

**AMENDED AND RESTATED  
BY-LAWS  
OF  
CADETS OF THE OLE WAR SKULE**

**ARTICLE I**

**NAME**

The name of this organization is the Cadets of the Ole War Skule, hereinafter referred to as the "Organization."

**ARTICLE II**

**PURPOSES OF THE ORGANIZATION**

**Section 1.** The mission of the Organization is to preserve and promote to the public the contributions of LSU's students and alumni who have served or are serving in the Armed Forces of the United States by: supporting the Corps of Cadets of Louisiana State University and Agricultural and Mechanical College ("LSU"); fostering the heritage and traditions that are important to LSU's military history; recognizing students and alumni; supporting patriotic events on campus, and promoting public awareness of the value of contributions made by LSU students and alumni in their service to the Nation.

**Section 2.** The assets of the Organization shall be dedicated solely to the benefit of LSU through the support of the mission set forth above. In the event of the Organization's dissolution, its assets shall be transferred to the LSU Foundation for the benefit of LSU.

**ARTICLE III**

**MEMBERS**

**Section 1.** The following persons shall be eligible for regular membership in the Organization and shall be accepted as members upon receipt of an application and payment of dues:

- a. Any alumnus of LSU who has served honorably or is married to anyone who has so served in any of the uniformed services of the United States of America. An alumnus is defined as any person who has completed one semester as a full-time student at LSU.
- b. All full-time LSU students in good standing who are veterans, or are currently enrolled in a military commissioning program or are serving in any component of the uniformed services of the United States of America.

- c. Spouses of deceased persons who were members or eligible to be members.
- d. By resolution, the Board of Directors may establish categories of regular membership, including "life members" and fix the qualifications and dues for each such category.

**Section 2.** The Board of Directors may designate those individuals, or businesses or organizations who are not eligible for regular membership , but have demonstrated their commitment to the Organization and expressed a desire to participate in its activities, as "Affiliates of the Cadets of the Ole War Skule" or "Affiliate Members," and shall fix the dues attributable to such affiliate members. The Board of Directors shall determine to whom affiliate membership shall be granted, and shall consider such factors as financial contributions to the Organization, scholarship programs, the donation of goods or services or other types of assistance to the Organization.

**Section 3.** Regular and Affiliate Members (other than businesses or organizations) in good standing shall have the right to serve as officers or directors, and to vote at meetings of the members and shall enjoy such other benefits of membership as may be bestowed by these By-laws or by vote of the Board of Directors.

**Section 4.** At least one general meeting of the Members shall be held each year. The meeting shall include a report by the President and the election of Directors. It may include reports of committees or other matters of interest, in the discretion of the President.

**Section 5.** Special meetings of the members may be convened by the President, with the approval of the Board of Directors, as deemed necessary.

**Section 6.** There is no quorum requirement for a general or special meeting of the members, except those as may be established by the Board of Directors.

## **ARTICLE IV**

### **OFFICERS**

**Section 1.** The officers of the Organization shall be elected by the Board of Directors and shall consist of a President, a Vice President, a Secretary/Treasurer, and Immediate Past President. The term of these officers shall be two years. The officers of the Organization shall have such authority and shall perform such duties as are set forth in these By-laws or in the Articles of Incorporation.

**Section 2.** The President shall be the Chief Executive Officer and shall chair all meetings of the Members and Board of Directors. The President shall also chair the Executive Committee and shall be an ex-officio member of all committees.

**Section 3.** The Vice President shall perform the duties of the President in the event of the President's absence or disability or at the President's request. If the office of the President becomes vacant, the Vice President shall become President for the unexpired term without further action of the Board.

**Section 4.** The Secretary/Treasurer shall maintain a roster of the names and addresses of the Members and shall insure that the membership list not become available for any political or commercial purposes. The Secretary shall also record the minutes of all meetings of the Members and the Board of Directors, shall maintain the corporate records of the Organization, and shall also maintain the bank accounts and financial records of the Organization, shall file all required reports and tax returns, interact as necessary with the Internal Revenue Service or other governmental entities, and account for all receipts and expenditures of the Organization.

**Section 5.** The Immediate Past President shall serve as an advisor and consultant to the Organization.

**Section 6.** The President, in consultation with and approval of the Executive Committee, may appoint an Executive Director of the Organization, who shall perform such duties as may be directed by the President. The Executive Director shall be an ex-officio member, without vote, of all committees while serving in such capacity. The compensation of the Executive Director shall be approved by the Board of Directors.

**Section 7.** Any or all of the officers may be bonded by the Organization, as the Board of Directors may direct.

## ARTICLE V

### **BOARD OF DIRECTORS**

**Section 1.** The Organization shall be governed by a Board of Directors, subject to any restrictions imposed by law, the Articles of Incorporation or these By-laws. The Board shall be vested with all the powers given to such bodies by the nonprofit corporation laws of the State of Louisiana, and particularly the provisions of LSA-R.S. 12:207.

**Section 2.** The Board of Directors shall be comprised of not less than nine (9) nor more than eleven (11) members to include the officers. The Professor of Military Science, the Professor of Aerospace Studies, the Professor of Naval Science at Southern University, and the student Commander of the Corps of Cadets, shall be invited to participate in all Board of Directors activities.

**Section 3.** Directors shall be elected by the Members for a three-year term, which shall begin at the annual meeting in the year of the director's election.

**Section 4.** Any director who has satisfactorily completed service to the Organization may, upon recommendation of the Nominating Committee and affirmative vote of the membership, be recognized by the Honorary Title of Director Emeritus.

**Section 5.** Any vacancy on the Board may be filled by the remaining directors at the next meeting after the vacancy occurs, and, in such case, the newly elected director shall serve for the term of his or her predecessor. All ex-officio directors shall serve during the terms of their offices or their appointments.

**Section 6.** The Board of Directors shall meet at least semi-annually, and at such other times and places as shall be determined by the President. One of such regular meetings may be the annual meeting of the Members, at such time and place as shall be designated by the President in the notice of the meeting. At the annual meeting, the Board of Directors may elect officers and conduct such other business as shall come before the annual meeting.

**Section 7.** Special meetings of the Board of Directors may be called at the direction of the President or upon written request of at least three (3) members of the Board, to be held at such times and places as shall be designated by the President in the notices of such meetings.

**Section 8.** Notice of the time and place of every meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by written notice delivered personally or sent by mail, telegram, facsimile or other electronic means to each director at his or her address, as shown by the records of the Organization. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. The notice or waiver of notice of such meeting need not contain the business to be transacted or the purpose of the meeting, unless required by law.

**Section 9.** A majority of the total number of directors elected and serving must be present at the beginning of a meeting of the Board of Directors to constitute a quorum for the transaction of business. If a quorum is present when the meeting is convened, the directors present may continue to transact business, taking action by vote of a majority of a quorum as fixed above, until such meeting is adjourned or recessed, notwithstanding the withdrawal of a number of directors that would result in less than a quorum being present, or the refusal of any director who is present at the meeting to vote.

**Section 10.** A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after ninety (90) days from the date of its execution. Each proxy shall be revocable, unless otherwise made irrevocable by law. A written proxy is automatically revoked if the director granting the proxy attends a meeting for which the proxy was granted.

**Section 11.** The act of a majority of directors present at a meeting at which a quorum is present in person or by proxy shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by the Articles of Incorporation or by these By-laws. No action of the Board shall be valid, unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing (setting forth the action to be taken) is given by each director entitled to vote. Consent in writing may be evidenced by email or other electronic communications or by facsimile. A meeting of the Board of Directors may be held, and directors may participate in any meeting of the Board, by means of conference telephone or similar communication equipment, provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, unless a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or commenced.

**Section 12.** Any director may resign from the Board at any time by giving written notice to the President or Secretary/Treasurer and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 13.** Officers and directors may be removed before their terms expire for any reason, and upon notice to the affected officer or director, by a vote of two-thirds of the Board of Directors.

**Section 14.** The Board may adopt its own rules of procedure, which shall not be inconsistent with these By-laws.

## ARTICLE VI

### COMMITTEES

**Section 1.** The standing committees of the Board shall be the Executive Committee, the Nominating Committee, the Membership Committee, the Military Museum Committee and the Awards Committee. The President may appoint such liaisons, special committees or appoint members to perform tasks that support the mission of the Organization as he deems advisable and discontinue such appointments at his pleasure.

**Section 2.** The Executive Committee shall consist of the President, Vice President, Immediate Past President, and Secretary/Treasurer. The Executive Committee is authorized and empowered to act on behalf of the Organization, and to exercise the power and authority of the Board of Directors, as may be required between meetings of the Board of Directors.

**Section 3.** The Nominating Committee shall consist of three directors appointed annually by the President at least ninety (90) days prior to the annual meeting. The

members of this committee shall elect the chair. The Nominating Committee shall make recommendations to fill vacancies on the Board of Directors. In so doing, the committee may solicit input from the members, currently serving directors and other sources. The committee may communicate with potential nominees concerning their interest and willingness to serve. No later than forty-five (45) days prior to the annual meeting, the committee will make its report to the President, who shall cause the report to be published to the members. Should any member wish to nominate a qualified candidate for election to the board whose name does not appear in the Nominating Committee's report, such member may do so within ten (10) days of the publication of the report by submitting such nominee in writing to the President, who will add such name(s) to the report of the Nominating Committee and cause it to be published to the members at least thirty (30) days prior to the annual meeting. The report of the Nominating Committee will be acted upon at the annual meeting. Nominating from the floor shall not be accepted.

**Section 4.** The Membership Committee, and its Chair, shall be appointed by the President, and shall reflect as nearly as is practicable the composition of the membership (i.e., regular an affiliate members, geographic dispersion, active duty/reserve/guard/retired/newly commissioned/cadre). The Membership Committee shall: make recommendations to the Executive Committee and Board of Directors as to membership categories and dues; increase membership through publicity, recruitment and related activities; increase retention of members through social activities conducted on campus and at locations throughout the state and country, including military installations; work closely with the LSU Alumni Association.

**Section 5.** The Awards Committee, and its Chair, shall be appointed by the President. No person shall serve on the Awards Committee for more than two consecutive two-year terms. The Committee shall develop and publish a procedure for receiving and considering nominations to the Hall of Honor, and making recommendations to the Board of Directors for approval. Following the close of nominations each year, the Committee shall present to the Board a list of those nominees it intends to consider and shall thereafter consider such nominees unless, within ten days following the publication of such list one or more directors shall object to the consideration of any such nominee. Upon completion of its consideration of all qualified nominees, the Chair of the Committee shall provide to the President a list of those selected for induction into the Hall of Honor, together with a brief biographical summary of each person so selected. The President shall provide such information to the Board of Directors for its consideration and approval of the recommendations of the Awards Committee

**Section 6.** The Military Museum Committee, and its Chair, shall be appointed by the President. The Committee shall be responsible for the operation of the LSU Military Museum in the Memorial Tower and shall develop policies and procedures to accomplish this purpose.

**Section 7:** The names of all persons appointed to any committee of the Organization shall be published to the members as soon as practicable following such appointments.

**Section 8:** The terms of all committees, with the exception of the Nominating Committee, shall be coterminous with the terms of the President appointing them.

## ARTICLE VII

### INDEMNIFICATION AND INSURANCE

**Section 1.** In the event that any person, who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Organization by reason of the fact that such person is or was a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a trustee, officer, director, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Organization shall, following the procedures set forth by Louisiana law, determine or cause to be determined whether or not indemnification is proper in the circumstances based upon whether the person claiming such indemnification has met the applicable standard of conduct set forth by Louisiana law. To the extent that it is determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the extent required by Louisiana law and may be indemnified to the extent permitted by Louisiana law.

**Section 2.** The indemnification provided by the preceding paragraph shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 3.** The Organization may purchase and maintain insurance on behalf of any person who is or was serving as a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a trustee, officer, director, employee or agent of another nonprofit, business, or foreign corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of Louisiana law.

**ARTICLE VIII**

**MISCELLANEOUS**

**Section 1.** The Organization shall keep correct and complete books and records of account and shall also keep records of the actions of the membership, and the minutes of the proceedings of the Board of Directors and its Committees. Copies of the actions of the membership and the minutes of the Board of Directors and of the Executive Committee shall be regularly distributed to each director, and made available to any member upon written request to the Secretary/Treasurer.

**Section 2.** The fiscal year of the Organization shall be the calendar year, unless otherwise determined by resolution of the Board of Directors.

**Section 3.** Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of the State of Louisiana, or under the provisions of the Articles of Incorporation, or under these By-laws, a waiver thereof, in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 4.** No loans shall be made, and no compensation shall be paid, by the Organization to its officers or directors, unless otherwise provided by these By-laws. The directors who vote for or assent to the making of a loan or paying compensation to an officer or director of the Organization, and any officers or directors participating in the making of such a loan in violation of this section, shall be jointly and severally liable to the Organization for the amount of such loan until the repayment thereof.

**Section 5.** The Board of Directors may adopt, amend or repeal policies and procedures (not inconsistent with these By-laws) for the management of the internal affairs of the Organization and the governance of its officers, directors, agents, committees and employees.

**ARTICLE IX**

**AMENDMENT TO BY-LAWS**

These By-laws may be altered, amended or repealed and new By-laws may be adopted by an affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board, the notice of which meeting shall have set forth the proposed amendment.

Adopted by Board of Directors: \_\_\_\_\_