

**ARTICLES OF INCORPORATION
OF THE LOUISIANA STATE BAR ASSOCIATION**

ARTICLE I. NAME

Section 1. Name

The name of this corporation shall be LOUISIANA STATE BAR ASSOCIATION.

ARTICLE II. DOMICILE, REGISTERED OFFICE AND SERVICE OF PROCESS

Section 1. Domicile and Principal Office; Registered Office

This Association shall be domiciled in the Parish of Orleans, State of Louisiana, and shall maintain a principal office in the City of New Orleans, at a place designated by the Board of Governors. The location and municipal address of this Association's registered office is: 601 St. Charles Avenue, New Orleans, Louisiana 70130. A change in the registered office may be authorized at any time by the Board of Governors.

Section 2. Service of Process

The Association's registered agent is its Executive Director Loretta Larsen and the registered agent's municipal address is: 601 St. Charles Avenue, New Orleans, Louisiana 70130. A change in the registered agent may be made at any time in any manner permitted under the laws of Louisiana.

ARTICLE III. OBJECTS, PURPOSES, DURATION AND POWERS

Section 1. Objects and Purposes

The objects and purposes of this Association shall be to regulate the practice of law, advance the science of jurisprudence, promote the administration of justice, uphold the honor of the Courts and of the profession of law, encourage cordial intercourse among its members, and, generally, to promote the welfare of the profession in the State.

Section 2. Duration, Powers, Etc.

This Association shall exist for ninety-nine years from the date hereof, during which time it shall possess all the powers, rights, privileges, capacities and immunities to which nonprofit corporations are entitled or to which they may hereafter be entitled under the constitution and laws of the State of Louisiana, and particularly under the provisions of Title 12, Section 201 et seq., of the Louisiana Revised Statutes.

ARTICLE IV. MEMBERSHIP

Section 1. Active Members

This Association shall be self-governing and its membership shall comprise all persons who are now, or may hereafter be, licensed to practice law in this State.

All justices and judges of the State and Federal Courts who have been licensed to practice law in Louisiana but who are prohibited, because of their judicial office, from engaging in such practice, shall be members of this Association. They shall be entitled to exercise all the rights of membership, except the right to hold office, without the payment of dues.

Section 2. Faculty Members

Full time faculty members of Louisiana law schools belonging to the Association of American Law Schools, although not licensed to practice law in this State, may voluntarily pay the maximum prescribed dues and thereby become entitled to exercise all the rights of membership in this Association, except the right to practice law and to hold office.

Section 3. In-House Counsel Members

In-house counsel members, as defined in La. S.C. Rule XVII, Section 14, are required to pay the maximum prescribed dues and are entitled to exercise all the rights of membership in this Association, except the right to hold office and the right to practice law other than as specifically defined in La. S.C. Rule XVII, Section 14.

Section 4. Emeritus Members

Members age 50 and older who have been engaged in the active practice of law in Louisiana for a minimum of ten (10) years may be enrolled as an Emeritus member upon written request to the Secretary, who then shall notify the Supreme Court accordingly.

Emeritus members shall not be eligible to practice law except to the extent that they may (i) engage in the pro bono practice of law through a program established, sponsored, or recognized by the Access to Justice Program; (ii) participate in any mentoring program established by the Louisiana State Bar Association; (iii) engage in the uncompensated representation of immediate family members, as defined in La. R.S. 42:1102; (iv) serve on committees of the Louisiana State Bar Association; and (v) serve on receivership team panels, as defined in Rule XIX, § 27.

Emeritus members shall be entitled to exercise all other rights of membership, except the right to hold office.

Section 5. Inactive Members

Any member in good standing may be enrolled as an inactive member upon his written request to the Secretary, who then shall notify the Supreme Court accordingly.

Section 6. Authority to Practice Law Restricted

With the exception of Emeritus members as set forth in Section 4 of these Articles of Incorporation, no person shall practice law in this State unless he/she is an active member, in good standing, of this Association.

ARTICLE V. REGISTRATION AND DUES

Section 1. Registration

The Association shall annually furnish each member with an attorney registration statement calling for such information concerning the member's eligibility and qualification to practice law as the Board of Governors shall require.

Any such member who fails to return the attorney registration statement completely filled out within thirty (30) days after its being sent shall be deemed delinquent and shall be so notified in writing by the Treasurer. If the delinquent member fails to return the attorney registration statement with thirty (30) days after such notice of delinquency, he/she shall cease to be a member in good standing and shall thus become ineligible to practice law, whereupon the Treasurer shall certify such member's ineligibility to the Supreme Court, provided, that upon receipt of said attorney registration statement by the Treasurer such member shall be reinstated and notice of his/her reinstatement shall be certified to the Supreme Court.

Section 2. Fiscal Year

The fiscal year of this Association shall begin July 1st of each year and end June 30th of the following year.

ARTICLE VI. OFFICERS

Section 1. Officers

This Association shall have five officers, namely, a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President. The President-Elect shall be elected annually from the membership. The Secretary and the Treasurer shall be elected biannually from the membership, with the term of the Secretary commencing in odd-numbered years and the term of the Treasurer commencing in even-numbered years. The President-Elect shall automatically succeed to the office of President upon the expiration of the term of the President then in office, or if a vacancy occurs in the office of President. The President shall automatically succeed to the

office of Immediate Past President for the year following his/her term as President. Neither the President nor the President-Elect shall succeed himself/herself except as provided in Section 3.

The President-Elect, Secretary and Treasurer shall take office at the adjournment of the first annual meeting following their election and shall serve until the adjournment of the annual meeting coinciding with the expiration of their term of office.

No member of this Association shall be a candidate for or hold more than one office in this Association at any one time. The term "office" shall include President, President-Elect, Secretary, Treasurer, member of the Board of Governors of this Association and member of the House of Delegates of this Association. The term "office" shall not include members of the House of Delegates of the American Bar Association, or an office in a section of this Association. The House of Delegates Liaison to the Board of Governors shall not be subject to this prohibition.

Section 2. Rotation of Officers

The election of officers shall be determined by the following geographic rotation, utilizing the Nominating Committee Districts defined in Article VI, Section 4. Commencing in 2002, the Nominating Committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 2 and the committee's nominees for the position of Secretary shall have their primary addresses in Nominating Committee District 3. For the year following commencement of the rotation, the committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 3 and the committee's nominees for the position of Treasurer shall have their primary addresses in Nominating Committee District 1. In the third year of the new system, the committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 1 and the committee's nominees for the position of Secretary shall have their primary addresses in Nominating Committee District 2. For all subsequent years, this same rotation will be followed.

Section 3. Vacancies

If a vacancy occurs in the office of the President, the President-Elect shall succeed to that office for the unexpired term, and shall serve as President for the succeeding year.

If a vacancy occurs in the office of President-Elect, because of the death, resignation or removal of the President-Elect, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the Board of Governors shall forthwith call an election in accordance with the provisions of these Articles of Incorporation to fill the vacancy. If a vacancy occurs in the office of President-Elect because the President-Elect has assumed the duties of the President following the death, resignation or removal of the President, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the most recent living Past President of the

Association, who shall be willing to do so, shall assume the duties of the President-Elect only for the unexpired term.

If a vacancy occurs in the office of Secretary or Treasurer, the Board of Governors shall elect a successor to serve for the unexpired term.

Any elected official of the Bar Association may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of the membership of the Board of Governors present at a meeting called for that specific purpose, or by a two-thirds affirmative vote of a quorum of the Board, whichever is greater.

For purposes of this Article VI, Section 2, the term "cause" shall mean any of the following: (i) the officer's physical and mental illness rendering him/her incapable of performing duties to the Association for a period of more than three consecutive months; (ii) the officer's continued neglect or failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Board of Governors; (iii) the officer's engaging in misconduct which is injurious to the Association; (iv) the officer's conviction of any felony or any crime involving moral turpitude; (v) conduct which would seriously impair the officer's ability to perform his/her duties to the Association or would impair the reputation of the Association; (vi) the officer's absence at two consecutive Board meetings without cause deemed adequate by the Board; or (vii) conflicts which render the officer incapable of fulfilling his or her duties to the Association.

In the event of removal, these positions shall be filled pursuant to Article VI, Section 3 of these articles.

Section 4. Nominating Committee

There shall be a Nominating Committee consisting of fifteen (15) elected members and the President of the Association as ex-officio member and Chair of the Committee. The Nominating Committee shall be composed of fifteen (15) members elected by and from the districts as set forth herein: District 1A (composed of the Parish of Orleans), four (4) members; District 1B (composed of the Parishes of Plaquemines, St. Bernard and St. Tammany), one (1) member; District 2A (composed of the Parish of East Baton Rouge), two (2) members; District 2B (composed of the Parish of Jefferson), two (2) members; District 2C (composed of the Parishes of Ascension, Assumption, East Feliciana, Iberville, Lafourche, Livingston, Pointe Coupee, St. Charles, St. Helena, St. James, St. John the Baptist, Tangipahoa, Terrebonne, Washington, West Baton Rouge and West Feliciana), one (1) member; District 3A (composed of the Parish of Lafayette), one (1) member; District 3B (composed of the Parishes of Acadia, Beauregard, Calcasieu, Cameron, Iberia, Jefferson Davis, St. Martin, St. Mary and Vermilion), one (1) member; District 3C (composed of the Parishes of Allen, Avoyelles, Evangeline, Grant, LaSalle, Natchitoches, Rapides, Sabine, St. Landry and Vernon), one (1) member; District 3D (composed of the Parishes of Bossier and Caddo), one (1) member; and District 3E (composed of the Parishes of Bienville, Caldwell, Catahoula, Claiborne, Concordia, DeSoto, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Red River, Richland, Tensas, Union, Webster, West Carroll and Winn), one (1) member. Each member of the Committee shall be an

active or faculty member of this Association of the District from which elected. Each member shall be elected for a term to begin with the date of election and terminate at the certification of the member's successor. The members of this Association of each such election District shall, not less than thirty days before the opening of the annual meeting each year, elect by secret ballot under such procedure as the Board of Governors shall fix, the committee member to which each such election District is entitled under these Articles of Incorporation.

The President of the Association shall not vote unless his/her vote is necessary to break a tie. If any District fails to elect all committee members to which the District is entitled, or if a committee member resigns during his/her term, or if a vacancy occurs for any reason, the President, with the approval of the Board of Governors, shall appoint a member or members from the election District to fill such vacancy.

Section 5. Duties of Nominating Committee and Nominations by Petition

After members of the Nominating Committee are elected, the committee shall meet within a time to be fixed by the Board of Governors, and shall nominate:

- a. each year, a President-Elect;
- b. each even numbered year, a Secretary;
- c. each odd numbered year, a Treasurer;
- d. each even numbered year, a candidate for the position of representative on the Board of Governors from the Council of the Louisiana State Law Institute;
- e. each even numbered year, one candidate for the position of representative from the faculties of each of two of the Louisiana law schools that belong to the Association of American Law Schools, or that have been approved by the American Bar Association. Such nominees shall be from two such law schools as are located in different cities. The law schools thus represented by a nominee shall alternate or rotate so as to provide that no member of the faculty of the same law school be so nominated for successive terms. Law school nominees must be members of the Louisiana State Bar Association.

Section 6. Nominations by Petition

Upon receipt of the nominations made by the Nominating Committee, it shall be the duty of the Secretary to cause notification of such nominations to be given to the membership of the Association, in writing, accompanied by a statement calling to the attention of the members their right to make additional nominations by petition.

Additional nominations for President-Elect, Secretary and Treasurer may be by written petition addressed to the Board of Governors, signed by not less than twenty-five (25) active members in good standing, and delivered to the Secretary within a delay to be fixed by the Board of Governors.

If, after elapse of a delay to be fixed by the Board of Governors from the posting of the notification to the membership of the Association of the nominations made by the Nominating Committee, it is found that only one (1) person is nominated for any particular office, the Secretary shall call this to the attention of the Board of Governors and the Board of Governors, upon verifying this fact, shall declare such person or persons duly elected to the office to which they have been nominated.

Section 7. Election

In the event more than one (1) person is nominated for any office, an election shall be conducted by either mail ballot or online voting. The Secretary shall, in accordance with procedure adopted by the Board of Governors, cause to be mailed or made available online to each member entitled to vote an official ballot. On the ballot shall be printed the names of the nominees for the particular office where more than one (1) nominee shall be named for such office, and there shall be no reference to nor distinction made in setting forth the nominee selected by the Nominating Committee and the nominee nominated by the petition in writing in accordance with the provisions of the preceding section. All nominees shall be listed on the ballot in alphabetical order. The date for either the return or electronic casting of the ballots shall be fixed by the Board of Governors.

Section 8. Voting

Only active members and faculty members provided for in Article IV, Section 2, in good standing shall have the right to vote. Ballots shall be cast in accordance with procedures adopted by the Board of Governors. Ballots shall not be valid unless cast or received not later than a date fixed by the Board of Governors. Ballots otherwise submitted, shall not be counted.

Section 9. Tabulating the Ballots

On the date fixed by the Board of Governors, the ballots shall be tabulated in accordance with procedures adopted by the Board of Governors.

Upon completion of the count, the Executive Director shall verify to the Secretary and to each candidate the number of votes received by each candidate for each office. In each office where no candidate receives a majority of the votes cast for that office, a second election shall be held on the date fixed by the Board of Governors and under the same terms and conditions provided for the first election.

Section 10. Election Contests

Any nominee desiring to contest an election shall, within ten (10) days after the certification of the officers elected, as provided for under Article IX of these articles, file with the President of the Association a written petition addressed to the Board of Governors, stating the basis of the complaint. Upon receipt of such petition, the President shall call a special meeting of the Board of Governors to hear the complaint, which meeting shall be held within

three (3) days from the date the petition is received and at a time and place to be designated by the President. At this hearing, the Board shall consider any evidence offered in support of the complaint. The decision of the Board shall be announced within forty-eight (48) hours after the close of the hearing and such decision shall be final.

All ballots shall be preserved until the expiration of the time allowed for the filing and hearing of a contest. After such period has elapsed, if the election be not contested, ballots may be destroyed.

Section 11. Executive Committee

The Executive Committee shall be comprised of the Association's officers and its Executive Director. The Executive Director shall serve ex-officio and shall not be entitled to vote. The Executive Committee shall review matters of importance to the Association and shall make recommendations to the Board of Governors and/or House of Delegates. Between meetings of the Board of Governors and/or House of Delegates, the Executive Committee shall serve as an executive council and may act upon all emergency and other matters not theretofore determined by either the Board or the House. Any recommendation(s) which may be made by the Executive Committee to the Board of Governors shall be considered at the Board's next meeting after due notice thereof has been given to members of the Board in accordance with its operating procedures.

ARTICLE VII. BOARD OF GOVERNORS

Section 1. Administration - Composition of Board - Eligibility

The Board of Governors is vested with the administration of the affairs of the Association as are granted to it by these Articles of Incorporation or as may be directed to it by the House of Delegates. The Board of Governors shall consist of ex-officio members, at-large members and elected members. The ex-officio members shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Chair of the Young Lawyers Division, and the House of Delegates Liaison. There shall be three (3) at-large members appointed by the President-Elect with the approval of the Board of Governors. The ex-officio members and the at-large members shall have the same rights and privileges as the elected members. The elected members shall be the representative from the Council of the Louisiana State Law Institute and the faculty members selected from the faculties of the Louisiana law schools as set forth in Section 4 of Article VI of the Articles, and ten (10) members elected from Board of Governors Districts as follows: District One (composed of the Parish of Orleans), two (2) members; District Two (composed of the Parishes of Jefferson, Plaquemines, St. Bernard, St. Charles, St. John the Baptist, Ascension, Assumption and St. James), one (1) member; District Three (composed of the Parishes of Lafayette, Iberia, Lafourche, Terrebonne, St. Mary and St. Martin), one (1) member; District Four (composed of the Parishes of Calcasieu, Cameron, Acadia, Evangeline, Jefferson Davis, St. Landry and Vermilion), one (1) member; District Five (composed of the Parishes of East Baton Rouge, East and West Feliciana, Livingston, St. Helena,

Tangipahoa, Washington and St. Tammany), two (2) members; District Six (composed of the Parishes of Allen, Avoyelles, Beauregard, Grant, Iberville, LaSalle, Natchitoches, Pointe Coupee, Rapides, Sabine, Vernon, Winn and West Baton Rouge), one (1) member; District Seven (composed of the Parishes of Caldwell, Catahoula, Concordia, East and West Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas and Union), one (1) member; and District Eight (composed of the Parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River and Webster), one (1) member. The ten (10) members of the Board of Governors Districts shall be elected by a secret ballot, under such procedures as the Board of Governors may fix, by the active and faculty members of the Association, residing in such district. Only active and faculty members in good standing who are admitted to the practice of law in Louisiana shall be eligible for membership on the Board of Governors. No member of the Board of Governors shall serve consecutive terms in the same position.

Section 2. Method of Election

The members of the Board of Governors from the respective Board of Governors Districts shall be elected in the same manner and under the same procedure as the members of the House of Delegates.

Section 3. Election and Distribution of Ballots

The provisions of Article VI as to distribution and casting of ballots, tabulation of votes and the settlement of disputes shall be applicable to the election of members of the Board.

Section 4. Voting

A member shall vote for the number of candidates as instructed on the ballot for elections to the Board from his/her Board of Governors district. After the ballots have been tabulated, if any candidate has failed to receive a majority of the votes cast for the office for which he/she was a candidate, a second election shall be held, and the Secretary of the Association, in such event, shall not later than the date fixed by the Board of Governors, cause to be disseminated to each active and faculty member of the Board of Governors District where such second election is to be held a ballot composed, distributed, returned, and tabulated as herein above provided for the first election.

Section 5. Terms

Members elected to the Board of Governors as representatives from the Board of Governors Districts shall serve terms of three (3) years. The terms for an elected member shall begin at the adjournment of the first annual meeting following his/her election and shall terminate at the adjournment of the fourth annual meeting following his/her election, or until the election and certification of his/her successor, whichever occurs later.

Prior to the Annual Meeting, the President-Elect shall appoint an at-large member for a three-year term. The appointment shall be approved by the Board of Governors. The at-large

member's term will commence with the President-Elect's installation as President and expire at the adjournment of the fourth annual meeting following his/her appointment or upon the appointment of his/her successor, whichever occurs later.

Members elected to the Board of Governors from the faculties of the Louisiana law schools and from the Council of the Louisiana State Law Institute shall serve terms of two years. Their terms shall begin at the adjournment of the first annual meeting following their election and expire at the adjournment of the annual meeting coinciding with the expiration of their terms or until the election and certification of their successors, whichever occurs later.

The member elected as the House of Delegates Liaison shall serve a term of one year. The member shall be elected at the Midyear Meeting and his/her term shall begin at the adjournment of the annual meeting and expire at the adjournment of the following annual meeting.

Section 6. Vacancies on Board

In the event of a vacancy on the Board of Governors among the elected members, the President of the Association shall appoint a member for the unexpired portion of the term from the active members in the district or from the faculties in which the vacancy occurred.

Section 7. Meetings of the Board

The Board shall meet at such times and places as may be fixed by the President, provided that there shall be no less than six meetings in each fiscal year.

Section 8. Service Without Compensation

All elective officers and Board members shall serve without compensation.

Section 9. Assistant Secretary-Treasurer

The Executive Director of the Association shall serve as Assistant Secretary and Assistant Treasurer. In the event of the absence, unavailability, or inability to act of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer shall be authorized to perform all of the duties of the Secretary or Treasurer.

Section 10. Removal for Cause

Any Board member may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of the membership of the Board of Governors present at a meeting called for that purpose, or by a two-thirds affirmative vote of a quorum of the Board, whichever is greater.

For purposes of this Article VII, Section 10, the term “cause” shall mean any of the following: (i) the Board member’s physical and mental illness rendering him/her incapable of performing duties to the Association for a period of more than three consecutive months; (ii) the Board member’s absence at two consecutive Board meetings without cause deemed adequate by the Board; (iii) the Board member’s continued neglect or failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Board of Governors; (iv) conflicts which render the Board member incapable of fulfilling his or her duties to the Association; (v) the Board member’s engaging in misconduct which is injurious to the Association; (vi) the Board member’s conviction of any felony or any crime involving moral turpitude; (vii) conduct which would seriously impair the Board member’s ability to perform his/her duties to the Association or would impair the reputation of the Association.

In the event of removal, these positions shall be filled pursuant to Article VII, Section 6 of these articles.

ARTICLE VIII. HOUSE OF DELEGATES

Section 1. Powers and Functions

The House of Delegates shall be the policy making body of this Association and as such shall control the affairs of this Association and shall have all powers necessary or incidental thereto, except as otherwise provided in these Articles of Incorporation, provided that between meetings of the House of Delegates, the Board of Governors shall serve as an executive council and may act upon all emergency and other matters not theretofore determined by the House of Delegates. Except as provided in Section 1 of Article XIII hereof, the House of Delegates shall not have control of the fiscal affairs of this Association, nor shall it have any of the powers or functions now vested in the Committee on Bar Admissions and/or Louisiana Attorney Disciplinary Board. Any recommendations which may be made by the Board of Governors to the House of Delegates shall be considered at the next meeting of the House of Delegates after due notice thereof has been given to the members of the House of Delegates in accordance with its by-laws or rules of procedure.

Section 2. Composition - Terms

The House of Delegates shall be composed of one Delegate from each Judicial District of the State, who shall be an active member of the Bar of such district; provided, that in every judicial district where there is more than one district judge (the words "District Judge" in this section include civil district judges, criminal district judges, juvenile judges and family court judges) such judicial district shall be entitled to one additional delegate for each such additional judge.

All Delegates from the First through the Nineteenth Judicial Districts shall be elected in even years and all other Delegates shall be elected in odd years for terms of two years, to begin with the commencement of the annual meeting following their election and terminating with the commencement of the third annual meeting following their election or until the election and certification of their successors.

Section 3. Election

The resident members of the Bar of each judicial district shall, not less than thirty days before the opening of the annual meeting in each year elect, by secret ballot under such procedure as the Board of Governors may fix, the delegate or delegates to which such judicial district is entitled under these Articles. If a delegate is not elected from any judicial district or a delegate resigns during his/her term or a vacancy occurs for any reason, the President, with the approval of the Board of Governors, shall use reasonable effort to fill such vacancy by appointment.

Section 4. Attendance

Delegate participation in meetings of the House is essential to the effective governance of the Association. To this end, each member of the House is expected to attend, either in person or electronically depending upon how the meeting is held, a minimum of 50 percent of all meetings no matter where held or 50 percent of the meetings held in the State of Louisiana, whichever is less, during his/her term. The delegate shall be eligible to appoint a proxy to attend the remainder of the meetings.

In any situation where a delegate does not meet the attendance requirements as set forth above, he/she shall be ineligible to run for reelection in the next cycle.

Section 5. Meetings

The House of Delegates shall meet not less than two times during the term of its members, once during the Annual Meeting of the Association, and again approximately six months later and at such other times and places as it may determine. Additional meetings of the House of Delegates may be called by the President of the Association or shall be called by the Secretary of the Association on the written request or consent of twenty-five (25) members of the House of Delegates. The President of the Association, or in his/her absence, the President-Elect, shall preside at the meeting of the House of Delegates. In the absence of both the President and the President-Elect, the House shall elect one of its members to preside. The House of Delegates may adopt such rules and procedures for the transaction of its business as it deems suitable, and shall be the judge of the selection and qualification of its members.

Section 6. Voting

Each member of the House of Delegates shall have one vote. Voting by proxy shall not be permitted except as hereinafter provided. The House of Delegates may adopt such rules as it deems proper for representation of an absent delegate by a member of the Association in good standing from the same judicial district as the absent delegate; provided, however, no person may be designated an alternate for more than one elected delegate and no elected delegate may serve as an alternate.

Each resolution presented to the House for passage shall be adopted by the House if it shall pass by a vote of a majority of those present and voting, provided, however, that any resolution of the House of Delegates having to do with the position of the Association shall require a vote in excess of three-fourths of those present and voting.

Section 7. Compensation

All delegates shall serve without compensation.

Section 8. Resolutions

Each resolution which shall have been adopted by the House of Delegates shall be presented to the Board of Governors. If the Board of Governors shall approve such resolution, it shall adopt it; if the Board of Governors shall disapprove such resolution, it shall, within ten days therefrom, submit the same by secret ballot for adoption or rejection by a majority vote, to the voting members of this Association who actually vote. Members shall have 10 days in which to vote. The Board of Governors shall meet ten calendar days after any resolution shall have been presented to it within which to approve or disapprove it; any resolution approved or not disapproved within said period shall be the action of the Association notwithstanding the term of the House of Delegates has expired. The date and hour when the resolution is delivered to the Board of Governors shall be endorsed thereon. The provisions of this Section shall not apply with respect to any recommendation of a position on pending or proposed legislation that is presented by the Legislation Committee of the House of Delegates to the Board of Governors and, by way of illustration and not limitation, the Board of Governors is not required to submit to the members of this Association any such recommendation that is disapproved by the requisite vote of the Board of Governors.

ARTICLE IX. CERTIFICATION OF ELECTION RESULTS

Section 1. Transmission of Election Results

The results of elections of members to offices of the Association and to the House of Delegates of the American Bar Association shall be transmitted by the Executive Director to each candidate and to the Secretary of the Association. Such transmission shall constitute official certification of the results.

ARTICLE X. BY-LAWS

Section 1. Authority

The House of Delegates may adopt, amend, or repeal by-laws for the Association not inconsistent with the provisions hereof.

ARTICLE XI. COMMITTEES, DIVISIONS AND SECTIONS

Section 1. Young Lawyers' Division

The House of Delegates shall create a Young Lawyers' Division of this Association. Every member of the Louisiana State Bar Association who has not reached the age of thirty-nine (39) years or who has been admitted to the practice of law for less than five (5) years, whichever is later, is by virtue thereof a member of the Young Lawyers' Division. The Division shall elect its officers and conduct its affairs subject to the approval of the Board of Governors and/or House of Delegates and consistent with the provisions of these Articles of Incorporation.

Section 2. Senior Lawyers Division

The House of Delegates shall create a Senior Lawyers Division of this Association. Every member of the Louisiana State Bar Association who has reached the age of sixty-five (65) shall be a member of the Senior Lawyers Division. The Division shall elect its officers and conduct its affairs subject to the approval of the Board of Governors and/or House of Delegates and consistent with the provisions of these Articles of Incorporation.

Section 3. Other Sections and Committees

The House of Delegates shall likewise create sections of the Association and authorize the appointment of such standing and special committees of the Association as it may deem proper. The appointment of the members of such committees and sections shall be made by the President of the Association with the consent of the Board of Governors; provided that the Board of Governors may create such special committees of the Association as it deems proper. Any member of this Association may become a member of any section by advising the Secretary of such section and by complying with the by-laws of the section.

Section 4. Meetings and Elections of Sections

Annual Meetings for the elections of officers and the transaction of other business of the sections shall be held by all sections at the time and place as set forth in the respective by-laws of each section, provided that said meetings shall take place before or at the time and place of the Annual Meeting of the Louisiana State Bar Association.

Officers of all sections shall take office at the adjournment of the first Annual Meeting following their election and shall serve until the adjournment of the second Annual meeting following their election. The information on the election of officers and council members shall be forwarded to the offices of the Association no later than fifteen (15) days subsequent to the Annual Meeting of the Louisiana State Bar Association.

ARTICLE XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meetings

The President, with the approval of the Board of Governors, shall select the date, place and duration of an annual meeting of the membership.

Section 2. Voting

No member may vote on any question brought before any meeting unless he is present at the time the vote is called.

Section 3. Parliamentary Rules

All proceedings of this Association shall be governed by Robert's Rules of Order; except that the House of Delegates may adopt such rules and procedure for the transaction of its business as it deems suitable.

ARTICLE XIII. FISCAL

Section 1. Appropriations

The Board of Governors shall have power to make appropriations and disbursements from the funds of the Association to pay all necessary expenses for effectuating its objects and purposes; provided, however, that the House of Delegates shall have the authority to adopt resolutions requesting the Board of Governors to appropriate funds and to make disbursements for specific purposes to carry out the policies of the House of Delegates, and provided further, that should the Board of Governors fail to appropriate funds for such purposes, or veto or fail to approve any such resolutions, such action by the Board of Governors shall be subject to review and action by the membership as provided in Section 8 of Article VIII.

Section 2. Annual Budget

It shall be the duty of the Budget Committee, as defined in Article IX, Section 1 of the Bylaws, to confer with and assist the Executive Director in the preparation of the annual budget for the ensuing fiscal year. The budget shall be fully prepared and presented for consideration by the Board of Governors at its meeting held in conjunction with the annual meeting. The Board may amend the budget as it may deem proper. The budget shall itemize all purposes for which checks may be issued against funds of this Association for the ensuing fiscal year and shall show the total amounts which may be expended for each purpose.

The Board may amend the budget at any time to meet any unforeseen emergency by two-thirds vote of the members present at any regular meeting or any special meeting called for that purpose. Each amendment shall specify the items and purposes for which additional expenditures are allowed and shall specify the total amount additionally allocated to each purpose.

Section 3. Checks

No checks shall be valid unless signed by the Treasurer or Assistant Treasurer and countersigned by such other person as the Board may designate. No check shall be issued except to pay for some item of expense authorized in the annual budget or amendment thereto. Each check shall specify thereon what item it is to pay.

Section 4. Expenses of Officers and Board Members

The Board of Governors shall provide for the payment of all actual and necessary expenses incurred by the officers, Board members and House of Delegates, not to exceed the amount appropriated in the budget for that purpose, except those incurred in attendance upon the annual meetings of this Association.

Section 5. Deposit of Funds

All funds collected by and belonging to the Association shall be properly deposited and the accounts shall be audited at least once a year by a Certified Public Accountant. Investment of Association funds shall be made in accordance with investment policies as adopted by the Board of Governors.

ARTICLE XIV. RULES OF PROFESSIONAL CONDUCT

[\[https://www.ladb.org/Material/Publication/ROPC/ROPC.pdf\]](https://www.ladb.org/Material/Publication/ROPC/ROPC.pdf)

ARTICLE XV. AMENDMENTS

Section 1. Amendments

These Articles of Incorporation, except Article XIV may be amended by a majority vote by a secret ballot, of the members of this Association who actually vote. Such Amendments must be proposed by a majority vote of the House of Delegates. The details for the balloting, including the time for voting and the contents of the ballot, shall be provided by the Board of Governors.

Article XIV can be amended only by the Supreme Court of Louisiana.

ARTICLE XVI. PERSONAL LIABILITY OF MEMBERS OF THE BOARD OF GOVERNORS OR OFFICERS

No member of the Board of Governors or officer of this Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a

member of the Board of Governors or as an officer, except to the limited extent provided by Louisiana corporation statutes.

Nothing contained herein shall be deemed to abrogate or diminish any exemption from liability or limitation of liability of the members of the Board of Governors or officers of this Association which is provided by law.

Revised December 14, 2021