

Bylaws of the Big Easy Sisters

A Louisiana Nonprofit Corporation

ARTICLE 1. CORPORATE NAME

The name of this Corporation shall be The Big Easy Sisters.

ARTICLE 2. OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE.

The Corporation's principle executive office shall be fixed and located at such place as the Board of Directors (Board) shall determine within New Orleans, Louisiana. The Board is granted the power and authority to change said principle executive office from one location to another.

SECTION 2. OTHER OFFICES.

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE 3. OBJECTIVES AND PURPOSES

SECTION 1. SPECIFIC PURPOSE.

- A. This Corporation is a nonprofit public benefit Corporation is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The Primary purpose of The Big Easy Sisters is to perform public service, present theatrical productions and educate the public.

SECTION 2. GENERAL PURPOSE.

The general purpose of the Corporation shall be to educate the community on safety and health issues, promote awareness, spiritual enlightenment and the abolishment of bigotry and hatred. The Big Easy Sisters shall work to raise funds for other Charitable Organizations. The Members of the Big Easy Sisters shall work to bring an end to stereotypes of all kinds.

ARTICLE 4. NONPARTISAN ACTIVITIES

The Corporation has been formed under the Louisiana Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities or earnings shall be used to publish or disseminate materials whose purpose would be to attempt to influence legislation and the Corporation shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation will not substantially participate of intervene on behalf of or against any cause or measure being submitted to the public for vote. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 5. DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Member or director of this Corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with this Corporation's philosophy, provided that the Corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE 6. MEMBERSHIP

SECTION 1. POWERS AND DUTIES.

The Voting Members of the General Membership (GM) shall have the ultimate power in the organization. They shall have the authority to overturn any decision made by the Board of the Officers by a six majority vote at any GM meeting. In addition, they shall have sole authority to grant new membership, change the status of Members or remove Members in accordance with these bylaws. The GM shall approve the annual corporate budget and authorize all expenditures of more than \$100.00. They shall approve any corporate logo, theme, motto or seal before its usage as well as any changes to the aforementioned. They shall have the absolute right to remove any Officer or Board Member for any reason in accordance with these bylaws. The GM has the sole authority to create, approve, edit or remove official policies for the Corporation.

SECTION 2. CLASSIFICATION OF MEMBERS.

The General Membership (GM) of The Big Easy Sisters shall consist of four (4) types of Members: Fully Professed Members (FPMs), Novices, Postulants and Retired Members. No Member may transfer a membership or any right arising thereof.

A. Fully Professed Members.

Fully Professed Members shall consist of Sisters and Guards. FPMs shall be Members for life except in the case of resignation or removal (as specified in Sections 5 and 6 of this Article).

1. Sister.

Sisters have the right to hold any Office and/or be elected to the Board. Sisters have the right to vote on all issues brought up in GM meetings at which they are deemed to be in good standing. Only Sisters may sponsor new Members. The GM may define other rights and/or restrictions as necessary.

2. Guards.

Guards have the right to vote on all issues brought up in GM meetings at which they are deemed to be in good standing. They cannot speak to the press or public on behalf of the order and cannot hold office or serve on the Board. They may co-host an event with a Sister. The GM may define other rights and/or restrictions as necessary.

B. Novices.

Novices are in training to become FPMs. They have no voting rights, may not hold office, sit on the Board or speak on behalf of the Order to the press or the public. They must maintain a

Ministrant as a sponsor until they are elevated to an FPM. Novices are not agents of the Corporation and may not take on any duties without the express approval of a Sister. The GM may define other rights and/or restrictions as necessary. After a period to be determined by the GM, the Novice may be voted to progress to FPM at a GM meeting.

C. Postulants.

Postulants are new Members in training. They have no voting rights, may not hold office, sit on the Board or speak on behalf of the Order to the press or the public. They must maintain sponsorship at all times. Postulants are not agents of the Corporation and may not take on any duties without the express approval of a Sister. The GM may define other rights and/or restrictions as necessary. After a period to be determined by the GM, the Postulant may be voted to progress to Novice at a GM meeting.

D. Retired Members.

Retired Members are encouraged to participate in functions as The Big Easy Sisters Members when they can. They are not expected to attend meetings or pay dues. They have no formal obligation to the Corporation other than to act in an appropriate manner when identifying as a Member. Retired Members are not agents of the Corporation, may not represent the Order to the press or the public and have no voting rights. The GM may define other rights and/or restrictions as necessary. They must petition the GM to regain full membership status and must receive a simple majority vote at a GM to return as an FPM.

SECTION 3. VOTING RIGHTS.

Only Fully Professed Members who have attended at least one (1) GM meeting within the prior three (3) months and are otherwise in good standing have the right to vote at a GM meeting.

SECTION 4. GOOD STANDING.

A Member shall be considered in good standing if:

- They have attended a minimum of one (1) out of the three (3) of the prior GM meetings.
- They have paid any applicable dues or fees, as set by the Board, in a timely manner.
- They are not on sabbatical.
- They have not been censured nor had any rights restricted by the GM.

SECTION 5. ACTIVE STATUS.

To be considered an Active Member, an FPM must work at two (2) official The Big Easy Sisters events or attend three (3) GM meetings for any given twelve (12) month period. Any Member failing to meet this minimum requirement will be considered inactive.

Once inactive, the Secretary shall mail notice to the last known address of the Member advising them of their inactive status and informing them that they have six (6) months to attend the minimum events/meetings or they will be considered Retired. Once the Secretary has sent notice to the Member, the Secretary must report the inactive status to the GM. The Secretary must send a second notice thirty (30) days prior to any action being taken by the GM.

Prior to the end this six (6) month inactive period, a Member may request the GM to give them dispensation to remain inactive for up to an additional twelve (12) months. Dispensation must be approved by a majority vote at a regular GM meeting. The Member may request renewal of inactive status every twelve (12) months. The GM may choose to extend dispensation for an indefinite time to certain individuals of merit by a majority vote at a GM meeting. Revocation of dispensation for inactive status shall also require a majority vote at a GM meeting.

Members on sabbatical are considered active during their sabbatical.

SECTION 6. RESIGNATION, SABBATICAL, REMOVAL AND CENSURE.

A. Resignation.

Resignation of a Member shall be effective upon receipt of written or verbal notice to any Officer of the Corporation. The Secretary shall send a letter by registered mail or equivalent means to the resigning Member verifying the resignation within three (3) business days of notification. It is the duty of any Officer to notify the Secretary of a resignation within twenty-four (24) hours. Resignations may be rescinded by the resigning Member up to seven (7) days after receipt of the verification letter from the Corporate Secretary. Letters of resignation shall be read into the minutes of the subsequent GM meeting.

B. Sabbatical.

A Member may request a sabbatical or leave of absence from The Big Easy Sisters for a specified period of time. A Member may also be placed on sabbatical by a majority vote at a GM meeting. During sabbatical, a Member loses any voting rights and any right to represent The Big Easy Sisters in public. A Member on sabbatical is not responsible for paying regular dues or fees during the absence but is responsible for any other financial debts to the Corporation.

C. Censure And Suspension of Rights.

Any Member may be censured and have any or all of their rights as expressed in these bylaws or any other document of the Corporation suspended for a specific time. To censure and/or suspend a Member's rights, including the right to vote, requires a two-thirds (2/3) vote at a GM meeting. A Board Member must be informed of the motion to censure or suspend rights, to whom it pertains and the reasons for the motion at least twenty-four (24) hours in advance of the GM meeting in which the motion will be presented. The motion to suspend rights and/or censure must include the reason for the action, the rights that are to be suspended and the duration of the suspension. A Suspended Member's rights are automatically restored to the same status as before the suspension at the end of the stated time, unless another vote to extend the suspension is passed in the same manner as stated above before the end of the original suspension period.

D. Removal.

1. Fully Professed Members.

Any FPM may be removed from the Corporation by a Majority vote at two (2) consecutive GM meetings no less than forty-eight (48) hours apart.

2. Novices and Postulants

Novices and Postulants may be removed by a Majority vote at a GM meeting.

SECTION 7. DUES & FEES.

Each Member in good standing shall pay, within the time and on the conditions set by the Board, any initiation fee and/or annual dues in the amount to be fixed by the Board. The fees and dues shall be equal for each type of Member, but the Board may, at its discretion, adjust the fees and dues.

ARTICLE 7. CORPORATE OFFICERS

The Officers of the Corporation shall be a President, a Vice-president, a Secretary and a Corporate Finance Officer (CFO). The CFO must agree to become bonded (expenses paid by the Corporation). A subordinate Vice-president and a subordinate Secretary may be elected by majority vote at the Annual Meeting. The Officers may also request that the GM approve a subordinate Vice-president and or

subordinate Secretary at any time if those positions were not filled at the Annual Meeting. The GM must approve the individual(s) recommended by the Board by majority if not elected at the Annual Meeting. Any subordinate Officer serves until the close of the subsequent Annual Meeting except in case of resignation, removal or death. No individual may hold more than one office at a time.

SECTION 1. RESPONSIBILITIES.

A. President.

The President shall: prepare the agenda for and preside at all regular and special meetings of the Corporation; direct, subject to the advice of the Board, the planning of the functions of the Corporation and its activities; assist, within thirty (30) days of taking office, in the creation of a budget and a time line for the Corporation; serve as the official representative or appoint the official representatives of the Corporation, as needed. Other duties may be determined by these bylaws or at the discretion of the Board of GM as necessary.

B. Vice-President.

The Vice-President (VP) shall serve as the assistant to the President in all duties of the President and shall assume the duties of the President in the President's absence. The VP shall also assume those duties delegated by the President. Additionally the VP is responsible for the overall process of progressing applicants and members who have not yet acquired their full profession in the Order. The VP shall disseminate educational materials to all supplicants and new members until such time as they reach their full profession. Other duties may be determined by these bylaws or at the discretion of the Board of GM as necessary.

C. Corporate Secretary.

The Secretary shall be responsible for: maintaining an accurate roster of the membership; maintaining a current list of those serving on special or standing committees of the GM; accurately recording and producing written minutes of all GM meetings; giving or cause to be given, notice of all meetings of the GM as required in these bylaws; keeping the seal and records of the Corporation in safe custody, if there are any. The Secretary may have or perform other such powers as prescribed by these bylaws, the Board or GM as necessary. The Corporate Secretary shall act as the official correspondent for the Corporation.

D. Chief Financial Officer (CFO).

The CFO shall be responsible for: maintaining accurate records of all financial transactions of the Corporation; transacting or supervising transactions of all disbursements and receivable and keeping accurate records of such; depositing all monies and valuables in the name of and to the credit of the Corporation in such depositories as may be designated by the Board; submitting to the Board a full quarterly financial report listing expenditures, receivable and conditions of assets; preparing for submission all necessary books, vouchers and records for audit by an independent certified public accountant at the end of each term of office or upon request by a majority vote of the Board; producing said audit at the annual meeting; and serving as one of three (3) cosignatories on the accounts of the Corporation (the other two will be the President and Secretary of the Corporation). Other duties may be determined by these bylaws or at the discretion of the Board or GM as necessary.

E. Subordinate Officers.

The subordinate Vice-President or Secretary is responsible for assisting the other Officers, in particular, the primary Vice-president or primary Secretary, as the case may be. Their duties are as assigned by the primary Vice-president or primary Secretary. Subordinate Officers have no voting rights at Officer meetings.

SECTION 2. VACANCIES.

Vacancies in offices shall be filled by appointment of the Board. The Board may request the voting FPMs to elect a new Officer to fill a vacancy at a GM meeting, if time permits. Individuals filling vacancies serve only for the remainder of the original term of the office and may seek reelection at the annual meeting. Resignation of an Officer is subject to the same conditions as those for Board members in Article 9, Section 8.

SECTION 3. RESIGNATIONS.

Resignation of an Officer shall be effective upon receipt of written notice by the Board Chair or Secretary of the Board. Resignations may be rescinded up to forty-eight (48) hours after submissions if the Officer is leaving without due cause.

SECTION 4. REMOVAL.

Any Officer may be removed by a majority vote at a GM meeting if it has been determined that s/he has acted against or jeopardized the Corporation, operated in a manner contrary to the actions of a reasonable and ordinarily prudent person and/or has given due cause for removal. Voting for removal shall be done by secret ballot. The removed Officer may file a grievance to contest or appeal the removal decision as outlined in Article 16, Grievances.

ARTICLE 8. MEETINGS

SECTION 1. REGULAR MEETING.

Regularly scheduled meetings of the GM shall be held not less than every two months. Members in good standing must be notified of a GM meeting at least seventy-two (72) hours before the meeting by phone, email, in person or by written notice mailed to their address of record at least five (5) days prior to the meeting.

SECTION 2. ANNUAL MEETING.

The regular February meeting of the GM shall be considered the Annual Meeting. Elections of Officers and Board Members shall be conducted at the Annual Meeting.

SECTION 3. SPECIAL MEETINGS.

The President of the Corporation or any five (5) FPMs in good standing may call special meetings of the GM at any time. The notice of a special meeting shall be given by personal delivery, by email or phone forty-eight (48) hours in advance or by written notice sent to the Member's address of record at least five (5) days before the date of said meeting. The notice shall state the time, place and purpose of the meeting.

SECTION 4. QUORUM.

A quorum for GM meetings shall consist of a simple majority of all FPMs who are eligible to vote.

SECTION 5. PROXIES.

No proxies are accepted on any vote.

SECTION 6. PHONE/EMAIL VOTING.

When an issue comes before the GM that requires resolution before the next scheduled GM meeting and a special meeting cannot be called, the issue may be voted on by either phone or email. The President of the Corporation or any five (5) FPMs in good standing may call a phone or email vote. However, only The Big Easy Sisters Officers are authorized to conduct the vote. Additionally, the vote shall be conducted under the following guidelines:

1. Any conditions that would normally be attached to the vote in a GM meeting are attached to the phone/email vote. For example, if the vote requires a two-thirds (2/3) majority, the phone/email vote also requires a 2/3 majority.
2. The reason for the vote, the pro and con sides of the issue and the motion must all be presented using the exact same language to each Member voting.
3. The Officer conducting the vote cannot campaign either pro or con for the issue nor can they respond to questions about the issue.
4. The vote must be completed forty-eight (48) hours after the first Member is contacted and the complete text of the motion must be sent to the Secretary.
5. Enough Members must respond to satisfy quorum.
6. The results of the voting, including total number of respondents and total yes and no votes, must be announced at the next GM meeting.
7. The GM must ratify the motion at the next GM meeting.

SECTION 7. ROBERT'S RULE OF ORDER

GM meetings, although informal, shall be conducted with *The Standard Code of Robert's rule of order* as a general guide.

ARTICLE 9. BOARD OF DIRECTORS

SECTION 1. COMPOSITION.

The Board shall be composed of seven (7) members: the President, Secretary and Chief Financial Officer (CFO) of the Corporation and four (4) At-Large Directors who may also hold any other corporate office. At-Large Directors shall be elected after the election of Corporate Officers at the Annual Meeting.

SECTIONS 2. OFFICERS OF THE BOARD.

The Board shall have a Chair, Alternate Chair, Secretary and Treasurer. These positions shall be elected by majority vote of the Board members at the first meeting of the Board, to be held within thirty (30) days of their election by the GM. The Secretary of the Board may not hold any other Board office.

A. Chair.

The Chair of the Board shall be responsible for preparing the agenda of the Board meeting and conduct and arbitrate all meetings of the Board. The Chair shall help to prepare a budget for the Board within thirty (30) days of election. The Chair shall appoint special committees for the Board as necessary and shall report all Board actionable agenda items to the GM at the subsequent GM meeting.

B. Alternate Chair.

The Alternate Chair shall be responsible for all duties of the Chair in the Chair's absence.

C. Secretary.

The Secretary of the Board shall take the minutes of the Board meeting, keep the roster of attendance at Board meetings and notify all Board members of up-coming meetings of the Board or Board events.

D. Treasurer.

The Treasurer of the Board shall handle all monies of the Board and see that accurate records are kept on expenditures. Within thirty (30) days of election, the Treasurer shall submit a Board budget for the Board's approval.

SECTION 3. QUALIFICATIONS OF DIRECTORS.

A. Requirements.

All candidates for the Board must be Ministrants eligible to vote at the annual meeting.

B. Restrictions.

Not more than forty-nine percent (49%) of the Board serving at any time may be interested persons. An interested person is anyone being compensated by the Corporation for services rendered to it within the previous or subsequent twelve (12) months of the Annual Meeting as well as any immediate family member, spouse or domestic partner. Directors may not serve as employees of the Corporation and hold a seat on the Board concurrently.

SECTION 4. POWERS AND DUTIES.

The Board will: advise the President and GM on the planning of the functions of the Corporation and its activities; exercise all of the powers of the Corporation and supervise and control its business and affairs, subject only to the limitations and restrictions provided by law and these bylaws; authorize the execution of contracts, incur indebtedness and other agreements necessary in the name of and to the efficient conduct of the business of the Corporation (with the exception of the President who may incur indebtedness in the name of the Corporation not to exceed \$100 without prior Board approval); propose the annual budget, supervise credits and debits and review or revise systems setup for auditing; cash flow and inspection of all Corporate assets. The Board may, from time to time, add or subtract subcommittees needed to fulfill the requirements of the activities of the Corporation. Directors will also exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws. *The Standard Code of Robert's rule of order* will be used to determine those powers or duties not specified. Other duties may be determined by these bylaws or at the discretion of the GM as necessary.

SECTION 5. QUORUM.

A simple majority of the seated Directors (including the Chair or the Alternate Chair) must be present at a meeting to constitute a quorum for the transaction of business.

SECTION 6. PROXIES.

Proxies shall not be accepted on any vote.

SECTION 7. ELECTION AND TERM OF OFFICE.

Directors shall be elected by the eligible voting members at the GM Annual meeting and will hold office until the close of the next Annual Meeting. Directors elected to fill vacancies shall also serve until the close of the next Annual Meeting. Candidates may not participate in any activities that can be

interpreted as procuring of votes, nor may they establish an election campaign that utilizes monies or donated services from any individual or group.

SECTION 8. VACANCIES.

A vacancy in any Director's position shall be deemed to exist on the occurrence of resignation, removal or death; the absence from three (3) consecutive Board meetings; the failure to fill all positions at the annual GM meeting; or amendment to these bylaws to increase the size of the Board. No amendment to reduce the number of directors will affect Director's currently serving. Elections to fill vacancies on the Board shall be held at the first GM meeting following the vacancy.

SECTION 9. RESIGNATIONS.

Resignation of a Director shall be effective upon receipt of written notice by the Chair or Secretary of the Board. Resignations may be rescinded up to forty-eight (48) hours after submission if the Director is leaving without due cause.

SECTION 10. REMOVAL.

Any Director may be removed by a 2/3 majority vote at a GM meeting if it has been determined that s/he has had three (3) consecutive absences, acted against or jeopardized the Corporation, operated in a manner contrary to the actions of a reasonable and ordinarily prudent person and/or has given due cause for removal. Voting for removal shall be done by secret ballot. A Director may file a grievance to contest or appeal a decision for removal as outlined in Article 16, Grievances.

SECTION 11. BOARD MEETINGS.

Meetings of the Board of The Big Easy Sisters shall be open to all FPMs and any guests that are approved by the Chair or Alternate chair in the Chair's absence. Meetings will be conducted using *The Standard Code of Robert's rule of order* as a guide. The bylaws supersede *The Standard Code of Robert's rule of order* in case of conflict.

A. Regular Meetings.

All meetings of the Board may be held at any place within or outside the state of Louisiana that has been designated by resolution of the Board. All Board members must be notified at least seventy-two (72) hours before the meeting. Regular meetings of the Board shall be held at least once per quarter.

B. Special Meetings.

A special meeting may be held by telephone or similar communication equipment provided that all directors participate either by conference call or by individual calls so long as all directors are read the question(s) or statement(s) in the same exact manner. Telephone meetings may only be conducted by the Board Chair or by the Board Secretary at the instruction of the Chair or by the Alternate Chair in absence of the Chair.

C. Annual Meeting.

The Annual Meeting of the Board shall be held no more than thirty (30) days after the annual GM meeting.

ARTICLE 10. COMMITTEES

SECTION 1. CREATION AND DISSOLUTION.

Either the President of the Corporation or the Chair of the Board shall create committees. A committee is created when either the President or the Chair of the Board appoints a Chair of said committee. All Chair appointments are subject to approval by the GM. When a committee no longer has any work before it, the Chair of the committee may dissolve the committee.

SECTION 2. COMMITTEE MEMBERS.

The Chair of the committee recruits members of a committee. The committee may be composed of Members of The Big Easy Sisters as well as non-Members whose skills and knowledge are beneficial to the committee. Membership on a committee is voluntary.

SECTION 3. COMMITTEE POWERS AND DUTIES.

Committees have the power to make recommendations to the GM. Committees may be given the power to incur indebtedness or spend money on behalf of the Corporation; either the GM or the Board must give this power to the committee. Committees have a duty and obligation to conduct their assigned tasks with all due diligence and care on behalf of the Corporation.

ARTICLE 11. INDEMNIFICATION

SECTION 1. DEFINITIONS.

For the purposes of this Article,

- a. "Agent" means any person who is or was a Director, Officer, employee or other Agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee or Agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise;
- b. "Proceeding," means any threatened, pending or completed action or proceeding, wither civil, criminal, administrative or investigative; and
- c. "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of the Agent's position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT.

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against the Agent, the provisions of Sections 3 through 5 of this Article shall determine whether the Agent is entitled to indemnification.

SECTIONS 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Louisiana Corporations

Code, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the processing.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

A. Claims Settled Out of Court.

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

B. Claims And Suits Awarded Against The Agent.

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided both of the following are met:

1. The determination of good faith conduct required by Section 5., below, must be made in the manner provided for in that section, and
2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT.

The indemnification granted to an Agent in Sections 3. And 4. above is conditioned on the following:

A. Required Standard Of Conduct.

The Agent seeking reimbursement must be found, in the manner provided below, that the Agent acted in good faith, in a manner that the Agent believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of this Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the Agent's conduct was unlawful unless the matter is settled with the approval of the Louisiana Attorney General.

B. Manner Of Determination Of Good Faith Conduct.

The determination that the Agent did act in a manner complying with Paragraph A., above, shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
2. The affirmative vote of a simple majority of the Membership at a GM meeting; or
3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or

other person rendering a defense to the Agent, whether or not the application by the Agent, attorney or other person is opposed by this Corporation.

SECTION 6. LIMITATIONS.

No indemnification or advance shall be made under this Article, except as provided in Sections 2. or 5. B.3., in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES.

Expenses incurred in defending any Proceeding may be advanced by this Corporation before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OR NONDIRECTORS AND NONOFFICERS.

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf on any Agent or the Corporation against any liability asserted against or incurred by the Agent in such capacity arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against liability under the provisions of this Section.

ARTICLE 12. CONFLICT OF INTEREST

When any FPM, either on the Member's behalf or while acting for, by , with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Member, the Member:

- A. Shall disclose the Member's interest fully at a GM or any other meeting of the Corporation in the manner prescribed by Louisiana State Law;
- B. Shall disclose the Member's interest and the general nature thereof prior to any consideration of the matter in the meeting;
- C. Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- D. Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of the Member's immediate family member(s) shall, if known to the Member, be deemed to also be the pecuniary interest of the Member. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

ARTICLE 13. ELECTIONS

Nominations for Officers and Board of Directors shall be accepted at the last regular GM meeting scheduled before the Annual Meeting and will remain open until elections at the Annual Meeting. The Corporate Officers shall be elected to office before the elections of the remaining At-Large Board positions.

ARTICLE 14. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

ARTICLE 15. RIGHTS AND PROCEDURES

SECTION 1. INSPECTION OF BOOKS AND RECORDS.

Every FPM has the absolute right at any reasonable time to inspect all books, records and documents of this Corporation. This inspection may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

SECTION 2. AMENDMENTS.

A. Bylaws:

A 2/3 majority vote at two (2) consecutive regular or special GM meetings is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda. The amendment will become effective immediately after passing the second reading, unless it affects a term of office or specifies otherwise.

B. Articles of Incorporation:

A 2/3 majority vote at three (3) consecutive regular or special GM meetings, no less than seven (7) days apart is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda.

ARTICLE 16. GRIEVANCES

Each FPM shall have the right to bring any grievances forward in a safe and just manner, without worry or risk to their position within the Corporation. The corporate Secretary must receive a letter of request for mediation and a copy of the request is then forwarded to the chair of the Mediation Committee and the President. The President shall appoint no less than three (3) personas to serve on the Mediation Committee. Members may be temporarily removed or added from this committee to guarantee a lack of bias or prejudice against the parties involved in the mediation request. The chair can call a Mediation Committee meeting or send copies of the request to the other members of the standing committee and conduct the procedure by conference call.

The first step will be to determine if this is a proper grievance to be investigated by this Corporation. Those actions that violate city, state or federal law should be referred to the proper authorities by the requester, not by the Corporation. At the option of the Mediation Committee, and with the permission of the aggrieved parties, the committee may attempt to reconcile the differences without outside assistance. If that attempt is unsuccessful, then an outside, impartial mediator will be contacted by the Committee. The mediator will meet individually with both parties and then arrange a joint meeting for resolution. Each party will be allowed to bring one witness, notarized statements from witnesses and one member of their support network (this person will not be able to address the mediator, the

situation or the other parties involved). Guidelines for appropriate behavior will be drawn up and agreed upon by all parties. Repeated violation or disregard for these guidelines will result in either removal from the site or adjournment of the mediation. If the mediator cannot affect a satisfactory resolution, s/he will make a recommendation to the Mediation Committee and, subject to the approval by the Board, may suggest further action, including total dismissal.

ARTICLE 17. Robert's Rule of order

The current edition of *The Standard Code of Robert's rule of order* governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.