

BY LAWS OF THE  
GREATER NEW ORLEANS LOUIS A. MARTINET LEGAL SOCIETY, INC.

As Amended on August 15<sup>th</sup>, 2017

ARTICLE I: PURPOSE/MISSION STATEMENT

**SECTION I.** There shall be established the Greater New Orleans Louis A. Martinet Legal Society, Inc., the purpose of which shall be to encourage interchange of ideas, promote legal scholarship, advance the science of jurisprudence, promote the administration of justice, uphold the order and ethics of the courts and the profession of law and promote the welfare of the legal profession in Louisiana in keeping with the vision of Earl J. Amedee, Israel M. Augustine, Louis Berry, Lionel Johnson, Alvin Jones, Vance B. LaCour, Ernest N. Mortal, Revius O. Ortique, Jr., J.T. Powell, James Smith, A.P. Tureaud, Freddie Warren and Lawrence Wheeler, all of whom had the courage and foresight to found the Louis A. Martinet Legal Society of Louisiana, the precursor to this organization.

ARTICLE II: MEMBERSHIP

**SECTION 1.** All lawyers, law students, law school graduates, and undergraduate students with a demonstrated interest in pursuing a legal career in the Greater New Orleans Metropolitan area who are dedicated to the purposes of this organization as stated in Articles of Incorporation of this body are eligible to be "members" of the organization.

**SECTION 2.** To be member of this organization one must (a) complete a membership application; and (b) pay dues.

**SECTION 3.** The term "member in good standing" as used in the By-Laws means a member who has fully paid the dues made applicable by the By-Laws for the fiscal year.

**SECTION 4.** Undergraduate student members shall have no voting rights.

ARTICLE III: BOARD OF DIRECTORS

**SECTION 1.** The Greater New Orleans Louis A. Legal Martinet Society, Inc. shall be governed by the Board of Directors. The Board of Directors shall consist of the Executive Committee and the standing committee chairs. The members of the Executive Committee shall be elected and appointed in accordance with Articles IV and V. The standing committee chairs shall be appointed by the President in accordance with Article VIII.

**SECTION 2.** The Board of Directors shall be empowered to manage the affairs of the organization, and to make all decisions that cannot feasibly be brought to the members during a regularly scheduled meeting, 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 by acclamation of the general membership.

**SECTION 4.** Regular meetings of the Board of Directors shall be held at least quarterly, or otherwise as may be approved by the Board of Directors. Any additional meetings may be held on the call of the President. Notice of any meeting of the Board of Directors, stating the time, location, and agenda, shall be sent electronically to each Director not less than 48 hours before the meeting.

**SECTION 5.** A simple majority of the Board of Directors shall constitute a quorum. A quorum shall be needed to conduct official business at Board Meetings.

#### ARTICLE IV: EXECUTIVE COMMITTEE

**SECTION 1.** The members of the Executive Committee of the Board of Directors shall be elected annually by the entire membership.

The Executive Committee of the Board of Directors shall consist of the following officers: Immediate Past President, President, President-Elect, Vice-President of Membership, Vice-President of External Communications, Vice-President of Internal Communications and Treasurer, and President of the New Orleans Martinet Legal Foundation, Inc. The President of the Foundation shall be an ex-officio member with no voting rights.

**SECTION 2.** The duties of the several officers shall be as follows:

- A. President:** The President shall be the chief executive of the organization; he/she shall preside at all meetings of the entire membership and the executive committee; he/she shall have general and active management of business of the local chapter and shall see that all orders and resolutions of the organization are carried into effect; and, he/she shall have the general powers and duties of supervision and management usually vested in the office of the President of an organization.
- B. President-Elect:** The President-Elect shall assume the duties of the 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. The President-Elect shall maintain all official documents and records of the organization. The President-Elect shall also support the efforts of the President in working with the Board of Directors and membership to establish goals, priorities, policy, and programs to carry out the mission of the organization, and serve on or chair ad hoc committees, as needed. In the absence of the president, his/her duties shall devolve upon the President-Elect.
- C. Immediate Past President:** The duties of the Immediate Past President shall include, but are not limited to: advising the President in establishing goals, priorities, policy and programs to carry out the mission of the organization; serving on or

chairing ad hoc committees, as needed; and meeting with the committee chairs and conducting training for the Board of Directors, as needed.

- D. Vice-President of Membership:** In the absence of the President-Elect, his/her duties shall devolve upon the Vice-President of Membership, during the vacancy. The Vice-President of Membership shall develop and maintain an up to date database of the membership. In the absence of the Vice-President of External Communications, the duties of the Vice-President of External Communications shall devolve upon the Vice-President of Membership. The Vice- President of Membership shall also serve as parliamentarian at all general meetings.
- E. Vice-President of External Communications:** The Vice-President of External Communications sets the agenda for strategic short and long-term external communications efforts of the organization. The duties of the Vice-President of External Communications shall include, but are not limited to: developing and implementing an external communications strategy for the organization; handling all communications between the organization and the public; directing the advertising, marketing, and public relations efforts of the organization, overseeing social media and ensuring that the website is current; serving as a communications counselor and resource for the Board of Directors; ensuring brand standard adherence; and representing the organization as necessary for external communication. The Vice-President of External Communications shall also keep minutes of all meetings of the membership and Board of Directors.
- F. Vice-President of Internal Communications:** The Vice-President of Internal Communications shall handle all communications within the organization, including the regular newsletter, emails, and other correspondence to members. He/she shall give notice of all meetings of the organization. He/she shall also be responsible for coordinating the publication and dissemination of the newsletter. He/she shall further be charged with the performance of such services on behalf of the organization as may, from time to time, be determined by the Board of Directors.
- G. Treasurer:** The Treasurer shall have charge of all funds of the organization and their disbursements. The duties of the Treasurer are include but are not limited to: keeping an accurate accounting of all funds of the organization and presenting a report to the Board of Directors on at least a quarterly basis a full year-to-date report of the budget and financial activity of the organization; ensuring proper fiscal management of the organization; coordinating the timely submission of all required local, state and federal payments and reports; reviewing monthly bank statements; signing checks on a weekly basis; and causing the financial records to be audited as needed by an independent public accountant.

## SECTION 2.

- A. Vacancies:** If a vacancy should occur in the office of the President, the President-Elect shall assume the office of President. If a vacancy should occur in the office of President-Elect, the Vice-President of Membership 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 7 days' notice has been given to the

members. If a vacancy occurs in any other office, a special election shall be held at the next regularly scheduled meeting, provided that at least 7 days' notice has been given to all members.

- B. Recall:** Any officer may be recalled upon submission to the Board of Director of a petition containing the signature of two-thirds (2/3) of the voting members of the organization.

## **ARTICLE V: ELECTIONS**

**SECTION 1.** Election of the President-Elect, Vice-President of Membership, Vice-President of External Communications, Vice-President of Internal Communications and Treasurer shall be held annually at a meeting during the fourth quarter. The newly-elected President-Elect, Vice-President of Membership, Vice-President of External Communications, Vice-President of Internal Communications, and Treasurer, shall be installed during a meeting of the membership during the fourth quarter of the fiscal year. The outgoing President-Elect shall be installed as President at a meeting of the membership during the fourth quarter of the fiscal year.

**SECTION 2.** A nominating committee shall be appointed by the President and names of persons for the offices of President-Elect, Vice-President of Membership, Vice-President of External Communications, Vice-President of Internal Communications and Treasurer shall be submitted no later than two (2) weeks before the fourth quarter meeting during which the election shall take place. Nominations may be taken from the floor, and the nominee(s) must be present to accept nominations at the fourth quarter election meeting.

**SECTION 3.** All nominees must be members in good standing of the organization at the time of their respective nominations. Nominees for the offices of President, President-Elect, and Vice-President of Membership shall be members, in good standing with the Louisiana State Bar Association at the time they assume their respective posts.

**SECTION 4.** The nominee receiving a majority of the votes cast, from those eligible to vote, for that office shall be deemed elected to that office.

**SECTION 5.** Only those persons who are members in good standing shall be entitled to vote at elections. No proxy voting shall be allowed.

**SECTION 6.** The nominating committee shall be empowered to set up procedures and rules concerning the handling of elections for President, President-Elect, Vice President of Membership, Vice-President of External Communications, Vice-President of Internal Communications and Treasurer consistent with the provisions of this Article.

## **ARTICLE VI: 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 the fourth quarter of each fiscal year.

**SECTION 3.** Regularly scheduled meetings shall be called with 7 days' notice; however, upon giving 7 days' notice *via* written or electronic correspondence, the Board of Directors is authorized to reschedule the meeting.

**SECTION 4.** Fifteen percent (15%) of the voting membership shall constitute a quorum. If a quorum is not present at a regularly scheduled meeting, the Board of Directors may act after polling the voting members present, except for those duties specifically delineated by other sections of the Articles and By-Laws of the organization.

**SECTION 5.** The Board of Directors may call special meetings at any time, provided; however, that 7 days' written or electronic notice must be given to the membership.

**SECTION 6.** Special meetings may also be called by one-third (1/3) of the members in good standing upon the presentation of a petition signed by said members to the Vice-President of External Communications, provided, however, that 7 days' written or electronic notice must be given to the membership.

**SECTION 7.** The President is authorized to call an emergency meeting provided written or oral notice is given to the members in good standing.

**SECTION 8.** In circumstances deemed necessary, the President may, in his/ her discretion, authorize meetings to be conducted telephonically.

**SECTION 9.** In circumstances deemed necessary, the President may, in his/ her discretion, authorize the use of electronically transmitted ballots to allow or facilitate voting.

## ARTICLE VII: DUES AND FISCAL YEAR

**SECTION 1.** The dues to be paid by each member shall be established by the Board of Directors at the fourth quarter meeting of each fiscal year. The Board of Directors shall establish the categories of membership and the membership dues for each of the following categories:

- (a) Class 1: Law students and recent law school graduates;
- (b) Class 2: Public Interest and Government Attorneys;
- (c) Class 3: Those admitted to practice zero (0) to three (3) years;
- (d) Class 4: Those admitted to practice four (4) years to seven (7) years;
- (e) Class 5: Those admitted to practice eight (8) years or more; and
- (f) Class 6: Sustaining membership.

**SECTION 2.** The fiscal year shall be from October 1<sup>st</sup> through September 30<sup>th</sup>. Dues shall be payable on or before October 1<sup>st</sup> of each year.

**SECTION 3.** The Treasurer, President, the President-Elect, and Vice-President of Membership shall be authorized to sign checks on behalf of the Society. All checks issued on the Society's bank account shall require two signatures.

**SECTION 4.** The Treasurer shall give regular reports of the financial condition of the organization on a quarterly basis to the general body, and monthly basis to the Board. However, at the fourth quarter meeting, the quarterly report will be replaced by the annual report.

**SECTION 5.** The President-Elect shall submit to all members in good standing a written copy of the proposed budget for the upcoming fiscal year at the fourth quarter meeting. The budget will be voted on at the first quarter meeting.

**SECTION 6:** As an affiliate of the National Bar Association, the Louis A. Martinet Legal Society, Inc. shall pay affiliate chapter dues to the National Bar Association each year in accordance with the National Bar Association dues schedule. The President or a designee shall be the delegate for voting purposes at the Annual Convention of the National Bar Association.

#### ARTICLE VIII: COMMITTEES

**SECTION 1.** The following committees are hereby established as standing committees:

- (a) Executive Committee
- (b) Continuing Legal Education
- (c) Political Action
- (d) Nominating
- (e) Membership
- (f) Young Lawyers
- (g) Social
- (h) Gala
- (i) Community Service

**SECTION 2.** The functions of the Committees are as follows:

**A. Executive Committee:** The Elected Officers of the Board, as described in Article IV, along with the President of the Martinet Foundation, shall form the Executive Committee.

1. Members of the Executive Committee shall participate actively in the management of the organization via attendance at executive committee meetings and periodic executive committee planning and evaluation meetings. The President shall establish the schedule for all Executive Committee meetings.
2. The Executive Committee shall have power to make rules and regulations for the conduct of its business. Those powers and responsibilities, which are

specifically granted to the Executive Committee and are not to be construed as exclusive or restrictive in any manner, are as follows:

- a. The Executive Committee shall set the agenda for all Board of Directors meetings;
  - b. The Vice-President of External Communications shall record the minutes of each Executive Committee meeting.
  - c. The Executive Committee shall screen proposed projects, partnerships and events and ensure that all elements necessary for action by the Board of Directors are present when such proposals are presented to the Board of Directors;
  - d. The Executive Committee may make recommendations concerning any proposal that comes before the Board of Directors.
3. The Executive Committee shall monitor external events affecting the business of the organization and respond accordingly;
  4. The Executive Committee shall develop a strategic plan on an annual basis;
  5. The Executive Committee shall refer any financial decisions to the Board of Directors;
  6. The Executive Committee shall oversee and monitor all of the committees formed as part of the organization. This charge includes meeting regularly with the committee chairs to ensure the smooth operation of each committee and having the authority to recommend to the Board of Directors such action as may be required to assure proper operation of all committees; and
  7. In addition, the Executive Committee shall have and exercise all the powers which the laws of the State of Louisiana or resolutions of the Board of Directors permit or impose and shall have the power to affix the seal of the Corporation to all papers which it may deem to require it.

**B. Continuing Legal Education:** To facilitate the continuing legal education of the Society through seminars, and workshops, etc.

**C. Political Action:** To hold educational forums relating to judicial candidates; to serve as liaisons between the Society and the judiciary to address such issues as local ad hoc appointments and the nominations of individuals to the federal bench. To keep the Society informed of proposed changes in legislation and to coordinate the Society's efforts to influence the same.

**D. Nominating:** To develop a slate of officers to be presented to the membership for election at the fourth quarter meeting.

**E. Membership Committee:** To focus on recruitment and retention of members into the organization. The committee shall be chaired by the Vice-President of Membership and maintain an up-to-date database of members.

**F. Young Lawyers' Committee:** This committee shall be established for the purpose of sponsoring and carrying on activities of particular interest and value to young lawyers, supporting the professional development of African-American attorneys,

and fostering discussion and interchange of ideas between recent admittees and experienced lawyers relative to duties, responsibilities, and issues of the young, African-American lawyers in Louisiana. Additionally, the Young Lawyer's Committee shall serve as a supportive network for law students.

1. Every member 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 eligible to serve on the Young Lawyers Committee.
2. The Young Lawyers' Committee shall also include a Law Student Subcommittee. This subcommittee is formed to support the professional development of African-American law students, encourage their interest and participation in activities of the Greater Louis A. Martinet Legal Society, Inc., and provide opportunities for law students to meet socially with lawyers. The chair of this subcommittee shall be held by one or both current presidents of the Black Law Student Associations of Loyola University and Tulane University.
3. Every member who is currently attending a Louisiana law school is eligible for membership in Law Student Subcommittee.

**G. Social:** To coordinate the annual Holiday Party and other social receptions, happy hours and events as needed for the membership.

**H. Gala:** To coordinate the annual Scholarship Jazz Brunch (the "Gala"), develop a budget for the event, receive and determine scholarship awards, and all other awards and presentations at the annual Gala.

**I. Community Service:** To coordinate community service efforts for the organization consistent with the mission of the organization and the priorities of the Board.

**SECTION 3.** The President is authorized to appoint chairs and members to the various committees and to create special committees as the need arises. Special committees may be dissolved at the completion of the designated task or at the end of the Presidential term.

**SECTION 4.** A member of the Executive Committee of the Board of Directors shall serve as an ex-officio member of each standing committee.

**SECTION 5.** Each committee shall have a chairperson who shall be appointed by the President for a one (1) year term.

**SECTION 6.** At the fourth quarter meeting, and as called for by the Board of Directors, each committee shall give a report.

#### ARTICLE IX: NEW ORLEANS LOUIS A. MARTINET LEGAL FOUNDATION

**SECTION 1.** There shall be established a New Orleans Martinet Legal Foundation of the Greater New Orleans Louis A. Martinet Legal Society, Inc.



**SECTION 2.** This Foundation shall be established for the purpose of scholarship, charity and community service.

**SECTION 3.** Members of the Foundation shall consist of all persons who are members in good standing with the Greater New Orleans Louis A. Martinet Legal Society, Inc.

**SECTION 4.** The New Orleans Martinet Legal Foundation shall be governed in accordance with its By-Laws and Articles of Incorporation.

ARTICLE X: POLITICAL ACTIVITIES

**SECTION 1.** The organization may publish and publicize the results of any preferential poll for Candidates for Judicial office conducted by the organization.

**SECTION 2.** Judges shall not participate in any political activities or preferential polls.

ARTICLE XI: AMENDMENT OF BY-LAWS

**SECTION 1.** The following procedure must be followed to amend these By-Laws:

- (1) 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.
- (2) A quorum of the membership (as defined in Article VI, Section 4) must be present to vote on the proposed amendment; and
- (3) The proposed amendment must receive a majority of votes cast when it is presented to the membership.