

**AMENDED AND RESTATED
BY-LAWS OF
ULM SCHOOL OF CONSTRUCTION MANAGEMENT INDUSTRY ADVISORY
COUNCIL**

**ARTICLE I.
NAME AND PURPOSE**

Section 1. Name. The name of this organization shall be the **ULM School of Construction Management Industry Advisory Council**. For brevity, (IAC) may be used in lieu of or in conjunction with the organizational name for all purposes.

Section 2. Purpose. The purpose of the IAC is to create value for the ULM School of Construction Management including students, faculty, infrastructure, resources, alumni, employers, industry associates, and the university.

**ARTICLE II.
OFFICES**

Section 1. Principal Office. The principal office of the IAC shall be in the City of Monroe, Parish of Ouachita, State of Louisiana, at 700 University Avenue.

Section 2. Other Offices. The IAC may also have offices in such other places, both within and without the State of Louisiana, as the Executive Committee may from time to time determine or the business of the IAC may require.

**ARTICLE III.
MEMBERS**

Section 1. General. The IAC shall consist of individuals and business entities from construction or construction-related industries, other advocates and influencers, the Director of the School of Construction Management, and may also include any current or prior professors in the school of construction management.

Section 2. Type and Number of Members. Membership in the IAC shall be composed of the following membership categories:

- a. **Regular membership** – there shall be between 20 and 100 regular members of the IAC. This classification of membership shall be considered a voting membership, and each regular member shall have one vote per membership. If a member is a business entity, that business entity shall appoint one natural person to conduct voting. The list of regular members of the IAC at the time of the adoption of these amended by-laws are attached as Exhibit A. Regular members shall serve a term of three (3) years, approximately staggered in thirds of the membership. Annual

dues structure shall be established by the Executive Committee IAC and adjusted from time to time. Regular members may serve consecutive or multiple terms.

- b. **Honorary membership.** Honorary members shall be invited to serve by the IAC for any term deemed appropriate by the IAC. No dues are required of Honorary members, and this membership shall be a non-voting classification. Honorary memberships shall not count towards the regular membership totals of the IAC.
- c. **Lifetime membership.** Any person or entity contributing a cumulative minimum of \$10,000.00 in support of the ULM School of Construction Management may be considered for approval as a lifetime member by the IAC. This classification of membership shall be a voting classification, and no further dues are required from this classification. Current lifetime members of the IAC are listed on Exhibit B to these By-Laws. Lifetime memberships shall not count towards the regular membership totals of the IAC.

Section 3. Selection for membership. All categories of members of the IAC shall be invited or designated by the IAC Executive Committee, and no vote of the IAC membership is required.

ARTICLE IV. EXECUTIVE COMMITTEE OF THE IAC

Section 1. Management of affairs. The affairs of the IAC shall be managed by an Executive Committee consisting of a President, Vice President, Secretary/Treasurer, and Chairs of each subcommittee. The President, Vice President, and Secretary/Treasurer, shall be elected by the IAC members pursuant to nominations made by the Membership Committee at an annual meeting of the IAC. These offices shall be elected for a period of two years. To the extent practical, the Membership Committee will seek a candidate for Vice President who expresses a willingness to serve as President following the term of the current President. The President may appoint the Chair of each Subcommittee.

Section 2. Officer Roles.

- a. **President.** The President shall preside at all meetings of the IAC and all meetings of the Executive Committee. The President shall be an ex-officio member of all subcommittees or task forces and shall see that all officers and council members perform their respective duties in the best interest of the IAC. There is no prohibition against the President being re-elected for subsequent terms.
- b. **Vice President.** The Vice President shall act as the President in his/her absence or incapacity. When so acting, the Vice President shall have the powers, duties, responsibilities of the office of the President
- c. **Secretary/Treasurer.** The office of the Secretary/Treasurer shall be combined into one office. The Secretary/Treasurer shall keep the minutes of the meetings for the

IAC and the Executive Committee. The Secretary/Treasurer shall also have check signing authority as designated by the Executive Committee.

- d. **Chairs of Subcommittees** – The Chairs of the subcommittees shall preside at all meetings of their subcommittees and shall designate an alternate to preside in their absence. The Chairs shall assure that Minutes of subcommittee meetings are taken and reported to the Executive Committee. Each Chair shall serve on the Executive Committee. Meetings of the Subcommittees shall take place minimum quarterly.

Section 3. Powers. The Executive Committee of the IAC shall develop and determine the mission, program, business plan, budget, subcommittees, dues structure, operating procedures and policies of the IAC, with input from the IAC at the annual meeting.. The Executive Committee shall have such authority and perform such duties in the management of the IAC as necessary and that are not inconsistent with these By-laws.

ARTICLE V. SUBCOMMITTEES

Section 1. The IAC shall conduct some of its affairs and business through standing Subcommittees of the IAC. The following standing Subcommittees are appointed:

1. Alumni & Industry
2. Enhancement
3. Curriculum & Accreditation
4. Membership & Fundraising
5. Strategic Planning
6. Facilities & Equipment

The President of the IAC may appoint task forces or special subcommittees from time to time for special purposes. Such task forces shall have specific purposes and time limitations as set forth by the Executive Committee.

ARTICLE VI. IAC MEETINGS

Section 1. Meetings. The IAC shall hold at least one annual meeting for the transaction of business relating to the affairs of the IAC.

Section 2. Notice. The President shall cause a written notice (with electronic notice deemed sufficient) to be sent to all IAC members at least thirty (30) business days prior to all IAC meetings.

Section 3. Special Meetings. Special meetings may be called by the President, or at the request of at least three Executive Committee members. The President shall cause a written notice (with electronic notice deemed sufficient) to be sent to all IAC members at least five (5) business days prior to such Special Meeting. The Notice shall state the purpose of the Special Meeting. The only business to be transacted at a Special Meeting shall be the matters covered in the notice to members. The meeting may be held by means of conference telephone, or other similar

communications equipment, so that all persons participating in the meeting can hear each other.

**ARTICLE VII.
MEETING OF THE EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall meet at least quarterly but may meet more frequently as appropriate.

**ARTICLE VIII.
QUORUM FOR IAC MEETINGS**

Section 1. Quorum. A quorum consists of those IAC members in attendance at any properly noticed meeting of the IAC. Member representatives may be considered present if participating by conference telephone or other similar communications equipment.

Section 2. By Alternate Means. For the purpose of matters submitted to the IAC by mail poll or ballot or other electronic communication method, the receipt of response thereto from not less than a majority of the Members of the IAC shall decide any questions brought before it.

**ARTICLE IX.
VOTING**

Section 1. Voting. At each meeting of the IAC, the Executive Committee, or any subcommittee, the representatives of each IAC member are entitled to vote, each having one vote. The vote of a majority of the members present, as the case may be, shall decide any question before it. Voting may be by written proxy or by means of telephone, telefax machine, email or similar communications equipment.

**ARTICLE X.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Any and all incorporators, directors, officers and employees and former directors, officers and employees of the IAC (and the heirs, executors or administrators of any such director or officer or former director or officer or person), shall be indemnified by the IAC against all costs and legal or other expenses, including costs and amounts paid in settlement, reasonably incurred by or imposed upon them, or any of them in connection with or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which they, or any of them, are made parties, or a party, by reason of being or having been directors of officers or a director or officer of the IAC or of such other corporation, to the full extent allowed by Louisiana law, notwithstanding anything herein to the contrary. Such right of indemnification shall not apply, however, in relation to matters as to which any such director or officer or former director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the IAC or such other corporation, unless the proper court shall determine that despite such adjudication of liability, such officer or director is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper. If any such claim, action, suit or proceeding is settled (whether by agreement entry of judgment by

consent, or otherwise), the determination in good faith by the IAC that such claim, action, suit or proceeding did not arise out of negligence or misconduct in the performance of duty by the director or officer or former director or officer or person indemnified and that such director or officer or former director or officer or person would not be held liable for the claim, action, suit or proceeding in question, shall be necessary and sufficient to justify indemnification. The right of indemnification herein provided shall be to the fullest extent allowed by law and shall not be exclusive of other rights to which those indemnified may be entitled under any statute, by-law, agreement, or otherwise.

**ARTICLE XI.
REIMBURSEMENT OF DISALLOWED DEDUCTIONS**

Section 1. Any payments made to an officer or director of the IAC such as salary, commissions, bonus, interest, rent or expenses which (i) shall be disallowed in whole or in part as a deductible expense for the purpose of corporate tax reporting by the Internal Revenue Service or (ii) in the opinion of the IAC threaten the tax exempt status of the IAC, shall be reimbursed by such officer to the IAC to the full extent of such disallowance. The IAC shall take all necessary steps to enforce this repayment. In lieu of repayment by the officer or directors the IAC may withhold appropriate amounts from the officer's or director's future compensation until the payment has been recovered; provided that the amount withheld is sufficient to extinguish the indebtedness within five years.

**ARTICLE XII.
AMENDMENTS**

Section 1. These By-laws may be altered, amended, or appealed and new By-laws adopted by the vote of two-thirds (2/3) of the voting members.

I hereby certify that the foregoing amended and restated By-laws were adopted by the IAC through electronic vote in March, 2020.

By Current Executive Committee: _____
Andrew Barber

Ed Brayton

Don Greenland

Trent Livingston

Lifetime Members:

Billeaud	Popie
Blitch	Jack
Dorsch	David
Favalora	Laurence
Heier	Henry
Beach	Don
Castellana	Mark
Holland	Ken
Kent	Kyle
Hunter	John
Poole	Charles
Rabb	Tom
Richardson	Beryl
Roberts	Keith