



Louisiana Mayhaw Association
Official Bylaws



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Article 1. Purpose

The purpose of the Louisiana Mayhaw Association is to aid and encourage its members in all aspects of the Mayhaw Industry. Goals and objectives to be pursued shall include but not be limited to the following:

1. Educate the general public in order to promote a positive image and wider acceptance of mayhaws and mayhaw products.
2. Build a network of mayhaw producers through the Louisiana Mayhaw Association for the exchange of information and ideas.
3. Encourage ongoing research into all aspects of culture and uses of mayhaws and mayhaw products.
4. Create and maintain standards for mayhaws and mayhaw products to insure a quality product.
5. Promote the quality and uniqueness of mayhaw products through an aggressive marketing campaign.

Article 2. Memberships

Article 2. A. Regular Membership (Active)

Any corporation, partnership, firm or person engaged in any facet of the Mayhaw Industry or other related business with a definite address and appropriate facilities, having further been actively engaged in the Mayhaw Industry in a reputable, trustworthy and ethical manner for a period of at least one year shall be eligible for regular membership. Dues of regular members of the association shall be an amount set by the Board per calendar year and is due January 1 of each calendar year.

Article 2. B. Honorary Membership

Any person who has rendered unusual or distinguished service to the Mayhaw Industry or any other related field may be elected as an honorary member of the Louisiana Mayhaw Association by a vote of a majority of the Board of Directors. Annual dues shall not be charged an honorary member. Any person engaged in any facet of the Mayhaw Industry or other related business with a definite address and appropriate facilities, having further been actively engaged in the Mayhaw Industry in a reputable, trustworthy and ethical manner for a period of at least one year within the state of Louisiana shall be eligible for regular membership. Dues of regular members of the association shall be \$25.00 per calendar year or portion thereof due January 1 of each calendar year.

Article 3. Voting Rights

Regular members shall be entitled to vote. In cases of firms or corporations with multiple locations; an individual from each location may participate in the affairs of the association as a regular voting member provide appropriate dues are paid by each location. Voting by proxy or cumulative voting shall not be permitted. Honorary members shall have no voting rights.

Article 4. Termination of Membership

Any member of the Louisiana Mayhaw Association shall forfeit all dues paid and shall be removed from the rolls by the Board of Directors by majority vote of Directors for any of the following reasons:

1. Willful violation of these by-laws.
2. Willful violation of the terms of the membership agreement.
3. Failure to pay annual dues.
4. Non-payment of just debts.
5. Actions derogatory to the Louisiana Mayhaw Association.
6. Breaking of business agreements illegally and/or unethically.
7. Misleading or fraudulent advertising.
8. Voluntary withdrawal from the Louisiana Mayhaw Association.

The Secretary shall present to the Board of Directors at its first quarterly meeting each year a review of the status of all voting members for the purpose of identifying those voting members who do not comply with the provisions of the membership agreement and/or the requirements for membership. After due consideration by the Board of Directors, members found not in compliance with association requirements shall forfeit their membership and will be removed from the rolls of the Louisiana Mayhaw Association. A member thus removed may petition for new membership at the next annual meeting.

Article 5. Officers

Article 5. A. Officer Requirements

The President, Vice-President, Secretary and Treasurer shall be regular members of the Louisiana Mayhaw Association.

Article 5. B. Nominating Committee

The President shall appoint a nominating committee consisting three regular members distributed geographically from over the state of Louisiana. The three members are to be appointed sixty days prior to the annual Louisiana Mayhaw Association meeting and shall present their list of nominees to the President thirty days prior to the annual meeting for publication.

Article 5. C. Length of Terms

The elected officers of the Louisiana Mayhaw Association shall hold office for a period of 2 years. No limit is made on the number of times that an officer may be re-elected to office.

Article 5. D. President's Powers

The President shall preside at all meetings of the Louisiana Mayhaw Association and of the Board of Directors as executive head of the association. The President shall enforce its by-laws, rules and regulations, and exercise the will of the Louisiana Mayhaw Association and the Board of Directors. The President shall appoint, under the direction of, and subject to the approval of the Board of Directors, all committees not otherwise provided for. The President shall sign all certificates and such other papers of the association as may be authorized or directed to sign by the Board of Directors. The President shall serve as an ex-officio member of all committees.

Article 5. E. Vice-President's Powers

The Vice-President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall resume normal duties or a successor can be chosen. The Vice-President shall be chairman of the membership committee.

Article 5. F. Duties of the Treasurer

The duties of the Treasurer shall be the countersigning of the Louisiana Mayhaw Association funds and checks and the additional duty of functioning as controller of the budget as instructed by the Board of Directors. The Treasurer shall also receive and have custody over all moneys and securities belonging to the Louisiana Mayhaw Association under the direction of the Board of Directors, and shall deposit the same in such bank or banks as the Board of Directors shall, by resolution designate. The Treasurer shall sign in addition to the signature of one member of the Board of Directors or a regular member appointed by the board, all checks drawn against the funds of the Louisiana Mayhaw Association. The Treasurer shall upon ceasing to hold office, surrender to the successor, or any other person the board shall designate, all moneys, books papers, and other property of the Louisiana Mayhaw Association. The Treasurer shall report to the Board annually or at such other times as required by the officers of the Louisiana Mayhaw Association, a full and complete financial report of the association funds. The president or Vice-President must approve in advance checks in excess of \$300.00.

Article 5. G. Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the Louisiana Mayhaw Association and the Board of Directors. The Secretary shall carry out all of the policies determined by the board and shall be responsible for the active administration of the affairs of the association. The Secretary shall be in charge of the office of the Louisiana Mayhaw Association and shall be responsible for the general public relations of the

organization. The Secretary shall be under the direct supervision of the board, the President and any other member of the board to whom is delegated administrative authority. The Secretary shall maintain records of all the activities of the Louisiana Mayhaw Association.

Article 6. Board of Directors

Article 6. A. Membership

The members of the Board of Directors shall be elected by the Louisiana Mayhaw Association's regular membership at its annual meeting. Nominations for, For the purpose of voting, the Board of Directors shall consist of the elected officers, President, Vice-President, Secretary, Treasurer and seven other members elected each of the live regions of the state plus two members at large. All members of the Board of Directors must be regular members.

Article 6. B. Geographic Regions

For the purpose of the Louisiana Mayhaw Association the state of Louisiana will be divided into five (5) regions plus two (2) at large regions in any surrounding states. The five regions will include the following parishes and the two other regions will include any parishes and counties:

1. Region 1: Caddo, Bossier, Webster, Claiborne, Lincoln, Jackson, Red River, Bienville, DeSoto, Winn
2. Region 2: Union, Ouachita, Caldwell, Franklin, Tensas, Madison, Richland, West Carrol, East Carrol, Morehouse
3. Region 3: Sabine, Natchitoches, Grant, LaSalle, Catahoula, Concordia, Vernon, Rapides, Avoyelles
4. Region 4: Iberia, Beauregard, Allen Evangeline, St. Landry, Calcasieu, Cameron, Jefferson Davis, Acadia, Lafayette, Vermillion, St. Mary
5. Region 5: St. Bernard, Plaquemines, Jefferson, Washington, St. Tammany, Tangipahoa, Livingston, St. Helena, St. John the Baptist, West Feliciana, East Feliciana, Pointe Coupee, Iberville, St. Martin, Assumption, Ascension, East Baton Rouge, West Baton Rouge, Terrebonne, St. James, Lafourch, St. Charles, Orleans
6. Region 6: At large
7. Region 6: At large

Article 6. C. Terms

The terms for the members of the Board of Directors shall be for a period of two years. Board members from odd numbered regions will be elected at the annual meeting in odd numbered years. Board members from even numbered regions will be elected in even numbered years. No limit is made on the number of times that a board member may be re-elected. At large Board of Directors shall be elected by the same method.

Article 6. D. Powers

The Board of Directors shall constitute the governing body of the Louisiana Mayhaw Association and shall have the general power to determine the policy of the association and shall carry such policy into effect. The Board of Directors may, at its discretion, appoint such committees as it deems necessary. The board may expend the funds of the association to carry out the purpose of the Louisiana Mayhaw Association and in general to do each and every act and things which it may deem necessary in order that the purposes, objectives, business and affairs of the association may be properly managed and conducted. The board may appoint one or more of its members as an auditing committee to pass upon and approve the disbursement of all funds by the Treasurer. The board may at any time cause all books and accounts of the association or any of its officers to be audited by an auditor of recognized ability.

Article 6. E. Meeting

The Board of Directors shall hold regular meetings quarterly and such other meetings as it may deem necessary. Notice of regular meetings, stating time, place, purpose and agenda shall be given to each board member at least fifteen (15) days prior to the time for holding the meeting. Special meetings of the board may be called by the President, or by the President at the request of any three members of the board at any time. The Secretary shall give reasonable notice to all members of the board. These meetings shall be at such times and places that the board determines.

Article 6. F. Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Article 6. G. Emergencies

If an emergency arises, the President shall have the authority to present the issue to all board members by telephone, mail, telegraph facsimile and ask for their votes in writing by mail, telegraph or facsimile.

Article 6. H. Removal from the Board

In addition to the list of reasons for loss of membership, a board member may be removed from the Board of Directors for absence from two consecutive meetings without due cause.

Article 6. I. Vacancies

If a vacancy occurs for any reason in the Board of Directors, except for expiration of term, the board shall fill the vacancy by a majority vote of those present, subject to ratification by the regular membership at the next annual meeting. This person unless reelected shall serve only until the expiration of the term of the member replaced.

Article 6. J. Compensation

The members of the Board of Directors, including the elected officers, shall receive no compensation for their services as members of the Board of Directors, and will serve on a voluntary basis.

Article 7. General Meetings

Article 7. A. Annual Meeting

The Annual Meeting of the members of the Louisiana Mayhaw Association shall be held on the third Saturday in May unless there is a consensus of the Board of Directors to move it to another time for the benefit of the members.

Article 7. B. Notice of Annual Meetings

Written notice of The Annual Conference shall be prepared and mailed to the last known address of each member not less than fifteen (15) days before such meeting. Notice shall state the purpose, time, place and agenda of the meeting.

Article 7. C. Quorum

A majority of the regular members present at any meeting shall constitute a quorum for the transaction of business at that meeting of the Louisiana Mayhaw Association.

Article 7. D. Order of Business

The Order of Business at the annual meeting of the Louisiana Mayhaw Association shall be as follows:

1. Roll Call
2. Proof of due notice of meeting
3. Reviewing and disposing of meetings
4. Introduction of directors
5. Reports of officers and committees
6. Unfinished or old business
7. New business
8. Adjournment

Article 8. Amendments

The by-laws of the Louisiana Mayhaw Association may be amended by the general membership with the approval of three-fourths of the attending voting members.

Article 9. Indemnification

The Louisiana Mayhaw Association shall indemnify its officers, directors, employees and agents to the fullest extent possible under the provisions of Louisiana Law, as it may be amended from time to time.