

**BYLAWS
OF
LOUISIANA ASSOCIATION OF COLLEGIATE REGISTRARS
AND ADMISSIONS OFFICERS, INC.**

(A LOUISIANA NONPROFIT CORPORATION)

The Louisiana Association of Collegiate Registrars and Admissions Officers, Inc., a Louisiana nonprofit corporation, does hereby adopt, by and through its institutional members, the following Bylaws effective as of the date that the Articles of Incorporation of the corporation are filed with the Louisiana Secretary of State:

**ARTICLE I
GENERAL**

Section 1.1 Name; Trade Name. This organization is a nonprofit corporation organized under the Nonprofit Corporation Law of the State of Louisiana and shall be known as the “Louisiana Association of Collegiate Registrars and Admissions Officers, Inc.” The corporation may use the trade name “LACRAO” from time to time when referring to itself.

Section 1.2 Principal Office. The principal and registered office of the corporation shall be the Office of the University Registrar, Room 112, Thomas Boyd Hall, Louisiana State University, Baton Rouge, Louisiana 70803.

Section 1.3 Mission. The mission of the corporation is to provide, by means of annual conferences, workshops and publications, the dissemination of information and the exchange of ideas regarding problems of common interests in the profession; to contribute to the advancement of higher education in its fullest and broadest implications; and to foster a friendly spirit of unity and cooperation among its members. The corporation will function as a unifying and coordinating agency among the recruiters, admissions staff, records and registration staff, and enrollment managers of private institutions and the institutions in the four higher education governing boards in the State of Louisiana, including the Louisiana State University System, Southern University System, University of Louisiana System and the Louisiana Community and Technical College System.

Section 1.4 General Purposes. The general purpose of this corporation shall be to promote the advancement of education, particularly higher education. The specific purposes shall be to advance professionally the work and the positions in offices of recruitment services, admissions, registration, records, financial aid, institutional research, and closely related functions among institutions of higher learning.

(a) In fulfillment of these purposes, the corporation shall provide by means of annual conferences and otherwise for the dissemination of information and the interchange of ideas on problems and matters of common interest.

(b) The corporation shall cooperate with other professional organizations within and without Louisiana whose objectives and purposes are deemed consistent with those of this corporation.

Section 1.5 Limitation on Authority. The corporation and its activities shall be nonpartisan, nonsectional and nonsectarian. It shall observe all local, state and federal laws which apply to nonprofit organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or any subsequent provisions. No part of the corporation’s net earnings shall inure to the benefit of any member or other person. The corporation is not organized for profit and shall not engage in any activity ordinarily carried on for profit.

ARTICLE II MEMBERSHIP

Section 2.1 Non-Stock Organization. The corporation is not organized on a stock basis.

Section 2.2 Membership Classes. Membership classes shall include (a) institutional, (b) affiliate, or (c) honorary. Individual membership in the corporation shall be available without regard to race, color, creed, sex or national origin.

Section 2.3 Institutional Membership.

(a) Institutional members shall include institutions of higher learning in Louisiana that are accredited by the Southern Association of Colleges and Schools: Commission on Colleges (“SACS”). Institutions that are not so accredited may become members upon investigation by and recommendation of the Executive Committee and approval by not less than a two-thirds of the voting members, a quorum being present, at any annual meeting of the members of the corporation. Institutions that are “candidates” for SACS accreditation may become institutional members of the corporation while in candidacy status. Institutions of higher learning in Louisiana accredited by SACS and having a complex organizational structure may hold an institutional membership for each separately organized campus or center, and the Executive Committee shall make the final determination in any questionable case.

(b) Institutional members that are current with respect to the payment of their membership dues shall have the power to vote and may be referred to from time to time in these Bylaws as the “voting members.” As a voting member, each institutional member shall have one vote on any matter brought before the voting members for a vote; provided, however, that institutional members that are technical schools shall, in the aggregate, have but one vote. At the time that their dues are paid, the institutional members shall designate from among the administrators in their respective offices individuals who will constitute their delegates to any meeting of the corporation’s members. As provided in Section 4.6, these delegates shall determine the vote that is cast by the institutional member on any matter brought before the voting members for a vote.

(c) The institutional members shall conduct specified matters of corporation business, pursuant to the provisions contained in these Bylaws. They shall elect the officers of

the corporation who will constitute the Executive Committee, and shall conduct all corporation business which is assigned to them or is not otherwise provided for in the Bylaws.

Section 2.4 Affiliate Membership. Affiliate membership shall be open to individuals or organizations whose purposes are related to the purposes of the corporation. Affiliate membership may be granted upon recommendation of the Executive Committee and approval by not less than a two-thirds of the voting members, a quorum being present, at any annual meeting of the members of the corporation. Affiliate members shall not be entitled to vote.

Section 2.5 Honorary Membership. Honorary membership shall be open to those individuals who have served the corporation with distinction and are no longer eligible to be active members. These individuals may be granted honorary membership upon recommendation of the Recognitions Committee. Honorary members shall enjoy a permanent invitation to attend corporation meetings and to maintain an interest in the corporation's affairs and shall be excused from all corporation dues and fees. Honorary members shall not be entitled to vote.

Section 2.6 Membership Dues. The annual dues for institutional and affiliate members shall be no less than \$50 per member, as adjusted from time to time by the Executive Committee in its discretion, and shall be payable on or before November 1 each year. Notice of change in annual dues must be announced at the annual meeting of the members preceding the next fiscal year. Any institutional or affiliate member who shall fail to pay the annual membership dues shall be dropped from the list of members after written reminder from the Treasurer and approval of the President. Any institutional member that has failed to pay its dues shall not be allowed to vote at any meeting of the voting members.

ARTICLE III OFFICERS

Section 3.1 Officers. The offices of the corporation shall be held only by representatives of the institutional members and shall include the President, Vice President, Secretary, Treasurer, Recruitment Services Committee Chair and Immediate Past President and such other officers as the voting members shall from time to time designate. The President, Vice President, Secretary and Treasurer shall be elected by the voting members. The Recruitment Services Committee Chair shall be appointed by the President, subject to approval by the Executive Committee, as provided in Section 3.3.

Section 3.2 Election. The President, Vice President, Secretary shall be elected annually by the voting members during the business session of the annual meeting of the members. The Treasurer shall be elected by the voting members triennially during the business session of the annual meeting of the members. A slate of nominees for the corporation's officer's positions shall be presented by the Nominations Committee and additional nominations may be made from the floor.

Section 3.3 Term of Office. The President, Vice President, Secretary and Immediate Past President each shall serve for one-year terms beginning with the adjournment of the annual meeting at which the officer is elected. The Treasurer may hold office from the beginning of the calendar year following his/her election until the close of the calendar year in which a successor

is elected, but no longer than three consecutive years. The Recruitment Services Committee Chair shall be nominated by the President and submitted for approval by the Executive Committee triennially, and his/her term of office shall be no longer than three consecutive years. With the exception of the President and Immediate Past President, all other officers may succeed themselves in office. The President and Immediate Past President may be elected to any office after being out of office for at least one calendar year.

Section 3.4 Vacancies. If a vacancy occurs in an office, the Executive Committee shall make an appointment for the remainder of the unexpired term; such appointment shall not affect the appointee's eligibility for election.

Section 3.5 President. The President shall assume full responsibility for all activities of the corporation with the assistance of the Executive Committee, of which he/she shall serve as chair; shall appoint all non-elective officers and serve as ex-officio member of committees, except the Nominating and Budget Committees; shall preside at all meetings of the members of the corporation; shall serve as liaison officer between the corporation and the Southern Association of Collegiate Registrars and Admissions Officers ("SACRAO") and the American Association of Collegiate Registrars and Admissions Officers ("AACRAO") representatives and other agencies in higher education; shall review, and approve for payment if appropriate, all bills submitted to the corporation; and shall appoint a Newsletter Editor and other staff as the need arises.

Section 3.6 Vice President. The Vice President shall act as the chief assistant to the President and act for him/her in his/her absence; shall be in charge of coordinating the arrangements for the next annual meeting of the members and for the planning, printing, and distribution of the program; and shall be officially responsible for membership recruitment and related matters.

Section 3.7 Secretary. The Secretary shall keep the minutes of the meetings of the corporation's members and the Executive Committee; shall publish a membership directory; shall be custodian of the secretarial records and maintain a cumulative index of corporation proceedings; shall notify institutional and affiliate members of membership meeting dates; shall notify Executive Committee members of committee meeting dates; and shall send invitations to honorary members to attend membership meetings.

Section 3.8 Treasurer. The Treasurer shall assess and collect the membership dues; shall maintain financial records and budget controls, handle receipts and disbursements and serve as custodian of all corporation funds and investments; shall prepare informal financial statements for meetings of the Executive Committee; shall make a complete financial report for presentation to the Executive Committee at the close of the corporation's fiscal year, which report shall be presented to and reported at the next annual meeting of the members.

Section 3.9 Recruitment Services Committee Chair. In addition to chairing the Recruitment Services Committee, the Recruitment Services Committee Chair shall direct the preparation of the master recruitment calendar for the State of Louisiana, shall direct the coordination of the annual articulation workshops with local and regional high schools and shall address zoning and other recruitment concerns as appropriate.

Section 3.10 Immediate Past President. The Immediate Past President shall serve as advisor to the President and the other officers; shall serve as chair of the Nominating Committee; shall bear responsibility for evaluation of the annual meeting of the members; and shall be responsible for transmitting all documents to the corporation's archives.

ARTICLE IV MEMBER MEETINGS

Section 4.1 Annual Meeting. There shall be a regular annual meeting of the corporation. The location and date of the annual meeting shall be determined by the Executive Committee. The Executive Committee also shall have authority to call additional special meetings of the members of the corporation whenever necessary or to postpone or omit an annual meeting in case of emergency. Should any regular annual meeting be omitted or the time for it be changed, the time between two consecutive annual meetings shall be counted as one year in the administration of the corporation. Items of business pertaining to amendments to these Bylaws, policy resolutions and policy changes shall be submitted in writing to the appropriate officer or committee prior to the call for the annual meeting.

Section 4.2 Special Circumstances.

(a) The Executive Committee shall have the authority and the power, in its discretion, to determine whether budgetary or other special circumstances exist during a given year that merit or require either the deferral of the annual meeting of the corporation to a later date, the holding of the annual meeting by telephonic means, or the use of written consents of the voting members in lieu of conducting the annual meeting. To the extent that the Executive Committee votes to invoke this provision, it shall cause notice thereof to be delivered to all members of the corporation not less than 10 nor more than 60 days in advance of the date originally set for the annual meeting of the corporation. This notice shall recite the special circumstances requiring the change with respect to the annual meeting and a statement as to whether the annual meeting has been deferred to a later date; whether the annual meeting will be held by telephonic means, and if so the date and time, and the method to be used to facilitate the telephonic meeting; or whether written consents of the voting members shall be solicited in lieu of conducting the annual meeting.

(b) The annual meeting of the corporation may be held by means of a telephonic conference call, video conferencing or similar communication, provided all persons participating in the meeting can hear and communicate with each other. Participation in an annual meeting by such means of communication constitutes presence in person at the meeting, except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

(c) Any action which may be taken at an annual meeting of the voting members of the corporation may be taken without a meeting, if a consent in writing (setting forth the action so taken) is signed by the number of voting members as would be required to affirmatively approve the action at an annual meeting of the corporation at which a quorum of the voting members is present.

Section 4.3 Open Attendance. In addition affiliate members and honorary members, attendance at annual member meetings shall be open to all staff members in the offices of recruiting services, admissions, registration, records, financial aid and institutional research at member institutions, and to any other interested person professionally associated with higher education who may be invited by member representatives.

Section 4.4 Registration Fees. The Executive Committee shall set meeting registration fees for all annual meetings to be paid by each person in attendance, except honorary members and special guests of the corporation, as determined by the Executive Committee on recommendation from the President.

Section 4.5 Quorum. The presence of two-thirds of the institutional members of the corporation at any annual or special meeting of the members shall constitute a quorum. The presence of a quorum of the institutional members shall be a prerequisite to any vote taken by the voting members.

Section 4.6 Voting.

(a) As provided in Section 2.3(b), at any annual or special meeting of the corporation's members, each institutional member shall have one vote on any matter that is brought before the voting members for a vote; provided, however, that institutional members that are technical schools shall, in the aggregate, have but one vote. The delegates selected by an institutional member who are present at the meeting shall, by majority vote of these delegates, (i) select a chair of the delegation and (ii) determine the vote of that institutional member on any matter coming before the voting members for a vote. When balloting begins, the chair of the delegation shall cast the vote of the institutional member. Institutional members that are technical schools shall select a chair for their delegation and that chair shall cast the single vote to which the technical schools are entitled to cast on any matter coming before the voting members for a vote.

(b) Except as otherwise specifically provided in these Bylaws, all matters coming before the institutional members for a vote at any regular annual or special meeting of the members shall be decided by a majority of the voting members, a quorum being present.

(c) The President of the corporation shall cast his/her vote with his/her delegation. He/she may not vote a second time to either make or break a tie.

Section 4.7 Proxy Voting. Voting by proxy at any annual or special meeting of the voting members shall not be permitted.

ARTICLE V AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the members of the corporation by a vote of not less than two-thirds of the voting members, a quorum being present.

ARTICLE VI COMMITTEES

Section 6.1 Executive Committee.

(a) The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, Recruitment Services Committee Chair, and Immediate Past President. The Chair of the Local Arrangements Committee for the annual meeting of the members and the Newsletter Editor shall serve on the Executive Committee as ex-officio members. The President shall chair all Executive Committee meetings. The Executive Committee shall have the power to call member and committee meetings, conduct programs that further the mission of the corporation, and otherwise manage and conduct any and all of the business and affairs of the corporation between annual meetings of the members. In managing the business and affairs of the corporation, the Executive Committee shall control the disposition of the corporation's properties and funds and effectively shall function as (and in lieu of) the corporation's board of directors. In carrying out its functions, the Executive Committee shall be vested with all the powers normally vested in a nonprofit, charitable and philanthropic corporation by the Nonprofit Corporation Law of Louisiana, particularly the provisions of La. R.S. 12:207. The Executive Committee shall function as the Equal Opportunity Committee for the corporation.

(b) Meetings of the Executive Committee shall be called by the President, or by the Vice President if the President is unable to do so, as needed.

(c) The Executive Committee may call a special meeting of the corporation's members on not less than 30 days' advance written notice. This notice shall state the date and purpose of the special meeting and shall set forth the agenda for the meeting. The business conducted at any special meeting of the members shall be limited to the agenda as described in the notice.

Section 6.2 Quorum. A quorum for any committee meeting shall be a simple majority of the committee membership.

Section 6.3 Voting. A majority vote of the committee members present at any meeting of a committee of the corporation at which a quorum is present shall decide any matter coming before the committee for a vote. Committee members present at meetings in an ex-officio capacity shall not be entitled to vote.

Section 6.4 Proxy Voting. Voting by proxy shall be permitted at committee meetings. Any committee member who knows he/she cannot attend a meeting may sign a statement naming a proxy to vote at the meeting. The proxy statement is valid for that meeting only.

Section 6.5 Written Consent. No action of any committee shall be valid, unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the committee may be taken without a meeting, if a consent in writing (setting forth the action so taken) is signed by the number of committee members as would be required to affirmatively approve the action at a meeting of the committee at which a quorum is present.

Section 6.6 Place of Meeting. Except as may otherwise be provided, any committee may hold its meetings at such places within the State of Louisiana as shall be specified or fixed in the respective meeting notice or waivers of notice thereof.

Section 6.7 Telephonic Meetings. Meetings of any committee may be held by means of telephonic conference calls, video conferencing or similar communication, provided all persons participating in the meeting can hear and communicate with each other. Participation in a committee meeting by such means of communication constitutes presence in person at the meeting, except as to a committee member who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

Section 6.8 Notice. Notice of the time and place of any committee meeting shall be by written notice delivered personally or sent by mail, electronic mail or facsimile to each member of the committee at his/her address as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the committee member, postage prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be given when the transmission thereof has been executed by the sender. Any committee member may waive notice of any meeting. The attendance of a committee member at any meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting specifically for the express purpose of objecting to the transaction of any business at the meeting.

Section 6.9 Committee Appointments.

(a) Unless otherwise specifically provided in these Bylaws, the members and chairs of all standing committees shall be appointed by the President for one-year terms, with the option to be reappointed at the pleasure of any successor President. To insure both reasonable continuity and to stimulate rotation, a reasonable number of the members of each committee should be reappointments from the preceding year, and individuals serving in the office of President are encouraged to take this into account when appointing committee members. Vacancies in any standing committee may be filled by the President. Each committee shall submit a written report of its activities for the preceding year at the annual meeting of the members.

(b) Appointment to any committee is limited to individuals representing institutional and affiliate members of the corporation. Honorary members may be invited to assist any committee.

Section 6.10 Standing Committees. In addition to the Executive Committee, the standing committees of the corporation and their duties and responsibilities shall be as follows:

(a) Budget Committee. The Budget Committee shall be composed of the Immediate Past President (who shall act as chair), the Vice President and the Treasurer. This committee shall prepare an annual budget for presentation and recommendation to the Executive Committee. Should any member appointed to this committee be unable to serve, the Immediate Past President shall appoint an individual to fill the vacancy.

(b) Bylaws, Government Liaison and Ethics Committee. The Bylaws, Government Liaison and Ethics Committee shall be composed of at least one representative from the Recruiting Services Committee, the registrar field and the admissions field. The duties and responsibilities of this committee shall be as follows:

(1) Bylaws

The committee shall review the Bylaws, and make recommendations for amendments or revision.

(2) Government Liaison

The committee shall monitor the activities of state and federal agencies in the area of higher education and address legislation affecting member institutions. Some of the specific duties of the committee are to provide information about legislation and identity problems about which member institutions should be cognizant; facilitate interchange of information among institutions and agencies; and assist the corporation and member institutions with specific issues that are unique to the individual institution.

(3) Ethics

The committee shall be responsible for assisting member institutions with ethical dilemmas; promoting member compliance with the “Statement of Principles of Good Practice” and “Code of Ethics” jointly endorsed by the College Board, AACRAO, The American Council on Education, The National Association of College Admissions Counselors and The National Association of Secondary School Principals; and making recommendations with respect to ethics to the corporation consistent with the changes in the higher education working environment.

(c) Local Arrangements Committee. The Local Arrangements Committee shall consist of the Executive Committee and two members from the institutional member hosting a regular or special meeting of the members of the corporation. Under direction of the President, this committee shall assist the Executive Committee in securing and planning the program, meals, entertainment and all other related matters for such meetings.

(d) Nominating Committee. The Nominating Committee shall be composed of the three most recent Past Presidents who are deemed by the Executive Committee to be still active in the corporation and two additional members appointed by the current President. The Immediate Past President shall serve as the chair of this committee. The committee’s duties shall be as follows:

(1) Nominations

The committee shall be responsible for securing a slate of nominees for the member-elected offices of the corporation to be presented at the annual meeting of the members. Committee vacancies and/or absences of committee members when the committee meets shall be filled temporarily and as needed by presidential appointment. The presentation of the slate of nominees by the committee chair at the business session of the annual

meeting of the members will initiate the process for electing the corporation's officers. The committee also shall nominate an individual triennially for the position of Recruitment Services Committee Chair, which nomination shall be presented to the Executive Committee for approval.

(2) Recognitions

The committee shall recommend to the Executive Committee for recognition at each annual meeting those members who have made significant contributions to the corporation and/or the admissions and registrar profession in the past year; shall send to SACRAO and AACRAO for possible further national recognition the information on those so recognized; and shall present the appropriate courtesy resolutions at any annual or special meeting. The chair shall send certificates to those elected to honorary membership, and shall maintain an up-to-date list of all honorary members.

(e) Professional Development Committee. The Professional Development Committee, under the direction of the Vice President, shall sponsor activities to promote professional growth of the members of the corporation and their support personnel. Specific duties of the committee shall include developing the annual meeting program and coordinating the support personnel workshop held for support personnel each spring.

(f) Recruitment Services Committee. The Recruitment Services Committee shall be responsible for preparing the master recruitment calendar for the State of Louisiana, coordinating the annual articulation workshops with local and regional high schools, and addressing zoning and other admissions recruitment concerns as appropriate. The committee shall consist of at least one member from each zone in Louisiana. The chair of the committee, who shall serve a three-year term as provided in Section 3.3, shall be nominated by the Nominating Committee and approved by the Executive Committee. The committee chair shall direct the preparation of the master recruitment calendar for the State of Louisiana, shall direct the coordination of the annual articulation workshops with local and regional schools, and shall address zoning and other admissions recruitment concerns as appropriate.

(g) Professional Access and Equity Committee. The Professional Access and Equity Committee shall be responsible for overseeing, encouraging and enhancing professional involvement of persons of different backgrounds within the corporation; identifying ways the corporation can promote and sustain diversity within its membership; and providing general and current information to the membership about diversity. The committee also shall promote professional methods and employment practices that contribute to empowerment, equality and equity among all corporation members.

(h) Information Technology Committee. The Information Technology Committee shall assist the corporation with regard to technological applications and issues; inform members of existing and developing trends in technology, hardware and software; facilitate the ethical and effective utilization of technology; and address legal and policy issues related to technology and their impact on education.

Section 6.11 Other Committees. The President may appoint other committees to perform designated and specific services for the corporation for a term appropriate to the nature and extent of the services performed.

ARTICLE VII APPOINTIVE STAFF

The Newsletter Editor, appointed by the President, shall prepare, publish, and distribute the corporation's newsletter as directed by the President, and shall send reports on the corporation's proceedings or meetings to AACRAO and SACRAO newsletter editors and the AACRAO Vice President for Regional Associations. The Newsletter Editor shall serve as an ex-officio member of the Executive Committee, and may succeed him/herself in office.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX ARCHIVES

One of the institutional members shall be designated by the Executive Committee to provide a repository for the corporation's archival records. Whenever a need exists to change location of the repository, the Executive Committee shall seek suitable invitations and designate a new repository for an undesignated period of time. The Immediate Past President shall transmit all documents to the archives in accordance with corporation policy as established by the Executive Committee.

ARTICLE X SUSPENSION OF THE RULES

These rules and regulations set forth in these Bylaws may be suspended at any annual or special meeting of the members of the corporation upon a two-thirds vote of the voting members, a quorum being present.

ARTICLE XI PARLIAMENTARY LAW AUTHORITY

The corporation shall be governed with respect to parliamentary matters by the latest edition of Roberts Rules of Order in all matters not specifically covered in the Bylaws or the Louisiana Nonprofit Corporation Law.

ARTICLE XII AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the members of the corporation by a vote of not less than two-thirds of the voting members, a quorum being present.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND COMMITTEE MEMBERS

The corporation shall indemnify and hold harmless any individual who was or is party or is threatened to be made party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that the individual is or was an officer, committee member, incorporator or employee of the corporation (collectively "Protected Group") against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, provided the individual acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful; provided that in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Executive Committee, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.

No indemnification shall be made in respect of any claim, issue or matter as to which such individual shall have been adjudged to be liable for gross negligence or intentional misconduct in the performance of his/her duty to the corporation, unless and only to the extent that a proper court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he/she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the individual did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause that his/her conduct was unlawful.

To the extent that a member of the Protected Group has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, then he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

This indemnification (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made by (a) the Executive Committee by a majority vote of a quorum consisting of committee members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or a quorum of disinterested committee members so directs, by independent legal counsel.

The foregoing indemnification shall not be exclusive of other rights to which any member of the Protected Group may be entitled as a matter of law, and shall inure to the benefit of any member of the Protected Group's heirs and legal representatives.

The corporation may procure insurance on behalf of any member of the Protected Group against any liability asserted against or incurred by the individual in any such capacity, or arising out of the individual's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the laws of the State of Louisiana.

To the extent that the laws of the State of Louisiana eliminate or otherwise limit the personal liability of the officers and committee members of the corporation, then the liability of an officer or committee member of the corporation shall be eliminated or limited to the fullest extent permitted by such laws, as amended from time to time.

ARTICLE XIV DISSOLUTION

The corporation shall use its funds only to accomplish the corporation's mission and purposes, and no part of the funds shall inure to the benefit of or be distributed to any officer, committee member, member of the corporation or other person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered on its behalf and to make payments and distributions in furtherance of the mission and purposes of the corporation. On dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or literary organizations to be selected by the Executive Committee as defined in Code Section 501(c)(3).

ARTICLE XV MISCELLANEOUS

Section 15.1 Loans. The corporation shall make no loans to its officers, committee members, members, agents or employees. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless specifically authorized by the Executive Committee.

Section 15.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by at least one officer or by such agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 15.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee shall select.

Section 15.4 Contracts. The Executive Committee may authorize any officer or agent of the corporation, in addition to the officers so authorized in these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation.

Section 15.5 Compensation. No officer or committee member shall be entitled to receive compensation for his/her services in such capacities.

Section 15.6 Annual Financial Statements. The certified public accountants appointed by the Executive Committee shall at such time or times as the Executive Committee may

determine prepare for the corporation a financial statement, including a statement of assets and liabilities, and a statement of income, expenses and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable or educational purposes, and such additional reports or information as may be ordered from time to time by the Executive Committee. The accountants also shall prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the corporation. Copies of all audits, statements, reports and data delivered by the accountants to the Executive Committee shall be made available or furnished to each member of the Executive Committee.

THESE BYLAWS WERE ADOPTED BY A VOTE OF THE MEMBERS OF THE LOUISIANA ASSOCIATION OF COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS, INC. AND MADE EFFECTIVE AS OF THE DATE UPON WHICH THE CORPORATION WAS ESTABLISHED.