

LOUISIANA RETIRED TEACHERS ASSOCIATION, INC.

Articles of Incorporation

(Notarized July 18, 1956; Filed with Secretary of State July 23, 1956;
Amended November 19, 1973; April 14, 1982; April 29, 1992; and April 1995.
Edited by Executive Board Action October 28, 1996;
Amended April 1997, April 1998, April 1999 and April 2002.)

ARTICLES OF INCORPORATION
of the
LOUISIANA RETIRED TEACHERS ASSOCIATION, INC.
(Notarized July 18, 1956; Filed with Secretary of State July 23, 1956;
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State of Louisiana: Parish of Ouachita:

BE IT KNOWN AND REMEMBERED that on this 18th day of July, 1956, before me, J. Norman Coon, Notary Public in and for said Parish and State, and in the presence of the two undersigned witnesses, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared and acknowledged that, availing themselves of the benefits and provisions of the Constitution and laws of the State of Louisiana relative to the organization of corporations and particularly of non-profit corporations for educational, scientific, literary and charitable purposes, as provided by Louisiana Revised Statutes of 1950, Title 12:101 - 12:155, they have united and by these presents organized themselves, their successors and assigns to form a non-trading corporation for the objects and purposes and under the covenants, stipulations and agreements in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this corporation shall be Louisiana Retired Teachers Association, Inc.

ARTICLE II

This corporation is organized solely and exclusively for the purpose of encouraging retired teachers to use their talents, their training and their experience in furthering the educational, social and civic growth of the community, the state and the nation; to develop and promote a program of continuing education for adults 50 years of age and older by using the talents and abilities in education of retired teachers; to afford opportunities for united action in solving problems relative to the needs of retired and active teachers; to elevate the status of retired teachers; to cooperate with local associations of retired teachers in solving problems of mutual concern.

The purposes set forth herein are limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax-exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may be amended. No part of the income or net earnings of the corporation shall inure to the benefit of any private individual.

All persons now or hereafter retired from educational institutions in Louisiana are eligible to become voting members of this corporation, provided (1) they are members of the Teachers' Retirement System of Louisiana, or (2) persons retired from the teaching profession in Louisiana. Any person who is interested in education and who desires to promote the purposes of the corporation as set forth in these articles may become an associate member upon payment of the duly established dues, but such members shall not be eligible to vote or hold office.

The amount of the annual dues for active or associate memberships in this corporation shall be set forth and fixed in the Bylaws of the corporation.

ARTICLE III

This corporation is a non-profit corporation.

ARTICLE IV

This corporation is organized on a non-stock basis.

ARTICLE V

The corporation shall enjoy perpetual corporate existence.

ARTICLE VI

The domicile of this corporation is declared to be the Louisiana Retired Teachers Association office, in the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana, and its registered office and Post Office address is declared to be the Louisiana Retired Teachers Association office building, 9412 Common St., Suite 5, Baton Rouge, LA 70809.

ARTICLE VII

The following person shall be the registered agent of this corporation, upon whom legal process or other notice or demands required or permitted by law to be made on this corporation may be served, to-wit: LRTA Executive Director, 9412 Common St., Suite 5, Baton Rouge, Louisiana 70809.

ARTICLE VIII

The full names and Post Office addresses of the Incorporators are as follows:

Kate Perkins, 616 North 5th Street, Monroe, La.
Mary Hester, 700 Stubbs Avenue, Monroe, La.
Julia Wossman, 1205 St. John Drive, Monroe, La.
Mrs. A. W. Duncan, 1800 Jackson Street, Monroe, La.
J. E. Sapp, 4500 Jackson Street, Monroe, La.

ARTICLE IX

All of the corporate powers of this corporation and the management of its affairs shall be exercised by an Executive Board consisting of the following:

1. The President of the corporation.
2. A representative from each district, who shall be elected by members of this corporation residing in that district in the manner provided in the Bylaws of this corporation. The person so elected to represent a district shall be designated as the President of that district organization of retired teachers.
3. The First Vice-President and Second Vice-President of the corporation.
4. The immediate Past-President of this corporation.
5. The retired teacher members of the Board of Trustees of the Teachers Retirement System of Louisiana shall be in an advisory non-voting capacity, and attend all Board meetings.
Rationale: For clarification.
6. ~~The retired teacher~~ A retiree representative member of the Office of Group Benefits Policy and Planning Board shall be in an advisory non-voting capacity, and attend all Board meetings.
Rationale: When this was originally written, there was only one retiree representative. Now there are two.
Rationale: For clarification.
7. The State President, or comparable official, of AARP-Louisiana shall be in an advisory capacity, and attend all Board meetings.
8. ~~The Incumbent President of the Louisiana Association of School Superintendents Retired shall be in an advisory capacity and attend all Board meetings.~~
Rationale: LASS-R unit has been dissolved.

The Executive Board shall meet each year prior to the semi-annual meeting of the membership and for such special meetings as may be called by the President or a majority of the Executive Board.

A majority of the Executive Board shall constitute a quorum for the transaction of business.

ARTICLE X

Within the corporation and affiliated with it there shall be established in each district of the state a District Retired Teachers' Association. Membership eligibility in each District Association shall be the same as for the corporation. Rules for establishment and governance of each District shall be set forth in the Bylaws.

ARTICLE XI

The elected officers of this corporation shall be President, First Vice-President, and Second Vice-President.

The President, First Vice-President and Second Vice-President shall be elected in even numbered years for two-year terms. The President shall not be eligible to succeed himself or herself. The First and Second Vice President may succeed himself or herself in office.

A vacancy occurring in the office of President shall be filled by elective officers in the following order: First Vice-President, Second Vice-President.

The offices of President, First Vice-President and Second Vice-President may be filled only by active members of the corporation.

The number and kind of appointive offices shall be determined by the Executive Board and shall be filled by the

President with the consent of the Executive Board.

ARTICLE XII

This corporation shall have and possess all the powers, authority, and capacity granted to non-profit corporations by the laws of the State of Louisiana.

ARTICLE XIII

The corporation owns personal property, rights, and credits of substantial value; however, no paid-in capital is declared.

ARTICLE XIV

No member of this corporation shall be liable personally for its actions, debts, and obligations.

ARTICLE XV

The members of this corporation shall meet twice each calendar year. ~~There shall be a regular meeting held during the month of April in the City of Alexandria.~~ The spring and fall meetings shall each be held at a time and place as may be determined by the Executive Board of the corporation. The Executive Board has the authority to cancel a state meeting.

Rationale: This will allow more flexibility to find an appropriate meeting location.

Rationale: This will allow for emergencies, low participation, prohibitive costs, etc.

ARTICLE XVI

Should this corporation ever be dissolved or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501(D)(C) under the Internal Revenue Code of 1954 or to the federal government or the state or local government for public purposes. No part of the assets of the corporation shall ever be distributed to or used for the benefit of any member, trustee, or officer of the corporation or any private individuals or corporations.

ARTICLE XVII

The Articles of Incorporation of the corporation may be amended by a majority vote on an official ballot. Official ballots will be sent to voting members by mail, and must be received in the LRTA office at least 30 days prior to the Spring Meeting. A copy of the proposed amendments shall accompany the ballot. An amendment to the Articles of Incorporation may be proposed in writing to the Executive Board by the ~~Constitution and~~ Bylaws Committee or any active member.

Rationale: The Constitution was consolidated into the LRTA Bylaws in April of 2009.

IN TESTIMONY WHEREOF said Incorporators have hereunto signed their names at Monroe, Louisiana, in the presence of Anna V. McGowen and Margaret M. Phillips, legal and competent witnesses and me, said Notary, on the day and date first above written.

WITNESSES:

/s/ Kate Perkins
KATE PERKINS

/s/ Anna V. McGowen

MARY HESTER

/s/ Mary Hester

/s/ Margaret M. Phillips

/s/ Julia Wossman
JULIA WOSSMAN

/s/ Mrs. A. W. Duncan
MRS. A. W. DUNCAN

/s/ J. Norman Coon
NOTARY PUBLIC

/s/ J. E. Sapp
J. E. SAPP