

LSAE Bylaws

As revised by membership January 29, 2015.

ARTICLE I

Section 1. The name of this organization shall be LOUISIANA SOCIETY OF ASSOCIATION EXECUTIVES (Hereinafter referred to as “LSAE”), a non-profit corporation incorporated in the State of Louisiana.

Section 2. Offices of LSAE shall be located in the State of Louisiana.

ARTICLE II – PURPOSE:

The purpose of LSAE is to provide and promote programs and services for members which enhance their ability to successfully manage associations with competence and integrity; to create an environment which facilitates fellowship and exchange of information; and to enhance public understanding of the role of the professional association executive.

ARTICLE III – MEMBERSHIP

Section 1. QUALIFICATION: Membership in LSAE shall be composed of executive staff engaged in the management of trade, professional, technical, educational, scientific, philanthropic, or similar types of associations or organizations, and firms, corporations, or individuals engaged in providing products, services or facilities to such organizations. Individuals who have retired from these occupations may also be eligible for membership subject to the stipulations of Article III, Section 4.

Section 2. REGULAR MEMBERSHIP: Regular membership of LSAE shall be available to staff engaged in the management of trade, professional, technical, educational, scientific, philanthropic, or similar types of associations or organizations. Individuals employed by association management firms to manage multiple associations listed above are also eligible for membership.

Section 3. ASSOCIATE MEMBERSHIP: Associate Membership shall be available to any firm, corporation, organization, or individual engaged in providing products, services, or facilities to members of LSAE. This shall include Convention Visitors Bureau “CVB” and substantially similar organizations.

Section 4. RETIRED MEMBERSHIP: Retired Membership shall be available to persons who have been a regular member or an associate member for at least ten (10) consecutive years and have retired from all activities delineated in Article III, Section I. Retired members must remain retired from any full-time (thirty plus hours per week on average) employment activities that would otherwise qualify them for regular or associate membership. Retired members may not hold elective office.

Section 5. APPLICATION FOR MEMBERSHIP: All applicants for membership must submit to LSAE a completed and signed application, along with the appropriate dues.

Section 6. ADMISSION OF MEMBERS: Subject to review by the Board of Directors, any applicant qualified for admission as set forth in either Article III, Section 2 or 3 shall be admitted upon submission of a completed and signed application and payment of appropriate dues.

Section 7. INVOLUNTARY TERMINATION OF MEMBERSHIP: In addition to cancellation of membership for nonpayment of dues pursuant to Article IV, Section 2, a member of any classification may have his/her membership

1. His/her employment status changes such that he/she no longer meets the qualifications for membership delineated in Sections 1 through 4 of Article III, or
2. That person's business, function, or operation, or that of the association which employs said person, is, or becomes, inconsistent with or contrary to the purposes of these Bylaws, or
3. There is a finding at a hearing of the Board of Directors of justifiable cause. For the purposes of this Section, justifiable cause may include, but not be limited to, the commission of acts of moral turpitude, malfeasance/misuse of society assets, conviction of a felony, wanton disregard for the right of other members, and deliberate violation of the policies of the society or these Bylaws. The process for terminating membership under the provisions of this Section shall be as follows:
 - a. Should any member of the Board of Directors receive credible information of a member no longer meeting membership qualifications (including employer qualifications) or having committed an act (or acts) constituting justifiable cause for termination, he/she shall report same to the President of LSAE. (Should the president be the subject of the information received, the report should be made to another officer.) The President (or other officer) should then appoint a committee comprised of one to three board members to investigate.
 - b. Should the committee confirm the credibility of the information, a hearing before the full Board shall be scheduled and the member notified in writing at least 45 days prior of the reason for the hearing. The notice shall also advise the member of his/her right to present documentary evidence and call witnesses in his/her defense at the hearing.
 - c. A 2/3 majority vote of the Board members present and voting shall be required to terminate membership. If membership is terminated, the terminated member may appeal the Board's decision and request a hearing at the annual business meeting of the general membership, provided written notice of intent to appeal is received by the Secretary of LSAE at least fourteen (14) days prior to the meeting. The decision of a majority of those members present and voting at said annual business meeting shall be final as to the specific causes alleged

Section 8. REINSTATEMENT: A former member desiring continuous membership may be reinstated upon proof of qualification, and payment of all dues in arrears. If, however, a continuous membership is not desired, the member may be reinstated upon proof of qualification, and payment of the current year's dues. If membership was terminated under the provisions of Section 7 of this Article, then reinstatement shall also require a 2/3 affirmative vote of the Board of Directors.

Section 9. RESIGNATION: Any member may resign by filing a written resignation with the Secretary of LSAE.

ARTICLE IV – DUES

Section 1. DUES: Annual dues for all classes of membership shall be established by the Board of Directors.

Section 2. DELINQUENCY AND CANCELLATION: Annual dues shall be due and payable on December 31 prior to the start of the calendar year for which dues are being paid, and shall be considered delinquent on January 1. Any member of LSAE who shall be delinquent in dues for a period of sixty (60) days shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

Section 3. REFUNDS: No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE V – MEETINGS

Section 1. ANNUAL MEETING: The annual meeting of LSAE shall be held at a time and place to be designated by the Board of Directors. Written notice of the annual meeting, at which official LSAE business is to be conducted, shall be communicated to each member not less than thirty (30) days before the date of the meeting.

Section 2. ADDITIONAL MEETINGS: Additional meetings of the regular membership or the full membership of LSAE may be called by the Executive Committee at any time, or shall be called by the President upon receipt of a written request by twenty-five percent (25%) of the regular members.

Section 3. VOTING: At all meetings of LSAE each member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those members present and voting shall govern.

Section 4. REMOTE VOTING: Proposals to be offered to the members for a remote vote shall first be approved by the Board of Directors. On any remote vote, no less than twenty percent (20%) of all members shall cast ballots to constitute a valid outcome. Remote votes may be conducted by any means approved by the Board of Directors, including but not limited to mail, e-mail and internet-based polling programs, provided that the method of voting in and of itself imposes no greater obstacle to any member's participation in the vote than would an actual meeting.

Section 5. QUORUM: Ten percent (10%) of the membership in good standing shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, then a majority of the members present may adjourn the meeting from time to time as may be necessary.

Section 6. CANCELLATION OF MEETINGS: The Board of Directors may cancel any annual or special meeting for cause. Unless the Board of Directors votes unanimously otherwise, an annual meeting that is cancelled shall be rescheduled at the earliest practical date that affords

reasonable opportunity for a quorum to be present and no more than six months after the original scheduled meeting date.

Section 7. RULES OF ORDER: The meetings and proceedings of LSAE shall be regulated and controlled according to the latest edition of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE VI – OFFICERS

Section 1. OFFICERS: The officers of LSAE shall be a President, a President-elect, a Secretary/Treasurer and an Immediate Past President to be elected by the membership of LSAE and to serve until their successors have been duly elected and assume office.

Section 2. QUALIFICATIONS FOR OFFICE: Any active regular member in good standing shall be eligible for nomination and election to any elective office in LSAE, provided the member shall have served at least one year as a member of the Board of Directors at any time prior to an elective term of office.

Section 3. TERM OF OFFICE. Each elected officer shall take office immediately upon installation at the annual meeting and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Executive Committee.

ARTICLE VII. NOMINATION AND ELECTIONS

Section 1. NOMINATION PROCEDURE: The Nominating Committee, as provided for in Article XI, Section 2, shall at least ninety (90) days prior to the annual meeting nominate one (1) individual for each officer's position and each Director's position which shall be vacant or about to expire, with the provision that the nominee for the office of President shall automatically be the then current President-elect. Any person nominated shall have given prior consent to nomination for election as an officer.

It shall be the duty of the Secretary/Treasurer to notify the LSAE membership, in writing, of the action of the Nominating Committee, accompanied by a statement calling to the attention of the members their right to make additional nominations by petition.

Additional nominations for Directors, President-elect and Secretary/Treasurer shall be by written petition addressed to the Board of Directors, signed by not less than fifteen (15) members in good standing, and delivered to the Secretary/Treasurer within a delay to be fixed by the Board of Directors.

If, after elapse of the delay fixed by the Board of Directors, it is found that only one (1) individual is nominated for any particular office, the Secretary/Treasurer shall notify the Board of Directors of this fact, and the Board of Directors shall declare such person or persons duly elected to the office to which they have been nominated.

Section 2. ELECTIONS PROCEDURE: In the event more than one (1) person is nominated for any office, an election by electronic and/or mail ballot will be held and the Secretary/Treasurer, within a delay to be fixed by the Board of Directors shall cause to be mailed or electronically transmitted to each member entitled to vote, an official ballot. On the ballot shall be printed the names of the candidates for each office, and there shall be no reference to nor

distinction made in setting forth the candidate selected by the Nominating Committee and the candidate nominated by petition. Candidates shall be listed on the ballot in alphabetical order. The date for the return of ballots shall be fixed by the Board of Directors.

Only members in good standing shall have the right to vote. Ballots shall not be valid unless U.S. postmarked or otherwise received not later than a date fixed by the Board of Directors. Ballots subsequently postmarked, or otherwise delivered, shall not be counted.

On the date fixed by the Board of Directors, the ballots shall be counted via a method to be determined by the Executive Committee. Upon completion of the count, the Executive Director shall verify to the Secretary/Treasurer and to each candidate the number of votes received by each candidate for each office. In any office where no candidate received a majority of the votes cast for that office, a second election shall be held on the date to be fixed by the Board of Directors and under the same terms and conditions provided for the first election.

Section 3. VACANCIES: Vacancies in any position to which a member has been elected under this Article may be filled for the remainder of the term by the majority vote of the Board of Directors, provided that any member so selected is in good standing at the time of the vote.

Section 4. REMOVAL: The Board of Directors, at its discretion, by a two-thirds (2/3) vote of all of its members, may remove any officer from office for cause.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall be the chief elected officer of LSAE and serve as Chairman of both the Board of Directors and Executive Committee. Said person shall also serve as a member, Ex Officio, on all Committees except the Nominating Committee. Said person shall make all required appointments of standing and special committees as in said person's judgment are necessary to carry on the purposes and functions of LSAE.

At the annual meeting of LSAE, and at such other times as shall be deemed proper, the President shall communicate to the members such matters and make such suggestions as may in said person's opinion tend to promote the welfare of and increase the usefulness of LSAE. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. PRESIDENT-ELECT: The President-elect shall be responsible for such duties as are individually assigned to said person by the President with the approval of the Board of Directors. The President-elect shall perform the duties of the President in the event of said person's inability to serve.

Section 3. SECRETARY/TREASURER: The Secretary/Treasurer shall be in charge of LSAE's funds and records. The Secretary/Treasurer shall have established proper accounting procedures for the handling of LSAE's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors. The Secretary/Treasurer shall report on the financial condition of LSAE at all meetings of the Board of Directors and at other times when called upon by the President. At the expense of LSAE and with the approval of the Board of Directors, he/she shall obtain a bond or ensure equivalent security against loss due to acts of infidelity or dishonesty in the execution of his/her duties in an amount determined by the Board of Directors. He/she shall also preside over meetings of the Board in the absence of both the President and President-elect.

ARTICLE IX– BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY: The governing body of LSAE shall be the Board of Directors. The Board of Directors has supervision, control, and direction of the affairs of LSAE, its Committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors shall have the power to employ or contract for the services of an Executive Director, whose responsibilities, compensation, and term of office shall be under the direction of the Board. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. COMPOSITION: The Board of Directors shall consist of twelve (12) voting members: the Executive Committee, six (6) Regular members and two (2) Associate members elected as Directors; and one (1) non-voting member – the Executive Director.

Section 3. TERM OF OFFICE AND MANNER OF ELECTION: The Executive Committee, composed of the President, President-elect, Secretary/Treasurer, and Immediate Past President, is elected for a one-year term. The Directors shall be elected for two-year terms and shall be installed at the annual meeting. Four (4) Directors shall be elected in even-numbered years and four (4) shall be elected in odd-numbered years. No Director who has served two (2) full two-year consecutive terms shall be eligible for re-election, unless serving as an officer, until one (1) year has intervened from the date of that person’s retirement from the Board. Each Director shall hold office until expiration of the term for which he or she was elected or until a successor has been elected and qualified.

The Immediate Past President shall remain on the Board for one (1) year following the election of the new President.

Section 4. NOMINATIONS: The Nominating Committee, acting in accordance with Article VII, Section 1 and Article XI, Section 2, shall present one (1) nominee for each seat on the Board which is vacant or about to expire. Any person so nominated shall have given prior consent to nomination and election as a director.

It shall be the duty of the Secretary/Treasurer to notify LSAE membership, in writing, of the action of the Nominating Committee, accompanied by a statement calling to the attention of the members their right to make additional nominations by petition. Additional nominations for Directors shall be by written petition addressed to the Board of Directors, signed by not less than fifteen (15) members in good standing, and delivered to the Secretary/Treasurer within a delay to be fixed by the Board of Directors.

If, after elapse of the delay fixed by the Board of Directors it is found that no individuals have been nominated by petition, the Secretary/Treasurer shall notify the Board of Directors of this fact, and the Board of Directors shall declare the original nominees duly elected to the positions to which they have been nominated.

In the event additional nominations are received by petition, an election by electronic and/or mail ballot shall be had and the secretary/treasurer, within a delay to be fixed by the Board of Directors, shall cause to be mailed or electronically transmitted to each member entitled to vote, an official ballot. On the ballot shall be printed the names of the candidates for the director positions, and there shall be no reference to nor distinction made in setting forth the candidate(s)

selected by the Nominating Committee and the candidate(s) nominated by petition. Candidates shall be listed on the ballot in alphabetical order. The date for the return of ballots shall be fixed by the Board of Directors.

Only members in good standing shall have the right to vote. Ballots shall not be valid unless U.S. postmarked or otherwise received not later than a date fixed by the Board of Directors. Ballots subsequently postmarked, or otherwise delivered, shall not be counted.

On the date fixed by the Board of Directors, the ballots shall be counted via a method to be determined by the Executive Committee. Upon completion of the count, the Executive Director shall verify to the Secretary/Treasurer and to each candidate the number of votes received by each candidate for each position. In any election where no candidate received a majority of the votes cast for that position, a second election shall be held on the date to be fixed by the Board of Directors and under the same terms and conditions provided for the first election.

Section 5. QUORUM: At all meetings of the Board, seven (7) members shall constitute a quorum.

Section 6. MEETINGS OF THE BOARD: Meetings of the Board of Directors shall be held no less than twice during each administrative year at such time and place as the President may prescribe. Special meetings of the Board may be called at any time by the President or any five (5) members of the Board. Notices of meetings called by other than the President shall contain a statement of the purpose(s) of such meetings and the business shall be confined to such items, except upon approval by a majority of the Board.

Section 7. VOTING: Voting rights of a director shall not be delegated to another nor exercised by proxy.

Section 8. REMOTE VOTING: Remote votes may be conducted by any means approved by the Board of Directors, including but not limited to mail, e-mail and internet-based polling programs, provided that the method of voting in and of itself imposes no greater obstacle to any board member's participation in the vote than would an actual meeting.

Section 9. REMOVAL: The Board of Directors, at its discretion, by a two-thirds (2/3) vote of all of its members may remove any director from office for justifiable cause.

Section 10. COMPENSATION: Directors and elected Officers shall not receive any compensation for their services, other than reimbursement of direct expenses incurred on behalf of LSAE.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. AUTHORITY AND RESPONSIBILITY: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved for the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board at the next Board meeting.

Section 2. THE EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, President-elect, Secretary/Treasurer, and the Immediate Past President.

Section 3. QUORUM CALL OF MEETINGS: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of LSAE may require.

ARTICLE XI – STANDING AND SPECIAL COMMITTEES

Section 1. COMMITTEES: The President shall appoint the persons and members of necessary Committees.

Section 2. NOMINATING COMMITTEE FOR OFFICERS AND DIRECTORS: The President shall appoint a Nominating Committee comprised of the Immediate Past President, acting as chair, and two (2) regular members.

ARTICLE XII – FINANCE

Section 1. FISCAL PERIOD: The fiscal year of LSAE shall begin January 1 and end December 31.

Section 2. BUDGET: The Board shall adopt an annual operating budget covering all activities of LSAE.

ARTICLE XIII – AMENDMENTS

Section 1. AMENDMENTS: These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present at any duly called meeting of LSAE, provided notice of such proposed changes has been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds (2/3) electronic vote of the members voting by a thirty-day mail or remote ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of twenty-five percent (25%) of the Regular members, addressed by the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendations.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS

Section 1. INDEMNIFICATION: Each present and future director and elective officer, whether or not then in office, shall be indemnified by LSAE against expenses actually and necessarily incurred by or imposed upon said person (including, but without being limited to, judgments, costs, and counsel fees) in connection with the defense of the action, suit, or proceeding in which said person is made a party by reason of being or having been a Director or elected officer of LSAE, except in relation to matters as to which said person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty for LSAE. Such indemnification shall not be deemed exclusive to other rights to which said director or officer may be entitled under any other Bylaws, agreement, a vote of the members, or as a matter of law, or otherwise.

ARTICLE XV – DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 1. DISTRIBUTION OF ASSETS: Upon dissolution of LSAE, the assets of LSAE shall be applied and distributed as follows:

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

All other assets of LSAE 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. PROHIBITION: In no event shall the assets of LSAE be distributed to any Board and/or individual member upon dissolution of LSAE.

Current as of January 29, 2015