

ARTICLE I NAME

The name of this organization shall be: LOUISIANA NOTARY ASSOCIATION (hereinafter referred to as the association).

ARTICLE II OBJECT

This organization shall be organized for the public benefit exclusively for educational and historical purposes:

To provide information and educational opportunities regarding the public office of the commissioned Louisiana civil law notary and the official duties of that public official, and

To preserve the traditions and cultural heritage afforded by the unique and superior principles of law as set forth in the Louisiana Civil Code.

ARTICLE III MEMBERSHIP

Section 1: Membership shall consist of active members and allied members.

Section 2: Active membership shall be limited to notaries commissioned by the State of Louisiana, whose applications are accepted without objection from the board of directors. Ex-officio notaries are not eligible for active membership.

Section 3: Allied membership shall be limited to persons or companies who are interested in the office of notary public. Allied membership shall be by invitation of the association. Allied members may have limited rights and privileges of the association but may not hold elective office, may not serve as delegate or alternate to meetings, and shall have no vote.

ARTICLE IV DUES

Section 1: Annual dues shall be set by the board of directors.

Section 2: Dues shall be payable to the Treasurer on January 1st. Members whose dues are not paid by March 15th shall be automatically dropped from membership in the association.

Section 3: A member may resign by written resignation to the association provided dues have been paid.

Section 4: Reinstatement to active membership shall be made by consent of the board of directors.

ARTICLE V OFFICERS & DIRECTORS

Section 1: There shall be nine elected directors of this association who shall be elected by the membership to serve on the board of directors. Officers shall include a president, vice-president, secretary, and treasurer and shall be elected by the board of directors from within its membership.

Section 2: Qualifications of directors. Directors shall be active members of the association. If a director ceases to be a member, his election is forfeit and his office is vacant.

Section 3:

A. Nominations:

- 1. A nominations committee of three (3) active members will be appointed by the board of directors.
2. The committee shall report the official ballot which shall include the names of all nominees who have a) submitted the nominating petition(s) of at least five active members and b) who have consented in writing to 1) uphold the bylaws of the association, 2) attend all meetings of the board and 3) accept committee service. The committee shall make no recommendation on nominees.
3. The official ballot shall identify each nominee by name and city; nominees shall be listed on the ballot alphabetically by last name. There shall be spaces for write-in votes for as many

directors as are to be elected.

4. The committee shall provide for each nominee to include such statement and/or information as the nominee may care to provide, subject to reasonable limitations of space as shall be determined by the committee, and which statement and/or information shall be distributed with the official ballot sent to the members entitled to vote, using the method the member has designated for delivery of meeting notices.

5. The committee shall be authorized to develop all necessary official forms, procedures, and deadlines for use in properly discharging its duties under this section.

B. Election

1. The election of directors shall be by mail ballot or secure Internet ballot using a system that ensures voting integrity. Only members of record at the time official notice of the annual meeting is given shall be eligible to vote in the election of directors.

2. The deadline for casting a ballot shall be one week before the date the annual meeting is scheduled to occur. Ballots submitted by mail must be postmarked no later than the deadline for casting a ballot, and must be received no later than three days after the deadline to be counted.

3. The voting results shall be announced at the annual meeting. Those persons receiving the largest number of votes shall be elected as directors. In the event of a tie, the decision shall be by lot.

4. If, because of the occurrence of a fortuitous event, the annual meeting must be rescheduled beyond the fall, the election of directors shall nevertheless be conducted during the fall as if the annual meeting were being held timely. In such case, the board of directors shall fix the membership record date for voting and the deadlines for casting ballots. The president shall notify the members of the results of the election to the membership using the method the member has designated for delivery of meeting notices.

C. Board-elect. The board-elect is authorized to meet after its election and before the adjournment of the annual association business meeting at a fixed time announced in the notice of the annual meeting, for the sole and exclusive purpose of nominating and electing its officers for the term beginning the following January 1.

Section 4: Term of office.

A. The term of office for each director shall be for two years, or until successors are elected and assume office. Officers and directors will assume their duties on January 1 of the calendar year following their election.

B. Five directors will be elected for terms beginning in even numbered years, and four will be elected for terms beginning in odd numbered years.

Section 5: Vacancies

A. In the event of a vacancy occurring in the office of president, the vice president automatically becomes president for the unexpired term.

B. A vacancy in the office of vice president, secretary, or treasurer shall be filled by the board of directors at the first meeting of the directors after the vacancy occurs.

C. A vacancy in the office of director with less than a year remaining in the director's term shall be filled by the board of directors at the first meeting of the directors after the vacancy occurs.

D. A vacancy in the office of director with a year or more

119 remaining in the director's term shall be filled by the membership
120 by a special election. The special election shall be conducted in
121 accordance with the provisions for nominations and elections in
122 advance of annual meetings, except that the board of directors
123 shall establish the deadline for casting a ballot and include that
124 date on the ballot submitted to the members.

125 ARTICLE VI DUTIES OF OFFICERS & DIRECTORS

126 Section 1: The officers and directors shall perform the duties
127 prescribed by these bylaws and the parliamentary authority adopted
128 by the association.

129 Section 2: The president shall preside at all meetings; may appoint a
130 parliamentary; may appoint all standing and special committees
131 except the nominations committee; and may countersign checks.

132 Section 3: The vice-president shall serve as assistant to the president.
133 In the absence of the president, the vice-president shall perform those
134 duties. The vice-president may countersign checks.

135 Section 4: The secretary shall keep a record of the proceedings of the
136 association meetings; send the president a copy of the minutes; write
137 letters as requested by the president; be responsible for keeping the
138 membership roll alphabetically. The secretary may countersign
139 checks.

140 Section 5: The treasurer shall have custody of all funds and shall
141 disburse such funds as authorized by the board of directors, with
142 checks being signed by the treasurer or any two officers authorized to
143 sign checks; keep an itemized account of all funds audited annually by
144 the finance committee; present a report to the board at its regular
145 meetings, and an annual itemized report to the association. The
146 treasurer shall maintain a current list of all active and allied members.

147 ARTICLE VII MEETINGS

148 Section 1: There shall be an annual meeting in the Fall of each year
149 which shall be for the purpose of receiving reports of officers and
150 committees and for any other business that may arise. Written notice
151 of the time and place of the annual meeting shall be sent to the
152 members at least fourteen days prior to the meeting.

153 Section 2: Special meetings may be called by the president or by the
154 board of directors and shall be called upon written request of five
155 members of the association. The purpose of the meeting shall be
156 stated in the call. Written notice of the time and place of special
157 meetings shall be sent to the membership at least 14 days prior to the
158 meeting.

159 Section 3: Members shall designate their preferred delivery method
160 for written notices of meetings requiring notice by filing a written
161 designation with the secretary. In the absence of a written designation,
162 notice shall be deemed given when deposited in the U.S. Mail.

163 Section 4: A quorum at the annual meeting or at a special meeting
164 shall consist of the members present.

165 ARTICLE VIII BOARD OF DIRECTORS

166 Section 1: The board of directors shall have general supervision of the
167 affairs of the association between its annual meetings. All powers of
168 the association shall be vested in the board of directors.

169 Section 2: Unless otherwise ordered by the board, regular meetings of
170 the board of directors shall be held monthly. Special meetings of the
171 board may be called by the president and shall be called upon written
172 request by any three members of the board. Special meetings of the
173 board shall require five (5) days written notice, however, board
174 members may consent and waive notice of special meetings.

175 Section 3: A quorum of the board of directors shall be four (4), or a
176 majority of the board members, whichever is less.

177 Section 4: A director who is absent for two consecutive regular board

178 meetings may be removed from office by a majority vote of the board
179 of directors at any regular or special meeting of the board.

180 Section 5: Synchronous Electronic Meetings:

181 A. The board of directors may conduct its regular or special
182 meetings by synchronous electronic communication provided that:

183 1. All board members have access to the necessary equipment
184 for participation in the meeting; and

185 2. All participants must be able to simultaneously hear and/or see
186 all other participants;

187 B. A member participating in a synchronous electronic meeting
188 shall be deemed present when they respond to roll call and shall be
189 assumed present until they notify the meeting that they are leaving
190 the meeting or until meeting is adjourned.

191 C. The board of directors shall adopt special rules of order for the
192 conduct of meetings held by synchronous electronic means to
193 specifically provide rules for obtaining the floor, and other rules as
194 may be appropriate in order to ensure the ability for all directors to
195 participate fully in the deliberations of the board during the
196 meeting.

197 ARTICLE IX COMMITTEES

198 Section 1: Standing committees appointed by the president shall be:
199 Finance, Membership, Publications, Legal Research, and Convention,
200 and others as may be authorized by the association, the board of
201 directors, or the president.

202 Section 2: Duties of committees:

203 Finance: Shall prepare the annual budget for submission at the
204 annual meeting, and shall audit the association accounts annually.
205 The treasurer may serve as an ex-officio member of the committee,
206 but shall have no vote on matters concerning the audit of accounts.

207 Membership: Shall develop and recommend to the board of
208 directors programs for membership recruitment and retention, and
209 shall administer those programs.

210 Legal Research: Shall monitor and report on existing and
211 proposed laws of the state affecting the office and the duties of the
212 Louisiana civil law notary public

213 Publications: Shall develop and be responsible for all publications
214 of the association such as may be approved by the board of
215 directors.

216 Convention: Shall plan an annual convention of the association.

217 Section 3: The president shall be ex-officio a member of all
218 committees.

219 ARTICLE X PARLIAMENTARY AUTHORITY

220 The rules contained in the current edition of *Robert's Rules of Order,*
221 *Newly Revised* (RONR) shall govern this association in all cases to
222 which they are applicable, and in which they are not inconsistent with
223 these bylaws, any special rules of order the association may adopt,
224 and any statutes applicable to this organization that do not authorize
225 the provisions of these bylaws to take precedence.

226 ARTICLE XI AMENDMENTS

227 These bylaws may be amended at any regular or special meeting of
228 the association by a two-thirds vote of those present and voting
229 provided written notice of the proposed amendment is included in the
230 notice of the meeting at which the proposed amendments are to be
231 decided. Proposed amendments shall be submitted in writing and
232 signed by two members.

233 ARTICLE XII DISSOLUTION

234 In the event of dissolution of this association, the assets shall be
235 liquidated and distributed in accordance with the wishes of the

236 membership and the laws of the State of Louisiana and the United
237 States of America. None of the funds shall inure to the benefit of
238 individual members.

CERTIFICATE OF SECRETARY

I, Theresa Martin, secretary of the Louisiana Notary Association, hereby certify that the foregoing bylaws are the complete bylaws of the Louisiana Notary Association as amended at the November 17, 2016 annual meeting of the association.

Dated this 17th day of **November, 2016**



Theresa Martin, Secretary