

**BY-LAWS OF THE  
LOUISIANA STATE BAR ASSOCIATION**

**ARTICLE I. REGISTRATION AND DUES**

**Section 1. Dues**

The annual membership dues for active members who shall have been admitted to the practice of law in the State of Louisiana for more than three years shall be Two Hundred and No/100 Dollars (\$200.00), and for those active members who have been admitted for three years or less shall be Eighty and No/100 Dollars (\$80.00). Newly admitted members' annual dues of \$80.00 shall be paid at the time the oath is administered. There shall be no pro-ration of dues. (Amended January 20, 2007)

**Section 2. Exemptions and Waivers**

Active members who have been admitted to the Louisiana State Bar Association for 50 years or more shall be exempt from the payment of dues.

The Board of Governors shall be vested with the authority to consider dues waivers for those members experiencing financial hardship, illness or other extraordinary circumstances. Requests for such waivers shall be submitted in writing to the Treasurer of the Association no later than June 1 of the fiscal year prior to the fiscal year for which the member is applying for the waiver. Decisions of the Board shall be final.

**Section 3. Payment of Dues**

The annual dues shall be payable in advance to the Treasurer on July 1st of each year. Inactive members shall not be required to pay dues.

**Section 4. Suspension for Non-Payment of Dues**

A member in default of payment of dues for thirty (30) days shall be regarded as delinquent and shall be given written notice thereof by the Treasurer. If the delinquent member fails to pay such dues within thirty (30) days after such notice of delinquency, he/she shall cease to be a member in good standing and the Treasurer shall certify to the Supreme Court that the delinquent member is thus ineligible to practice law.

Where a member has thus become ineligible, the member shall be reinstated upon payment of the dues owed at the time he/she ceased to be a member in good standing, together with a penalty of Fifty Dollars (\$50.00), and all dues payable and owed for each year of such ineligibility and the dues payable for the current year in which reinstatement takes place. Notice of the removal of the member's ineligibility shall be given to the Supreme Court.

**Section 5. Reinstatement of Inactive Members**

Any inactive member may be reinstated to active membership in good standing by

complying with the law of this State and the rules of the Association in force at the time of reinstatement, and by paying the annual dues for the year in which the reinstatement occurs.  
(Added January 8, 2004)

## **ARTICLE II. OFFICERS OF THE ASSOCIATION**

### **Section 1. Duties**

The officers of the Association shall perform the duties usually performed by such officers, together with such duties as are prescribed by the Articles of Incorporation, these By-Laws, the Board of Governors or the House of Delegates. Whenever the Board of Governors disapproves any action or recommendation of the House of Delegates and submits the issue for determination to the membership, the President shall designate a member of the House of Delegates to state the reasons for such action or recommendations by the House of Delegates and a report of such reasons shall be transmitted to the members.

### **Section 2. President - President-Elect**

The President shall preside at all meetings of the Association, the House of Delegates, and the Board of Governors; in case of his/her absence or inability to act, then the President-Elect shall preside. In the absence of both the President and the President-Elect, the House and the Board of Governors shall elect one of its members to preside.  
(Amended April 23, 1983; June 10, 1993; January 24, 2004)

### **Section 3. Address by Retiring President**

The retiring President shall deliver an address at the annual meeting upon such topic as he/she may select and the President shall include therein a report of the important activities of the Association, the House of Delegates, and the Board of Governors, during his/her term of office.  
(Amended June 10, 1993; January 24, 2004)

### **Section 4. Secretary**

The Secretary shall act as Secretary of the Board of Governors and of the House of Delegates. The Secretary shall make and preserve a record of all proceedings of the Association, the Board of Governors, and the House of Delegates. He/she shall be custodian of all records and archives of the Association.  
(Amended February 8, 1992; June 10, 1993)

### **Section 5. Treasurer**

The Treasurer shall report to the Board of Governors and to the House of Delegates at each of the meetings thereof upon the fiscal condition of the Association and shall prepare and present at the annual meeting of the Association a report of the status of its finances for the current fiscal year.  
(Added February 8, 1992; January 24, 2004)

## **ARTICLE III. ANNUAL MEETINGS OF THE ASSOCIATION**

### **Section 1. Dates and Places**

The President, with the approval of the Board of Governors, shall select the date, place, duration and program of the annual meeting of the Association. The President may appoint such committees as are needed to hold the annual meeting. The order of business at the annual meeting shall include the following:

- (a) Annual address and report of the President
- (b) Annual report of the Secretary
- (c) Annual report of the Treasurer
- (d) Reports of Sections
- (e) Reports of Standing Committees
- (f) Reports of Special Committees
- (g) Miscellaneous business
- (h) Installation of newly elected officers.

(Amended April 23, 1983; Amended February 8, 1992)

### **Section 2. Registration Fee**

The Board of Governors shall fix an amount for the registration fee for the attendance of the members, their spouses and guests, in order to defray the expenses of the annual meeting.  
(Amended April 23, 1983)

## **ARTICLE IV. RULES AND PROCEDURES; AUTHORITY OF BOARD**

### **Section 1. Rules and Procedures**

The Board of Governors may adopt such rules and procedures for the transaction of its business as it deems suitable.

### **Section 2. Action by Telephonic Communication**

Members of the Board of Governors, or any Board or Association committee, may participate in a meeting of the Board of Governors or such committee by means of conference telephone, or similar communication equipment, with which all persons participating in the meeting can hear each other at the same time. Participating in a meeting pursuant to this provision shall constitute presence in person at such meeting.

(Added January 23, 1993; Amended June 10, 1993)

### **Section 3. Authority of Board**

As specified in Article VIII, Section 1 of the Articles of Incorporation, the Board of Governors shall have control of the fiscal affairs of the Association. This authority shall include the power to administer the daily affairs of the Association and to obligate the Association in any way necessary to carry out its objects and purposes. The fiscal power of the Board shall also include, but is not limited to, the power and authority: to enter into contracts; to adopt written policies for the investment and reinvestment of Association funds; to invest and reinvest funds belonging to the Association in accordance with the written investment policies of the Association; to institute suit and to respond to suit on behalf of the Association; to acquire, hold, use and dispose of property; to incur liability; to establish pension or other benefits plans for its employees; to procure and provide indemnity and/or insurance for its members, officers, agents, and/or employees; to make donations to public charities; to make loans in the name of the Association, to borrow, or to guarantee loans to the Louisiana Bar Foundation in furtherance of the Association's purposes; to buy and sell assets of the Association or to hypothecate or mortgage assets of the Association; and generally to conduct all administrative and fiscal matters of the Association as may be reasonable and appropriate in accordance with and in furtherance of the policies of the Association.

(Added June 13, 1996)

Also as specified in Article VIII, Section 1 of the Articles of Incorporation, 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. Under this authority, the Board of Governors may vote to file amicus briefs on behalf of the Association if the timing prohibits bringing such matters before the House of Delegates and in accordance with the guidelines outlined below.

(1) In determining whether to approve the drafting and filing of an amicus brief, the Board will be governed by the following limitations and conditions; Any proposed brief *shall not* be in conflict with any of the rules, regulations, policies and procedures of the LSBA. Moreover, the proposed brief must be related to and relevant to the administration of justice. Specifically, amicus briefs may be authorized *only* when such briefs involve legal questions relating to the regulation of the profession, improving the administration of justice, or the quality of legal services, but may not be authorized for matters that are ideological or political in nature.

(2) If the Board votes to approve the filing of an amicus brief pursuant to these provisions, the President may appoint a committee to review the proposed amicus brief before it is filed, to confirm that it complies with these limitations and such other restrictions that may be imposed by the Board.

## **ARTICLE V. OFFICIAL PUBLICATION**

### **Section 1. Louisiana Bar Journal as Official Publication**

The official publication of the Louisiana State Bar Association shall be the Louisiana Bar

Journal which shall be published under the direction of the Board of Governors pursuant to recommendations of the Louisiana Bar Journal Editorial Board. It shall carry all official notices which are not required to be forwarded sooner to members of the Association. The Secretary shall serve as editor of the Louisiana Bar Journal.

The Journal shall be distributed to all active and faculty members of the Association. The members' subscription fees shall be included in the annual membership dues.  
(Amended April 23, 1983; February 8, 1992; June 11, 1998; January 24, 2004)

## **ARTICLE VI. REFERENDUM**

### **Section 1. Secret Mail Ballot - Submission at Meetings**

The House of Delegates may at any time refer and submit to the active and faculty members of the Association in good standing, for a determination thereby by secret mail ballot, defined questions affecting the substance or the administration of the law, or the policy of the Louisiana State Bar Association, which are, in the opinion of the House as expressed by a majority vote of its members, of immediate practical consequence to the legal profession or the general public of the State of Louisiana. Ballots for use in such Referendum shall be distributed, returned and counted in the manner provided for in Article VI of the Charter of the Association, within a delay to be fixed by the Board. The result of a Referendum, when duly ascertained, shall control the action of the Association, the House of Delegates, the Board of Governors, the Officers, Sections and Committees.

(Amended April 23, 1983)

## **ARTICLE VII. DELEGATES**

### **Section 1. American Bar Association Delegate**

The President and the President-Elect of this Association shall serve as two of the delegates of this Association to the House of Delegates of the American Bar Association. Such additional delegates in the House of Delegates of the American Bar Association to which this Association is entitled, shall be elected by the active and faculty members of this Association by a secret ballot in the manner set forth in Article VI, Section 7 of the Articles of Incorporation and at the same time as the Association's other elections.

(Amended February 8, 1992; January 24, 2004)

## **ARTICLE VIII. SECTIONS**

### **Section 1. Creation**

The work of the Association and Sections 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 Sections for implementing the work of the Association have been created pursuant to the Article XI of the Association's Articles of

## Incorporation.

(1) *Administrative Law* - The purpose of this Section is to provide a forum for study and discussion of administrative law issues arising under the laws of the State of Louisiana and of the United States; to contribute to the continuing education of the attorney who practices in this field; to disseminate information regarding recent administrative law decisions of the state and federal agencies and courts; to encourage publication of legal writings on administrative law questions among the members of the Association; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community to achieve these purposes; and to take such actions in respect thereto as may be desirable and consistent with the Articles of Incorporation and Bylaws of this Association.

(Added effective June 8, 2001; Amended January 24, 2004)

(2) *Alternative Dispute Resolution* - The purpose of this Section is to develop and promote reasonable dispute resolution alternatives to litigation for use by the public, the judiciary and members of the Bar; to educate the public, the judiciary and members of the Bar regarding such alternatives; to assist the judiciary and the legislature with laws and rules implementing reasonable dispute resolution alternatives to litigation; and to take such related actions as may be desirable and consistent with the Articles of Incorporation and By-Laws of this Association.

(Amended January 24, 2004)

(3) *Animal Law* – The purpose of this Section is to promote and assist members of the profession in the study and understanding of the laws, regulations, and court decisions dealing with legal issues involving animals and to provide a forum for members of the profession to consider and discuss the legal issues involved in human beings’ relationships and coexistence with animals.

(Added January 12, 2008)

(4) *Antitrust and Trade Regulation Law* - The purpose of this Section is to provide a catalyst for discussion and research of the antitrust field of law in Louisiana; to contribute to and provide opportunities for the continuing education of the attorney who practices in the antitrust field; to promote interest in and study of the existing statutes and jurisprudence, both state and federal, which govern this field.

(Amended January 24, 2004)

(5) *Appellate* – The purpose of this section is to provide a forum to study and discuss appellate practice issues; to disseminate information regarding recent developments in this area to the members of the Association; and to establish liaison with the appellate courts covering Louisiana to further the rule of law, and improve the administration of justice and the practice of law before the appellate courts.

(Added June 27, 2005)

(6) *Art, Entertainment and Sports Law* – The purpose of this Section is to provide a forum for study and discussion of art, entertainment and sports law issues arising under the laws of the State of Louisiana and of the United States to contribute to the continuing education of attorneys who practice in this field; to disseminate information regarding recent legal decisions of the state and federal and international agencies and courts relative to these areas of law; to encourage publication of legal writings on art, entertainment and sports law questions among the

members of the Association; to establish a liaison with the Louisiana State Bar Association, the American Bar Association, various industry and trade associations with legal relevance to the practice of art, entertainment and sports law, and the legal academic community to achieve these purposes; and to take such actions in respect thereto as may be desirable and consistent with the Articles of Incorporation and Bylaws of this Association.  
(Added June 10, 2004)

(7) *Bankruptcy Law* – The purpose of this Section is to encourage and foster discussions and studies and the dissemination of information relative to the statutes and jurisprudence relating to bankruptcy law; continuing education of the practicing attorney with regard to current developments in this field; study of possible improvements in the statutes and jurisprudence in this field and recommendations of changes to appropriate committees and sections within the Louisiana State Bar Association; to promote interest, activity and research in this field, to diffuse knowledge thereof among members of the legal profession and others to formulate professional opinion thereon; and to cooperate with those sections of the American Bar Association which have bankruptcy law committees whenever possible and not otherwise inconsistent with these Bylaws.  
(Added June 27, 2005)

(8) *Bench and Bar* - The purpose of this Section is to provide a forum for the study and discussion of the composition and administration of the judicial branch of government in the State of Louisiana; to contribute to the continuing education of the attorneys regarding the judicial branch of government; to disseminate information regarding potential legislation and/or litigation that might affect the method of selecting judges; to encourage study, publication of legal writings and recommendations regarding the composition and administration of the judicial branch of government in the State of Louisiana; to establish liaison with the Louisiana State Bar Association, the American Bar Association, the legal academic community, and members of the judiciary, to achieve these purposes; to promote and encourage dialogue and meetings between members of the bench and bar; and to take such actions in respect thereto as may be desirable, consistent with the Articles of Incorporation and By-Laws of this Association, to the end that the blessings of liberty and excellence in the selection and maintenance of members of the judiciary may be preserved to ourselves and transmitted to our posterity.  
(Amended January 24, 2004)

(9) *Bill of Rights* - The purpose of this Section is to provide a forum for study and discussion of civil liberties questions arising under the federal Bill of Rights and the Louisiana Declaration of Rights; to contribute to the continuing education of the attorney who practices in this field; to disseminate information regarding recent civil liberties decisions of state and federal courts; to encourage publication of legal writings on civil liberties questions among the members of the Association; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community to achieve these purposes; and to take such actions in respect thereto as may be desirable, consistent with the Articles of Incorporation and By-Laws of this Association, to the end that the blessings of liberty may be preserved to ourselves and transmitted unimpaired to our posterity.  
(Amended January 24, 2004)

(10) *Civil Law and Litigation* - The purpose of this Section is to examine and study the Civil Law of Louisiana and the Louisiana jurisprudence and statutes of the state, with a view of

discovering defects and inequities; recommending needed reforms; preserving and perpetuating the historic sources of basic Civil Law and supplying information indispensable to an accurate understanding and evaluation of the philosophy reflected in the Civil Code; to foster and furnish a forum for the better understanding of the Civil Law of Louisiana; and generally, to work in cooperation with the Civil Law Section of the Louisiana State Law Institute in the accomplishment of these purposes.

(Amended January 24, 2004)

(11) *Class Action, Mass Tort and Complex Litigation* – The purposes of this Section are to promote and assist members of the profession in the study and understanding of the laws, regulations, and jurisprudence addressing the legal issues involving class action procedural provisions, mass joinder and complex litigation and provide a forum for members of the profession to consider and discuss the legal issues involved in the class action procedural provisions, mass joinder and complex litigation.

(Added June 12, 2008)

(12) *Consumer Protection Law* - The purpose of this Section is to encourage and foster discussions and studies and the dissemination of information relative to the statutes and jurisprudence relating to consumer protection law; continuing education of the practicing attorney with regard to current developments in this field; study of possible improvements in the statutes and jurisprudence in this field and recommendations of changes to appropriate committees and sections with the Louisiana State Bar Association; to promote interest, activity and research in this field, to diffuse knowledge thereof among members of the legal profession and others, to formulate professional opinion thereon; and to cooperate with those Sections of the American Bar Association which have consumer protection law committees whenever possible and not otherwise inconsistent with these Bylaws.

(Amended January 24, 2004; June 27, 2005)

(13) *Corporate and Business Law* - The purpose of this Section is to foster the study and improvement of the corporation laws of the State of Louisiana.

(Amended January 24, 2004)

(14) *Criminal Law* - The purpose of this Section is to foster the study and improvement of criminal law and procedure of the State of Louisiana.

(Amended January 24, 2004)

(15) *Environmental Law* - The purpose of this Section is to encourage and foster discussions and research in the field of environmental law in Louisiana.

(Amended January 24, 2004)

(16) *Family Law* - The purpose of this Section is to encourage and foster discussions and studies and the dissemination of information relative to the statutes and jurisprudence relating to family law.

(Amended January 24, 2004)

(17) *Fidelity, Surety and Construction Law* - The purpose of this Section is to promote the objectives of the Association and the Section; and to further the development of expertise in the practice of law and to strive for improvement in the application of justice concerning matters

relating to: the law applicable to the rights, duties and obligations of the parties to, or persons affected by, contracts of fidelity and forgery insurance contracts, by surety and guaranty bonds, general indemnity agreements and construction contracts of all types and descriptions and the relationships of the various parties thereto and the various types of insurance policies relevant to the construction industry; the services and facilities provided by corporate and individual sureties; the coverages afforded by contracts of fidelity and forgery insurance and by similar contracts; the drafting and interpretation of construction and professional contracts and related documents; and it shall be the further purpose of this Section to disseminate information regarding potential legislation and/or litigation that might affect such attorneys; to encourage study, publications of legal writings and make recommendations regarding areas of interest to such attorneys; to establish liaison with the LSBA, the American Bar Association, and the legal academic community, and the general community, to achieve these purposes; to promote and encourage dialogue and meetings between members of this Section and other members of the bar; and to take such actions in respect thereto as may be desirable, consistent with the Articles of Incorporation and By-Laws of this Association, to the end that excellence in legal services be encouraged, aided and maintained.

(Amended January 24, 2004)

(18) *Francophone* - The purpose of this Section is to encourage and foster discussions in the field of Francophone issues; to contribute to and provide opportunities for the continuing education of the attorneys who deal with Francophone issues; to promote interest in and study of the existing statutes and jurisprudence which govern this field; and to cooperate and establish liaison with the Louisiana State Bar Association, American Bar Association, local bar associations and the legal academic community to achieve these purposes whenever possible in a manner not otherwise inconsistent with these by-laws.

(Added June 10, 1999; amended January 24, 2004)

(19) *Health Law* - The purpose of this Section is to provide a forum for the study and discussion of health law issues arising under the laws of the State of Louisiana and of the United States; to contribute to the continuing education of the attorney who practices in this field; to disseminate information regarding recent health law decisions of state and federal courts; to encourage publication of legal writings on health law questions among the members of the Association; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community to achieve these purposes; and to take such actions in respect thereto as may be desirable and consistent with the Articles of Incorporation and By-Laws of this Association.

(Added effective January 24, 1998)

(20) *Insurance, Tort, Workers Compensation and Admiralty Law* - The purpose of this Section is to bring about the improvement of the law of insurance and the laws pertaining to actions for negligence, compensation benefits for employees, actions under admiralty and related laws, to encourage and foster discussions of matters involving said laws among members of the Bar of the State of Louisiana.

(Amended June 13, 2003; January 24, 2004)

(21) *Intellectual Property Law* - The purpose of this section is to encourage and foster discussions in the field of intellectual property; to contribute to and provide opportunities for the continuing education of the attorney who practices in the intellectual property field; to promote

interest in and study of the existing statutes and jurisprudence which govern this field; and to cooperate and establish liaison with the Louisiana State Bar Association, American Bar Association, local bar associations and the legal academic community to achieve these purposes whenever possible in a manner not otherwise inconsistent with these By-Laws.  
(Amended January 24, 2004)

(22) *International Law* - The purpose of this Section is to promote the goals and objectives of the Louisiana State Bar Association in the field of International Law by: conducting studies, analyses, and conferences with respect to Federal, State and foreign legislation, new and existing, affecting transnational legal and business affairs; preparing reports and other educational material with respect to such studies, analyses and conferences for presentation to and the enhancement of the skills of the interested members of the Louisiana State Bar Association; cooperating with the various law schools of the State in their work in the international field, and encouraging the exchange of law professors and students between other nations and this State and the United States; cooperating and working with the American Bar Association and any of its Sections or Committees, with the International Bar Association and any of its Sections or Committees, with bar associations of the various states and their various Sections and Committees, and with foreign Bar Associations and their various Sections and Committees in endeavors devoted to the field of international law; encouraging cordial association and exchange of ideas and visits between officers and members of the State Bar and officers and members of the bars of other countries in order to promote greater understanding of their respective legal systems; and undertaking and promoting such other work and projects as might reasonably be expected to enhance and advance the knowledge and understanding of international law among members of the Louisiana State Bar Association.  
(Amended January 24, 2004)

(23) *Labor and Employment Law* - The purpose of this Section is to seek improvement in the laws relating to labor relations, and administration thereof, and to encourage general improvement in labor relations as a whole affecting employers and employees in the State of Louisiana toward that end that industrial unrest may be minimized. "Labor Law" as used herein includes laws affecting wages, hours and working conditions of employees, relations between employers and labor organizations and employees, either or all of them and, Social Security legislation.  
(Amended January 24, 2004)

(24) *Mineral Law* - The purpose of this Section is to study and consider the problems peculiar to the law of oil, gas and other natural resources.  
(Amended January 24, 2004)

(25) *Minority Involvement* - The purpose of this Section is to provide a forum for the study and discussion of the problems and concerns involved in the practice of law by minorities; to contribute to the continuing education of the attorneys so engaged in such practices; to disseminate information regarding potential legislation and/or litigation that might affect such attorneys; to encourage study, publication of legal writings and make recommendations regarding areas of interest to such attorneys; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community, and the general community, to achieve these purposes; to promote and encourage dialogue and meetings between members of this Section and other members of the Bar; and to take such actions in

respect thereto as may be desirable, consistent with the Articles of Incorporation and Bylaws of this Association, to the end that excellence in legal services be encouraged and maintained.

(26) *Public Law* - The purpose of this Section is to provide a forum for study and discussion of public law questions arising under the laws of the State of Louisiana and the United States Constitution; to contribute to the continuing education of the attorney who practices in this field; to disseminate information regarding recent public law decisions of state and federal courts; to encourage publication of legal writings on public law questions among the members of the Association; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community to achieve these purposes; and to take such actions in respect thereto as may be desirable consistent with the Articles of Incorporation and By-Laws of this Association, to the end that the blessings of liberty may be preserved to ourselves and transmitted unimpaired to our posterity.  
(Amended January 24, 2004)

(27) *Public Utility* - The purpose of this Section is to encourage and foster discussions in the field of public utilities; to contribute to and provide opportunities for the continuing education of the attorney who practices in the public utility field; to promote interest in and study of the existing statutes and jurisprudence, which govern this field; and to cooperate and establish liaison with the Louisiana State Bar Association, American Bar Association, local bar associations and the legal academic community to achieve these purposes whenever possible in a manner not otherwise inconsistent with these Bylaws.  
(Added June 8, 2001; Amended January 24, 2004)

(28) *Solo and Small Firm* - The purpose of this Section is to provide a forum for the study and discussion of the problems and concerns involved in the practice of law by sole practitioners and members of small firms; to contribute to the continuing education of the attorneys so engaged in such practices; to disseminate information regarding potential legislation and/or litigation that might affect such attorneys; to encourage study, publication of legal writings and make recommendations regarding areas of interest to such attorneys; to establish liaison with the Louisiana State Bar Association, the American Bar Association, and the legal academic community, and the general community, to achieve these purposes; to promote and encourage dialogue and meetings between members of this Section and other members of the bar; and to take such actions in respect thereto as may be desirable, consistent with the Articles of Incorporation and By-Laws of this Association, to the end that excellence in legal services be encouraged and maintained.  
(Amended June 8, 2001)

(29) *Taxation* - The purpose of this Section is to study and consider all problems relating to federal, state or local tax laws or regulations and the practice of law with relation thereto.  
(Amended January 24, 2004)

(30) *Trusts, Estates, Probate and Immovable Property Law* - The purpose of this Section is to study and improve in all phases of the laws relating to trusts, estates, probate matters and immovable property.  
(Amended January 24, 2004)

(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.

(Amended April 23, 1983; January 24, 2004)

## **Section 2. Combining or Discontinuing Sections-Powers and Duties**

Such sections may be combined or discontinued and new sections created by the House of Delegates. They shall constitute autonomous units within the Association and shall have such powers and duties not inconsistent with the Articles of Incorporation and By-Laws of the Association as may be determined by the members of each section on the council thereof; the work and activities of the sections, however, shall be coordinated and correlated with those of the Association, and no section shall assume to represent or speak for the Association save with the authorization of the House of Delegates.

## **Section 3. Membership**

Any member of the Association may enroll as a member and attend meetings of any section, provided the member meets the requirements of and complies with the By-Laws of such section.

(Amended June 10, 1993)

## **Section 4. By-Laws**

Each section 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 5. Officers**

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

(Amended April 23,1983)

## **Section 6. Reports - Meetings - Elections**

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

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.

(Amended April 23, 1983; January 24, 2004)

## **Section 7. Expenses**

Individual sections shall be responsible for payment of all expenses incurred in connection with their activities. Sections that have not adopted expense reimbursement policies shall be subject to the Louisiana State Bar Association's expense reimbursement policies.

(Added January 22, 2005)

## **Section 8. Filing of Amicus Briefs by Sections**

The following policies and procedures will apply to the filing of amicus briefs by any and all sections of the Louisiana State Bar Association.

1. Each President of the LSBA will appoint a Committee of three (3) attorneys who practice law in the State of Louisiana. The President will also appoint two (2) alternate members of the Committee in the event that a committee member is unable to satisfy his or her duties at the appropriate time, and/or must recuse him or herself. The President shall act under his or her authority and discretion in appointing Committee members who he or she believes has the requisite legal expertise to participate in the determination of whether a Section should be allowed to file an amicus brief under these Rules. The Committee will have the sole responsibility for determining the propriety of an LSBA Section filing an amicus brief.
2. In determining whether a Section should be allowed to file a proposed amicus brief, the Committee will be governed by the following limitations and conditions: Any proposed brief shall not be in conflict with any of the rules, regulations, policies and procedures of the LSBA, or any section of the LSBA. Moreover, the proposed brief must be related to and relevant to the administration of justice. Specifically, amicus briefs may be authorized only when such briefs involve legal questions relating to the regulation of the profession, improving the administration of justice, or the quality of legal services, but may not be authorized for matters that are ideological or political in nature.
3. A Section seeking authority to file an amicus brief must file an application with the Committee as outlined in paragraph 6 of these Rules and must comply with certain conditions and limitations:
  - a. A Section shall be allowed to expend funds in its efforts to file an amicus brief, but no funds of the LSBA will be expended for such purpose, nor will the LSBA reimburse any Section for funds expended for the filing of an amicus brief. The Section must bear all expenses related to the filing of the proposed brief and no legal fees may be paid by the Section for the filing of such brief.
  - b. Any action taken by a Section pursuant to this provision shall be clearly identified as the action of the Section and not that of the LSBA. Such proposed brief must, as a preamble, contain the following disclaimer in capital letters, underlined with bold print:

**THIS POSITION IS BEING PRESENTED ONLY ON BEHALF OF  
THE (INSERT SECTION NAME) SECTION OF THE LOUISIANA**

**STATE BAR ASSOCIATION. THIS POSITION SHOULD NOT BE CONSTRUED AS REPRESENTING THE POSITION OF THE BOARD OF GOVERNORS, THE EXECUTIVE COMMITTEE, OR THE GENERAL MEMBERSHIP OF THE LOUISIANA STATE BAR ASSOCIATION. THE (INSERT SECTION NAME) SECTION WHICH TAKES THIS POSITION IS A VOLUNTARY SECTION OF (INSERT TOTAL MEMBERSHIP) MEMBERS COMPOSED OF LAWYERS PRACTICING IN A SPECIFIED AREA OF LAW.**

**THIS POSITION IS TAKEN AS THE RESULT OF A VOTE OF (VOTE COUNT) TO (VOTE COUNT) OF THE EXECUTIVE COMMITTEE OF THE (INSERT SECTION NAME) SECTION, WHICH IS THE GOVERNING BODY OF THAT SECTION. NO APPROVAL OR DISAPPROVAL OF THE GENERAL MEMBERSHIP OF THE SECTION HAS BEEN OBTAINED.**

If the general membership of this Section has approved the Section's position, paragraph II of the disclaimer may be omitted.

4. The Section proposing the filing of an amicus brief must comply with its own rules, bylaws, and/or regulations concerning the assertion of the position in the brief and/or the filing of the brief itself. Moreover, the Section must inform its general membership of the action taken in a manner that is consistent with such Section's rules, bylaws, and/or regulations. In order to allow the Committee a fair and adequate opportunity to determine whether a Section should file a proposed brief, the following requirements must be satisfied:
  - a. The Section proposing the filing of a brief must give the Committee a minimum of ten (10) days notice prior to the due date of filing, which notice shall consist of the following information:
    - i. Caption of the case.
    - ii. Last court to render a decision in the case.
    - iii. Court in which the proposed brief is to be filed. The Committee will generally only consider briefs to be filed with the Louisiana Supreme Court. (Please attach a copy of the decision or order appealed from, accompanying opinion and other relevant documents, including briefs of the parties.)
    - iv. Date by which the proposed amicus brief must be filed.
    - v. Full statement of the relevant facts of the controversy.
    - vi. A statement of whether the policy of principle of law to be supported has been adopted by the LSBA or any Section thereof.
      - aa. If yes, please provide the reference to and full quotation of the relevant policy or principle of law by the House of Delegates, the Board of Governors, or other authoritative action by the LSBA.
      - bb. If the application seeks authority to file an amicus brief in support of a position or principle of law which has not been adopted by the Association or by a Section, please provide a concise statement of the policy position to be supported and a statement of reasons why

it should be adopted by the Section.

- vii. A statement as to the reasons why this controversy is important for Section participation and why the Section's participation would assist the Court in reaching its decision, including why this would be an additional contribution to that advanced by either party to the controversy.
  - viii. The names and firm connections, if any, of those who have written or who would write the brief on behalf of the Section.
  - ix. A listing of all sections, divisions, or committees which have any interest in the issue presented with a notation of whether a copy of the application has been sent to each and what each entity's position is. Failure to provide these entities with adequate notice could result in denial of the application, but may not result in such denial by the Committee, in its discretion. If possible, these entities should be consulted and their positions ascertained prior to submission of the application. The application shall discuss what has been done in this respect and the position, if any, of the other entities.
  - x. The Section must attach a copy of the draft brief.
5. The Committee's decision to allow the filing of an amicus brief by a Section must be unanimous, and the Committee must respond to the application within seven (7) days of receipt. If, however, one member of the Committee is a member of the Section's Executive Committee that is proposing the filing of the brief, and/or is a member of a law firm which has direct or indirect involvement with the controversy before the Court, that committee member should recuse him or herself, and the President should appoint one of the alternate members to consider the proposed filing of the amicus brief. The Committee's decision is final and there shall be no appeals of the Committee's decision to the LSBA Board of Governors, Executive Committee, or House of Delegates.  
(Added January 22, 2000)

## ARTICLE IX. STANDING COMMITTEES

### Section 1. Creation

The following are the standing committees. The number of members of such committees, except as provided for hereinafter, shall be set by the President, subject to approval of the Board of Governors.

(1) *Audit Committee* - This Committee shall be appointed annually by the President and shall be charged with assisting the Board of Governors with its oversight of the Association's financial reporting systems. The Committee shall have specific responsibility for overseeing the annual financial statement audits and ensuring the adequacy and operation of internal controls, consistent with operating policies adopted by the Board of Governors. The Committee shall be comprised of no more than five members, none of whom shall be employed by the Louisiana State Bar Association. At least seventy-five percent (75%) of Committee members shall be members of the Board of Governors, and all shall possess good judgment, along with an understanding of financial statements, accounting principles and the audit process.

(Added June 12, 2008)

(2) *Budget Committee* - This committee shall prepare and monitor the annual budget and shall perform other duties as delegated to it by the Board of Governors. The committee shall consist of: the Treasurer, who shall be the Chair; the President; the President-Elect; the Immediate Past President; the Secretary; one member from the Board of Governors to be elected by the Board for a term of two years, provided that individual's term on the Budget Committee coincides with his/her term on the Board; one member from the Young Lawyers Section Council to be elected by the Council for a term of two years, provided that individual's term on the Budget Committee coincides with his/her term on the Council; one member from the House of Delegates to be elected by the House for a term of two years, provided that the election coincides with the commencement of his/her two-year term as a member of the House; and two members appointed by the Treasurer for terms of two years each. The members appointed by the Treasurer shall have experience in the areas of fiscal management and oversight. The Board shall have the right to fill any vacancies on the committee.

(Amended January 24, 2004; January 17, 2009)

(3) *Client Assistance Fund* - Whose function it shall be to receive, hold, manage and distribute such funds as may from time to time be appropriated to it by the Board of Governors of this Association, through voluntary contributions or otherwise for the purpose of maintaining the integrity and protecting the good name of the legal profession by reimbursing to the extent deemed proper and feasible by the Committee, losses caused by dishonest conduct of any member of the Louisiana State Bar Association, if such should occur.

(a) All reimbursements shall be a matter of grace, not right, and no client and no member of the public shall have any right in the Client Protection Fund as a third-person beneficiary, or otherwise.

(b) The Committee is authorized to prescribe rules and procedures, not inconsistent herewith and subject to approval thereof by the Board of Governors, for the management of its funds and affairs for the presentation of claims and the processing and payment thereof.

(Amended January 25, 2003)

(4) *Continuing Legal Education* - Shall be charged with the duty of selecting and arranging methods for making available to the members of the Association post-admission education and training on subjects of professional interest, and with carrying into effect such plans for accomplishing this objective as may be approved by the House of Delegates and Board of Governors. The number of the Committee shall be set by the President with the approval of the Board of Governors.

(Amended January 24, 2004)

(5) *Legislation* - Consisting of twenty-five (25) members in good standing of this Association: fifteen elected by and from the House of Delegates and ten (10) members appointed by the President. All members except the chair shall serve three-year terms and terms shall be staggered to ensure experience and continuity. The President shall appoint a chair from the membership of the committee. This appointment is for a one-year term.

Each President shall appoint one (1) member from Nominating Committee District 1, one (1) member from Nominating Committee District 2, one (1) member from Nominating

Committee District 3, and one (1) member from the state at-large.

The House of Delegates shall elect its committee members at its June meeting for terms that commence on July 1 immediately following the election. To ensure geographically diverse representation, there shall be no more than three (3) House of Delegates representatives from a judicial district at any given time.

(a) The Legislation Committee shall have the following functions:

1. **Inform** - To inform the membership of legislation or proposed legislation of interest to the legal profession.

2. **Assist** - To assist the state legislature by providing information on substantive and procedural developments in the law, disseminating information to the membership, identifying resources available to the legislature, and providing other appropriate non-partisan assistance.

3. **Advocate** - To advocate for the legal profession and the public on issues affecting the profession, the administration of justice and the delivery of legal services in accordance with the policies and procedures set forth in Article X of these Bylaws.

(Amended June 10, 1988; June 27, 2002; January 24, 2004; June 10, 2004; January 21, 2006; January 12, 2008; June 12, 2008; June 12, 2009)

(6) *Access to Justice* - The mission of this committee shall be to support, strengthen and integrate the delivery of legal services to the poor in Louisiana by making others aware of their unmet legal needs and by working toward solutions that can be achieved through adequate legal services funding and increased participation by the legal community.

(Amended June 6, 1999)

(7) *Louisiana Bar Journal Editorial Board* - Consisting of five or more members; the Secretary of the Association shall be the Editor of the Louisiana Bar Journal, and the Chair of the Editorial Board and shall have the authority to appoint the Board's membership to two-year staggered terms.

(Amended June 13, 1996; June 11, 1998)

(8) *Public Access and Consumer Protection Committee* - The mission of this committee shall be to protect the public from incompetent or fraudulent activities by those who are unauthorized to practice law or who are otherwise misleading those in need of legal services. The Committee shall seek the cooperation of the appropriate state and local law enforcement agencies in pursuit of its objectives.

(Amended April 23, 1983; June 11, 1999)

(9) *Practice Assistance and Improvement Committee* - This committee is established to serve the Bar and the public in furtherance of the Association's goals of prevention and correction of lawyer misconduct, and assistance to victims of lawyer misconduct by providing effective alternatives to disciplinary action for minor offenses, by sponsoring education and

practice assistance programs, and by administering programs to resolve minor complaints and lawyer/client disputes.

(Added June 11, 1998; amended January 24, 2004)

(10) *Legal Malpractice Insurance Committee* - The mission of this committee shall be to ensure the long-term stability of the Bar-endorsed legal malpractice insurance plan, balancing the most favorable rates, coverage and service for Louisiana lawyers by overseeing the relationship between the Louisiana State Bar Association, its carrier and its third party administrator, and to consider on an ongoing basis the feasibility and advisability of forming a captive malpractice carrier. The committee shall be comprised of a chairperson and fifteen (15) additional members. To ensure the knowledge and understanding required for the members, committee members will be appointed for terms not to exceed three years and committee members may serve a maximum of two consecutive terms regardless of the duration of either term. In the year of implementation of the staggered terms, five members will be appointed for one-year terms, five members for two-year terms and five members for three-year terms.

(Added June 10, 1999; amended January 21, 2006)

(11) *Group Insurance Committee* - The mission of this committee shall be to ensure the long-term stability of the Bar-endorsed insurance plans, balancing the most favorable rates and benefits for members of the Louisiana State Bar Association and their employees and dependents for health, life, disability and related insurance programs. The committee shall be comprised of a chairperson and twelve (12) additional members. To ensure the knowledge and understanding required for the success of this committee while also providing for sufficient turnover of committee members, a minimum of one-third and a maximum of two-thirds of the committee members shall be reappointed each year.

(Added June 10, 1999)

(12) *Rules of Professional Conduct Committee* - The mission of this committee shall be to ensure coordination and continuity of all LSBA efforts, commentary and recommendations pertaining to the Rules of Professional Conduct. The committee will operate as a clearinghouse for issues and ideas pertaining to ethics; will have the duty to act as liaison to the Supreme Court of Louisiana on matters concerning the Rules of Professional Conduct; will have the duty to review proposed changes to the rules, periodically reviewing the rules and making recommendations about rule changes to the House of Delegates. The committee shall be comprised of 12-14 members to include all subcommittee chairs.

(Added January 22, 2005)

(13) *Committee on Diversity* - The mission of this committee is to assess the level of racial, ethnic, national origin, religion, gender, age, sexual orientation and disability diversity within all components of the legal profession in Louisiana; to identify barriers to the attainment of full and meaningful representation and participation in the legal profession by persons of diverse backgrounds; and to propose programs and methods by which the LSBA can most effectively work to remove those barriers and achieve greater diversity. The committee shall be comprised of a chairperson and 20 additional members. In addition, the following persons shall serve as *ex-officio* members of the Committee: the deans of all four Louisiana law schools; the Attorney General of the State of Louisiana; a member of the Louisiana Supreme Court; and one member each from the federal and state judiciary. To ensure the knowledge and understanding required for the success of this committee while also providing for sufficient turnover of

committee members, a minimum of one-third and a maximum of two-thirds of the committee shall be reappointed each year.

(Added June 27, 2005)

(14) *Committee on the Profession* - The mission of the Committee will be to support and encourage lawyers to exercise the highest standards of integrity, ethics and professionalism in their conduct; to examine systemic issues in the legal system arising out of the lawyer's relationship and duties to his/her clients, other lawyers, the courts, the judicial system and the public good; to provide the impetus and means to positively impact those relationships and duties; to improve access to the legal system; and to improve the quality of life and work/life balance for lawyers.

(Added June 12, 2008)

## **Section 2. Terms**

All Committees shall be appointed within 30 days after the annual meeting of the Association. Terms of members of the "Committee on Law Reform", however, expire on December 31 of the particular year in which their particular staggered term would expire, and their successors shall be appointed within thirty days thereafter. Members of all committees shall serve until their respective successors are appointed. The President shall designate a chair or co-chairs of each Committee, to serve for the ensuing year, who shall also serve as Reporter of the Committee.

(Amended April 23, 1983; January 24, 2004)

## **Section 3. Meetings**

The Committees shall meet as often as needed to properly perform their duties, at such time and place as is designated by the Chair or co-chairs, who shall give reasonable notice thereof to each member.

(Amended April 23, 1983; June 10, 1993; January 24, 2004)

## **Section 4. Reports**

All committees shall make reports from time to time to the House of Delegates and the Board of Governors.

(Amended April 23, 1983)

# **ARTICLE X. LEGISLATIVE POLICIES**

## **1. Scope and Limitations**

The Legislation Committee's activities with respect to recommending consideration or adoption of a legislative position by the Association may include matters involving issues affecting the profession, the regulation of attorneys and the practice of law, the administration of justice, the availability and delivery of legal services to society, the improvement of the courts and the legal profession, and such other matters consistent with the mission and purposes of the Association. The Committee shall not involve itself in legislation which is ideological in nature,

unrelated to the practice of law, or which is unnecessarily divisive.

## **2. Adoption of Legislative Positions**

Recommendations from the Legislation Committee concerning consideration or adoption of a position on pending or proposed legislation shall be presented to the Board of Governors in accordance with the following procedures:

- a. A majority of the Legislation Committee in attendance at the meeting(s) called for that purpose must approve any recommendation(s) to the Board of Governors.
- b. Recommendations from the Legislation Committee shall be accompanied by an explanation of the proposed position(s) and the reasons for adoption.
- c. In the event that the Legislation Committee has recommendations for consideration by the Board of Governors, the Board of Governors shall meet electronically, via conference call or in person as called by the President.
- d. Recommendations from the Legislation Committee shall be submitted to the Board of Governors prior to deliberation.
- e. A recommendation of a position on pending or proposed legislation that is presented by the Legislation Committee to the Board of Governors shall be the position of the Association on that legislation, unless the recommendation is disapproved by a vote of at least seventy-five percent (75%) of the Board's members present and voting at a meeting at which the recommendation is considered. If the Legislation Committee's recommendation on legislation is disapproved by the requisite vote of the Board, the Association shall not take a position on that legislation, absent reconsideration by the Board or a further recommendation on that legislation by the Legislation Committee that is not disapproved by the Board of Governors in the manner provided in this Section.
- f. In the event a member of the Board of Governors desires Board consideration of a bill not presented to the Board by the Legislation Committee, the Board must first approve such consideration by a seventy-five percent (75%) vote of the Board's members present and voting. Action on the bill is subject to the same seventy-five percent (75%) vote of the Board's members present and voting as bills presented by the Legislation Committee.

(Amended January 12, 2008; June 12, 2009)

## **3. Changes to Legislation Where Louisiana State Bar Association Has Adopted Position**

It is anticipated that bills may be materially amended after the Louisiana State Bar Association has expressed its support or opposition. In such instances, the following procedures shall be followed.

- a. The LSBA will electronically transmit this information to members of the Board of Governors, Legislation Committee and House of Delegates, along with a recommended position the Executive Committee believes is most consistent with the Board of Governors' original vote. Board of Governors members, Legislation Committee members and House of Delegates members will have no less than 12 hours to comment on the amendment(s).
- b. Following the comment period, the Executive Committee shall meet to consider the comments of the Board of Governors, Legislation Committee and House of Delegates

and determine whether to change the Association's position on the bill.  
(Added January 22, 2005; Amended January 12, 2008)

#### **4. Publication of Legislative Positions**

The Louisiana State Bar Association shall timely publish notice of adoption of legislative positions in at least one of its regular communications vehicles and shall send electronic notice of adoption of legislative positions to Association members.  
(Amended January 12, 2008)

#### **5. Objection to Legislative Positions**

- a. Any member in good standing of the Louisiana State Bar Association may, within 45 days of the date of publication of notice of adoption of a legislative position, file with the executive director a written objection to a particular position on a legislative issue. The identity of an objecting member shall be confidential unless made public by the Louisiana State Bar Association or any arbitration panel constituted under these rules upon specific request or waiver of the objecting member. Failure to object within this time period shall constitute a waiver of any right to object to the particular legislative issue.
- b. After a written objection has been received, the executive director shall promptly determine the pro rata amount of the objecting member's membership dues at issue and such amount shall be placed in escrow pending determination of the merits of the objection. The escrow figure shall be independently verified by a certified public accountant.
- c. Upon the deadline for receipt of written objections, the Board of Governors shall have 45 days in which to decide whether to give a pro rata refund to the objecting member(s) or to refer the action to arbitration.
- d. In the event the Board of Governors orders a refund, the objecting member's right to the refund shall immediately vest although the pro rata amount of the objecting member's dues at issue shall remain in escrow for the duration of the fiscal year and until the Louisiana State Bar Association's annual audit, which shall include final independent verification of the appropriate refund payable. The Louisiana State Bar Association shall provide such refund within 30 days of independent verification of the amount of the refund. The LSBA shall pay the refund together with interest calculated at the statutory rate of interest on judgments as of the date the objecting member's membership fees at issue were received by the Louisiana State Bar Association, for the period commencing with the date of receipt of the membership fees and ending on the date of payment of the refund by the Louisiana State Bar Association.

#### **6. Composition of the Arbitration Panel**

Objections to the legislative positions of the Louisiana State Bar Association may be referred by the Board of Governors to an arbitration panel comprised of three (3) members of the Association, to be randomly selected from the list of arbitrators maintained by the Association. The panel shall be constituted as soon as practicable following the Board's decision to refer a matter to arbitration.

## **7. Procedures for Arbitration Panel**

- a. Upon a decision by the Board that the matter shall be referred to arbitration, the Louisiana State Bar Association shall promptly prepare a written response to the objection and serve a copy on the objecting member. Such response and objection shall be forwarded to the arbitration panel as soon as the panel is constituted. Venue for arbitration proceedings conducted pursuant to this rule shall be Orleans Parish, Louisiana; however, for the convenience of the parties or witnesses or in the interest of justice, the proceedings may be transferred upon a majority vote of the arbitration panel. The chair of the arbitration panel shall determine the time, date and place of any proceeding and shall provide notice thereof to all parties. The arbitration panel shall thereafter confer and decide whether the Louisiana State Bar Association proved the greater weight of evidence that the legislative matters at issue are constitutionally appropriate for funding from mandatory LSBA membership dues.
- b. The scope of the arbitration panel's review shall be to determine solely whether the legislative matters at issue are within those acceptable activities for which compulsory membership fees may be used under applicable constitutional law.
- c. The proceedings of the arbitration panel shall be informal in nature and shall not be bound by the rules of evidence. If requested by an objecting member who is a party to the proceedings, that party and counsel, and any witnesses, may participate telephonically, the expense of which shall be advanced by the requesting party. The decision of the arbitration panel shall be binding as to the objecting member and the Louisiana State Bar Association. If the arbitration panel concludes the legislative matters at issue are appropriately funded from mandatory membership dues, there shall be no refund and the Louisiana State Bar Association shall be free to expend the objecting member's pro rata amount of membership dues held in escrow. If the arbitration panel determines the legislative matters at issue are inappropriately funded from mandatory membership fees, the panel shall order a refund of the pro rata amount of the membership dues of the objecting member.
- d. The arbitration panel shall render a final written report to the objecting member and the Board of Governors within 45 days of its constitution.
- e. In the event the arbitration panel orders a refund, the Louisiana State Bar Association shall provide such refund within 30 days of independent verification of the amount of the refund. The LSBA shall pay the refund together with interest calculated at the statutory rate of interest on judgments as of the date the objecting member's membership fees at issue were received by the Louisiana State Bar Association, for the period commencing with the date of receipt of the membership fees and ending on the date of payment of the refund by the Louisiana State Bar Association.
- f. Arbitrators shall serve without compensation.
- g. The arbitration panel shall tax all legal costs and charges of any arbitration conducted pursuant to this rule, to include arbitrator expenses and compensation, in favor of the prevailing party and against the non-prevailing party. When there is more than one party on one or both sides of an action, the arbitration panel shall tax such costs and charges against non-prevailing parties as it may deem equitable and fair.
- h. Payment by the Louisiana State Bar Association of any arbitration proceeding conducted pursuant to this bylaw, net of costs taxed and collected, shall not be considered to be an expense for legislative activities in calculating the amount of membership dues refunded

pursuant to this bylaw.  
(Added January 24, 2004)

## **ARTICLE XI. INDEMNIFICATION OF OFFICERS AND MEMBERS OF THE BOARD; AND INSURANCE**

### **Section 1. General**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Association) by reason of the fact that he or she is or was a member of the Board of Governors or an officer of the Association, or is or was serving at the request of the Association as a member of a board of governors, director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided that in case of actions by or in the right of the Association, the indemnity shall be limited to expenses (including attorneys' fees, and amounts paid in settlement not exceeding, in the judgment of the Board of Governors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action, and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses which 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 person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(Added June 8, 1990)

### **Section 2. Expenses of Litigation**

To the extent that a member of the Board of Governors or an officer of the Association 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, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(Added June 8, 1990)

### **Section 3. Determination by Members of the Board of Governors**

The indemnification under Section 1 above (unless ordered by the court) shall be made

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

(Added June 8, 1990)

#### **Section 4. Advance of Expenses**

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Association in advance of the final disposition thereof if authorized in the manner provided in Section 3 above, upon receipt of an undertaking by or on behalf of the member of the Board of Governors or the officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized hereunder.

(Added June 8, 1990)

#### **Section 5. Other Rights**

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of members of the Association or disinterested members of the Board of Governors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Governors or an officer and shall inure to the benefit of his or her heirs and legal representatives. 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.

(Added June 8, 1990)

#### **Section 6. Insurance**

The Association may procure insurance on behalf of any person who is or was a member of the Board of Governors or an officer of the Association, or is or was serving at the request of the Association as a member of a board of governors, director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the Nonprofit Corporation Law of Louisiana.

(Added June 8, 1990)

*Revised February 22, 2010*