



**Peabody Society Alumni and Friends Board of Directors  
Bylaws**

**PREAMBLE**

George Peabody (1795-1869) established a pattern of charitable giving that became a model for future philanthropists, including Andrew Carnegie and John D. Rockefeller. He has been hailed as the “founder of modern philanthropy“ for his gifts in Great Britain to address the needs of the poor communities through the Peabody Donation Fund, for the Baltimore’s Peabody Institute founded in 1857 that created a research library, and for the Peabody Education Fund, a \$2 million gift that established a public education system for all races in the former Confederate states and West Virginia.

Established in 1999, the Peabody Society at LSU is a distinguished group of alumni and friends who are dedicated to assisting the College of Human Sciences and Education (CHSE) in attracting resources in support of its mission and goals. Members of the Peabody Society promote the College and its programs, assist in development activities designed to enhance education and research goals, and serve as advocates for the College within their communities.

The College of Human Sciences and Education consists of six schools: the School of Education (SOE), the School of Human Resource Education and Workforce Development (SHREWD), the School of Kinesiology (SOK), the School of Library and Information Sciences (SLIS), the School of Social Work (SSW), and the University Laboratory School (ULS). *The College has a direct impact on the complex human issues and policy decisions faced by communities throughout the state of Louisiana, the nation and the world. Each of its six schools builds upon the rich legacy of LSU’s Land Grant mission, preparing professionals to be leaders in their fields by advancing human cognitive, social, emotional, communicative and physical development across the lifespan.*

In recognition of its relationships with and continued interest in the Louisiana State University College of Human Sciences and Education, hereafter referred to as the College, the Peabody Society therefore establishes these Bylaws and organization of alumni, faculty, staff, and friends.

**ARTICLE I**

**Name, Affiliation, Mission, and Purpose**

Section 1: The name of this organization is the LSU College of Human Sciences and Education Peabody Society Alumni and Friends Board of Directors, hereafter referred to as the Board.

- Section 2: The purpose of the Board is to advise the LSU Chancellor, Provost and Dean of the College of Human Sciences and Education, promote the College and its programs, assist in development activities designed to enhance education and research goals, and serve as advocates for the College within the community.
- Section 3: The Peabody Society is composed of two groups: the Peabody Society Board and the Dean's Circle. Their responsibilities are as follows:
- a. The Board is a service group that facilitates growth and support of the College through engagement of our College alumni, donors, and community partners. The Board serves the College through fundraising, voluntarism, relationship-building, and advocacy. It is not a governance body. The LSU Board of Supervisors is the governance body for the business of the University and the College.
  - b. Dean's Circle recognizes the generosity of alumni and friends who make annual gifts of \$1,000 or more to support the mission of the College of Human Sciences and Education, contingent upon the donor's approval to be listed as a member of the Dean's Circle.

## **ARTICLE II**

### **Membership**

- Section 1: The Board will consist of up to 24 members who have an interest in the mission of the College. At least two members will be students (one undergraduate and one graduate). The Dean, directors of the schools, and staff assigned by the Dean will serve ex officio.
- Section 2: The Board may include honorary members. No person will become a member of the Board except in accordance with these Bylaws. Board membership is not transferrable.
- Section 3: Each Board member in good standing will have a vote, full membership rights, and the entitlement to hold office. It is the responsibility of all Board members to support the mission and purpose of the Board and the College.
- Section 4: Board members are recommended by the Nominations Committee and elected by the Board to serve three-year terms. The Nominations Committee will take into consideration names brought forward by constituents, including but not limited to the Board. A call for nominations will be sent to each Board member prior to finalizing the slate of candidates.
- Section 5: In conjunction with accepting service on the Board, all new and returning members agree to contribute to the College of Human Sciences and Education Excellence Fund. These funds are used exclusively to further the mission of the Board and the College. The minimum contribution amount will be determined by the Board no later than November 15 for the following calendar year.
- Section 6: Any net earnings from the Peabody Society or the Dean's Circle are directed to the LSU Foundation for the benefit of the LSU College of Human Sciences and Education. No part of net earnings will benefit any member or private individual,

except for reasonable compensation for services rendered, as outlined within LSU and/or State of Louisiana policies.

Section 7: Each active Board member will be required to chair or serve as an active member of a Standing or Ad Hoc Alumni and Friends committee or liaison to various groups as assigned by the Executive Committee.

Section 8: The Board offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, or physical or mental impairment.

### **ARTICLE III**

#### **Terms of Office**

Section 1: A member's term of office will be three years. Terms will be staggered so that one-third of the Board (seven members) is renewed each year. The student member will serve a one year term.

Section 2: Members of the Board may serve no more than two consecutive full terms of office. No person may be a member of the Board for more than six consecutive years.

Section 3: Terms of office begin July 1.

Section 4: The provision of this section will not apply to ex officio members.

### **ARTICLE IV**

#### **Honorary Board Members**

Section 1: Honorary membership candidates may be nominated by written application submitted and endorsed by two or more Board members in good standing.

Section 2: Criteria for honorary membership candidates are as follows:

- a. Individuals who have made extraordinary contribution(s) benefitting the College,
- b. Individuals who bring extraordinary recognition to the College,
- c. Individuals who have performed meaningful volunteer service for the College, and/or
- d. Individuals of outstanding prominence who have made significant contributions related to the mission of the College.

Section 3: Graduate students, undergraduate students, active faculty, active staff, and active administrators are not eligible.

Section 4: Nominations will be approved by a majority of the Board members in attendance at a meeting where a quorum is present.

Section 5: Honorary membership may only be conferred with the approval of the honoree.

Section 6: Upon conferring any honorary membership, the College will arrange for appropriate publicity and honoree recognition.

- Section 7: An honorary member will not be required to be a member in good standing of the Board, will not be required to contribute, will not be entitled to a vote on the Board's affairs, and will not be eligible to serve as an officer or member of the Board. Honorary members may serve as a member of committees of the Board and may participate in Board or College activities at their discretion.
- Section 8: A listing of honorary members will be maintained by the Board Secretary/Treasurer.

## **ARTICLE V**

### **Officers**

- Section 1: The Board will have the following officers: the Board Chair, the Board Vice-Chair and the Board Secretary/Treasurer. An officer's term is one year. The officer may serve in the same role no more than two consecutive years. If a person is completing an unexpired term, that individual is then eligible to also serve two full terms in that role.
- Section 2: Officers must be members of the Board.
- Section 3: Officers will be elected by a majority of the Board members in attendance at a meeting where a quorum is present.
- Section 4: Officers may be removed by a two-thirds vote of Board members in attendance at a meeting where a quorum is present whenever, in its judgment, the best interests of the Board will be served thereby.

## **ARTICLE VI**

### **Responsibilities of Officers**

- Section 1: The Chair will preside at all meetings of the members of the Board, ensure Bylaws and committee functions are understood by the Board, collaborate with the Dean regarding College strategies and needs, see that all orders and resolutions of the Board of Directors are carried into effect, appoint all standing committee chairs in consultation with the Dean and Executive Committee and be an ex-officio member of all committees. The Chair will vote in any Board meeting or committee meeting only to break a tie vote. The Chair will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- Section 2: The Vice-Chair will, in the absence or disability of the Chair, perform the duties and have the authority and exercise the powers of the Chair. The Vice-Chair will serve on the Executive Committee. The Vice-Chair is not automatically considered to be the Chair-Elect but may serve as Chair if nominated and elected through the nominations process as outlined in these Bylaws. If a vacancy occurs in the position of Vice-Chair, the Dean will declare a special election to fill the

- position. The Vice-Chair will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- Section 3: The Secretary/Treasurer will, in the absence or disability of the Chair and Vice-Chair, perform the duties and have the authority and exercise the powers of the Chair. The Secretary/Treasurer will attend all meetings of the members of the Board of Directors and Executive Committee and record all votes and actions; prepare and maintain minutes of all meetings, Board rosters, and committee rosters; and maintain all records of Board meeting attendance. An Administrative Coordinator or designee will assist the Secretary/Treasurer in these duties and will provide drafts/transcripts to the Secretary/Treasurer for review and approval and then distribute the approved documents to the Executive Committee. The Secretary/Treasurer will sign and date minutes upon Board approval. The Secretary/Treasurer will monitor and ensure all dues are paid. The Secretary/Treasurer will perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chair or Dean may delegate.
- Section 4: The Dean or designee will be an ex-officio member of all committees. The Chair of the Board and the Dean, in collaboration with the Executive Committee, will determine the agenda for each meeting.

## **ARTICLE VII**

### **Committees**

- Section 1: The standing committees of the Board will be the Executive Committee, the Nominations Committee, and the Development Committee. The Board may establish as needed such other committees as it deems appropriate and in the best interest of the College and its alumni, students, faculty, former faculty, parents of students or alumni, staff, and friends.
- Section 2: The Executive Committee will consist of the officers of the Board, the Dean, the designated Development Officer, one Member-at-Large, and the Immediate Past Chair of the Board. The Executive Committee will meet either face-to-face or via use of technology within two to four weeks prior to any Board meeting. The Board, committee members, administration, faculty, and staff may be invited to attend Executive Committee meetings by the Chair, as needed, but do not have a vote. Upon recommendation of the Nominations Committee, the Executive Committee will prepare a final slate of candidates for Board membership and candidates for office to present to the Board.
- Section 3: The Nominations Committee will determine candidates for Board membership and candidates for office and present a slate, including alternates, to the Executive Committee. The Committee's composition and meeting schedule are as follows:
- a. The Nominations Committee will consist of four members, including the Nominating Committee Chair, the Dean, the Immediate Past Chair, and at least one volunteer member of the Board who is not an officer.

- b. The Board Chair will appoint and convene the Nominations Committee no later than Feb 28 annually to recommend new members and conduct election of officers no later than May 31. The Nominations Committee will select its own Committee Chair from among its members.

Section 4: The Development Committee will assist the Dean and Development Officer in identification of prospective donors with potential and/or propensity to give, cultivation of said donors, introducing prospects to key staff and administration during the cultivation process, soliciting gifts as needed in conjunction with the Dean and Development Officer, and other activities connected with the annual appeal, major gift opportunities, and related developmental endeavors. The Committee's composition and meeting schedule are as follows:

- a. The Development Committee will consist of no fewer than six and no more than eight members. The Development Committee will select its own Committee Chair from among its members. The Development Officer is a standing member of the Development Committee.
- b. The Development Committee will conduct a minimum of three business meetings annually. Dividing these meetings into at least one per semester is recommended but not required.

## **ARTICLE VIII**

### **Meetings**

Section 1: The Board of Directors will hold a minimum of four meetings per year which will be held at a time and place designated by the Board. The Chair may call other such meetings as determined necessary and appropriate; the times and dates of these meetings will be determined by the Chair.

Section 2: Items for consideration on the meeting agenda should be submitted to the Chair prior to the scheduled Executive Committee meeting.

Section 3: If no new or pressing business is pending for a regularly scheduled meeting, the meeting may be canceled upon request of the Dean or Chair. Board members will be notified by mail, telephone, facsimile, and/or e-mail at least 24 hours prior to any meeting cancellation.

Section 4: Special meetings will also be held upon the request of three or more Board members. Members will be notified by telephone, mail, facsimile, and/or e-mail at least 24 hours prior to any special meeting. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. The Chair will preside at a special meeting unless the Chair has a conflict of interest regarding the reason such a meeting has been called. In that case, the Vice-Chair will preside at the meeting.

Section 5: The Board and/or any committee may participate in and conduct meetings by means of telephone conference or similar communication equipment. Participation in such a meeting will constitute presence in person at the meeting. Any action required at a meeting of the Board or any committee may be conducted by means of telephone conference or similar communication

equipment, providing votes are collected in writing via mail, e-mail, or facsimile. The copy signed by the Secretary/Treasurer will be saved with the standard meeting minutes.

## **ARTICLE IX**

### **Resignation or Revocation of Board Memberships**

- Section 1: A member may resign from the Board by submitting a letter to the Chair or Dean.
- Section 2: When a vacancy occurs on the Board by death, resignation, removal, or otherwise, the Executive Committee will nominate a replacement for the balance of the term. The appointment will be ratified by a quorum of the Board.
- Section 3: If any member of the Board is absent from three consecutive Board meetings that have been regularly scheduled and did not submit an excuse acceptable to the Board Chair, that individual's membership may, at the option of the Board, be declared vacant. In such event, the Board of Directors will fill the vacancy under procedures determined in these Bylaws.
- Section 4: The Board may, by a two-thirds vote of those present at a regular meeting of the Board, suspend or terminate the membership of any individual for failure to make an annual contribution, inability to attend meetings, actions of behavior in violation of these Bylaws, or actions deemed detrimental to the best interests of the Board and the College. The following procedures will apply:
- a. Any motion for suspension or termination must be made by a Board member based on personal knowledge, official Board or College records, or a statement signed by no fewer than five Board members in good standing.
  - b. Written notice of and rationale for the proposed suspension or termination will be mailed to Board members and the member concerned at least 14 days prior to the meeting.
  - c. Before any decision of suspension or termination occurs, the member will have an opportunity to be heard by the Board.
- Section 5: The Administrative Coordinator or designee will keep attendance records at each meeting and report attendance records to the Secretary/Treasurer. Non-attendance at special meetings or absences caused by a change of the regular meeting date or time will not count as an absence for the purpose of this section.

## **ARTICLE X**

### **Parliamentary Procedures**

- Section 1: The rules contained in Robert's Rules of Order govern all activities of the Board, providing the rules are not in conflict with these Bylaws, in which case the Bylaws will prevail.

## **ARTICLE XI**

### **Indemnification**

Section 1: The Board may seek and maintain such indemnification to the fullest extent available under the laws of the State of Louisiana to protect the Board, Board members, officers, employees, and/or agents.

## **ARTICLE XII**

### **Amendments**

Section 1: Amendments to these Bylaws may only be initiated by at least three members of the Board or by the Dean.

Section 2: Proposed amendments to these Bylaws will be made available to Board members at least 14 calendar days prior to the meeting at which time a vote will be taken. The date for the vote for or against the proposed amendments will be communicated at least 14 calendar days prior to the meeting.

Section 3: A majority of the membership in good standing and in attendance at the meeting where a quorum is present will be sufficient to approve amendments to these Bylaws.

Section 4: Amendments will be effective on the date of approval or on the date specified in the amendment.

Section 5: These Bylaws will be reviewed annually at the first meeting of the calendar year.

## **ARTICLE XIII**

### **Dissolution of Board**

Section 1: Dissolution of the Board may be deliberated by the Board only if such dissolution is recommended either by joint recommendation of the Dean, Chair, Vice-Chair, or a petition of a minimum of 50% of active Board members in good standing.

Section 2: The Board may be dissolved only with an affirmative vote of two-thirds of Board members in good standing at a meeting where a quorum is present.

## **ARTICLE XIV**

### **Definitions**

Section 1: A quorum constitutes a majority of those present and voting.

Section 2: A member in good standing is one who makes an annual contribution and who participates in or chairs at least one of the Board's committees.

Section 3: Action items which require a quorum in attendance at a meeting in order to call for vote at said meeting are decisions regarding the following:

- a. Election of new members or officers,
- b. Conferral of honorary memberships,
- c. Proposals to raise or lower membership dues,
- d. Dissolution of the Board,
- e. Ratification of amendments to these Bylaws, and
- f. Dissolution of any standing committee.

Section 4: Items which do not require a quorum in order to conduct Board business are as follows:

- a. Approval of minutes,
- b. Election or appointment of any committees,
- c. Dissolution of any committees that are not standing committees, and
- d. Approvals or disapprovals of special events such as fundraisers or alumni reunions, or any other item not included in Article XIV, Section 3 of these Bylaws.

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