

Bylaws of the
LOUISIANA FIRE SPRINKLER ASSOCIATION Chapter,
American Fire Sprinkler Association, Inc.
(A Non-Profit Corporation)

~~This non-profit corporation shall be referred to herein in the Bylaws as an Association.~~

~~The name of this organization shall be the LOUISIANA FIRE SPRINKLER ASSOCIATION, a non-profit corporation, Chapter of the American Fire Sprinkler Association, and shall hereinafter be referred to as Chapter.~~

ARTICLE I

OFFICERS

Section 1. The Officers of this association shall be a President, Vice President, Secretary and Treasurer.

The Officers shall be members of the Board of Directors and other members may be elected to the Board of Directors.

The duties of the several officers shall be as follows:

President: The President shall be the chief executive officer of the association; he shall preside at all meetings of the association; he shall have general and active management of the business of the association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages and other contracts. He shall have the general powers and duties of supervision and management usually vested in the office of the president of an association.

The President shall have the sole authority in the hiring and firing of employees other than officers, in the granting and accepting of leases, in the buying of all equipment and fixtures of the association, and generally in all matters having to do with the normal day-to-day operation of the business, reserving to the other officers and to the Board of Directors those powers delegated to them by law and those reserved to them herein.

Vice President: In the event of absence or incapacity of the President as outlined above, the Vice President shall assume the duties of President. In the absence of the Secretary or Treasurer, the duties of such officer shall devolve upon the Vice President in his capacity as Assistant Secretary or Assistant Treasurer.

Secretary: The Secretary shall give notice of all meetings of the association, of the Board of Directors and of committees. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members, and all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall keep in safe custody the seal of the association and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature. He shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he shall be.

Treasurer: The Treasurer shall have charge of all funds of the association and of their disbursement under the direction of the Board of Directors. He shall keep a record of all moneys received and paid out, and make a report of the same to the Board of Directors at each regular quarterly meeting thereof and whenever requested to do so. He or the President shall sign all checks, drafts and notes on behalf of the association and shall supervise the general care and management of the financial affairs of the chapter.

Section 2. The officers of the association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the Board of Directors.

Section 3. In the case of the absence of any officer of the association other than the President, or for any other reason that the Board may deem sufficient as to any officer other than the President, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the entire Board concurs therein.

ARTICLE II

MEMBERSHIP

Section 1. CONTRACTOR: Members may only be installing fire sprinkler contractors or individuals currently licensed and certified in the State of Louisiana to design and install automatic fire sprinkler systems. Members shall be entitled to vote and hold office.

Section 2. ASSOCIATE: Associate membership is reserved for all suppliers and support organizations servicing the sprinkler industry within Louisiana. Associate members shall not have the power to vote or hold office in the association.

Section 3. Eligibility: Any person, firm or corporation that possesses the qualifications listed in the descriptions of the various memberships is eligible to become a member of the

chapter, provided that the applicant for any voting membership category must be a member in good standing of the American Fire Sprinkler Association (AFSA National).

Section 4. Authority of Members - No member shall have any power or right to speak for the chapter or the American Fire Sprinkler Association unless such member is an officer, director or other authorized representative acting in the course and within the scope of his authority as such officer, director or other authorized representative.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of not less than five (5) members of the association who shall be elected annually.

The following shall constitute the first members of the Board of Directors of this Association, who shall serve for the term set opposite their respective names. Thereafter, successive Board Members shall be elected at the annual meeting, to serve for a term of two (2) years.

Porter L. Bentley	One (1) year term
Charles Fullerton	One (1) year term
William L. Honeycutt	Two (2) year term
John A. Shuford	Two (2) year term
Charles E. Martin	Two (2) year term

Section 2. The Board of Directors shall be charged with the management of all of the affairs of the association, subject to the provisions of its articles of incorporation and bylaws. To the extent not prohibited by LA. R.S. 12:121, the selling and mortgaging of real estate and the disposition of the assets of the association.

Section 3. For the purpose of transacting the business of this association during the intervals between the meetings of the Board of Directors, the President, the Vice President, the Secretary and the Treasurer shall constitute the Executive Committee, with full authority to act.

Section 4. Regular meetings of the Board of Directors shall be held at such time and place as the directors shall determine. Special meetings of the Board may be called by the President or Vice President on three days' notice to each director, either personally or by mail or by telegram or email; special meetings shall be called by the President or Secretary in like manner and on like notice of the written request of two directors.

Section 5. A majority of the directors shall constitute a quorum of the Board.

Section 6. In addition to the powers and authorities by these bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the association and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these bylaws directed or required to be exercised or done by the members or by the President.

Section 7. The association shall indemnify and hold harmless each director and officer now or hereafter serving the association from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the association and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not he continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors of the association the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE IV

MEMBERS' MEETING

Section 1. An annual meeting of the association shall be held.

Section 2. Special meetings of the members of the association may be called at any time by the President, or on the request, in writing to the President, of a majority of the Board of Directors.

Section 3. Immediately following the adjournment of the annual meeting of the members of the association, the newly-elected directors shall hold a meeting for the purpose of organization, and the transaction of any other business.

Section 4. Not less than five days prior to any meeting of the members of the association, a notice of such meeting shall be mailed to each member at his last known post office address. The notice for any special meeting shall state the purpose of the meeting. All

meetings of the members if the association may, however, be called without notice, by written waiver of the right to such notice, by each person entitled thereto.

Section 5. At any meeting of the association every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member. Each member shall have one vote.

Section 6. A complete list of the members, who shall have one vote each, entitled to vote at the ensuing election of directors, arranged in alphabetical order, with the address of each, shall be prepared by the Secretary and filed in the office where the election is to be held at least ten days before every election, and shall at all times, during the usual hours of business and during the whole time of said election, be open to examination of any member.

Section 7. Balloting for all chapter officers and members of the Board of Directors must be concluded prior to December 15th of each year, with terms of new officers and members of the Board to begin on January 1st of each year.

ARTICLE V

CHECKS

All checks, drafts and notes of the association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VI

AMENDMENTS

These bylaws may be altered or amended or repealed by the affirmative vote or written consent of a majority of the members entitled to vote at any regular or special meeting of the association called for that purpose, or by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board called for that purpose; and that in case of any change of such time or place of an meeting notice thereof shall be given to each member in person or by letter mailed to his last known post office address, at least twenty days before the election is held.


ARTICLE VII

DISSOLUTION

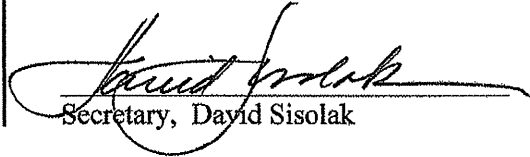
The chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall insure, or be distributed to members of the chapter. On dissolution of the chapter any funds remaining shall be distributed to the American Fire Sprinkler Association to be used for the benefit of members in the area represented by the chapter.

Certificate

I certify that the foregoing Bylaws were unanimously adopted by the Board of Directors of the association at a special meeting held by them on the 23rd day of December, 1986.


Secretary

** These Bylaws were revised by Louisiana Fire Sprinkler Association Board of Directors and approved by Board on _____ by email.


Secretary, David Sisolak


President, Linda Biernacki