

BYLAWS OF THE ACADIANA SPIRITUAL ASSOCIATION

Article I. Intent

Section 1: Incorporation

The name of this corporation is the Acadiana Spiritual Association (truncated: ASA). The corporation is organized and operated exclusively for charitable purposes and will:

A. Operate under the tax exemption status established by Section 501(c) of the United States Internal Revenue Code (26 U.S.C. § 501(c)) which provides that religious, charitable, and education organizations are exempt from some federal income taxes.

1. Acadiana Spiritual Association is organized exclusively for religious, charitable, and education purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Acadiana Spiritual Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. Acadiana Spiritual Association is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its purposes. No part of the receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

B. Comply with the laws of the United States law, Louisiana law, parish law, city and/or local ordinance.

Article II. Purposes

Section 1: Statement of Purpose

The primary purposes of the Acadiana Spiritual Association is a fellowship of alternative,

non-mainstream religious practitioners of tribal, primitive, ancient, neopagan, and/or reconstructionists who cooperate to promote common values and goals for the betterment of themselves and their local religious, social, political, familial, and work communities. The specific mission of the Acadiana Spiritual Association is as follows:

A. To encourage constant reflection on and attainment of spiritual growth. Though the organization is primarily for individuals of non-mainstream faiths, all individuals who wish to expand their understanding of diverse traditions and/or allow religious diversity to serve as a catalyst to their spiritual practices are invited to join.

B. To contribute to the community at large by increasing the quality of life for all of Acadiana's members. ASA will host and participate in social justice programs, raise environmental awareness, and celebrate the religious diversity of our area. It attempts to manifest tolerance, balance, and equality within the community and environment while raising awareness of relevant environmental and social issues.

C. To strengthen community bonds between local adherents of non-mainstream faiths. It is our goal that the organization serve as a venue for finding and befriending like-minded individuals. By creating a network of like-minded individuals, we hope to give all participants spiritual and social support. Through activism and awareness, this network also builds positive relationships between mainstream and non-mainstream communities.

D. To strive to establish a greater tolerance for all religions in Acadiana. Any person, regardless of faith (or the lack thereof) has a right to practice (or not to practice) a religion. No individual should suffer undo tragedy on the sole basis or absence of religious affiliations. ASA facilitates religious tolerance within the spiritual community and within the rest of Acadiana by raising awareness of religious diversity via social events and education and advocating for religious rights.

E. To educate its members on various aspects of diverse religious traditions, magical systems, and religious philosophies through workshops, symposiums, member and guest presentations, and other mediums, many of which are open to the public. ASA will also attempt to educate members of the public on various spiritual traditions to promote religious tolerance and awareness.

F. Notwithstanding any other provision of the Articles or the Bylaws, the Acadiana Spiritual Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue Law).

Article III. Offices

Section 1: Principal Office

The principal office of the corporation for the transaction is located in Broussard, Louisiana.

Section 2: Change of Address

The parish of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named parish by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

Section 3: Other Offices

The corporation may also have offices at such other places, within or without the State of Louisiana, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article IV. Members

Section 1: Determination of Members

This corporation shall make no provisions for voting members, however, pursuant to Louisiana Revised Statute 12:217(C), if neither the articles nor the bylaws provide for members or shareholders, or if a corporation has, in fact, no shareholders, and no members other than the persons constituting its Board of Directors, be taken to be the members of the Corporation, and shall exercise all of the rights and powers of the members. Furthermore, all rights, which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this corporation, shall vest in the Directors of this corporation.

Section 2: Duration of Membership

All memberships shall start the day dues are paid and end the same date of the following year. Membership fees and dues are required upon submission of application. Resignation or termination does not constitute refund of membership fees, dues, or donations.

Any membership that becomes inactive, due to non-payment or closer, will be considered new after three months dormant and the current date will be used as start day.

Section 3: Active Voting Membership Classification and Dues

There shall be classes of Active Voting Memberships as the Board of Directors shall, from time to time, establish. Dues, requirements, and qualifications for each class of members shall be in accordance with a schedule established by the Board of Directors. Termination of membership shall be the remedy for non-payment of fees.

A. Basic requirements for membership shall be:

1. Any person over the age of 18 years regardless of race, color, creed, gender, sexual orientation, nationality, religion, or disability.
2. Any person within the heartland of Acadiana: Lafayette, St. Martin, Iberia, St. Mary, St. Landry, Vermilion, Acadia, and Evangeline parishes.

B. Basic ineligibility of membership shall be:

1. Any person who is currently actively engaged in felony activity.
2. Any person who is or ever has been a registered sex offender.
3. Any person who is deemed ineligible for any other reason articulated in the Code of Ethics that is not specified above.

Section 4: Powers of Active Voting Members

Active Voting Members have the power to:

1. Elect their governing body by majority
2. Approve changes to the Bylaws by majority
3. Approve lease agreements by majority
4. Approve the borrowing of money by majority
5. Overrule any decision made by their governing body with a two-thirds vote of the entire active voting membership body

Section 5: Non-Voting Members

"Non-voting members" and "honorary members" are not "members" as that term is defined in Louisiana Revised Statute 12:201(16).

1. Inactive Member - a member whose membership dues are not current.
2. Active non-voting members - members whose dues are current but live outside of the eight Acadiana parishes.
3. Honorary member - membership given to those persons who, in the judgment of the majority vote of the governing body, have, in an outstanding and exemplary matter, furthered the purposes of the Acadiana Spiritual Association.

Section 6: Other Classes of Membership

The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of members for the corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Louisiana Revised Statute 12:201(17). The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board of Directors may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specific rights on the members except as otherwise specified in the corporation's Article of Incorporation or Bylaws.

Section 7: Property Rights, Nonliability, and Non-transferability

No member shall have any right or interest in any of the property or assets of the corporation. No member shall be personally liable for the debts, liabilities, or obligations of the corporation. No member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of member shall cease upon the member's death or disassociation.

Section 8: Meetings of Members

The Board of Directors may provide for holding quarterly meetings of the members or duly announced meetings of the members whenever it may be considered necessary or desirable.

Article V. Board of Directors

Section 1: Definition

The governing body of the Acadiana Spiritual Association is known as the Board of Directors and shall be informally known as the Community Council.

Section 2: Powers

Subject to the limitation of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of Louisiana, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. So long as the Board of Directors shall be the sole class of voting members of the corporation, any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of Louisiana shall require only the approval of the Board of Directors.

The Board of Directors governs and administers the organization, responsible for setting policy, establishing goals for the organization, and is the executive body who translates the policy into action.

Section 3: Officers of the Board of Directors

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and any other positions deemed necessary for the day-to-day functions of the organization annually at the first Board meeting.

A. Role of the President

The President is the general manager and chief executive officer of this organization and has, subject to the control of the Board of Directors, general supervision, direction and control of the organization, activities and officers. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors. Among other things, the President shall be responsible for:

1. Ensuring the organization's activities are compliant and in furtherance of its mission
2. Leading, managing, and developing the organization's volunteers and organizational culture

3. Developing, implementing, monitoring, and assessing the organization's programs, including their impact
4. Developing, implementing, monitoring, and assessing sound and compliant financial management practices
5. Developing, informing, and supporting the board and the board committees to carry out their governance functions
6. Partnering with the Vice President of the Board to help ensure the Board's directives, policies, and resolutions are carried out
7. Developing and maintaining beneficial relationships with donors, funders, supporters, collaborators, allies, vendors, and other stakeholders
8. Ensuring effective external communications about the organization and its mission, priorities, importance, programs, and activities
9. Championing the organization and advocating its mission to internal and external stakeholders
10. Keeping the organization's leadership informed of significant developments and changes in the internal and external environment

B. The Role of the Vice President

The Vice President shall serve in place of the President in the absence of the President.

1. Supporting and supervising the staff and acting as a channel of communication between the Board and staff
2. Acting as a figurehead or representative for the organization in absence of the President
3. Leading the development of the board and ensuring its decisions are implemented

C. The Role of the Secretary

The secretary of this organization shall foster communication and ensure proper management and utilization of important organizational records. Duties may change from time to time as may be assigned by the Board.

1. Acting as a conduit of communication between the board, management, and members, by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes
2. Being knowledgeable of the organization's records and related materials, and should be able to provide advice and resources to the Board on relevant topics at issue
3. Responsible for scheduling board meetings and should ensure an adequate number of meetings are held per year, in accordance with the bylaws
4. Recording minutes of meetings
5. Responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible for inspection by directors and/or members

D. The Role of the Treasurer

The treasurer oversees trustees carry out their financial responsibilities.

1. Presenting financial reports to the Board in a format that helps the Board understand the organization's financial position

2. Advising the board on how to carry out its financial responsibilities
3. Liaising with professional advisors
4. Overseeing the preparation and scrutiny of annual accounts
5. Book-keeping, budgeting and preparation of reports
6. Co-signing checks with the President in the name of the Acadiana Spiritual Association

Section 4: Title and Management of Property

All of the property funds, and assets received or acquired by the Acadiana Spiritual Association, shall be taken, held, managed and expended in such a manner, as directed by the Board of Directors. Title to all property, funds, and assets of the Acadiana Spiritual Association shall at all times be and remain vested in said Board of Directors and their successors in office jointly.

Section 5: Composition and Number

The Board of Directors shall be comprised of seven members but no less than four at any given time. If the composition of the Board of Directors reduces to five or less, then a special election shall be called to fill vacant seats. No Board shall be comprised of more than half by any given spiritual group/organization, unless unopposed, in a ranking vote.

Section 6: Board of Directors Nomination & Election

1. Members must be active for at least six months before being considered as a Candidate for office.
2. Candidates for President, Vice President or Treasurer must have served on the board for at least one contiguous previous year before being considered for the positions unless majority vote overrules.
3. Candidates for appointment to the Board of Directors shall be nominated by the members and approved by ranking vote of the members. Nominations shall be announced prior to the annual assembly meeting. The election of the Directors shall occur at the annual assembly meeting. Members vote in a secret ballot during the general assembly meeting. The Board, or appointed election officials, count the votes publically during the general assembly meeting.

Section 7: Term of Office

Directors shall serve varied length terms based on their position to ensure smoother transitions.

President and Secretary will serve three year terms.

Vice President and Treasurer will serve two year terms.

The three remaining voting members will serve one year terms.

Directors shall take their individual seats at the first Board meeting of the new year, occurring no later than February 15th.

Section 8: Elections

The election of the Board of Directors is not position specific. The Board of Directors shall be a staggered board, in which approximately one-third of the members are elected each term. The Directors are organized into three groups and each group's terms expire at different times.

The January 2018 council will be considered year zero for the staggered election timing.

Three one year member seats will be available for qualified candidates every year.

The top three will be picked from the candidates and roles may be assigned if needed.

Two seats will be available to qualified candidates every two years. (E.g. 2020, 2022, etc)

Vice President and Treasurer will be selected by anonymous vote from the top two candidates.

Two seats will be available to qualified candidates every three years. (E.g. 2021, 2024, etc)

President and Secretary will be selected by anonymous vote from the top two candidates.

In the event that a Board member can not complete their term a new qualified candidate can be appointed by majority vote of the Board, or nominations can be held to finish out the term.

Section 9: Vacancies

Vacancies on the Board of Directors shall exist on the resignation, removal, or death of any Director. Upon vacancy, the Board shall select and appoint, by majority vote, a new Director to carry out the remainder of the term. Upon approval, the new Director will take their seat immediately.

Section 10: Regular Meetings

There shall be regular meetings of the Board of Directors at a date and time as designated by the Board. Regular meetings are open to the public.

Section 11: Special Meetings

In addition, the Board of Directors may call a special meeting of the Board by written notice to all Directors at least ten working days prior to the special meeting.

Section 12: Quorum

At all meetings of the Board of Directors, four Directors shall constitute a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Board shall entertain at such meeting is a motion to adjourn. However, a majority of the Board present at such meeting may adjourn until the time fixed for the next regular meeting of the Board.

The Board present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from

the meeting, provided that any action thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required law, or the Articles of Incorporation or Bylaws of this corporation.

Section 13: Majority Action As Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 14: No Action Without Meeting

Any action which, under any provision of the Louisiana General Corporation Law, may be taken at a meeting of the members, may be taken without a meeting if authorized by a written statement signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary immediately.

Section 15: Unexcused Absences

Any Director having two unexcused absences within any given year will be automatically dropped from the Board. Validation of excused absences will be determined by the Board at the time of the absence and incorporated in the minutes of the meetings.

Section 16: Inability to Perform Duties

If at any time, a Director is unable to perform their duties, due to work or life change, the Board member is responsible for informing the Board of such changes and asking if any accommodations can be made, such as changes in scheduled meeting, reduction or change in nature of duties, etc. The Board is obligated to consider and vote on such changes that would accommodate, and if one can not be made, a majority vote is needed to reject the motion.

A vote of no confidence can be held when a Director is no longer deemed fit to hold that position, perhaps because they are inadequate in some respect, are failing to carry out obligations, or are making decisions that other members feel are detrimental. A two-thirds vote of no confidence of the Board of Directors is necessary to remove a Director from office.

Section 17: Fees and Compensation

Director shall not be compensated for serving on the Board of Directors. Director shall be entitled to reimbursement of expenses incurred on behalf of the corporation if such reimbursement is approved in advance by vote of the Board. Members of committees may receive such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Section 18: Standards of Conduct

A Director shall perform their duties, including duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner such that the Board of Directors believes to be in the best interests of the organization and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, they shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

A. Board of Directors of the organization whom the Director believes to be reliable and competent in the matters presented;

B. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person(s) professional or expert competence; or

C. A committee of the Director upon which they do not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 19: Self-Dealing Transactions

Pursuant to Louisiana Revised Statute 12:228, no contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and any other nonprofit, business or foreign corporation, partnership, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the common or interested director or officer was present at or participated in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes were counted for such purpose. The Acadiana Spiritual Association shall not be a party to a transaction in which one or more of its Directors has a material financial interest unless:

A. The material facts as to his interest and as to the contract or transaction were disclosed or known to the board of directors or the committee, and the board or committee in good faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

B. The material facts as to his interest and as to the contract or transaction were disclosed or known to the members entitled to vote thereon, and the contract or transaction was approved in good faith by vote of the members; or

C. The contract or transaction was fair as to the corporation as of the time it was authorized, approved or ratified by the board of directors, committee, or members.

Article VI. Standards of Conduct for Members

The standards of conduct of the organization shall be guided by the Code of Ethics of the Acadiana Spiritual Association. The Code of Ethics shall be attached to every membership form and signed by every member. The members agree to remain fully bound until their membership expires, notwithstanding any extension, modification, waiver, or other indulgence or discharge or release of any obligor. The terms of the Code of Ethics is subject to the interpretation of the Board of Directors and is a fundamental and

dynamic article of the bylaws. The signing of the membership form represents the understanding of the entire Code of Ethics and is intended as a complete and exclusive statement of the terms of membership. Any modification of the Code of Ethics must be made by an unanimous vote of the Board of Directors and applicable only to new members and membership renewals. The Code of Ethics of the Acadiana Spiritual Association is:

- A. Equity in attitude
- B. Trustworthiness in stewardship
- C. Honor in conduct
- D. Integrity of character
- E. Commitment to service

Article VII. Committees & Workgroups

Section 1: Committees & Workgroups of Members and Directors

A. The Board of Directors shall establish workgroups, committees of members to carry out administrative matters and the planning of particular events, by executive order of the chief of the administrative branch, to the extent provided in said resolution, and shall have and exercise the authority of the Board of Directors in the management of the Acadiana Spiritual Association.

B. The Board of Directors, by resolution adopted by a majority, may designate one or more committees, each of which shall consist of one or more Directors, to the extent provided in said resolution, to exercise the authority of the Board to determine the viability of proposals before presentation to the Board of Directors.

Section 2: Term of Office

Each member of a committee or workgroup shall continue as such until the next election of directors unless the committee or workgroup shall be sooner terminated, or unless such member be removed from the committee or workgroup, or until such member shall cease to qualify as a member thereof.

Section 4: Vacancies

Vacancies in the membership of any committee or workgroup may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee or a workgroup, a majority of the whole committee or workgroup shall constitute a quorum.

Article VIII. Fiscal Policy

Section 1: Budget

The budget of the Acadiana Spiritual Association shall be a perpetual budget which can be adjusted at any time by the Board of Directors.

Section 2: Major Activities

A. The President, with consent of the Board of Directors appointed Treasurer, shall make all expenditures within the yearly budget in a timely manner.

B. All new ventures in the activities of the Acadiana Spiritual Association, such as a major financial obligation in excess of \$500, must be approved by a majority vote of the members present at a general assembly meeting and any expenditure in connection therewith shall be specifically authorized for such purposes by the Board of Directors before disbursement may be made for such purpose.

C. Any recurring expense exceeding \$100 monthly and encompassing specific time constraints requires a majority vote of the members present at a general assembly meeting and any expenditure in connection therewith shall be specifically authorized for such purposes by the Board of Directors before disbursement may be made for such purpose.

D. Any amount of money borrowed in the name of the Acadiana Spiritual Association must be approved by a majority vote of the members present at a general assembly meeting and any expenditure in connection therewith shall be specifically authorized for such purposes by the Board of Directors before disbursement may be made for such purpose.

Section 2: Excess Funds

Whenever the cash balances of the Acadiana Spiritual Association are deemed to be in excess of current needs, the Board of Directors may authorize the investment of any such funds for interest earning purposes in United States Government Bonds and/or federally insured savings account deemed appropriate by the Board of Directors. Such deposits shall be made in the name of the Acadiana Spiritual Association with the authority for making of deposits and withdrawals vested in the President and Treasurer cooperatively. The Board of Directors is further empowered to authorize donations, sponsorships, and establish scholarship funds to other cooperating associations therein when deemed advisable.

Section 3: Disbursements

All checks, drafts or other payment of money, contracts, leases, notes or other evidences of indebtedness issued in the name of or payable to the corporation and requiring signature shall be signed or endorsed by the President and the Treasurer.

Section 4: Annual Audit

The Acadiana Spiritual Association shall require an annual audit of its accounts by the Board of Directors or a certified public accountant. The Department of Interior shall be duly authorized to audit the records and review the internal controls of the business operations.

Section 5: Fiscal Year

The fiscal year of the Acadiana Spiritual Association shall commence on the 1st day of January and end on the 31st day of December.

Article IX. Amendments to Bylaws

Power to repeal or amend these Bylaws and adopt additional Bylaws is hereby delegated to Active Voting Members.

Changes in these Bylaws or the adoption of additional Bylaws may be made at any general assembly meeting shall be adopted only by an affirmative vote of two-thirds of all Active Voting Members. However, before new bylaws or changes in existing Bylaws may be adopted, notice of changes shall be first given by the Board of Directors to the general membership via internal communication channels 30 days prior to the general assembly meeting.

Article X. Limitation of Liabilities

Section 1: Limitation

No Director, agent or employee of the Acadiana Spiritual Association shall be liable for his acts or failure to act on any part of any other Director, agent, or employee of the Association; nor shall any Director, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his willful misfeasance.

Section 2: Volunteers and Directors

There shall be no personal liability to a third party of a volunteer or Director of the Acadiana Spiritual Association caused by the Director's negligent act or omission in the performance of that person's duties as a Director, if all of the following conditions are met:

- A. The act or omission was within scope of the Director's duties;
- B. The act or omission was performed in good faith;
- C. The act or omission was not reckless, wanton, intentional, or grossly negligent

This limitation on the personal liability of a volunteer or Director does not limit the liability of the Acadiana Spiritual Association for any damages caused by acts or omissions of a volunteer Director, nor does it eliminate the liability of a Director in pursuant of Louisiana Revised Statutes 12:219 and 12:226 in any action or proceeding brought by the Attorney General. It is the intent of the Acadiana Spiritual Association to eliminate the personal liability of each Director to the fullest extent allowed by law.

Section 3: Liability Insurance

In order to obtain the full benefit of the limitation of liability set forth in subsection (2) above, the

corporation and the Directors shall make all reasonable efforts in good faith to maintain liability insurance, if possible, in the form of a general liability policy for the organization and/or a Director's liability policy.

Section 4: Indemnity for Litigation

The Acadiana Spiritual Association hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, employee, member, or other agent (as defined in Louisiana Revised Statutes 12:227) of the Association, to the full extent allowed under the provisions of said RS 12:227 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said RS 12:227, the amount of such indemnity shall be so much as the court determines to be reasonable.

Article XI. Dissolution

Upon dissolution of the Acadiana Spiritual Association by a majority vote of all voting members, in accordance with Louisiana Revised Statute 12:141, all properties and assets shall be liquidated and the resulting funds donated to any nonprofit organization selected by the membership.

Article XII. Limitations of these Bylaws

These Bylaws shall be in effect from the date signed until altered by the Board of Directors and approved by a two-thirds vote of Active Voting Members at a general assembly meeting.