

# BYLAWS OF THE LOUISIANA NAVAL WAR MEMORIAL COMMISSION

## ARTICLE 1.

### Name.

The name of this organization is "Louisiana Naval War Memorial Commission" and is sometimes hereinafter referred to in these bylaws as the "Commission".

## ARTICLE 2.

### Creation of Commission.

The Louisiana Naval War Memorial Commission is a State commission under the Department of Culture, Recreation, and Tourism, office of tourism, and is created and existing pursuant to the authority of Chapter 21 of Title 25 of the Louisiana Revised Statutes of 1950, as amended by Act 415 of 1979. (Act 415 was amended by Act No. 84, 2009.) The first organizational meeting of said Commission was conducted October 5, 1979.

## ARTICLE 3.

### Object and Purpose.

The Commission shall have as its summary purpose to secure a destroyer known as USS KIDD DD661, to be docked in the Mississippi River before Baton Rouge, Louisiana, as a lasting memorial to honor all military personnel and to form an outstanding tourist attraction and an educational and recreational resource for Louisianians and people throughout the United States. USS KIDD, the museum and all improvements and exhibits are hereinafter referred to as the Memorial.

## ARTICLE 4.

### Membership.

The Commission shall be composed of seventeen members, one of whom shall be ex officio the Secretary of the Department of Culture, Recreation, and Tourism, or his/her designee; one of whom shall be ex officio the Secretary of the Louisiana Department of Veterans Affairs, or his/her designee; and fifteen of whom shall be appointed by the Governor. Following the initial appointments in 1979, thereafter, members shall be appointed for terms of six years each. The Nominating Committee shall present nominees for representation on the Commission for all vacancies that occur or that are anticipated. Such nominations shall be presented to the Commission. The Commission shall, with the approval of a majority of Commissioners, approve one name for each vacancy or anticipated vacancy for submission to the Governor's office for consideration under the Act. Nominations for new commissioners may be submitted by any commissioner who provides the names and resumes of said nominations to the nominating committee prior to the nominating committee meeting. The names and resumes of all such nominees shall be provided to all Commissioners thirty days prior to the vote of the Commission. A member of the Commission may be removed by the Governor for cause.

## ARTICLE 5.

### Organization of the Commission.

Section 5.1. Membership. The membership of the Louisiana Naval War Memorial Commission shall be as described in ARTICLE 4 above.

Section 5.2. Executive Committee. The Executive Committee of the Commission hereafter referred to as the "Executive Committee" shall be elected for a one year term by the Commission at the fourth quarter meeting of the Commission. The members of the Executive Committee shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman and Member at Large as elected by the Commission. The Immediate Past Chairman is not an elected position. In the event the Immediate Past Chairman is not available, the next available Past Chairman will serve in this position. The outgoing Nominating Committee shall present a single slate of nominations for each position on the Executive Committee to be filled, thirty (30) days prior to the fourth quarter meeting. Nominations may also be made from the floor at the fourth quarter meeting. When the Commission is not in session, the Executive Committee shall exercise and enjoy all the powers and authority of the Commission during the interim between regular meetings for normal and routine matters but may not enter into any contracts or financial obligations not already in the budget, and approved by the Commission. The only exceptions to this rule are emergencies declared by the Executive Committee, where it is not possible to call a special meeting of the Commission. Any vacancy on the Executive Committee resulting from resignation or death shall, to the extent of the expired term, be filled by election from the Commission. Officers may be re-elected, but no officer may be eligible for the same office for more than three (3) consecutive terms. He or she may be re-elected after one term out of said office.

Section 5.3. Meetings of the Commission. The Commission may hold at least three (3) regular meetings each year. Special meetings may be held at any time and on any date, at the call of the Chairman or at the call of the Secretary, on the instruction of the Executive Committee. Special meetings may also be held at any time and on any day at the call of the Secretary, or the written request of nine (9) members of the Commission. Telephone, written notice by mail, or electronic mail, of all meetings shall be given to all members of the Commission at least forty-eight (48) hours prior thereto. A quorum of the Commission shall consist of nine (9) members present and voting, provided that the affirmative vote of no fewer than five (5) members shall be necessary for the adoption of any action of the Commission. There shall be no voting by proxy.

Section 5.4. Meetings of the Executive Committee. The Executive Committee may hold meetings on a monthly basis. Special meetings may be held at any time and on any date, at the call of the Chairman or at the call of the Secretary, on the instruction of three (3) members of the Executive Committee. Telephone, written notice by mail, or electronic mail of all meetings shall be given to all members of the Executive Committee at least twenty four (24) hours prior thereto. A quorum of the Executive Committee shall consist of four (4) members present and voting, provided that the affirmative vote of no fewer than a majority of three (3) members shall be necessary for the adoption of any action of the Executive Committee. There shall be no voting by proxy.

Section 5.5. Indemnification. The Commission and each member thereof, the Executive Committee, and Executive Director and/or Acting Director shall be defended and held harmless by the Commission with respect to any civil claim arising out of or asserted with respect to operations of the Commission in accordance with the Louisiana laws that refer to this indemnification.

Section 5.6. Service. Members shall serve without compensation and without reimbursement of expenses incurred in attendance of meetings, except as provided for in Louisiana state law.

## ARTICLE 6.

### Duties and Responsibilities

Section 6.1. Duties and Responsibilities of the Commission. The Commission shall have control over and authority to acquire berth, renovate, equip, operate and maintain and to exhibit the destroyer USS KIDD and other property, improvements, and exhibits acquired for use as a permanent public Memorial and to adopt rules and regulations for the use of this Memorial. The Commission shall be responsible for all distribution and collection of Commission funds connected with the project. It is authorized to contract for, receive, accept and expend any funds made available from public or private sources. No employees of the Commission shall be deemed to be employees of the State or be entitled to join the State Retirement System with the exception of the State Group Health Plan.

Section 6.2. Duties and Responsibilities of the Executive Committee. As described above, when the Commission is not in session, the Executive Committee shall exercise and enjoy all the powers and authority of the Commission during the interim between regular meetings for normal and routine matters but not enter into any contracts or financial obligations not already in the budget and approved by the Commission. The only exception to this rule is emergencies declared by the Executive Committee, where it is not possible to call a special meeting of the Commission.

Section 6.3. Duties and Responsibilities of Officers.

- a. Chairman. The Chairman shall preside at all meetings of the Commission and the Executive Committee. The Chairman shall appoint the committees as provided in these bylaws and shall have general charge of and control over the affairs of the Commission, pending approval of the Commission. A parliamentarian may be appointed by the Chairman to assist the Chairman in interpretation of rules of order.
- b. Vice Chairman. The Vice Chairman shall perform such duties as may be assigned by the Chairman or Executive Committee, with the intention that the Vice Chairman prepare and learn the duties of the office of Chairman, in case of death, disability, or absence of the Chairman, he/she shall perform and be vested with all of the duties and powers of the Chairman.
- c. Secretary. The Secretary shall be the recording secretary and shall keep or cause to be kept the minutes of the meeting of the Commission and the Executive Committee. The Secretary shall also keep or cause to be kept a correct list of the names and addresses of all members of the Commission and maintain such other records that may be essential to the proper operation of the Commission. The Secretary shall give notice or cause to give notice of all proper meetings of the Commission by telephone, electronic mail or by posting a copy of said notice at the Memorial. At the end of the term of an office of Secretary, the Secretary shall transfer the records to the successor in this office.
- d. Treasurer. The Treasurer shall be the custodian of the funds and property of the Commission and shall collect and cause to be made deposits of all funds and withdraw such funds in such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted by the Commission. The Treasurer shall make or cause to be made all payments in accordance with the budget approved by the Commission, and shall keep full and accurate accounts and present financial statements at the regular meetings of the Commission and the Executive Committee. The Treasurer shall have the authority to accept donations to the Commission. He/she shall also serve as Chairman of the Finance and Budget Committee. The books of the Commission shall be made available to any Commissioner at the office of the Commission during normal working hours. The

books of the Commission may be audited in accordance with State law. At the end of the term of office of the Treasurer, the Treasurer shall turn over to the successor all books and financial records.

## ARTICLE 7.

### Professional Responsibility.

Section 7.1. Executive Director. The Commission shall employ an Executive Director who shall serve at the pleasure of the Commission to carry out the policies of the Commission in accordance with all applicable Federal, State, and Local laws and policies. The Professional responsibility of the Commission is entrusted to the Executive Director. The Executive Director may be available to serve as the Executive Director of the Louisiana Veterans Memorial Foundation.

Section 7.2 Functions and Duties of the Executive Director. The Executive Director shall:

- a. Work closely with the Chairman, the Commission, the Executive Committee and Committee Chairman, offering staff assistance and expert advice as requested.
- b. Directed by the Commission, be responsible for the welfare of USS KIDD and all improvements that constitute the Memorial, the Commission, projects, public relations, employees, and volunteer groups.
- c. As directed by the Commission, be responsible for the overall operational activities of the Memorial.
- d. As directed by the Treasurer, prepare or cause to be prepared all checks of Commission funds to pay all Commission bills, oversee the Commission budget and maintain Commission expenditures within budgeted amounts and notify the Treasurer and Executive Committee of any anticipated overruns.
- e. Maintain an appropriate public relations program through available news media.
- e. Protect and preserve the official minute book and records of the Commission, and all other financial books, records, and documents of the Commission.
- f. Hire personnel to staff the Memorial with the cooperation of the Personnel and Executive Committee.
- g. Establish and enforce safety and security programs and measures including but not limited to:
  - (1) An ongoing safety and maintenance program.
  - (2) Observation of fire prevention rules.
  - (3) Security of the building and ship to avoid theft and vandalism.
  - (4) Maintain USS KIDD in a safe and operational condition within its river docking cradle.
  - (5) Maintain other programs as directed by State Risk Management Division and the US Coast Guard.
- h. Maintain an adequate acquisition file to document the ownership of all property acquired by the Memorial.
- i. Perform other duties that may be assigned by the Commission.

## ARTICLE 8.

### Committees.

Section 8.1. Appointment and Terms. The Chairman shall appoint, pending the ratification by the Commission, the following standing Committees to serve for a term concurrent with the term of the Chairman who appoints them or until their successors are appointed:

1. Bylaws
2. Nominating
3. Finance and Budget
4. Personnel
5. Long Range Planning Development/Acquisitions
6. Hall of Honor
7. Program Committee (Ad Hoc)
8. Maintenance Committee (Ad Hoc)

Each committee shall have a Chairman and at least (2) other members. The Nominating Committee shall have at least five (5) members, including the Immediate Past Chairman, if available, who will serve as Chairman. The Chairman shall assign each committee its duties, consistent with the bylaws. Other committees may be appointed by the Chairman with the approval of the Commission, and he/she shall assign duties to the committees so appointed. Such committees shall serve for a term concurrent with the term of the Chairman who appoints them.

### Section 8.2. Suggested Duties of Committees:

Bylaws Committee: This committee shall be responsible for examining the bylaws and recommending to the Commission any necessary changes at any regular or special meeting of the Commission. Bylaws may be amended by the Commission at any regular or special meeting, in accordance with Article 9 of these bylaws.

#### Nominating Committee:

- (a) The Nominating Committee shall present a single slate of nominees for officers of the Executive Committee of the Commission to be considered by the Commission's meeting held in the fourth quarter of the year. The Nominating Committee shall present at any meeting of the Commission nominees for any vacancy of an office of the Executive Committee, in accordance with Article 5 Section 5.2 above.
- (b) The Nominating Committee shall present nominees for representation on the Commission for all vacancies that occur or that are anticipated in accordance with Article 4 above.

#### Finance and Budget Committee:

- (a) The Finance and Budget Committee shall prepare and maintain the annual budget for presentation to the Executive Committee and the Commission for approval prior to their final meeting of the year.
- (b) The Finance and Budget Committee shall cause to be prepared a statement for each regular or special meeting of the Commission which will show actual expenditures to date as compared to the amount budgeted for each item on the budget, funds on hand, total funds

received in a fiscal year, and estimated funds to be received during the year.

Personnel Committee:

The Personnel Committee shall assist the Executive Director on personnel matters as they arise.

Hall of Honor Committee:

The Hall of Honor Committee shall review and nominate native Louisiana veterans' applications for nomination into the Hall of Honor.

Long Range Planning Development/Acquisitions Committee:

- a. The Long Range Planning Development/Acquisitions Committee shall present a strategic plan and make recommendations for Long Range Planning to the Executive Committee and the Commission for subsequent execution by the Executive Director for the development and long range growth of the Memorial. Proposals for large-scale monuments and other large donations from third parties shall be reviewed in a timely manner by this committee to ensure that such monuments or large donations are consistent with the strategic plan and the mission of the Memorial.
- b. Acquisitions shall consult with the Executive Director regarding permanent acquisitions and shall present its recommendations to the Executive Committee and the Commission.

Maintenance Committee Ad Hoc Committee:

The Maintenance Committee will assist with planning and enactment of major maintenance projects.

Program Committee Ad Hoc Committee:

The Program Committee shall work with the Executive Director in establishing Programs for the Center.

## ARTICLE 9.

Amendments of Bylaws.

Bylaws may be amended, repealed, or altered in whole or in part by a two thirds (2/3) vote of the Commission, present and voting, after a quorum is obtained and maintained at any proper meeting of the Commission, provided that a copy of proposed amendments to be considered at such meeting shall be mailed to the members of the Commission at least thirty (30) days prior to the date of such meeting.

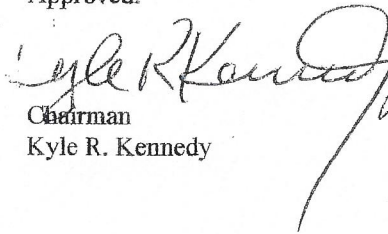
**ARTICLE 10.**

Parliamentary Authority.

The Rules contained in the latest edition of Roberts Rules of Order shall govern this Commission in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Commission.

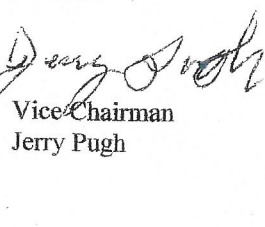
Drafted April 25, 2009. Reviewed by the Executive Committee for distribution. Adopted by the Louisiana Naval War Memorial Commission August 1, 2009.

Approved:



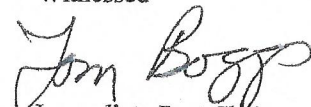
Chairman  
Kyle R. Kennedy

Attested



Vice Chairman  
Jerry Pugh

Witnessed



Immediate Past Chair  
Tom Boggs