

Restore or Retreat, Inc.

Bylaws

ARTICLE I: ORGANIZATION

The name of the organization shall be Restore or Retreat, Incorporated, and by that name and title shall enjoy perpetual corporate existence unless sooner dissolved in accordance with the law.

ARTICLE II: DOMICILE

The physical location of Restore or Retreat shall be 322 Audubon Drive, in South Babington Hall, Thibodaux, Louisiana, 70301, and its mailing address shall be Post Office Box 2048, Nicholls State University, Thibodaux, Louisiana, 70310

ARTICLE III: PURPOSE

Realizing that the Barataria and Terrebonne Basins are the two most rapidly eroding basins on the earth and understanding that an economic and ecological travesty is occurring, the concerned members of Restore or Retreat seek to identify, expedite, and aggressively engage in solutions to urgently achieve comprehensive coastal restoration.

The corporation shall exercise only such functions as are consistent with the aforesaid mission and which are permitted to tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the Louisiana Nonprofit Corporation Law.

ARTICLE IV: DUES

The dues of this organization shall be a minimum of one hundred dollars (\$100.00) per annum.

Existing Stakeholder dues will be payable as follows:

- A. The individual or legal entity shall be notified by mail of the approaching expiration of their annual dues no later than April 1.
- B. Individuals or legal entities that did not pay their dues by the required date shall receive a second notice in the mail, approximately 90 days following the original notification, that their membership shall be cancelled if their dues are not paid within two weeks from the date of notification.
- C. A final notice of membership cancellation shall be mailed no later than 30 business days following the second notification.

ARTICLE V: MEMBERSHIP

Members of the organization shall be open to all persons or other legal entities which have contributed the minimum dues aforementioned.

Voting members of this corporation shall be “Stakeholders” and consist of all persons or other legal entities who have paid the minimum annual voting dues of this corporation, which voting membership shall be evidenced by a receipt of the fees and dues hereinafter stated.

Each Stakeholder shall have one vote, and all Stakeholders shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member.

The Board of Directors may provide for a class of non-voting members or “Associate Members” with reduced or no requirement of dues.

A Stakeholder may vote personally or by proxy appointed in writing. A Stakeholder which is a corporation, company, or similar entity shall designate a natural person to be its representative to the organization, who may vote personally or by proxy appointed in writing.

ARTICLE VI: BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of up to eighteen (18) natural persons who qualify as Stakeholders of the organization as aforementioned. Proposed members of the Board of Directors shall be submitted annually by the Nominating Committee of the Executive Committee to and shall be elected by Stakeholders via mail or electronic vote or at the annual meeting of the Board of Directors.

Each member shall serve for the term of one (1) calendar year.

The Board of Directors shall elect the Executive Committee of nine (9) of its members annually to serve the organization. The Board of Directors may delegate any or all of the Board of Directors’ powers, as it sees fit to the Executive Committee. The Executive Committee shall choose from its members a President, Vice President, Secretary, and Treasurer, and may assign to the other members of the committee such ad hoc responsibilities as it deems fit.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by the Chairman of the Board of Directors after due notice to all the directors of such meeting.

A simple majority or fifty percent (50 %) of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors or via mail or electronic ballot, including Directors who assigned their proxy in writing to a representative or to the President of the organization.

Nominations for vacancies on the Board of Directors shall be put forward by the Nominating Committee (as outlined in Article X) and selected by a vote of the majority of the remaining members of the Board of Directors.

The Board of Directors and all committees may vote by electronic or mail ballot.

ARTICLE VII: EXECUTIVE COMMITTEE

The Executive Committee shall initially consist of:

- A. G. Michael Plaisance
- B. Ted M. Falgout
- C. Henri Boulet
- D. Robert P. Naquin
- E. Timothy Allen
- F. Charlotte Bollinger
- G. Chett Chiasson
- H. Berwick Duval

The officers of the organization initially shall be as follows: President, Vice President, Secretary and Treasurer. The following members hold those roles:

- A. G. Michael Plaisance, President
- B. Ted M. Falgout, Vice President
- C. Henri Boulet, Secretary
- D. Robert P. Naquin, Treasurer

These officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE VIII: DUTIES OF OFFICERS

The duties of the officers of the organization shall be as follows:

President

- A. The President shall preside at all meetings and have the power to call special meetings of the Board of Directors at his discretion with the approval of a simple majority of the Executive Committee.
- B. He shall by virtue of his office be Chair of the Board of Directors and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- C. He shall present at the annual meeting of the organization, provide an annual report of the work of the organization and see all books, reports and certificates required by law are properly kept or filed, or delegate the responsibility to an appropriate representative.
- D. He shall appoint all committees, temporary or permanent.
- E. He shall be one of the officers who may sign the checks or drafts of the organization.
- F. He shall be assigned the proxy of Stakeholders or a member of the Board of Directors, as assigned by these members in writing.

Vice President

- A. The Vice President shall in the event of the absence or inability of the President to exercise his/her office become Acting President of the organization with all the rights, privileges and powers as if he had been the duly elected president.

- B. Should a vacancy occur in the office of the President, the Vice President shall succeed to the office of the President with all powers and duties of the President. In such an event, the Vice President shall serve in the office of the President until the Executive Committee shall elect a new president.
- C. Shall serve as the head of the Nominating Committee responsible for nominating Stakeholders for Executive Committee and Board of Directors vacancies, along with those additional Stakeholders selected to serve on the Nominating Committee.

Secretary

- A. The Secretary shall see that the minutes and records of the organization are kept in the appropriate books and it shall be his duty to file any certificate required by any statute, federal or state.
- B. He shall oversee all notices to members of this organization and be the official custodian of the records and seal of this organization.
- C. He may be one of the officers required to sign the checks and drafts of the organization.
- D. He shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization and shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.
- E. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- F. He shall oversee the voting process of the general membership or Board of Directors at the annual meeting or via mail ballot.
- G. In the absence of both the President and Vice President of the organization, the Secretary shall serve in the role of President.

Treasurer

- A. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- B. The Treasurer shall be charged with the responsibility of making a financial report of receipts and disbursements at each regular Executive Committee meeting.
- C. He shall also prepare or cause to be prepared an annual audit report. He shall also submit any other special reports required by the President.
- D. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- E. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- F. He shall sign any and all relevant financials documents, including but not limited to tax returns, audit submissions, etc.
- G. He shall exercise all duties incident to the office of Treasurer.

The Board of Directors shall create and appoint qualified members to the position of *Member Emeritus of the Executive Committee*, who shall act as a non-voting advisor to the Executive Committee. There shall be no set minimum or maximum of *Member Emeritus* positions at any given time.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

All powers of the Board of Directors are hereby delegated to the Executive Committee, subject to further action of the Board of Directors restricting such delegated powers.

The officers shall be elected at the Executive Committee meeting immediately following the annual vote of the Board of Directors.

ARTICLE VII: MEMBERSHIP MEETINGS

The annual membership meeting of this organization shall be held in the first half of the year. It shall be the duty of the Chair and President, and upon his or her failure or neglect, then the Secretary or any officer to mail or email notices at least ten (10) days prior to this annual meeting to all Stakeholders entitled to be present. Provided, however, that the Board of Directors may by two-thirds vote elect to conduct the business of the organization by mail or electronic ballot in lieu of any annual meetings. Provided further, however, that if fifty (50) percent or more of the Stakeholders of the corporation demand in writing, served on the President of the organization, that an annual meeting be held, then the President shall take the steps necessary to hold an annual meeting not more than forty-five (45) days from the date of receipt of such notice, but not sooner than ten (10) days from such receipt of notice.

The presence of not less than twenty five (25 %) percent of the Stakeholders, including those who have awarded their proxy to either a designee or the President of the Organization, shall constitute a quorum and shall be necessary to conduct the business of this organization at the membership meeting

Special meetings of the Stakeholders of this organization may be called by the Chair and President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed (USPS or electronic) to all members at their addresses or email addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the Board of Directors or fifty (50%) percent of the Stakeholders , the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the two-thirds consent of all Stakeholders present at such meeting.

At all meetings, all votes shall be by voice. In lieu of a meeting or in the case of no quorum present at one of the aforementioned meetings, all votes will be cast by mail or electronic ballot.

ARTICLE XIII: EXECUTIVE COMMITTEE MEETINGS

Quarterly meetings shall be held by the Executive Committee to conduct organizational business and engage in strategic planning. The location of the meeting may rotate, and members will be notified of the location in reasonable time prior to the meeting date and time. Special meetings may be called by any member the Executive Committee outside of this set monthly date and time, with proper notice to each member of the Committee.

All notices for regular meetings of the Executive Committee shall be in writing and mailed or sent electronically to contact information provided by each member of the Committee at least five (5) days prior to the meeting.

Minutes of the meeting shall be taken by the Executive Director, and a draft shall be sent to the absent Committee members no later than one (1) week prior to the meeting. These minutes shall also be included for approval at the following Executive Committee meeting.

At all meetings, all votes shall be by voice, unless otherwise approved by a simple majority. In lieu of a meeting, all votes will be cast by mail or electronic mail ballot.

ARTICLE IX: QUORUM

The presence of not less than fifty (50 %) percent of the Executive Committee members shall constitute a quorum and shall be necessary to conduct the business of this organization.

There shall be a limit of nine (9) members of the Executive Committee

If a quorum is not present as set by the terms aforementioned for an Executive Committee, Board of Directors, or General Membership meeting, business will be conducted via mail or electronic ballot, no less than 10 business days following the original meeting in which there was not a quorum present.

ARTICLE X: COMMITTEES

The Executive Committee has the right to form committees to help delegate certain responsibilities.

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

As deemed by their strategic plan, the permanent committees shall be:

- A. Project Development
- B. Organizational
- C. Public Relations
- D. Financial
- E. Nominating Committee

The Nominating Committee shall have the power and the privilege of submitting to the Board its selection for candidates to the board when a vacancy occurs. This committee shall be comprised on a minimum of three (3) members as follows: the Vice President and two (2) Stakeholders. The Vice President shall serve as the Chairperson of the committee. The Committee shall meet at least six (6) weeks prior to the annual Board Meeting and submit their candidates to the board at the next Executive Committee meeting.

The President shall be an ex-officio member of all committees, and shall have the right to vote on all questions.

ARTICLE XI: RESOLUTIONS

All resolutions of the organization shall be reduced to writing and entered into the official minutes of the organization.

ARTICLE XII: RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure of the organization not otherwise covered in these bylaws.

ARTICLE XIII AMENDMENTS

All proposed amendments to the bylaws must be presented in writing to the Board of Directors and shall be voted upon by the Board at the next meeting thereof for the purpose of submitting the Board's recommendations thereon to the membership. The proposed amendment shall then be presented to the membership, together with the recommendation of the Board, at the next meeting of the membership or by mail ballot. Adoption of the amendments to the bylaws, and any revocation of these By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than twenty five (25%) percent of the Stakeholders.

ARTICLE XIV: STAFF

The Executive Director is selected by the Executive Committee. The Executive Director is appointed to the Board of Directors, and serves, without a vote as an ex-officio member of the Board and all committees. The Executive Director is responsible for the management of the organization and the implementation of policies and projects as established by the Executive Committee. The Executive Director shall have charge of the overall management and direction of all affairs, and shall be responsible directly to the Board of Directors for all administrative, managerial, financial, and public affairs. The Executive Director may countersign checks with any of the four (4) designees.

The Executive Committee shall hire and adjust the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.