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Z A C H A R Y T A Y L O R H I G H W A Y  
A S S O C I A T I O N

ARTICLE I

Principal Office

The principal office of the association shall be located at 11936 Ferdinand St., St. Francisville, LA or at such other place as shall be lawfully designated by the Board of Directors, hereinafter sometimes called the "Board".

ARTICLE II

Purposes

The objects and purposes for which this association is formed are state in the Articles of Incorporation. Those objects and purposes are to be achieved by working with the Governor, the Louisiana Legislature, the members of the Louisiana Congressional Delegation, the Louisiana Department of Transportation and Development, the Louisiana Department of Culture, Recreation and Tourism, the Governor's office of Rural Development, the U.S. Department of Transportation, and with other persons and groups interested in economic development and in the improvement of transportation.

ARTICLE III

Membership

Any individual, public official, corporation or political subdivision meeting the membership qualifications set forth in the Articles of Incorporation of this association may apply for membership. The applicant shall become a member of this association when the applicant's application for membership is approved by the Board of Directors and the applicant's annual dues are paid. Such membership may be evidenced by a certificate upon such form as may be prescribed by the Board of Directors.

The membership of a member who fails to pay the dues set by the board may be terminated twenty (20) days after a dues notice has been sent to the member by regular mail.

Each member shall be entitled to one vote.

## ARTICLE IV

### Meetings of the Members

The annual meeting of the members shall be held in **October** of each year on a date, and at a time and place determined by the board. At such annual meeting, the president shall report on the business and activities of the association during the previous year, and directors shall be elected. The Secretary shall cause written notice of the meeting to be mailed or sent via electronic means to each member not less than ten (10) nor more than thirty (30) days prior to said annual meeting. The Secretary may also release information concerning the annual meeting to the news media.

Special meetings of the members may be called by the President. Special meetings of the members shall be called by the President when authorized by the board or upon receipt of a written request from twenty-five per cent (25%) of the members, provided such request specifies the purposes for which the meeting is to be called. The date of any special meeting shall be not less than five (5) nor more than fifteen (15) days after the posting of a mail notice to all members. No business shall be transacted at any special meeting except such business as shall have been specified in the notice of the meeting. Subject to the foregoing, a special meeting shall be held on a date and at a time and place determined by the board (if the meeting is authorized by the board) or by the President (if the meeting is requested by 25% of the members).

At any annual or special meeting of the members, a quorum shall consist of ten per cent (10%) of the members, and questions of parliamentary procedure shall be decided according to Roberts Rules of Order.

## ARTICLE V

### Board of Directors

The corporate powers and management of the association shall be vested in, and exercised by, a board of directors of not more than twenty-four (24) members; who shall, except for the initial directors, serve for one-year terms; provided, however, that the number of directors between the date of incorporation and the first day of April, 1993, shall be seventeen (17). No more than three directors shall be residents of the same parish.

At the regular meeting of the Board of Directors held during the second quarter of each year, the President shall appoint a Nominating Committee of three (3) or more members of the association. A representative or a corporate member or of a political subdivision member may be appointed to the Nominating Committee. The President shall designate the chairman. At the

annual meeting of the members, the chairman of the Nominating Committee shall present the report of the Nominating Committee, which shall list the names of not more than three persons from each parish who are recommended by the Committee for membership on the Board of Directors. Each such nominee must be a member or the duly authorized representative of a corporate member or of a political subdivision member and must have agreed to serve as a director if elected.

Additional nominations may be made from the floor, but no person may be nominated unless such person has agreed to serve as a director if elected. All Directors elected at the annual meeting shall be seated at the meeting of the Board of Directors held immediately following the annual meeting of the members.

Directors may be removed from office if they have two consecutive unexcused absences from meetings of the Board.

If the office of any director becomes vacant by reason of death, resignation, disqualification or otherwise, a successor shall be chosen by majority vote of the remaining directors. A vacancy created as the result of an increase in the number of directors shall be filled in like manner. The person thus elected shall hold office until the election of his successor at the next annual meeting of the members.

The regular meetings of the board of directors shall be held once each quarter, with one such meeting to be held immediately following the annual meeting of the members in October of each year. These regular meetings shall be held at such time and place as may be designated by the board of directors.

Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors.

The Secretary may be required by the Board of Directors to give notice to each Director of the date, time and place of each regular meeting of the Board of Directors. The Secretary shall give notice to each Director of the date, time and place of each special meeting of the Board of Directors.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

At meetings of the Board of Directors: (1) business shall be transacted in such order as the President may determine; (2) the President, or in his/her

absence, the Vice President, shall preside; and (3) the Secretary or, in his/her absence, a person designated by the presiding officer shall record the minutes of the meeting.

The Board of Directors shall have the sole authority to establish committees other than those committees mandated by these by-laws.

The Board of Directors shall require the signature of two officers on all checks issued by the association, but the Board of Directors may authorize three or more officers to sign such checks. The Treasurer's signature shall not be required on such checks, but he/she shall always be one of the officers authorized to sign such checks.

The Board of Directors is authorized to fix the amount of the membership dues for each class of membership from time to time and to terminate the membership of any member who does not pay the dues set by the Board of Directors.

The Board of Directors shall have the power to authorize on behalf of the association the borrowing of money, the purchase of immovable property, or the sale, lease or encumbering or otherwise alienating of any of the association's immovable property.

## ARTICLE VI

### Officers

Officers of the association shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members.

The President shall preside at all meetings of the members and of the Board of Directors attended by him/her and appoint all committees. He/she shall execute all contracts and instruments of conveyance on behalf of the association when authorized so to do by the Board of Directors.

The Vice President shall preside at all meetings of the members and of the Board of Directors when the President is absent. The Vice President shall also have such additional duties and responsibilities as are assigned to him by the President.

The Secretary shall record the minutes of all meetings of the members and of the Board of Directors and shall give notice of the meetings of the members and of the Board of Directors when required to do so by the Board of Directors

or by these by-laws. The Secretary shall also be responsible for keeping all records of the association except financial records.

The Treasurer shall keep, or be responsible for supervising the keeping all, all records pertaining to the receipt or disbursement of funds. The Treasurer shall make financial reports to the Board of Directors at such intervals as shall be prescribed by the Board of Directors; and the Treasurer shall make a financial report to the members at the annual meeting thereof.

## ARTICLE VII

### Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer; it shall have such authority as may be given to it from time to time by the Board of Directors.

## ARTICLE VIII

### Fiscal Year and Audits

The fiscal year shall be the same as the calendar year.

An audit by a Certified Public Accountant of the books and records of the association may be made annually, and the report of each such audit shall be furnished to all Directors and recorded in the minutes.

## ARTICLE IX

### Amendments

The Directors, by the affirmative vote of a majority thereof or by affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting, may make, alter or amend the By-laws of this association at any regular or special meeting of the Directors, if mention of the proposed amendment is made in the notice of such meeting. The power granted to the Directors by this Article is subject to the power of the members to change the action of the directors.