

BY LAWS

NEW ORLEANS MARTINET LEGAL FOUNDATION, INC.

ARTICLE I

SECTION 1. New Orleans Martinet Legal Foundation, Inc. shall be governed by the Board of Directors. The members of the Board of Directors shall be elected annually by members of the Board.

The Board of Directors shall consist of the following officers: President, President-Elect, Vice-President, Secretary and Treasurer.

The duties of the several officers shall be as follows:

President: The President shall be the chief executive of the organization; he/she shall preside at all meetings of the Board and attend meetings of the executive committee; he/she shall have general and active management of business of the Board, and shall see that all orders and resolutions of the Board are carried into effect. He/she shall have the general powers and duties of supervision and management usually vested in the office of the President of an organization.

Vice-President: In the absence of the President, his/her duties shall devolve upon the Vice-President, during the vacancy. In the absence of the Recording Secretary, the duties of the Recording Secretary shall devolve upon the Vice-President. The Vice-President shall serve as parliamentarian at all Board meetings.

President-Elect: The President-Elect shall assume the duties of President and Vice-President for the fiscal year after he/she serves as President-Elect. The President-Elect shall prepare a budget and agenda for the operations of the organization for the fiscal year that he/she shall serve as President and shall publish the budget at the last meeting of the fiscal year during which he/she serves as President-Elect (September meeting). In the absence of the President, his/her duties shall devolve upon the President-Elect.

Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors. The Secretary shall maintain all official documents and records of the Foundation. The Secretary shall handle all communications between the Board and the community at large and other organizations. He/she shall further be charged with the performance of such

As amended July 29, 2004.

services on behalf of the organization as may, from time to time, be determined by the Board of Directors. He/she shall handle all communications between the Board and members. He/she shall give notice of all meetings of the Board.

Treasurer: The Treasurer shall have charge of all funds of the organization and their disbursements. He/she shall keep a record of all monies received and paid out making a report of same to the Board at each regular meeting and when ever requested to do so.

SECTION 2. The Board of Directors shall be empowered to manage the affairs of the Foundation, subject to the provisions of the Articles of Incorporation and these By-Laws.

SECTION 3. No member of the Board of Directors may serve in the same office for more than two (2) consecutive terms, except resolution of the Board.

SECTION 4. Fifty percent (50%) of the Board of Directors shall constitute a quorum. A quorum shall be needed to conduct official business.

SECTION 5. (a) Vacancies – If a vacancy should occur in the office of President, the Vice-President shall assume the office of President, If a vacancy should occur in the office of President-Elect, the Vice-President shall assume the office of President-Elect, except that a special election shall be held at the next regularly scheduled meeting, provided that at least one (1) week's notice has been given to the members of the Board, If a vacancy occurs in any other office, a special election shall be held at the next regularly scheduled meeting, provided that at least one (1) week's notice has been given to the members of the Board.

(b) Recall - Any officer may be recalled upon submission to the Board of Directors of a petition containing the signature of the majority of the voting members of the Board.

ARTICLE II GOALS

SECTION 1. The goals of the Foundation shall be as follows:

"To endow the future of the Greater New Orleans Louis A. Martinet Society, Inc."

"To support deserving law students and law student programs, which enhance the quality of legal education."

"To support public forums where lecture, discussion, and debates on legal subjects of public interest are presented to the general public."

"To finance in whole or in part litigation that is of significant public importance."

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"To publish scholarly writings on legal subjects to disseminate to the general public."

"To promote through scholarship and other media, the history and works of individuals who have furthered justice and equality in the African American community."

"To improve the administration of justice and to promote high ethical standards for lawyers and judges."

ARTICLE III MEMBERSHIP

- SECTION 1. All lawyer and law graduates who are members of the Greater Martinet Legal Society who are dedicated to the objectives and purposes of this organization as stated in Article II of the Articles of Incorporation and Article II of the Bylaws of this body are eligible for membership.
- SECTION 2. To be a member of the Board one must be elected by a majority vote of a quorum of the members present and voting at a regularly scheduled meeting.
- SECTION 3. Board members are expected to attend meetings. Therefore, it is the responsibility of each board member to provide notice to the President or the Secretary if h/she will be unable to attend a board meeting. The Board will determine dismissal after the occurrence of two unnoticed absences. Thereafter, removal of the board member will be placed on the agenda of the next board meeting and the board will vote regarding the removal."

ARTICLE IV MEETINGS

- SECTION 1. All meetings of the membership shall be conducted pursuant to Robert's Rules of Order.
- SECTION 2. The Annual Meeting shall be held in September of each fiscal year.
- SECTION 3. Regularly scheduled meetings will be held once monthly. *quarterly*
- SECTION 4. Fifty percent (50%) of the Board shall constitute a quorum.
- SECTION 5. Special meetings may be called by the Board of Directors at any time, provided, however that one (1) week's notice must be given to the Board.
- SECTION 6. All motions by electronic mail, shall only be permitted under emergency circumstances that require an immediate vote by the members of the Board. An emergency motion is one requiring a vote prior to the next scheduled meeting. Any member may make an emergency motion seeking its approval over the electronic mail system. Any such motion must be directed to all Board members.

A valid motion must include:

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Full and adequate disclosure and/or explanation must be made by the movant regarding all details surrounding the motion.

Fifty percent (50%) constitutes a quorum.

The motion must remain open for no less than 48 hours less weekends and holidays.

The number of votes for all approved must be recorded by the current Secretary.

All responses by board members, including any discussion and/or vote, shall be attached to the original motion and forwarded to all board members.

Nothing in this article shall prevent the movant from conducting discussions and/or providing details via the electronic mail system regarding a prior to presenting a motion at a scheduled meeting of the board.

ARTICLE V ELECTIONS

- SECTION 1. Election of the President-Elect, Vice-President, Secretary, and Treasurer shall be held annually at the November meeting. The newly-elected President-Elect, Vice-President, Secretary, and Treasurer, shall be in January.
- SECTION 2. The nominee receiving a majority of the votes cast from those eligible to vote, for that office shall be deemed elected to that office.

ARTICLE VI FISCAL YEAR

- SECTION 1. The fiscal year shall be from January 1 through December 31.
- SECTION 2. The Treasurer and the President shall be authorized to sign Checks.
- SECTION 3. The Treasurer shall give a monthly report of the financial condition of the organization.

ARTICLE VII COMMITTEES

- SECTION 1: The following committees are hereby established as standing committees:
- (a) Law Camp
 - (b) Bylaws
 - (c) Fundraising
 - (d) Legal Fairs
 - (e) Archival

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- SECTION 2. The President is authorized to appoint members to the various committees and to create special committees, as the need arises.
- SECTION 3. A member of the Board of Directors shall serve as an ex officio member of each standing committee.
- SECTION 4. Each committee shall have a chairperson. The chairperson is to be appointed by the President for a one (1) year term.
- SECTION 5. Each committee at the annual meeting shall give a report and as called for by the Board of Directors.

**ARTICLE VIII.
AMENDMENT OF BY-LAWS**

- SECTION 1. The following procedure must be followed to amend these By-laws:
- (a) The proposed amendment must be announced at the monthly meeting at least one (1) month before it is to be voted upon.
 - (b) Written notice of the proposed amendment must be given to all members at least two (2) weeks before the amendment is to be voted upon.
 - (c) A quorum of the membership (as defined in Article III, Section (4) must be present to vote on the proposed amendment; and
 - (d) The proposed amendment must receive a majority of votes cast when it is presented to the membership.