

Bayou Vermilion Preservation Association Inc.

By - Laws

Article I Name

1.01 Name

The name of the corporation is Bayou Vermilion Preservation Association Inc. (henceforth BVPA).

Article II Purpose

2.01 Mission Statement

The mission of the Bayou Vermilion Preservation Association Inc. is to create awareness of our natural environment by providing education and outreach to the general community about ways to conserve, protect and enjoy the Bayou Vermilion Watershed.

Article III Offices

3.01 Principal Office

The principal office of the corporation for the transaction of business is located in the Parish of Lafayette, the State of Louisiana.

3.02 Change of Address

The parish of the corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the same parish by noting the changed address and effective date below, and said changes of address shall not be deemed an amendment of these By-Laws.

201 Country Club Drive, Lafayette, LA 70501

August 29, 2013

Date

Date

Article IV Membership

4.01 Non Membership Classes

The corporation shall make no provision for voting members. Any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-Laws of this corporation, require a majority of all members or approval by members, shall only require the approval of the Board of Directors.

4.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges and obligations established by the Board. Affiliates may be individuals, businesses, or other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with, or sold to, other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

4.03 Annual Membership Classification and Dues

There shall be classes of Annual Membership and Honorary Membership that the Board of Directors shall, from time to time, establish. Dues and requirements for each class of members shall be in accordance with a schedule established by the Board of Directors. Termination of membership shall be the sole remedy for non-payment of fees.

Article V Board of Directors

5.01 General Powers

The business and affairs of the corporation shall be managed by the Board of Directors.

5.02 Composition and Number

The Board shall include representatives from the community served by BVPA. The number of Directors of the corporation shall be no less than 8 and no more than 12 until changed by a duly adopted amendment to this By-Law section.

5.03 Board Appointment

Candidates for appointment to the Board shall be selected by a Nominating Committee consisting of the President and two or more members of the Board. New Board members must be approved by a majority of the Board.

5.04 Term of Office

Board members shall serve for a term of two years or until their successors have duly taken office and shall not serve more than two consecutive terms. After completion of two consecutive terms a Board member may be nominated again to serve on the Board following a one year absence. Length of terms and appointment dates may be staggered by decision of the Board to avoid all terms expiring at the same time.

5.05 Vacancies

Vacancies on the Board may be filled by the recommendation of the Nominating Committee and the approval of the majority of the remaining members of the Board. Upon the recommendation of the President the person so appointed shall hold office for the unexpired term of his predecessor; however, when filling a newly opened position the person shall serve the regular term.

5.06 Regular Meetings

There shall be regular meetings of the Board at a date and time as designated by the Board.

5.07 Special Meetings

In addition, the President, or majority of the Board, may call a special meeting of the Board by written notice to all members at least seven (7) days prior to the special meeting.

5.08 Quorum

A simple majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be conducted by the Board at any meeting at which a quorum is not present.

5.09 Majority Action as Board Action

Every act or decision done or made by a simple majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

On the occasion that the Board of Directors are unable to make a decision based upon a tied number of votes the President shall have the power to swing the vote based upon his/her decision.

5.10 Parliamentary Authority

The rules contained in Roberts' Rules of Order shall govern meetings where they are not in conflict with the By-Laws, rules of order, or other rules of the corporation.

5.11 Unexcused Absences

Any Board member having three (3) unexcused absences in a year will be automatically dropped from the Board. Validity of excused absences will be determined by the Board and incorporated into the minutes of the meeting.

5.12 Fees and Compensation

Board members shall not be compensated for serving on the Board of Directors. Board members shall be entitled to reimbursement of expenses incurred on behalf of the corporation if such reimbursement is approved in advance by vote of the Board.

Article VI Officers

6.01 Number of Officers

The Officers of the Bayou Vermilion Preservation Association Inc. shall consist of a President, a Vice President, a Secretary and a Treasurer and officers with duties as the Board prescribes. All shall be chosen by and serve at the pleasure of the Board of Directors. All shall be members of the Board.

6.02 Nomination

A Nominating Committee consisting of the President and two or more members of the Board, selected by the Board, shall meet to nominate a slate of Officers.

6.03 Election

The election of the Officers shall occur at the first general Board meeting following the meeting of the Nominating Committee.

6.04 Term

The Officers shall serve a term of two years and shall not serve more than two consecutive terms.

6.05 Vacancy

A vacancy in any office shall be filled in the manner prescribed in the By-Laws for regular election.

6.06 President

The President shall be the principal elected officer of the corporation. He/She shall preside at all meetings of the Board and shall serve as *ex-officio* member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.07 Vice President

In the event the President is unable to serve, the Vice President shall perform the duties of the President.

6.08 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Board and members. Said minute book shall be kept at either the principal office of the corporation or a secondary secured location.

6.09 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Bayou Vermilion Preservation Association.

Article VII Advisory Board

7.01 Composition

One or more Advisory Boards may be created by the BVPA Board of Directors to support the BVPA mission and programs. The Advisory Boards shall be composed of interested professionals, scientists, historians and others, as needed. The Advisory Boards shall represent the principal fields of BVPA endeavors and be invited and encouraged to offer suggestions as to the policies and activities of the BVPA.

7.02 Membership

The members of an Advisory Board(s) shall be appointed by the Board of Directors. Past directors may be members of this committee. Any number of persons may serve on such Advisory Board(s).

7.03 Term of Office

The term of office for all members of an Advisory Board(s) shall be at the discretion of the Board.

7.04 Compensation and Expenses

Advisory Board members shall not be compensated. Advisory Board members shall be entitled to reimbursement of expenses incurred on behalf of the corporation if such reimbursement is approved in advance by vote of the Board.

Article VIII Fiscal Policy

8.01 Fiscal Year

The fiscal year of the BVPA shall commence on the first day of January and end on the last day of December.

8.02 Major Activities

All new ventures in the activities of BVPA, such as a major financial obligation, must be approved by the Board and any expenditures in connection therewith shall be specifically authorized for such purposes by the Board before disbursements may be made for such purposes.

8.03 Disbursements

All checks, drafts or other payment of money, notes or other evidence of indebtedness issued in the name of or payment to the corporation and requiring signature shall be signed or endorsed by such person or persons and in manner as from time to time shall be determined by the Board of Directors.

8.04 Dissolution

The corporation may be terminated and dissolved during a regular or special meeting of the Board of Directors upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors. Upon dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, to a state or local government for a public purpose. Such distribution shall be made in accordance with applicable provisions of the laws of the State of Louisiana.

Article IX Amendments to By-Laws

9.01 Amendments

Power to repeal or amend these By-Laws and adopt additional By-Laws is hereby delegated to the Board of Directors. Changes in these By-Laws or the adoption of additional By-Laws may be made at any meeting of the Board of Directors. However, before new By-Laws or changes in existing By-laws may be adopted, notice of same shall first be given by the President by mail/e-mail to all Board members at least ten (10) days prior to such a meeting and same shall be adopted only by an affirmative vote of two-thirds (2/3) of all current Board members.

Article X Miscellaneous

10.1 Discrimination Policy

The officers, Board members, committee members and persons served by the corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

10.2 Conflict of Interest

The corporation shall not be a party to a transaction in which one or more of the Board of Directors has a material financial interest.

Certification

This is to certify that the foregoing is a true and correct copy of the By-Laws of the Bayou Vermilion Preservation Association Inc. and that such By-Laws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: August 29, 2013

Signed _____

Charles H. Wyatt,
Incorporator

Incorporator/Secretary