

2.

WASHINGTON ARTILLERY VETERANS ASSOCIATION

BY-LAWS

ARTICLE I – NAME

The name of the organization shall be the Washington Artillery Veterans Association which is incorporated in accordance with Louisiana Revised Statutes effective 4 August 1965, recorded in NIB 2075, Folio 495, Recorder of Mortgages, Parish of Orleans, 10 August 1965.

ARTICLE II - PURPOSE AND AUTHORITY

1. The purpose of the Washington Artillery Veterans Association shall be:
 - a. To foster and perpetuate the traditions of the Washington Artillery of New Orleans and to preserve the memories and incidents of the units of the Washington Artillery and of its members during times of war and times of peace.
 - b. To encourage patriotism, and to foster respect for our country and state and for the Armed Forces of the United States.
 - c. To perpetuate the memories of those members of the Washington Artillery who gave their lives in the service of their country and state.
2. The Association, in order to carry out its purposes, has the power and authority to:
 - a. Contract; sue and be sued; to acquire; hold; sell; dispose of; donate; lease; pledge; mortgage; or otherwise alienate or encumber any property movable or immovable, corporeal or incorporeal subject to the limitations prescribed by law.

b. To borrow money and to mortgage or pledge its property to secure any indebtedness.

c. To receive and collect dues and accept gifts and contributions and generally do any and all other acts and things and exercise any and all other rights and powers necessary to carry out the purposes of the Association.

d. All income or increases from whatever source derived shall be used exclusively to promote the purposes for which the Association is organized.

3. 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 and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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.

ARTICLE III - MEMBERSHIP AND DUES

1. The membership of the Association shall be of the following classes: Active, Members in Perpetuity, Associate, Honorary Life, and Memorial.

a. **ACTIVE MEMBERSHIP:** Composed of former and present members of any of the units, and former units, of the Washington Artillery, who are dues-paying members of this Association. They may hold office and vote in the affairs of the Association.

b. **MEMBERS IN PERPETUITY:** Composed of those persons who meet the qualifications of Active Membership, but shall have paid the Association the amount specified by the Board of Directors. Such members are exempt from the payment of annual dues; however, they have the right to hold office and to vote in the affairs of the Association. A Member in Perpetuity shall have their name carried on the rolls of the Association forever.

c. ASSOCIATE MEMBERSHIP: Composed of any citizen over 17 years of age; who has demonstrated a strong interest in the activities, history, and the perpetuation of the Washington Artillery of New Orleans. They shall pay dues, however, they shall not hold office, nor shall they be permitted to vote in the affairs of the Association. They can either be annual members or members in perpetuity by paying the amount specified by the Board of Directors.

d. HONORARY LIFE MEMBERSHIP: Composed of those persons whose names have been duly submitted to the Board of Directors by not less than five (5) Active Members and/or Members in Perpetuity of the Association, and have been approved by a unanimous vote of the members of the Board of Directors present. Such members shall pay no dues, nor shall they have the right to hold office or vote in the affairs of the Association.

Qualifications for Honorary Life Membership:

1) Governor, or former governor of the State, if during their tenure in office have demonstrated a keen interest in the National Guard of Louisiana and/or the Washington Artillery Veterans Association, and had taken active measures to insure public and official awareness of the state's military posture and heritage.

2) Former officer, warrant officer, or enlisted person of the National Guard of Louisiana, the Washington Artillery or the Association, who shall have served the State, the Washington Artillery and/or the Association honorably for not less than Twenty (20) years, and shall have distinguished himself or herself by service to one or more of these organizations over and above that required of their

position and/or rank.

e. MEMORIAL MEMBERSHIP: Composed of any descendent, 17years of age or older, of any person who gave his life in the service of the United States of America or State of Louisiana, while serving as a member of the Washington Artillery of New Orleans, or the Washington Artillery Veterans Association.

2. All members are entitled to participate in the social and business affairs of the Association; however, the right to vote and hold office shall be vested solely in the Active Membership and Members in Perpetuity.

3. DUES:

a. Active, Associate and Members in Perpetuity shall pay dues as fixed by the Board of Directors.

b. Annual dues shall become due and payable on January 1st of each year.

c. Dues may be paid in cash, check or draft at any meeting. Checks or drafts made payable to the Washington Artillery Veterans Association may be mailed to the Association on or before the due date.

e. Those members delinquent in dues for 3 or more years shall be removed from the rolls. Reinstatement of delinquent members after 3 or more years can be affected by the payment of the immediate 2 years of prior dues plus the dues for the current year.

ARTICLE IV - BOARD OF DIRECTORS

1. Because of its corporate status, the affairs of the Association, in keeping with the policies set forth by the Charter of the Association, shall be managed by a Board

of Directors elected annually by the active members and Members in Perpetuity.

2. The Board of Directors shall consist of eighteen (18) active or Members in Perpetuity of the Association, each of whom shall hold office for a period of three (3) years.

3. To ensure continuity of operations of the Board of Directors, the membership shall elect only six (6) members to the Board each year for a term of three (3) years.

4. Members of the Board of Directors who fail to participate in the business meetings and/or functions of the Association for a period of four (4) consecutive months, without sufficient justification to the Board of Directors, shall be relieved of their duties at a Regular or Special Meeting of the Board of Directors.

5. Individuals so removed from office shall be notified in writing of the decision of the Board of Directors.

6. To fulfill an un-expired term of four or more months of any member of the Board of Directors, the Association shall nominate and elect a new member to the Board at the next regular meeting of the Association.

7. Un-expired terms of less than (4) months will be left vacant until the annual election of the Board of Directors.

ARTICLE V – OFFICERS

1. The Officers of the Association shall include the President, 1st Vice President, 2nd Vice President, Secretary, Recording Secretary (Appointed), and Treasurer.

2. The Officers of the Association shall be elected by the Board of Directors from the Board membership.

3. The term of office for President, 1st Vice President, 2nd Vice President, and

Treasurer shall be for one (1) year commencing in January of each year.

These officers may succeed themselves for a second term if so nominated and elected. However, after a term of office of two (2) years these officers may not succeed themselves in the same position, but are eligible for another position or office.

4. The duties and responsibilities of the various Offices and Officers are as follows:

a. President

1) The President shall preside at all meetings of the Association and shall be Chairman, Ex-Officio, of the Board of Directors. He is charged with the direction of all affairs pertaining to the Association between meetings. He shall call meetings of the Board of Directors at least quarterly, and / or any other time he deems it appropriate. He shall appoint all standing and special committees and shall be a member of all standing and special committees except the Nominations Committee.

2) He shall open the meetings at the designated time; announce the business before the Association in the order in which it is to be acted upon; recognize members entitled to the floor; state and put to the floor all questions which are regularly moved or otherwise arise during the course of the proceedings and announce the result of the vote.

3) He shall call a Special Meeting of the Board of Directors at the earliest opportunity in January of each year to organize his administration, make committee, and other appointments and publish same for the entire membership.

4) He shall appoint a Recording Secretary at the commencement of his term of office and shall appoint or assume the duties and responsibilities of the Treasurer and / or Secretary in the absence of either or both of these officers.

b. 1st Vice President

1) Preside over meetings in the absence of the President.

2) Assume responsibility for all the duties of the President when the President is ill, incapacitated, or otherwise unable to fulfill his obligation or term of office.

c. 2nd Vice President

To perform the functions and duties of the President in the absence of the President and 1st Vice President.

d. Secretary

1) The Secretary shall initiate and keep current a roster, by membership types, of the entire membership; sub-divided into membership types as set forth in Article III; with names, addresses, e-mail addresses, and phone numbers of all members in each category. He will include sections to identify deceased members and a section for active and prospective members for future use. Records may be kept on a computer hard drive, backed up on a removable media. Current computer files will be printed for chronological filing at the end of each calendar year.

2) To ensure the accuracy of membership and dues status, the Secretary shall collect and post annual dues, perpetual funds and other monies on a computer spreadsheet and monies forwarded to the Treasurer for deposit.

3) Notify all members of Regular or Special Meeting dates by means of the Newsletter or by Special Correspondence.

4) Preside over all meetings in the absence of the President and the 1st and 2nd Vice Presidents.

5) Establish and maintain a file of the Association's Board of Directors, Officers, Standing and Special Committees, their dates of election or appointment and the dates of expiration of their term of office or appointment.

6) At the direction of the President, shall carry out any other duties related to the office.

7) Maintain the master file of the Association's By-Laws and Articles of Incorporation.

e. Recording Secretary (Appointed)

1) Establish and maintain a file of "Minutes" of all Regular and Special meetings of the membership and the Board of Directors.

2) Prepare correspondence at the direction of the President, and the Board of Directors.

3) Perform the duties of the Secretary in his absence or when a vacancy exists in the office of Secretary until such time as a replacement is elected by the Board of Directors.

4) At the direction of the President he shall carry out any other duties related to the office.

f. Treasurer.

1) Collect from the Secretary all dues and all other monies submitted to the Association by the membership and deposit same in the appropriate savings and or checking account

2) Maintain appropriate financial records and be prepared to give an account of the Association's financial standing at least quarterly and when called upon by the President.

3) Open and maintain checking and savings accounts in the name of the Association and-establish procedures with the banks or savings institutions, as approved by the Board of Directors, whereby it will require any two (2) signatures of either the President, 1st Vice President, Secretary, and / or Treasurer for the withdrawal of funds in excess of \$1,000.00.

4) Submit a proposed operating budget for the Association for approval by the Board of Directors on an annual basis, with the initial draft submitted no later than 1 November of each year.

ARTICLE VI - NOMINATIONS AND ELECTIONS

1. BOARD OF DIRECTORS:

a. Nominations to, and election of, the Board of Directors shall be made by the Active and Members in Perpetuity only, at the December (Annual) meeting each year.

b. The President shall appoint a Nominations Committee of five (5) members who shall submit, in writing, the names of the nominees to fill the six (6) Board of Director positions. Nominations will be with the concurrence of the individuals concerned.

c. The Nominations Committee will convene around September of each year to begin the selection of candidates and submit the names of candidates before 1 November, thus enabling the Association to give maximum publicity for the annual

elections. Proxy ballots shall be included with the November Newsletter mailed to all members-listing the Nominees along with a brief resume of their qualifications.

d. Additional nominations to the Board of Directors may be made from the floor at the Annual meeting.

e. Election of the Board Members shall be by secret ballot of the members present at the Annual Meeting. Absent members may vote by absentee ballots, which are received timely by the Nominating Committee in writing, on the proxy form furnished and signed by the member. A majority of the votes given at the Annual Meeting and represented by proxy shall constitute an election quorum.

2. OFFICERS:

a. The election of officers of the Association shall be by the Board of Directors from the membership of the Board at a Special Meeting called for that purpose.

b. This Special Meeting should be called as soon as possible after the December meeting, but not later than 23 December.

c. The newly elected officers will be installed immediately following their election, thus providing time for the orderly transfer of records and accounts and the assumption of their full responsibilities by 1 January.

3. REMOVAL FROM OFFICE:

a. Officers of the Association who fail to participate in the business meetings and/or functions of the Association for a period of four (4) consecutive months, without sufficient justification to the Board of Directors, shall be relieved of their duties at a Regular or Special Meeting of the Board of Directors.

b. Individuals so removed from office shall be notified in writing of the decision of the Board of Directors.

c. The Board of Directors will meet and elect a new officer to fulfill the unexpired term of four or more months of any elected officer at the earliest opportunity.

ARTICLE VII - APPOINTMENTS AND COMMITTEES

1. The President of the Association shall appoint the following positions for the term of 1 year; however there shall be no limitation on the number of terms.

- a. Sergeant at Arms
- b. Parliamentarian
- c. Recording Secretary
- d. Newsletter Editor
- e. Social Chairman
- f. Fraternal Chairman
- g. Telephone Chairman
- h. Awards Chairman
- i. Nomination, Chairman
- j. Planning Chairman

2. The President shall appoint the following Standing Committees annually, however; there shall be no limitation on the number of terms that individuals may serve if reappointed.

- a. Nominations (5)
- b. Publicity (1)
- c. Historical (2)

- d. Audit (3)
 - e. Membership (1)
 - f. Planning Committee (5)
 - g. Finance Committee (4)
3. STANDING COMMITTEES, MEMBERSHIP AND DUTIES:
- a. NOMINATIONS COMMITTEE:
 - 1. This committee shall consist of five (5) members who by 1 November of each year shall submit to the President the names of nominees to fill the six (6) Board of Director positions.
 - 2. The nominations must be with the concurrence of the individuals concerned.
 - 3. Members of the committee are eligible to be nominees
 - b. PUBLICITY COMMITTEE: This committee shall consist of at least one (1) member. It is principally a public relations function, through the preparation and submission of prepared releases and photographs to the news media and other agencies, to publicize significant Association activities and events.
 - c. HISTORICAL COMMITTEE: This committee shall consist of not less than two (2) members. It shall be responsible for the collecting, cataloging, preservation and storage of Association records and historical memorabilia.
 - d. AUDIT COMMITTEE: This committee shall consist of three (3) members. It shall perform an annual audit of the Treasurer's records and make an Audit Report no later than the second regular meeting of the Board of Directors.
 - e. MEMBERSHIP COMMITTEE: This committee shall consist of at least

one (1) member and is responsible for determining eligibility of new and/or prospective members in accordance with Article III of the By-Laws and the reporting of their findings to the Board of Directors.

f. PLANNING COMMITTEE: This committee shall consist of Five (5) members. It shall be responsible for the management and maintenance of the WAVA facilities in the armory of the active battalion. It shall maintain the necessary bookkeeping records using computer listings, spreadsheets, etc. or ledgers to reflect monies earned or accrued and expenses related to the operations of the facility. This committee shall render an annual financial report to the membership.

g. FINANCE COMMITTEE: This committee shall consist of four (4) members who upon receiving information from the WAVA Treasurer as to the funds available for investment, along with his/her recommendation shall review and report their recommendation to the Board of Directors at the next WAVA meeting or earlier if situations dictate. The Board of Directors will make the final decision on any investments to be made.

4. SPECIAL COMMITTEES:

a. The President or the Board of Directors may appoint such special committees as they deem necessary for the accomplishment of specific Association objectives.

b. When the task assigned to a Special Committee is completed and its report filed, the committee shall be discharged.

ARTICLE VIII – MEETINGS

1. In accordance with the Articles of Incorporation, the affairs of this Association

shall be managed by a Board of Directors elected annually by the active membership.

2. MEETINGS:

a. REGULAR MONTHLY MEETING OF THE GENERAL MEMBERSHIP:

There shall be a regular monthly meeting of the membership for the purpose of conducting its business affairs and to afford the opportunity to the membership to make its desires known to the officers and Board of Directors of the Association.

b. REGULAR ANNUAL MEETING OF THE MEMBERSHIP: There shall

be a regular Annual Meeting of the membership within the first week of December of each year for the purpose of electing members to the Board of Directors and conducting such other business that may come before it.

c. SPECIAL MEETINGS OF MEMBERSHIP: There shall be such special

meetings of the membership of the Association as may be duly called by the President or a majority of the Board of Directors, after notifying the membership by mail at least ten (10) days before the date fixed for the Special Meeting.

d. REGULAR MEETINGS OF THE BOARD OF DIRECTORS: The Board of

Directors shall meet at least once each quarter. This can be done concurrently with the Regular General Membership Meeting.

e. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special meetings

of the Board of Directors may be called by the President or any three (3) members of the Board after notifying all Directors by mail and/or electronic communication at the last known address at least ten (10) days before the date fixed for the special meeting.

3. QUORUM:

a. The transaction of business at Monthly, Annual, or Special Meetings shall require a quorum of at least twenty (20) Active or Members-In-Perpetuity present.

b. The transaction of business of the Board of Directors shall require a quorum of at least ten (10) Directors present. During periods when board members are on active duty and unable to be present, a quorum shall consist of a majority of the members not on active duty. Activated members may assign a proxy vote to another board member by way of a written declaration of intent to the President of WAVA..

4. ORDER OF BUSINESS: The order of business for the Regular, Board, Annual General, Special Membership, and Special Board Meetings shall be as follows.

- a. Call to Order
- b. Pledge of Allegiance
- c. Preamble
- d. Opening Prayer (Invocation)
- e. Prayer to St. Barbara
- f. President Introduces Officers
- g. President Announces Standing and Special Committees
- h. President Announces Appointments
- i. Reading of Minutes of Last Meeting
- j. President's Report
- k. Report of the Following Committees
 - 1) Membership
 - 2) Nominations
- l. Treasurer's Report

- m. Report of Audit Committee
- n. Report of other Standing or Special Committees as deemed appropriate
- o. Unfinished Business
- p. New Business. (Nominations and Elections of Board of Directors)
- q. Salute to the Washington Artillery
- r. Moment of Silence for Departed Comrades
- s. Closing Prayer (Benediction)
- t. Motion for Adjournment

5. MEETING AGENDA:

Board Meeting Agenda. This agenda includes all facets of the Association's operations and full reports by all responsible parties and committees. The committee chairs must submit their reports in writing to the President prior to the start of the meeting. These written submissions shall be turned over to the recording secretary for inclusion in the meeting minutes. There shall be no time limit to this meeting.

General Membership Meeting. This agenda includes all business of interest to the general membership of the association. All programs and/or publicity will occur during these meetings only. If your committee is not identified on this agenda and you wish to provide a report you must coordinate with, and provide a written copy to, the President to be placed on the agenda prior to the meeting.

These written submissions shall be turned over to the recording secretary for inclusion in the meeting minutes. There shall be no time limit to these meetings, but the goal of these meetings is to provide time to socialize.

Annual General Membership Meeting. This agenda includes all business of interest to the general membership of the association as it relates to the State of the Association annually. Notice the abbreviated agenda geared towards 1) the State of the Association; and 2) the annual election of board members.

Any committee chair desiring to provide a report shall follow the guidelines provided for the general membership meetings. There shall be no time limit to this meeting, but the goal of this meeting is to provide the general membership with a state of the association; conduct our annual elections; and provide time to socialize.

- a. The opening of all meetings shall be:
 - 1) Dinner Served
 - 2) Call to Order
 - 3) Pledge of Allegiance
 - 4) Preamble
 - 5) Opening Prayer
 - 6) Prayer to Saint Barbara
 - 7) Awards
- b. The body of the General Membership Meeting shall be:
 - 1) Programs / Publicity
 - 2) Previous Meeting Minutes
 - 3) Secretary's Report

- 4) Active Battalion Report
 - 5) Committee Reports:
 - (a) Nominations
 - (b) Publicity
 - (c) Historical
 - (d) Audit
 - (e) Membership
 - (f) Planning
 - (g) Finance
 - (h) Other
 - 6) Old Business
 - 7) New Business
- c. The body of the Annual General Membership Meeting/Reunion shall be:
- 1) State of the Association
 - 2) Secretary's Report
 - 3) Treasurer's Report:
 - (a) YTD
 - (b) Assets
 - (c) Cash On Hand
 - (d) Budget
 - 4) Active Battalion Report
 - 5) Committee Reports:

- (a) Nominations
 - (b) Publicity
 - (c) Historical
 - (d) Audit
 - (e) Membership
 - (f) Planning
 - (g) Finance
 - (h) Other
- 6) Elections
- d. The body of the Board Meeting shall be:
- 1) Previous Meeting Minutes
 - 2) Secretary's Report
 - 3) Treasurer's Report:
 - (a) Quarterly
 - (b) Assets
 - (c) Cash On Hand
 - (d) Budget
 - 4) Active Battalion Report
 - 5) Committee Reports:
 - (a) Nominations
 - (b) Publicity
 - (c) Historical
 - (d) Audit

- (e) Membership
 - (f) Planning
 - (g) Finance
 - (h) Other
- 6) Old Business
- 7) New Business
- e. The closing of all meetings shall be:
 - 1) Toasts
 - (a) WAVA
 - (b) Active Battalion
 - 2) Closing Prayer
 - 3) Half & Half
 - 4) Adjourn

ARTICLE IX – FINANCIAL

1. GENERAL FUND:

a. The General Fund shall consist of the annual dues paid by the members of the Association and any other funds raised, donated and/or otherwise dedicated for this fund.

b. The fund shall be used to administer the affairs of the Association as deemed appropriate by the Board of Directors.

c. The General Fund shall be deposited in a local bank or savings institution as may be approved by the Board of Directors.

2. MEMBERS IN PERPETUITY FUND:

a. The funds collected to cover Members in Perpetuity fees shall be deposited in a local savings institution as may be approved by the Board of Directors, the interest earned there-from shall be transferred to the Association's General Fund when so directed by the Board of Directors.

b. The Members in Perpetuity Fund shall remain invested as above, however, the interest earned there-from may be transferred to the General Fund with the approval of the Board of Directors.

c. With the transfer of funds, the amount retained in the Members in Perpetuity Fund shall at no time be reduced to where the balance of the fund is less than the \$100.00 times the number of Members in Perpetuity of the Association as of 1 January 2003 and \$150.00 for each member thereafter.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or Articles of Incorporation of this Association.

ARTICLE XI - BY-LAWS AND AMENDMENTS

1. As prescribed by the Articles of Incorporation, the Board of Directors are empowered and authorized to make, amend and repeal By-Laws to govern the Association, provided they are in accordance with, and do not conflict with, the Articles of Incorporation.

2. The By-Laws may be amended by a two-thirds vote of the Board. A quorum shall exist at any meeting of the Board of Directors when at least ten (10) members of the Board of Directors are present. During periods when board members are on

active duty and unable to be present, a quorum shall consist of a majority of the members not on active duty. Activated members may assign a proxy vote to another board member by way of a written declaration of intent to the President of WAVA.

3. The Secretary shall establish and maintain a Master Folder of the Articles of Incorporation, the By-Laws of the organization and all amendments thereto.

ARTICLE XII - SPOUSES OF WAVA MEMBERS

1. Upon the passing of an Active Member, Member in Perpetuity or Associate member of this Association, the surviving spouse does not attain a membership status, but is eligible to participate in all WAVA functions to which spouses are invited and to continue to receive the WAVA NEWS as though the member still lived.

2. This privilege will continue in effect, even though the surviving spouse remarries, for as long as desired or until his or her passing.

3. Eligible survivors should be advised of their status in writing by the President and encouraged to continue participation.

END

APPROVED BY THE BOARD THIS 15TH DAY OF MARCH, 2012

/s/
PRESIDENT, W.A.V.A.
Ronald R. Besson