year term. They then may be eligible for additional terms after one full year has passed since the expiration of their last term, or are eligible for a Chair's appointment for a one-year term.

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Section 5. The Chair of the LEH shall appoint three representatives with the concurrence of a majority of the board to serve one-year terms, concurrent with the LEH fiscal year. These members may

not be reappointed by the Chair, but are eligible to be gubernatorial or elected members at the expiration of their term.

Section 6. The Governor of Louisiana shall appoint six (6) representatives to the Board of the Louisiana Endowment for the Humanities to serve three (3) year terms. Governor's appointees who have served two full terms shall not be eligible for re-appointment until one year has elapsed or are eligible for a Chair's appointment for a one-year term. Persons recommended by the LEH to the Governor to serve as Gubernatorial appointees to the LEH Board, shall serve as his representatives during the term for which they are recommended until appointed or replaced by the Governor, for a maximum of three years.

Section 7 . Subject to the Guidelines of the Office of State Based Programs of the National Endowment for the Humanities, Board members of the Endowment shall be responsible for establishing and implementing the policies and procedures that are necessary for achieving the objectives of this organization. Duties of Board members shall include:

- a. attending Endowment meetings;
- b. nominating and electing Board members;
- c. making policies concerning the supervision and evaluation of Endowment staff;
- d. reading, reviewing, and voting on applications for grant awards;
- e. stimulating proposal development in their local areas, and demonstrating interest in projects funded by the Endowment;
- f. serving on committees as needed;
- g. participating in the development and submission of the regular application for funding from the National Endowment for the Humanities;
- h. maintaining and reporting records of reimbursable expenses and cost-sharing contributions;
- i. participating in evaluation of LEH-funded projects;
- j. performing other duties appropriate to the Endowment's objectives;
- k. appointment/reappointment of the President/Executive Director;
- l. overseeing the proper fiscal management of the Endowment; and
- m. contributing to and participating in fund raising on behalf of the Endowment.

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Section 8. Board members and officers of the Endowment may be removed from Board membership or office in accordance with the provision of Article V, Section 10.

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## ARTICLE IV

### Conflict of Interest Policy

The Board members of the Louisiana Endowment for the Humanities are elected for the purpose of establishing and maintaining a state-based program in the humanities for the state of Louisiana. The interest of the humanities requires a maximum contribution from scholars and professional practitioners in the humanities and of the public throughout the state.

Endowment Board members should avoid any action which could be interpreted as a use of Endowment Board membership to further their own interests or those of an affiliate institution. In addition, Board members should provide full disclosure of any interests, memberships, or relations that would create the appearance of a conflict of interest. They should not disqualify themselves, however, from participation in projects supported by the Louisiana Endowment for the Humanities merely because of Endowment Board membership.

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The application of these three basic principles may be illustrated as follows:

- (1) Endowment Board members should not submit an application for the Endowment's funds on behalf of themselves or an institution that employs them, or with which they are affiliated.
- (2) Endowment Board members may take part in projects undertaken with support from the Endowment but not personally receive any remuneration for these services.
- (3) If an Endowment Board member participates in any way, a proposal should clearly indicate the nature of his participation in the project, but (as noted above) a person other than an endowment member should administer the humanities aspect of the project and should be designated as principal investigator or as having a similar role.
- (4) An Endowment Board member should not participate in any way in support of an application for the Endowment's funds on behalf of any institution which employs him or with which he is affiliated, or in support of any application for a project in which he will participate. All negotiations in support of such applications should be carried on by persons who are not Endowment Board members.
- (5) An Endowment Board member should leave the room if any discussion arises regarding a project in which that member has a conflict of interest. Board member should abstain from voting on any decision or transaction of said nature, with abstention properly documented by Board. If no discussion ensues and the motion or discussion of a given project is pro forma, that member may remain in the room.
- (6) Board Members are not prohibited from personal or professional relationships with organizations or persons who are current or prospective vendors or who currently provide services to the Endowment, but those relationships should be disclosed.

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The procedures and considerations set forth above also govern, where applicable, relations between the Endowment Board members and former Endowment Board members and staff for one year following termination of their services on the Endowment.

## ARTICLE V

### Officers

Section 1. The officers of the Endowment shall be: Chair, Vice-Chair, Secretary and Treasurer. Only board members may serve as members of the Executive Committee. The Executive Director shall serve as President; he shall not be a voting member of the Board.

Section 2. Officers shall be elected to serve for one (1) grant year (November 1 through October 31). No Endowment Board member shall be elected to an office for more than two (2) consecutive terms.

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Section 3. It shall be a duty of the Chair to appoint a standing Nominating Committee which will have as one of its tasks the nomination of candidates for the offices to be filled at the regular meeting each year in the summer or early fall and otherwise when offices have been vacated. Before the election of officers, nominations from the floor shall be permitted.

Section 4. The Chair shall serve subject to the guidance and direction of the Board and shall perform the duties prescribed by the By-laws, including:

- a. signing official and contractual correspondence on behalf of the Board;
- b. making and modifying awards as directed by the Board;
- c. appointing committees and assigning tasks to Board members;
- d. serving as an ex officio, non-voting member on all committees except the Nominating Committee;
- e. calling meetings, proposing agendas, and presiding over meetings of the Board and its Executive Committee;
- f. supervising the work of the President/Executive Director;
- g. representing the Endowment to the public, to the National Endowment for the Humanities, and to Federal, State, and local governments.
- h. exercising such other powers as are necessary to achieve the objectives of the Endowment.

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Section 5. The Vice Chair shall assist the Chair in carrying out the above mentioned duties and shall assume the responsibilities of the Chair as necessary. The Vice Chair shall be a member of the Executive Committee. The Vice Chair shall be an ex officio, non-voting member of all other committees except the Nominating Committee.

Section 6. The Treasurer shall be a member of the Executive Committee and serve as the chair of the Finance Committee and report to and advise the board and Executive Committee on budgetary and fiscal matters.

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Section 7. The Secretary shall be a member of the Executive Committee and oversee the taking of and reporting of the minutes to the board and Executive Committee. The Secretary shall also be empowered to sign legal documents such as corporate resolutions on behalf of the board for activities approved by the board.

Section 8. The President/Executive Director shall serve under the direct supervision of the Chair and subject to the guidance and direction of the Endowment and shall perform the duties prescribed by these By-laws, including the maintenance of a record of the proceedings of the Endowment. The President/Executive Director in cooperation with the Chair shall also be responsible for the following:

- a. preparing the Louisiana Endowment for the Humanities operating proposal to the National Endowment for the Humanities for review and approval by the Endowment;
- b. recommending policies, procedures, and practices appropriate to the objectives of the Louisiana Endowment for the Humanities;
- c. announcing, publicizing, and administering the Louisiana Endowment for the Humanities grants and programs;
- d. preparing guidelines, instructions and supportive materials to stimulate the submission of grant applications to the Endowment;
- e. administering, reviewing and assisting in the preparation of all grant proposals prior to their submission to various committees of the Endowment for appropriate action;
- f. assisting the Chair in the selection of persons for appointment to ad hoc committees;
- g. assuring that grants are implemented within the guidelines of fiscal management and administration prescribed by the Endowment, its fiscal agent, and the National Endowment for the Humanities;
- h. as the chief administrative officer, selecting, employing, and supervising such staff members as authorized by the Endowment;
- j. administering the financial aspects of the total program, including the National Endowment for the Humanities' grant to the Endowment;

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j. representing the Endowment in arranging meetings with the public, in relations with the news media, and in meetings with civic and private groups and public agencies, and providing liaison with the National Endowment for the Humanities and other agencies and persons; and

k. providing to the Board members of the Endowment, at regular intervals and at least annually, or upon request, a report of the financial and program activity of the Endowment.

Section 9. The President/Executive Director shall be appointed or re-appointed by the Endowment

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upon the recommendation of the Executive Committee. The position of President/Executive Director will be subject to review and consideration for re-appointment upon the expiration of his/her written contract.

The written contract may be terminated by either party with thirty (30) days written notice. Removal or termination of the contract of the President/Executive Director requires a recommendation of the Executive Committee and a sixty (60) percent affirmative vote [fifteen Board members] of the entire Board membership of the Endowment.

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Section 10. In the event of an unplanned Termination, Resignation, or Incapacity of the

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President/Executive Director, the procedure for the orderly governance of the LEH shall be as follows:

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The LEH Chair shall assume temporary executive authority including all powers of the LEH

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President/Executive Director, and shall similarly be responsible for consulting and answerable to the Executive Committee for all actions affecting the LEH.

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As soon as possible, but in no more than 30 days after the loss of the President/Executive

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Director, the LEH Chair with the endorsement of the Executive Committee shall contract with and empower the LEH Deputy Director to act as Interim Executive Director. The Interim Executive Director shall have all the responsibilities, obligations, and powers to represent the LEH as the President/Executive Director including but not limited to signing authority on all business accounts, contractual authority, and personnel oversight. Remuneration and term of this appointment shall be negotiated by the LEH Chair and requires the endorsement of the Executive Committee.

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In the event that for any reason the Deputy Director does not assume the post of Interim

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Executive Director, the LEH Chair with the endorsement of the Executive Committee should contract with the LEH staff member most senior in position whom they deem most capable of assuming the position.

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The responsibilities and terms of employment shall be implemented as above.

As soon as possible, but in no more than 30 days, the LEH shall advertise and conduct a national search for the President/Executive Director, if necessary employing an Executive Search Consultant to secure an individual with the appropriate skill set and experience to maintain and expand the LEH program.

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In the event of a planned future Termination or Resignation of the President/Executive Director, the search process shall be put in place no less than ninety days prior to the last day of service. In the event that a suitable replacement has not been secured in time to assume the duties of the President/Executive Director, the above procedures for securing an Interim Executive Director shall be initiated.

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~~Section 11. The Louisiana Endowment for the Humanities' staff will not serve as project directors, and staff members who do participate in an approved project as speakers or resource persons will not be entitled to honoraria or payment of expenses by the grantee. Travel expenses will be paid by the Louisiana Endowment for the Humanities. The procedures and consideration set forth above also govern the staff for one year following termination of their services on the Endowment.~~

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~~Section 12. Board members and Officers of the Endowment are subject to removal by a two-thirds vote of the entire Board membership (18 Board members) when it appears that they are unable to perform the duties of their Board membership or of their office, and for such other causes as the Endowment deems relevant to the effective pursuit of its objectives. The status of Board members who have been absent from three (3) consecutive meetings of the Endowment shall be reviewed by the Executive Committee, which may recommend to the Endowment that their positions be declared vacated and that candidates be nominated and elected in the manner prescribed by these By-laws to fill the remainder of the Board membership.~~

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## ARTICLE VI

### Meetings

Section 1. The regular meetings of the Board of the Endowment shall be scheduled at least three (3) times a year.

Section 2. All meetings in each calendar year shall be designated as meetings for the purpose of grant review and/or general business.

Section 3. The last meeting in each grant year shall also be for the purpose of electing Board members, officers, and committees. One meeting each year shall be for the purpose of receiving and reviewing annual reports and Operating Proposals.

Section 4. Vacancies in elected offices may be filled at any meeting provided that Board members have been notified and the Nominating Committee has performed its duties in accordance with these By-laws.

Section 5. All meetings must be preceded by a call to all Board members stating the purpose of the meeting and the call must be postmarked, except in cases of emergency, at least ten (10) days prior to the meeting. Special meetings may be called by the Chair or the Executive Committee. Within two (2) weeks of the receipt of a written request and a statement of purpose of a special meeting signed by a majority of the Board members of the Endowment, the President/Executive Director must call such a meeting.

Section 6. A majority of the entire Board membership currently enrolled, excluding the Chair, shall constitute a quorum.

~~Section 7. Public notice of at least thirty (30) days shall be given of the board meetings at which the state plan will be discussed and provision made at those meetings for the public to comment. Provision will also be made for members of the public who are unable to attend to submit written comments to the board.~~

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## ARTICLE VII

### Committees

Section 1. Executive Committee: To facilitate the efficient discharge of its obligations and duties, the Endowment shall elect an Executive Committee at the annual election meeting. The Executive Committee shall consist of seven (7) Board members: the Chair, Vice Chair, Secretary, and Treasurer ex officio, and three (3) Board member elected by the Endowment. The Board member to be elected shall be nominated by the Nominating Committee in the manner provided by these By-laws. They shall be

elected by the Endowment for one year terms to run concurrently with the term of the officers. No member of the Executive Committee shall be eligible to serve more than two consecutive terms unless elected to a new office, and members of the Executive Committee may be removed by a majority vote of the full Board at any meeting of the Endowment.

The Executive Committee, subject to the guidance, direction and control of the Board, shall exercise such powers as specifically authorized by the Endowment and these By-laws, including:

- a. overseeing the affairs of the Endowment between its meetings;
- b. authorizing emergency action;
- c. fixing the hour and place of Endowment meetings;
- d. making recommendations to the Endowment; and
- e. developing and presenting goals to the Endowment

Regular meetings of the Executive Committee shall be called by the Chair or President/Executive Director. Within five (5) days of the receipt of a written request of three (3) members of the Executive Committee, the President/Executive Director shall convene the Executive Committee.

Section 2. Nominating Committee: A Nominating Committee of four (4) Board members shall be appointed by the Chair with the concurrence of the Board at the regular elections meeting, and members of the Nominating Committee shall serve for one grant year and at the pleasure of the Chair or until the term of the appointing Chair expires or the office is otherwise vacated. The duties of the Nominating Committee shall be to nominate Board members of the Endowment Board and its officers, including members of the Executive Committee and to perform other duties authorized by the Chair.

Section 3. Evaluation Committee: An Evaluation Committee of at least five (5) Board members appointed by the Chair with the concurrence of the Endowment will be responsible for the periodic evaluation of the LEH grant program and general operations. This Committee will be chaired either by the Vice Chair of the Endowment or another board member appointed by the Chair. The Evaluation Committee will make an annual report to the full Endowment on the status of the overall grant program with mention made of specific, representative grants. This report will be based on interim reports, final

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evaluation reports, scholars' reports, outside evaluators' reports, and evaluation reports filed by LEH board members and staff and provided to the Evaluation Committee.

Section 4. Whenever they deem it necessary, the Chair, the Executive Committee, or the Board may appoint or elect additional committees to carry on the work of the Endowment.

Section 5. All standing committees shall serve for one grant year.

#### ARTICLE VIII

##### Parliamentary Authority

The rules contained in Robert's Rules of Order, Newly Revised, edited by Sarah Corbin Robert, 1981, shall govern the Endowment in all cases to which they re applicable and in which they are not inconsistent with these By-laws or any special rules of order that the Endowment may adopt.

#### ARTICLE IX

##### Grievance Procedure

In the event of complaint, the Executive Committee shall conduct a hearing. Their determination will be evaluated by the full Board before action is taken.

#### ARTICLE X

##### Amendment of By-laws

The By-laws may be amended at any meeting of the Endowment by a two-thirds vote of the Board membership if written notice of the proposed amendment has been circulated to all Board members with the call of that meeting, or if such notice has been given at the previous meeting.

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