

AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN INN OF COURT OF ACADIANA

Article I. General

Section 1. Purpose. The purposes of The American Inn of Court of Acadiana are set forth in its Organizational Charter issued by the American Inns of Court Foundation.

Section 2. Principal Location. The American Inn of Court of Acadiana shall be located in the City of Lafayette, Parish of Lafayette, State of Louisiana.

Article II. Organization

Section 1. The Executive Committee. The Executive Committee is composed of the officers and the chairs of the various committees formed by the Executive Committee and such other members as are determined by the Masters. The duties of the Executive Committee, and its members, are set forth in the Organizational Charter, and as set forth herein.

Section 2. The Officers. The officers of the Inn shall be a president, a counselor, a secretary/treasurer or secretary and treasurer, a past president, and such other officers as the Masters deem necessary. The officers (**OTHER THAN THE TREASURER**) serve a one-year term, or as otherwise directed by the Masters, **AND THE MEMBER HOLDING THE POSITION OF TREASURER SHALL SERVE A SINGLE CONSECUTIVE TWO YEAR TERM.** The officers are selected by the Masters in accordance with the Organizational Charter of the Inn.

SUBJECT TO ANY LIMITATIONS IMPOSED BY THE EXECUTIVE COMMITTEE, THE FOLLOWING OFFICERS SHALL HAVE THE AUTHORITY SET FORTH BELOW:

A. PRESIDENT – THE PRESIDENT SHALL: (I) BE THE CHIEF EXECUTIVE OFFICER OF THE INN AND SHALL HAVE GENERAL SUPERVISION OF INN BUSINESS; (II) PRESIDE AT ALL MEETINGS OF THE MEMBERS AND AT ALL MEETINGS OF THE EXECUTIVE COMMITTEE; (C) SIGN AND MAKE CONTRACTS AND AGREEMENTS IN THE NAME OF THE INN; (D) ENDORSE THESE BYLAWS; (E) PERFORM ALL DUTIES INCIDENT TO THE OFFICE THAT ARE REQUIRED BY LAW; AND (F) PERFORM ALL OTHER DUTIES THAT THE EXECUTIVE COMMITTEE MAY FROM TIME TO TIME ASSIGN.

B. SECRETARY – THE SECRETARY SHALL: (A) BE THE CUSTODIAN OF THE RECORDS OF THE INN; (B) MAINTAIN MEMBERSHIP RECORDS; (C) ENSURE THAT MINUTES ARE TAKEN OF ALL EXECUTIVE COMMITTEE MEETINGS; (D)

ATTEND TO ALL CORRESPONDENCE AND PERFORM ALL THE DUTIES INCIDENT TO THE OFFICE THAT ARE REQUIRED BY LAW; AND (E) PERFORM ALL OTHER DUTIES THAT THE EXECUTIVE COMMITTEE MAY FROM TIME TO TIME ASSIGN.

C. TREASURER – THE TREASURER SHALL: (A) HAVE CUSTODY OF ALL FUNDS OF THE INN; (B) LEVY DUES FROM THE INN MEMBERS; (C) DEPOSIT ALL DUES AND OTHER REVENUES OF THE INN INTO A BANK ACCOUNT SELECTED BY THE EXECUTIVE COMMITTEE; (D) KEEP FULL AND ACCURATE RECEIPTS OF ALL DISBURSEMENTS BY THE INN; (E) RENDER AN ACCOUNTING REPORT TO THE EXECUTIVE COMMITTEE ON A REGULAR BASIS (OR AS REQUESTED) OF THE FINANCIAL AFFAIRS OF THE INN; (F) PERFORM ALL DUTIES INCIDENT TO THE OFFICE THAT ARE REQUIRED BY LAW; AND (G) PERFORM ALL OTHER DUTIES THAT THE EXECUTIVE COMMITTEE MAY FROM TIME TO TIME ASSIGN.

Section 3. Committees. The Executive Committee may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees.

Initially, the following standing committees shall be established: Membership Committee and Program Committee.

Among such other duties as may be assigned by the Masters and the Executive Committee, the duties of each committee shall be as follows:

Membership Committee — The Membership Committee shall solicit and review applications and make recommendations to the Executive Committee, for membership in the Inn; shall maintain records of attendance and oversee attendance in accordance with Article III Section 2 of these Bylaws; and, shall assign members to Pupillage groups.

Program Committee — The Program Committee shall oversee and approve program topics, and shall be responsible for submitting programs for Continuing Legal Education credit.

Committees may create ad hoc sub-committees, as appropriate.

Section 4. Pupillage Groups. All active members will be assigned to a Pupillage Group by the Membership Committee and shall be approved by the Executive Committee. Each Pupillage Group shall be chaired by a Team Leader appointed by the Executive Committee. The Team Leaders and Pupillage Groups shall be reassigned every year.

Article III. Membership

Section 1. Active Members. There are four classifications of members in an American Inn of Court, as defined in the bylaws of the American Inns of Court Foundation, and as set forth below:

Masters of the Bench — consisting of lawyers with at least fifteen years of experience, judges and law professors;

Barristers — consisting of lawyers with at least five to fifteen years of experience;

Associates — consisting of lawyers with zero to five years of experience; and,

Pupils — consisting of third-year law students.

Membership in this American Inn of Court shall consist of Masters, Barristers and Associates. Pupils may participate in all activities of the Inn, but will not be voting members. Associates shall serve a term of two years, running from July 1 through June 30, or as otherwise directed by the Executive Committee.

Section 2. Inactive Members. The Executive Committee may confer Emeritus and Honorary memberships as set forth in the Organizational Charter.

Section 3. Membership Terms. Masters will have three-year terms. Barristers and Associates will have two-year terms; **PROVIDED, HOWEVER, THAT THE EXECUTIVE COMMITTEE SHALL HAVE THE AUTHORITY TO TERMINATE THE MEMBERSHIP TERM OF A MEMBER PRIOR TO ITS EXPIRATION FOR FAILURE TO COMPLY WITH THE ATTENDANCE POLICY OF THE INN AS SET FORTH IN THESE BYLAWS AND/OR FOR SUCH MEMBER'S FAILURE TO TIMELY PAY MEMBERSHIP DUES.**

Section 4. Renewal of Membership. Members may apply for renewal of their membership for an additional term as defined above. The Executive Committee may grant requests unless the member has been inactive or there is other good cause for denial. The Executive Committee may recognize outstanding contributions to the Inn by extending invitations to members to renew for additional terms beyond that provided for in this section. **THERE SHALL BE NO LIMIT TO THE NUMBER OF SUCCESSIVE TERMS OF MEMBERSHIP THAT A MEMBER MAY BE GRANTED BY THE EXECUTIVE COMMITTEE.**

Section 5. Policy on Law Clerks. Law clerks will not be disqualified from membership by virtue of their status as law clerks.

SECTION 6. ADOPTION OF DIVERSITY POLICY. THE INN HEREBY ADOPTS THE DIVERSITY POLICY PROMULGATED BY THE AMERICAN INNS OF COURT (AS MAY BE AMENDED FROM TIME TO TIME).

Article IV. Meetings and Attendance

Section 1. Meetings. Meetings shall be held at least six times per year at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year wherein members may invite guests.

Section 2. Attendance. **SUBJECT TO SECTION 3 BELOW**, each active member will be allowed **TWO** absences from the monthly meetings **DURING AN INN year. A MEMBER WHO SENDS A SUBSTITUTE TO A MEETING WILL NOT BE CONSIDERED ABSENT FROM THAT MEETING; PROVIDED, HOWEVER, THAT THIS WILL ONLY COUNT FOR TWO MEETINGS DURING AN INN YEAR.** The Membership Committee shall monitor attendance at meetings and shall submit the names of those who have **NOT COMPLIED WITH THESE ATTENDANCE REQUIREMENTS** to the Executive Committee. The non-participating member will be contacted by the Membership Chair in order to determine if he/she wishes to remain in this American Inn of Court, and in the event another absence occurs, this member may be dropped from the rolls and all dues will be forfeited.

SECTION 3. NATURE OF TEAM PROGRAMS. THE INN IS COMMITTED TO MAKING ITS MEETINGS INTERESTING AND BENEFICIAL TO ALL OF ITS MEMBERS (I.E., THOSE MEMBERS ON THE PRESENTING TEAM MEMBERS AS WELL AS THOSE MEMBERS WHO ARE IN ATTENDANCE). ALTHOUGH THE INN GENERALLY REQUIRES THAT TEAM PRESENTATION INCLUDE THE TEAM MEMBERS' ACTUAL PARTICIPATION ON THE EVENING OF THE PROGRAM, THERE MAY BE INSTANCES WHERE A GUEST SPEAKER IN LIEU OF A TEAM PRESENTATION COULD SERVE THE BEST INTERESTS OF THE INN. TO ATTEMPT TO BALANCE THESE POTENTIALLY COMPETING INTERESTS, TEAM PRESENTATIONS USING GUEST SPEAKERS IN LIEU OF FULL TEAM PARTICIPATION ON THE EVENING OF THE PROGRAM ARE ONLY PERMITTED WITH THE ADVANCE APPROVAL OF THE EXECUTIVE COMMITTEE. IN THE EVENT THAT A GUEST SPEAKER IN LIEU OF A TEAM PRESENTATION IS APPROVED, THE TEAM SHALL BE REQUIRED TO MEET AT LEAST ONCE AS A GROUP TO DISCUSS AND COORDINATE THEIR GUEST SPEAKER PRESENTATION. CONTINUING LEGAL EDUCATION TEACHING CREDIT SHALL NOT BE AVAILABLE TO ANY TEAM MEMBERS WHO DO NOT MATERIALLY PARTICIPATE IN THE TEAM'S PRESENTATION. ANY DISPUTES AS TO WHETHER A MEMBER SHALL BE ENTITLED TO CONTINUING LEGAL

EDUCATION TEACHING CREDIT SHALL BE CONCLUSIVELY DETERMINED BY THE EXECUTIVE COMMITTEE.

Article V. Voting and Elections

Section 1. Masters. With the exception of Emeritus and Honorary Masters, each Master shall be entitled to one vote on all matters submitted to the Masters. A majority of voting Masters shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Masters in attendance at a meeting shall be regarded as the act of all the Masters.

Section 2. Executive Committee. Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Committee.

Section 3. Elections. The nomination and election of the officers will occur every year during the months of June or July at a meeting of the active Masters especially called for that purpose. Selection of the officers shall be in accordance with the Organizational Charter.

Section 4. Vacancies. When a position as an officer, committee chair or master becomes vacant before the end of a term, the Executive Committee shall select an individual to fill the vacancy and complete the term of office.

Article VI. Fiscal Matters

Section 1. Fiscal Year. The fiscal year of The American Inn of Court of Acadiana shall be the same as the fiscal year of the American Inns of Court Foundation which is from July 1 to June 30 of each year.

Section 2. Dues. Dues shall be in an amount determined by the Executive Committee and shall be levied by the Treasurer during the month of July of each year. Failure to pay assessments and dues after reasonable notice may be considered by the Executive Committee as grounds to terminate membership of the person in default.

Section 3. Expenses. This American Inn of Court shall pay all expenses in accordance with *The Officers' Manual*, which includes payment to help pay the cost for one or more officers to attend the National Conference of the American Inns of Court Foundation and payment to an administrator in an amount not inconsistent with the guidelines established in *The Officers' Manual*.

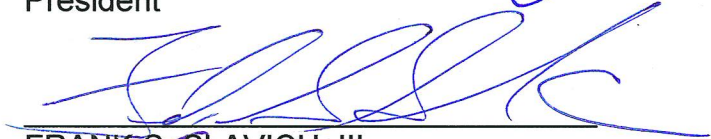
Article VII. Adoption and Amendments


Section 1. Adoption. These Bylaws will be adopted by this American Inn of Court upon approval by a majority of the Masters of this American Inn of Court and after being submitted and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.

Section 2. Amendments. Amendments to these Bylaws may be made by a majority of the Masters of this American Inn of Court and must be submitted to and approved, in writing, by the Board of Trustees of the American Inn of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.

APPROVED BY VOTE OF A MAJORITY OF THE ACTIVE MASTERS OF THE AMERICAN INN OF COURT OF ACADIANA, the 15th day of May, 2014.


LISA D. HANCHEY
President


FRANK S. SLAVICH, III
Secretary


STEVEN C. LANZA
Chairman, Bylaws Committee