



## LOUISIANA WATERFOWL ALLIANCE, INC.

### BY-LAWS

#### Article I - Name and Domicile

The name of this organization shall be the Louisiana Waterfowl Alliance, Inc. (LWA). LWA is organized as a non-profit corporation under the laws of the State of Louisiana. Its domicile shall be 110 Veterans Blvd., Ste. 525; Metairie, LA 70005

#### Article II – Purposes

The Louisiana Waterfowl Alliance is formed for the following purposes:

- to insure the continuation of Louisiana's rich waterfowl and waterfowl hunting heritage; - to support the protection, expansion and enhancement of waterfowl production and wintering habitat in Louisiana; to maintain and improve waterfowl hunting opportunities and the quality of the waterfowl hunting experience;
- to encourage and support research that will improve the knowledge and techniques upon which waterfowl management is based;
- to educate and advocate on behalf of the waterfowl resource and waterfowl hunters;
- to foster the experiential education of youngsters in waterfowl conservation;
- to serve as a forum and provide the venue for fellowship and information sharing among Louisiana waterfowlers and all who are devoted to conserving, restoring and enhancing the waterfowl resource;
- to promote the highest standards of safe and ethical behavior while afield.

#### Article III – Membership

A. Any individual with an interest in waterfowl conservation, subscribes to the purposes of the LWA and complies with the provisions of this Constitution and By-laws shall be eligible for membership.

B. Categories of membership may include but not be limited to: Regular, Sponsor, Senior and Youth. Senior membership will be available to retired members 65 years of age and older. Youth membership will be available to persons 16 years of age and younger. Youth members will not be eligible to hold office or vote on matters that come before the general membership.

C. Application for membership shall be in writing on forms provided by the LWA. Such application shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation, these By-laws and all rules and regulations of the LWA.

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D. Any membership may be terminated by the Board of Directors.

E. LWA may establish regional membership subunits for the purposes of promoting membership recruitment, involvement and implementing programs on a local and regional level.

#### Article IV – Dues

Each Regular member of the LWA shall pay into the treasury of the association annual dues in the amount of \$20. Sponsor members shall pay \$100 annually into the LWA treasury, Senior Members shall pay \$10 annually into the LWA treasury. There shall be no dues fee for Junior members, however, each Junior member must be nominated by an adult association member. Dues will be payable upon first joining the LWA or prior to March 1 for renewing members. All memberships will expire on January 31st. After a 60-day grace period, members not in good standing shall be dropped from the rolls with all privileges voided. Reinstatement can be accomplished by payment of the current year's dues. For new members, dues paid after June 30<sup>th</sup> will apply to the remainder of the year and the entire following year. The LWA Board of Directors may establish additional membership categories and dues rates.

#### Article V – Management

A. The management of the LWA shall be vested in a Board of Directors (Board) composed of the officers, as hereinafter stated (ex-officio), together with up to 12, but no less than 6 additional members in good standing. Of the directors selected, one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of southwest Louisiana, one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of south central Louisiana, one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of southeast Louisiana, one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of central Louisiana, one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of northeast Louisiana and one shall be domiciled, or hunt waterfowl primarily in and represent the geographic area of northwest Louisiana.

B. The Board of Directors shall be the interim administrative body of the LWA between meetings of the general membership and shall be empowered to transact all business and manage all property and funds as well as supervise all activities of the organization between general membership meetings.

C. Directors shall serve without compensation but may be reimbursed expenses authorized by the Board as reasonable and necessary for the purpose of the LWA.

D. The Board of Directors shall have general control over all officers and committees and management of all affairs and funds. Neither the Board of Directors nor any officer shall have the right or power to approve expenditures in the name of the LWA in an amount greater than the balance of available funds in the treasury.

E. Fifty percent plus one (50%+1) of the current membership of the Board of Directors shall constitute a quorum for the transaction of business. Directors may vote on specific agenda items by written proxy if not able to be personally present at a Board meeting.

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F. If any member of the Board of Directors shall be absent from as many as three consecutive duly called meetings of the Board, his/her delinquency shall be grounds for dismissal pending approval of the general membership. A special election may be called to replace such delinquent director.

G. The term of a director shall be two (2) years, without limitation as to number of terms that can be served, consecutively or otherwise. At the initial election of directors, one-half of the directors will be elected for a one-year term and one-half of the directors will be elected for a two-year term. Thereafter, elections shall be held for one-half of the director seats each year.

H. The Board of Directors of the LWA shall meet semi-annually. Additional meetings may be held on call of the LWA President or a majority of the LWA Board of Directors upon giving all LWA Directors a 30-day written notice of the time, date, place and purpose of the meeting.

I. The Board of Directors, at any regular board meeting, may elect honorary non-voting directors who shall serve at the pleasure of the Board.

J. The Board of Directors may appoint LWA members in good standing to fill vacancies on the Board that occur due to resignations, death or removal, for the remainder of the term for that Board seat, subject to approval of the general membership.

K. Any official action of the Board may be taken without a meeting if a description of the specific action proposed and consent to such action is provided in writing. Such action via electronic communication such as email, or by teleconference is authorized. All such action must be ratified, after the fact at the next scheduled meeting of the Board of Directors.

L. In any and all cases where subjects are not addressed in this Constitution and By-laws the Board of Directors is empowered to act provided that action is not contrary to the mandates of the general membership.

#### Article VI – Officers

A. The officers of the LWA shall be a President, Vice-President, Secretary and Treasurer, all of whom shall serve without compensation.

B. Officers shall be elected by and from among the members of the Board of Directors at the first regularly scheduled meeting of the year.

C. The term of each officer shall be for one year. The President is limited to 4 consecutive terms of service.

D. The President shall preside at all meetings of the LWA and its Board of Directors. S/he shall conduct all affairs in accordance with this Constitution and By-laws. The President shall prepare an agenda for each meeting, call meetings to order on time, limit discussions to pertinent topics and follow accepted rules of parliamentary procedure. The President shall appoint all committees and serve on them ex-officio. S/he shall purchase or authorize purchase of any and all supplies necessary for use of the organization. Upon leaving office, the President shall turn over to the new officers all records, funds and properties of the organization.

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D. The Vice-President shall preside over all meetings in the absence of the President and shall particularly be charged with developing the membership strength of the LWA. S/he shall be responsible for maximizing attendance at regular meetings.

E. The Secretary shall keep accurate, permanent records including minutes of board and general meetings, and files of correspondence and the membership roll with correct mailing addresses, telephone numbers and email addresses. The Secretary shall be prepared at any meeting to deliver a report on the condition of membership and report on actions of previous meetings.

F. The Treasurer shall keep the accounts, collect the dues, make payments authorized by the President or Board of Directors and have custody of all funds and securities belonging to the LWA. S/he shall keep a list of paid-up members and cooperate with the secretary in keeping the official membership roll current and accurate. S/he shall receive and deposit all monies in a bank or savings institution recommended by the Board of Directors and safekeep the LWA's check book. Checks shall be signed by the Treasurer or Secretary. The Treasurer shall give a financial report at each meeting.

#### Article VII – Committees

A. The Board of Directors may authorize an Executive Committee comprised of the officers and not more than three (3) or less than one (1) additional Board member elected to one-year terms by the Board to manage the business of the LWA in the interim between regular meetings of the Board of Directors. The LWA President shall serve as chairman of the Executive Committee and the LWA Vice-Chairman shall serve as chair in the absence of the President. A quorum of the Executive Committee shall be fifty percent plus one (50%+1) of the current members of the committee. Executive Committee shall have the same powers as the Board of Directors, but shall be limited to action on emergency and other matters that cannot wait until the next regularly scheduled meeting of the Board. All action taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors.

B. The LWA Board of Directors may establish standing and ad hoc committees as it deems prudent. Such standing committees may include but are not limited to: Finance; Nominating; and Planning & Development. Chairpersons of standing committees shall be members in good standing of the Board of Directors. Chairpersons of ad hoc committees shall be LWA members in good standing but need not be members of the Board of Directors.

#### Article VIII - Annual Membership Meeting

The general membership of the LWA shall meet at least once a year at a date, time and place determined by the Board of Directors for the purposes of electing directors and conducting any other LWA business. The attendance of ten percent (10%) of the members in good standing shall constitute a quorum for the transaction of any business at the annual meeting of the general membership.

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Article IX - Louisiana Wildlife Federation Director(s) and Convention Delegate(s)

It is the intent of the LWA to be affiliated with the Louisiana Wildlife Federation (LWF) and thus to be represented on the LWF Board of Directors and at the LWF annual convention. As such, the LWA Board of Directors will elect from among its members a representative to the LWF Board of Directors and one or more delegates to represent LWA at the LWF annual convention.

Article X – Elections

A. Officers shall be elected annually by and from among the members of the Board of Directors at the first regularly scheduled meeting of the year

B. Elections of board members shall be held at the annual meeting of the general membership. At least 30 days prior to the annual meeting, the President shall appoint a nominating committee of three directors, which committee shall have the duty of placing in nomination the names of those candidates for each of the directorships subject to election. Additional nominations may be made from the floor during the election meeting by members in good standing. The candidates for each directorship receiving a simple majority of the votes cast shall be declared elected. All officers and directors shall hold office until resigned, removed or replaced.

C. Any officer or director shall be dischargeable, for cause; provided that s/he first is given an opportunity in open hearing to defend him/herself and provided that s/he is given at least 14 days advance notice of the date of the hearing. A two-thirds super majority vote of the membership of the LWA shall be required to discharge any officer or director.

Article XI – Amendments/Suspension

The provisions of this Constitution and By-laws may be amended or suspended at any meeting of the LWA by a two-thirds majority of the eligible members present; provided that a written notice is given to each member in good standing at least 30 days prior to the meeting at which the proposed amendment will be decided.

Article XII - Rules of Order

Roberts Rules of Order shall govern all meetings of the LWA including committee, board and general membership meetings.

XIII – Indemnification

Accept to the extent prohibited by then applicable law, or in cases of gross negligence or criminal acts, the LWA shall indemnify and hold harmless each officer and director, his or her heirs, executors and administrators from and against all costs, expenses and liabilities including settlements approved by the Board of Directors reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof prior to final adjudication to which he or she is or may be a party by reason of his or her being or having been a member of the Board of Directors or Officer of the LWA.

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Article XIV - First Officers and Directors

The first officers and directors of the LWA are: Noel F. Pilie', Chairman; David W. Boudreaux, Vice-Chairman; John Serigny, Secretary; Sean Pilie', Treasurer and Directors Randy P. Lanctot, Clinton Jeske, Dwight Hardee, Michael D. Lowrie, Louis D. "Beau" Barbe, Brian King, Philip Siragusa, Mike Bengé who shall serve until elections are held in accordance with these By-Laws at the first annual meeting of the general membership. Directors in absentia and not for the purposes of a quorum are: Lloyd F. Abadie, Arthur R. Brazda, Robert H. Helm, and Richard "Dickie" Broussard.

*Amendments*

*Amended 16 August 2014 to clarify membership year, expand eligibility requirement for regional directors, authorize filling of vacant Board seats by the Board of Directors and the use of teleconferencing and email by the Board to make decisions between regular Board meetings, authorize the Board to elect officers, increase the number of consecutive years of service to 4 years for the president and vice-president, and provide for the suspension of the By-laws.*