

## *Bylaws of the Louisiana Mayhaw Association*

### **Article 1. NAME of organization**

Section 1. The official name is: Louisiana Mayhaw Association Inc.

### **Article 2. Object or 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:

**Section 1.** Educate the general public in order to promote a positive image and wider acceptance of Mayhaws and Mayhaw products.

**Section 2.** Build a network of Mayhaw Producers through the Louisiana Mayhaw Association for the exchange of information and ideas.

**Section 3.** Encourage ongoing research into all aspects of culture and uses of Mayhaws and Mayhaw Products.

**Section 4.** Create and maintain standards for Mayhaws and Mayhaws Products to ensure a quality product.

**Section 5.** Promote the quality and uniqueness of Mayhaw Products through an aggressive marketing campaign.

### **Article 3. Regular Membership**

**Section 1. Regular Membership:** 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 membership ends on May 31<sup>st</sup> of each calendar year.

**Section 2. Lifetime Membership:** Any person who has rendered unusual or distinguished service to the Mayhaw industry or any other related field may be elected as a Lifetime Member of the Louisiana Mayhaw Association by a vote of a majority of the Board of Directors. Annual dues shall not be charged a Lifetime Member. Lifetime Members retain voting rights.

**Section 3. Voting Rights:** Regular members and Lifetime 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 provided appropriate dues are paid by each location. Voting by proxy or cumulative voting shall not be permitted. Honorary members do not hold voting rights.

**Section 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: (a) Willful violation of these bylaws, (b) Willful violation of the terms of the membership agreement, (c) Failure to pay annual dues, (d) Non-payment of just debts, (e) Actions derogatory to

the Louisiana Mayhaw Association, (f) Breaking of business agreements illegally and/or unethically, (g) Misleading or fraudulent advertising and (h) 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 4. Officers**

**Section 1. Officer Requirements.** The President, Vice-President, Secretary and Treasurer shall be regular members of the Louisiana Mayhaw Association.

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

**Section 3. 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 bylaws, rules and regulations, and exercise the will of the Louisiana Mayhaw Association and 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 appoint the Nominating Committee. The President shall serve as an ex-officio member of all committees.

**Section 4. Vice-President's Powers.** The Vice-President shall, in 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.

**Section 5. 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.

**Section 6. 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 Louisiana Mayhaw Association. The Treasurer shall report to the board annually or at such 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 payments in excess of \$300.00.

## **Article 5. Meetings**

**Section 1.** 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 not less than ten (10) 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 in the form of electronic communication such as email or text. These meetings shall be at such times and places that the board determines. The President may authorize teleconference or hybrid meeting activities if available to accommodate members that otherwise would not be able to attend.

**Section 2. Annual Meeting.** The time and place of the annual meeting of the members of the Louisiana Mayhaw Association shall be set at the discretion of the Board of Directors. Written notice of the Annual Conference shall be prepared and emailed to the last known address of each member, advertised on the Mayhaw.org website and through approved social media outlets, not less than ten (10) days before such meeting.

## **Article 6. Board of Directors**

**Section 1. 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, one from each of the five regions of the state plus any members at large. All members of the Board of Directors shall be regular members.

**Section 2.** Board Members Emeritus. The Louisiana Mayhaw Association may by a vote of a majority of the Board of Directors elect a Board Member Emeritus. Board Member Emeritus will have voting rights, and also counted towards a quorum when present at board meetings.

**Section 3.** Honorary Board Members. The Louisiana Mayhaw Association may by a vote of a majority of the Board of Directors elect an Honorary Board Member. Honorary Board Members will not have voting rights.

**Section 4. Geographic Regions.** For the purpose of the Louisiana Mayhaw Association, the state of Louisiana will be divided into five regions plus four at large regions in surrounding states.

Region 1: Caddo, Bossier, Webster, Claiborne, Lincoln, Jackson, Red River, Bienville, DeSoto and Winn.

Region 2: Union, Ouachita, Caldwell, Franklin, Tensas, Madison, Richland, West Carrol, East Carrol and Morehouse.

Region 3: Sabine, Natchitoches, Grant, LaSalle, Catahoula, Concordia, Vernon, Rapides and Avoyelles.

Region 4: Iberia, Beauregard, Allen, Evangeline, St. Landry, Calcasieu, Cameron, Jefferson Davis, Acadia, Lafayette, Vermillion and St. Mary.

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, Lafourche, St. Charles and Orleans.

Region 6: At Large, Texas

Region 7: At Large, Arkansas

Region 8: At Large, Mississippi

Region 9: At Large, All Other States

**Section 5. 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 manner.

**Section 6. 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 auditory of recognized ability.

**Section 7. Emergencies.** If an emergency arises, the President shall have the authority to present the issue to all board members in the form of electronic communication such as email or text messages and ask for their votes via the same form of electronic communication of email or text messages.

**Section 8. 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.

**Section 9. 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 re-elected shall serve only until the expiration of the term of the member replaced.

**Section 10. Quorum.** A simple majority quorum (7) of the members must be present at a meeting. Decisions can be adopted by a simple majority of those present. Members may be present via teleconference or hybrid activities if available.

**Section 11. 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. Committees**

**Section 1. Standing committees are Membership Committee and Nominating Committee.**

**Section 2. Nominating Committee.** The President shall appoint a nominating committee consisting of 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.

**Section 3. Membership Committee.** To be appointed by the President on an as needed basis.

## **Article 8. Parliamentary Authority**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR 12ed) shall govern the meetings of the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

## **Article 9. Amendment of Bylaws**

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

## **Article 10. Communication and Technology**

Effective and timely communication is vital to the success and legal obligations of the Louisiana Mayhaw Association. The association will officially adopt the use of <https://Mayhaw.org> (our website), U.S. Mail, electronic correspondence (email), text messaging (cellular) and social media platforms (Face Book).

Section 1. Official correspondence of the Louisiana Mayhaw Association to outside entities will continue via U.S. Mail or electronic correspondence (email) as necessary.

Section 2. Official communication for the administration of the Board of Directors shall be conducted electronically.

Section 3. Communications for the benefit of the general membership may be on <https://Mayhaw.org>, via email, text messages or electronic methods used by the association.

Section 4. When electronic voting is prescribed by the Board of Directors only confirmed email addresses, face to face hybrid meetings or telephonic votes will be counted.

Section 5. As technology advances and the digital transformation of the world around us takes place, the Board of Directors will continue to embrace new ideas to improve engagement and collaboration with each other and to share information with the body of the association.

I, Mark T. Jones, certify that I am the current elected and acting Secretary of the Louisiana Mayhaw Association Inc., and the above Bylaws are the bylaws of the Louisiana Mayhaw Association as adopted by the Board of Directors on (2024 conference) and that they have not been amended or modified since the date above. Executed on this XX day of June in the Parish of Rapides in the State of Louisiana.

Mark T. Jones, Secretary

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