

**RESTATED AND AMENDED ARTICLES OF INCORPORATION  
OF THE  
JEFFERSON BAR ASSOCIATION**

**UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF JEFFERSON**

BE IT KNOWN, that on this \_\_\_\_\_ of November, 2021.

BEFORE ME, the Undersigned Notary Public in and for the Parish of Jefferson. State of Louisiana, duly commissioned and qualified, and in the presence of the undersigned competent witnesses, personally came and appeared:

Letita Parker Davis as President of the Jefferson Bar Association, and Hon. Shayna Beevers-Morvant, as Secretary of the Jefferson Bar Association, do attest to and state that:

- 1) At a meeting of the Jefferson Bar Association held on the 19<sup>th</sup> of November, 2021, the Articles of said association that were adopted on the 19<sup>th</sup> day of January 1956 were Amended in Accordance with its Articles, the By-laws of the Association, and the laws of the State of Louisiana and in conjunction there with they have signed this document in front of the undersigned witness and Notary Public declaring it to be the Articles, as amended, of the Jefferson Bar Association.
- 2) That the vote to approve the Restated and Amended Articles of Incorporation at the Membership meeting held on the 19<sup>th</sup> day of November, 2021 was \_\_\_\_\_ in favor and \_\_\_\_\_ nays.

The name of this corporation shall be:

**JEFFERSON BAR ASSOCIATION**

**ARTICLE I**

The duration of this association shall exist in perpetuity. It shall have the power and authority to sue and be sued, and make and use a corporate seal; to take, receive, and hold in any manner, property, real, personal and mixed, tangible and intangible, property given and bequeathed or acquired in any other manner; to make and issue notes and other evidences of indebtedness; to name, elect and appoint officers, agents, managers, directors and employees to conduct the corporate business; to make and enforce rules, regulations and by-laws necessary or desirable for the management of its affairs.

**ARTICLE II**

The objects and purposes of this association shall be to advance the science of jurisprudence, promote the administration of justice, uphold the honor of the courts, and of the profession of the law encourage cordial intercourse among its members, and, generally, to promote the welfare of the legal profession. Said corporation is organized for the purpose of promoting a common interest and not to engage in a regular business of a kind ordinarily carried on for profit. The purpose of the association shall at all times be consistent with organizations that qualify for exemption under the applicable sub-section of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as determined by the Executive Board.

**ARTICLE III**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

#### **ARTICLE IV**

The domicile of this corporation shall be the Main District Courthouse Building in the Parish of Jefferson, State of Louisiana. The registered office of this corporation is located at 1304 Green Acres Road, Metairie. Louisiana 70003.

#### **ARTICLE V**

The registered agent of this Association shall be the acting Secretary. For the year 2021, the acting Secretary is Hon. Shayna Beevers-Morvant, whose address is \_\_\_\_\_, Louisiana \_\_\_\_\_.

## **ARTICLE VI**

### **Membership**

Members of this organization shall be persons who are authorized to Practice Law in the State of Louisiana, who are in good standing with the Louisiana Bar Association, who have applied for membership in this organization, paid the necessary yearly dues to this organization, and whose qualifications and applications for membership have been approved by the Executive Board.

## **ARTICLE VII**

The annual dues of members shall be fixed by the Executive Board, payable in advance on or before the first day of January 1st of each year.

## **ARTICLE VIII**

All the corporate powers of this Association shall be vested in and exercised by the Executive Board, five (5) of whom shall constitute a quorum for the transaction of business.

The Executive Board shall be composed of, the immediate Past- President, President, President-Elect, Vice-President, Secretary, Treasurer, and two (2) At-Large Members who are elected from the membership of the Association. The two At-Large Members shall be known as "At-Large Member A" and "At-Large Member B".

The Chair of the Young Lawyer Section of the Jefferson Bar Association shall be an ex-officio non-voting member of the Executive Board.

Members of the Executive Board shall serve for a term of one (1) year, or until their successors are elected and qualified.

Any vacancies on the Executive Board shall be filled by appointment of the Executive Board for the unexpired term except for office of the President, which shall be filled by the President-Elect as provided herein, and any vacancies in office of President-Elect shall remain vacant until the annual election.

The President of the Association shall serve as chairperson of the Executive Board.

#### **ARTICLE IX**

The officers of this Association shall be President, President- Elect, Vice-President, Secretary, and Treasurer, each of whom shall serve for a term of one (1) year.

In the event the office of the President should become vacated, the President-Elect shall succeed to the office of President.

Any other vacancies shall be filled by appointment of the Executive Board for the unexpired term except President-Elect which shall remain vacant until the annual election. No person can hold the same office twice. Partial terms of office shall not count as a term in office.

#### **ARTICLE X**

The members of the Executive Board and the officers of this Association, as provided for herein, shall be elected by vote of the membership at the Election meeting, which shall be held during the month of November on a date to be fixed by the Executive Board. Not less than five (5) days notice of that meeting and of that election shall be given by mail, electronic means or other means including but not limited to email to the members of this Association at their respective last known address.

Any member of the Association present at the annual meeting may nominate a candidate or candidates for any of the offices to be filled at such annual meeting.

At the annual meeting, or at any regular or special meeting called as provided in the By-Laws, at least five members of the Executive Board and 21 other members of the association shall constitute a quorum for the transaction of any business. The default rule is that the Election meeting, regular meeting, or special meeting shall be in-person. However, the Executive Board may authorize the Election meeting, regular meeting, or special meeting to be in-person and/or via video conference.

At no time shall proxy voting be permitted.

#### **ARTICLE XI**

There shall be at least four (4) regular meetings of this Association each year to be held at a place and time to be fixed by the Executive Board.

Special meetings may be called at any time by a majority vote of the Board, or on the written request of four (4) Board Members, and such a meeting shall be called by the President, or in his absence or inability to act, by the President-Elect. No business shall be transacted at any special meeting except such as shall have been specified in the call for the meeting.

Five (5) days notice by the U. S. mail or by electronic means, including emails, shall be given to each member of the annual meeting and of every regular stated meeting. Not less than twenty-four (24) hours notice shall be given to each member of any special meeting.

#### **ARTICLE XII**

The President, with the advice of the Executive Board, shall appoint the committee's prescribing the duties, and duration of said committees. All duly appointed committee members

shall serve until the end of the year but shall continue to serve until their respective successors are appointed.

### **ARTICLE XIII**

The polling of the membership as to choose between or among particular candidates for judicial office or any other political office is prohibited.

### **ARTICLE XIV**

These Articles may be amended by a majority vote of the members present at any regular meeting of the Association or at any special meeting called for that purpose, provided that notice of the proposed amendments shall have been given by mail or electronic means, including email, at least fifteen (15) days in advance, to all members of the Association at their respective last known mailing addresses or email address and that a quorum is present.

### **ARTICLE XVI**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the 24<sup>th</sup> Judicial District Court State of Louisiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

### **ARTICLE XVII**

The canon of ethics of this Association shall be the Rules of Professional Conduct and the Judicial Canon of Ethics of the Louisiana Bar Association as now incorporated in its Charter and as may be from time to time amended and adopted.

APPROVED:

\_\_\_\_\_

Letita Parker Davis PRESIDENT \_\_\_\_ day of November, 2021  
JEFFERSON BAR ASSOCIATION

Attest to:

\_\_\_\_\_

Hon. Shayna Beevers Morvant  
SECRETARY \_\_\_\_ day of November, 2021  
JEFFERSON BAR ASSOCIATION

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
WITNESS

SWORN TO AND SUBSCRIBED  
BEFORE ME THIS \_\_\_\_ DAY OF  
\_\_\_\_\_, 2020

\_\_\_\_\_  
NOTARY PUBLIC