

**BYLAWS**  
**REWRITTEN SEPTEMBER 27, 2013**

***ARTICLE I - MEETING OF CONFERENCE***

**Section 1. *Organization.*** The President and in his/her absence, the Vice-President, shall preside at all meetings of the Conference, and, in the absence of all of said officers, a President pro-tempore shall be elected by the representatives present and entitled to vote. The Secretary/Treasurer shall, from the credentials furnished him/her, in accordance with the provisions of the constitution, prepare a list of all members present at the meeting together with the name of the duly accredited representative of such regular members, and, the presence of a quorum of regular members having been determined, the meeting shall be deemed to have been duly and legally organized.

**Section 2. *Voting.*** Each regular member company shall be entitled to one (1) vote upon all questions, to be cast by its chief executive officer or his/her designee, except that a fleet shall be entitled to no more than (1) vote on behalf of all of the companies in that fleet to be cast by the chief executive officer of the largest company in the fleet (by premium income) or his/her designee. Each company of a fleet, however, who has opted to pay the additional dues provided in Section 1 (d) of Article II shall also be entitled to one (1) vote to be cast by its chief executive officer or his/her designee.

**Section 3. *Order of Business.*** The Order of Business for each Conference Meeting shall be set forth in the program for such meeting.

***ARTICLE II - DUES, ASSESSMENTS AND EXPENSES***

**Section 1.** Dues shall be determined by majority vote of the Board of Directors.

- (a) Each regular and non-domiciled regular member company shall pay annual dues as determined by the Board of Directors.
- (b) A fleet of insurance companies affiliated through common ownership or control by another company or companies eligible for membership in this Conference shall pay annual dues for one as determined by the Board of Directors.
- (c) Common ownership or control exists where at least 80 percent (80%) of each company's voting stock is owned or controlled directly or indirectly by the same entity or person, and for purposes of these Bylaws, any regular member so affiliated through such common ownership or control shall be considered to belong to a fleet.
- (d) Each Emeritus Member shall have annual dues waived.
- (e) Each Affiliate Member shall pay annual dues as determined by the Board of Directors.
- (f) Each Reinsurance / Stop Loss Carrier Member shall pay annual dues as determined by the Board of Directors.

(g) Each Industry Member shall pay annual dues as determined by the Board of Directors.

(h) Each Honorary Member shall have annual dues waived.

**Section 2.** Annual dues shall be due and payable on January 1 of each year. In the event such dues are not paid within ninety (90) days from such due date, the members shall automatically be suspended from membership but membership may be reinstated by payment to the Secretary of all dues in arrears.

**Section 3.** New members must pay dues at time of admission in accordance with the provisions of Article II, Section I, of these Bylaws.

#### **Section 4.**

(a) Regular assessments, in addition to the annual dues, can be made only upon approval of a majority of the regular members present at duly constituted meeting of the Conference and/or by telephone, fax or electronic mail ballot. Upon approval of such assessment amount, said assessment is in force annually unless a vote to rescind is approved by the Conference. Such assessments shall be levied against all voting members. The pro rata share for each member shall be the ratio that such member's annual dues bear to the total annual dues of the Conference. Non-payment of such assessment shall subject the member the same penalty as set forth for non-payment of annual dues.

(b) Special Assessments may be made in addition to regular assessments for circumstances affecting particular lines of business only upon approval of a majority of the affected members present at duly constituted meeting of the Conference and/or by telephone, fax or electronic mail ballot. Such assessments shall be levied against all affected voting members. The pro rata share for each member shall be based on a ratio applicable to the particular situation to be determined by the board.

**Section 5.** No Officer or Committee of the Conference shall incur an expense or indebtedness against the Conference except as authorized by the Conference or Board of Directors thereof.

### ***ARTICLE III - BOARD OF DIRECTORS***

#### **Section 1. Meetings**

(a) A meeting of the Board of Directors shall be held following election of new officers and committee persons prior to taking office.

(b) Special meetings of the Board of Directors may be held at any time upon call of the President or a majority of the Board of Directors.

(c) Written Notice of all meetings of the Board of Directors, except as otherwise provided by the Constitution or these Bylaws, shall be given by the Secretary/Treasurer to members of the Board at least five (5) days prior to the date of such meeting, with the exception of urgent legislative matters. Such meetings may be

held telephonically and matters of urgent nature may be voted upon by telephone, fax or electronic mail ballot.

**Section 2. Powers and Duties.** In definition, but not in limitation of the powers conferred by the Constitution, the following specific powers are conferred and duties imposed upon the Board of Directors.

- (a) It shall have general charge and control of the functions and business of the Conference and general supervision of the activities and duties of all officers.
- (b) It shall fix the time and place of the annual meeting of the Conference, determine the program thereof, determine the amount of registration fees, if any, and arrange for the presentation of all matters requiring action by the Conference.
- (c) It shall make effective Resolutions and actions of the Conference.
- (d) It shall make appropriations for expenditures of funds of the Conference.
- (e) It shall make an Annual Report to the Conference of its transactions and activities.
- (f) It shall supervise, control, and direct the activities of all Standing and Special Committees of the Conference.
- (g) It shall have the authority to employ and to discharge an Executive Director and other individuals to assist the Board to perform its duties as required by the Constitution and Bylaws and to fix the compensation of those so employed.

**Section 3. Quorum.** The presence of a majority of the Board of Directors shall constitute a quorum at any meeting.

## ***ARTICLE IV – OFFICERS***

**Section 1. The President.** The President shall be the Chief Executive Officer of the Conference and Chairman of the Board of Directors. He/she shall preside at all meetings of the Conference and of the Board of Directors and shall be primarily charged with the duty of seeing that all orders and Resolutions of the Conference and of the Board of Directors are fully and faithfully carried out.

**Section 2. The Vice-President.** In case of the disability or absence of the President, the Vice-President shall be vested with the powers and shall perform the duties of the President. He/she shall perform such other duties as may be assigned to him/her by the Board of Directors.

**Section 3. The Sergeant-at-Arms.** It shall be the duty of the Sergeant-at-Arms to see that the meeting rooms are prepared for the Conference Meetings and that members and representatives shall meet at the time appointed and that the meetings are conducted in an orderly manner.

**Section 4. The Secretary/Treasurer.** The Secretary/Treasurer shall record and preserve the proceedings of the meetings of the Conference and of the Board of Directors and shall give or cause to be given all Notices required by the Constitution or Bylaws. All records and books of account shall be kept under the custody of the Secretary/Treasurer. He/she shall have custody of all funds

and property of the Conference and shall be its Chief Financial Officer. He/she shall collect the membership dues and shall deposit all funds of the Conference in a bank or banks designated by the Board of Directors. He/she shall accurately record all receipts and disbursements of funds and annually account for the same at the Annual Meeting of the Conference or at any time upon order of the Board of Directors. The funds of the Conference shall be disbursed by the Secretary/Treasurer only upon appropriations of the Board of Directors. The Board of Directors may designate the Executive Director to perform such duties as described in this section.

**Section 5.** Any two (2) Officers or authorized signers, as appointed by the Board, or any (1) of such officers or authorized signers and the Executive Director, are authorized to sign all checks and to execute all documents on behalf of the Conference.

## ***ARTICLE V – COMMITTEES AND DIVISIONS***

**Section 1.** The Standing Committees of the Conference shall be as follows: Laws and Legislative, , Auditing, Business Standards and Market Conduct , Membership, Publicity and Public Relations, , Program/Services Committee, Education, Nominating, Constitution and Bylaws and Credentials and Divisions to represent all lines of business in specific and separate fashion. Members of such committees and divisions shall be designated at least 30 days prior to January 1<sup>st</sup> of the calendar year.

**Section 2.** Each Standing Committee and Division, except the Laws and Legislative Committee, shall consist of at least three (3) persons who shall be appointed annually by the President of the Conference, who shall also designate one member of each committee and Division as Chairperson thereof. The President shall have the power to create and appoint such special committees as may be determined by the Board of Directors of the Conference.

**Section 3.** All Standing Committees shall render annual reports to the Conference at the Annual Meeting, and all reports of the Committees shall be filed with the Secretary.

### **Section 4**

**(a)** A Laws and Legislative Committee shall be selected. This Committee shall be composed of a Chairperson and Vice-Chairperson, or Co-Chairperson, who shall be appointed by the President, and such other members as shall be appointed by a Committee composed of the President, Vice-President, and Committee Chairperson or Co-Chairperson. This committee shall consist of at least seven persons and the executive director.

**(b)** The Chairperson of this Committee cannot concurrently be President of the Conference.

**(c)** A vacancy to the position of Chairperson of this Committee shall be appointed by the President of the Conference.

**(d)** It shall be the duty of this Committee

**(i)** to invite and urge the attendance of Conference members at any meeting or hearing in which legislative proposals affecting the business of Conference members are to be discussed or acted upon,

**(ii)** to make provisions that the Conference membership is kept informed of the action taken at and the progress of such meetings,

(iii) to take the necessary legislative action to protect the interests of this Conference.

(e) Legislative matters affecting the business of the Conference members, proposed by a Conference member and to which such member desires the active support of the Conference, must be submitted to the Laws and Legislative Committee in written form at least thirty (30) days prior to a Legislative Session. It shall be the duty of the Laws and Legislative Committee Chairperson to provide all Conference Members with a copy of such written proposals, and the recommendations of the Laws and Legislative Committee.

**Section 5.** The duties of the other Standing Committees and Divisions shall be as follows:

(a) **The Auditing Committee** shall arrange for a qualified and satisfactory audit of the books and accounts of the Conference at the conclusion of each fiscal year and in sufficient time for report at the next regular annual meeting. It shall also make such suggestions and recommendations as it may see fit concerning the accounting practices to be followed by the Secretary/Treasurer.

(b) **Constitution and Bylaws** committee shall be responsible for researching and recommending necessary changes to the Constitution and Bylaws of the Conference. They shall also assist in the registration and qualification of all delegates at all meetings and, in event of a recorded vote during a meeting of the Conference, it shall be the further responsibility of this Committee to assist the presiding Officer and Secretary/Treasurer of the meeting in assuring a qualified vote

(c) **The Business Standards and Market Conduct Committee** shall receive and process all complaints, inquiries, or grievances relating to the business practices or conduct of any Conference member; shall seek a satisfactory solution of any problem arising in connection therewith, and, in event a solution satisfactory to all parties involved cannot be reached, it shall report its findings and conclusions to the Board of Directors for such action as the Board deems proper

(d) **The Membership Committee** shall maintain a vigorous membership policy with the objective of increasing the membership of the Conference by addition of companies desirable as new members. It shall also seek to attain a membership truly representative of the any line of the insurance business authorized as an insurer in the state of Louisiana.

(e) **The Nominating Committee** shall recommend to the Conference, at least thirty (30) days prior to the annual Meeting, a slate of nominees for the Officers and Directors as provided in the Constitution and Bylaws, for election by the Conference at the Annual Meeting. This Committee shall abide by the policy and procedure set forth by the Board of Directors.

(f) **The Program/Services Committee** shall be responsible for recommending appropriate programs for the Annual Meeting and educational seminars. This **Committee** shall make all necessary preparation for suitable accommodations at the place selected for all events programmed for the Annual Meeting of the Conference. This committee shall also determine subjects proper for

survey and study and by study and research collect and report to the Secretary/Treasurer for the attention of the Board of Directors information of value to the membership and the public. It shall also be the duty of this Committee to make suggestions and recommendations as to programs, which would promote a free exchange of information among the members with a view to mutual self-improvement.

**(g) The Education Committee** shall research and recommend proper materials for study in order to improve the Conference as well as the members. It shall be the duty of this Committee to represent the Conference on any relevant committees as instructed by the Board of Directors. This committee shall also be responsible for research and development of appropriate educational designation programs and any other relevant projects as designated by the Board of Directors.

**(h) The Publicity and Resolutions Committee** shall be responsible for advising the Board of Directors on matters concerning industry image and public relations concerns. It shall also be responsible for preparing resolutions for the approval of the entire membership.

**(i) Special committees** shall be created to provide support on issues as determined by the Board of Directors.

**(j) Individual lines Divisions** shall be created to provide technical support and issue formulation on behalf of each line of business. Each individual Division shall consist of all member insurers engaged in that specific line of business.

## ***ARTICLE VI - MISCELLANEOUS PROVISIONS***

**Section 1. Waiver of Notice.** Any Notice herein required to be given may be waived by the persons entitled to such notice by an instrument in writing signed by such person. The word "person" shall be deemed to include corporations.

**Section 2. Adjournment.** If at any meeting a quorum be not present, the representatives in attendance may adjourn such meeting from time to time until a quorum is secured, and no further notice of such adjourned meeting or meetings shall be required.