

BY-LAWS OF THE TERREBONNE BAR ASSOCIATION

ARTICLE I. NAME AND STATUS

1. Name and Status

The name of this Association, which is a not-for-profit corporation, shall be the Terrebonne Bar Association (hereinafter "Association").

2. Office

The principal office of this Association shall be located within the Parish of Terrebonne.

3. Fiscal Year

The fiscal year of this Association shall be July 1st through June 30th.

ARTICLE II. PURPOSE/MISSION STATEMENT

The objects and purposes of this Association are to maintain and promote the honor and dignity of the law, to increase its usefulness in promoting the due administration of justice, and to cultivate social interaction among its members. To do those things that shall insure the promotion and safeguarding of the general welfare of the people of this Parish and State, to promote and preserve the honor, dignity and efficiency of the Bench, to advance the rule of law, encourage and promote continuing legal education for its members, promote generally the welfare of the profession and the well-being of its members and engage in any other lawful activity for which corporations may be formed under the Non-Profit Corporation Law of Louisiana.

ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS

1. Place of Holding Meetings

Meetings of the Board of Directors may be held at any place within Terrebonne Parish as the Board may determine. Meetings may also be held by telephone conference as the Board may determine.

2. Regular Meetings

Meetings of the Board of Directors shall be held on a monthly basis or as the Board may determine. Notice of the regular monthly meetings shall be given to the Directors at least 24 hours prior thereto by mail, facsimile, telephone, e-mail or other electronic means.

3. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the Directors. Notice of each special meeting of the Board of Directors shall be given to each Director at least 24 hours prior thereto by mail, facsimile, telephone, e-mail or other electronic means. Every such notice shall state the time and place of the meeting and the purpose thereof.

4. Quorum:

A quorum for a meeting of the membership shall be five (5) active members in good standing at any meeting properly noticed at least five (5) days in advance by mail, facsimile, telephone, e-mail or other electronic means, except where a larger number is required by the Restated Articles of Incorporation or the By-laws of this association, or by law for some particular or special purpose. If a quorum is not present at any duly assembled meeting of the members of this association, those present may adjourn the meeting from time to time but may not transact any other business until a quorum is secured.

5. Consents in Writing/Voting Without Meeting

Voting on any action which would come before a meeting of the Board of Directors may be carried out without a general or special meeting, if a majority of the Directors execute written consent to such action.

ARTICLE IV. MEMBERSHIP

1. Members

1.1 Classes of Members

There shall be three classes of membership: regular, associate and honorary. Only a regular member shall have the right to vote and hold office. Membership is not transferrable and is not assignable.

1.2 Regular Members

All members in good standing of the Louisiana State Bar Association or other state bar association who are regularly engaged in the practice of law in Terrebonne Parish, or who resides in Terrebonne Parish, are eligible for regular membership in the Association upon payment of applicable dues.

Regular members are entitled to all of the rights and privileges extended to the Association. Regular members are eligible to serve on committees and to be considered for a seat on the Board of Directors upon recommendation of the Executive Committee.

1.3 Associate members

All members in good standing of the Louisiana State Bar Association or other state bar associations who are regularly engaged in the practice of law in the State of Louisiana but who practice and reside outside of Terrebonne Parish are eligible for associate membership in the association.

1.4 Honorary members

Members of the judiciary in Terrebonne Parish and other persons with a law degree, who shall be deemed worthy by the Board of Directors, shall be honorary members of the association.

Honorary members of the Association are entitled to the rights and privileges of the Association, except voting and holding office. Honorary members shall not be assessed dues.

2. Dues

The annual dues of the Association shall be in the amount set from time to time by the Board of Directors. All dues are payable by the date determined by the Board of Directors each year and are good for the year in which it is paid. Annual dues may be prorated or suspended for a calendar year as deemed appropriate by the Board of Directors. In consideration of the time and effort involved in maintaining the Association, members of the Board of Directors shall not be required to pay dues for the fiscal year in which they hold office.

3. Termination of Membership

The Board of Directors may suspend or expel a member for misconduct in such member's relation to this Association, or in the profession in such manner as may be prescribed by the Board of Directors.

A member shall automatically be removed from membership in the event of a final order of disbarment or suspension from the practice of law in the State of Louisiana. In the event a member's membership is based solely upon good standing in a state bar association other than Louisiana and such member is the subject of a final order of disbarment or suspension from the practice of law in such state then, in such event, the member shall automatically be removed from membership. Any member who has been suspended or expelled due to disbarment or suspension may be

reinstated after the state disbarment or suspension has been lifted.

A member may resign from membership in the Association by submitting a resignation in writing to the President-Elect of the Association.

ARTICLE V. BOARD OF DIRECTORS

1. Governing Body

The Board of Directors shall be composed of the current officers of the Association, which shall consist of: the President; the President-Elect; the Secretary; the Treasurer; the immediate past-President of the Association. A designated representative from each Section of the Association, including the Young Lawyers Section, shall serve as a non-voting member of the Board.

2. Election of Officers

Except for the President, who shall automatically advance from the office of the President-Elect, and the immediate past-President, the members of the Board, including officers, shall be elected by ballot at the annual election, which shall be held on a date to be fixed by the Board of Directors, of which five (5) days notice by mail, facsimile, telephone, e-mail or other electronic means shall be given to all members at their respective address on file with the Association.

Only active regular members of the Association shall be eligible to serve as Officers or Directors.

3. Term Limits

Board members elected by the general membership shall serve for a term of one year.

All officers shall hold their respective offices until the next annual election and until their successors shall be duly installed.

4. Removal of Board Members

The officers and members of the Board of Directors may be removed at any meeting of the regular members by a vote of the majority of the members of this Association in good standing, and the successor of any officer or member of the Board of Directors so removed may be elected at the same meeting to fill the unexpired term.

5. Board Resignations

The resignation of a Director shall take effect immediately upon receipt thereof by any member of the Executive Committee or the Executive Director.

6. Board Vacancies

Any vacancy occurring among the members of the Board of Directors of this Association due to death, resignation, or otherwise, shall be filled by appointment by the Board of Directors for the unexpired term at any regular or special meeting thereof.

7. Powers of Directors

The Board of Directors shall manage the business of the corporation, and subject to any restrictions imposed by law or the Articles, may exercise all the powers of the corporation. Without prejudice to such powers, the Directors have the following specific powers:

- a. from time to time, to devolve the powers and duties of any officer upon any other person for the time being;
- b. to confer upon any officer the power to appoint, remove, and suspend subordinate officers, employees, agents and factors;
- c. to determine who shall be entitled to vote or to assign and transfer any shares of stock, bonds, debentures or other securities of other corporations held by this corporation;
- d. to delegate any of the powers of the Board to any standing or special committee or to any officer or agent (with power to subdelegate) upon such terms as they deem fit;
- f. By resolution of the board of directors, the president or vice-president of any corporation shall have power in the name and behalf of the corporation to authorize the institution, prosecution or defense of any suit and other legal proceedings, and no exception of want of authority shall lie on the part of any other party.
- e. to make or alter Bylaws, including Bylaws fixing their own qualifications, classifications, number, term of office, or compensation;

8. Liability of Officers

No member of the Board of Directors shall be held personally liable for a breach of fiduciary duty, except for those acts found to be intentionally criminal or fraudulent. No member of the Board of Directors shall be held personally liable for failure to conform the Association to the appropriate taxing and licensing entities. Any penalties for failure of the Association to comply with requisite tax and licensing regulations are the sole responsibility of the Association and the Association shall indemnify any member of the Board for any such penalties.

9. Proxies

Any Director absent from a meeting of the Board, or any committee thereof may be represented by another director, who may cast the absent director's vote according to his written instructions, special or general.

ARTICLE VI. OFFICERS

1. President:

The President, shall, when present, preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Association. The President shall carry out the day-to-day operation of the Association. He shall preside at all meetings of the Board; he shall see that all orders and resolutions of the Board are carried into effect and direct the other officers in the performance of their duties; he has power to execute all authorized instruments; and shall generally perform all acts incident to the office of President or which are incumbent upon him under the provisions of the Articles and these Bylaws.

Upon expiration of the term of office of the President, the President shall immediately succeed as Past President of the Association.

2. President-Elect:

The President-Elect shall assist the President in representing the Association, preside at all meetings of the Association in the absence of the President, shall have such powers and duties as shall be assigned to him by the President or the Board, shall perform the duties and shall exercise the powers of the President in the absence or disability of the President.

Upon expiration of the term of office of the President-Elect, the President-Elect shall immediately succeed as President of the Association.

In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of President.

3. Treasurer:

As Treasurer, this Officer shall keep copies of all funds, securities, evidence of indebtedness, and other valuable documents of the corporation. He shall receive and give, or cause to be given, receipts and acquaintances for monies paid in on account of the corporation and shall pay out or cause to be paid out of the funds on hand all just debts of the corporation of whatever nature when due. He shall enter, or cause to be entered, in books of the corporation to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the corporation, and whenever required by the President or the Board, he shall render a statement of his accounts. He shall assist in the preparation and review of all association budgets; he shall promptly review all financial statements provided by external accounting services, he shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets and liabilities of the corporation; and he shall perform all other duties incident to the office of Treasurer. If required by the Board, he shall give the corporation a bond for the faithful discharge of his duties and the restoration to the corporation, upon termination of his tenure, of all property of the corporation under his control. The duties of the Treasurer may be delegated to the Certified Public Accountant retained by the Association.

4. Secretary

As Secretary, this Officer shall give, or cause to be given, notice of all meetings of the Board and committees, and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by the Directors upon whose request the meeting is called as provided by these Bylaws. He shall record or have recorded all the proceedings of the meetings of the Board and of the committees in a file to be kept for that purpose. He shall perform such other duties as may be assigned to him by the Directors.

ARTICLE VII. COMMITTEES

1. Committees:

The Association shall have various standing committees as deemed appropriate by the Board, including the Executive Committee referred to in Article VI(1). The Board of Directors shall have the authority to create a Special Committee for specific purposes when deemed necessary.

2. Committee Powers:

All committee action shall be subject to review by the Board of Directors who has the authority to overrule, rescind or revoke any committee action which it deems inappropriate. Committees shall not assume to represent, speak or obligate the Association in any way without the prior authorization of the Board of Directors. A

contract obligating the Association in any manner shall be signed only by the President of the Association, or a party designated by the Board of Directors, with approval of the Board of Directors.

3. Selection of Committee Chairpersons:

The President shall appoint from among the regular members of the Association such committees as he/she deems necessary and appropriate, subject always, however, to the power of the Board of Directors to change the action of the President. Members of such committees shall serve terms coextensive with that of the President who appointed them. Members shall serve at the discretion of the President, subject always, however, to the power of the Board of Directors to change the action of the President.

4. Minutes of Meetings of Committees:

Any committee designated by the Board shall keep regular minutes of their proceedings, and shall report the same to the Board when required; but no approval by the Board of any action properly taken by a committee shall be required.

ARTICLE VIII. SECTIONS

There may also be established various sections of membership of the Association as determined from time to time by the Board of Directors, including a Young Lawyers Section.

1. Formation of Sections:

The Board of Directors may create such Sections of the Association as it deems appropriate. Each new Section created must agree to adopt and adhere to the Association's Section Guidelines .

2. Dissolution of Sections:

The Board of Directors may dissolve Sections of the Association upon determination that there is insufficient interest in said Section after notification of the Section dissolution to the general membership.

3. Section Membership:

Any regular member of the Association may enroll himself as a member and attend meetings of any Section, provided he meets the requirements and complies with the bylaws of such Section.

4. Section Guidelines

4.1 Section Bylaws

Each Section shall have the power to adopt and amend its bylaws, not inconsistent with the Article and bylaws of the Association.

4.2 Administration of Sections

The affairs of each Section shall be administered by the officers of the Section.

4.3 Section Representatives

Each Section created by the Board of Directors of the Association shall designate one (1) representative to participate as a non-voting member of the Board of Directors of the Association.

The Section Representative shall be charged with providing the Board with regular updates of the Section's activities and the procurement of funds from the Board of the Association as needed by the Section.

ARTICLE IX. MISCELLANEOUS PROVISIONS

1. Checks, Drafts, Notes:

All checks, drafts, other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by the Board.

2. Notice:

Whenever any notice is required by the Bylaws to be given, personal notice is not meant unless expressly so stated; any notice is sufficient if given by mail, facsimile, telephone, e-mail or other electronic means to the person entitled thereto and such notice is deemed to have been given on the day of such mailing.

3. Political Participation

This Association shall be non-political. The Association shall not engage nor participate in the campaigns of candidates for elective offices, nor shall it offer endorsement of one candidate over another. However, the Association may participate on a non-partisan basis in the promotion of the electoral process or facilitation of fair and impartial debate between candidates. Further the Association may from time to time offer such

assistance as may promote the fair administration and advance the rule of law and advocate in favor of or against the passage of a law deemed critical to the practice of law in the local community.

ARTICLE X. AMENDMENTS

The Board of Directors, by affirmative vote of two-thirds (2/3) of the Board of Directors, may amend, alter or annul any of these Bylaws. Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal, unless this restriction is waived by a unanimous vote of a quorum of the Board of Directors.

APPROVED

President

CERTIFICATE

I, _____, Secretary of the Terrebonne Parish Bar Association, hereby certify that the above and foregoing Amended and Restated Bylaws were adopted by the Terrebonne Parish Bar Association at a meeting of the Board of Directors duly held in Terrebonne Parish on the _____ day of _____, _____ and are in full force and effect.

_____, 2011
