

LOUISIANA IRRIGATION ASSOCIATION

BY-LAWS - Adopted April 7, 2008

Amended October 2, 2012

ARTICLE I. POWERS AND DUTIES OF THE OFFICERS

SECTION 1, PRESIDENT'S POWERS

The President shall preside at all Meetings of the Association and of the Board of Directors as executive head of the Association. He shall enforce its Articles of Incorporation and By-Laws, rules and regulations, exercise the will of the Association and Board of Directors. He shall appoint, under the direction of and subject to the approval of the Board of Directors, all committees not otherwise provided for.

SECTION 2, 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 his duties or a successor be chosen. The Vice-President shall be chairman of the Membership Committee.

SECTION 3, DUTIES OF THE EXECUTIVE SECRETARY

The Executive Secretary shall be *contracted* by the Board of Directors and be responsible to the Board. He shall keep minutes of all Meetings of the Association and of the Board of Directors and shall receive and have custody over all monies and securities belonging to the Association under the direction of the Board of Directors, and he shall deposit the same in such bank or banks as the Board of Directors shall, by resolution, designate. The Executive Secretary shall give a surety bond for faithful performance of his duties and provide a full and complete financial report of the Association yearly of funds under his control. He shall on ceasing to hold office, surrender to his successor, or any other person that the Board of Directors shall designate all monies, books, papers and other property of the Association under his control. He shall report to the Board of Directors annually, or at such other time as required, by the Officers or Board of Directors. The Executive Secretary shall carry out all the policies determined by the Board of Directors and shall be responsible for the active administration of all affairs of the Association. He shall be in charge of the office of the Association and responsible for the general public relations of the organization. He shall be under the *guidance* of the Board of Directors, the President and any other Member of the Board to whom is delegated administrative authority. He shall maintain records of all the activities of the Association.

ARTICLE II, DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- A) The Board of Directors shall constitute the governing body of the Association and shall have the general power to determine the policy of the Association and shall carry such policy into effect.

The Board may expend the funds of the Association to carry out the purpose of the Association and in general do each and every act and thing which it may deem necessary in order that the purposes, objectives, business and affairs of the Association may be properly managed and conducted.

- B) The Board of Directors shall hold four (4) Regular Meetings annually and such other meetings as it may deem necessary. All Board of Directors Meetings shall follow "Roberts's Rules of Order" for parliamentary procedure.
- C) Special Meetings of the Board may be called by the President or shall be called by the President at the request of any two Members of the Board of Directors at any time and the Executive Secretary shall give reasonable notice to all Members of the Board of Directors.
- D) The Board of Directors shall have direct supervision of all expenditures and all funds of the Association. 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.
- E) Each Member of the Board of Directors shall be entitled to one vote.
- F) If an emergency arises, the President shall have the authority to present the issue to all Board members by telephone, mail or e-mail and ask for their votes in writing.
- G) The Board of Directors may, should the need arise, send the Executive Secretary to any special meetings that the Board deems necessary, with his expenses paid.
- H) A Board Member may be removed from the Board of Directors for absence from two consecutive Meetings without due cause.

