

CONSTITUTION AND BYLAWS

REPUBLIC OF WEST FLORIDA HISTORICAL ASSOCIATION, INCORPORATED

ARTICLE 1 – NAME

The name of this non-profit organization shall be the Republic of West Florida Historical Association, Incorporated (RWFHA). It is registered with the State of Louisiana as a tax-exempt non-profit corporation as defined by the provisions of Louisiana law, particularly Louisiana Revised Statutes of 1950, Title 12, Sections 201-209, and applicable provisions of the United States Internal Revenue Service tax code.

ARTICLE II – PURPOSE

The purpose of this organization is to enhance and protect the cultural and historical resources in the Florida parishes of Louisiana, and to engage in any lawful activity for which corporations may be formed under the afore-mentioned Sections of Title 12 of Louisiana Revised Statutes and are permissible for tax-exempt corporations under the IRS Code. The purposes of this corporation include, but are not limited to:

- a. Encourage preservation and exhibition of historical and cultural places and things, and places of natural beauty within the State of Louisiana, and particularly in the Florida parishes.
- b. Declare to the general public of the State of Louisiana, a growing concern for the preservation of many of the existing historical and cultural landmarks in the State of Louisiana, and particularly in the above-mentioned parishes.
- c. Encourage and seek private ownership and management of landmark property within the boundaries of the State of Louisiana, and particularly within the said parishes.
- d. Encourage and promote the tourism potential of the Florida parishes, by showing places of historical and cultural interest to all persons evidencing a desire to view such landmarks.
- e. Establish a museum to house and display historical items of interest.
- f. Operate and maintain a narrow gauge steam powered tourist train to run on a closed looped route.

ARTICLE III – MEMBERSHIP

Section 3.1. The membership of this organization is open to all persons, organizations

and corporations that are interested in enhancing and protecting the cultural and historic resources of Louisiana. The corporation is organized on a non-stock basis and no part of the revenues shall inure to the benefit of a member.

Section 3.2. The Board of Directors shall have the authority to define the classes of membership, membership dues or fees, and evidence of membership. However, basic membership categories are defined as follow:

- a. Sustaining Member: Adult individuals that are in good standing. A sustaining membership is for a term of one year and is entitled to one vote at the annual general membership meeting.
- b. Life Member: An individual that pays no annual dues after becoming a life member at a cost to be determined by the Board of Directors. A life member is entitled to one vote at the annual general membership meeting.
- c. Student: A youth member in good standing. A student member is not entitled to a vote at the annual general membership meeting.
- d. Corporate Member: A business or organization that is good standing. A corporate member is entitled to one vote at the annual general membership meeting-to be cast by a delegate designated in writing to the secretary of RWFHA.

Section 3.3. Membership rights shall not be transferable by assignment or sale, or by former owner shall inure to any assignee, vendee, heir or legatee.

Section 3.4. Procedure for admission to membership: Each applicant for membership shall complete an application form and file the form, with the appropriate membership fee, with the corporation Secretary. All applications accompanied by payment of the required membership dues shall be reviewed by the membership committee and approved by the Board of Directors before acceptance.

Section 3.5. Dues for each membership category shall be as established by the Board of Directors. Monies derived from contributions, dues and all other sources of income and revenues to the corporation shall be deposited with the corporation treasurer and accounted for to comply with the requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 3.6. Only members in good standing with the organization shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. The direction and administration of this organization shall be vested in a Board of Directors. The number of directors shall be fixed at a number up to fifteen (15) unpaid positions. The position of Executive Director is an ex-officio, non-voting member of the Board of Directors and is appointed by the Board, not elected by the general membership.

Section 4.2. The Board of Directors shall have every power and authority which is permitted by law to be vested in the Board of Directors of a non-profit corporation. To carry out the objects and purposes of this corporation, the Board of Directors is authorized, at its discretion, to donate, contribute or otherwise dispose of any and all of the property and assets of this corporation of any kind, and is authorized in its discretion, in this manner, to divest this corporation of all its property and assets, except those necessary to discharge previously incurred obligations, charges and debts.

Section 4.3. Directors, other than the Executive Director, shall be elected by a majority vote of members in good standing at the annual general membership meeting. However, if there is only one nominee for any director position, it shall be in order to move that the corporation Secretary cast the elective ballot of the organization for the nominee.

Section 4.4. Directors shall be elected for three (3) year terms, staggered so that one-third of the director positions shall be elected at each annual general membership meeting.

Section 4.5. A nominating committee, formed of current members of the Board of Directors, shall prepare a single nominating slate of candidates for positions to be elected at least thirty (30) days prior to the date of the annual general membership meeting. This slate shall be presented to the general membership as the Board's recommendation; however, nominations may also be made from the floor at the general membership meeting, provided that a nominee has given consent to be a candidate. A nominee must be in good standing to be eligible to serve as member of the Board of Directors.

Section 4.6. Directors shall assume their official duties at the close of the annual general membership meeting at which they are elected.

Section 4.7. Meetings of the Board of Directors shall be held at least quarterly or as deemed necessary by the President. Meetings may be held at any place within or outside the State of Louisiana at the call of the President or any other person or persons authorized to do so by these bylaws.

Section 4.8. Special meetings of the Board of Directors may be called by any three (3) members of the current Board of Directors by contacting the President or Secretary of the corporation to request a special meeting.

Section 4.9. Quorum for conduct of corporation business at Board of Directors meetings shall be a simple majority.

Section 4.10. If an office of director of the corporation, formerly filled by one of the elected members of the Board of Directors, shall become vacant for any reason, the vacancy shall be filled by election by the remaining members of the Board of Directors. The term of a director so elected shall be until the next annual general membership meeting when the position shall be opened to election by the general membership.

Section 4.11. Any member of the Board of Directors that does not attend two (2) consecutive meetings without explanation shall be contacted by the President to determine whether the absent member desires to remain on the Board of Directors.

Section 4.12. Each member of the Board of Directors, the officers and the Executive Director shall be defended and held harmless by the corporation with respect to any claim arising out of or asserted with respect to decisions or duties performed by or for the corporation.

ARTICLE V – OFFICERS

Section 5.1. The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer, Executive Director, and such other officers as the Board of Directors may elect or appoint.

Section 5.2. OFFICER TERM OF OFFICE: Officers are to be elected annually at the first meeting of the Board of Directors following the annual general membership meeting, and shall serve for a one (1) year term or until their successors are duly elected and installed, unless sooner removed by the Board of Directors.

Section 5.3. OFFICER ELECTION PROCEDURE: A single slate of officer nominees shall be prepared by the Nominating Committee for presentation to the Board of Directors. Nominations from the floor may also be accepted if the individual being nominated consents to being a candidate. Election shall be by secret ballot, with ballots tallied by the current secretary. A simple majority is required for election. Any two (2) offices may be held by the same person except the office of Treasurer.

Section 5.4. DUTIES OF OFFICERS:

a. President: The President shall preside at all meetings of the Board of Directors and of the membership, shall appoint committee chairpersons as provided for in these bylaws, and shall have general charge of and control over the affairs of the corporation, subject to the Board of Directors, to assure that the purposes and goals of the corporation are achieved. The President shall serve as an ex-officio member of all standing committees.

b. Vice President: The Vice President shall perform such duties as may be assigned by the President or the Board of Directors, with the intention that he/she prepare and learn the duties of the President. In the case of death, disability or absence of the President, he/she shall perform as and be vested with all of the duties and responsibilities of the President. The Vice President shall serve as the chairperson of the Facilities Management Committee.

c. Secretary: The Secretary shall keep the minutes of the meetings of Board of

Directors and of the general membership. He/she also posts notices for meetings in prominent places beforehand, maintains all records and files as may be essential to the proper operation of the corporation, and chairs the Membership Committee. The Secretary shall keep a corrected list of the names and addresses of all members of the corporation and shall notify each member when dues must be paid to keep membership current. He/she shall issue membership cards to members in good standing, draft required correspondence to be sent outside the corporation for the President's or Executive Director's signature, notify Board members of the date, time and place of Board of Directors meetings, and notify members in good standing at least ten (10) days prior of the date, time and place (with a meeting agenda) of the annual general membership meeting. At the end of his/her term of office, the Secretary shall transfer all records in good order to the successor in this office.

d. Treasurer: The Treasurer shall be the custodian of the funds of the corporation and shall collect all dues and assessments and receive all monies. The Treasurer shall make all payments in accordance with the budget, shall keep full and accurate accounts, and present financial statements at the meetings of the Board of Directors and at the annual general membership meeting. The Treasurer shall have the authority to accept donations to the corporation and shall make annual reports required of a tax exempt corporation to the State of Louisiana and the United States Revenue Service. He/she shall arrange to have an annual independent audit of all financial records and accounts, with the audit report to be presented to the Board of Directors assembled. The Treasurer shall chair the Planning and Budget Committee. At the end of his/her term of office, the Treasurer shall turn over all books and records in good order to his/her successor.

e. Executive Director: The Executive Director shall be an unpaid appointee by the Board of Directors and shall be designated to act as an agent for all business conducted by the corporation between meetings of the Board of Directors. As such, the Executive Director shall be considered the chief operating officer (COO) of the corporation to carry out the policies and directives of the Board of Directors in their absence. The Executive Director shall be a non-voting ex-officio member of the Board of Directors. He/she may be removed, with or without cause, by the Board with written notice given at least thirty (30) days before dismissal.

Section 5.5. If, for any reason, an elected officer is unable to serve out his/her term of office, the President may appoint a Board member to serve out the remainder of the unexpired term with approval of the Board of Directors.

ARTICLE VI-FINANCES

Section 6.1. The corporation's fiscal year shall begin on January 1st and end on December 31st of each calendar year.

Section 6.2. All dues, fees, assessments, donations or other funds received by the corporation from whatever source shall become part of the corporation treasury, and shall be expended solely in conformance with the provisions of this constitution and these bylaws.

Section 6.3. No disbursement from the corporation treasury shall be made without proper authorization from the President or the Board of Directors, as applicable. All disbursement checks must be signed by the Treasurer and either the President or his/her designated representative. The Board of Directors may authorize the Executive Director to commit funds, up to a preset limit, for emergency expenditures, with the concurrence of the Treasurer.

Section 6.4. Members that expend personal funds for which they expect reimbursement from the corporation shall first obtain authorization from the President or his/her designated representative for amounts up to \$250, or from the Board of Directors for amounts exceeding \$250. No reimbursement shall be made for expenditures for which prior authorization has not been obtained or for which valid receipts are not presented to the Treasurer for goods and services purchased. The Treasurer shall retain all receipts for a period of five (5) years.

ARTICLE VII- COMMITTEES

Section 7.1. The President shall have the authority to create and appoint committees and chairpersons of those committees with the approval of the Board of Directors. Standing committees will include, but not be limited to the following:

- a. Events and Publicity- co-chaired by the Events Coordinator and the Publicity/Public Relations Director.
- b. Facilities Management- chaired by the Vice President.
- c. Friends of the Museum- chaired by the Museum Director/Curator.
- d. Membership- chaired by the Secretary.
- e. Planning and Budget- chaired by the Treasurer.
- f. Railroad- chaired by the Old Hickory Railroad Chief Engineer.

Section 7.2. Each committee shall have a chairperson and at least two (2) other members.

Section 7.3. The President shall assign each committee its duties and each committee chairperson, who thereafter, shall, at the request of the President, present plans of work and budgets to support those plans of work to the Board of Directors assembled. No work that will commit the corporation financially shall be undertaken without the approval of the President and the Board of Directors.

Section 7.4. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII – GENERAL MEMBERSHIP MEETING

Section 8.1. The annual general membership meeting for election of directors shall be held on a date, time and location designated by the Board of Directors.

Section 8.2. The Secretary shall provide, with at least ten (10) days written notice, of the date, time and place (including a meeting agenda) of the annual general membership meeting to all members in good standing.

Section 8.3. The number of those members in good standing present at a general membership meeting shall constitute a quorum for the transaction of business.

Section 8.4. The privilege of holding office, introducing motions, debating and voting shall be limited to members in good standing.

Section 8.5. A special meeting of the general membership may be called by the President, any three (3) members of the current Board of Directors, or at the request of any five (5) members in good standing, provided that notification of all members in good standing is made as specified in Section 8.2 above.

ARTICLE X- AMENDMENTS

Amendments to these bylaws may be proposed by any member in good standing, to be voted on at the next annual general membership meeting or at a special meeting called to consider proposed changes. Proposed changes shall be approved by a majority vote of those present.

ARTICLE XI – DISSOLUTION

Should this corporation ever be dissolved or should the corporation existence terminate, all of the assets of the corporation shall be distributed to organizations or for purposes exempt from income tax under the provisions of the Internal Revenue Code of the United States or to the United States of America, the State of Louisiana, or a local governmental organization to be used for a public purpose, or shall be distributed by a court to another organization to be used in such manners as, in the judgment of the court, will best accomplish the general purpose for which this corporation was organized. No part of the assets of the corporation will ever be distributed to or used for the benefit of any member, trustee, officer of the corporation, or any private individual or corporation.

Approved by Vote of the General Membership on 10 September 2012.

Helli E. Gilmore
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Notary Public #65740