

RESOLUTION

WHEREAS, the Articles and By-Laws of this Association provide that Sections of the Association may be created when the Association deems proper, and in furtherance of its public obligations;

WHEREAS, the Committee to Study the Need for an Antitrust Section and numerous members of the Association have expressed interest in the creation of a Section of Antitrust Law;

WHEREAS, the Committee to Study the Need for an Antitrust Section requests that a Section of Antitrust Law be created;

WHEREAS, the Committee to study the Need for an Antitrust Section has prepared proposed By-Laws for the Section of Antitrust Law;

NOW, THEREFORE, BE IT RESOLVED that the creation of the Section of Antitrust Law be approved by this House.

BE IT FURTHER RESOLVED that the proposed By-Laws of the Section of Antitrust Law as set forth in the attachment hereto be approved by this House and adopted by this Section.

LOUISIANA STATE BAR ASSOCIATION
COMMITTEE TO STUDY THE NEED FOR AN
ANTITRUST SECTION

(original signed by Dando B. Cellini)
By: Dando B. Cellini, Chairman

LOUISIANA STATE BAR ASSOCIATION
BY-LAWS OF THE SECTION OF ANTITRUST LAW

ARTICLE I

NAME AND PURPOSE

Section 1. This Section shall be known as the Section of Antitrust Law.

Section 2. The purpose of this Section shall be to provide a catalyst for discussion and research of the antitrust field of law in Louisiana; to contribute to and provide opportunities for the continuing education of the attorney who practices in the antitrust field; to promote interest in and study of the existing statutes and jurisprudence, both state and federal, which govern this field; to contribute to the improvement of the body of antitrust law; to diffuse knowledge thereof among members of the legal profession, business community and system of legal education; to develop and encourage the publication of legal writings on antitrust law among members of the Association; and to cooperate and establish liaison with the Louisiana State Bar Association, American Bar Association and the legal academic community to achieve these purposes whenever possible in a manner not otherwise inconsistent with these By-Laws.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. Any member in good standing of the Louisiana State Bar Association shall, upon request to the Secretary of the Association, be enrolled as a member of the Section. Members so enrolled and whose dues are paid shall constitute the membership of this Section.

Section 2. Dues for membership in this Section shall be \$10.00 per year, payable upon enrollment and thereafter annually on the same fiscal year basis as Louisiana State Bar Association dues. Members of the judiciary shall not be obligated to pay dues.

Section 3. Any member whose annual dues shall be more than three months delinquent shall immediately cease to be a member of this Section. Only Section members in good standing, with dues paid, shall be eligible to vote, hold any Section office, or receive Section publications.

ARTICLE III

OFFICERS

Section 1. The general officers of this Section shall be a Chairman, a Vice-Chairman and a Secretary-Treasurer. The officers shall serve ex-officio as members of the Council.

Section 2. Each officer shall hold office for a term of two years, to begin with the adjournment of the annual meeting of the Section at which the member was elected and to end at the close of the second succeeding annual meeting of the Section; or until such time as a successor shall have been elected.

Section 3. Upon ratification of the Section By-Laws and adoption of the Resolution creating a Section of Antitrust Law by the membership of the Association, the first Chairman, Vice-Chairman and Secretary-Treasurer shall be appointed by the President of the Louisiana State Bar Association to serve for two years. Thereafter, the officers shall be elected by the Section membership in the manner hereinafter set forth.

ARTICLE IV

DUTIES OF THE OFFICERS

Section 1. Chairman. The Chairman, or the Vice-Chairman in the absence of the Chairman, shall preside at all meetings of the Section and the Council. On consultation with the Council, the Chairman shall establish such committees as are deemed necessary and appoint the chairmen and members thereof who are to hold office during the Chairman's term. The Chairman shall plan and supervise the program of the Section and the performance of all activities of the Section. The Chairman shall keep the Council informed and carry out its decisions. The Chairman shall formulate and present a report of the work of the Section for the year at each annual meeting of the Louisiana State Bar Association, and shall perform such other acts as usually accompany the office.

Section 2. Vice-Chairman. The Vice-Chairman shall assist the Chairman, performing such tasks as shall be assigned by the Chairman. In the absence of the Chairman, or upon the death, resignation or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman for the remainder of the term of office; provided that, in the case of disability, the Vice-Chairman shall act only during the pendency of the disability.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all books, papers, documents and other property of the Section, and shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chairman, the Secretary-Treasurer shall prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Annual Report of the Louisiana State Bar Association. The Secretary-Treasurer, in conjunction with the Chairman as authorized by the Council, shall attend generally to the business of the Section.

Section 4. The Secretary-Treasurer shall sign any application for and execute any bond as may be requested by any officer of the Section and/or member of the Council pursuant to any resolution duly adopted for any bond for the purpose of protecting the monies of the Section. Any cost or premium for such bond, however, shall not be borne by the officer, but shall be an expense of the Section and paid from the funds of the Section.

ARTICLE V

THE COUNCIL

Section 1. The Council of the Section shall be composed of the officers, three members of the Section elected by Section membership, and the retiring Chairman, who shall be a non-voting member for two years following retirement.

Section 2. The Council shall have general duties and control as necessary for the administration of the affairs of the Section subject to the provisions of the Constitution and By-Laws of the Louisiana State Bar Association and the By-Laws of this Section.

Section 3. The Council of the Section is authorized to take action in the name of the Section during intervals between meetings of the Section. All binding action of the Council shall be by majority vote of the whole Council.

Section 4. The Council, during the interim between annual meetings of the Section may, with the concurrence of the Chairman, fill vacancies in its own membership or in the offices of the Vice-Chairman or Secretary-Treasurer and, in the event of vacancies in the offices of both Chairman and Vice-Chairman, then also in the office of Chairman. Members of the Council and officers so elected shall serve until the close of the next annual meeting of the Section.

Section 5. Members of the Council shall vote in person when present at a meeting of the Council. When members contemplate absence, they may communicate their vote on any proposition to the Secretary-Treasurer and have it counted with the same effect as if cast personally at such meeting.

Section 6. The Chairman of the Section may submit or cause to be submitted in writing to each of the members of the Council any proposition upon which the Council may be authorized to act, and the members of the Council may vote on such propositions as submitted, by communicating their vote thereon, in writing over their respective signatures, to the Secretary-Treasurer, who shall record upon the minutes each proposition so submitted, when, how and at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of the Council so recorded shall be in favor of such a proposition, or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council. The Council of the Section may take action in the name of the Section whenever proposals are brought before the Council for an expression of views and recommendations to the Board of Governors of the Association.

Section 7. The President of the Louisiana State Bar Association shall appoint three members of the Section to serve on the first Council. Such members shall be selected by the President from a slate of six names furnished to the President by the officers of the Section. One member shall be appointed to serve on the Council for one year, one member to serve on the Council for two years and one member to serve on the Council for three

years. At the expiration of each initial term, one member of the Council shall be elected in the manner hereinafter set forth to serve a term of three years. Each term will begin with the adjournment of the annual meeting at which the member was elected and will end at the close of the third succeeding annual meeting of the Section.

ARTICLE VI

ELECTION OF OFFICERS AND COUNCIL

Section 1. Annually, the Chairman shall appoint a Nominating Committee of three members of the Council. This Committee shall make and report one nomination for each office and council position which is to be filled by election in that year, identifying each nominee and including a brief statement of the activities undertaken by the nominee in the Section and in the law profession. Upon receipt of the Committee report, the Chairman of the Section shall have it published to Section members prior to the Annual Meeting. Added nominations may be made prior to the meeting by means of a petition signed by not less than ten members of the Section.

Section 2. Ballots in such form as determined by the Section Council shall be placed in the mail to all members of the Section. Each mailing shall contain the names of all nominees and shall be accompanied by a brief biographical statement of each nominee. Each mailing shall include an envelope addressed to the Secretary-Treasurer of the Section and identified on the outside as containing a member's ballot. The Section Council, in cooperation with the Chairman, shall prescribe the method and timing of mailing and return of these ballots to insure the receipt of all valid votes by noon on the opening day of the annual meeting. Election shall be by plurality of the votes cast by mail.

ARTICLE VII

MEETINGS

Section 1. The annual meeting of the Section shall be held during the annual meeting of the Louisiana State Bar Association, with such program and order of business as may be arranged by the Council.

Section 2. Special meetings of the Section may be called by the Chairman upon approval of the Council, at such time and place as the Council and Chairman may determine.

Section 3. The members of the Section present at any meetings shall constitute a quorum for the transaction of business, and the Section shall be bound by a majority vote of the members present at such meetings.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. The fiscal year of the Section shall be the same as that of the Louisiana State Bar Association.

Section 2. All bills incurred by the Section shall, before being paid, be approved by the Chairman or Vice-Chairman and the Secretary-Treasurer, or otherwise as the Council may direct, and checks for all disbursements shall be signed by the Secretary-Treasurer or such other officer as the Council may authorize, except as to funds appropriated by the Board of Governors which shall be disbursed only by the proper officers of the Louisiana State Bar Association on bills approved by the Council.

Section 3. No salary or compensation shall be paid to any officer, committee or council member.

Section 4. These By-Laws shall become effective immediately upon approval thereof, as required by the Articles and By-Laws of the Louisiana State Bar Association.

Section 5. All printing for the Section or for the Council or any committee of the Section shall be done under the supervision of the Executive Director of the Louisiana State Bar Association.

ARTICLE IX

AMENDMENTS

Section 1. These By-Laws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of the Louisiana State Bar Association.

Section 2. The Council may propose amendments by majority vote of the Council. Amendments also may be proposed by submission in writing to the Council in the form of a petition signed by at least ten members of the Section in time for it to be considered by the Council at its last regular meeting before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment at said regular meeting and shall prepare recommendations thereon. The recommendations, together with a complete and accurate text of said proposed amendment, shall be disseminated to the members of the Section by the Secretary-Treasurer prior to the annual meeting of the Section at which they will be voted upon.

* * *

RESOLUTION

WHEREAS, the Section of Antitrust Law of the Louisiana State Bar Association was created by action of the House of Delegates to serve the purposes stated in Article VII, Section 1(1) of the By-Laws of the Association, to wit:

. . . to provide a catalyst for discussion and research of the antitrust field of law in Louisiana; to contribute to and provide opportunities for the continuing education of the attorney who practices in the antitrust field; to promote interest in and study of the existing statutes and jurisprudence, both state and federal, which govern this field;

and

WHEREAS, developments in the antitrust field, particularly those having to do with federal enforcement policies since 1981, have significantly reduced the number of antitrust filings in this state and the interest of the bar in the field; and

WHEREAS, the interest of the bar generally in fields of trade regulation collateral to that of antitrust, always high, is now increasing but is not served, directly or comprehensively, by any of the Association's existing sections; and

WHEREAS, the Council of the Section of Antitrust Law has determined that it would be in the best interest of the Section, its members, and the bar to expand the scope of the Section to encompass trade regulation law generally; and

WHEREAS, it is fitting that the name of the Section be changed to reflect the expansion of the scope of the Section; and

WHEREAS, the change proposed in this resolution, if passed by the House, will necessitate an amendment in the By-Laws of the Section of Antitrust Law to make them consistent with the Articles and By-Laws of the Association,

NOW, THEREFORE, BE IT RESOLVED:

(A) that the House of Delegates of the Louisiana State Bar Association, in order to reflect a change in the name and purpose of the Section of Antitrust Law, amend Article VII, Section 1(1) of the By-Laws of the Association, pursuant to the authority granted to the House of Delegates by Article X, Section 1 of the Articles of Incorporation of the Association, to read as follows:

Antitrust and Trade Regulation Law - - The Purpose of this Section shall be to provide a catalyst for discussion and research of the fields of antitrust and trade regulation law in Louisiana; to contribute to and provide opportunities for the continuing education of the attorney who practices in the antitrust and trade regulation fields; to promote interest in and study of the existing statutes and jurisprudence, both state and federal, which govern these fields;

and

(B) that the House approve the proposed amendment to the By-Laws of the Section, a copy of which is attached.

Respectfully submitted,

(original signed by James A. Babst)
JAMES A. BABST
Orleans
April 7, 1987