

**ARTICLES OF INCORPORATION
OF THE LOUISIANA BAR FOUNDATION, AS AMENDED**

ARTICLE I.

Name

The name of this organization shall be "Louisiana Bar Foundation."

ARTICLE II.

Purposes

Section 1. The purposes of this organization shall be to promote the following educational, literary, scientific and charitable purposes or any of them:

- (a) To improve and facilitate the administration of justice.
- (b) To promote study and research in the field of law, the diffusion of knowledge thereof, and the continuing education of lawyers.
- (c) To cause to be published and to distribute addresses, reports, treatises and other literary works on legal subjects and to acquire, preserve and exhibit rare books and documents, objects of art, and items of historical interest having legal significance or bearing on the administration of justice.
- (d) To provide or fund legal services to the indigent and mentally disabled.
- (e) To take by bequest, devise, gift, grant, purchase, lease or otherwise and to hold, manage and use for the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein; to convey, sell or otherwise dispose of such property and to invest, reinvest and manage the same, including the right to vote any stocks so held, in such manner as in the judgment of the directors of this organization will best promote its purpose.
- (f) To do and perform all acts and things which are legitimate and are reasonably calculated to promote the interests and carry out the purposes of this organization.

Section 2. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in section 501 (c) (3) of the Internal Revenue Code of 1954, or (2) as a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954.

Section 3. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

ARTICLE III.
Membership

Section 1. Each member of the Foundation other than those qualified by article III, section 2. paragraphs b of the by-laws, shall be a member of the Louisiana State Bar Association who is interested in the purposes of the Foundation.

Section 2. Members shall be admitted by the directors in the manner determined by the By-Laws.

Section 3. The terms of membership of members shall be established by the By-Laws.

Section 4. Each member shall be entitled to one vote at meetings of the Foundation, but no member of the Foundation shall have any vested right, privilege or interest of, in or to the assets, functions, affairs or franchise of the Foundation, or any right, interest or privilege which may be transferable or inheritable or which shall continue if his membership ceases or while he is not in good standing.

Section 5. Membership shall be terminated in the manner provided by the By-Laws. If a member, other than one qualified by article III, section 2, paragraph b of the by-laws, ceases to be a member of the Louisiana State Bar Association, his membership in the Foundation shall be thereby terminated. A membership may be terminated for cause by concurrence of a majority of all directors of the Foundation after due notice to the member and an opportunity to be heard.

Section 6. Members shall meet annually at the time provided in the By-Laws and special meetings may be called in the manner provided in the By-Laws. [As Amended June 2008]

ARTICLE IV.
Directors

Section 1. The affairs of the Foundation shall be managed by a board of directors consisting of twenty- three (23) members, seven (7) of whom shall be directors by virtue of their office or appointment and sixteen (16) shall be elected. Board members should be representative of the diverse ethnic, gender, legal and geographic communities of Louisiana and have demonstrated a commitment to and familiarity with the Louisiana civil legal aid community. [As Amended June, 2002] [As Amended June, 2003] [As Amended June, 2009] [As Amended April, 2017]

Section 2. Seven (7) directors shall be selected by virtue of office or appointment as follows: [As Amended April, 2017]

- (a) An officer of the Louisiana State Bar Association, who is a member of the Foundation; [As Amended April, 2017]
- (b) A member of the Board of Governors of the Louisiana State Bar Association who is a member of the Foundation; [As Amended April, 2017]

- (c) A representative of the Louisiana State Bar Association who is a member of the Foundation, to be appointed by the House of Delegates of the Louisiana State Bar Association;
- (d) The immediate past president of the Louisiana Bar Foundation; [As Amended June, 2002]
 - (e) A District Judges Association designee; and [As Amended June, 2003]
 - (f) A Member-At-Large to be appointed by the LBF President. [As Amended June, 2003]
- (g) A representative of the Louisiana philanthropic community at large. [As Amended April, 2017]

Section 3. Sixteen (16) directors of the Foundation shall be elected at the annual meeting of the members in the manner provided by the By-Laws. [As Amended April, 2017]

Section 4.

- (a) The term of office of elected directors, their removal from office and the filling of the vacancies shall be determined by the By-Laws.
- (b) The officer and the member of the Board of Governors of the Louisiana State Bar Association, shall be directors of the Foundation for a one-year term in office. The representative of the Louisiana State Bar Association designated by the House of Delegates shall serve a three-year term. Thereafter, this representative shall not be eligible for reappointment to this seat for a period of three years. [As Amended April, 2017]
- (c) Directors other than those mentioned in Article IV, Section 2 of the Articles of Incorporation shall be elected for three-year terms as provided in the By-Laws.

Section 5. Any vacancy in the elected positions on the Board may be filled by the majority vote of the remaining members of the Board.

Section 6. Regular meetings of the Board of Directors shall be held at such times and places and upon such notice as may be fixed by standing resolution or by the By-Laws of the Foundation. Special meetings may be held at any time upon the call of the President of the Board or any three of the Directors, who shall give at least five days' written notice of any special meeting stating the purpose thereof. At any meeting of the Board of Directors, a majority thereof shall constitute a quorum. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of Board.

ARTICLE V. Officers

Section 1. The Board of Directors shall elect a President, who shall have such powers and duties as generally pertain to the office of president of an organization and chairman of a board of directors. The Board of directors shall also elect a Vice President, a Secretary and a Treasurer and such other officers as it may deem proper. The office of Secretary and Treasurer may be combined and held by one person. [As Amended of June, 2009]

- (a) President. The President shall preside at all meetings of the members and the Board of Directors. The President shall have general charge and supervision of the Corporation. The President shall perform such other duties as are incident to the office or are required by the Board of Directors. Prior to serving as the President, the member must have served as either the Vice President, Treasurer or Secretary.
- (b) Vice President. The Vice President shall assume the duties of the President in his or her absence. The Vice President, when so acting for the President, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such powers and perform such other duties as from time to time may be prescribed by the President, the Board of Directors, or the By-Laws. The Vice President may succeed the President at the end of the President's term with nomination and approval by the Board of Directors in accordance with the By-Laws.
- (c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and exercise general supervision over the receipt, custody, and disbursement of Corporate funds. The Treasurer shall perform all other duties assigned by the President or the Board of Directors. The Treasurer may succeed the Vice President at the end of the Vice President's term with nomination and approval by the Board of Directors in accordance with the By-Laws.
- (d) Secretary. The Secretary shall keep or cause to be kept the minutes of meetings and a register showing the names of the members, directors, and officers with their addresses. The Secretary shall assure that notice is given in conformity with the Bylaws of all meetings of the members and the Board of Directors. The Secretary shall also perform all other duties assigned by the President or the Board of Directors. The Secretary may succeed the Treasurer at the end of the Treasurer's term with nomination and approval by the Board of Directors in accordance with the By-Laws.

Section 2. The powers and duties of the officers may from time to time be determined or changed by the Board of Directors.

Section 3. All officers shall be elected for one-year terms, but may be removed from office at any time by the Board of Directors. An officer may be elected to succeed himself/herself.

Section 4. Prior to serving as an officer of the LBF, a member must have served on the Board of Directors for at least one year. [As Amended June, 2009]

**ARTICLE VI.
Compensation**

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons, except that the corporation through its Board of Directors shall be authorized to employ a staff and pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II hereof, and reimburse any expenses incurred by officers or members in pursuit of the objectives of this organization.

**ARTICLE VII.
By-Laws**

The Directors of the Foundation may adopt such By-Laws for the government of the Foundation, consistent with these Articles of Incorporation, as are designed to carry out the objects of the Foundation.

**ARTICLE VIII.
Duration**

The corporation shall enjoy perpetual corporate existence.

**ARTICLE IX.
Registered Office**

The location and post office address of this corporation's registered office is 1615 Poydras Street, Suite 1000, New Orleans, Louisiana 70112 or such other location as may be thereafter from time to time approved by the Board of Directors. [As amended June 7, 2004] [As Amended April, 2017]

**ARTICLE X.
Directors and Officers Indemnification**

Every director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Foundation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI.
Dissolution

Upon the dissolution of the corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations provided these distributions are deductible under Section 170 (c) of the Internal Revenue Code of 1954. Any of such assets not so distributed within a reasonable period of time after the dissolution of the corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the parish in which the principal office of the corporation last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the corporation was organized.

ARTICLE XII.
Amendment

Section 1. The Articles of Incorporation may be amended in the manner provided by law. However, an amendment must be authorized by the vote of at least majority of the Members of the Foundation present at a meeting called for the purpose of considering any such proposal.

Section 2. All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and statutes which succeed such provision.