

GOVERNING PROVISIONS
OF THE
PAUL AND LULU HILLIARD UNIVERSITY ART MUSEUM
ADVISORY BOARD

Effective Date: February 15, 2017

STATE OF LOUISIANA

PARISH OF LAFAYETTE

THIS AGREEMENT (“Agreement”) is made and entered into as of the 15 day of February, 2017 by and among the following parties:

UNIVERSITY OF LOUISIANA AT LAFAYETTE, whose address for purposes of this Agreement is 104 University Circle, Lafayette, Louisiana 70504 (hereinafter referred to as “University”);

and

UNIVERSITY OF LOUISIANA AT LAFAYETTE FOUNDATION, a non-profit corporation organized and existing under the laws of the State of Louisiana, whose address for purposes of this Agreement is 705 E. St. Mary Blvd. Lafayette, LA, appearing and acting herein by and through Wayne Elmore, Chairman of the University of Louisiana at Lafayette Foundation Board of Trustees (hereinafter referred to as “Foundation”).

RECITALS:

- A. By instrument dated February 4, 2004, the University and the Foundation memorialized their agreement regarding the establishment and operation of a museum governing board (the “Museum Governing Board”) to create a structure for the operation and management of the Art Museum and to insure its success.
- B.. The University and the Foundation desire to amend and restate the Governing Provisions of the Museum Governing Board as set forth below.
- C.. The effective date of this amendment and restatement is February 15, 2017.

ARTICLE 1
NAME

The name of this organization shall be the UNIVERSITY ART MUSEUM ADVISORY BOARD.

ARTICLE 2
PURPOSE

The purpose of this Board is to provide advice and support to the Museum on matters relating to general policies and operations, the development and use of its collections, the scheduling and organization of temporary exhibitions and programs, and financial operations and fund-raising initiatives.

ARTICLE 3
RESPONSIBILITIES OF BOARD MEMBERS

Advisory Board Members shall:

1. Provide support, advice and recommendations to the Museum Director;
2. Actively participate in the work of the Board and its Committees;
3. Attend Board and assigned Committee meetings;
4. Attend Museum programs whenever possible;
5. Provide leadership in the Museum's campaigns for existing or new building(s), collections and endowments;
6. Work to increase the University Art Museum's prestige nationally and internationally;
7. Broaden the University Art Museum's base of support from UL Lafayette alumni, friends, art collectors and other interested parties; and
8. Advance the University Art Museum's fundraising goals.

ARTICLE 4
MEMBERSHIP OF THE BOARD

1. Number: Selection.

The number of Members of the Museum Advisory Board of the University Art Museum shall be eleven (11), with five (5) Members appointed by the President of the University and four (4) Members appointed by the President of the Foundation. The Provost of the University, or his delegate, and the Executive Director of the Foundation, or his delegate, shall serve as *ex officio* Members with voting rights.

Each of the Members appointed by the respective Presidents of the University and the Foundation shall serve for a period of three (3) years unless a vacancy is being filled as prescribed in sub-paragraph (4) below.

A Board Member shall be limited to no more than two (2) consecutive terms. After a Member has ceased to serve on the Board for a period of one (1) year, he or she can then be considered for re-appointment as a Board Member for a new three (3) year term. An extension beyond the three (3) year term limit may be granted by a two-thirds (2/3) vote of the full Board.

2. Museum Director.

The Museum Director may participate fully in the meetings of the Advisory Board, though the Director does not have voting privileges.

3. Chairman.

The Chairman of the Advisory Board is appointed by the President of the University.

4. Vacancies.

If any vacancies occur in the Museum Advisory Board, they shall be filled within sixty (60) days by the party which appointed the Member to the position which has become vacant.

5. Removal or Resignation.

The Museum Advisory Board, by two-thirds (2/3) vote, may recommend the removal of any of its Members. The recommendation to remove shall be forwarded to the appointing authority. Any Member may resign at any time by giving written notice to the Museum Advisory Board Chairman, effective on the published date.

ARTICLE 5 MEETINGS

1. Place of meetings.

The Advisory Board may hold meetings, both regular and special, either within or without the state of Louisiana.

2. Regular Meetings.

Regular meetings of the Advisory Board will be held with notice at least one (1) week in advance of such time and place as is determined by the Advisory Board Chairman. Such meetings will be held at least quarterly.

3. Quorum; Adjournments.

At all meetings of the Advisory Board, a quorum shall exist if there are six (6) Members present, at least one of which must be a Member appointed by the University and at least one of which must be a Member appointed by the Foundation. The transaction of business requires a simple majority of the Members present as long as there is a quorum.

4. Compensation.

Members shall serve without compensation.

5. Action by consent.

Any action required or permitted to be taken at any meeting of the Museum Advisory Board may be taken without a meeting if a written consent to such action is signed by all Members of the Museum Advisory Board and such written consent is filed with the minutes of its proceedings.

6. Meetings via Electronic Communications.

Museum Advisory Board Members may participate in a meeting by means of conference telephone or electronic communications equipment by means of which all Members participating in the meeting can hear each other and participation in such meeting shall constitute presence in person by such Member at such meeting.

ARTICLE 6 EXECUTIVE COMMITTEE

1. Composition.

The Executive Committee is composed of the Chairman of the Advisory Board and the Chairs of each Committee, with the Museum Director as an *ex officio*, nonvoting member.

2. Meetings.

Executive Committee meetings are called by the Chairman and Museum Director as needed and must include both people.

3. Advisory Function.

The Executive Committee serves as a core group to advise the Museum Director and provide coordinated leadership to the full Board.

4. Power to Act.

The Executive Committee is empowered by the Board to act on matters otherwise requiring the action of the Advisory Board but which cannot be delayed until the next board meeting.

ARTICLE 7
COMMITTEES OF THE BOARD

1. Standing Committees.

Four standing Committees shall function as part of the general oversight and operations of the Museum Advisory Board. These Committees and their function are outlined below:

A. Finance and Development:

Advises the Museum Director in the identification, cultivation, and solicitation of prospective donors; assists in the planning and organization of fundraising events; reviews annual budget.

B. Collections:

Advises the Museum Director and Curatorial Staff in collection development; reviews acquisitions and deaccessions of art.

C. Exhibitions:

Advises the Museum Director and Curatorial Staff on the selection and scheduling of exhibitions.

D. Public Outreach and Marketing:

Advises the Museum Director in the identification of public outreach and marketing opportunities; assists in the implementation of public outreach and marketing efforts.

2. Chairmen: Powers.

The Chairman of the Museum Advisory Board, in consultation with the Museum Director, shall appoint the Chair of each Committee from among the Members of the Board. Each Committee Chair is empowered to appoint other Members of that Committee, who may be from outside of the Board, with approval of the Museum Advisory Board. Each such Committee shall act in an advisory capacity to the Museum Advisory Board, which must grant approval of any proposed Committee actions prior to implementation.

3. Committee Members.

Each Committee shall have no fewer than three (3) Members. The Museum Director shall be a member of all Committees. Other Museum Staff may serve *ex officio* on Committees related to their areas of responsibility.

4. Additional Committees and Members.

The Museum Director and the Museum Advisory Board Chairman may appoint additional Committees and Committee Members as deemed necessary and with such functions and duties as the Museum Director and the Advisory Board Chairman shall prescribe.

5. Vacancies and Changes in Committee Members.

With the approval of the Museum Advisory Board, the Chairman of each Committee shall have the power at any time to fill vacancies in, or to change the membership of the Committee.


ARTICLE 8
REVISIONS

These Governing Provisions may be amended by the mutual written consent of the University and the Foundation. Changes must be made with the approval of the Museum Director and the Provost/Vice President of Academic Affairs and the President of the University and the President of the Foundation Board.

IN WITNESS WHEREOF, this Agreement has been executed by and on behalf of the parties hereto on this 15 day of February, 2017.

WITNESSES:

THE UNIVERSITY OF LOUISIANA AT
LAFAYETTE


Print Name: Shelly Constantin

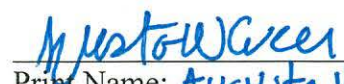
By: 
Dr. E. JOSEPH SAVOIE, President MDS


Print Name: Jeannette Narcisse

THE UNIVERSITY OF LOUISIANA AT
LAFAYETTE FOUNDATION


Print Name: COLETTE BILLEAUD

By: 
Mr. D. WAYNE ELMORE, Chairman


Print Name: Augusta W. Green