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The L. Q. C. Lamar Society

Bylaws
April 17, 1970

BYLAWS
OF
THE L. Q. C. LAMAR SOCIETY

ARTICLE I - NAME AND SEAL

The name of the corporation shall be The L. Q. C. Lamar Society, hereinafter referred to as "the corporation." The corporation shall have a seal on which shall be inscribed the name of the corporation and the year of its incorporation.

ARTICLE II - PURPOSES

The corporation is organized and shall be operated exclusively as a voluntary, nonprofit, charitable and educational institution dedicated to the purposes stated in the Charter.

ARTICLE III - PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in the Charter. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation

shall not participate in or intervene in (by the publication or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Charter or Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE IV - MEMBERSHIP

Section A. Members. The membership of the corporation shall consist of those persons who subscribe to the purposes of the corporation and pay the annual membership fee. The Board of Directors may create classes of membership and designate privileges and responsibilities for each class, except that there shall be no abridgment of any member's right to vote on any matter affecting the affairs of the corporation. The Board of Directors, from time to time, shall designate the membership fees which shall be paid by the membership.

Section B. Membership List. The Secretary of the corporation shall keep a membership list on which the names and current addresses of all members shall be inscribed.

Section C. Quorum. The presence, in person or by proxy, of 25% of the members shall constitute a quorum at any meeting of the membership.

Section D. Voting. Each member shall have one vote. The vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the membership. A member may vote at any meeting by proxy, but only if such proxy is duly executed, in writing, and given to another member, who exhibits and presents such proxy to the Secretary at such meeting for filing with the minutes of such meeting.

Section E. Annual Meeting. The annual meeting of the membership shall be held at such place and at such time as the Board of Directors may select during the month of April each year, or at such other time as may be selected by the members. At each such annual meeting, the Board of Directors shall be elected. The membership shall also transact such other business or affairs of the corporation as may properly come before the meeting.

Section F. Special Meetings. Special meetings of the members shall be held on ten days written notice by 10% of the members or by 1/3 of the directors then holding office. Each such special meeting shall be held at the principal office of the corporation, or at such other place as shall be determined by the Board of Directors and specified in the call of such meeting.

ARTICLE V - BOARD OF DIRECTORS

Section A. Duties and Powers. The Board shall be responsible for the control and management of the affairs, property and interests of the corporation and may exercise all powers of the corporation.

Section B. Number, Selection and Term of Office.

(1) The number of directors of the corporation shall be between 13 and 30. There shall be at least one director from each of the following twelve southern states: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas and Virginia. At least one student shall be elected to the Board.

(2) The Board shall, to the maximum extent feasible, reflect a diversity of racial, economic and political backgrounds. The Board shall be comprised of both men and women members.

(3) Directors shall serve a term of three years. No person may serve as director for more than three years without there being a lapse of at least one year prior to his being reelected for another term or part thereof. The terms of directors shall be staggered so that no more than 1/3 of the terms shall expire in any one year. Notwithstanding the foregoing provisions of this paragraph, the directors who are elected in April, 1970, shall, by lot, be divided into three classes of approximately equal size. The first such class shall serve a term of one year; the second such class shall serve a term of two years; and the third such class shall serve a term of three years. Any person who shall be elected in 1970, and become a member of either class serving one or two years shall be eligible for reelection for a full three-year term immediately upon expiration of his one or two year term. Directors

shall be elected by the membership at their annual meeting, except that the Board of Directors may fill any positions on the Board not filled by the membership. There shall be no cumulative voting.

(4) In the event that a vacancy should occur during a director's term of office, such vacancy may be filled until the next annual meeting of the membership by a majority vote of the Board of Directors.

ARTICLE VI - MEETINGS OF BOARD OF DIRECTORS

Section A. Regular Meetings. The Board of Directors shall hold at least two regular meetings per year.

Section B. Annual Meeting. The Board shall meet in April each year for election of officers and the transaction of other annual business.

Section C. Special Meetings. Special meetings may be called by the President and shall be called by the President upon request of any two directors. Notice of such special meetings, stating the place, day and hour of the meeting and purpose or purposes for which the meeting is called shall be mailed or personally delivered to each director at his residence or usual place of business, at least five and not more than thirty days, in advance of such meeting.

Section D. Quorum. A majority of the directors shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by majority vote of those present.

Section E. Rule of Procedure. "Robert's Rules of Order," the most recent revised edition, shall be the rules of procedure for all meetings of the Board of Directors to the extent they are not inconsistent with law, the Charter, or these Bylaws.

Section F. Action Without Formal Meeting. Any action required or permitted to be taken by the Board of Directors or by any Committee thereof, may be taken without a formal meeting. Meetings may be conducted over the telephone, by mail, telegram, cable, or in any other way the director shall decide.

Section G. Waiver of Notice. Any action taken at a meeting of the Board of Directors or any Committee thereof shall be the action of a duly constituted meeting without notice if each of the persons entitled to receive notice of said meeting shall execute, in writing, a waiver of notice for said meeting.

ARTICLE VII - ADVISORY BOARD

The Board of Directors shall appoint from the membership between fifteen and sixty persons to constitute an Advisory Board, which shall have such duties and functions as shall be given to it by the Board of Directors. The principal function of the Advisory Board shall be to advise the Board on policy matters affecting the corporation's affairs. The Board may provide that the Advisory Board shall meet at least once each calendar year at a time and place to be selected by the Board of Directors.

ARTICLE VIII - OFFICERS

Section A. Officers. The officers of the corporation shall be President, Vice President, Secretary, Treasurer and such other vice presidents, assistant secretaries and assistant treasurers as the Board shall elect. An Executive Secretary, who shall be an officer of the corporation, shall also be elected by the Board.

Section B. Election. The officers of the corporation, except the Executive Secretary, shall be elected by the Board from among its members or members of the Advisory Board at the April meeting of the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board. One person may hold more than one office, except that the President shall hold no other office of the corporation.

Section C. Term of Office. Each officer shall be elected for a one-year term and shall hold office until his successor is duly elected and qualified or he is removed from office by majority vote of the Board at a regular meeting or a special meeting called for that purpose.

Section D. President. The President shall be the chief executive officer of the corporation and, subject to the direction of the Board, shall have general charge of the business affairs and property of the corporation in its general operations. The President, with any other officer duly authorized,

may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the Board, except in cases where the signing and execution shall be expressly delegated by the Board to some other officer or agent. The President shall preside at all meetings of the Board, shall appoint and may remove all chairmen of the Committees, and shall be an ex officio member of all Committees.

Section E. Vice President. During the absence or disability of the President, the Vice President shall exercise all functions of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the President should resign, be removed or die before the expiration of his term, the Vice President shall assume such office for the unexpired term. The Vice President shall have such powers and additional duties as may be assigned to him from time to time by the Board or the President. If more than one Vice President is appointed by the Board, the seniority of each Vice President shall be designated by the Board, and each Vice President shall have such powers and duties as may be assigned to him, from time to time, by the Board or the President.

Section F. Secretary. The Secretary shall (1) record all the proceedings of the meetings of the Board; (2) maintain such other records as it is necessary for the corporation to maintain; (3) be the custodian of the seal of the corporation; and (4) cause all notices to be duly given in accordance with the Bylaws and as required by statute. Any assistant secretary shall exercise all powers of the Secretary in his absence or

pursuant to his instructions.

Section G. Treasurer. The Treasurer shall (1) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the corporation; (2) keep, or cause to be kept, all the books of account of the business and transactions of the corporation; (3) render to the President, or the Board, whenever requested, a statement of the financial condition of the corporation and of all his transactions as Treasurer, and render a full financial report at the annual meeting based on the books and accounts audited annually by a certified public accountant. Any assistant treasurer shall assist the Treasurer and shall exercise the powers and duties assigned to him by the Treasurer and the Board. Any one or more officer may be authorized by the Board to sign checks and drafts of the corporation, and the person or persons so authorized may be required to give bond for the faithful discharge of his or their duties in such way, and with such surety, as the Board may determine, the expense of such bonding to be paid by the corporation.

Section H. Executive Secretary. The Board may appoint an Executive Secretary whose duties shall be to develop and supervise programs which are consistent with the purposes of the Corporation and which are approved by the Board of Directors and carry out such other duties as may be directed by the Board. The Executive Secretary may appoint such staff assistants as may be authorized by the Board, subject to the approval of the Board, and may dismiss any such assistants. The Executive Secretary shall report to the Board at each meeting of the Board, and shall submit

an annual written report at the April meeting of the Board.

Section I. Committees.

(1) There shall be four standing Committees: an Executive Committee, a Finance and Administration Committee; a Program Committee and a Nominating Committee.

(a) The Executive Committee shall consist of the President, all Vice Presidents, the Secretary, Treasurer and Executive Secretary of the corporation. The Executive Committee shall have authority to act for and on behalf of the Board of Directors during interim periods between Board meetings; provided, however, the Secretary shall mail minutes of all Executive Committee meetings to all members of the Board of Directors within ten days following the adjournment of any Executive Committee meeting.

(b) The Finance and Administration Committee shall be responsible for the raising of funds and shall consider and make recommendations to the Board with respect to all matters pertaining to the administration of the affairs of the corporation.

(c) The Program Committee shall consider and make recommendations to the Board with respect to the program of the corporation.

(d) The Nominating Committee shall nominate at least one person for each position on the Board of Directors to be filled by the membership, the Advisory Board, and to fill positions as officers of the corporation.

(2) The Board may, from time to time, appoint such other committees as are necessary or desirable for the orderly functioning of the corporation's business.

(3) All committees of the Board shall have such duties and powers as may be delegated to them by the Bylaws or by resolution of the Board.

(4) Any committee of the Board may include persons who are members of the corporation, but not members of the Board. If a Committee Chairman is not at the time of his appointment a member of the Board, he shall, if eligible, be elected to the Board, or if not, he shall be entitled to attend all meetings and speak thereat, without vote.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the membership or the Board at any regular or special meeting of the membership or Board, respectively, provided that notice of the proposed amendment, including the text thereof, shall have been mailed to each member or director at his residence or usual place of business, at least ten days and not more than thirty days in advance of such meeting. Bylaw amendments may be adopted without such notice if all directors, whether or not present at the meeting where they are discussed, waive, in writing, their right to such notice.