

**JOINT RESOLUTION
SENIOR LAWYERS COMMITTEE
and
YOUNG LAWYERS SECTION
LOUISIANA STATE BAR ASSOCIATION**

WHEREAS, the Senior Lawyers Committee is proposing the creation of a Senior Lawyers Division and the adoption of Bylaws for that Division to facilitate membership, decision-making procedures and member participation at meetings; and

WHEREAS, the Senior Lawyers Committee is further proposing the adoption of these Bylaws to facilitate performance of the duties of the Division, and to empower the officers of the Division to serve and create an executive committee for the Division; and

WHEREAS, the Young Lawyers Section of the Louisiana State Bar Association wishes to rename itself the Young Lawyers Division, both for the sake of consistency and for the fact that it is different from the Association's voluntary sections in that all members meeting certain age and/or practice criteria are automatically members of the Young Lawyers Section.

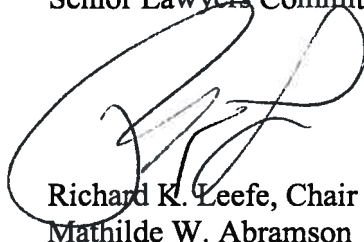
NOW THEREFORE BE IT RESOLVED, that with the approval and endorsement of the Bar Governance Committee, the Senior Lawyers Committee and the Young Lawyers Section propose to the House of Delegates the creation of a Senior Lawyers Division and the adoption of the attached Bylaws (Appendix A) for that entity; and

BE IT FURTHER RESOLVED, that the Young Lawyers Section be renamed the Young Lawyers Division and that its Bylaws (Appendix B) be amended to reflect this name change; and

BE IT FURTHER RESOLVED, that the Association's governing documents be amended as set forth below to facilitate the creation of the Senior Lawyers Division and the renaming of the Young Lawyers Section to the Young Lawyers Division:


- Article XI, Sections 1 and 2 of the Articles of Incorporation (Appendix C) – to create Divisions within the Association's structure, to change all references to the Young Lawyers Section to the Young Lawyers Division, and to memorialize the Senior Lawyers Division; and
- Article VIII and IX of the Bylaws (Appendix D) – to create divisions within the Association's structure and to provide for the administration of same.
- Rule 1 of the Rules of Procedure of the House of Delegates (Appendix E) – to delete the reference to the Young Lawyers Section.

Respectfully Submitted by:
Senior Lawyers Committee



Richard K. Leefe, Chair
Mathilde W. Abramson

Young Lawyers Section Council



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APPENDIX A

BYLAWS OF THE SENIOR LAWYERS DIVISION OF THE LOUISIANA STATE BAR ASSOCIATION

ARTICLE I NAME AND PURPOSE

Section 1. This Division shall be known as the Senior Lawyers Division of the Louisiana State Bar Association.

Section 2. The purpose of this Division is to encourage and maximize participation of senior lawyers in the operation and betterment of the Louisiana State Bar Association, while providing services and support to the senior members of the bar. The Division will provide a forum for study and discussion of senior lawyer questions arising under the laws of the State of Louisiana and the United States Constitution and offer assistance as appropriate for senior lawyers.

ARTICLE II MEMBERSHIP

Section 1. Any member of good standing of the Louisiana State Bar Association upon reaching the age of sixty-five (65) shall be enrolled as a member of the Division. Members so enrolled shall constitute the membership of this Division.

ARTICLE III OFFICERS

Section 1. The general officers of this Division shall be a Chair, Vice Chair, and a Secretary-Treasurer. The officers shall comprise the Executive Committee of the Division.

Section 2. Each officer shall be appointed by the President of the Association and shall hold office for a term of one year, to begin with the adjournment of the annual meeting of the Association and to end at the close of the next succeeding annual meeting of the Association, or until such time as a successor shall have been appointed.

ARTICLE IV DUTIES OF OFFICERS

Section 1. Chair. The Chair, or the Vice Chair in the absence of the Chair, shall preside at all meetings of the Division. The Chair shall establish such committees as are deemed necessary and appoint the committee chairs and members who are to hold office during the Chair's term. The Chair shall plan and supervise the program of the Division and the performance of all activities of the Division. The Chair shall formulate and present a report of

the work of the division for the year at each annual meeting of the Association, and shall perform such other acts as usually accompany the office.

Section 2. Vice Chair. The Vice Chair shall assist the Chair, performing such tasks as shall be assigned by the Chair. In the absence of the Chair, or upon the death, resignation or disability of the Chair, the Vice Chair shall perform the duties of the Chair for the remainder of the term of office; provided that, in the case of disability, the Vice Chair shall act only during the pendency of the disability.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all books, papers, documents and other property of the Division, and shall keep a true record of the proceedings of all meetings of the Division and of the Executive Committee, whether assembled or acting under submission. With the Chair, the Secretary-Treasurer shall prepare a summary or digest of the proceedings of the Division at its annual meeting for publication in the Annual Report of the Louisiana State Bar Association. The Secretary-Treasurer, in conjunction with the Chair as authorized by the Executive Committee, shall attend generally to the business of the Division.

ARTICLE V THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the Division shall be composed of the officers and the retiring Chair, who shall be a voting member for one year following retirement.

Section 2. The Executive Committee shall have general duties and control as necessary for the administration of the affairs of the Division subject to the provisions of the Constitution and By-Laws of the Louisiana State Bar Association and the By-Laws of this Division.

Section 3. The Executive Committee of the Division is authorized to take action in the name of the Division during intervals between meetings of the Division. All binding action of the Executive Committee shall be by majority vote of the members of the Executive Committee present at such meeting.

Section 4. The Executive Committee, during the interim between annual meetings of the Division may, with the concurrence of the Chair, fill vacancies in its own membership or in the offices of the Vice Chair, Secretary-Treasurer, and, in the event of vacancies in the offices of both Chair and Vice Chair, then also in the office of Chair. Members of the Executive Committee and officers so elected shall serve until the appointment of a new member by the President of the Association.

Section 5. Members of the Executive Committee may vote in person when physically present at a meeting of the Executive Committee or when participating by telephone, video conferencing or other electronic means. When members contemplate absence, they may communicate their vote on any proposition to the Secretary-Treasurer and have it counted with the same effect as if cast personally at such meeting.

Section 6. The Chair of the Division may submit or cause to be submitted in writing to each of the members of the Executive Committee any proposition upon which the Executive Committee may be authorized to act, and the members of the Executive Committee may vote such propositions as submitted, by communicating their vote thereon, in writing over their

respective signatures, to the Secretary-Treasurer, who shall record upon the minutes each proposition so submitted, when, how and at whose request same was submitted, and the vote of each member of the Executive Committee thereon, and keep on file such written and signed votes. If the votes of a majority of the members of the Executive Committee so recorded shall be in favor of such a proposition, or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Executive Committee. The Executive Committee of the Division may take action in the name of the Division whenever proposals are brought before the Executive Committee for an expression of views and recommendations to the Board of Governors of the Association.

ARTICLE VI MEETINGS

Section 1. Meetings of the Division may be called by the Chair upon approval of the Executive Committee, at such time and place as the Executive Committee and Chair may determine. The Division shall meet no less than twice a year, once at the annual meeting of the LSBA and once at the midyear meeting.

Section 2. The members of the Division present at any meetings shall constitute a quorum for the transaction of business, and the Division shall be bound by a majority vote of the members present at such meetings.

Section 3. Meetings of the Executive Committee will be designated by the Chair and may also be called at the request of any member of the Executive Committee.

Section 4. The Executive Committee shall meet no less than quarterly.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. The fiscal year of the Division shall be the same as that of the Louisiana State Bar Association.

Section 2. All bills incurred by the Division shall, before being paid, be approved by the Chair or Vice Chair and the Secretary-Treasurer, or otherwise as the Executive Committee may direct, and checks for all disbursements shall be paid by the Association in accordance with established procedures.

Section 3. No salary or compensation shall be paid to any officer or committee member.

Section 4. These Bylaws shall become effective immediately upon approval thereof, as required by the Articles and Bylaws of the Louisiana State Bar Association.

Section 5. All printing for the Division or for the Executive Committee or any committee of the Division shall be done under the supervision of the Executive Director of the Louisiana State Bar Association.

ARTICLE VIII AMENDMENTS

Section 1. These Bylaws may be amended at any Annual Meeting of the Division by a majority vote of the members of the Division present and voting, provided such proposed

amendment shall first have been approved by a majority of the Executive Committee, and provided further that no amendment so adopted shall become effective until approved by the House of Delegates of the Louisiana State Bar Association.

Section 2. The Executive Committee may propose amendments by majority vote of the Executive Committee. Amendments also may be proposed by submission in writing to the Executive Committee in the form of a petition signed by at least ten members of the Division in time for it to be considered by the Executive Committee at a meeting before the meeting of the Division at which it is to be voted upon. The Executive Committee shall consider the proposed amendment at said regular meeting and shall prepare recommendations thereon. The recommendations, together with a complete and accurate text of said proposed amendment, shall be disseminated to the members of the Division by the Secretary-Treasurer prior to the meeting of the Division at which they will be voted upon.

APPENDIX B

BYLAWS OF THE LOUISIANA STATE BAR ASSOCIATION YOUNG LAWYERS ~~SECTION~~ DIVISION

ARTICLE I GENERAL PROVISIONS

SECTION 1 - Qualifications of Members

Every member of the Louisiana State Bar Association (the "Association") who has not reached the age of thirty-nine (39) years by the end of the Association's fiscal year or who has been admitted to the practice of law for fewer than five (5) years as of the end of the ~~Section~~ Division Association's fiscal year, whichever is later, is by virtue thereof a member ("Member") of the Young Lawyers ~~Section~~ Division.

SECTION 2 - Governing Authority

The governing authority of the Young Lawyers ~~Section~~ Division shall be known as the Young Lawyers ~~Section~~ Division Council (the "Council") and shall consist of a chair, a chair-elect, a secretary, an immediate past chair, and fourteen representatives (the "Representatives"), as follows:

- | | |
|------------|--|
| District 1 | (Composed of Orleans Parish) - two Members; |
| District 2 | (Composed of the Parishes of Jefferson, St. Bernard, Plaquemines, St. Charles, St. John the Baptist, Ascension, Assumption, and St. James) - two Members; |
| District 3 | (Composed of the Parishes of Lafayette, Iberia, Lafourche, Terrebonne, St. Mary, and St. Martin) - one Member; |
| District 4 | (Composed of the Parishes of Calcasieu, Cameron, Acadia, Evangeline, Jefferson Davis, St. Landry, and Vermilion) - one Member; |
| District 5 | (Composed of the Parishes of East Baton Rouge, East and West Feliciana, Livingston, St. Helena, Tangipahoa, Washington, and St. Tammany) - two Members |
| District 6 | (Composed of the Parishes of Allen, Avoyelles, Beauregard, Grant, Iberville, LaSalle, Natchitoches, Pointe Coupee, Rapides, Sabine, Vernon, Winn, and West Baton Rouge) - one Member; |
| District 7 | (Composed of the Parishes of Caldwell, Catahoula, Concordia, East and West Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas, and Union) - one Member; |
| District 8 | (Composed of the Parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River, and Webster) - one Member; |
| At-Large | One ethnic minority Member (in accordance with Article II(B), Section 1, Subsection D). |
| ABA/YLD | One Member (in accordance with Article II(B), Section 1, Subsection E). |

ABA/HOD One Member (in accordance with Article III, Section 1, Subsection D).

SECTION 3 - Place of Meeting

The annual meeting of the Young Lawyers ~~Section~~ Division shall be held during the Louisiana State Bar Association's Annual Meeting at the time and place designated on the official agenda. The Council shall hold at least four (4) other regularly scheduled meetings during each year.

SECTION 4 - Attendance at Meetings

Young Lawyers ~~Section~~ Division Council Members shall attend all meetings, including the Annual Meeting, the four regularly scheduled meetings, and the Council Orientation (if applicable), in person. Any Council Member who shall miss two (2) consecutive meetings, without cause deemed adequate by the Council, shall be subject to removal by the Council, pursuant to Article II(C), Section 4 of these Bylaws. However, should exigent circumstances so require, the chair may allow a Council Member to attend by telephone at the Member's own expense.

SECTION 5 - Voting

There shall be no vote by proxy allowed at Council meetings.

ARTICLE II
OFFICERS AND REPRESENTATIVES

ARTICLE II(A) - OFFICERS

SECTION 1 - Titles

The officers of the Young Lawyers ~~Section~~ Division shall be a chair, a chair-elect, a secretary, and an immediate past chair.

SECTION 2 - Chair

The chair shall, when present, preside at all meetings of the Young Lawyers ~~Section~~ Division and the Young Lawyers ~~Section~~ Division Council, and shall see that all orders, motions and resolutions of the Young Lawyers ~~Section~~ Division Council are carried into effect. The chair shall direct the other officers and Council Members in the performance of their duties and shall generally perform all acts incidents to the office of the chair.

SECTION 3 - Chair-elect

The chair-elect shall have such powers and shall perform such duties as shall be assigned to the chair-elect by the chair or by the Council Members. In the absence or disability of the chair, the chair-elect shall perform the duties and exercises the powers of the chair.

SECTION 4 - Secretary

The secretary shall give or cause to be given written notice of all meetings of the Council and shall attach an agenda of the meeting with said notice. The secretary shall record all the proceedings of the meetings of the Council, and shall further have such other duties as may be delegated by the chair, the chair-elect, or the Council Members.

SECTION 5 - Election of Officers

A. No voting shall be required to select the chair, as the chair-elect shall automatically succeed to this office after having served as chair-elect for a period of one year.

B. No voting shall be required to select the immediate past chair, as the chair shall automatically succeed to this office after having served as chair for a period of one year.

C. In the event the chair-elect is unable to assume the chair, a chair for the coming year shall be elected by the Council. In the event a vacancy occurs in the office of secretary, a secretary shall be elected by the Council.

D. The chair-elect and secretary of the Council shall be elected by a ballot vote of all Members of the Young Lawyers ~~Section~~ Division.

E. The Young Lawyers ~~Section~~ Division Council shall act as the nominating committee for the Young Lawyers ~~Section~~ Division for the offices of chair-elect and secretary. The Council shall submit at least one name per office to the secretary of the Louisiana State Bar Association as the nominee for the positions of chair-elect and secretary. The Council may submit as many other names for each position as it deems appropriate.

F. When the name of the nominees are sent to the secretary of the Louisiana State Bar Association, the secretary of the Council shall communicate the names and a brief biographical sketch of each nominee to the Members of the Young Lawyers ~~Section~~ Division. At the same time, the secretary of the Council shall solicit nominations from the membership of the Young Lawyers ~~Section~~ Division. The nominations shall close in conjunction with the dates adopted by the Board of Governors of the Louisiana State Bar Association in connection with the Louisiana State Bar Association general elections.

G. Any person who presents a petition for office signed by at least fifteen (15) Members of the Young Lawyers ~~Section~~ Division shall be included on the ballot.

H. The first election for officers of the Young Lawyers ~~Section~~ Division will be held in conjunction with the first general election for the Louisiana State Bar Association. The secretary of the Council shall submit to each Member with the ballots a brief biographical sketch of each candidate for the office of chair-elect and secretary. If any candidate receives more than fifty percent of the votes cast, the candidate will be declared elected. If no candidate receives more than fifty percent of the votes cast, a runoff election between the two candidates receiving the greatest percentage of the votes will be held in conjunction with any runoff of the Louisiana State Bar Association.

I. If the Young Lawyers ~~Section~~ Division Council submits only one name for any position, and if no other person qualifies for that position by the time the nominations close, the person submitted by the Council shall be declared elected to that position.

ARTICLE II(B) – REPRESENTATIVES

SECTION 1 – Selection of Representatives

A. The Representative of Districts 1 - 8 of the Young Lawyers ~~Section~~ Division Council shall be elected from each of the districts delineated in Article I, Section 2 by a ballot vote of all Members of the Young Lawyers ~~Section~~ Division of the respective districts. Nominations shall be solicited by the secretary of the Council from the membership of the Young Lawyers ~~Section~~ Division in each representative district in which elections are to be held.

Nominations shall close in conjunction with the dates adopted by the Board of Governors of the Louisiana State Bar Association in connection with the Louisiana State Bar Association general elections. Any qualified person requesting to be included on the ballot shall be included on the ballot. The election procedure for the Representatives of Districts 1 - 8 shall be as set forth in this Article II(B). If only one person qualifies for any position by the time the nominations close, that person shall be declared elected to that position.

B. Each Representative of Districts 1 - 8 shall maintain his or her preferred mailing address in a parish within the Representative's respective district.

C. If no person qualifies for one of the Representative positions, then the chair assuming office in the year in which the term begins will appoint a Representative from the district's membership.

D. After consultation with the Council, the At-Large Representative shall be appointed from among the ethnic minority Members of the Young Lawyers ~~Section~~ Division by the chair assuming office in the year in which a vacancy in the office occurs.

E. After consultation with the Council, the ABA/YLD Representative shall be appointed from American Bar Association Members of the Young Lawyers ~~Section~~ Division by the chair assuming office in the year in which a vacancy in the office occurs, unless the ABA/YLD mandates another method of selection for the ABA/YLD Representative, in which event the ABA/YLD Representative shall be selected according to the method prescribed by the ABA/YLD.

F. Elections for the Representatives from the odd numbered districts, with the exceptions of Districts 1, 2, and 5 shall be held on even years, and elections for the Representatives from even numbered districts shall be held on odd numbered years. One Representative from Districts 1, 2, and 5 shall be elected each year. The appointment of the At-Large Representative shall begin with the Annual Meeting of 1992 and shall continue without expiration, unless such expiration is passed by a two-thirds vote of the Council.

G. The ABA/HOD Representative shall be selected according to the rules promulgated by the Louisiana State Bar Association and shall be a *de facto* Member of the Council.

ARTICLE II(C) – QUALIFICATIONS FOR OFFICE, TERMS OF OFFICE, VACANCIES, AND REMOVAL

SECTION 1 – Qualifications for Office

Subject to the other requirements contained in these Bylaws, any individual who is a Member of the Young Lawyers ~~Section~~ Division when the term of office begins is eligible for election to the Council. For purposes of qualifying for office under Article II(A) and Article II(B), the preferred mailing address of the Member, as carried in the Association's membership database, shall control.

SECTION 2 – Terms of Office

A. The term of office for the chair, chair-elect, secretary and immediate past chair shall be for a period of one year running from Annual Meeting to Annual Meeting of the ~~Section~~ Division.

B. Every third year the chair-elect shall maintain his or her preferred mailing address in the parishes of Orleans, Jefferson, St. Bernard, or Plaquemines, and in the other two years the chair-elect shall not maintain his or her preferred mailing address in the parishes of Orleans, Jefferson, St. Bernard and Plaquemines. For the year beginning at the Annual Meeting of 1978, the chair-elect shall be a resident of or actively practicing law in the parishes of Orleans, Jefferson, St. Bernard, or Plaquemines.

C. Every third year the secretary shall be a resident of or actively practicing law in the parishes of Orleans, Jefferson, St. Bernard and Plaquemines, and in the other two years, the secretary shall not be resident of or practicing law in the parishes of Orleans, Jefferson, St. Bernard and Plaquemines.

D. With the exception of the ABA/YLD and ABA/HOD Representatives, the term of office for the Representatives shall be for a period of two years running from Annual Meeting to Annual Meeting of the ~~Section~~ Division. No Representative shall be elected or appointed to any specific Representative position on the Council to serve in excess of two complete consecutive terms. Notwithstanding the foregoing, an appointment made to fill a vacancy in a position on the Council for a period less than a complete term shall not be considered a complete term.

E. The term of office and term limit of the ABA/YLD Representative and the ABA/HOD Representative are governed by the Bylaws of the American Bar Association Young Lawyers ~~Section~~ Division and the Bylaws of the American Bar Association respectively.

SECTION 3 - Vacancies in Office

Whenever, for any reason, a Council Member's seat is vacated, except as provided in Article II(A), Section 5(C), the chairperson, after consultation with the Council, shall appoint a replacement from the Section's membership for that District.

SECTION 4 – Removal for Cause

Any Council Member may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of a quorum of the Council Members. For the purposes of this Section, the term "cause" shall mean any of the following: (i) the Council Member's physical or mental illness rendering him/her incapable of performing duties to the Young Lawyers ~~Section~~ Division for a period of more than three consecutive months; (ii) the Council Member's absence at two (2) consecutive meetings, without cause deemed adequate by the Council; (iii) the Council Member's continued neglect or failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Council; (iv) conflicts which render the Council Member incapable of fulfilling his or her duties to the Young Lawyers ~~Section~~ Division; (v) the Council Member's engaging in misconduct which is injurious to the Association; (vi) the Council Member's conviction of any felony or any crime involving moral turpitude; (vii) conduct which would seriously impair the Council Member's ability to perform his/her duties to the Young Lawyers ~~Section~~ Division or would impair the reputation of the Young Lawyers ~~Section~~ Division.

In the event of removal, such position shall be filled pursuant to Article II(C), Section 3 of these Bylaws.

ARTICLE III FUNCTIONS

SECTION 1 - Perennial Functions

A. The “Outstanding Young Lawyer” will be selected from the membership of the ~~Section~~ by a majority vote of the Council Members. Criteria for selection of “Outstanding Young Lawyer” shall be determined by the Council and published at least three (3) months prior to the nomination deadline each year. Present or former Council Members are ineligible.

B. The “Bridging the Gap” Institute shall be conducted for the purpose of aiding the new members of the Association in making the transition from the academic atmosphere of the law school to the actual practicing of law.

C. The chair, after consultation with the Council, shall make annual appointments from the membership of the Young Lawyers ~~Section~~ Division to the Louisiana Law Institute.

D. One Member of the Young Lawyers ~~Section~~ Division shall be included in the Louisiana delegation to the House of Delegates of the American Bar Association.

E. The Young Lawyers ~~Section~~ Division shall sponsor such other programs as may be determined advisable.

SECTION 2 - Miscellaneous Functions

The Council shall engage in all other progressive activity beneficial to all inhabitants of our state in general, and in particular, to the members of the Louisiana State Bar Association.

ARTICLE IV VOTING BY MEMBERS OF THE YOUNG LAWYERS ~~SECTION~~ DIVISION

SECTION 1 – Eligibility To Vote

Each Member of the Young Lawyers ~~Section~~ Division shall be eligible to vote in any Young Lawyers ~~Section~~ Division election or other balloted matter. For purposes of voting, the preferred mailing address of the Member, as carried in the Association’s membership database, shall control.

ARTICLE V MODIFICATION OF BYLAWS

SECTION 1

The Bylaws of the Young Lawyers ~~Section~~ Division may be amended by a two-thirds vote of the Council Members at any regular or specially called meeting held by the Council.

SECTION 2

The Bylaws of the Young Lawyers ~~Section~~ Division may also be amended during the annual business meeting by a three-fourths vote of the membership of the Young Lawyers ~~Section~~ Division attending such meeting.

APPENDIX C

ARTICLES OF INCORPORATION OF THE LOUISIANA STATE BAR ASSOCIATION

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 ~~Section~~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 nine 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), one (1) member; 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 nine (9) 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.

ARTICLE XI COMMITTEES, ~~DIVISIONS~~ AND SECTIONS —~~YOUNG LAWYERS~~

Section 1. Young Lawyers' ~~Section~~Division

The Board of Governors shall create a Young Lawyers' ~~Section~~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' ~~Section~~Division. The ~~Section~~Division shall elect its officers and conduct its affairs subject to the approval of the Board of Governors 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 consistent with the provisions of these Articles of Incorporation.

Section ~~23~~. Other Sections and Committees

The House of Delegates shall likewise create such ~~additional-~~ voluntary 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 ~~34~~. 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.

APPENDIX D

BYLAWS OF THE LOUISIANA STATE BAR ASSOCIATION

ARTICLE VIII. SECTIONS DIVISIONS

Section 1. Creation

The work of the Association and its Divisions shall be at all times in furtherance of the unity of the law as a science and in the interest of the profession and the performance of its public obligations. Consistent therewith, the following Divisions for implementing the work of the Association have been created pursuant to the Article XI of the Association's Articles of Incorporation.

(1) Young Lawyers - The purpose of this Division is to foster discussions and interchange of ideas relative to the duties, responsibilities and problems of the younger members of the legal profession in the State of Louisiana; to aid in their advancement; to encourage their interest and participation in the activities of this Association, and, in general, to further the purposes and objectives of this Association.

(2) Senior Lawyers – The purpose of this Division is to encourage and maximize participation of senior lawyers in the operation and betterment of the Louisiana State Bar Association, while providing services and support to the senior members of the bar. The Division will provide a forum for study and discussion of senior lawyer questions arising under the laws of the State of Louisiana and the United State Constitution and offer assistance as appropriate for senior lawyers.

Section 2. Membership

Association members in good standing who meet the age and practice criteria as set forth in Article XI of the Articles of Incorporation shall automatically be enrolled as members of the above Divisions.

Section 3. By-Laws

Each division shall have the power to adopt and amend its By-Laws, not inconsistent with the Articles of Incorporation and By-Laws of the Association. Such By-Laws or amendments thereto shall become effective when approved by the House of Delegates.

Section 4. Officers

The affairs of each division shall be administered by such officers, as may be provided by each division's By-Laws.

Officers and Council Members of the Young Lawyers Division shall be elected at the same time and in the same manner as other Association elections. Officers of the Senior Lawyers Division shall be appointed annually by the President of the Association.

Section 5. Reports and Meetings

Each division shall make an annual written report of its activities within 30 days of the close of the fiscal year.

Annual meetings for the transaction of business of the divisions shall be held at the time and place of the annual meeting of the Louisiana State Bar Association.

Section 6. Expenses

Division expenses shall be covered in the general budget of the Louisiana State Bar Association, as approved annually by the Board of Governors, and shall be subject to the Association's expense reimbursement policies.

ARTICLE IX. SECTIONS

~~(31) *Young Lawyers* — The purpose of this Section is to foster discussions and interchange of ideas relative to the duties, responsibilities and problems of the younger members of the legal profession in the State of Louisiana; to aid in their advancement; to encourage their interest and participation in the activities of this Association, and, in general, to further the purposes and objectives of this Association.~~

APPENDIX E

LOUISIANA STATE BAR ASSOCIATION HOUSE OF DELEGATES RULES OF PROCEDURE

Rule I MEETINGS OF THE HOUSE

7. The chairpersons of the sections of the Louisiana State Bar Association, ~~except the Young Lawyers' Section,~~ shall be ex-officio members of the House of Delegates and, as such, shall have all of the privileges as members of the House including, but not limited to, the right to vote, the right to the floor, and the right to designate a proxy.