

# **Bylaws of the Louisiana Society of the Sons of the American Revolution**

**As Revised Through April 15, 2023**

## **Article I Name**

The name of this Society shall be the Louisiana Society of the Sons of the American Revolution. This Society shall be an entity of the National Society of the Sons of the American Revolution.

## **Article II Membership**

Section 1. Any male who meets the provisions regarding eligibility of the National Society shall be eligible for membership.

Section 2. Application for membership in the Society shall be made in accordance with the By-Laws of the National Society and these By-Laws upon forms which are authorized by the National Society and furnished to the applicant.

Section 3. Application for membership through a chapter of the Society shall be submitted by the member's sponsor who will, after approval by the chapter, forward the application, together with all necessary fees, to the Registrar of the Society. Application for membership without chapter affiliation shall be submitted, with all necessary fees, to the Registrar of the Society. After approval by the Society Membership Committee, the Committee shall transmit the application to the Registrar who shall, after examination of the application as to form and sufficiency of supporting data, sign and forward the application to the Secretary. The Secretary shall transmit the application, together with such fees as are required, to the Registrar General. Upon notification of admission to membership by the Registrar General, the Secretary shall notify the Chapter Secretary or, in the case of application for membership without chapter affiliation, the applicant shall be notified of his admission to membership.

Section 4. The fees which shall accompany the application when it is transmitted to the Registrar shall be the National Society Admission Fee and first year National dues, the Louisiana Society Admission Fee, and the first year Louisiana Society membership dues. Those fees enumerated in this section which are fixed by the National Society shall be as prescribed by the National Society and are incorporated herein by reference. The exemptions from payment of the National Society Admission Fee, as provided for in the By-Laws of the National Society, are incorporated herein by reference.

Section 5. The Admission Fee of the Louisiana Society shall be Seven Dollars (\$7.00).

Section 6. The Supplemental Application Fee of the Louisiana Society shall be Seven Dollars (\$7.00).

Section 7. A member admitted by transfer from another State Society to which an admission fee was paid shall be exempt from paying the Louisiana Society Admission Fee.

Section 8. The annual dues of the Louisiana Society shall be Twelve Dollars (\$12.00) per member, except for Emeritus members (as recognized by NSSAR), LASSAR Life Members, and those members under the age of 18 (Junior Members), all of whom are exempt from the payment of LASSAR dues.

Section 9. A Life Membership in the Louisiana Society may be obtained by payment of a fee to the Louisiana Society provided that the member must be a Life Member of the NSSAR or concurrently pay the NSSAR Life Membership fee. A member paying the said LASSAR Life Membership will be a LASSAR Life Member and will be exempt from further state dues and national dues (by virtue of being an NSSAR Life Member). An LASSAR Life Member may be removed from chapter rolls for non-payment of chapter dues, but may not be removed from the rolls of the state society, except by resignation or death.

The fee for Life Membership in the LASSAR will be proportional to the NSSAR Life Membership fee based on the ratio of LASSAR annual dues to NSSAR annual dues. The LASSAR Life Membership fees collected by the Louisiana Society will be deposited in a fund designated by the Board of Directors.

Section 10. An assessment to be paid by the membership shall be approved by the Board of Directors subject to the will of the following Annual Meeting. A proposal for an assessment shall state clearly the purpose for the assessment. An assessment shall not be levied for a period greater than five (5) fiscal years inclusive.

Section 11. The fiscal year of the Society shall be from January 1 to the following December 31 of each year.

Section 12. The annual dues shall be payable in advance for the fiscal year promptly upon billing by the Society. Chapters shall collect Chapter dues, Louisiana Society dues and National Society dues and shall forward Louisiana Society and National Society dues to the Secretary. A member of the Society who is not affiliated with a chapter, shall forward Louisiana Society and National Society dues to the Secretary. All Louisiana Society and National Society dues shall be received by the Secretary by December 20. Any member whose Louisiana Society and National Society dues have not been received by December 20 shall be dropped from the rolls of the Louisiana Society and, upon the Society's report to the National Society, dropped from the rolls of the National Society, subject to reinstatement. All National Society dues shall accompany the Annual Report to the National Society

Section 13. An applicant whose application is approved by the Registrar General between September 1 and December 31 shall be considered as a paid-up member through the following fiscal year.

### **Article III Officers**

Section 1. The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Chaplain, a Secretary, an Assistant Secretary, a Treasurer, a Chancellor, a Surgeon, a Registrar, a Historian, a Genealogist and At-Large Directors equal to the number of currently active chapters. These officers shall serve for a term of one year or until their successors are duly elected and qualified and shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the society.”

Section 2. There shall be an Editor who shall be appointed by the President to serve for a term which is concurrent with that of the President.

Section 3. At the last meeting of the Board of Directors prior to the Annual Meeting the President shall appoint a Nominating Committee of five (5) Past Presidents of the Society who, in the opinion of the President, are active in the affairs of the Society. The President shall strive, in the appointment of the Nominating Committee, for the widest possible geographic distribution of membership on the Committee. The Committee shall be chaired by the most recent Past President who is willing and able to serve. It shall be the duty of the Nominating Committee to nominate a candidate, who shall be a member in good standing, for each office enumerated in Section 1 of this Article, and to report its nominations to the President and the Secretary in sufficient time for the report to be included in the Notice of the Annual Meeting.

Section 4. The report of the Nominating Committee shall be read at the Annual Meeting. After the reading of said report and before the election is held, additional nominations for the floor shall be permitted.

Section 5. Election for an office for which more than one member is nominated shall be by secret ballot and in accordance with all provisions of these By-Laws regarding elections. Election for an office for which one member is nominated may be by acclamation.

Section 6. In addition to nominating the officers enumerated in Section 1 of this Article, the Nominating Committee shall, in its report, nominate one candidate each for the offices of National Trustee and Alternate National Trustee as provided for in the Constitution and By-Laws of the National Society. Those members who are nominated for National Trustee and Alternate National Trustee, respectively, shall be voted on in accordance with Section 5 of this Article. Those who receive the most votes for National Trustee and Alternate National Trustee, respectively, shall be the nominees of the Louisiana Society for those offices and their nominations shall be communicated by the Secretary to the Secretary General of the National

Society. The terms of office of the National Trustee and Alternate National Trustee thus nominated and elected at the Annual Congress of the National Society following their nominations shall be from that Annual Congress to the following Annual Congress.

Section 7. The Louisiana Society, as a member of the Southern District of the National Society, shall subscribe to and abide by the Constitution of the Southern District. Prior to the Annual Meeting which precedes the Annual Congress at which a member of the Louisiana Society is to be elected Vice-President General of the Southern District, in accordance with the rotation of the office contained in the District Constitution, the Nominating Committee provided for in Section 3 of this Article shall nominate a candidate for the office of Vice-President General. An election for said office shall occur at the Annual Meeting at the same time as the election for the officers enumerated in Section 1 hereof and National Trustee and Alternate National Trustee and in accordance with Section 5 hereof. If, and only if, the meeting of the District Nominating Committee is scheduled prior to the Annual Meeting of the Society, the Board of Directors, at its last meeting prior to said Annual Meeting, may endorse a member for Vice-President General. The member so elected shall be the endorsed candidate of the Louisiana Society for nomination by the District Nominating Committee to the office of Vice-President General.

Section 8. Unless otherwise provided herein, officers shall be elected for a term of one year or until their successors are duly qualified and elected.

Section 9. No member shall hold more than one elective office in the State Society at a time.

#### **Article IV Duties of Officers**

Section 1. The President shall preside at all meetings of the Society and of the Board of Directors. He may vote as a member or as the presiding officer but, in no circumstances, shall he have more than one vote. He shall maintain a general supervision over the business and affairs of the Society. Except as may otherwise be provided in these By-Laws, he shall appoint all committees and shall be a member ex-officio of all committees except the Nominating Committee. He shall sign all membership certificates.

Section 2. The First Vice-President shall assist the President. He shall preside over meetings of the Society or of the Board of Directors in the absence of the President. In the event of the death, disability or resignation of the President, he shall succeed to the office of President. At the option of the President, he shall either be ex-officio chairman or oversee the activities of another member serving as the chairman of the Membership Committee. He shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

Section 3. The Second Vice-President shall assist the President. At the option of the President, he shall either be ex-officio chairman or oversee the activities of other members

serving as chairmen of the Orations Committee and the Boy Scout Committee. He shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

Section 4. The Third Vice-President shall assist the President. At the option of the President, he shall either be ex-officio chairman or oversee the activities of another member serving as chairman of the Awards Committee. He shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

Section 5. The Chaplain shall perform the religious offices of the Society.

Section 6. The Secretary shall:

- a) give notice, as required by these By-Laws, of all meetings in conjunction with the Assistant Secretary;
- b) sign all applications and membership certificates;
- c) together with the President, certify all acts of the Society;
- d) receive, process and transmit, following proper approvals, applications for membership, applications for reinstatement, supplemental lineage applications, transfers of membership, membership certificates, National application fees and associated dues, between the Registrar, and Treasurer of the Society and the National Society;
- e) prepare, with the Treasurer of the Society, the Annual Report of the Society and transmit same to the National Society by the date fixed by the National Society;
- f) receive and distribute, in accordance with Board action, credentials for the Annual Congress;
- g) maintain the files of the Society including, but not limited to, membership lists, application record copies, and all LASSAR;
- h) act as the Registered Agent for Service of Process of the incorporated Society; and
- i) perform such tasks as may be assigned by the President or as a result of action of the Board of Directors.

Section 7. The Assistant Secretary shall:

- a) in cooperation with the Secretary of the Society, take the minutes, duplicate and distribute same by mail, in the case of Board Meeting Minutes, to Members of the Board of Directors within 30 days after the meeting and, in the case of Annual Meeting Minutes, to members of the Society upon request;
- b) make other mailings, as needed, to members of the Board of Directors and to the Membership of the Society;
- c) on an annual basis prepare a roster of Society and Chapter officers (Presidents and Secretaries) and distribute to State officers, Chapter Presidents and Chapter Secretaries; and
- d) perform such tasks as may be assigned by the President or Secretary or as a result of action of the Board of Directors.

Section 8. The Treasurer shall receive all money collected and shall deposit the same in a bank in the name of the Louisiana Society. The depository bank shall be approved by the Board of Directors. The Treasurer shall disburse monies only on the approval of the Finance Committee. All checks drawn on the Society shall bear the signature of either of the following: the Treasurer or another officer designated by the President. The President is not eligible to sign checks. He shall keep an accurate account of all monies received and disbursed and give itemized reports at the Annual Meeting and at the Board meetings.

Section 9. The Chancellor shall be an attorney at law and it shall be his duty to render opinions on legal matters affecting the Society when such questions are referred to him by the proper officers. Opinions rendered by the Chancellor shall be treated as rulings of the Chair and shall, therefore, be subject to appeal to the Board of Directors and/or the Annual Meeting.

Section 10. The Surgeon shall be a Doctor of Medicine. He shall advise the Board as to public health matters of concern to the Society. He shall render first aid in cases of emergency at such meetings of the Board of Directors and Annual Meetings as he may attend.

Section 11. The Registrar shall, upon receipt of an application for membership, investigate the proofs of eligibility and, if they are not satisfactory, require additional proofs from the applicant. Upon verification of the applicant's claim of eligibility, the Registrar shall affix his signature and transmit the application with the national fees to the Secretary and transmit the state fees to the Treasurer. He shall perform such other duties as may be assigned to him by the Society of the Board of Directors.

Section 12. The Historian shall keep a record of all the historical and commemorative celebrations of the Society, prepare and edit the same for publication under the direction of the

Board of Directors. He shall, from time to time, publish for distribution among the members such historical papers and documents as may be presented to or secured by the Society.

Section 13. The Genealogist shall, on request, assist the Registrar in the verification of applications for membership.

Section 14. The Editor shall, in accordance with instructions given by the Board of Directors, publish the *Pelican Patriot*, or such other work or title which may be designated by the Board of Directors of the Society as an official instrument of communication with the membership.

### **Article V Meetings**

Section 1. The Annual Meeting of the Society shall be held on a Saturday during the months of February, March, or April; provided, that the Annual Meeting shall not conflict with the National Society Board of Trustees Meeting. The date, time and location of the Annual Meeting shall be fixed by the President with the concurrence of the Board of Directors.

Section 2. Notice of the Annual Meeting, together with the Report of the Nominating Committee, shall be transmitted by the Secretary or the Assistant Secretary to the membership of the Society at least thirty (30) days prior to the Annual Meeting. Said Notice may be transmitted by publication in an issue of the *Pelican Patriot*, or any such work or title which may be designated by the Board of Directors of the Society as the official instrument of communication with the membership or sent separately, *provided* that said issue or notice shall be deposited in the U.S. Mail or sent via electronic mail to all members not less than thirty (30) days before the Annual Meeting. No business other than that which may be usually transacted and that which is contained in the Notice may be transacted.

Section 3. Special meetings of the membership may be called by the President with a concurrence of the Board of Directors or by a majority of the Board of Directors. Meetings shall include regular meetings, alternative meetings, hybrid, virtual, Zoom and/or virtual teleconference meetings.

Section 4. The number of members equal to a majority of the Board of Directors shall constitute a quorum at any Annual or Special Meeting of the membership.

Section 5. Voting at an Annual or Special Meeting of the Membership shall be by those members in good standing who are present. No voting by proxy shall be allowed.

Section 6. The Board shall be empowered to interact and to initiate and/or approve action virtually by methods to include, but not be limited to, email, telephone, and audio-visual communications. As with in-person Board meetings, virtual interactions may be initiated by the President and/or by five(5) Board members, and a quorum will be constituted by nine(9) members. All business decisions undertaken by the Board must be approved by majority vote

approval, and the decisions must be reported to the entire Board and be incorporated into the minutes of the ensuing Board face-to-face meeting. Special virtual interaction notices must be announced to the members of the Board at least three(3) days prior to the interaction, and member voting ballots must be submitted to the Secretary within twenty-four(24) hours following the request for votes.

## **Article VI Board of Directors**

Section 1. The Officers enumerated in Article III, Section 1, the Presidents of the Chapters and the immediate five (5) living Past Presidents of the Society shall constitute the Board of Directors.

Section 2. The Board of Directors shall meet on Saturdays or on legal holidays at least two times between Annual Meetings. Additionally, and subject to the call of the President, the Board may meet just prior to or immediately after the Annual Meeting. Times and locations of Board Meetings shall be fixed by the President with the concurrence of the Board.

Section 3. Notice of a meeting of the Board of Directors shall be transmitted by the Secretary or the Assistant Secretary to the Board not less than fifteen (15) days prior to the meeting.

Section 4. Special meetings of the Board may be called by the President or on the application of five (5) members of the Board.

Section 5. Nine members of the Board of Directors shall constitute a quorum.

Section 6. Voting at meetings of the Board of Directors shall be by those members in good standing of the Board who are present. No voting by proxy shall be allowed; however, a Chapter President may designate, in writing, a member of his Chapter to vote in his absence. If a Chapter President is absent and he has not designated a member of his chapter to vote in his stead, any member in good standing of his chapter who is present may vote in his stead.

Section 7. The Board of Directors shall have the authority to administer the affairs of the Society between the Annual Meetings subject to the authority of the membership in Annual Meeting assembled. Acts of the Board of Directors shall be subject to ratification by the Annual Meeting.

Section 8. The Board of Directors shall have the authority to judge the qualifications of applications for membership, grant charters to new chapters, call special meetings of the membership and fill vacancies in the officers enumerated in Article III, Section 1 hereof. If, by reason or absence, disability or other cause, an officer does not properly perform the duties of his office, the Board may appoint another member to such office to serve until a successor is duly elected and qualified.



## **Article VII Order of Business**

The following is a guideline for the Order of Business at all Annual, Special membership and Board Meetings. The presiding officer has the option to add or drop elements or revise the sequence for a particular situation

Invocation

Pledge of Allegiance to the Flag of the United States of America

Pledge to the S.A.R.

Rollcall (of officers at Annual Meeting, of Board and Chapters at Board Meetings)

Approval of Minutes of previous meeting

Report of the Secretary

Report of the Treasurer

Reports of Chapters

Reports of Committees

Reports of all other Officers

Ratification of Acts of Board of Directors since last Annual Meeting (Annual Meeting only)

Old Business

New Business

Report of Nominating Committee (Annual Meeting only)

Election of Officers (Annual Meeting only)

Installation of Officers (Annual Meeting only)

Benediction

Adjournment

## **Article VIII Committees**

Section 1. There shall be such standing and special committees as may be authorized by these By-Laws or by the Board of Directors. Except as may otherwise be provided by these ByLaws, the President shall appoint all committees and committee chairmen.

Section 2. There shall be a Finance Committee composed of five (5) members of which the Treasurer shall be chairman. It shall be the duty of the Finance Committee to pass judgment on the propriety of such expenditures as may be requested which are unusual in nature.

Section 3. There shall be a Membership Committee composed of three (3) members, including a chairman appointed by the President. It shall be the duty of the Membership Committee to review applications for At-Large membership.

## **Article IX Seal**

The Seal of the Society, shall be the same as that of the National Society with the exception that it shall bear the legend “Louisiana Society of the Sons of the American Revolution, Organized May 15, 1890” in place of the legend of the National Society.

## **Article X Liability of Members**

No member of this incorporated Society shall be held liable or responsible for contracts, debts or defaults of the incorporated Society beyond the sum of unpaid dues, fees and/or assessments, if any, owed by him to the Society. No technicality shall render null and void the Charter of this incorporated Society or these By-Laws, in whole or in part, or expose any member to liability in excess of that which is provided for herein. If any Article, Section, or any portion thereof, of these By-Laws is held null or invalid for any reason, the remainder shall continue in full effect.

## **Article XI Dissolution**

Section 1. The Louisiana Society of the Sons of the American Revolution shall be a nonprofit corporation organized on a non-stock basis exclusively for historical, educational and charitable purposes including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States. No part of any net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Corporation, for services rendered, may make payments and distributions in furtherance of the purposes hereof. No substantial part of the activities of the Corporation shall include the dissemination of propaganda or otherwise attempt to influence any campaign on behalf of any political candidate or party. Notwithstanding any other provisions of these By-Laws the Corporation shall not carry on any activity not permitted to be carried on by a corporation which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States or by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of the United States.

Section 2. Upon the dissolution of the Corporation the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation either by transfer to the National Society of the Sons of the American Revolution, if the same continues to operate exclusively for the same purposes as the Corporation, or to such other organizations or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time of dissolution, qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of the United States, as the Board of Directors shall determine. Those assets not disposed of as provided for herein shall be disposed of by a court of competent jurisdiction for the Parish in which the Registered Office of the Corporation is then located.

## Article XII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special or standing rules of order the Society may adopt.

## Article XIII Amendments

Amendments to these Bylaws shall only be considered at a duly convened Annual Meeting of the Society and adoption of the same shall require the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the members in good standing present and voting. No such proposed amendment to these Bylaws can be considered or voted on at an Annual Meeting, however, until and unless its full text is or has been included in the Notice of that particular Annual Meeting of the Society, duly and timely published as provided for in these Bylaws. Such amendments may be proposed at any meeting of the Board of Directors or at a prior Annual Meeting of the Society. The proponents of such amendments may also submit same directly to Secretary or Assistant Secretary in sufficient time to be included in the next Notice of Annual Meeting.

WE HEREBY CERTIFY that the foregoing are the Bylaws of the Louisiana Society Sons of the American Revolution as revised on December 7, 1991 and amended April 18, 2009, April 12, 2014, April 23, 2016, April 6, 2019, April 17, 2021, April 15, 2023, and April 13, 2024.

ATTEST:

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Randall Domingue  
President  
Louisiana Society, SAR

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Frederick R. Godwin, Jr.  
Secretary  
Louisiana Society, SAR

April 13, 2024