

LOUISIANA COMMUNITY & TECHNICAL COLLEGE SYSTEM

Changing Lives,
Creating Futures

Monty Sullivan
System President

Officers:
Timothy W. Hardy
Chair

Stephen Toups
First Vice Chair

Helen Bridges Carter
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Erika McConduit
Willie L. Mount
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Joe Potts
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Mark D. Spears, Jr.
Craig Spohn
Vincent St. Blanc, III

Student Members:
Zachary Hitt
Darell Richardson

Louisiana
Community
& Technical
College System

265 South Foster Drive
Baton Rouge, LA 70806

Phone: 225-922-2800
Fax: 225-922-1185

www.lctcs.edu

TO: Dr. Monty Sullivan
LCTCS President

THROUGH: Joe Marin
Chief Operations Officer

FROM: David Helveston
Chief External Affairs Officer

DATE: October 17, 2017

SUBJECT: Approval of the Establishment of the Cavalier Athletic Association, a
Non-profit Foundation Benefitting Bossier Parish Community College

FOR BOARD ACTION

Recommendation: Staff recommends that the Board approve the establishment of the
Cavalier Athletic Association to support amateur sports competition at Bossier Parish
Community College. Staff further recommends that the Board receive and approve the
Cavalier Athletic Association's Articles of Incorporation and Bylaws.

Background: The Cavalier Athletic Association was created as a 501(c)(3) non-profit
organization to support Bossier Parish Community College, specifically its amateur
athletic programs. In recognition of the importance of foundations to the System, the
Board of Supervisors established Policy #5.017, regarding the approval, operations, and
administration of foundations, which requires the Board's approval of the establishment
of college foundations and requires the Board's receipt of certain associated documents.

History of Prior Actions: There is a history of approving non-profit foundations to
support LCTCS colleges.

Fiscal Impact: On behalf of the college, the foundation will solicit gifts and donations
to support the mission of the college and its athletic programs.

Benefits to System: The Cavalier Athletic Association will help Bossier Parish
Community College to raise private funds to ensure the self-sustainability of its athletic
programs and take steps towards reaching the asset goal laid out by Our Louisiana 2020.

Signature of Monty Sullivan
Approved for Recommendation to the Board
Dr. Monty Sullivan

Date

Tom Schedler  
SECRETARY OF STATE

State of Louisiana  
Secretary of State

COMMERCIAL DIVISION  
225.925.4704

01/04/2017



Administrative Services  
225.932.5317 Fax  
Corporations  
225.932.5314 Fax  
Uniform Commercial Code  
225.932.5318 Fax

WILKINSON, CARMODY & GILLIAM  
ATTN: BOBBY S. GILLIAM  
400 TRAVIS ST., STE. 1700  
SHREVEPORT, LA 71101

DEAR MR. GILLIAM:

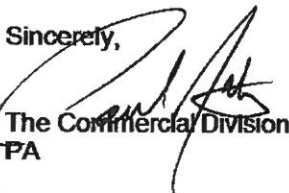
CAVALIER ATHLETIC ASSOCIATION

It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files.

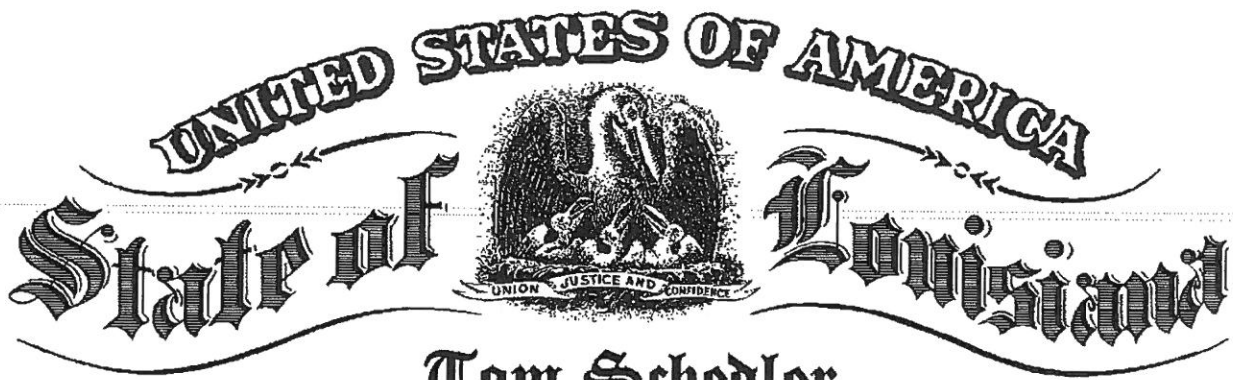
Payment of the filing fee is acknowledged by this letter.

Online filing options are available if changes are necessary to your registration or you need to file an annual report. Please visit our website at [GeauxBiz.com](http://GeauxBiz.com) for your future business needs.

Sincerely,



The Commercial Division  
PA



**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

a copy of the Articles of Incorporation of

**CAVALIER ATHLETIC ASSOCIATION**

Domiciled at SHREVEPORT, LOUISIANA,

Was filed and recorded in this Office on January 3, 2017,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 4, 2017

*Secretary of State*

PA 42503239N



Certificate ID: 10781708#T9R93

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.  
[www.sos.la.gov](http://www.sos.la.gov)



**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*  
the attached document(s) of

**CAVALIER ATHLETIC ASSOCIATION**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
Original Filing 01/03/2017 7 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 4, 2017

*Secretary of State*

PA 42503239N



Certificate ID: 10781709#3CS93

To validate this certificate, visit the following web site, go to **Business Services**, Search for **Louisiana Business Filings**, Validate a **Certificate**, then follow the instructions displayed.  
[www.sos.la.gov](http://www.sos.la.gov)

**ARTICLES OF IN CORPORATION  
OF  
CAVALIER ATHLETIC ASSOCIATION**

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STATE OF LOUISIANA

PARISH OF CADDO

BEFORE ME, the undersigned authority, a Notary Public in and for the Parish of Caddo, State of Louisiana, duly commissioned and qualified, and in the presence of the undersigned competent witnesses, personally came and appeared:

Bobby S. Gilliam, a person of the full age of majority whose permanent mailing address is 400 Travis Street, Suite 1700, Shreveport, Louisiana 71101,

who declared unto me, Notary, that, availing himself of the provisions of Chapter 2 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, Sections 12:201 et seq. (the Louisiana Nonprofit Corporation Law), he hereby does organize himself, his successors and assigns, into a nonprofit Association pursuant to said statutes under, and in accordance with, the following Articles of Incorporation, to wit:

**ARTICLE I**

Name

The name of the Association Cavalier Athletic Association (the "Association").

**ARTICLE II**

Duration

The period of duration of the Corporation is perpetual, unless sooner dissolved in accordance with law.

### ARTICLE III

#### Purposes

A. The Corporation is organized exclusively for charitable purposes to foster amateur sports competition including, for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal income tax code (the "Code"). In particular, the Corporation shall serve the purpose of supporting, promoting and fostering amateur sports competition for individuals in the state of Louisiana. This shall be done by providing financial support for Bossier Parish Community College amateur sports teams. The Corporation may receive, maintain and accept, as assets of the Corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise, grant, subsidy or purchase from any person, firm, trust, Corporation, public or private entity, to be held, administered, and disposed of exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, and in accordance with and pursuant to the provisions of these Articles of Incorporation. No gift, bequest, devise, grant, subsidy or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Code. The Corporation is intended to have the status of a Corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code, that is other than a private foundation by reason of being described in Section 509(a) of the Code. At no time shall the Corporation be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Code).

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by (a) an Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) an organization contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

E. Upon the dissolution of the Corporation, after the payment of all of the lawful debts and liabilities of the Corporation, all remaining assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, particularly those organizations having similar aims and objects as the Corporation which may be selected as an appropriate recipient of such assets, or shall be distributed to the federal government, or to a state or local government, or governmental unit, for a public purpose. Any such assets not disposed of shall be disposed of by the Twenty-Sixth Judicial District Court for the Parish of Bossier, State of Louisiana, exclusively for such purposes, to such Corporation or Corporations, as the court in its sole discretion shall determine, which are organized and operated exclusively for such purposes. On dissolution or final liquidation, no part of the assets of the Corporation shall be distributed to, shared by, or used for the benefit of, any officer, trustee, director, member or employee of the Corporation, or by any other private individual.

#### ARTICLE IV

##### Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 400 Travis Street, Suite 1700, Shreveport, Louisiana 71101, and the name of its initial registered agent at such address is Bobby S. Gilliam of Wilkinson, Carmody and Gilliam.

#### ARTICLE V

##### Board of Directors

Except in the case of death, resignation or removal from office, each initial director named below shall serve until his or her successor is appointed and qualified, unless otherwise provided in the by-laws of the Corporation. Directors other than those constituting the initial Board of Directors shall be elected to serve 3 year terms by the Board of Directors of the Corporation at its annual meeting, or at a special meeting of the Corporation called for that

purpose, except that vacancies occurring on the Board of Directors may be filled by the remaining directors for the unexpired term at a special meeting. The number of directors constituting the Board of Directors of the Corporation shall be not less than three (3) nor more than nine (9) voting members, with an odd number serving each year. The Chancellor, Vice Chancellor of Student Services and the Athletic Director of Bossier Parish Community College shall serve as ex officio members of the Board.

#### ARTICLE VI

##### Incorporator and Director

The name and address of the incorporator *and Director*:

<u>Name</u>	<u>Address</u>
Bobby S. Gilliam	400 Travis Street, Suite 1700 Shreveport, LA 71101

#### ARTICLE VII

##### Basis of Organization

The Corporation is organized on a non-stock basis, with the Board of Directors having the authority to select members. Members shall be only those persons expressing an interest in promoting, supporting and enhancing the fostering of amateur sports competition to individuals in Louisiana. The members of the Board of Directors shall constitute the initial members of the Corporation.

#### ARTICLE VIII

##### Liability; Indemnification



No member, trustee, director, officer, incorporator or member shall be liable or responsible for the contracts or faults of the Corporation, nor shall any mere informality have the effect of rendering the Corporation null or of subjecting or binding the members, directors or officers to any liability. The Corporation shall indemnify the members, directors, officers and/or corporate members for judgments, settlements, penalties, fines, or expenses incurred because he or she was an officer or director except for unauthorized acts.

## **ARTICLE IX**

### **Amendment of Articles**

These Articles of Incorporation may be amended by the vote of not less than two-thirds (2/3rds) of the directors of the Corporation present and voting at any annual or special meeting of the Board of Directors, the notice of which sets forth the proposed amendment(s) or a summary of the changes to be made thereby.

THUS DONE AND PASSED, in multiple originals, in the City of Shreveport, Caddo Parish, Louisiana, each in the presence of the two undersigned competent witnesses and me, Notary Public, on this 30 day of December, 2016.

WITNESSES:

Emily Reiser  
Emily Reiser

Rebekah Williams  
Rebekah Williams

INCORPORATOR:

Bobby S. Gilliam  
BOBBY S. GILLIAM

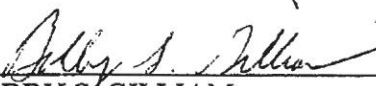
Linda G. Bahm  
Notary Public

Linda G. Bahm, ID # 61135  
Notary Public, Caddo Parish, Louisiana  
My Commission Is for Life

STATE OF LOUISIANA  
PARISH OF CADDO

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

Before me, the undersigned Notary Public in and for the Parish of Caddo, State of Louisiana, in the presence of the undersigned competent witnesses, personally came and appeared Bobby S. Gilliam who, upon being duly sworn, acknowledged that he hereby does accept appointment as the Registered Agent of "Cavalier Athletic Association", which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 2, the Louisiana Nonprofit Corporation Law.

  
BOBBY S. GILLIAM

SWORN TO AND SUBSCRIBED before me, Notary Public, this 30<sup>th</sup> day of December, 2016.

  
NOTARY PUBLIC

Linda G. Bahm, ID # 61135  
Notary Public, Caddo Parish, Louisiana  
My Commission Is for Life

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date **FEB 10 2017**

CAVALIER ATHLETIC ORGANIZATION  
400 TRAVIS STREET SUITE 1700  
SHREVEPORT, LA 71101-0000

Employer Identification Number:  
32-0516960  
DLN:  
26053437001447  
Contact Person:  
CUSTOMER SERVICE ID# 31954  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Form 990-PF Required:  
Yes  
Effective Date of Exemption:  
January 3, 2017  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a private foundation within the meaning of Section 509(a).

You're required to file Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation, annually, whether or not you have income or activity during the year. If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

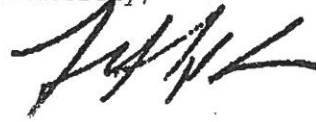
If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PF" in the search bar to view Publication 4221-PF, Compliance Guide for 501(c)(3) Private Foundations, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 1076

CAVALIER ATHLETIC ORGANIZATION

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey I. Cooper". The signature is stylized with a large, sweeping initial "J" and a long horizontal stroke at the end.

Jeffrey I. Cooper  
Director, Exempt Organizations  
Rulings and Agreements



RICK BATEMAN, JR., PH.D.  
CHANCELLOR  
BOSSIER PARISH COMMUNITY COLLEGE

October 17, 2017

Dr. Monty Sullivan, System President  
Louisiana Community and Technical College System  
265 South Foster Drive  
Baton Rouge, LA 70806

Dear Dr. Sullivan:

In accordance with provisions of LCTCS Policy 5.017, Bossier Parish Community College respectfully submits this request for Board of Supervisors approval for the establishment of the Cavalier Athletic Association (CAA). The CAA is "organized exclusively for charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986" in order to support amateur sports competition at Bossier Parish Community College.

Additionally, we request that the Board receive and approve the CAA's associated Articles of Incorporation and By-Laws which are provided herein as attachments. Also provided is documentation of CAA's exempt status as determined by the Internal Revenue Service.

As you know, BPCCC has been working for the last two years to build the infrastructure which would support the College's athletic programs and make them self-sustaining. We took a significant step in that direction with recent passage of the students' self-assessed athletics fee. The creation of the Cavalier Athletic Association is another important step in this work and I am confident that the Directors of the CAA will work diligently on behalf of this goal.

If you have any questions or if I can provide anything further in support of this request, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read 'R. Bateman, Jr.', written over a blue horizontal line.

Rick Bateman, Jr., Ph.D.  
Chancellor

**BYLAWS  
OF  
CAVALIER ATHLETIC ASSOCIATION**

**ARTICLE I**

Name

These bylaws apply to the non-profit organization named Cavalier Athletic Association, hereinafter referred to as the other "Cavalier Association" or the Association.

The bylaws of the Cavalier Athletic Association are herein referred to as "bylaws" or "rules." The Board of Directors is herein referred to as "Board" or "Directors." The President of the Association is herein referred to as "President."

**ARTICLE II**

Power and Purposes

The Association is not organized for profit. It is organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to foster amateur sports competition for individuals in the state of Louisiana by providing support for amateur sports competition in support of Bossier Parish Community College, herein referred to as "BPCC" or the College. The "Purposes" as are set forth in Article III of the Articles of Incorporation of the Association as incorporated herein.

**ARTICLE III**

Directors

**A. Duties and Number**

The affairs of the Association shall be managed by a Board of Directors which shall not be less than three (3) in number nor more than nine (9) and with an odd number of members serving. The office of Director shall correspond in all respects to the office of Director as set

forth In the Louisiana Nonprofit Corporation law, R.S. 12:201, et seq. Each Director shall have been elected and qualified. The Chancellor of Bossier Parish Community College, the Vice Chancellor of Student Services and the Athletic Director of Bossier Parish Community College shall serve as ex-officio members of the Board.

The Chancellor shall exercise oversight over all fundraising and solicitation efforts on behalf of the College and to ensure alignment with the College mission and that the Association's actions are consistent with Article III of the Articles of Incorporation of the Association entitled "Purposes."

**B. Term**

The term of each Director shall be three (3) years. At the end of a Director's term, any Director may succeed them, if elected.

**C. Vacancy**

Any vacancy occurring in the Board of Directors and any opening to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**D. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Directors may also provide a written proxy to other directors which proxy may be used to meet quorum



requirements and members may participate by telephone. The majority of three directors in attendance at a board meeting may also authorize other directors to participate by telephone, so as to meet the quorum requirements.

**E. Annual Meeting of Board of Directors**

The annual meeting of the Board of Directors shall be held without notice other than this bylaw, after and at the same place as the annual meeting of members, at which the Board of Directors shall be elected and shall be held at the time of the Board of Directors meeting in March of each year or the subsequent Directors meeting if there is not a Directors meeting in March of any year. The annual meeting shall be held at Bossier Parish Community College located at 6220 E. Texas Street, Bossier City, Louisiana or at a location otherwise designated.

**F. Meetings and Notice**

The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board without notice other than mailing, electronic notices, facsimile or hand delivery of written notice. Special meetings of the Board of Directors may be called by or at the request of the President of the Board, or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Louisiana, as the place for the holding of any special meeting. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally, sent by mail, facsimile or electronic mail to each Director at the Director's address, fax number or electronic address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope properly addressed, with proper postage thereon. If faxed, it shall be deemed delivered when transmitted by fax to the fax number shown on the records of the Association. If sent by

electronic mail, it shall be deemed delivered when transmitted to the electronic address shown on the records of the Association.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except only where such Director attends the meeting for the express purpose of objecting to the transaction of any business at such meeting because the meeting is not lawfully called or convened.

**G. No Salary or Compensation**

Directors shall not receive any salary or other compensation for services as Director, but by resolution of the Board of Directors, reimbursement may be made for out-of-pocket- expenses incurred in conducting the business of the Association.

**H. Executive Director**

The Board may but it is not required to establish the position of the Executive Director and The Executive Director of the Association shall be approved by and be responsible to the Board of Directors. The Executive Director shall be an ex-officio member of the Board of Directors. The Executive Director shall have no voting privileges and shall not be counted in determining the existence of a quorum. The Executive Director shall perform all such acts on behalf of the Association as may be directed or authorized by the Board of Directors and shall do all such other acts and duties assigned by the Board of Directors.

**ARTICLE IV**

Officers

**A. Election of Officers**

The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and may be members of the Board of Directors.

The officers of the Association shall be a President of the Board, Secretary and/or Treasurer and other officers as determined necessary and approved by the Board. The Board of Directors may create such additional officers, as it deems necessary or may combine two or more offices into one, except the offices of President of the Board and Secretary. If the election of officers is not held at the regular annual meeting of the Board of Directors, such election shall be held as soon thereafter as the Board may determine.

**B. Term**

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified. Officers may succeed themselves.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, by a majority vote, at any regular or special meeting of the Board of Directors, if, in the opinion of the Board, the best interests of the Association will be served thereby.

**C. Vacancy**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**D. President of the Board**

The President of the Board shall preside at all meetings. The Board President may, and upon demand of any three Directors, shall call special meetings of the Directors. The Board President shall perform all acts as is necessary in the day to day operation of the Association and all such acts on behalf of the Association as may be authorized by the Board of Directors and shall do all such other acts and duties as assigned by the Board of Directors.

**E. Secretary and/or Treasurer**

The Secretary may be a member of the Board and shall attend all meetings of the Board of Directors, shall record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the committees when required. The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall act. The Treasurer shall have custody of the corporate funds and securities shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President of the Board and Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Association.

**ARTICLE V**

Board Members

The members of Cavalier Athletic Association shall consist of all of the Directors who shall not have resigned or otherwise ceased to be Directors and such other persons who from time to time shall be elected by the Directors of this Association. An individual's membership in the Association shall terminate upon the individual ceasing to be a Director or upon submission of written resignation, for whatever reason.

## ARTICLE VI

### General Membership

The Officers and Director may set forth the General Membership levels as determined necessary and appropriate and consistent with these bylaws.

## ARTICLE VII

### Committees

The President of the Board or a representative of the Board may appoint such committees as the President of the Board deems necessary, subject to the approval of the Board of Directors. Whenever the Board of Directors is not in session, the committees appointed by the President of the Board may act subject to ratification at the next meeting of the Board of Directors, at which the appointments made by the President of the Board may be either approved or disapproved.

The President of the Board of each committee shall make a written report to the Board of Directors whenever requested by the Board and undertake the actions and projects as requested by the Board.

## ARTICLE VIII

### Removal of Directors or Officers

#### **A. Removal by Vote**

Any Director or Officer may be removed from membership or office by the affirmative vote, at any regular or special meeting called for that purpose, of two-thirds of all the Directors, on the grounds of nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Association, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any such Officer or Director proposed to be removed shall be entitled to at least five (5) days prior written notice of the meeting at which

such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. The five (5) day notice shall be given in the manner provided in Article III, E.

**B. Removal for Absences**

If a Director or Officer misses two (2) consecutive Board of Director meetings without a justified excuse, one notice will be sent to that Director or Officer stating that they must attend the next meeting or face being removed as an Director or Officer. If the Director or Officer misses the next meeting, after notice has been given, that Director or Officer may be removed by vote of the Board of Directors as set forth above. Justified excuses for purpose of this Article include illness, family emergencies, conflicts with work, and conflicts with a medical appointment or absence from the Northwest Louisiana area due to travel or business.

**ARTICLE IX**

Advisory Panel

The Board of Directors may, but is not required to create and appoint an Advisory Panel to advise and assist the Directors in carrying out the purposes of the Association. Any such Advisory Panel may include as many as twelve (12) members. Each individual member of the Advisory Panel shall be appointed and approved by a majority of the Board of Directors. Any individual member of the Advisory Panel may be removed by a majority vote of the Board of Directors. The Advisory Panel shall carry out whatever duties and tasks are assigned by the Board of Directors. The Advisory Panel shall have no powers or duties beyond those expressly granted thereto by the Board of Directors.

The Advisory Panel may be dissolved at any time, in its entirety, by a majority vote of the Board of Directors.

## **ARTICLE X**

### Notices and Waivers of Notices

Whenever any notice is required to be given under the provisions of the laws of the State of Louisiana, or of the Articles of Incorporation or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE XI**

### Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

## **ARTICLE XII**

### Amendment to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Directors present at any regular or any special meeting at which a quorum is present.

All of the Articles of Incorporation are incorporated herein by reference as though copied herein in extension, and the Articles of Incorporation shall prevail in every instance of conflict with these bylaws.

APPROVED: \_\_\_\_\_

Dated: \_\_\_\_\_, \_\_\_\_\_, 201\_\_\_\_.

Witnesses:

\_\_\_\_\_

\_\_\_\_\_