

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.

C. No person shall be eligible to serve three consecutive terms as a director.

Proviso: The subsection shall not prevent any director whose current term ends December 31, 2018, from completing his or her current term, and shall not prevent any person elected for the term beginning January 1, 2018 from taking office and serving that full term.

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

119 shall be filled by the board of directors at the first meeting of the  
120 directors after the vacancy occurs.

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

125 D. A vacancy in the office of director with a year or more  
126 remaining in the director's term shall be filled by the membership  
127 by a special election. The special election shall be conducted in  
128 accordance with the provisions for nominations and elections in  
129 advance of annual meetings, except that the board of directors  
130 shall establish the deadline for casting a ballot and include that  
131 date on the ballot submitted to the members.

#### 132 ARTICLE VI DUTIES OF OFFICERS & DIRECTORS

133 Section 1: The officers and directors shall perform the duties  
134 prescribed by these bylaws and the parliamentary authority adopted  
135 by the association.

136 Section 2: The president shall preside at all meetings; may appoint a  
137 parliamentarian; may appoint all standing and special committees  
138 except the nominations committee; and may countersign checks.

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

142 Section 4: The secretary shall keep a record of the proceedings of the  
143 association meetings; send the president a copy of the minutes; write  
144 letters as requested by the president; be responsible for keeping the  
145 membership roll alphabetically. The secretary may countersign  
146 checks.

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

#### 154 ARTICLE VII MEETINGS

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

160 Section 2: Special meetings may be called by the president or by the  
161 board of directors and shall be called upon written request of five  
162 members of the association. The purpose of the meeting shall be  
163 stated in the call. Written notice of the time and place of special  
164 meetings shall be sent to the membership at least 14 days prior to the  
165 meeting.

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

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

#### 172 ARTICLE VIII BOARD OF DIRECTORS

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

176 Section 2: Unless otherwise ordered by the board, regular meetings of  
177 the board of directors shall be held monthly. Special meetings of the

178 board may be called by the president and shall be called upon written  
179 request by any three members of the board. Special meetings of the  
180 board shall require five (5) days written notice, however, board  
181 members may consent and waive notice of special meetings.

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

184 Section 4: A director who is absent for two consecutive regular board  
185 meetings may be removed from office by a majority vote of the board  
186 of directors at any regular or special meeting of the board.

#### 187 Section 5: Synchronous Electronic Meetings:

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

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

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

194 B. A member participating in a synchronous electronic meeting  
195 shall be deemed present when they respond to roll call and shall be  
196 assumed present until they notify the meeting that they are leaving  
197 the meeting or until meeting is adjourned.

198 C. The board of directors shall adopt special rules of order for the  
199 conduct of meetings held by synchronous electronic means to  
200 specifically provide rules for obtaining the floor, and other rules as  
201 may be appropriate in order to ensure the ability for all directors to  
202 participate fully in the deliberations of the board during the  
203 meeting.

#### 204 ARTICLE IX COMMITTEES

205 Section 1: Standing committees appointed by the president shall be:  
206 Finance, Membership, Publications, Legal Research, and Convention,  
207 and others as may be authorized by the association, the board of  
208 directors, or the president.

#### 209 Section 2: Duties of committees:

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

214 Membership: Shall develop and recommend to the board of  
215 directors programs for membership recruitment and retention, and  
216 shall administer those programs.

217 Legal Research: Shall monitor and report on existing and  
218 proposed laws of the state affecting the office and the duties of the  
219 Louisiana civil law notary public

220 Publications: Shall develop and be responsible for all publications  
221 of the association such as may be approved by the board of  
222 directors.

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

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

#### 226 ARTICLE X PARLIAMENTARY AUTHORITY

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

#### 233 ARTICLE XI AMENDMENTS

234 These bylaws may be amended at any regular or special meeting of  
235 the association by a two-thirds vote of those present and voting

236 provided written notice of the proposed amendment is included in the  
237 notice of the meeting at which the proposed amendments are to be  
238 decided. Proposed amendments shall be submitted in writing and  
239 signed by two members.

240 **ARTICLE XII DISSOLUTION**

241 In the event of dissolution of this association, the assets shall be  
242 liquidated and distributed in accordance with the wishes of the  
243 membership and the laws of the State of Louisiana and the United  
244 States of America. None of the funds shall inure to the benefit of  
245 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 October 22, 2017 annual meeting of the association.

Dated this 3<sup>rd</sup> day of **November, 2017**



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Theresa Martin, Secretary