

**CONSTITUTION AND BYLAWS  
OF  
LOUISIANA INSURERS' CONFERENCE  
ADOPTED APRIL 9, 1951  
AND  
REWRITTEN JANUARY 1, 1983  
REWRITTEN SEPTEMBER 18, 1985  
REWRITTEN JULY 17, 1987  
REWRITTEN FEBRUARY 29, 1988  
REWRITTEN DECEMBER 7, 1989  
REWRITTEN SEPTEMBER 2, 1992  
REWRITTEN OCTOBER, 1992  
REWRITTEN OCTOBER 12, 1993  
REWRITTEN SEPTEMBER 12, 1997  
REWRITTEN SEPTEMBER 18, 2000  
REWRITTEN AUGUST 5, 2002  
REWRITTEN NOVEMBER 12, 2010  
REWRITTEN SEPTEMBER 27, 2013**

**CONSTITUTION**

***ARTICLE I - NAME***

The name of this association shall be Louisiana Insurers' Conference.

***ARTICLE II - PURPOSES***

The purpose of this Conference shall be to promote the interest of its constituent member insurance companies and their policyholders; to promote the general welfare and interests of the insurance business; to more fully realize the responsibility of the insurer to the public, and, by consistent effort, to discharge that responsibility in terms of more effective service to policyholders and beneficiaries; and, by proper means, to represent its membership with respect to legislative proposals which affect insurance companies and their policyholders.

***ARTICLE III - MEMBERSHIP***

**Section 1.** The membership shall consist of all members of the Louisiana Insurers' Conference as of the date of adoption of this Constitution and such other organizations as shall hereafter be admitted to membership in accordance with provisions of this Constitution and the Bylaws.

**Section 2.**

**(a) Regular Domiciled Membership:** Membership shall be by invitation only. Voting membership of this Conference shall be limited to any Louisiana domiciled

corporation, company or association, stock or mutual, that is engaged in any line of the insurance business which is authorized as an insurer in the State of Louisiana. They may be invited to become a regular member of the Conference by any member thereof and may acquire membership by application to the Secretary/Treasurer of the Conference, election to be as hereinafter prescribed. Such applications for membership shall be addressed to the Secretary/Treasurer and by him/her submitted to the Board of Directors for approval or rejection.

**(b) Regular Non-Domiciled Membership:** Membership shall be by invitation only. Voting non-domiciled membership of this Conference shall be limited to any non-domiciled corporation, company or association, stock or mutual, that is engaged in any line of the insurance business which is authorized as an insurer in the State of Louisiana. They may be invited to become a regular non-domiciled member of the Conference by any regular member thereof and may acquire membership by application to the Secretary/Treasurer of the Conference, election to be as hereinafter prescribed. Such applications for membership shall be addressed to the Secretary/Treasurer and by him/her submitted to the Board of Directors for approval or rejection.

...Upon approval by the Board of Directors such application shall then be distributed to the membership which will have thirty (30) days to respond regarding approval or disapproval. Twenty percent (20%) regular membership voting negatively shall constitute rejection of application. Otherwise, the application shall be approved and full membership shall commence at the end of the thirty (30) day review period.

The Conference may elect any qualified applicant for membership at any annual meeting by a two-thirds vote of those present.

**Section 3. Non-Voting membership:** The following membership classes shall have no vote nor be eligible to hold office in this conference.

**(a) Emeritus Membership:** Emeritus Membership shall be individuals who are formerly affiliated with LIC through membership in LIC by invitation only. Emeritus Membership may serve on any committee of the Conference, excepting the Board of Directors, if duly appointed according to the Bylaws of this conference.

**(b) Affiliate Membership:** Affiliate Membership shall be by invitation only. Eligible members shall be companies, corporations, or associations which service the industry.

Those companies, corporations, or associations eligible for regular membership are not to be considered eligible for affiliate membership. Affiliate members may serve on any committee of the Conference, excepting the Board of Directors, if duly appointed according to the Bylaws of this Conference.

**(c) Reinsurance Company / Stop Loss Carrier Membership:**

Reinsurance Company / Stop Loss Carrier Membership shall be by invitation only. Eligible members shall be reinsurance companies, stop loss carriers, corporations or associations which service the industry which are licensed in the state of Louisiana.

Those companies, corporations or associations eligible for regular membership are not to be considered eligible for reinsurance company / stop loss carrier membership. Reinsurance company / stop loss carrier members may serve on any committee of the Conference, excepting the Board of Directors, if duly appointed according to the Bylaws of this Conference.

**(d) Industry Membership:**

Industry membership shall be by invitation only. Eligible members shall be insurance agencies and insurance agencies in financial institutions, and third party administrators or related companies, which are licensed in the state of Louisiana.

Those companies, corporations or associations eligible for regular membership are not to be considered eligible for industry membership. Industry members may serve on any committee of the Conference, excepting the Board of Directors, if duly appointed according to the Bylaws of this Conference.

**(e) Honorary Membership**

Honorary membership shall be by invitation only. Eligible members shall be individuals who are or have been in the past associated or affiliated with the industry, and who have contributed to the well being of the industry.

All applications for membership shall be addressed to the Secretary/Treasurer and by him/her submitted to the Board of Directors for approval or rejection.

**Section 4.** Members may resign or withdraw from the conference by giving thirty (30) days notice in writing to the President or Board of Directors and by paying to the Secretary/Treasurer all assessments or dues payable by them and remaining unpaid at that time.

If a conference member is merged into a company which continues to operate a distinct Louisiana Division, the Louisiana Division may be accepted for membership in the same manner as Louisiana domiciled company.

**Section 5.** If an entity donates merchandise or services of value the LIC can offer such entity an appropriate membership of equal value in LIC if the board deems appropriate provided such entity meets eligibility requirements.

The LIC board has the authority to negotiate reciprocal memberships with other organizations where no money is exchanged, in which LIC secures a membership in other related organizations and in turn offers such entities membership in LIC.

**Section 6. Expulsion**

**(a) Vote Required.** Any member acting contrary to the aims and purposes of the Conference may be expelled by the affirmative vote of two-thirds of the regular members represented at any annual meeting of the Conference or at any duly called meeting where a quorum is present.

**(b) Procedure.** No vote on the expulsion of a member shall be taken unless the Board of Directors has determined that the matter should be voted on, a copy of the charges and notice of the contemplated action has been furnished such member at least thirty (30) days prior to the meeting at which the vote is to be taken, and such member has been afforded full opportunity to be heard.

***ARTICLE IV - MEETING***

**Section 1.** An annual meeting of the Conference shall be held at a time and place to be designated by the Board of Directors. The Secretary/Treasurer shall, at least thirty (30) days prior to such annual meeting, notify all members of the time and place thereof, and any business may be transacted at such annual meeting without previous notice thereof, except as otherwise provided in this Constitution.

**Section 2. (a)** A special meeting of the Conference for the purpose of conducting general Conference business may be held upon call of the President or upon written request of at least five (5) regular members addressed to the President. Notice of special meetings of the Conference shall be given by the Secretary/Treasurer to all members at least three (3) days prior to such meetings, except as provided for herein in Sub-Section (b), and such Notice shall state the time and place of such meetings and the business to be considered. At any such special meeting only that business of which the membership shall have been given prior notice may be transacted.

**(b)** A special meeting of the Conference may be called by the Chairperson of the Legislative Committee in the event that an emergency relative to legislative matters arises. This meeting may take the form of a poll of the regular membership by telephone, facsimile or electronic mail should the emergency require such action.

**Section 3.** At all meetings of the Conference, the representative of the majority of the regular member companies shall constitute a quorum.

**Section 4.** Regular company members may have more than one (1) person in attendance at meetings of the Conference. However, each company shall be entitled to but one (1) vote upon all questions coming before meetings of the Conference, and such vote shall be cast by the highest ranking Executive officer of such company member present at such meeting or by his/her

nominee, such officer or nominee having been theretofore certified as such by the Secretary/Treasurer of the Conference. All votes shall be cast in person by the designated representative, and a nominee may represent only one (1) company, with the exception of a nominee representing a fleet who has opted to pay additional dues as provided in Section 1(d) of Article II of the Bylaws. Voting and the establishment of a quorum shall be allowed through the use of a proxy only in the following cases:

1. Board Meetings - 5 days notice of meeting
2. Regular Meetings
3. Annual Meetings
4. Special Meetings - 5 days notice of meeting

**Section 5.** Voting by proxy will be allowed only on items listed on the pre-approved meeting agenda subject to approval by the Board of Directors.

Voting by proxy will be allowed on mail election ballots, but only on ballots approved by the Board of Directors.

### ***ARTICLE V - BOARD OF DIRECTORS***

**Section 1.** The Board of Directors shall be composed of a minimum of seven (7) to a maximum of eleven (11) regular or regular non-domiciled voting members and one (1) ex-officio member, as set forth below:

The Officers

The President; The Vice-President; The Secretary/Treasurer; The Sergeant-at-Arms

The Directors

There shall be a minimum of three (3) Directors to be elected by the Conference.

The Ex-Officio Member

The Immediate Past President

**Section 2.** Any regular domiciled or non-domiciled member is eligible to be elected to the Board of Directors. The Board shall institute a policy and procedure to ensure equitable representation of the membership of the Conference.

**Section 3.** Except upon affirmative vote of two-thirds of the entire Board to approve a shorter term, Directors shall be elected to the Board for three (3) year terms. A vacancy on the Board occurring between annual meetings may be filled by the Board. Any Director so elected by the Board shall serve for the full unexpired term. This shall not apply to officers of the Conference.

Terms for officers and directors shall be based upon the calendar year.

**Section 4.** The Board of Directors shall have and exercise all of the powers of the Conference in the interim between the meetings of the Conference. It shall make a full and complete report to the annual meeting of the Conference of all of its interim transactions.

**Section 5.** The President of the Conference shall be the Chairperson of the Board of Directors.

**Section 6.** Each director may designate a certified representative(s) of the same member company as an alternate.

Any member of the Board of Directors who is unable to attend a meeting shall notify the Executive Director of his absence and that his designated alternate will act as his replacement for that meeting only, with all of the rights of said director.

**Section 7.** Voting by proxy will be allowed only on items listed on the pre-approved meeting agenda.

Voting by facsimile and/or electronic mail will be allowed only on items listed on the pre-approved meeting agenda.

**Section 8.** No member company may have more than one representative on the board serving concurrently.

### ***ARTICLE VI - OFFICERS***

**Section 1.** The officers of the Conference shall be a President, Vice-President, Secretary/Treasurer, and Sergeant-at-Arms. No person shall be eligible to hold the officers of President, Vice-President, Secretary/Treasurer, or Sergeant-at-Arms unless he/she is an Executive Officer of a regular member company at the time of the annual meeting and to serve until the next annual meeting or until their successors are elected and qualified.

All officers shall be eligible for re-election.

**Section 2.** In the event of a vacancy in the office of the President, the Vice-President shall succeed to the office of the President for the remainder of the President's term. Vacancies in any office other than the Presidency shall be filled by the appointment of the Board of Directors to be effective until the next annual meeting of the Conference.

### ***ARTICLE VII - BYLAWS***

**Section 1.** Upon adoption of this Constitution, the Conference shall formulate and adopt Bylaws for government of the business and affairs of the Conference.

**Section 2.** Bylaws may be adopted, amended, altered, or repealed by majority vote of the regular members present at any duly constituted meeting of the Conference or by mail and/or facsimile or electronic mail ballot.

### ***ARTICLE VIII - AMENDMENTS***

This Constitution may be altered or amended at any meeting of the Conference by a vote of two-thirds of the regular members present and who are entitled to vote, provided that Notice thereof,

together with a copy of the proposed amendment or amendments, has been mailed, faxed or submitted by electronic mail by the Secretary/Treasurer to each member at least twenty (20) days prior to such meeting. This Twenty -Day notice may be waived by a three-fourths vote of the membership in any duly called meeting of the Conference or by mail/electronic/electronic mail ballot. Amendments may be proposed by Resolution of the Board of Directors, or by a Petition, duly signed by ten (10) or more members, and filed with the Secretary/Treasurer at least thirty (30) days prior to the first day of the meeting at which the same is to be acted upon.

## ***ARTICLE IX – DISTRIBUTION OF ASSETS ON DISSOLUTION***

**Section 1.** Distribution of Assets: Upon dissolution of the Conference, the assets of the Association shall be applied and distributed as follows:

A. All liabilities and obligations of the Conference shall be paid, satisfied, and discharged, or adequate provisions made therefore.

B. All other assets of the Conference shall be transformed to one or more domestic corporations, societies, or organizations engaged in activities, pursuant to a plan of distribution of assets adopted by the Board of Directors, as provided by law.

**Section 2.** In no event shall the assets of the Conference be distributed to any Board and/or individual member upon dissolution of the Conference.