

LOUISIANA SUPPORT  
ENFORCEMENT ASSOCIATION  
BY-LAWS - AS PROPOSED  
JUNE 8, 2007

ARTICLE I. NAME

Section 1. The name of this organization shall be the Louisiana Support Enforcement Association, and may only be changed by a majority vote of the membership at a meeting called for said purpose.

ARTICLE II. PURPOSES

Section 1. Definitions:

- A. "Annual Conference" shall mean state training conference hosted each year by the Association.
- B. "Annual Meeting" shall mean the annual business meeting of the Association's membership held in conjunction with the Annual Conference.
- C. "Board Meeting" shall mean any periodic meeting of the Board of Directors.

Section 2. This corporation is organized:

- A. To promote the effective operation of a child support enforcement program in Louisiana by striving to develop a uniform approach to legal procedures and problems involved in administration of the program at all levels.
- B. To serve as liaison for agencies interacting with the program, and when requested, advise such agencies concerning policy and procedure.
- C. To take responsibility through regular meetings or by other means approved by the board of directors for continuing analysis of Federal and State legislation affecting the program.
- D. To act as advisor to agencies engaged in training of child support enforcement personnel.
- E. To solicit and accept funding, grants and contributions from public units and agencies, private foundations and others to support its programs.
- F. To exchange information, publish and disseminate professional materials relating to the field of family support.

### ARTICLE III. MEMBERSHIP

Section 1. Membership shall be available to any person who is actively engaged in the field of the family support program as administered by the State of Louisiana, Department of Social Services under SubChapter "D" of Title IV of the Social Security Act.

Section 2. 2.1 Annual dues shall be established by the Board of Directors.

2.2 Annual dues for individuals and agency members shall be due and payable on or before the Annual Meeting of members. Any member who has failed to pay current dues by the conclusion of the Annual Meeting of members following the due date for payment of annual dues shall be dropped from the membership roster. Such member may be reinstated upon payment of dues. Payment of dues after the Annual Meeting of members and before April 15<sup>th</sup> will be treated as payment of dues for the current membership year.

Section 3. Compensation: No member of the corporation, other than the Executive Director and employees, shall receive compensation for services rendered as a member or an officer, except that any officer may be reimbursed for actual expenses incurred by the officer in the performance of his or her official duties on behalf of the corporation upon the approval of such expenses by either the President or the Executive Director, and subject to the approval of the Board of Directors; provided, however, that neither the President nor the Executive Director shall approve his or her own expenses.

Section 4. Loan to or Guarantee for Member, Directors and Officers:

- A. The Association may not lend money to nor guarantee the obligation of a member, a director or an officer of the Association.
- B. The fact that a loan or guarantee is made in violation of this section or any other section of these Bylaws does not affect the borrower's liability on the loan to the Association.

### ARTICLE IV. OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer who are members of the Board of Directors elected at the last Annual Meeting.

Section 2. The officers shall be elected at the Annual Conference by majority vote of the newly elected members of the Board of Directors at a meeting to be held at the end of the Annual Conference. The office of President and Vice-President may not be held by a Board member from the same agency, as defined in the Articles of Incorporation, in consecutive years, and may not be from the same agency during the same term.

- Section 3. It shall be the duty of the President to preside at all business meetings of the Association and at all meetings of the Board of Directors, to appoint Committees not otherwise provided for in these Bylaws; and to perform such other duties as may be required to promote the objectives of the Association. The President shall be an ex officio member of all Committees, except the Nominating Committee.
- Section 4. The Vice President shall perform the official duties of the President in the event that the President is unable to perform those duties. The Vice President shall serve as Chairperson of the Membership Committee and shall perform such other duties as may be delegated to this officer by the President and/or the Board of Directors.
- Section 5. The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors. The Secretary shall complete and publish the minutes and proceedings of the Annual Meeting and Board of Directors' meetings held during such term of office to all members of the Board at the earliest possible date following the adjournment of the said meeting.
- Section 6. The Treasurer shall, subject to such regulations as may, from time to time, be made by the Board of Directors, be responsible for the custody of the funds in the name of the Association in such banks, trust companies, or other depositories as the Board of Directors may designate. This officer shall be responsible for seeing that proper books are kept; showing at all times the amount of property and funds belonging to the Association. At the Board Meeting immediately preceding the Annual Conference, the Treasurer shall present an account showing in detail the receipts of all property and money belonging to the Association and all disbursements made, which account may be duly audited. In addition, the Treasurer shall prepare an account of the receipts and disbursement of the Annual Conference for inclusion in the minutes and proceedings distributed to the Board. The Treasurer need not necessarily be bonded, but if the Board of Directors shall dictate such, he shall be bonded at the expense of the Association in such amount as shall be determined by the Board of Directors.
- Section 7. Any officer vacancy occurring between the Annual Meetings not filled as provided in these Bylaws shall be filled by Presidential appointment subject to confirmation by a majority of the Board of Directors.
- Section 8. No person shall hold more than one elective office at the same time.
- Section 9. A vacancy of an officer position may occur as a result of the death or resignation of the officer or the removal of the officer by the Board as provided by this Article.
- Section 10. In the event that an officer is unable to perform the duties of his or her office, the Board may, by vote of three-fourths of a quorum of the Board in attendance at a regular or special Board meeting, remove the officer from his or her office.

## ARTICLE V. BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of as many persons and of composition as specified in the Articles of Incorporation. They shall be elected by those members in good standing for the upcoming year who are present and voting at the annual conference, and to be elected, must have been a member in good standing for the previous year and must accept the nomination by communicating such to the Chair of the Nominating Committee prior to, or at the time of the nomination. For purposes of this Article, a "year" shall be the period from the day of the election at the Annual Meeting until the day prior to the election at the next Annual Meeting.

Section 1. Board Members shall serve in positions coinciding with the Articles of Incorporation and shall serve for a one (1) year term unless re-elected. Corporate officers shall consist of the functions listed in Article IV of these bylaws.

Section 2. The business and affairs of this Association, including its financial development, shall be managed by the Board of Directors. The Board of Directors shall act upon all appointments made by the President to fill vacancies in an office or on the Board of Directors. For the purposes of the transaction of business at a Board meeting, a quorum shall consist of a simple majority of Directors on the Board. A majority vote of the Directors in attendance at any meeting of the Board shall be required to pass upon resolutions and transact other Board business. No Director may vote by proxy or appoint a proxy to vote for him or her.

Section 3. If any vacancy occurs during the term of an elected Director and more than four months remains in the term of the vacancy, the President shall fill the vacancy by appointment for the remainder of the term of that elected Director, and such appointment shall be subject to confirmation by vote of the Board of Directors.

Section 4. The Board shall hold meetings at least as required by the Articles of Incorporation, but may hold as many meetings as may be properly called.

Section 5. Special meetings of the Board of Directors may be called by the President or by seven (7) members of the Board of Directors. Written or printed notice, stating the place, day and hour of the special meeting and the purpose or purposes for which the meeting is called, shall be mailed, or transmitted electronically, not less than fifteen (15) days before the date of meeting. Such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope addressed to the Director at the Director's address as it appears in the records of the Association, or transmitted to the Director's electronic mail address as it appears in the records of the Association. The business to be transacted at any special meeting of the Board of Directors shall be restricted to that specified in the notice of the meeting.

Section 6. A. The Board shall meet at least once at the conclusion of the annual meeting of the general membership and shall also meet at least once each quarter at such place and time designated by the Board. Notice of monthly meetings, including an agenda of items to be discussed, will be mailed or electronically transmitted to all Board members by the President at least one week prior to the meeting.

B. At all Board meetings, the quorum shall be eight (8) members.

C. Any Board member who fails to attend two (2) consecutive meetings of the Board of Directors shall be subject to removal upon the majority vote of Board members and if so removed, shall be replaced as provided in these By-Laws. Attendance may be made by telephonic conference call or by other pre-approved methods.

Section 7. A. There shall be at least one Annual Meeting of the membership per year at such time and place as the Board may designate, and elections for Board membership shall be conducted at the Annual Meeting.

B. Special meetings of the general membership shall be set by the Board if deemed necessary and shall also be set upon the written request of a majority of the general membership who are in good standing and current in membership dues.

Section 8. A. All elections of Board members shall be held at the annual meeting of the general membership and all members who have paid dues for the upcoming year and who are present at the time of the election may vote. There shall be no voting by proxy nor absentee voting for members of the Board of Directors

B. The President shall appoint the chairperson and other members of the Nominating Committee at least thirty (30) days prior to the next regular election, and shall notify the membership of the name and address of such chairperson in order to facilitate the early submission of nominations for office by the membership.

C. The Nominating Committee shall consist of a chairperson and at least two other members. These members shall serve from the date of their respective appointments until the next regular election. No association members shall receive consecutive appointments as chairperson. The Nominating Committee shall nominate a minimum of one candidate for each of the offices to be filled at the next regular election, which shall be announced to the membership at least twenty-four (24) hours prior to that election.

D. The membership reserves the right to nominate candidates from the floor during regular elections. The membership reserves the right of secret ballot in all elections between multiple nominees.

Section 9. General Standards for Members of the Board of Directors:

9.1 A Member of the Board of Directors shall discharge his or her duties as a member of the Board of Directors and, as an officer including his or her duties as a member of a committee,

1) in good faith;

2) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

3) in a manner the Board Member reasonably believes to be in the best interests of the Association.

9.2. In discharging his or her duties, a Board Member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one or more officers, Members of the Board, employees reasonably believed to be reliable and competent in matters presented.

9.3. A Board Member is not acting in good faith if the Board member has personal knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted and he or she fails to communicate that information to the Board.

9.4. A Board Member is not liable for the performance of the duties of his or her office if the Board Member acted in compliance with this section.

Section 10. Conflict of Interest for Members of Board of Directors:

10.1. No Board Member may participate in nor cast a vote on any transaction in which he or she has a conflict of interest, i.e., a transaction with the Association in which a member of the Association's Board of Directors has a direct or indirect pecuniary interest. A Board Member has an affirmative duty to report any actual or potential conflict of interest to the Board of Directors at the earliest opportunity, either in writing, or orally during a Board meeting.

10.2. A transaction in which a Board Member has a conflict of interest may be approved in advance by vote of the Board of Directors or a committee of the Board if;

- 1) The material facts of the transaction and the Board Member's interest are disclosed or known to the Board or Committee of the Board; and
- 2) The Board Members approving the transaction in good faith reasonably believe that the transaction is fair to the Association; and
- 3) The Board Member with the conflict of interest does not cast a vote concerning the transaction.
- 4) If the Board Member discloses an actual or potential conflict of interest to the Board of Directors, the Board of Directors shall have the option to determine, by majority vote of the Directors with voting rights, that the actual or potential conflict of interest is not significant with respect to the transaction, thereby allowing the Board Member to vote and otherwise participate in the transaction. The Board Member shall have an on-going affirmative duty to disclose any additional facts to the Board that might cause the Board to make a later determination that the conflict of interest has become significant, thereby removing the Board Member from further voting on the transaction.

- 10.3. In the event that the Board of Directors votes upon a transaction in which a Board Member has an actual conflict of interest that was neither disclosed to nor known by the Board, upon motion of any member of the Board, the Board shall vote to determine whether to authorize, approve, or ratify the transaction. The Board Member with the conflict of interest shall not participate in the vote. A majority vote of the remaining Directors with voting rights shall be needed for the Board to authorize, approve, or ratify the transaction.

Section 11. Liability of Board of Directors:

- 11.1. A volunteer Board Member of the Association shall not be personally liable to the Association, its Board of Directors, or its shareholders or members, if such exist, or for monetary damages for a breach of the Board Member's fiduciary duty, excepting those liabilities arising due to:
  - A. Any breach of the Board Member's duty of loyalty to the Association, its Board of Directors, or its shareholders or members, if such exists;
  - B. A transaction from which the Board Member derived an improper pecuniary or personal benefit.
  - C. Acts or omissions not in good faith or that involve intentional misconduct;
  - D. An act or omission that is grossly negligent.
  - E. A violation of the Nonprofit Corporation Act of the State of Louisiana.
  - F. An act or omission occurring before January 1, 2007.
- 11.2. If, after the adoption of this article by the Board of Directors of the Association, the Nonprofit Corporation Act of the State of Louisiana is hereafter amended to further eliminate or limit the ability of a person to serve as a volunteer Board Member, then a member of the Board of this Association (in addition to the circumstances in which a volunteer Board Member is not personally liable as set forth in the preceding paragraph) shall not be liable to the Association, its directors, or its shareholders or members, if such exist, to the fullest extent permitted by the Nonprofit Corporation Act of the State of Louisiana.
- 11.3. Any repeal or modification of this article by the Board of Directors of the Association shall not adversely affect any right to protection for a volunteer member of the Association's Board of Directors that exists at the time of such repeal or modification.
- 11.4. The Association shall assume all liability to any person, if such exists, for all acts or omissions of a Board Member acting within the course and scope of his or her duties on or after January 1, 2007.

- 11.5. Any claim for monetary damages based upon an alleged breach of duty on behalf of the Association by a Board Member to any person other than the Association, its directors, or its shareholders or members, if such exist, shall not be brought or maintained against the member of the Board. Such a claim shall be brought or maintained only against the Association, which shall be liable for any actual and proved breach of duty by a member of the Board.

#### ARTICLE VI. EXECUTIVE COMMITTEE

- Section 1. There shall be an executive committee, the regular members of which shall consist of the President, Vice-President, Secretary, Treasurer and one other member of the Board of Directors, who shall be elected by the board at its meeting immediately following the annual membership meeting of each year to serve until the stated meeting following the next annual membership meeting. The Board of Directors may at the same time elect for the same term two members of the board to serve as alternate members of the executive committee, who shall act on the call of the President or the Vice-President in the absence of a regular member and shall have while so acting, all of the powers and duties of a regular member. A vacancy in the regular or alternate members of the executive committee may be filled by the Board of Directors at any meeting, or by the executive committee itself.
- Section 2. Except as otherwise provided in these by-laws the executive committee, between meetings of the Board of Directors, shall have all the powers and duties of the board. The committee shall not have power to elect a member and trustee, to alter fundamental policies of the board, to make appropriations which are not in accordance with the general policies approved by the board, to satisfy an appropriation authorized by the board for any single specific purpose, to initiate an appropriation for any single specific purpose, or to make appropriations of more than \$2,000.00 between any two meetings of the board, unless the board has authorized the appropriation of a larger sum.
- Section 3. Four members, regular or alternate, of the executive committee, present in person, shall constitute a quorum for the transaction of business at meetings of the executive committee. The president of the corporation shall be the chairperson of the committee unless he/she wishes it otherwise, when the committee shall elect its own chairperson. Except as otherwise provided in these by-laws, the committee may adopt rules to govern its procedure.
- Section 4. After each meeting of the executive committee, a written summary of the actions taken thereat shall be sent to each member and trustee of the corporation. At each stated meeting of the Board of Directors, the executive committee shall present a written report of its actions since the preceding stated meeting.

#### ARTICLE VII. FINANCE COMMITTEE

- Section 1. There shall be a finance committee, the regular members of which shall consist of three members of the Board of Directors, who shall be elected by the board at its meeting immediately following the annual membership meeting of each year to serve until the stated meeting immediately following the next annual membership meeting.



The Board of Directors may at the same time elect for the same term two members of the board to serve as alternate members of the finance committee, who shall act on the call of the president or of the chairperson or Treasurer of the finance committee in case of the absence or unavailability of a regular member and shall have while so acting all of the powers and duties of a regular member. A vacancy in the regular or alternate members of the finance committee may be filled by the Board of Directors at any meeting, or by the executive committee.

Section 2. The finance committee shall have the power:

To make and to change investments, and to sell any part of the securities of the corporation or any rights or privileges appurtenant thereto; to participate in the reorganization of any corporation and to deposit any securities held by this corporation with such protective or reorganization committee and on such terms as the finance committee may determine;

To authorize one or more officers of the corporation or other persons to execute and deliver in behalf of the corporation, or to rescind proxies to vote on stock owned by the corporation.

Section 3. Meetings of the finance committee shall be held on the call of anyone of its regular members, but between meetings, the committee may act by the concurrent vote of any two of the regular and alternate members, taken by telephone or otherwise; provided, however, that whenever reasonably practicable, all regular members of the committee shall be consulted in regard to the making or changing of investments.

Section 4. The chairperson of the finance committee shall be appointed by the Board of Directors, and except as otherwise provided in these by-laws the committee may adopt rules to govern its procedure.

Section 5. The Treasurer shall keep minutes of the actions of the finance committee, including actions taken between meetings as provide in Section 2, shall promptly send copies of such minutes to all members of the committee, regular and alternate, and at each stated meeting of the Board of Directors the committee shall present a written report of its actions since the preceding stated meeting.

Section 6. Appropriate forms for the transfer and assignment of stocks or other securities registered in the name of the corporation may be executed, under the seal of the corporation or otherwise, by any two of the following, namely; regular and alternate members of the finance committee, the president, the Treasurer or any assistant Treasurer . A corporation or person transferring any such stocks or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and need not inquire whether the transfer was authorized by the finance committee.

#### ARTICLE VIII. NOMINATING COMMITTEE

Section 1. There shall be a nominating committee as specified in Article V of these By-Laws.

Section 2. The nominating committee, without previous consultation with its nominees, shall make recommendations to the Board of Directors regarding members to be elected at the next annual meeting of the members of the corporation. The committee shall take such further action in regard to its recommendations as the members of the Board of Directors shall direct.

Section 3. The chairperson of the nominating committee shall be appointed by the President of the Board of Directors, and except as otherwise provided in these by-laws the committee may adopt rules to govern its procedure.

#### ARTICLE IX. OTHER COMMITTEES

Section 1. The members of the corporation or the Board of Directors may establish additional committees and determine their powers and duties.

#### ARTICLE X. FISCAL YEAR

Section 1. The fiscal year of the corporation shall commence on the first day of January in each year and end with the following 31st day of December.

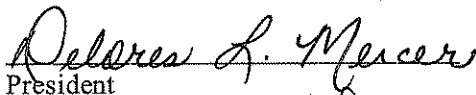
#### ARTICLE XI. NOTICES

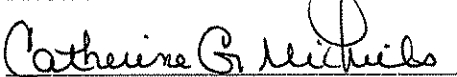
Section 1. All notices required by the by-laws shall be in writing and shall be mailed by the Secretary to the members of the corporation, or of the Board of Directors, or Chair of any committee, as the case may be, at their address as entered in the office of the corporation, or shall be delivered personally to them, or given electronically. A notice shall be unnecessary if it is waived in writing.

Section 2. These by-laws may be amended at any meeting of the members of the corporation or of the Board of Directors by a majority vote of the members or Board members present and voting, provided that written notice has been sent to every member or Board member at least ten days in advance of the date of meeting, stating the text of the proposed amendment or amendments, and provided a quorum of said body is present.

Thus passed at a regularly called meeting of the Board of Directors at Baton Rouge, Louisiana, on the eighth day of June, 2007.

Attest:

  
President

  
Secretary