

BY-LAWS
OF
THE HILLIARD SOCIETY (A Nonprofit Corporation)

SECTION 1
NAME AND PLACE OF BUSINESS

The name of the organization shall be THE HILLIARD SOCIETY (hereinafter called the "Society"). Its principal place of business is the Paul and Lulu Hilliard University Art Museum, University of Louisiana at Lafayette.

SECTION 2
PURPOSE

2.1. The Purpose of the Society.

The purpose of the Society is to support the mission and programs of the Paul and Lulu Hilliard University Art Museum (hereinafter called the "Art Museum"). The Society shall be non-profit.

In alliance with the Museum Board and staff of the Museum, the Society will develop and expand its membership and assist the Museum in fund-raising activities for the following purposes:

- A. for the funding of exhibitions;
- B. to establish endowment funds;
- C. such other support activities as are requested or approved by the Museum Director and the Museum Board. All Society activities shall be coordinated with the Museum Director or his/her designee; and
- D. the Hilliard Society will raise funds that will be managed by the University of Louisiana Lafayette Foundation (hereinafter called the "ULLF") which will provide management and administration of the Hilliard Society Fund. For its services, ULLF may charge an Administrative Fee not to exceed the maximum fee allowed by the Foundation's Statement of Investment Policy and Objectives.

2.2 Fiscal Matters.

All revenues, monies and other funds of the Society, including membership dues, shall be deposited with ULLF and maintained in an account or accounts designated for the

Society in accordance with the Investment Policies of ULLF.

Revenues realized through the Society's activities will be used to underwrite the costs of Art Museum as set forth in Section 2.1, above.

Revenues will be utilized in accordance with an annual budget request to be prepared by the Museum Director and the Society's Board of Directors. The annual budget request, and modifications to it, shall be approved by the Society Board of Directors, prior to implementation.

On a daily operational basis, Art Museum funds may be expended with the approval of the Art Museum Director within the limitations and intentions of the approved annual budget and in accordance with the University and Foundation procedures for fund expenditures. The Secretary/Treasurer of the Society Board will monitor such activity periodically on behalf of the Board, making such reports as are deemed advisable.

SECTION 3 MEMBERS AND MEMBERSHIP; MEETINGS

3.1. Members.

The Society Members shall be accorded all of the privileges of the Collector's Circle museum membership plus all of the privileges of Hilliard Society Membership.

The Qualifications for membership shall be the timely payment of dues, a manifest interest in the visual arts, and a desire to participate in the furtherance and development of the Museum's and Society's purposes and goals. The Society membership structure must be ratified by the Museum Board.

Any person may be elected to membership in the Society by a vote of the Board of Directors at any annual or special meeting. Membership may include the spouse and family members (*i.e.*, descendants) of the person designated as a Member (a "Family Membership") provided only one vote may be cast by a Family Member(ship).

3.2. Dues.

The initial dues for Hilliard Society memberships are \$1,000, and thereafter dues of all Members shall be determined by the Board of Directors as deemed appropriate.

The Board of Directors shall have the authority to suspend from all privileges of membership of any Member in default in payment of dues. If, after notice, the default is not cured within a period of ninety (90) days, the membership of that Member may be terminated by the Board of Directors.

Any Member may be removed from membership by a vote of the Board of Directors or

of the Members present at any annual meeting or at any special meeting called for the purpose.

3.4. Annual Meeting of Members.

The Society shall hold an annual meeting of its general membership for the purpose of receiving annual reports and for the transaction of such business as may properly come before the meeting. The date of the annual meeting of the Society shall be determined by the Board of Directors. The annual meeting should be held within the month of February.

3.5. Special Meetings of Members.

Special meetings of the Society membership may be called at any time by the Board of Directors and must be called by the President upon receipt of a request from not less than one-third (1/3) of the Members of the Board of Directors or not less than one-third (1/3) of the Society membership.

3.6. Notice of Meetings.

Notice of any meeting of the Society membership shall be given in writing stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail to each Member of the Society entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited with postage prepaid in the United States mail, addressed to the Member at the address appearing on the membership records of the Society. Notice of a meeting of the membership of the Society need not be given to any Member who signs a waiver of notice, either before or after the meeting. The waiver need not specify the purpose of or the business to be transacted at such a meeting. Attendance of a Member at a meeting shall of itself constitute waiver of notice, except when the Member attends a meeting solely for the purpose of stating his or her objection at the beginning of the meeting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7. Voting.

At every meeting of the Society membership, each Member present in person (excepting Complimentary, Honorary, Student and similar Members, as determined by the Board of Directors) shall be entitled to one (1) vote with the exception that as to Family Membership the designated Members and his or her spouse and family members shall collectively have one (1) vote, unless each has paid the annual dues. Voting by proxy shall not be permitted. Decisions shall be by majority vote of Members present and voting.

SECTION 4
VOTING OF MEMBERS

4.1. Who Is Entitled to Vote.

Except as the articles, an amendment, or other actions of the Board otherwise provide, each Member who possesses voting rights (see Section 3.7 hereof) shall, at every meeting of the Members, be entitled to one (1) vote in person upon each subject properly submitted to vote.

4.2 Quorum.

Presence in person of Members representing a majority of the voting rights of the Members shall constitute a quorum at any meeting of the Members.

SECTION 5
BOARD OF DIRECTORS AND COMMITTEES

5.1. Members of the Board of Directors.

The business and affairs of the Society shall be managed by a Board of Directors consisting of no less than three (3) and no more than fifteen (15) Members of the Society, including the immediate Past-President of the Society. In addition, the Museum Director, the ULLF President/CEO (or his or her designee), the Chair of the Museum Board and the University of Louisiana at Lafayette Vice-President for Advancement (or his or her designee) shall attend meetings of the Board of Directors in a non-voting, ex-officio capacity.

The Board of Directors shall select its own Members to serve for terms of two (2) years. Board Members shall be limited to two (2) consecutive terms of two (2) years each; provided, however, that any Board Member placed in office to serve out the unexpired term of a previous Board Member shall not have the unexpired term of the previous Board Member included in this limitation.

A Director may be removed from the Board by majority vote of a Board quorum, for reasons including but not limited to (1) the continued failure to attend Board meetings, or (2) non-payment of Member dues. As to item (1), three (3) consecutive absences from regular Board meetings will require Board consideration of this matter.

5.2. Vacancies.

Any vacancy on the Board of Directors may be filled by the Board at any time it so chooses. In filling a vacancy the Board should specify the expiration date of the term, which should be consistent with Section 5.1.

5.3. Meetings of the Board.

Regular meetings of the Board should be held monthly according to a schedule determined by the Board. At its discretion the Board may choose not to meet in a given month.

Special meetings of the Board of Directors may be called by the President and shall be called upon written request of one-third (1/3) of the Members of the Board of Directors.

5.4. Notice of Meeting.

Notice of regular meetings of the Board of Directors shall be given by mail or telephone at least one (1) week before the meeting to each Member of the Board at the address furnished by each Member for notice purposes.

5.5. Quorum for Board Meeting.

A majority of the Members of the Board of Directors shall constitute a quorum at any Board meeting.

5.6. Committees.

The Board, from time to time, may appoint or provide for the appointment such advisory, administrative or working committees from among Members of the Society as they see fit and the Board shall determine and provide for determination of the duties and functions of such committees.

5.7. Decisions of the Board and of Committees.

Except as otherwise specifically prescribed in these By-Laws, all decisions at any meeting of the Board of Directors or other committees established pursuant to Section 5.6. shall be by majority vote of the Members present and voting. Each Member shall have one (1) vote.

5.8. Executive Committee.

The elected officers of the Society and the immediate Past President shall constitute the Executive Committee of the Society. The Executive Committee shall carry out all directives of the Board of Directors and, in between meetings of the Board of Directors, shall conduct the affairs and business of the Society. The Executive Committee shall report currently all actions it takes to the Board of Directors.

5.9. Compensation.

The Members of the Board of Directors and of the Society's committees shall be volunteers and shall receive no compensation from the Society.

SECTION 6 OFFICERS

6.1. Principal Officers.

The principal officers of the Society shall be a President, Vice-President and a Secretary-Treasurer. The number and functions of committees will be determined by the Executive Committee with approval of the Board. The principal officers shall be elected by the Board prior to February 1st each year. The principal officers shall assume their duties on February 1st following their election and shall serve in their official capacities for one (1) year.

6.2. President.

The President shall be the principal officer of the Society, shall have general charge and supervision of the Society's affairs, and shall perform such duties as may from time to time be assigned by the Board of Directors. The President shall preside at all meetings of the Society membership and of the Board of Directors. The President may sign and execute all authorized contracts, obligations and undertakings in the name of and on behalf of the Society.

6.3. Secretary-Treasurer.

The Secretary-Treasurer shall be selected by, and from the membership of, the Board of Directors. The Secretary Treasurer shall attend all meetings of the Members and of the Board of Directors, and of the Executive Committee, and shall preserve in the books of the corporation true minutes of the proceedings of all meetings and all fiscal affairs of the corporation. He or she shall give all notices required by statute, bylaw or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the Executive Committee, including current financial statements. The Secretary-Treasurer shall oversee the accounting of all receipts and expenditures of the Society, make a report to the Board at least quarterly, and provide the Board with a yearly account of financial activity.

6.4. Vice-President.

At the request of the President, or in the events of his/her absence or disability, the Board may designate a Vice President to perform any and all duties of the President. Such Vice-President shall have such other powers and perform such duties as the Board of Directors may from time to time assign.

6.5. Vacancies.

In the event of the death, incapacity, resignation, or removal of any officer prior to the

expired term for which such officer was elected, the Board may fill such vacancy at its discretion.

6.6. Removal of Officers and Directors.

The Board, by affirmative vote of two-thirds (2/3) of its Members entitled to vote on such action, may remove any officer from service for cause after an appropriate hearing of grievances. Actions which are inconsistent with, or detrimental to, the mission and goals of the Society or the Museum may constitute cause for such action. The officer or Board Member subject to removal vote shall not vote on such action.

SECTION 7
FISCAL YEAR

The fiscal year of the Society shall commence on July 1st and shall end on June 30th of each year.

SECTION 8
DISSOLUTION

The Society may be voluntarily dissolved by a vote of the Society Board of Directors and the membership at a meeting called expressly for such purpose. Any such meeting must be attended by at least fifty-one (51%) percent of the voting membership. Dissolution shall require a vote of two-thirds (2/3) of the Board of Directors and two (2/3) of the Members present and voting, if at least five (5) days written notice is given of intention to dissolve.

Upon the dissolution of the Society, all the Society's funds, books, records, property and all other assets shall be transferred and delivered promptly exclusively to the University of Louisiana at Lafayette Foundation for the benefit of the University Art Museum.

No Director shall be personally liable for the debts of the Society.

SECTION 9
AMENDMENTS

Amendments of these By-Laws may be adopted at any regular or specially called Board of Directors meeting by a vote of two-thirds (2/3) of those Board Members present and voting, if at least five (5) days written notice is given of intention to alter, amend or repeal these By-Laws or to adopt new By-Laws.

SECTION 10

STAFF

The Board of Directors may hire paid consulting personnel to assist in carrying out the purposes and policies of the Society. The Board of Directors shall define the duties of such personnel and fix their compensation subject to any limitations of the Society's annual budget.

THUS DONE AND ADOPTED by the Board of Directors at its organizational meeting held on April 21, 2015.

SIGNED:

Joel E Gooch

PRINT NAME:

Joel E Gooch

TITLE:

President

DATE:

April 21, 2015

THUS DONE AND ADOPTED by the Board of Directors at its organizational meeting held on April 21, 2015.

SIGNED:

Jennifer Maun Cole

PRINT NAME:

JENNIFER MAUN COLE

TITLE:

Secretary/Treasurer

DATE:

April 21, 2015