

Louisiana Association of Fairs and
Festivals

Drafted by the Rules and By-Laws
Committee

December 12, 2004

Approved by the Board of Directors
April 30, 2005

For Presentation to the General
Membership

at the
2006 Annual Meeting

Proposed Rules and By-Laws

Article I

Name

The name of corporation shall be “Louisiana Association of Fairs and Festivals,” hereinafter referred to as LAFF.

Article II

Objects and Purposes

The purpose of this corporation is to avail the members of the formation of a non-trading and non-profit corporation to foster encourage the holding of fairs, expositions, festivals, displays and to adopt a program to encourage and demonstrate agricultural, dairy, livestock, industrial, commercial and educational arts, exhibits, displays and to assist and encourage the advancement of the natural resources, material prosperity and progress of the State of Louisiana, its several parishes, the fairs, festivals and expositions therein.

Article III

1. Duration

The duration of this corporation shall be for a period of ninety-nine (99) years from the date chartered.

2. Dissolution

Upon the dissolution of the Association, as deemed necessary by the Board of Directors, any remaining funds in the accounts of the corporation will be donated to the Department of Culture, Recreation and Tourism of the State of Louisiana for the purpose of promoting culture, which includes agricultural products, recreation and tourism in the State of Louisiana.

Article IV

Location

The location, domicile and registered office of this corporation shall be that of the Secretary of LAFF.

Article V

Definitions

As used herein:

“Associate” is defined as anyone interested in the Louisiana Association of Fairs and Festivals and falls within any of the three following classes:

1. Carnival,
2. Talent,
3. Supplier.

“Board” is defined as the Board of Directors unless expressly stated otherwise.

“Board Member” is defined as a member of the Board of Directors unless expressly stated otherwise.

“Fair” or “Festival” is defined as any State, Parish, District, or other Fair Association or festival organized to promote and conduct agriculture fairs and festivals and natural resources and adopt a program to encourage and demonstrate agricultural, dairy, livestock, industrial, commercial, cultural and educational art, exhibits, displays and to assist and encourage the advancement of the natural resources, material prosperity and progress of the State of Louisiana, its several parishes, the fairs, festivals and expositions therein.

“Full” or “General Membership” is defined as all regular members of LAFF plus the three associate directors.

“Electing Body” is defined as that portion of the membership responsible for the election of any Board Member.

“Member in good standing” is defined as any member approved by the Board of Directors, who is current in the payment of any fees or dues required by the Board of Directors and who is not in suspension or probation by the Board of Directors.

Article VI

Composition of Membership

Membership into LAFF shall be comprised of:

- 1) Regular members which shall be those members qualified as “fairs” or “festivals” defined herein; and
- 2) Associate members which fall into three classes:
 - a. Carnival Associates
 - b. Talent Associates
 - c. Supplier Associates

Article VII

Regular Membership

Any fair or festival conducted in the State of Louisiana may petition for regular membership into LAFF. Said membership is conditional until voted upon by the Board of Directors. A simple majority present and voting at the meeting where the action is taken is required in granting membership.

The Board of Directors may set a regular membership fee to be paid annually by any regular member of LAFF. The Board of Directors may, by resolution approved by simple majority present and voting at the meeting where the action is taken, waive the

membership fee of any regular member if deemed appropriate. Final membership shall not be granted until all necessary dues are received.

Article VIII

Associate Membership

Any entity which meets the criteria set forth in the definition of “Associate” may petition for Associate membership into LAFF. Said membership is conditional until voted upon by the Board of Directors. A simple majority present and voting at the meeting where the action is taken is required in granting membership.

The Board of Directors may set an Associate membership fee to be paid annually by any associate member of LAFF. The Board of Directors may, by resolution approved by simple majority present and voting at the meeting where the action is taken, waive the membership fee of any associate member if deemed appropriate. Final membership shall not be granted until all necessary dues are received.

Article IX

Composition of Executive Board

The Executive Board of LAFF shall be composed of the following officers who shall have voting power at all Executive Committee Board meetings unless expressly state otherwise herein:

1. President,
2. Vice President,
3. Secretary,
4. Treasurer,
5. Immediate Past President,

Composition of the Board of Directors

The Board of Directors of LAFF shall be composed of the following who shall have voting power at all Board of Directors meetings unless expressly stated herein:

1. All members of the Executive Board,
 - a. Except as to the President whose voting power shall be limited by Article XI Section 1(J),
2. District 1 Director,
3. District 2, Director,
4. District 3 Director,
5. District 4 Director,
6. District 5 Director,
7. District 6 Director,
8. District 7 Director,
9. Carnival Director,

10. Talent Director,
11. Supplier Director.

Ex-Officio Board

The following shall be Ex-Officio Officers of LAFF who shall not have voting power at all Board of Directors meetings:

1. Queen of Queens,
2. Pageant Coordinator,
3. Any other such members as the Board of Directors may prescribe.

Honorary Officers

The following shall be Honorary Officers of LAFF who shall not have voting power at all Board of Directors meetings:

1. Lieutenant Governor of the State of Louisiana, or a representative thereof,
2. Secretary of the Department of Culture, Recreation and Tourism, or a representative thereof,
3. Commissioner of the Department of Agriculture, or a representative thereof,
4. Secretary of the Department of Wildlife and Fisheries, or a representative thereof,
5. Secretary of the Department of Commerce, or a representative thereof,
6. Secretary of the Department of Health and Human Resources, or a representative thereof,
7. Past Presidents of LAFF will hold an honorary status without funding or vote as long as they are able to attend,
8. Honorary Past Presidents will be recognized at annual banquets.

Article X

Qualifications and Eligibility

In order to qualify and be eligible for election to any elected position within LAFF the candidate for election must be at least 21 years of age, have been a member of an affiliated regular member for at least one year prior to the election date and meet any such other requirements as set forth in writing by the Board of Directors including but not limited to the following:

1. In order to qualify and be eligible for election to any elected position within LAFF must have been an officer, Director or Committee Chairperson for their member festival,
2. Any candidate for election to the LAFF Executive Board must have been a member of any current or former LAFF Board of Directors.

Article XI

The powers and duties of the officers of LAFF shall be as follows:

1. President
 - a. Call and preside over all meetings whether regular, special or annual,
 - b. Provide for a meeting of the Board of Directors as provided herein,
 - c. Schedules dates for the annual meeting,
 - d. Appoint the nominating committee for election of officers consisting of not less than three (3) members but not more than five (5) members,
 - e. Make all appointments or form any committees needed to improve or aid the association,
 - f. Shall be the official representative to and for all committees, Associations, or commissions in which LAFF is affiliated,
 - g. Shall be the official delegate to any and all events recognized by LAFF including but not limited to the Governor's Conference on Tourism,
 - h. Shall assist and provide leadership to all officers and board members in their needs,
 - i. Bring to a vote any issues requiring decision,
 - j. Shall not cast any vote except to break a tie when such might exist,
 - k. Be responsible for the continuance of good relations with elected officials, legislators, lobbyists and ex officio or honorary board members and work to develop legislation advantageous to the Association,
 - l. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
2. Immediate Past President
 - a. Serve as an advisor to the Board of Directors and Executive Board until the next annual meeting,
 - b. Aid the Vice-President in the preparation of the annual meeting,
 - c. Assume the office of President in the event of the death, resignation, removal or recall of the President, Such other powers and duties as the Board of Directors or rules and by-laws may prescribe,
 - d. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
3. Vice President
 - a. Assist the President in his needs,
 - b. Assume authority in the President's absence except as herein provided,
 - c. Be responsible for planning and staging the annual convention,
 - d. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
4. Secretary
 - a. Record all minutes of meetings whether regular, special or annual,
 - b. Be responsible for preparing the Association's publicity including but not limited to brochures, commercials, advertising, etc.

- c. Be responsible for all correspondence,
 - d. Will have a salary and expense account as determined by the Board of Directors in the annual budget,
 - e. Will publish regular bulletins to send to all members,
 - f. Will acknowledge all members with a suitable certificate of membership,
 - g. Keep, or cause to be kept, a copy of the articles of incorporation and by-laws, as amended to date,
 - h. Keep, or cause to be kept, a record of the association members showing each member's name, address and classification of membership,
 - i. Give, or cause to be given, notice to all meetings of members of the board, and of committees of the board required by these by-laws to be given,
 - j. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
5. Treasurer
- a. Collect and budget all dues and payments to the Association,
 - b. Be responsible for the payment of all bills of the Association,
 - c. Shall provide a financial report to the membership including a quarterly report to the Board and a yearly report to the Association,
 - d. Be reimbursed as determined by the Board of Directors in a simple majority vote,
 - e. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
6. District Directors
- a. Represent and act as liaisons between their electing body and the Board of Directors,
 - b. Maintain regular contact with any regular member located within their district,
 - c. Recruit new members,
 - d. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
7. Associate Directors
- a. Represent and act as liaisons between their electing body and the Board of Directors,
 - b. Maintain regular contact with all Associate members in their class,
 - c. Recruit new members
 - d. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.
8. Board of Directors
- a. Approve and amend the annual LAFF budget,

- b. Have voting privileges on all matters brought before them except as might be herein provided,
- c. Vote on filling vacancies of officers and/or board members, unless otherwise provided herein,
- d. Such other powers and duties as the Board of Directors or rules and by-laws may prescribe.

Article XII

Reimbursement

Members of the Board of Directors, their agents or designees, may be reimbursed reasonable out-of-pocket expenses for carrying out duly assigned official duties on behalf of the Association. Such expenses must be substantiated by receipts and reimbursement must be approved by the Board of Directors. Written and specific approval in advance of engaging in any activity that will result in any extraordinary reimbursable expense must be approved by 2/3 majority vote of the Board of Directors present at the meeting where the action is taken, otherwise there will be no reimbursement.

Article XIII

Indemnification

LAFF shall indemnify and hold harmless the following persons, to the fullest extent – permitted by law, from and against any and all obligations, liabilities, and expenses arising from and in the course of the performance of their assigned duties: LAFF Board Members, elected officers, committee members, duly constituted officials, appointees, agents, members, and employees.

No Board Member, Committee Member, General Member or other appointed agent of the Association, shall be held individually or personally liable unless their action(s) were in willful knowing violation of State Statute and/or their action(s) result in knowing and willful breach of fiduciary responsibility to the Association and its members.

Article XIV

Election of Officers and Directors

- A. Subject to the provisions contained herein, the following officers shall be elected by simple majority of the electing body present and voting to one year terms which shall be voted on at the annual meeting:
 - 1. President,
 - 2. Vice President,
 - 3. Secretary,
 - 4. Treasurer,

- B. Subject to the provisions contained herein, the following Directors shall be elected by simple majority of the electing body present and voting to three year terms which shall be voted on as follows:
1. District 1 Director, elected in 2005 and every third year thereafter,
 2. District 2 Director, elected in 2006 and every third year thereafter,
 3. District 3 Director, elected in 2007 and every third year thereafter,
 4. District 4 Director, elected in 2007 and every third year thereafter,
 5. District 5 Director, elected in 2005 and every third year thereafter,
 6. District 6 Director, elected in 2006 and every third year thereafter,
 7. District 7 Director, elected in 2006 and every third year thereafter,
- C. Each regular member in good standing shall be entitled to 2 voting delegates at any annual or special meeting requiring the casting of votes by regular members,
- D. Each associate board member shall be granted 1 vote at any annual, regular or special meeting requiring the casting of votes by associate members,
- E. The Officers designated in Subsection (A) of this article shall stand for election before the full voting membership of LAFF,
- F. The Directors designated in Subsection (B) of this article shall stand for election before the following regular members located in their respective districts as defined by the Board of Directors.
- G. Subject to the provisions contained herein, Associate Directors shall be elected by simple majority of the electing body present and voting to one year terms which shall be voted on at the annual meeting. The electing body for each shall be as follows:
1. Carnival Director shall be elected by simple majority of those members designated as Carnival Associates,
 2. Talent Director shall be elected by simple majority of those members designated as Talent Associates,
 3. Supplier Director shall be elected by simple majority of those members designated as Supplier Associates.
- H. **Nomination**
Any party seeking election to the Board of Directors shall cause to have filed a nominating letter with the Secretary of LAFF or the nominating committee by the time and date set forth by the Board of Directors. The nominating petition shall meet all requirements set forth by the Board of Directors in the elections guidelines.

Article XV

Notice

Unless otherwise provided herein and subject to the timeliness requirements provided, Notice may be effected by any of the following methods:

1. Regular mail,
2. Certified Mail,

If necessary to prove notice, the following may be deemed sufficient to constitute proof of notice:

1. In the event notice is sent by regular mail, an affidavit of the party sending notice detailing the parties to whom notice was sent;
2. In the event notice was sent by certified mail, the return indicating receipt;

Article XVI

Meetings

- A. Annual Meeting
The President shall call an annual meeting of LAFF to be held in the first quarter of the year.

The time, date and location of the Annual Meeting shall be determined by the President.

- B. Regular Meeting
The Board of Directors shall meet at least quarterly or at least four times annually in regular meeting at a time, date and location determined at the prior regular meeting.

- C. Special Meeting
The President of LAFF may call any Special Meeting for the purpose of conducting emergency business which is deemed necessary for the essential functioning of the Association.

Notice of any special meeting must be sent to all Board Members 10 days prior to the meeting. The notice shall contain the time, date and location of the Special Meeting, but need not contain the purpose of the Special Meeting.

Article XVII

Action without a meeting

Any action that the board is required to take may be taken without a meeting if approved by the required majority of the votes cast including the requirements of quorum. All

members must be noticed of such action and given the opportunity to vote thereon. Such action by email, fax, telephone or written consent shall have the same force and effect as any other validly approved action of the board. All such actions shall be filed with the minutes of the proceedings of the board.

Article XVIII

Quorum

A quorum of the Board of Directors is necessary to conduct any business of the association.

A 2/3 majority of the Board of Directors is sufficient to constitute a quorum. In determining a quorum, the simple majority requirement shall be met by calculating a 2/3 majority of the Board minus the three associate members.

Although the three associate members shall not be included in the calculation of the number needed for quorum, any associate member present shall be counted towards the satisfaction of the quorum.

A quorum of the regular voting membership is necessary to open any annual meeting.

Twenty percent (20%) of the bona fide membership shall constitute a quorum at the annual meeting of the Association.

The members present at a duly called or held meeting may continue to conduct business until adjournment, even if enough members have withdrawn to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the members required to have approved the action prior to the loss of quorum.

Action taken at a meeting without Quorum

In any meeting where there is an insufficient number of members present to constitute a quorum, action may still be taken however the following procedure must be followed:

- 1) The President shall contact all Board Members by letter, fax, telephone or email detailing the action taken,
- 2) The President shall poll all voting members on the action taken,
- 3) Approval must be received on the action taken by a number of Board Members sufficient to have constituted a majority at the Board Meeting where the action was taken had a quorum been met.

Article XIX

Agenda

Prior to any Annual, Regular or Special Meeting of LAFF the President may, at his discretion, cause to have created an Agenda of Items to be discussed at that meeting.

Any member wishing to address, or cause to have addressed, any issue affecting the Association shall submit to the President, in writing, a detailed petition containing the issue to be addressed and whether the petitioner desires that the issue be addressed at regular, special or annual meeting.

If the petitioner desires that the issued be addressed at a Regular Meeting of the LAFF Board of directors then, upon receipt of such petition, the President shall place that item on the Agenda.

If the President determines that the matter is of such importance that it be addressed at special or annual meeting then he shall place the matter on the agenda for said meeting.

If the President determines that the matter is not of such importance that it be addressed at special or annual meeting, then he shall explain, in writing, his reasons for failing to place that item on the agenda for said meeting. That explanation shall be mailed to the petitioning party and a copy furnished to the Secretary of LAFF for inclusion in the records of the Association. However, that matter shall be set on the agenda of the next regularly scheduled meeting of the Board of Directors of LAFF.

If the matter desired to be placed on the agenda is the recall or removal of a Board Member, the procedures related thereto as set forth herein shall be followed.

An item may be added to the agenda of any meeting by unanimous decision of the Board of Directors present at said meeting.

Article XX

Committees

The President of LAFF may create, at his discretion, one or more committees to serve at the pleasure of the board. Appointments to the committees shall be made by the President of LAFF with the approval of the Board of Directors. It shall be required that a committee member be a member of LAFF.

The President of LAFF shall appoint a Chairman to any committee created. Said Chairman shall be responsible for calling any meeting of the committee and shall be responsible for causing to have created an agenda of items to be addressed at any meeting.

If necessary, the President of LAFF shall call a meeting of any committee.

Notice of the time, date and location of any committee meeting shall be sent to all members of the committee and Board of Directors.

Notice must be sent 10 days prior to any committee meeting.

Any committee actions must be approved by 2/3 majority of the Board of Directors.

There shall be no necessity for minutes to be taken at any committee meeting. However, at the conclusion of any committee meeting the Chairman shall cause to have created a Committee Report detailing the actions taken at the meeting. Any committee member in dissent of any part of the Committee Report shall be designated at the end of the report detailing the dissenting provision(s).

Article XXI

Contracts

The Board of Directors by resolution duly adopted by 2/3 majority of the members present and voting at the meeting where the action is taken may authorize a Board Member(s) or Agent of the Association, in addition to the President, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific matters.

Article XXII

Amendment to Rules and By-Laws

These Rules and By-Laws may be amended by 2/3 of the voting delegates of the full membership present and voting at the annual meeting.

Any proposed amendments must be published to the General Membership of LAFF at least 30 days prior to any vote on said amendments.

Prior to any amendments being voted on by the full membership, they must first be approved by 2/3 majority of the Board of Directors present and voting at the meeting where the action is taken.

Article XXIII

Removal of Board Members

A Board of Directors Member may only be removed by the following procedures:

- A. Removal by the LAFF Board of Directors,
An action to remove a Board Member by the Board of Directors may only be brought for the following reasons:
 - Miffeasance,
 - Malfeasance,
 - Nonfeasance,

- Except as to Associate Directors, failure to attend more than one Board meeting during the course of any one year without due cause as determined by the Board and without notification to an officer of the Board.

1. Procedure

The following procedure must be followed in removing a LAFF Board Member by the LAFF Board of Directors.

- (a) A Petition for Removal must be sent by certified mail to the President and Secretary of LAFF by the petitioner(s) notifying the President and Secretary of the name of the Board Member sought to be removed and a detailed specification of charges made against that Board Member. This Petition for Removal must be signed by all parties petitioning for the removal,
- (b) Within 30 days of receipt of the Petition for Removal, the President of LAFF shall notify the Board Member sought to be removed of the Petition filed against him;
- (c) Within 30 days of receipt of the Petition for Removal, the President shall schedule a Hearing on the matter before the Board of Directors; said Hearing shall take place not more than 90 days following the receipt of the Petition for Removal; said Hearing may take place at any regularly scheduled Board Meeting or any special meeting called by the President for that or any other purpose;
- (d) The charged Board Member may file a response with the Secretary of LAFF but is not required to do so;
- (e) The President of LAFF may, at his discretion, consult legal counsel to determine whether the charges filed fall within exclusive reasons for Removal by the Board of Directors;
- (f) Should the President elect to consult Legal Counsel, a written opinion shall be given to the Board at the Hearing on the matter; said opinion shall only be advisory and shall not preclude any action to be taken by the Board;
- (g) At the Hearing on the matter, the petitioners shall present any evidence they might have in support of their petition;
- (h) The charged Board Member may then present any evidence he has to offer to rebut the charges brought against him;
- (i) After the presentation of evidence, the President shall then call the Board into Executive Session, excluding the charged member and petitioner, if applicable;
- (j) After meeting in Executive Session and deliberating the evidence presented, the Board shall then vote on the Petition for Removal;
- (k) Removal of any Board Member may only be made by 2/3 vote of the Board of Directors present and voting at the meeting where the action is taken, excluding the charged member or petitioner, if applicable;

- (l) If 2/3 of the Board Of Directors present and voting at the meeting where the action is taken votes to remove the charged member, then the President shall declare the office vacant and appoint an interim member to that position in accordance with the provisions of these Rules and By-Laws concerning appointment of interim members;
- (m) If the Petition for Removal fails to secure the required votes for removal, then the Petition for Removal shall be dismissed;

B. Recall election by the electing body.

1. Procedure

The following procedure must be followed in recalling a LAFF Board Member by the electing body:

- (a) A Notarized Petition for Recall Election must be sent by certified mail to the President and Secretary of LAFF by the petitioner(s) notifying the President and Secretary of the name of the Board Member sought to be recalled. This Petition for Recall must be signed by at least a simple majority of the full electing body;
- (b) Only an authorized representative of a fair or festival may sign a petition for recall;
- (c) Within 30 days of receipt of the Petition for Recall, the President of LAFF shall notify the Board Member sought to be recalled of the Petition filed against him;
- (d) Within 30 days of receipt of the Petition for Recall, the President shall notify the electing body of the Petition for Recall;
- (e) In the Notice of Recall Election, the President of LAFF shall:
 - a. Set a date for the special election, and
 - b. Set forth the voting method for the special election,
- (f) The special election take place not more than 90 days from the receipt of the recall petition unless said petition is received within 120 days of the next schedule LAFF Convention;
- (g) If the Petition is received within 120 days of the next schedule LAFF Convention then the recall election shall take place at that convention;
- (h) The charged Board Member may file a response with the Secretary of LAFF but is not required to do so;
- (i) In the event the charged member files a response with the Secretary of LAFF, then the secretary shall cause to be published a copy of that response to all members of the electing body;
- (j) The President shall then cause to have made a ballot by which the electing body shall choose to either maintain or remove the charged member;
- (k) At the time designated by the President for the Special Election, the Board of Directors of LAFF shall meet in open session and conduct any in-person vote if so designated by the President in the Notice of Recall;

- (l) All votes in a recall election shall be made by secret ballot;
- (m) A petition to recall any member of the Board of Directors must be approved by 2/3 vote of the electing body present and voting at the meeting where the action is taken;
- (n) Each member of the electing body shall have 2 votes on the issue;
- (o) If the electing body approves, by 2/3 vote of those present and voting at the meeting where the action is taken, the recall of any Board member, then the President of LAFF shall declare the office vacant and appoint an interim member to that position in accordance with the provisions of these Rules and By-Laws concerning appointment of interim members;
- (p) If the President of LAFF is the party subject to the recall, then the provisions contained herein pertaining to the President of LAFF and his duties shall be performed by the Vice-President of LAFF;
- (q) If the Secretary of LAFF is the party subject to the recall, then the provisions contained herein pertaining to the Secretary of LAFF and his duties shall be performed by a party designated to do so by the President of LAFF;
- (r) If the President of LAFF is the party subject to the recall and is, in fact, recalled, then the Immediate Past President of LAFF shall assume the office of President;
- (s) If the electing body fails to approve the petition for recall by 2/3 vote of those present and voting at the meeting where the action is taken, then the petition for recall shall be dismissed;
- (t) The failure to gather a quorum at the recall meeting shall constitute a failure to gather the required vote and the petition for recall shall be dismissed.

Article XXIV

Appointment of Interim Members of the Board of Directors

If a vacancy arises on the Board due to death, resignation, removal or recall of any Board Member the President of LAFF shall make an interim appointment to the vacancy in accordance with the following procedures and guidelines:

1. If the vacancy occurs less than 180 days prior to the next scheduled LAFF Convention, the President of LAFF shall make the interim appointment, however, said appointment must be approved by 2/3 vote of the Board of Directors present and voting at the meeting where the action is taken,
2. If the vacancy occurs more than 180 days from the next scheduled LAFF Convention, then the President of LAFF shall consult with the electing body and make an interim appointment, however, said appointment must be approved by 2/3 majority vote of the Board of Directors present and voting at the meeting where the action is taken,
3. If the vacancy which arises is that of the President of LAFF, the Immediate Past President of LAFF shall assume the office of President. In

the event the immediate past president is unable to assume the office of President, then the Board of Directors will consult with the successive past presidents and then, from among that number, elect a new president by 2/3 majority of the Board of Directors present and voting at the meeting where the action is taken,

4. If the vacancy which arises is that of any District Director and the vacancy occurs more than 180 days prior to next scheduled LAFF Convention, then the President shall call for a new election. The following shall be the procedure to be followed:
 - a. The election shall be called for the first scheduled meeting of the Board of Directors occurring more than 60 days after the vacancy arises,
 - b. The Secretary shall notify the electing body within 14 days of the vacancy,
 - c. The members of the electing body shall publish notice of the vacancy to their respective organizations and submit nominations for filling the vacancy,
 - d. Any nominations must be received by the Secretary no later than 30 days prior to the scheduled meeting at which the vacancy shall be filled,
 - e. The Secretary shall have prepared a ballot containing the names of all nominated individuals and shall send that ballot to each member of the electing body not later than 25 days prior to the scheduled meeting at which the vacancy shall be filled,
 - f. The members of the electing body shall have two votes on the vacancy election and shall return each ballot by certified mail no later than five (5) days prior to the scheduled meeting at which the vacancy shall be filled,
 - g. Upon receipt of these ballots by the Secretary they shall be sealed and shall not be opened until the scheduled meeting at which the vacancy shall be filled,
 - h. If any nominated individual receives a simple majority of the votes of the electing body, a 1/3 vote of the Board Members present shall be sufficient to approve that person for the vacancy,
 - i. In the event no person receives a simple majority of the votes of the electing body, a simple majority of the Board Members present shall be required to approve any of the nominated persons for that vacancy,
 - j. In the event there are no nominations by the electing body for the vacancy, the President shall nominate such persons as he deems qualified after following the provisions of Article XXIV Section 2, herein prescribed for approval by simple majority of the Board of Directors.

Article XXV

Effective Date

The effective date of these Bylaws shall be _____.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Louisiana Association of Fairs and Festivals, Louisiana nonprofit corporation, that the above bylaws, consisting of _____ pages, are the bylaws of this corporation as adopted by the general membership on February _____, 2005 and they have not been amended or modified since that date.

Secretary, Louisiana Association of Fairs and Festivals