

Association of Corporate Counsel
Louisiana Chapter

Minutes
Board of Directors Meeting
January 17, 2008

The Board of Directors of the La. Chapter of the Association of Corporate Counsel met at the offices of Laitram Corporation on January 17, 2008.

President Joni Johnson called the meeting to order. Those in attendance were, Joni Johnson, Franck Labiche, Jim Moran, Ray Munna, Dan Schwarzenbach, Tommy Lind, Tom Fierke, Ed Giering (by telephone) and Randy Sutton.

Joni asked that the Board approve the minutes of the November 12, 2007 meeting, which was done by acclamation without objection.

Franck then presented the Treasurer's report, showing a bank balance as of January 11, 2008 of \$20,529.29.

Joni asked if there were any objections to the proposed calendar of Board meetings in 2008, namely: April 17, July 17 and October 16. There were no objections, although Tommy Lind said that he would be in Venice, Italy on July 17th, but promised to phone in to the meeting while on a gondola and to serenade the Board with "O Sole Mio".

Old Business

Joni then asked the Board to consider the Chapter By-Laws in light of the requirements and recommendations provided by the national ACC, that Jim had distributed. Tommy Lind had several recommendations and questions concerning the By-Laws, which were discussed. Specifically, it was suggested that the last sentence be deleted from Article II B. 1 (c), and that Article II C. (1) be changed to specify that proxies could only be held and delivered by another Chapter member. Also, in Article III A. (3) it was suggested that the word "member" be changed to the plural since the word "attorneys" was used to introduce the Qualification section. In Article III B. (1) it was suggested that we change "of the previous calendar year" to "each calendar year," or similar wording. Jim Moran advised that he would circulate the suggested changes in writing to the Board for its consideration.

Dan reported that his research did not reveal any filing of incorporation papers with the La. Secretary of State's office for the Chapter and therefore the Chapter was an unincorporated association. Franck confirmed that the Chapter was on a fiscal year basis, October 1-September 30, to conform to the national ACC fiscal year and their consolidated income tax filings.

Franck said that he had not been able to locate a law firm or corporation that the Chapter could solicit for use of a suite to attend a Hornets basketball game at the Arena for a

Chapter social event.

Discussion of the previously proposed sponsorship program ensued. Franck said that he had discussed the program with Phelps, Dunbar and that firm was interested. Joni suggested mailing the sponsorship details in September or October to correspond to the fiscal year budget planning of most firms. Franck said that this would allow the Chapter to determine interest among firms and see their suggested topics for luncheon seminars in 2009.

The group was shown the prospective sponsorship list and some firms were added. Jim noted that Jackson Lewis had just opened a New Orleans office and might be a good prospect.

In lieu of mailing sponsorship letters in September or October, it was suggested that June or July might be a better time. A question was raised as to whether this might stifle interest in the Chapter obtaining a sponsor for a summer or fall CLE luncheon in 2008, but Joni said that firms might be interested in sponsoring a 2008 CLE luncheon and avoiding the up-front cost of sponsorships to be proposed for 2009.

Randy moved and Franck seconded a motion to send out the sponsorship proposal for 2009 Chapter CLE events in July of 2008. The Board approved by acclamation.

Jim suggested that the Chapter send the sponsorship letters first to those firms that had supported the Chapter's CLE events in the past.

New Business

Joni asked for suggested times and topics for 2008 CLE events. Franck and Jim suggested that we get some suggestions from topic lists that had been published by the national ACC. Dan suggested contacting Mike Goldblatt for topics. Tom Fierke suggested a legislative update in the spring, perhaps March 14 or 28th. Jim noted that we might have some trouble getting a law firm to sponsor a CLE luncheon on that topic because it was non fee-generating. But Tom said that Neal Abramson at Adams & Reese might be a good speaker on that topic and it could be combined with another topic of that firm's choosing. Tom said that the Legislature was going to have two special sessions, one on Ethics in February and another on business taxes later. It was noted that the session on business taxes might come too late for discussion at a spring seminar.

Joni said that in keeping with the national ACC guidelines, the Chapter needed a "Vision Focus" for the current year and she suggested attracting new members, to which there was general agreement. She said that she would contact Entergy to solicit their support and membership and possibly another large bank for members.

Joni asked for suggestions for spring/summer social activities. Ideas bantered about included a pool party at the Zephyrs baseball park and private museum showings, such as at the Ogden Museum of Art. Joni said that something unusual might attract some

prospective members. Ed Giering said that he would brainstorm a Baton Rouge social function. One suggestion was a trip to an LSU football game in September. Joni said that she would call the Fair Grounds and check on their group rates.

There being no further business, the meeting was adjourned at approximately 1:30 PM.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Randy J. Sutton", with a stylized flourish at the end.

Randy J. Sutton
Secretary