ARTICLES OF INCORPORATION
OF THE LOUISIANA STATE BAR ASSOCIATION

ARTICLE I. NAME

Section 1. Name

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

ARTICLE II. DOMICILE, REGISTERED OFFICE AND SERVICE OF PROCESS

Section 1. Domicile and Principal Office; Registered Office

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

Section 2. Service of Process

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

ARTICLE III. OBJECTS, PURPOSES, DURATION AND POWERS

Section 1. Objects and Purposes

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

Section 2. Duration, Powers, Etc.

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

Section 1. Active Members

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

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

Section 2. Faculty Members

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

Section 3. In-House Counsel Members

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

Section 4. Emeritus Members

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

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

Emeritus members shall be entitled to exercise all other rights of membership, except the right to hold office.
Section 5. Inactive Members

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

Section 6. Authority to Practice Law Restricted

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

ARTICLE V. REGISTRATION AND DUES

Section 1. Registration

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

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

Section 2. Fiscal Year

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

ARTICLE VI. OFFICERS

Section 1. Officers

This Association shall have five officers, namely, a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President. The President-Elect shall be elected annually from the membership. The Secretary and the Treasurer shall be elected biannually from the membership, with the term of the Secretary commencing in odd-numbered years and the term of the Treasurer commencing in even-numbered years. The President-Elect shall automatically succeed to the office of President upon the expiration of the term of the President then in office, or if a vacancy occurs in the office of President. The President shall automatically succeed to the
office of Immediate Past President for the year following his/her term as President. Neither the President nor the President-Elect shall succeed himself/herself except as provided in Section 3.

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

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

Section 2. Rotation of Officers

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

Section 3. Vacancies

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

If a vacancy occurs in the office of President-Elect, because of the death, resignation or removal of the President-Elect, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the Board of Governors shall forthwith call an election in accordance with the provisions of these Articles of Incorporation to fill the vacancy. If a vacancy occurs in the office of President-Elect because the President-Elect has assumed the duties of the President following the death, resignation or removal of the President, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the most recent living Past President of the
Any elected official of the Bar Association may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of the membership of the Board of Governors present at a meeting called for that specific purpose, or by a two-thirds affirmative vote of a quorum of the Board, whichever is greater.

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

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

Section 4. Nominating Committee

There shall be a Nominating Committee consisting of fifteen (15) elected members and the President of the Association as ex-officio member and Chairman of the Committee. The Nominating Committee shall be composed of fifteen (15) members elected by and from the districts as set forth herein: District 1A (composed of the Parish of Orleans), four (4) members; District 1B (composed of the Parishes of Plaquemines, St. Bernard and St. Tammany), one (1) member; District 2A (composed of the Parish of East Baton Rouge), two (2) members; District 2B (composed of the Parish of Jefferson), two (2) members; District 2C (composed of the Parishes of Ascension, Assumption, East Feliciana, Iberville, Lafourche, Livingston, Pointe Coupee, St. Charles, St. Helena, St. James, St. John the Baptist, Tangipahoa, Terrebonne, Washington, West Baton Rouge and West Feliciana), one (1) member; District 3A (composed of the Parish of Lafayette), one (1) member; District 3B (composed of the Parishes of Acadia, Beauregard, Calcasieu, Cameron, Iberia, Jefferson Davis, St. Martin, St. Mary and Vermilion), one (1) member; District 3C (composed of the Parishes of Allen, Avoyelles, Evangeline, Grant, LaSalle, Natchitoches, Rapides, Sabine, St. Landry and Vernon), one (1) member; District 3D (composed of the Parishes of Bossier and Caddo), one (1) member; and District 3E (composed of the Parishes of Bienville, Caldwell, Catahoula, Claiborne, Concordia, DeSoto, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Red River, Richland, Tensas, Union, Webster, West Carroll and Winn), one (1) member. Each member of the Committee shall be an
active or faculty member of this Association of the District from which elected. Each member shall be elected for a term to begin with the date of election and terminate at the certification of the member's successor. The members of this Association of each such election District shall, not less than thirty days before the opening of the annual meeting each year, elect by secret ballot under such procedure as the Board of Governors shall fix, the committee member to which each such election District is entitled under these Articles of Incorporation.

The President of the Association shall not be a voting member of the committee unless, at the time of a vote, there shall be an even number of committee members present. If any District fails to elect all committee members to which the District is entitled, or if a committee member resigns during his/her term, or if a vacancy occurs for any reason, the President, with the approval of the Board of Governors, shall appoint a member or members from the election District to fill such vacancy.

Section 5. Duties of Nominating Committee and Nominations by Petition

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

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

Section 6. Nominations by Petition

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

Additional nominations for President-Elect, Secretary, Treasurer, a member of the Board from the Council of the Louisiana State Law Institute and members from the faculties of the Louisiana law schools accredited as aforesaid, may be by written petition addressed to the Board of Governors, signed by not less than twenty-five (25) active members in good standing, and delivered to the Secretary within a delay to be fixed by the Board of Governors.
Any additional nomination for a member from the faculty of a Louisiana law school shall be a nominee from the faculty of the same law school as the faculty member selected by the Nominating Committee, against whom the additional nominee is to run and shall so specify. Any additional nominee must be a member of the Louisiana State Bar Association.

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

Section 7. Election

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

Section 8. Voting

Only active members and faculty members provided for in Article IV, Section 2, in good standing shall have the right to vote. Ballots shall be either returned by mail or cast electronically. Ballots returned by mail must be in the return envelope provided for such purpose. Such ballots shall be enclosed in the return envelope, which envelope shall be signed by the member in the space provided. Ballots shall not be valid unless postmarked or cast electronically not later than a date fixed by the Board of Governors. Ballots subsequently postmarked, or otherwise delivered, shall not be counted.

Section 9. Counting the Ballots

On the date fixed by the Board of Governors, the ballots shall be either electronically or manually counted. All ballots properly prepared and timely received shall be opened and counted, either electronically or manually, based on the discretion of the Executive Director of the Association.

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

**Section 10. Election Contests**

Any nominee desiring to contest an election shall, within ten (10) days after the certification of the officers elected, as provided for under Article IX of these articles, file with the President of the Association a written petition addressed to the Board of Governors, stating the basis of the complaint. Upon receipt of such petition, the President shall call a special meeting of the Board of Governors to hear the complaint, which meeting shall be held within three (3) days from the date the petition is received and at a time and place to be designated by the President. At this hearing, the Board shall consider any evidence offered in support of the complaint. The decision of the Board shall be announced within forty-eight (48) hours after the close of the hearing and such decision shall be final.

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

**Section 11. Executive Committee**

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

**ARTICLE VII. BOARD OF GOVERNORS**

**Section 1. Administration - Composition of Board - Eligibility**

The Board of Governors is vested with the administration of the affairs of the Association as are granted to it by these Articles of Incorporation or as may be directed to it by the House of Delegates. The Board of Governors shall consist of ex-officio members, at-large members and elected members. The ex-officio members shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Chair of the Young Lawyers Division, and the House of Delegates Liaison. There shall be three (3) at-large members appointed by the President-Elect with the approval of the Board of Governors. The ex-officio
members and the at-large members shall have the same rights and privileges as the elected members. The elected members shall be the representative from the Council of the Louisiana State Law Institute and the faculty members selected from the faculties of the Louisiana law schools as set forth in Section 4 of Article VI of the Articles, and ten (10) members elected from Board of Governors Districts as follows: District One (composed of the Parish of Orleans), two (2) members; District Two (composed of the Parishes of Jefferson, Plaquemines, St. Bernard, St. Charles, St. John the Baptist, Ascension, Assumption and St. James), one (1) member; District Three (composed of the Parishes of Lafayette, Iberia, Lafourche, Terrebonne, St. Mary and St. Martin), one (1) member; District Four (composed of the Parishes of Calcasieu, Cameron, Acadia, Evangeline, Jefferson Davis, St. Landry and Vermilion), one (1) member; District Five (composed of the Parishes of East Baton Rouge, East and West Feliciana, Livingston, St. Helena, Tangipahoa, Washington and St. Tammany), two (2) members; District Six (composed of the Parishes of Allen, Avoyelles, Beauregard, Grant, Iberville, LaSalle, Natchitoches, Pointe Coupee, Rapides, Sabine, Vernon, Winn and West Baton Rouge), one (1) member; District Seven (composed of the Parishes of Caldwell, Catahoula, Concordia, East and West Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas and Union), one (1) member; and District Eight (composed of the Parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River and Webster), one (1) member. The ten (10) members of the Board of Governors Districts shall be elected by a secret ballot, under such procedures as the Board of Governors may fix, by the active and faculty members of the Association, residing in such district. Only active and faculty members in good standing who are admitted to the practice of law in Louisiana shall be eligible for membership on the Board of Governors. No member of the Board of Governors shall serve consecutive terms in the same position.

Section 2. Method of Election

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

Section 3. Election and Distribution of Ballots

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

Section 4. Voting

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

Section 5. Terms

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

Prior to the Annual Meeting, the President-Elect shall appoint an at-large member for a three-year term. The appointment shall be approved by the Board of Governors. The at-large member's term will commence with the President-Elect's installation as President and expire at the adjournment of the fourth annual meeting following his/her appointment or upon the appointment of his/her successor, whichever occurs later.

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

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

Section 6. Vacancies on Board

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

Section 7. Meetings of the Board

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

Section 8. Service Without Compensation

All elective officers and Board members shall serve without compensation.

Section 9. Assistant Secretary-Treasurer
The Executive Director of the Association shall serve as Assistant Secretary-Treasurer. In the event of the absence, unavailability, or inability to act of the Secretary or Treasurer, the Assistant Secretary-Treasurer shall be authorized to perform all of the duties of the Secretary or Treasurer.

Section 10. Removal for Cause

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

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

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

ARTICLE VIII. HOUSE OF DELEGATES

Section 1. Powers and Functions

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

Section 2. Composition - Terms
The House of Delegates shall be composed of one Delegate from each Judicial District (the words "Judicial District" in this section include the Parish of Orleans as a judicial district) of the State, who shall be an active member of the Bar of such district; provided, that in every judicial district where there is more than one district judge (the words "District Judge" in this section include civil district judges, criminal district judges, juvenile judges and family court judges) such judicial district shall be entitled to one additional delegate for each such additional judge.

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

Section 3. Election

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

Section 4. Attendance

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

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

Section 5. Meetings

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

Section 6. Voting

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

Each resolution presented to the House for passage shall be adopted by the House if it shall pass by a vote of a majority of those present and voting, provided, however, that any resolution of the House of Delegates having to do with the position of the Association on legislation pending before the Legislature shall require a vote in excess of one-half of the required numerical quorum of the House of Delegates.

Section 7. Compensation

All delegates shall serve without compensation.

Section 8. Resolutions

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

ARTICLE IX. CERTIFICATION OF ELECTION RESULTS
Section 1. Transmission of Election Results

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

ARTICLE X. BY-LAWS

Section 1. Authority

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

ARTICLE XI. COMMITTEES, DIVISIONS AND SECTIONS

Section 1. Young Lawyers' Division

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

Section 2. Senior Lawyers Division

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

Section 3. Other Sections and Committees

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

Section 4. Meetings and Elections of Sections
Annual Meetings for the elections of officers and the transaction of other business of the sections shall be held by all sections at the time and place as set forth in the respective by-laws of each section, provided that said meetings shall take place before or at the time and place of the Annual Meeting of the Louisiana State Bar Association.

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

ARTICLE XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meetings

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

Section 2. Voting

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

Section 3. Parliamentary Rules

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

ARTICLE XIII. FISCAL

Section 1. Appropriations

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

Section 2. Annual Budget
It shall be the duty of the Budget Committee, as defined in Article IX, Section 1 of the Bylaws, to confer with and assist the Executive Director in the preparation of the annual budget for the ensuing fiscal year. The budget shall be fully prepared and presented for consideration by the Board of Governors at its meeting held in conjunction with the annual meeting. The Board may amend the budget as it may deem proper. The budget shall itemize all purposes for which checks may be issued against funds of this Association for the ensuing fiscal year and shall show the total amounts which may be expended for each purpose.

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

Section 3. Checks

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

Section 4. Expenses of Officers and Board Members

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

Section 5. Deposit of Funds

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

ARTICLE XIV. ADMISSIONS TO THE BAR

Article XIV has been superseded, in part, by Louisiana Supreme Court Rule XVII, effective August 1, 1999; however, that portion of Article XIV dealing with the licensing of consultants in foreign law has not been superseded.

Section 11. Licensing of Legal Consultants in Foreign Law

1. General Requirements.
a. At its discretion, the Supreme Court of Louisiana may license to practice as a consultant in foreign law, without examination, an applicant who:

(i) is a member in good standing as an attorney or counselor at law of a recognized legal profession in a foreign country;

(ii) (aa) for the five (5) years immediately preceding the application has been admitted to practice and has been continuously in good standing as an attorney or counselor at law in the foreign country for whose legal system the applicant wishes to become licensed as a legal consultant and while so admitted has actually practiced the law of such country, or

(bb) has been a full-time professor or instructor of one or more aspects of the law of the foreign country for whose legal system the applicant wishes to become licensed as a legal consultant at an accredited university or college for at least five (5) years immediately preceding the application;

(iii) possesses the good moral character and general fitness requisite for a member of the bar of this state; and,

(iv) is over 25 years old.

2. Application for License; Denial of Application.

a. An applicant shall file with the Committee on Bar Admissions:

(i) an application on a form provided by the Committee on Bar Admissions, accompanied by a fee in an amount to be determined by the Committee on Bar Admissions and approved by the Supreme Court;

(ii) a duly authenticated certificate from the licensing authority of the legal profession in the foreign country, certifying as to the applicant's admission to practice and the date thereof, and as to the applicant's good standing as an attorney or counselor at law or the equivalent, with a duly authenticated English translation of the certificate if it is not in English;

(iii) a letter of recommendation from one of the members of the executive body of such authority, from one of the judges of the highest court or court of original jurisdiction, or from the dean of the school from which the applicant was graduated or at which the applicant teaches, with a duly authenticated translation of the letter if it is not in English; and

(iv) other evidence as to the applicant's educational and professional qualifications, good moral character, and compliance with such other requirements as the Committee may require.

b. Upon a showing that strict compliance with the provisions of A(2) and/or A(3) of this subsection would cause the applicant undue hardship, the Committee may, in its discretion, permit the applicant to furnish other evidence in lieu thereof.
c. Upon notice from the Committee on Bar Admissions that the applicant has failed to fulfill one or more of the requirements of paragraph A of this subsection, the applicant may appeal by petition directly to the Supreme Court, following the procedures set forth in Article XIV, (9) of these Articles of Incorporation.

3. License.

a. The Committee on Bar Admissions shall report in writing to the Supreme Court the names of all applicants the Committee finds eligible and qualified to practice as a legal consultant in this state. Such qualified applicant, upon being properly introduced to the Supreme Court, shall be sworn in by the Court as a legal consultant in the State of Louisiana, and the Court shall grant to such applicant a limited license to act as a legal consultant in this State.

b. Prior to the receipt of a license, applicants shall provide to the Clerk of the Supreme Court of Louisiana, in such form and manner as the Clerk may prescribe, all documents and information required by subsections 5A(2) and (3), and such fee as prescribed therefore must be paid.

4. Scope of Practice.

a. A person licensed as a legal consultant may render professional opinions in this State on the law of the foreign jurisdiction or jurisdictions authorized by the Supreme Court; however, such person shall not:

(i) appear as an advocate for a person other than himself or herself in any court, or before any magistrate or other judicial officer, in this State (other than upon admission pro hac vice pursuant to R.S. 37:214);

(ii) render professional legal advice on the law of this State or any State of the United States, or of the United States;

(iii) in any way hold himself or herself out as a member of the bar of this State; or

(iv) utilize in connection with such consultancy, any name, title or designation other than one or more of the following:

(aa) his or her own name;

(bb) the name of the foreign and/or domestic law firm with which he or she is affiliated;

(cc) authorized title in the foreign country of admission to practice, which may be used in conjunction with the name of such country;

(dd) A Licensed Consultant on the Law of (name of the foreign country or countries for whose legal systems he or she has been licensed by the Supreme Court to act as a legal consultant).

b. A person by virtue of being licensed as a legal consultant is not entitled to appointment as a notary public in the State of Louisiana.

a. Every person licensed as a legal consultant in this State shall be subject to professional discipline in the same manner and to the same extent as members of the bar of this State and to this end;
   (i) shall be subject to the control of the Supreme Court, and to censure, suspension, removal or revocation of his or her license to practice by the Supreme Court: and,
   (ii) shall execute and file with the Clerk of the Supreme Court of this State, in such form and manner as the Clerk may prescribe:
      (aa) his or her commitment to observe the Rules of Professional Conduct;
      (bb) a duly acknowledged instrument in writing setting forth his or her address in this State and designating a Louisiana resident as his or her agent for service of process whenever personal service cannot be made upon the legal consultant at his or her address of record: and,
      (cc) a written commitment to promptly notify the Clerk of the resignation from practice in the foreign country of admission, or of any censure, suspension, or revocation of the right to practice in any such foreign country;
   (iii) shall provide evidence of malpractice or professional liability insurance in an amount determined by the Supreme Court of this State, to assure his or her proper professional conduct and responsibility.

b. (i) For the purposes of service of process on the Louisiana resident pursuant to the designation filed as required by subparagraph A(2)(b) above, the Louisiana resident appointed as agent for service of process shall be the designated agent for service of process only in proceedings or actions brought against the legal consultant arising out of or based upon any legal services rendered or offered to be rendered by the consultant within or to residents of this State and only after diligent attempts have been made without success to serve such legal consultant at his or her last address of record.
   (ii) Service on the Louisiana resident appointed as agent for service of process shall be made pursuant to the provisions of the Code of Civil Procedure or other applicable law. The Agent shall promptly send a copy to the legal consultant to whom the process is directed, by certified mail, return receipt requested, addressed to the legal consultant at the address given to the Clerk by the legal consultant as required by this subsection, or to the last address known to the Agent.

c. In imposing any sanction authorized by subparagraph A(1) of this subsection, the Court may act *sua sponte*, on the recommendation of the Disciplinary Board of the Bar Association or on complaint of any person. To the extent feasible, the Court shall proceed in a manner consistent with its Rules for Lawyer Disciplinary Enforcement.

a. A person licensed as a legal consultant shall file annually, at a time to be determined by the Clerk, a report and a fee.
   (i) The annual report shall include:
      (aa) a certificate from the licensing authority of legal professional discipline in the foreign country of admission, certifying that the legal consultant is in good standing as an attorney or counselor at law, with a duly authenticated English translation of the certificate if it is not in English, or other proof of good standing as the Clerk may permit:
      (bb) the current address at which the legal consultant is practicing; and,
      (cc) proof of malpractice or professional liability insurance.
   (ii) Failure to timely file the annual report or pay the annual fee will result in the suspension of the right to act as a legal consultant until such time as the report is filed and/or the fee is paid.

b. Such annual fee shall include annual dues as determined in accordance with Article V of the Articles of Incorporation of the Louisiana State Bar Association and the disciplinary assessment fee as determined in accordance with Supreme Court Rule XIX.

7. Affiliation with the Louisiana State Bar Association; Business Associations.

a. Subject to the limitations set forth in subsection 4, every person licensed to practice as a legal consultant shall be entitled and subject to:
   (i) the rights and obligations set forth in the Rules of Professional Conduct or arising from the other conditions and requirements that apply to a regular member of the bar of this state under the Rules of the Supreme Court of Louisiana; and,
   (ii) the rights and obligations of a regular member of the bar of this state with respect to:
      (aa) affiliation in the same law firm with one or more members of the bar of this state, including by:
          1. employing one or more members of the bar of this state;
          2. being employed by one or more members of the bar of this state or by any partnership or professional law corporation which includes members of the bar of this state or which maintains an office in this state; and
          3. being a partner in any partnership, shareholder in any professional law corporation, or member of a limited liability company which includes members of the bar of this state or which maintains an office in this state; and
      (bb) attorney-client privilege, work-product privilege and similar professional privileges.

b. Notwithstanding paragraph A(1) of this subsection, a person licensed as a legal consultant is not required to comply with the minimum requirements of continuing legal education as mandated by Rule 1.1(b) of Article XVI of these Articles of Incorporation.
8. Revocation of License.

In the event the Supreme Court determines that a person licensed as a legal consultant no longer meets the requirements for licensure, it shall revoke the license granted to such person.

Section 11 Appendix. Malpractice Insurance for Consultant in Foreign Law.

An applicant who wishes to become licensed as a consultant in foreign law, and who wishes to remain so licensed, shall be required to submit proof of malpractice insurance with a minimum coverage of $500,000 per claim, or other guarantee of financial responsibility in like amount and in a form acceptable to the Clerk of this Court.

ARTICLE XV. DISCIPLINE AND DISBARMENT OF MEMBERS

[Vacated and repealed effective April 1, 1990. Replaced with Supreme Court Rule XIX.]

ARTICLE XVI. RULES OF PROFESSIONAL CONDUCT

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

ARTICLE XVII. AMENDMENTS

Section 1. Amendments

These Articles of Incorporation, except Articles XIV, XV, and XVI, may be amended by a majority vote, by a secret mail ballot, of the members of this Association who actually vote. Such Amendments may be proposed by a majority vote of the House of Delegates or by a majority vote of the members of the Association at the Annual Meeting or on a written petition signed by one hundred (100) members and filed with the Secretary-Treasurer. The details for the balloting, including the time for voting and the contents of the ballot, shall be provided by the Board of Governors.

Articles XIV, XV, and XVI can be amended only by a majority vote of the House of Delegates, approved by the Supreme Court of Louisiana.

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

No member of the Board of Governors or officer of this Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a member of the Board of Governors or as an officer, except to the limited extent provided by Louisiana corporation statutes.
Nothing contained herein shall be deemed to abrogate or diminish any exemption from liability or limitation of liability of the members of the Board of Governors or officers of this Association which is provided by law.

*Revised January 20, 2020*