

**BY-LAWS
OF
CONSERVATIVE PARTY of LOUISIANA, INC.**

**ARTICLE I
NAME**

These By-Laws which govern the Conservative Party of Louisiana, Inc. shall be hereinafter referred to as the "Party."

**ARTICLE II
OFFICES**

The principal office of the Party in the State of Louisiana shall be located in East Baton Rouge Parish. The Party may have such other offices, either within or without the State of Louisiana, as the Board of Directors may designate or as the business of the Party may require from time to time.

**ARTICLE III
PURPOSES**

The purposes and objectives of this Party are:

Educate

To educate the public about the United States form of government envisioned by its founding fathers and written into law.

Advise

To advise the public about candidates and legislative acts that affect the citizens of Louisiana.

Submit

To submit candidates to public office under the banner and endorsement of the Louisiana Conservative Party.

Elect

To elect candidates endorsed by the Louisiana Conservative Party.

**ARTICLE IV
MEMBERSHIP**

There shall be three (3) classes of membership in the Party;

Registered Party is a Conservative Party member in good standing also registered with a Louisiana Registrar of Voters as a member of the Conservative Party, and is a Party voting member of the Party.

Regular Member is a Conservative Party member in good standing NOT registered with a Louisiana Registrar of Voters as a member of the Conservative Party, and is a non-voting member of the Conservative Party.

Youth Member is a Party non-voting member in good standing over age sixteen (16) and below voting age.

Any individual who supports the purposes and principles of the Party is eligible for membership. Membership is subject to approval or review by the Board of Directors on the basis of loyalty to the purposes and principles of the Party.

Only Registered Members shall be counted for delegate apportionment and representation of the Party. Only Registered Members may vote on Party affairs and shall be eligible to hold corporate office in the Conservative Party of Louisiana.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Party shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the Party shall be fixed by the Board of Directors, but in no event shall be less than two (2) or more than thirty (30). Each director shall hold office until his or her successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, and at the place designated in the notice.

SECTION 4. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2 of this article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though they are less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

SECTION 10. Compensation. By resolution of the Board of Directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors, or other Party meetings specifically authorized by the Board of Directors. No such payment shall preclude any director from serving the Party in any capacity and receiving compensation thereof.

ARTICLE VI OFFICERS AND DUTIES OF OFFICERS

Officers of this corporation shall be a Chairman of the Board & Chief Executive Officer, Vice-Chairman of the Board, President, Vice-President, Secretary, Treasurer, and Executive Director.

At the option of a newly elected female Chairman of the Board, or a female Vice-Chairman of the Board, these positions may be titled Chairwoman of the Board, or Vice-Chairwoman of the board for the duration of the officer term. All officers except the Executive Director shall be elected by the membership at the annual meeting for a term of one-year and shall hold office until their successors are elected. The Executive Director shall be designated by the board of directors.

SECTION 1. Chairman of the Board. The Chairman of the Board is the Chief Executive Officer of the Party, and shall preside at all meetings of the Board of Directors, Party conventions, or other Party meetings where Party voting will take place.

SECTION 2. Vice Chairman of the Board. In the absence of the Chairman of the Board or in the event of his or her death, inability or refusal to act, the Vice Chairman of the Board shall perform those duties. The Vice Chairman of the Board shall be responsible for the arrangements of Party conventions. Other duties may be assigned to the office of Vice Chairman of the Board by the Board of Directors from time to time.

SECTION 3. President. The President is the Chief Membership Officer of the Party, subject to the control of the Board of Directors and shall preside over the Party Platform Committee.

SECTION 4. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform those duties. Other duties may be assigned to the office of Vice President by the Board of Directors from time to time.

SECTION 5. Secretary. The Secretary shall be the recording officer of the Party.

SECTION 6. Treasurer. The Treasurer shall receive, expend and account for the funds of the Party. The Treasurer shall make an annual financial report to the Party membership and shall perform all duties required of the office by federal and state laws.

SECTION 7. Executive Director. The Executive Director is the chief administrative officer of the Party, subject to the control of the Board of Directors and shall control and generally supervise all the business affairs of the Party.

ARTICLE VII MEMBERSHIP MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Party shall be held on the third Saturday of the month of June in each year, beginning with the year 2009, at the hour of 10:00 a.m., for the purpose of electing Directors and Officers and for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Louisiana, such meeting shall be held on the next succeeding Saturday.

SECTION 2. Special Meetings. Special meetings of the membership of the Party, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the Board of Directors.

SECTION 3. Place of Meeting. The Board of Directors shall designate the place of meeting.

SECTION 4. Notice of Meeting. A notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be advertised in The Advocate, Baton Rouge, which shall be the official newspaper of record, ten (10) days before the date of meeting.

SECTION 5. Closing of Membership Books. For the purpose of determining members entitled to vote at any meeting of the membership, the membership books shall be closed effective the date of the posting of the notice of the meeting.

SECTION 6. Proxies. Proxies are not permitted.

SECTION 7. Quorum. Five percent (5%) of the members entitled to vote shall constitute a quorum.

SECTION 7. Voting. A majority of the members present at the meeting and entitled to vote shall constitute passage of any action placed before the membership for consideration.

ARTICLE VIII COMMITTEES

The standing committees of the Board of directors are; By-Laws, Rules, Nominating, and Platform. Committee member appointments, including their Chairman, or Chairwoman, are controlled by the Board of Directors. Committees may conduct business by meetings, mail, telephone or the Internet. A majority of participating committee members is necessary for a recommendation to pass on to the Board of Directors.

ARTICLE IX PARLIAMENTARY PROCEDURE

Robert's Rules of Order, latest edition, shall be the parliamentary authority for all Party matters of procedure.

ARTICLE X FISCAL YEAR

The fiscal year of the Party is annual, January through December.

ARTICLE XI AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above By-Laws are certified to have been adopted by the Board of Directors of the Conservative Party of Louisiana, Inc. on the _____ day of _____ 2009

Sdjldjaljldjldjl, Secretary

ATTEST:

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Dated: Month XX, 2008