**Current Articles**

**1946**

**Article I.**

The name of this corporation shall be LAKE CHARLES REAL ESTATE BOARD, and its domicile shall be in the City of Lake Charles, Calcasieu Parish, Louisiana, and under such name and title it shall be and enjoy succession for a term of Ninety-nine years from the date hereof.

**Article II.**

The objects and purposes for which this corporation is formed are as follows:

**Section 1.** The object of this corporation is to establish and standardize the real estate business and to cultivate and enforce fair dealings and to foster good fellowship among its Members; to encourage the business of owning, buying, selling, renting and managing real estate and loaning money thereon.

**Section 2.** To promote the interest of the City of Lake Charles and vicinity and devise, encourage and foster plans for public improvement and civic betterment.

**Section 3.** To carry out the powers named herein, this corporation is to have full authority to do all and any necessary act to carry out the purposes for which it is organized.

**Proposed Articles**

**2018**

**Article I.**

The name of this Corporation is declared to be:

THE SOUTHWEST LOUISIANA ASSOCIATION OF REALTORS, INC.

The Corporation shall have a perpetual existence.

**Article II.**

The objects and purposes for which this Corporation is formed are as follows:

1. Any lawful purposes allowed for non-profit corporations.
2. To unite those engaged in the recognized branches of real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interests.
3. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
4. To provide a unified medium for real estate owners and those engaged in the real profession whereby their interest may be safeguarded and advanced.
5. To further the interest of home and other real property ownership.
6. To unite those engaged in the real estate profession in this community with LOUISIANA REALTORS® ASSOCIATION and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the

**Article III.**

The affairs of this corporation shall be managed by a Board of Directors composed of five Members, four of whom shall be made up of the Officers consisting of the President, Vice President, Secretary and Treasurer, and the other Member shall be elected from the Membership at large and shall hold office for the term of (1) year or until his successor has been elected and qualified.

benefits and privileges of Membership therein.

1. To acquire, own, lease, or sell property to assist in furtherance of the purposes stated herein. To enter into contracts or agreements relative to services that benefit the Members of the Corporation.
2. To designate, for the benefit of the Public, those individuals authorized to use the terms REALTOR® and REALTORS$®$ as licensed prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS$®.$
3. To monitor, regulate, and promote the Multiple Listing Service so long as the service is provided by local Realtor Associations/Corporations.
4. To carry out the purposes named herein, the Corporation is to have full authority to do all and any necessary act to carry out the purposes for which it is organized.

**Article III.**

1. The powers of this Corporation shall be exercised by a Board of Directors. The number of Directors and the procedure and qualifications for electing or appointing same shall be fixed by or in the manner provided in the Bylaws of the Corporation.
2. The additional powers of the Board of Directors, besides what is stated in these Articles, are provided in the Bylaws of the Corporation.

**Article IV.**

The Officers of this corporation shall be a President, Vice President, Secretary and Treasurer and they shall be by virtue of their offices, Members of the Board of Directors; the said Officers should be elected by the active Members at a time to be fixed by the Board of Directors, which shall be before the regular October monthly meeting in each year; the following are named as the first Officers and Members of the Board of Directors of the corporation:

George B. Hines, Jr.---President

John T. Chavanne ----Vice President

William D. Coleman ---Secretary

Alfred Roberts ----------Treasurer

A.W. Sale ---------------Director

The Officers shall hold office for a period of one (1) year or until their successors are duly elected and qualified.

**Article V.**

Vacancies on the Board of Directors or among the Officers and on the committees shall be filled by the Board of Directors for the unexpired term.

**Article IV.**

1. Officers of this Corporation shall include those offices required by law; and Officers may include one or more Vice Presidents and other Officers or Agents.
2. Members in good standing with the Corporation and in a class authorized to vote may elect certain or all the Officers, including but not limited to the President, President-Elect, and Treasurer, provided the Board of Directors allows for such elections.
3. None of the said Officers need be a Director, and any two of these offices may be combined in one person, provided that no one person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two Officers.
4. The following are established by or provided for in the Bylaws of the Corporation or, in the absence thereof, determined by the Board of Directors: the procedure, method and manner of elections or appointments; authorized voting classes in addition to the REALTOR® Members; office terms, duties, and responsibilities of Officers, Agents, and employees.
5. There may be an advisory Executive Committee of certain officers of the Corporation, as determined and directed by the Board of Directors.

**Article V.**

All vacancies (Officers, Board Members, or otherwise) shall be filled as provided for in the Bylaws of the corporation.

**Article VI.**

The Membership of the corporation shall be divided into four classes as follows, to-wit:

**Section 1.**  ACTIVE MEMBERS

 Active Members of this corporation shall consist of licensed and bonded real estate brokers, whose principal business is the purchase, sale or management of real estate, including the handling of mortgages, loans or rents and who maintain an office in the City of Lake Charles, Calcasieu Parish, Louisiana, or in nearby Parishes, in which to transact business and those who are owners or Members of a firm, corporation or Officer of a corporation engaged in the real estate business or managers of and having a financial interest in the business of a real estate firm or corporation. Active Members only shall be entitled to any interest in the property of this corporation or entitled to vote or to hold elective offices and to use the title “realtor” in connection to their business. In case a corporation or partnership should be an active Member, such corporation or partnership shall have only one vote and shall be entitled to only one elective office.

**Section 2.** ASSOCIATED MEMBERS

Associated Members shall be individuals who are employed by active Members in the capacity of salesman or otherwise in the transaction of real estate business; that they shall be entitled to all of the rights and privileges of the corporation, except:

1. The right to vote.

Membership only, and

2- The right to use the title “realtor”.

**Article VI.**

**SECTION 1.** There shall be six classes of Members: REALTOR® Members, Institute Affiliate Members, Affiliate Members, Public Service Members, Honorary Members, and Student Members.

1. REALTOR® Members. REALTOR® Members whether primary or secondary, are the voting Members of the Corporation and shall be Realtors® who are:
2. Individuals who, as sole proprietors, partners, Corporate Officers are engaged actively in the real estate profession, including buying, selling, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Louisiana or a state contiguous thereto. All persons who are partners in partnership or all Officers in a Corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR®

**Section 3.** AFFILIATED MEMBERS

Affiliated Members shall be real estate owners and other individuals in the City of Lake Charles, Calcasieu Parish, Louisiana, or nearby Parishes, whose business is not in whole or in part, the selling, the renting, or management of real estate for other, but whose interest requires them to keep informed concerning real estate or who are for other reasons in sympathy with the objects of the Board.

**Section 4.** HONORARY MEMBERS

 Honorary Members shall be individuals who have performed or may perform, notable service for the real estate business or for this corporation or for the public. Honorary Membership shall confer no rights nor impose any obligations under this charter

**Section 5.** Stock shall not be issued by this corporation. Membership shall be evidenced by a certificate to be provided for by the By-laws.

Membership only, and

each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in the Bylaws of the Corporation. In the case of a real estate firm, partnership, or Corporation, whose business actively is substantially all commercial, only those principalsactively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the Board in which one of the firm’s principals holds REALTOR® Membership, shall be required to hold REALTOR® Membership unless qualified for Institute Affiliate Membership as described in the Bylaws of the Corporation.

(REALTOR® Members may obtain Membership in a “secondary” Board in another state.)

1. Individuals who are engaged in the real

estate profession other than as sole proprietors, partners,

Corporate Officers, or branch office managers and are associated with a

REALTOR® Member and meet the additional qualifications set out in the Corporation Bylaws.

1. Franchise REALTOR® Membership as described in the Bylaws of the Corporation.
2. Primary and Secondary REALTOR® Members. As determined by the NATIONAL ASSOCIATION OF REALTORS®.
3. Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership, including the obligation to arbitrate

(or to mediate if required by the Association) pursuant to NAR Code of

Ethics and the payment of

Association dues as established by the

Bylaws of the Corporation. The “Designated” REALTOR® must be a sole proprietor, partner, corporate Officer, or branch office manager acting on behalf of the firm’s principal(s) and must meet all other qualifications for REALTOR® Membership.

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of Membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE Membership, subject to payment of applicable dues for such Membership.

(c) Affiliate Members shall be engaged in real estate-related business, or other individuals or firms who, while not engaged in the real estate profession as defined in

paragraphs (a) or (b) of this Section, have interests concerning real estate and are in sympathy with the objectives of the Corporation.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the

real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organization, but are not engaged in the real estate profession on their own account or in

Association with an established real estate business.

(e) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association or for the public.

(f) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

Further details relative to the classes of Membership may be described in the Bylaws. The Board of Directors may add or remove classes of Members to the Corporation. Besides what is provided for in these Articles, the Bylaws or in the absence

**Article VII.**

This corporation shall have full power to contract, sue and be sued; to make and use a corporate seal, and to alter or break the same at pleasure; it shall also have power to acquire, hold lease or purchase, as well as alienate, convey mortgage or hypothecate property, real and personal; and in general shall exercise and enjoy all powers incident to a corporation consistent with the objects expressed herein and needful and proper for its government and support.

**Article VIII.**

These articles of incorporation may be altered or amended by a vote of not less than two-thirds of all of the Members present; provided, however, that due notice of such alteration shall have been read before the Board of Directors at a preceding meeting, and a copy of the corporation alteration or amendment shall have been sent to each Member two weeks prior to the meeting, notifying them of the contemplated action.

thereof, the Board of Directors determine what classes of Members and which Members therein are authorized or in good standing to vote in and for certain matters of the Corporation.

**SECTION 2.** This Corporation shall be a non-profit corporation and shall have no capital stock.

**Article VII.**

This corporation shall have the full power to contract, sue and be sued; it shall also have power to acquire, hold, lease, or purchase, as well as alienate, convey, encumber, or mortgage, real and personal property; and in general, shall exercise and enjoy all powers incident to a corporation consistent with the objects expressed herein and needful and proper for its government and support.

**Article VIII.**

These Articles may be amended by a vote of two-thirds (2/3) of the authorized voting Members of the Corporation voting in favor of the amendment that are present or represented at any annual or special meeting called for that purpose, or by a two-thirds (2/3) vote of the authorized voting Members voting in favor of the amendment by mail ballot or electronic ballot, on notice in writing or electronic mail transmitted to the voting Members not less than fourteen (14) days prior to meeting or the required date of return of the ballot. Any use of mail balloting or electronic balloting shall be determined and provided in the Bylaws of the Corporation or, in absence thereof, by the Board of Directors.

**Article IX.**

The resignation or death of any Members of this corporation shall not entitle such Member or his heirs to any share in or claim upon the property that may be owned by this corporation; but said property shall continue in the sole ownership of this corporation; nor shall any informality in these articles or incorporation except to the extent of his unpaid dues.

**Article X.**

The dues and Membership fees and method of admission to Membership shall be established by the By-Laws. The By-Laws may provide anything not in consistent with this charter. The By-Laws shall be adopted by a majority vote of the Membership present called for that purpose.

**Article XI.**

The regular monthly meeting is set for the second Tuesday in each month at 2:00 P.M. in the Directors’ room of the Association of Commerce, or other such place or time that the Board of Directors shall deem best.

**Article XII.**

This corporation may be dissolved by a vote or two-thirds of the active Members and upon its dissolution, whether by alteration or charter or otherwise, its affairs shall be liquidated by three liquidators elected by the Membership at the annual meeting or at a special meeting called for that purpose after two weeks’ notice in writing.

**Article IX.**

The resignation or death of any Member of this Corporation shall not entitle such Member or his heirs to any share in, or claim upon, the property or claims that may be owned by this Corporation; but said property or claims shall continue in the sole ownership of this Corporation.

**Article X.**

The Members or the Directors of the Corporation may make, amend, and/or repeal the Bylaws of the Corporation, as directed in the Bylaws.

**Article XI.**

1. Corporation meetings, including the annual meeting, shall be held at such date, time, and place as may be determined by a majority vote of the Board of Directors or in accordance with the Bylaws of the Corporation if such is stated therein.
2. Special meetings may be called in accordance with the Bylaws of the Corporation.

**Article XII.**

This Corporation may be dissolved by a vote of two-thirds (2/3) of the authorized voting Members present or represented at a meeting called for that purpose, on thirty (30) days’ notice, in writing (even electronic mail), by the Corporation, which notice shall state the time, place, and purpose of the meeting,

**Article XIII.**

The full names and Post-office address of its registered Agents are:

 George B. Hines, Jr.

1722 Fifth St.

Lake Charles, Louisiana

Oliver P. Stockwell

P.O. Box No. 915

Lake Charles, Louisiana

THUS DONE AND SIGNED at Lake Charles, Louisiana.

mailed postage paid or by electronic mail to the last known postal or electronic mail address of each voting Member.

**Article XIII.**

The full name and address of the Corporation’s current registered agent is:

Cynde Pettit

182 Williamsburg Street

Lake Charles, LA 70605

**Article XIV.**

Any notice or other communication from the Corporation to Members may be given, delivered, or sent by any method of delivery, including but not limited to electronic transmissions.

**Article XV.**

Officers, Directors, Members, Shareholders, Agents, and employees of the Corporation shall be indemnified and held harmless to the fullest extent allowed by law, including those indemnities provided in La. R.S. 12:227.