

**BY-LAWS OF LOUISIANA ASSOCIATION FOR PUBLIC, COMMUNITY AND
ADULT EDUCATION (LAPCAE)**

ARTICLE I – NAME AND PURPOSE

Section 1- Name: The name of the corporation is the **Louisiana Association for Public, Community and Adult Education**, a nonprofit corporation operating and existing pursuant to the laws of the State of Louisiana. It will utilize the acronym **LAPCAE**.

Section 2 – Purpose: The purpose of LAPCAE is to provide leadership in the advancement of all forms of adult, technical, and community education by unifying the profession, developing human resources, providing professional development opportunities, encouraging research in the field of adult education, communicating relevant news with members and the public, providing scholarships to adult learners, and recognizing top state educators.

Section 3 – Limitations: The Corporation is not organized and will not be operated for profit. No part of its net earnings will inure to the benefit of any officer, Director or any other individual, except that the Corporation is authorized, as provided in the Articles of Incorporation, to pay reasonable compensation for services rendered to further the purpose of the Corporation.

ARTICLE II - MEMBERSHIP

Section 1 - Members: Membership will consist of the Board of Directors and all members.

Section 2 - Membership Annual Meetings: One meeting of the general membership, where all members are invited to attend, must be held each year; this is referred to as the Annual Meeting. The Annual Meeting of the Corporation will be held at such a time as is practical and determined by the Board at the first meeting, post-elections. The Annual Meeting must be announced to the General Membership at least three (3) months in advance.

Section 3 - Membership Voting: General Members, who are in good standing with LAPCAE, will be: entitled to one vote on each matter submitted for General Membership voting, eligible to hold office, and eligible for all rights and privileges as determined by the Board of Directors.

Officers and Regional Representatives will be: entitled to one vote on each matter submitted for voting at both regular and special Board Meetings.

Ex-Officio Members will not be entitled to voting privileges. Ex-Officio Members will serve in an advisory role.

ARTICLE III: BOARD OF DIRECTORS

Section 1 - Classes: There is one class of Directors.

Section 2 - General Powers and Duties: The Board of Directors will serve as the governing body of LAPCAE. The Board has general charge of the affairs, property, and assets of the Corporation, and is responsible for carrying out the mission and purpose of the Corporation.

Section 3 - Number: The voting numbers of the Board will be composed of no less than three (3) persons and no more than twenty (20). The Board will consist of Officers and Regional Representatives as voting members, and Ex-Officio Members as advisory members. The specific number of Regional Representatives and Ex-Officio Members will be determined as needed by the Board. Ex-Officio Members will be appointed by the President and approved by a majority vote of the board.

Section 4 - Election and Term of Office: Aside from the President & President-elect, all Board members will serve two-year terms. The President-elect will automatically become President upon the two-year term completing, thus really granting a four year term with the inclusion of two years as President. No board member can serve beyond a maximum total of eight consecutive years.

Section 5 - Board Meetings: Regular Board meetings will be held at least four (4) times each year at a time and place determined by the Board within the State of Louisiana.

Section 6 - Special Meetings: Special meetings of the Board will be called upon the request of the President or one-third of the Board. Business transacted at special meetings will be confined to the purposes stated in the notice of the meeting.

Section 7 - Notice of Meetings: Notice of each regular or special meeting of the Board will be in writing and signed by the President or the Secretary. A copy thereof will be furnished to each Director not less than ten days before the meeting, and, if mailed, it will be directed to the Director's residence or usual place of business.

Section 8 - Quorum: A quorum must be attained by at least fifty-one percent of Board members for business transactions to take place and motions to pass.

Section 9 – Telephone and Electronic Participation: Directors may participate in Board of Directors meetings and vote on matters discussed therein, by means of a conferencing telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Written letters and printed copies of email correspondence will constitute participation by a Director, and will be valid for proxy authority to vote on an issue under discussion in a meeting of the Board of Directors. Participation by such means will constitute in-person presence of the

Board member at the meeting.

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Section 10 - Organization: At each meeting of the Board, the President or, in their absence, the President-Elect will act as chairman. The Secretary of the Board will act as secretary of such meeting, and in their absence the chairman will appoint some other person to act as secretary of the meeting.

Section 11 – Resignations: Any Director may resign at any time by giving written notice to the President or, if the resigning Director is the President, to the President-Elect. Such resignation will be noted in the minutes of the Board meeting occurring after the resignation and will take effect.

Section 12 - Removal: Any Director may be removed, either with or without cause, at any time, by the affirmative vote of at least two-thirds of the Directors, at any meeting of the Board. Unexcused absence from three consecutive regular meetings of the Board will constitute cause for removal of any Director.

Section 13 – Vacancies: When a vacancy on the Board exists mid-term, the President will send out an announcement with instructions and the Secretary will receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations will be sent out to Board members with the regular Board meeting announcements, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

ARTICLE IV: OFFICERS

Section 1 - Officers: There will be five Officers of the Board, consisting of a President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2 - Election and Term of Office: The Officers will be sworn-in, for a term commencing on election, by the Corporation's Directors at a Generalecting. Officers will hold office for a term of two (2) years until resignation, removal, completion of term, or as amended and approved by a majority vote of the board.

Section 3 - Authority and Duties of Officers: The Officers will have the authority and responsibility delegated by the Board and as stated in these Bylaws. The Officers will have the following duties:

The *President* will have general supervision of the business of the Board. This will consist of but not be limited to: developing the agenda for and presiding at Board Meetings; establishing committee proposals and appointing chairperson and committee members; having the authority to execute documents and obligations of the corporation after approval by the Board; and be an ex-officio Member of all committees.

The *President-Elect* will perform the duties of the President if the President is unable to do so or

is absent; and, at the request of the President, assist in the performance of the duties of the President.

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The *Vice-President* will be responsible for maintaining and reviewing the accuracy of membership records, as well as coordinating the efforts of Regional Representatives in both membership recruitment efforts & regional interactions and meetings with membership.

The *Secretary* will be responsible for keeping, updating, and publishing records of Board actions and policies, including overseeing the documentation of minutes at all Board meetings, monitoring all web presence and social media accounts, and assisting with any public relations/press-related board tasks.

The *Treasurer* will ensure that the financial accounting and financial reporting of the Corporation are accurate and completed in a timely manner. The Treasurer will maintain and file all necessary documents to remain in good standing with the State of Louisiana and the IRS. The Treasurer will provide a report of the financial accounting of the Corporation at Board meetings to be recorded in the meeting minutes.

Section 4 - Removal: An Officer may be removed with or without cause as determined by a two-thirds vote of the Board Members present at any meeting at which there is a quorum.

Section 5 - Resignation: An Officer may resign only by submitting a written resignation to the President or, if the resigning Officer is the President, to the President-Elect. All resignations will be noted in the minutes of the first Board Meeting occurring after the resignation.

Section 6 - Vacancies: Any vacancy occurring in any office will be filled by the Board and any Officer elected will fulfill the term of their successor.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The President will formulate and present a plan for committees upon the beginning of their term. The Board may then vote to approve or alter these committees and grant such powers as it deems wise for the committees to have. The President will appoint persons to chair and serve on the committees, including persons who are not Directors or Members of the Corporation. Committees will report, at minimum, to the Board of Directors four times a year during the four mandatory in-person meetings..

ARTICLE VI – CONFLICT OF INTEREST

Section 1 – Conflict of Interest Policy: A conflict of interest policy will be adopted by the Board of Directors of the Corporation at such time and place as the Board deems appropriate.

ARTICLE VII – INDEMNIFICATION

Section 1 – Indemnification: The Corporation shall indemnify any present or former volunteer of the Association including Directors, Officers, Members, Employees, and Agents to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to their conduct as a Director, Officer, Member, Employee, or Agent of the Corporation, except that the mandatory indemnification required by this sentence shall not apply (a) to a breach of the duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; and (c) for a transaction from which such person derived an improper personal benefit.

ARTICLE VIII – FISCAL YEAR

Section 1 – Fiscal year: The fiscal year of the Corporation will be from July 1st to June 30th.

ARTICLE IX – AMENDMENTS

Session 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors when there is a quorum. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE X – NONDISCRIMINATION

Session 1 – Nondiscrimination: The organizations, officers, directors, employees, and persons served by this Corporation will be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

CERTIFICATION

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Board of Directors this ____ day of _____, _____.

Secretary Date

