

**AMENDMENT AND RESTATEMENT
OF THE
BY-LAWS
OF
LOUISIANA LAND TITLE ASSOCIATION**

**ARTICLE I
NAME**

The name of the Association shall be:

LOUISIANA LAND TITLE ASSOCIATION

**ARTICLE II
MEMBERSHIP**

2.1 Membership:

This Association shall be non-profit and on a non-stock basis. Membership in this Association shall be established by the Articles of Incorporation of the Association.

2.2 Members' Interest In Association Property:

No member, by virtue of membership, shall have any right, title, or interest, either legal or equitable, in or to the property of the Association. In the event of dissolution, any assets of the Association remaining after payment of its obligations shall be distributed to one or more regularly organized charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

**ARTICLE III
MEETINGS**

3.1 Annual Meeting and Special Meeting of Membership:

The Association shall hold an annual meeting at a time and place fixed by the Board of Directors. Members shall be given ten (10) days prior notification of the time and place of an annual meeting. The Association may hold special general membership meetings each year as the Board of Directors shall deem necessary after ten (10) days notice to the membership.

3.2 Notice of Meetings:

All meetings of the membership shall be convened either with a written notice mailed to the member, postage prepaid, or by electronic mail, to the last known address, unless waived by the member in writing. The notice shall contain the date, time, place, purpose and agenda for the meeting. Any proposed changes to the Articles of Incorporation must be submitted to the Board of Directors not less than Thirty (30) days prior to an annual or special meeting of the membership.

3.3 Meeting of the Board of Directors:

(A) Regular Meeting:

- 1) Regular meetings of the Board of Directors shall be held during the Annual Meeting of Members at the time and place designated by the President;
- 2) The Board of Directors shall meet not less than once per calendar quarter. Such meetings shall be called by the President with at least a five (5) day notification stating the time, place, and agenda for the meeting.

(B) Other Meetings:

Special meetings of the Board of Directors may be called by not less than four (4) board members with at least ten (10) days notification stating the time, place, purpose and agenda for the meeting.

(C) Meetings by mail, electronic mail or telephone:

- 1) The President may call any meeting of the Board of Directors with a telephone conference, provided that each Board Member has been properly notified.
- 2) When a matter arises, in the opinion of the President, that requires prompt or immediate action by the Board of Directors; the Board may meet by mail including facsimile, electronic mail or telephone without the required notification.

(D) Attendance Requirement:

Absent extenuating circumstances approved by the Board of Directors, a member of the Board of Directors shall attend a minimum of one-half (1/2) of the duly called meetings of the Board of Directors during each calendar year. Failure to meet this attendance requirement shall result in immediate dismissal from the Board of Directors.

ARTICLE IV DUES

4.1 Payment and Amount:

Each member shall pay dues on or before September 30th of each year in accordance with a schedule fixed by the Board of Directors.

4.2 Default in Payment of Dues:

A member in default of dues shall be notified in writing that the default will be reported to the Board of Directors and that member benefits have been suspended. If a report is made, the Board of Directors may, without further notice, strike the member from the roll for nonpayment of dues; provided, however, that the Board of Directors in its discretion, by a majority vote of the Board, may reinstate the member upon payment of its current year's dues.

ARTICLE V ELECTION OF BOARD OF DIRECTORS AND OFFICERS

5.1 Board of Directors:

The direction and administration of this Association shall be vested in the Board of Directors of (15) fifteen active members, consisting of (14) fourteen elected by the membership, and the immediate past President. Five (5) members shall represent title insurance underwriters. Each director shall be elected for a period of three (3) years in accordance with the by-laws, except the immediate past President shall serve until replaced by the outgoing President.

5.2. Election of Directors.

A member desiring to be elected to the office of director and otherwise being qualified, may place his name in nomination by written request delivered to the Secretary at the office of the Association or at such other address as directed by the Secretary, provided such request is received by the last Friday in September of each year. Notice of the proposed election of Directors shall be provided to the Membership by the Secretary on or before September 15th of each year. The Secretary shall distribute either electronic or mail ballots for the election of directors to the membership on or before October 7th of each year. Members shall have until October 21st of each year to cast and return their ballots to the Association. The members receiving the highest number of votes for the number of directors to be elected and being otherwise qualified to fill the expiring office of director shall be deemed elected by the membership of the Association and shall take

office after being sworn in. The term of office of each newly elected director shall commence at the conclusion of the Annual Meeting of the Membership. Should a date or day designated herein fall on weekend or a legal holiday, the next business day shall be substituted for such date or day.

5.3 The President, President-elect and Vice-President and Secretary-Treasurer shall be elected by the Board for a one (1) year term at the annual meeting of the Association. No officer, except the Secretary/Treasurer, may be elected to the same office for more than two (2) consecutive terms. The Secretary/Treasurer may be re-elected up to a maximum of five(5) consecutive terms. The immediate Past President shall serve on the Board of Directors until replaced by the newly elected President.

5.4 The President-elect shall succeed to the office of President and shall serve as President at the adjournment of an annual meeting.

5.5 Vacancies:

- (A) If the Office of President shall become vacant, the President-elect shall become President of the Association for the unexpired term, but this shall not preclude the President-elect from becoming President as though he never assumed the unexpired term;
- (B) In the event the Office of the President-elect becomes vacant, the Board shall elect another President-elect for the unexpired term;
- (C) The Board of Directors shall elect all vacancies and other officers on the Board for the remainder of the unexpired term.

**ARTICLE VI
STANDING COMMITTEES OF MEMBERSHIP**

6.1 The Standing Committees of the Association are, abstractors, finance, legislative, governmental affairs, membership, public relations and Department of Insurance Liaison Committee. Except as specifically provided below, the President shall appoint and determine the composition and number of members of each Standing Committee. The term of membership shall end with the adjournment of the annual meeting following the member's appointment.

- (A) Abstractors Committee shall be composed of a chair and other members;
- (B) Finance Committees shall be composed of the President, President- elect and the treasurer;
- (C) The Legislative Committee shall consist of a Chair, Co-Chair and other members.

- (D) The Governmental Affairs Committee shall be composed of the President, President-elect, a chair and other members;
- (E) Membership Committee shall be composed of a chair and other members;
- (F) Public Relations Committee shall be composed of a chair, and other members;
- (G) The Department of Insurance Liaison Committee shall consist of a chair and other members.

.2 Other Committees: The President is authorized and empowered to create committees, not provided for or specified in these By-Laws, that it deems necessary to carry out the orderly functions of the association in accordance with its object and purposes. Unless otherwise provided in the resolution creating the committee, the term of membership shall end with the adjournment of the annual meeting of the association following the member's appointment.

ARTICLE VII DUTIES OF THE BOARD OF DIRECTORS, OFFICERS, COMMITTEES

7.1 The Board of Directors shall be responsible for the welfare of the Association and shall have authority to perform all acts or duties necessary as provided for in the Articles of Incorporation of the Association.

7.2 The President shall be the chief executive officer of the association and an ex-officio member of all committees and shall appoint all committees, fill all vacancies, and preside at all meetings of the Association.

7.3 The President-elect shall perform the duties of the President in the event of the President's absence or inability to act.

7.4 The Vice-President shall perform the duties of the President and President-elect's absence or their inability to act.

7.5 The Secretary-Treasurer shall perform the following duties:

- (A) As Secretary he shall attend all sessions of the Board of Directors and all meetings of the Association and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Association and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

- (B) As Treasurer he shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current editions of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

ARTICLE IX INDEMNIFICATION

The Association shall indemnify a present or former officer, Board member, committee member, trustee or employee of the Association or any appointed person who served as an officer, director, or employee. Each person shall be entitled to indemnity from the Association against any judgments and expenses, including attorney fees, actually and necessarily incurred in connection with an action, suit, proceeding, or appeal, whether civil or criminal in nature, in which the said person is made a party by reason of being or having been an officer, Board member, committee member, or employee, except in relation to matters in which the said person shall be adjudged in the action, suit, or proceeding liable for gross negligence or willful misconduct in the performance of duty or to have breached a duty to the Association under the applicable laws of the State of Louisiana.

ARTICLE X AMENDMENTS

These by-laws may be amended by the Board of Directors at any regular or special meeting as provided for in the Articles of Incorporation and the by-laws of the Association.