

RESOLUTION PROPOSED BY THE STUDY COMMITTEE  
FOR THE ESTABLISHMENT OF A SECTION OF THE LOUISIANA  
STATE BAR ASSOCIATION ON FIDELITY,  
SURETY AND CONSTRUCTION LAW

WHEREAS, the Study Committee for the Establishment of a Section of the Louisiana State Bar Association on Fidelity, Surety and Construction Law is a committee of the Louisiana State Bar Association organized to study and make recommendations to the Louisiana State Bar Association regarding the formation of a section of that Bar devoted to fidelity, surety and construction law; and

WHEREAS, in response to questionnaires and letters, and solicitations by members of the said Study Committee, more than one hundred attorneys have expressed an interest in becoming members, being on the mailing list, actively participating in activities and/or being kept abreast of issues pertaining to fidelity, surety and construction law; and

WHEREAS, such a number would best be handled in the section format as opposed to a committee format; and

WHEREAS, at a recent meeting of the said Study Committee, it was unanimously agreed that it be the strong recommendation of the Study Committee that the Louisiana State Bar Association form a Section on Fidelity, Surety and Construction Law forthwith; and

WHEREAS, there are numerous members of the Louisiana State Bar Association whose practice involves fidelity, surety and construction law; and

WHEREAS, the members of this Association have historically opted to belong to Sections thereof which closely tract the practices of such members; and

WHEREAS, historically, the sections of the Louisiana State Bar Association have been a constant source of significant input in the establishment of the agenda for the House of Delegates of this Association, and have otherwise contributed to Louisiana State Bar Association and Bar activities at large; and

WHEREAS, the large number of interested attorneys throughout the State and the foregoing examples demonstrate that practitioners of fidelity, surety and construction law comprise a distinct and significant sector of the Association; and

WHEREAS, the present Committee is of the opinion that it should be expanded into a full Section of the Association which would embrace all fidelity, surety and construction law practitioners throughout the State for all of the foregoing reasons;

NOW, THEREFORE, BE IT RESOLVED that the Study Committee for the Establishment of a Section of the Louisiana State Bar Association on Fidelity, Surety and Construction Law be dissolved and that the Fidelity, Surety and Construction Law Section of the Louisiana State Bar Association be and is hereby created.

BE IT FURTHER RESOLVED that the attached By-Laws of the Fidelity, Surety and Construction Law Section of the Louisiana State Bar Association be and hereby are adopted for the use by and the governance of the activities of the Fidelity, Surety and Construction Law Section of the Louisiana State Bar Association;

BE IT FURTHER RESOLVED that the President of the Louisiana State Bar Association appoint the initial officers of the Section to serve until the first scheduled vote of the members of the new Section pursuant to its By-Laws and the appropriate rules, the directives of the House of Delegates and the Articles of Incorporation of the Louisiana State Bar Association.

Respectfully submitted,

BY: (original signed by Harvey C. Koch)  
Harvey C. Koch, Chairman  
Study Committee for the  
Establishment of a Section of  
the Louisiana State Bar Association on  
Fidelity, Surety and Construction Law

May 17, 1991  
at New Orleans, Louisiana

LOUISIANA STATE BAR ASSOCIATION  
BY-LAWS OF THE FIDELITY, SURETY & CONSTRUCTION LAW SECTION  
OF THE LOUISIANA STATE BAR ASSOCIATION

ARTICLE I.

SECTION NAME AND PURPOSE

Section 1. This Section shall be known as the Fidelity, Surety and Construction Law Section (hereinafter "Section") of the Louisiana State Bar Association (hereinafter "LSBA").

Section 2. The purpose of the Fidelity, Surety and Construction Law Section of the LSBA is to promote the objectives of the Association and the Section; and to further the development of expertise in the practice of law and to strive for improvement in the application of justice concerning matters relating to:

- i. The law applicable to the rights, duties and obligations of the parties to, or persons affected by, contracts of fidelity and forgery insurance contracts, by surety and guaranty bonds, general indemnity agreements and construction contracts of all types and descriptions and the relationships of the various parties thereto and the various types of insurance policies relevant to the construction industry;
- ii. The services and facilities provided by corporate and individual sureties;
- iii. The coverages afforded by contracts of fidelity and forgery insurance and by similar contracts;
- iv. The drafting and interpretation of construction and professional contracts and related documents; and
- v. It shall be the further purpose of this Section to disseminate information regarding potential legislation and/or litigation that might affect such attorneys; to encourage study, publication of legal writings and make recommendations regarding areas of interest to such attorneys; to establish liaison with the LSBA, the American Bar Association, and the legal academic community, and the general community, to achieve these purposes; to promote and encourage dialogue and meetings between members of this Section and other members of the bar; and to take such actions in respect thereto as may be desirable, consistent with the Articles of Incorporation and By-Laws of this Association, to the end that excellence in legal services be encouraged, aided and maintained.

## ARTICLE II.

### SECTION PROGRAM OF WORK

The Section shall undertake a program of work regarding fidelity, surety and construction law, including, but not limited to:

Section 1. The development of programs, seminars, panel discussions, and papers for presentation at meetings of the Section and the LSBA at large.

Section 2. The fostering and promoting of Continuing Legal Education (CLE), by way of CLE Institutes or otherwise, in the Section's fields of law.

Section 3. The preparation or arranging for the preparation of articles for the publications of the LSBA, or other publications, and, if feasible, to establish the Louisiana Journal for Fidelity, Surety and Construction Law, as well as a Section Newsletter, and any other publications which further and carry out the Section's aforementioned goals.

Section 4. The preparation or arrangement for the preparation of annotations of insurance policy, bond and pertinent contract forms and endorsements thereto deemed by the Section to be appropriate for annotation with Louisiana case and statutory authorities.

Section 5. The reviewing of current decisions, legislation, regulations, directives, and rulings having unusual or important concepts, and disseminate periodically to the members of the Section information with respect thereto.

Section 6. Documenting all changes and proposals for changes in the law and regulations relating to matters within the scope of the Section and the recommendation to the LSBA House of Delegates regarding action with respect thereto as may be deemed by this Section to be advisable and appropriate.

Section 7. Maintaining liaison with all other pertinent organizations or entities with reference to matters within the scope of the Section and to present to this Section any recommendations with reference to developments concerning those matters.

Section 8. The preparation of appropriate reports as to the activities of the Section on at least an annual basis.

## ARTICLE III.

### MEMBERSHIP AND DUES

Section 1. Any member in good standing of the LSBA 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 \$15.00 per year, payable upon enrollment and thereafter annually on the same fiscal year basis as LSBA 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 IV.

##### OFFICERS

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

Section 2. Each Section officer and Committee Chair shall hold office for a term of two years, to begin with the adjournment of the annual meeting of the Section at which any such member was elected, or appointed by the Section Chair, 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, or appointed by the Section Chair.

Section 3. Upon ratification of the Section By-Laws and adoption of the Resolution creating this Section by the membership of the Association, the first Chair, Vice-Chair and Secretary-Treasurer shall be appointed by the President of the LSBA to serve for two years from the date of their appointment, at the end of which time their successors will be installed after being duly elected in accordance with these By-Laws. Thereafter the officer shall be elected by the Section membership in the manner hereinafter set forth.

#### ARTICLE V.

##### DUTIES OF OFFICERS

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

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

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall:

- i. Serve as the custodian of all books, papers, documents and other property of the Section, and shall keep a true and correct record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. 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 LSBA. The Secretary-Treasurer, in conjunction with the Chair as authorized by the Council, shall attend generally to the business of the Section.
- ii. Be responsible for the keeping of records of the service of Section members on Section programs, as Program Chairs, Vice Chairs and Committee Chairs, Committee members, and as members of the Advisory and Long Range Planning Committee in order to provide a history of service of Section members so as to ensure an equitable and fair rotation of these positions and duties among the Section's membership.
- iii. Be responsible for the keeping of records of the Section's progress in dealing with continuing concerns of the Section so as to have an accurate history of such concerns and their resolution for the future guidance of the activities of the Section. The Section Secretary-Treasurer shall also keep records of all other Committee appointments, resolutions and official actions. The official records of the Section as developed by the Secretary-Treasurer under the direction of the Chair shall remain in the care, custody and control of the person serving as Section Chair for the Chair's use.
- iv. 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 in questions, but shall be an expense of the Section and paid for from the funds of the Section.

## ARTICLE VI.

### THE SECTION COUNCIL

Section 1. The Council of this Section shall be composed of the Section's officers, plus three members of the Section elected by Section membership, and the Section retiring Chair, who shall be a member for two years from the date of 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 LSBA 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 may, during the interim between annual meetings of the Section and, with the concurrence of the Chair, fill vacancies in its own membership or in the offices of the Vice-Chair or Secretary-Treasurer and, in the event of vacancies in the office of both Chair and Vice Chair, then also in the office of Chair. Members of the Council and officers so elected shall serve until the close of the next annual meeting of the Section after said election.

Section 5. Members of the Council shall vote in person when present at a meeting of the Council. Council members unable to attend a Council meeting may communicate their vote in writing on any proposition to the Section's Secretary-Treasurer and have it counted with the same effect as if cast personally at such meeting.

Section 6. The Chair 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 such propositions as submitted, by communicating their vote thereon, in writing over their respective signatures, to the Secretary-Treasurer, who shall:

- i. 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
- ii. Maintain a file of 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 a majority shall be against such proposition, such a 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 LSBA shall appoint three members of the Section to serve on the first Council. These three 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 for 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 VII.

### ELECTION OF OFFICERS AND COUNCIL

Section 1. Annually the Chair 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 Chair of the Section shall have that report published and distributed to all Section members prior to the Annual Meeting. Additional 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 Chair, 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 VIII.

### MEETINGS

Section 1. The annual meeting of the Section shall be held during the annual meeting of the LSBA, 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 Chair upon approval of the Council, at such time and place as the Council and Section Chair 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 meeting.

## ARTICLE IX.

### SECTION STANDING COMMITTEES

The Fidelity, Surety and Construction Law Section shall have the Standing Committees and positions listed below. The Chairman and members of those Committees will be appointed by the Section Chair. In addition, the Section Chair may, from time to time, establish such additional standing committees, and appoint Section members thereto, which the Section Chair deems necessary to fully serve the purpose and program of work of this Section.



Section 1. **ADVISORY AND LONG RANGE PLANNING COMMITTEE.** This committee has the responsibility for advising and recommending to the Section Chair and Council specific proposals for Section long range planning, including Section programs and procedures and Section organization, in order to maintain and augment continued excellence in and improvement of the performance of the Section's responsibilities and to utilize to the maximum extent possible the talents of the members of the Section. The committee members shall assist the Section chair and perform such duties and assignments as may be assigned by the Section Chair.

Section 2. **PAST CHAIRS COMMITTEE.** This committee shall be composed of all past chairs of this Section and shall advise and counsel the Chair in general, and shall also advise the Chair regarding continuity of and improvement on the performance of the Section and to serve as a sounding board for the Chair to test ideas for Section programs and procedures.

Section 3. **PROGRAM CHAIRS.** The Program Chairs for the programs of this Section shall be responsible for the selection of program subjects, topics and speakers, with the approval and consent of the Chair. The Program Chairs shall supervise and expedite the preparation of each speaker's paper, and shall review the proposed papers submitted by the speakers and coordinate preparation and presentation of the program, all with the advice and approval of the Section Chair. The Section Chair shall annually appoint Program Chairs for the fidelity law programs, the surety law programs and the construction law programs of the Section, including the annual meeting; the Section Chair shall also appoint Program Chairs for any CLE program and for combined meetings with other Sections of the LSBA and other organizations that the Section may deem appropriate, to the extent that the Articles of Incorporation and By-Laws of the LSBA permit.

Section 4. **STATE AND REGIONAL REPORTING AND LEGISLATION COMMITTEE.** This Committee shall be responsible for calling to the attention of the Section Chair developments within each of the Congressional Districts of Louisiana, including state and federal courts, which will be of interest to fidelity, surety and construction law practitioners, while at the same time monitoring developments within the Louisiana State Legislature which would be of similar interest to the Section. This committee shall coordinate its work with the Newsletter committee and shall from time to time, as the situation dictates, call to the attention of the Section Chair legislative developments and developing trends regarding legislative action.

Section 5. **PUBLIC RELATIONS COMMITTEE.** This committee shall seek, through the LSBA, all publicity available for various Section programs and the speakers who will take part in those programs, and shall otherwise aggressively publicize the activities of this Section.

Section 6. **MEMBERSHIP COMMITTEE.** This committee shall be responsible for identifying those attorneys who would benefit by belonging to this Section and to taking the appropriate steps to recruit them to Section membership. This committee shall also be

responsible for assisting the Section's Recording Secretary in compiling and maintaining a record of all appointments of Section members to the various committees and sub-committees of this Section.

Section 7. PUBLICATIONS COMMITTEE. This committee shall be responsible for overseeing the publications of this Section and for making recommendations, on at least an annual basis, to the Section Chair regarding revision of existing Section publications, as well as the creation of new Section publications to better serve its members in keeping with Section goals.

Section 8. NEWSLETTER COMMITTEE. The Newsletter editor shall be appointed by the Section Chair and shall be responsible for publication of a newsletter four (4) times per year. The newsletter editor in consultation with the Section Chair shall be responsible for the selection of articles and other information to be included in the Newsletter. The Newsletter editor shall also solicit articles for the Newsletter and shall review all material proposed for publication therein.

Section 9. ARRANGEMENTS COMMITTEE. This committee shall coordinate with the LSBA staff and shall coordinate setting up speakers' dinners, and shall arrange for a suite of rooms in which the speakers may congregate to practice and/or rehearse as required, and make such other arrangements as the Section Chair shall specify.

Section 10. BY-LAWS COMMITTEE. This committee shall review the Section's By-Laws on an annual basis, and where appropriate, shall make recommendations to the Section Chair for changes in or additions thereto, pursuant to the provisions of Article XII of these By-Laws.

## ARTICLE X.

### SECTION CLE PROGRAMS

Section 1. Annual and other Meetings. The Section Chair shall arrange for a program of speakers at the Annual and at any other Section meetings, institutes or CLE programs. The Chair shall select members of the Section to serve as Program Chairmen who will in turn select and arrange for speakers at these meetings of the Section as provided for in these By-Laws. The Program Chair shall arrange for any other activities as desired for the annual and any other meetings of the Section.

Section 2. Papers. Each speaker at any meeting of the Section will be required to prepare a paper discussing a topic of interest to the Section, which paper must be submitted to the Chair, the Program Chair, and the Chair of the Publications Committee and such other interested Section members as the Section Chair may designate at least 45 days prior to the date of any such program. Each author, or back-up speaker, shall make an oral presentation of their paper at all such meetings.

## ARTICLE XI.

### MISCELLANEOUS PROVISIONS

Section 1. the fiscal year of the Section shall be the same as that of the LSBA.

Section 2. All bills incurred by the Section shall, before being paid, be approved by the Chair or Vice-Chair 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 LSBA as to invoices and 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 LSBA.

Section 5. All printing for the Section or for the Council or any committee of the Section shall be done under the supervision and direction of the Executive Director of the LSBA.

## ARTICLE XII.

### 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 LSBA.

Section 2. The Section Council may propose amendments to the By-Laws 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 appropriate recommendations with regard thereto. The recommendations, together with a complete and accurate text of said proposed amendment, shall be disseminated to the members of the Section by its Secretary-Treasurer prior to the annual meeting of the Section at which they will be voted upon.

Approved by Resolution on the 17th day of May, 1991.