

LOUISIANA ASSOCIATION OF DEFENSE COUNSEL

BY LAWS

ARTICLE I NAME

The official name of this organization is "Louisiana Association of Defense Counsel".

ARTICLE II PURPOSE

- Section 1. **Purpose.** The purpose of this Association is to bring together by association, communication and organization, lawyers who devote a substantial amount of their professional time to the handling of civil litigation and whose representation in such cases is primarily for the defense; to provide for the exchange among the members of this Association of such information, ideas, techniques of procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers; to elevate the standards of trial practice in this area and, in conjunction with similar associations in other areas, to develop, establish and secure court adoption or approval of a high-standard code of trial conduct and courtroom manners; to support and work for the improvement of the adversary system of justice in our courts; to work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of service and contribution which the legal profession renders to the community, state and nation.
- Section 2. **Non-Profit Operation.** The Association shall never be operated for the primary purpose of carrying on a trade or business for profit.
- Section 3. **Proscribed Activities.** At no time shall the Association knowingly engage in any activities that are unlawful under the laws of the United States of America or of any other jurisdiction where its activities are conducted, or violate, whenever or wherever applicable to any activity of the Association, any code of professional responsibility adopted by the Supreme Court of Louisiana.
- Section 4. **Compensation.** No compensation, loan, or other payment shall be paid to any officer, director, or member of the Association except as a reasonable allowance for authorized expenditures incurred on behalf of the Association; and no part of the assets or earnings, current or accumulated, of the Association shall be distributed to, or divided among, such persons,

or inure, be used for, or accrue to or benefit any such person, except as provided elsewhere herein.

ARTICLE III MEMBERSHIP

- Section 1. **Board Authority.** The Board of Directors of this Association shall be the sole judge of the qualifications of a nominee for membership in this Association as well as of the continuing qualification of its individual members.
- Section 2. **Classes of Members.** Members may be nominated, and may maintain qualification in four (4) classes of membership in this Association:
- (a) **Attorney Members.** Attorney members shall maintain membership in the Louisiana State Bar Association, devote substantial professional time to civil litigation and shall primarily litigate for the defense.
 - (b) **Associate Members.** Associate members shall be attorneys who are employed full-time as corporate counsel, insurance executive or risk manager and who are licensed to practice law in one of the United States.
 - (c) **Honorary Members.** Honorary members shall include (1) full-time judges who hold court in the State of Louisiana, (2) judges who previously held court in the State of Louisiana, but who have retired as judges and are not in active practice, (3) full time members of the faculty of a Louisiana law school, and (4) those individuals not otherwise eligible for membership who have demonstrated great interest in and support for the Association and its goals.
 - (d) **Emeritus Members.** Persons who (1) are 65 years of age or more, (2) are no longer engaged in the active practice of law, and (3) were members in good standing in the LADC in the preceding ten years before applying for emeritus status. Emeritus members shall not pay dues.
- Section 3. **Voting Rights.** Only attorney members shall have voting rights or are entitled to hold office in the Association; associate, emeritus and honorary members shall be non-voting members, and are not entitled to hold office.
- Section 4. **Nominations for Membership.** Any member of this Association may nominate any eligible person for membership by submitting his or her name and qualifications in writing to the Secretary, who shall promptly refer such nomination to the Membership Committee for investigation and report. The membership committee shall inquire into the character and the professional standing and qualifications of the nominee and shall report its findings and recommendations to the Secretary within seven days after it

receives the nominations from the Secretary. The Secretary, upon receipt of the report of the Membership Committee, shall circulate the report to the Board of Directors, with notice that the applicant will be approved unless written objection is received by the Secretary within seven days thereafter. If no written objection is received from any member of the Board of Directors within the seven day period, the applicant shall be deemed elected to membership. If written objection is received during that period, the application shall be presented to the Board at its next meeting, at which time the Board, by majority vote, may elect or reject the applicant. If no meeting of the Board of Directors is held within thirty (30) days of receipt of written objection, or if for any reason no action is taken on the application within such thirty (30) day period, the Executive Committee shall, by majority vote, elect or reject the applicant.

Section 5. **Acceptance and Vesting of Membership.** Upon the nominee's acceptance of invitation to membership and the payment of the required initiation fee and the annual dues (where applicable), such nominee shall be vested with all the rights, privileges and prerogatives of membership in this Association. The nominee's acceptance of membership in this Association shall be deemed an acknowledgment by the nominee of his or her assent to the purposes of this Association and of his or her intended compliance with all of the provisions of these By-Laws.

Section 6. **Continuation of Eligibility for Membership.** Each member shall, as a condition of his or her membership renewal, annually certify his or her continued compliance with the eligibility requirements set forth in Article III, Section 2. A member's payment of dues without notifying the Association of the member's change in practice, employment pursuits or associations which casts doubt upon his or her eligibility for membership in the Association shall constitute a certification of the member's continued compliance with the requisites for membership in the Association.

Section 7. **Change in Class.** In the event of a change in the member's practice, employment pursuits, or association, as a result of which class eligibility ceases, a member may be reconsidered for another class of membership, in which event a new nomination may be considered by the Board of Directors as provided under Article III, Section 4.

Section 8. **Duty to Report.** Once admitted to membership, each member shall have a continuing duty to promptly report to the Secretary any change in the member's practice, business pursuit, or association which would affect the member's continued eligibility for class membership.

ARTICLE IV DUES, FEES AND ASSESSMENTS

- Section 1. Annual dues and assessments shall be applicable only to attorney and associate members.
- Section 2. The annual dues shall be fixed by the Board of Directors, and shall be payable at the time of admission, and thereafter shall be due and payable on or before the first (1st) day of January, except that for those persons becoming members in the last three months of any calendar year, the dues for that year shall be one half of the annual dues. If annual dues are not paid within ninety days of the first day of January, a late fee of twenty-five dollars (\$25.00) will be assessed.
- Section 3. The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary to meet unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association; provided however, that any such proposed assessment may be nullified by a majority vote of the members of this Association present and voting at a meeting called for such purpose and held within 60 days after notice of such proposed assessment shall have been given by the Board to the members.
- Section 4. The fiscal year of this Association shall be the calendar year.

ARTICLE V BOARD OF DIRECTORS

- Section 1. There shall be a Board of Directors which shall consist of six members from District 1, four members each from District 2 and 6, and two members each from Districts 3, 4, 5, and 7. District 1 is composed of the parishes of Orleans, Jefferson, St. Tammany, Washington, St. Bernard, Plaquemine, St. Charles, St. John the Baptist and St. James; District 2 is composed of the parishes of Tangipahoa, St. Helena, E. Feliciana, W. Feliciana, Livingston, East Baton Rouge, West Baton Rouge, Pointe Coupee, Iberville, Ascension, Assumption, Terrebonne and Lafourche; District 3 is composed of the parishes of Lafayette, St. Martin, St. Mary, Iberia, Acadia and Vermillion; District 4 is composed of the parishes of Cameron, Calcasieu, Jefferson Davis, Allen, Beauregard and St. Landry; District 5 is composed of the parishes of Vernon, Rapides, Evangeline, Avoyelles, Concordia, Catahoula, LaSalle, Grant, Winn and Sabine; District 6 is composed of the parishes of Desoto, Red River, Bienville, Caddo, Bossier, Webster, Claiborne, Natchitoches and Lincoln; and District 7 is composed of the parishes of Union, Jackson, Caldwell, Ouachita, Morehouse, Richland, East Carroll, West Carroll, Franklin, Madison and Tensas.
- The Board of Directors shall include the state representative to the DRI as an ex officio member.

The President, President-Elect, Immediate Past President, Vice-Presidents, the Secretary and Treasurer shall be ex-officio members of the Board of Directors, and each said officer shall be entitled to vote with each member of the Board of Directors at all regular and special meetings thereof, either in person or through the holder of his or her written proxy.

The Board of Directors shall meet at least twice each year, usually in February and August. A quorum of the Board shall be a majority of all Board members. An affirmative vote of at least one-third of all Board members shall be required to take any action.

ARTICLE VI ELECTION OF DIRECTORS

- Section 1. **Annual Meeting.** The Annual Meeting of this Association shall be held at such time and place as may be selected by the President. Newly elected officers and directors shall take office at the close of the Annual Meeting.
- Section 2. Not less than 60 days before the opening session of the Annual Meeting, the Nominating Committee shall select nominees for membership on the Board of Directors. The Nominating Committee shall certify their nominees to the Secretary-Treasurer. The Secretary-Treasurer shall send the list of nominees for Directors via mail or e-mail to the LADC membership. Members shall have thirty days in which to cast a vote for directors. Members may vote for the nominees of the Nominating Committee or others. The Secretary-Treasurer shall compile the votes and certify the result to the President no less than 15 days before the Annual Meeting. No director who has served a full two-year term shall succeed himself or herself as a director.
- Section 3. **Special Meetings.** Special Meetings of the members may be called by the President or the Executive Committee of the Board of Directors whenever the President or the Board deems the same necessary or advisable; and whenever there is delivered to the President or the Secretary a written request for a Special Meeting signed by 25 members of this Association, it shall be the duty of the President to call a Special Meeting. Written notice of the calling of a Special Meeting shall in every case be given to the members by the Secretary or other officer at least 30 days in advance of the holding thereof. Such notice shall state the object of the Special Meeting and the time and place at which the same shall be held, and no business except that stated in the notice shall be transacted thereat, provided the mailing of notice to the last known address of a member shall be full compliance. In lieu of written notice, notice may be given by e-mail to any member through the last e-mail address provided to the Secretary by such member.

Section 4. Fifteen (15) members shall constitute a quorum of the membership at any Annual or Special Meeting of this Association. A majority of the members present and voting shall be necessary for the adoption of any matter voted upon at each meeting. No member may vote by proxy at any meeting of the membership.

ARTICLE VII OFFICERS AND COMMITTEES

Section 1. The officers of this Association shall be a President, a President-Elect, a First Vice-president, a Second Vice-President, a Secretary, a Treasurer, and a Legislative Vice President. Any two or more offices may be held by the same person, except the offices of President and President-Elect. The offices of Secretary and Treasurer shall be held by the same person, unless the Board by resolution directs otherwise, and this person shall be referred to as the Secretary-Treasurer.

Section 2. Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses, incurred while engaged in the business of this Association. During the time that an officer serves as President-Elect and President, the officer shall be eligible to be reimbursed for travel and other expenses related to the performance of the officer's duties in an amount to be fixed by the Board.

Section 3. All officers, except the President and the Legislative Vice President, shall be nominated by the Nominating Committee. The President-Elect shall be elevated to President, unless the Board determines otherwise by a two-thirds vote. The nominees for all offices typically will be selected by elevation of the person in the rank below the preceding year. The Nominating Committee shall certify its officer nominations to the Secretary-Treasurer at the same time that it certifies its nominations for directors. The Secretary-Treasurer shall mail or e-mail the officer nominations to the Board of Directors, who shall have 30 days to vote. It shall require a vote of two-thirds of the Board of Directors to elect officers, other than Secretary-Treasurer, other than by elevation from the rank below in the preceding year. In case of a vacancy in any office, the elevation rules are invoked, and the Board can fill any vacancy by a majority vote.

Section 4. The duties of the officers shall be as follows:

President. The President shall preside at all meetings of this Association and of the Board of Directors. The President shall be the chief executive officer of this Association and shall exercise such executive and

appointive powers as the By-Laws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. The President shall appoint all special and permanent committees, who shall hold office during his term. The President shall be an ex-officio member of all committees.

President-Elect. The President-Elect shall (1) perform such duties as may be placed upon him or her by the President or the Board of Directors, and (2) shall perform the duties and exercise the powers of the President, in the event the President is absent or disabled or refuses to perform the duties of that office.

First Vice-President. The First Vice President shall (1) perform such duties as may be placed upon him or her by the President, the Board of Directors or these by laws, and (2) shall perform the duties and exercise the powers of the President, in the event both the President and President-Elect are absent or disabled or refuse to perform the duties of President.

Second Vice-President. The Second Vice President shall (1) perform such duties as may be placed upon him or her by the President or the Board of Directors, and (2) shall perform the duties and exercise the powers of the President, in the event the President, the President-Elect and the First Vice President are absent or disabled or refuse to perform the duties of President.

Secretary. The Secretary shall keep minutes of all the proceedings of the members and the Board of Directors, and shall maintain a record of the names and addresses of the members of this Association. The Secretary shall serve as an ex-officio member of all committees. He or she shall prepare and send to the members of this Association notices of any and all special meetings of this Association and other such notices as may be required by these By-Laws or as may be directed by this Association, its President or the Board of Directors. The Secretary shall perform all duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President, the Board of Directors or these by laws may direct.

Treasurer. The Treasurer shall collect and receive all fees, dues and assessments from the members of this Association, and all monies due and payable to this Association from any source. He or she shall make disbursement of any monies and funds in his or her possession or control only in accordance with orders of the Board of Directors. The Treasurer shall make and preserve proper books of accounts and keep an accurate account of the finances of this Association, including a detailed record of all receipts and disbursements. At the request of the President or the Board of Directors the Treasurer shall surrender his or her books of

account for examination by the President or the Board or for auditing by an auditor selected by the Board.

The only persons eligible to hold office as Secretary or as Treasurer shall be as follows: in the year 2005-6, a member engaged in the practice of law in any of Board of Director Districts 5, 6 or 7; in the year 2006-7, a member engaged in the practice of law in Board of Directors District 1; in the year 2007-8, a member engaged in the practice of law in Board of Directors Districts 3 and 4; in the year 2008-9, a member engaged in the practice of law in Board of Directors District 1, in the year 2009-10, a member engaged in the practice of law in Board of Directors District 2, and in the year 2010-11, a member engaged in the practice of law in Board of Directors District 1. Such rotation shall continue thereafter in the same manner. A member is engaged in the practice of law in the place where one has his or her law office or primary law office.

Legislative Vice President. The President shall nominate the Legislative Vice President, and the Legislative Vice President shall be elected by the Board. The term of the Legislative Vice President shall be two years, beginning and ending on September 1. The holder of this office is not elevated from this office to another office and does not serve on the Executive Committee. The Legislative Vice President shall submit reports to the President, President-Elect and the Executive Director, and they in turn, shall inform the Executive Committee or the Board as necessary of developments in the legislative process pertinent to the Board's policies. The Legislative Vice President shall furnish reports as may be requested by the Executive Director for dissemination to the members.

Section 5. Executive Director. The Board of Directors shall appoint an executive director, fix his or her compensation, and direct the performance of his or her duties. The Board may direct that the Executive Director perform any of the duties of any officer of the Association except those of the President.

Section 6. Committees: There shall be five permanent committees, designated as the Executive Committee, Membership Committee, Nominating Committee, the Finance/Investment Committee and the Amicus Committee.

The Membership Committee shall be composed of three members, one of whom shall be designated as Chairman by the President. The Membership Committee shall receive nominations for membership and shall make the inquiry and recommendations as provided in Article III, Section 4.

The President shall serve as Chairman of the Executive Committee, which shall be composed of all officers except the Legislative Vice President.

The Executive Committee shall serve at the pleasure of the President in accordance with the provisions of Article VII. The Executive Committee is authorized to exercise all powers granted to the Board of Directors between meetings of the Board, except the power to remove an officer or member of the Board and the power to amend the bylaws.

The Nominating Committee shall consist of five members selected by the President, two members from District 1, one member from District 2, one member from Districts 3 and 4, and one member from Districts 5, 6, and 7. The President-Elect shall be one of the five members of and Chairman of the Nominating Committee and a representative of the District(s) in which he or she practices law. The Executive Director shall be an ex-officio, non-voting member of the Nominating Committee.

The Finance/Investment Committee shall be composed of three members and such other members as are appointed by the President: The First Vice President, who shall serve as chairman, the Second Vice-President and the Treasurer. The Finance/Investment Committee shall determine which funds of the Association are not needed for the immediate operation of the Association, and shall cause such funds to be invested to achieve the highest reasonably safe return on the investment. The Committee shall report on the status of the Association's investments and finances at each Board Meeting and when otherwise directed by the President or the Board. The Committee shall meet at least twice each year.

The Amicus Committee shall consist of three persons: the First Vice President, the Second Vice President and a member appointed by the President. The Executive Director shall be an ex-officio member of the Amicus Committee. The First Vice President shall serve as chairman of the Committee. The Amicus Committee shall evaluate all requests for briefs amicus curiae on behalf of the Association, and shall promptly make its recommendation to the President, who shall determine whether the Association should participate as amicus curiae. In making the determination to participate as amicus, the Committee and the President shall consider whether the case (1) involves a procedural issue important to the fair and efficient determination of civil actions in state and federal court, or (2) presents for decision an important issue of substantive law. The Committee may appoint subcommittees to make recommendations to it on particular areas of law, or on a particular request for participation as amicus curiae. If the Association participates pursuant to the procedure outlined herein, it shall bear all of the costs of the amicus brief.

The President may appoint such special committees as he or she deems necessary or as directed by the Board of Directors. The duties shall be as designated by the President (or the Board, where the Committee is

established by the Board) and their existence may be terminated by the President (or the Board, if established by that body.)

Membership on any committee shall be continued until a successor is appointed by the President.

ARTICLE VIII AMENDMENT OF BY-LAWS

These By-Laws may be amended at any meeting of the Board of Directors at which there is a quorum by vote of a majority of directors present and at least one-third of all Board members.

ARTICLE IX NOTICE TO MEMBERS

Any notice to the membership required by the Articles of Incorporation or these By-Laws may, at the option of the President, be given by inclusion in any issue of the Association's Newsletter or other publication, or by e-mail through the last e-mail address provided by the member to the Secretary, provided such notice is given within any applicable time limit.

ARTICLE X SUSPENSION AND EXPULSION

- Section 1. **Suspension.** The Board of Directors may suspend any member by majority vote. A member suspended shall be automatically reinstated at the expiration of the period of his or her suspension.
- Section 2. **Expulsion.** The Board of Directors may terminate membership of any member by a two-thirds (2/3) vote. A member terminated may petition for readmission at any time under the procedures set forth in Article III, Section 4 herein above.
- Section 3. **Grounds for Suspension or Termination.** A member may be suspended or terminated by the Board of Directors at any duly convened and constituted meeting of the Board of Directors, or by written ballot of such Board, on any of the following grounds:
- (a) substantial failure to comply with the By-Laws, adopted policies, rules or regulations of the Association;
 - (b) substantial failure to support and implement the purposes and objective of the Association;
 - (c) commission of a serious unlawful act, crime or felony;

- (d) any serious breach of applicable standards of professional conduct;
or
- (e) loss of member class eligibility.

Non-payment of dues for a period of three (3) months after such dues shall have become due and payable shall result in automatic suspension from membership, which suspension does not require an affirmative vote of the Board of Directors; such suspension shall continue indefinitely until such member is either terminated by vote of the Board of Directors, or said member makes payment of all unpaid dues and any penalties for late payment of such dues, and satisfactorily re-certifies his or her eligibility for membership as provided in Article III, Sections 2 and 4.

Section 4. **Termination Procedure.** The Executive Committee may recommend to the Board of Directors that membership be terminated for any of the reasons set forth in Section 3. If the Board approves, membership shall be terminated, effective upon the Board's approval. The member whose membership is terminated shall be advised by the Secretary of the termination and the reasons therefor. A member opposing termination may do so by providing the Secretary, within ten (10) days after the mailing of the notice of termination to the member's last address on the Association mailing list, with reasons (including supporting documents) why he or she believes membership should not be terminated. The Board at its discretion may thereafter determine whether termination should be reconsidered. The Board's determination with respect to the adequacy of grounds for termination shall be binding and conclusive upon all concerned. A member whose membership is terminated shall not be entitled to any refund of dues.

(Revised 8/06/05)