

**2019 AMENDED AND RESTATED BYLAWS
OF
DEUTSCHES HAUS
(a Nonprofit Corporation)**

**ARTICLE I
OFFICES AND PURPOSE**

Section 1.1 Principal Office. The principal office of the Deutsches Haus (the "Corporation") shall be in the City of New Orleans, Parish of Orleans, State of Louisiana at 1700 Moss Street, New Orleans, LA 70119.

Section 1.2 Other Offices. The Corporation may also have offices in such other places, both within and without the State of Louisiana, as the Board of Directors may from time-to-time determine or the business of the Corporation may require.

Section 1.3 Purpose. The Corporation is organized and shall at all times be operating exclusively for charitable, scientific, literary, educational, social and benevolent purposes and to engage in any lawful activity for which a corporation may be formed under the Louisiana Nonprofit Corporation Law. The Corporation shall be a voluntary, non-profit, incorporated, stock membership organization.

**ARTICLE II
MEMBERS**

Section 2.1 Application for Membership. Any person of good character may apply for membership in the Corporation. All applications for membership in the Corporation shall be made on applications furnished for that purpose; and the procedure for handling applications for membership shall be governed by the Board of Directors. The Board of Directors is expressly empowered to postpone action on or decline any application for membership without revealing the reason and without a public or private hearing.

Section 2.2 Membership Classifications. Membership in the Corporation shall be divided into Stockholder, Associate, Student Associate, Junior, and Life Members. A Junior Member and/or a Student Associate Member may ascend to Associate Member status and, subsequently, Stockholder Member status only as set forth in these Bylaws. An Associate Member may ascend to Stockholder Member status only as set forth in these Bylaws. A Life Member need not be a Student Associate Member, an Associate Member, or a Stockholder Member prior to obtaining Life Member status.

A member may either be in good standing or not in good standing as set forth in Section 2.3 of these Bylaws. For purposes of these Bylaws, the Stockholder Members in good standing and the Life Members in good standing who are shareholders of the Corporation, collectively, shall be eligible to vote at meetings of the Corporation as provided for in these Bylaws. Should a Stockholder Member or a Life Member hold more than one (1) share of stock in the Corporation, that Stockholder Member or Life Member shall not have any more privileges or voting rights under these Bylaws than if he/she held only one (1) share of stock in the Corporation.

Section 2.2.1 Stockholder Members. In order to be eligible to apply for Stockholder Membership, an Associate Member must be in good standing for two (2) years immediately preceding his/her application for Stockholder Membership. A Stockholder Member shall own one (1) share, and no more than one (1) share, of stock in the Corporation, shall pay such dues and assessments as are prescribed by the Board of Directors, and shall enjoy all of the privileges of the Corporation, including

voting power at membership meetings. A Stockholder Member's status shall remain that of a Stockholder Member regardless of whether the Stockholder Member is not in good standing. That is, a Stockholder Member not in good standing who re-establishes good standing pursuant to Section 2.3 shall be deemed a Stockholder Member.

Section 2.2.2 Associate Members. Each first-time applicant for membership in the Corporation eighteen (18) years of age or older shall be eligible for Associate Membership. Associate Members shall comprise those members who do not own stock in the Corporation. They shall pay such dues and assessments as the Board of Directors may prescribe from time-to-time. They shall enjoy such privileges as the Board of Directors may prescribe. However, Associate Members shall not have voting power at membership meetings.

Section 2.2.3 Student Associate Members. Student Associate Members shall consist of students under the age of twenty-five (25) who provide evidence acceptable to the Corporation of full-time enrollment in a college or university. The initiation fee for said Student Associate Members shall be one-half of the Associate Member initiation fee, and the dues shall be one-half of the Associate Member dues. Said Student Associate Members shall have all rights and privileges as prescribed by the Board of Directors from time-to-time, except they cannot own stock in the Corporation nor can they vote. At the end of the year at which a Student Associate Member graduates, terminates his/her full-time student status, and/or reaches twenty-five (25) years of age, said Student Associate Member shall be eligible to become an Associate Member, paying all dues and fees necessary for that status, provided the Student Associate Member otherwise complies with all other provisions of these Bylaws.

Section 2.2.4 Junior Members. Junior Membership is available for individuals under the age of eighteen (18). Junior Members shall enjoy all privileges as the Board of Directors may prescribe, except they cannot own stock in the Corporation nor can they vote. The initiation fee and the dues shall be one-fourth of the Associate Member assessments. The prospective Junior Member shall be nominated for membership by a Stockholder Member in good standing, an Associate Member in good standing, or a Life Member in good standing who personally knows the candidate and his/her parents or guardians. Application for Junior Membership shall be made with parent or guardian approval as indicated by their signature on the application. Junior Members must be accompanied by an adult when present at the Corporation's facilities or the Corporation's functions. Eligibility for Junior Membership ceases at the end of the dues year that the Junior Member turns eighteen (18) years of age.

Section 2.2.5 Life Members. A Life Member is a member of the Corporation twenty-one (21) years of age or older who has paid the Life Member fee prescribed by the Board of Directors. Thereafter, the Life Member shall not be obligated to pay annual membership dues, but he/she shall pay such assessments as may be levied upon all classes of members from time-to-time. A Life Member who pays the assessments as may be levied upon all classes of members from time-to-time shall be deemed to be in good standing. Life Members shall enjoy all privileges as the Board of Directors may prescribe from time-to-time; however, a Life Member shall not be eligible to vote at membership meetings unless he/she owns (1) share of stock in the Corporation.

A Life Member does not receive any stock in the Corporation upon the payment of the Life Member fee. Until a Life Member obtains stock in the Corporation, said Life Member shall be deemed a Life Associate Member. In order for a Life Member to be eligible to purchase one (1) share of stock in the Corporation, he/she must be in good standing for two (2) years immediately preceding his/her application for the purchase of one (1) share of stock in the Corporation. A Life Member in good standing who owns one (1) share of stock in the Corporation shall have voting power at membership meetings. Once a Life Member obtains stock in the Corporation, said Life Member shall be deemed a Life Stockholder Member.

Section 2.3 Membership Dues. The Corporation shall provide notice of annual membership dues to the members no later than December 1st of each year.

Unless specifically provided for otherwise in these Bylaws, a member who fully paid his/her annual membership dues plus all other assessments as may be levied upon all classes of members from time-to-time by the Board of Directors (collectively, the "Assessments") plus any applicable delinquent dues penalty on or prior to December 31st of the immediately preceding year shall be deemed to be in good standing for the then current year and, if otherwise provided for pursuant to these Bylaws, eligible to vote at the meetings of the members of the Corporation during the then current year. A Member who did not fully pay his/her annual membership dues plus all other Assessments plus any applicable delinquent dues penalty on or prior to December 31st of the immediately preceding year shall be deemed to be not in good standing for then current year and, unless provided for otherwise in these Bylaws, shall not be eligible to vote at the meetings of the members of the Corporation during the then current year.

A member who was in good standing during the immediately preceding year but who did not pay his/her annual membership dues plus all other Assessments for the then current year by December 31st of the immediately preceding year shall be assessed a delinquent dues penalty of \$10.00 upon his/her application for membership renewal for the then current year. Upon payment of his/her annual membership dues plus all other Assessments for the then current year plus the delinquent dues penalty of \$10.00, said member shall be deemed to have returned to good standing for the then current year. However, said member shall not have voting privileges during the remainder of the then current year. Should the member pay his/her annual membership dues and fees plus all other Assessments for the immediately following year prior to December 31st of the then current year, said member shall be deemed in good standing during the immediately following year and, if otherwise provided for pursuant to these Bylaws, be eligible to vote during the immediately following year.

A member not in good standing during the then current year who pays (i) his/her annual membership dues plus all other Assessments for the then current year plus a delinquent dues penalty of \$10.00 for the then current year and (ii) his/her annual membership dues plus all other Assessments for the immediately following year prior to December 31st of the then current year shall be deemed in good standing for the remainder of the then current year and for the immediately following year. Said member shall not be eligible to vote for the remainder of the then current year, but he/she shall, if otherwise provided for pursuant to these Bylaws, be eligible to vote during the immediately following year.

A member not in good standing during the then current year who does not pay his/her annual membership dues plus all other Assessments plus an applicable delinquent dues penalty of \$10.00 for the then current year but does pay his/her annual membership dues plus all other Assessments for the immediately following year prior to December 31st of the then current year shall remain not in good standing during the remainder of the then current year and shall not be eligible to vote during the remainder of the then current year. Although the member shall be deemed in good standing for the immediately following year, said member shall not have voting privileges until the calendar year after he/she re-established good standing, provided the member is otherwise eligible to vote pursuant to these Bylaws.

Section 2.4 Corporation Stock. The Corporation's shares of stock shall have no par value. Pursuant to Section 2.1 of these Bylaws, issuance of stock to those who purchase it directly from the Corporation shall also be subject to the approval of the Board of Directors.

Section 2.4.1 Stock is Non-Transferrable and Non-Inheritable. The stock of the Corporation is non-transferrable and non-inheritable. The ownership of one (1) or more shares of stock in the Corporation does not automatically confer upon the holder thereof membership in the Corporation and/or any of the rights or privileges of membership in the Corporation. Rather, only those members who

obtain shares of stock in the Corporation pursuant to the Corporation's Bylaws shall have the rights or privileges of membership in the Corporation.

Section 2.4.2 Call and Redemption of Stock. The Corporation may, in its sole discretion and without any obligation, call and redeem shares of stock in the Corporation from holders thereof who are not members of the Corporation for a call and/or redemption price of \$0, with said call and/or redemption price based on the holder's acknowledgment of the non-profit status of the Corporation, the lack of a market for the Corporation's stock, and the administrative cost to the Corporation associated with the call and/or redemption.

Section 2.5 Removal of Members. Any member who shall conduct himself/herself in a manner unbecoming a gentleman or a lady or calculated to disturb the peace and harmony and good name and prosperity of the Corporation or who shall have charges preferred against him/her shall be reviewed by the Membership Committee, which in turn will report the result of their investigation to the Board of Directors. The Board of Directors shall have the power to reprimand, fine, suspend, or expel, as the case may require, which decision shall be final and no appeal therefrom shall lie to any court, anything in these Bylaws notwithstanding.

ARTICLE III MEETINGS OF MEMBERS

Section 3.1 Membership Meetings. The general meeting for elections shall be held on the fourth Tuesday in January of each year. Quarterly Membership Meetings shall also be held as determined by the President and/or the Board of Directors.

Section 3.1.1 State of the Haus Report. At one of the quarterly membership meetings, the Board of Directors, represented by the President or someone appointed by him/her shall make a report of the status and condition of the Corporation.

Section 3.2 Special Meetings of the Members. A special meeting of the members of the Corporation may be called as follows:

- (1) By the President for any purpose he/she deems necessary; or
- (2) By the President upon the written request of at least six (6) Directors; or
- (3) By written request by ten (10) stockholding members in good standing.

Section 3.3 Date, Time and Location. The President and/or the Board of Directors, as applicable, shall have the power and authority to designate the date, time, and location of all meetings of the members of the Corporation.

Section 3.4 Membership Meeting Quorum. The presence of twenty-five (25%) percent of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall constitute a quorum at the Corporation's membership meetings. If less than twenty-five (25%) percent of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the time of the meeting are present at the meeting, a majority of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws present may adjourn the meeting without further notice. At a meeting at which a quorum is present, any business set forth by the Board of Directors and/or the President may be transacted. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.5 Member Voting. Only stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws are entitled to vote at a meeting of the Corporation. Stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws may vote only in person at the meeting of the members of the Corporation. There shall be no proxy voting. The Board of Directors shall determine the issues to be presented to the members of the Corporation for vote. Each stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall have one (1) vote, regardless of the number shares of stock he/she holds in the Corporation. Except as may be specifically provided otherwise in the Corporation's Charter (as amended) and/or these Bylaws (as amended), a majority of all such stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws present at a meeting shall decide all elections or any questions called for vote at any such meeting.

Section 3.6 Notice of Membership Meetings. It shall be the duty of the President, and upon his/her failure or neglect, then of the Secretary or any officer or member, to mail or send notices pursuant to Article VII of these Bylaws ten (10) days prior to a meeting of the members to all members entitled to be present, as reflected on the books of the Corporation at the time.

ARTICLE IV **DIRECTORS**

Section 4.1 Power and Oversight. The Board of Directors shall have full control of the affairs of the Corporation and shall have power to enact all rules and regulations for its government, management and proper conduct not in conflict with the Charter and Bylaws.

Section 4.1.1 Oversight of Payments. The Board of Directors shall have full authority over all purchases recommended by its special committees; and shall also have full authority over the payment of all bills.

Section 4.1.2 Compensation and Expenses. Directors shall serve without compensation. By vote of the Board of Directors, a Director may be reimbursed any expenses incurred by that Director on behalf of the Corporation.

Section 4.2 Composition and Eligibility of Board of Directors. The Board of Directors shall consist of eleven (11) Directors. Only stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws may serve on the Board of Directors. A stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall be eligible for election to the Board of Directors only if he/she has maintained his/her stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws status for two (2) consecutive years immediately preceding the year he/she is nominated for election to the Board of Directors as set forth in Section 4.4.1 of these Bylaws, provided the stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall have complied with all other provisions set forth in these Bylaws. In order to be eligible for election to the Board of Directors, a Director candidate must agree to accept the officer position of the Corporation determined by the Board of Directors pursuant to these Bylaws. In order to remain as a Director, a Director candidate must serve as the officer of the Corporation determined by the Board of Directors pursuant to these Bylaws. Notwithstanding the foregoing, an employee of the Corporation may not serve on the Board of Directors.

Section 4.3 Term of Directors. Unless otherwise removed as provided by these Bylaws, each Director shall hold office for a three (3)-year term; provided, however, that Directors shall serve until their successors have been duly qualified and elected. There shall be no limit on the number of terms, consecutive or otherwise, that a Director may serve. The terms of Directors shall be staggered, so as to not have a majority expire at the same time. The terms of Directors elected pursuant to these Bylaws

shall commence immediately following the general meeting for elections during which they are elected.

Section 4.4 Election of Directors.

Section 4.4.1 Nomination Committee. At the August regular meeting of the Board of Directors (or the next regular or special meeting of the Board of Directors thereafter in the event there is no August regular meeting of the Board of Directors), the Board of Directors shall appoint a Nomination Committee consisting of five (5) stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws who may or may not be Directors. A Director whose term is expiring that year may serve on the Nominating Committee for that year, provided (i) he/she is a stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws and (ii) he/she shall not seek a position on the Board of Directors for that year. The Board of Directors may informally agree upon the formation of the Nominating Committee, provided said agreement is unanimous among the Board of Directors. If the Board of Directors cannot unanimously agree upon the formation of the Nominating Committee, then the Nominating Committee shall be elected by vote of the Board of Directors. Each Director shall have five (5) votes that may be cast for separate stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws. A Director does not need to cast all five (5) of his/her votes. Multiple votes for the same candidate by the same Director shall not be allowed. The five (5) stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws receiving a plurality of the votes shall constitute the Nominating Committee for that year.

The Nominating Committee shall assemble and review candidates from the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws to fill the Board of Director positions expiring that year. The Nominating Committee will review candidates proposed by the Corporation's membership. The Nominating Committee shall determine the final list of nominees to be presented to the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws for vote that year.

The Nominating Committee shall prepare a ballot consisting of not less than five (5) or more than fifteen (15) names of stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws, except as otherwise provided for in Section 4.4.2 of these Bylaws for the years 2020-2022. The Nominating Committee shall not make any recommendations regarding the candidates to fill the Board of Director positions expiring that year. The Nominating Committee shall cause the final list of nominees to be sent to the membership in accordance with Article VII, Notice, of these Bylaws by December 15th of each year. The Board of Directors shall provide the members with the final list of nominees for consideration for election to the Board of Directors by January 1 of each year.

Section 4.4.2 Election. At the general meeting for elections, the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall select the number of Directors necessary to fill the Director positions expiring that year from the final list of nominees provided by the Board of Directors by popular ballot. No write-in candidates shall be eligible. No stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws may vote more than the number of Directors necessary to fill the Director positions expiring that year on any one ballot, and any ballot with more than the number of Directors necessary to fill the Director positions expiring that year voted shall be destroyed as a spoiled ballot. Multiple votes for the same candidate by the same stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws on any one ballot shall not be allowed. The number of Directors candidates necessary to fill the Director positions expiring that year receiving a plurality of the votes shall constitute the Directors elected for that year.

Notwithstanding any other terms and/or provisions of these Bylaws, the following terms and provisions shall apply:

- (1) During the 2020 general meeting for elections, the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall elect a total of eleven (11) Directors. Of these eleven (11) Directors, the four (4) Directors receiving the highest plurality of votes shall serve for terms of three (3) years each, and the remaining seven (7) Directors shall serve for terms of one (1) year each. In 2020, the minimum number of candidates on the Nominating Committee's ballot shall be fifteen (15) but no more than twenty (20).
- (2) During the 2021 general meeting for elections, the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall elect a total of seven (7) Directors. Of these seven (7) Directors, the four (4) Directors receiving the highest plurality of votes shall serve for terms of three (3) years each, and the remaining three (3) Directors shall serve for terms of one (1) year each. In 2021, the minimum number of candidates on the Nominating Committee's ballot shall be ten (10) but no more than fifteen (15).
- (3) During the 2022 general meeting for elections, the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws shall elect a total of three (3) Directors. These three (3) Directors shall serve for terms of three (3) years each. In 2022, the minimum number of candidates on the Nominating Committee's ballot shall be seven (7) but no more than fifteen (15).

Section 4.5 Vacancy. In case of a vacancy occurring on the Board of Directors, the remaining Directors shall elect a stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws to fill the vacancy for the unexpired term. Said stockholding member of the Corporation in good standing and eligible to vote pursuant to these Bylaws selected to fill the vacancy shall serve on the Board of Directors for the remaining term of the Director whose vacancy the stockholding member in good standing and eligible to vote pursuant to these Bylaws is filling.

Section 4.6 Removal of Directors. Subject to Section 4.5 of these Bylaws, the Board of Directors may, by a two-thirds ($\frac{2}{3}$) vote, vote to remove a Director at any meeting of the Board of Directors. A Director's removal may be with or without cause, including, but not limited to, more than three (3) unexcused absences from meetings of the Board of Directors during a twelve (12) month period and/or conduct determined by the Board of Directors, in their sole discretion, to be detrimental to the reputation and/or image of the Corporation.

Section 4.7 Meetings of Board of Directors.

Section 4.7.1 Place. The Board of Directors may hold their meetings, both regular and special, either within or outside the State of Louisiana.

Section 4.7.2 Regular Meetings. The Board of Directors shall hold a regular meeting monthly or as otherwise designated by the Board of Directors or the President. Any meeting may be conducted telephonically or electronically in the event of an emergency.

Section 4.7.3 Special Meetings. The President shall have the authority to call a special meeting of the Board of Directors at any time by serving 48 hours' notice upon the Directors of his/her intention so pursuant to Article VII of these Bylaws. Special meetings shall be called by the President in like manner and on like notice on the written request of any six (6) Directors. Special

meetings may be conducted telephonically or electronically in the event of an emergency.

Section 4.7.4 Director Meeting Quorum. Whenever a quorum of the Board of Directors must be determined, eight (8) Directors shall constitute a quorum for the transaction of business by the Board of Directors at any regular or special meeting of the Board of Directors. A quorum shall be necessary to consider any question that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting of the Board of Directors, a majority of those Directors present may adjourn the meeting from time-to-time, they but may not transact any other business until a quorum is secured.

Section 4.7.5 Director Voting. A majority vote by the Directors present at a regular or special meeting of the Board of Directors where a quorum is present shall be decisive and final in all matters. Only Directors present in person may vote on matters brought before a meeting of the Board of Directors. There shall be no proxy voting. After a matter has been voted upon and decided at a regular or special meeting, it may be again placed before the Board of Directors for reconsideration only by majority consent of the Board of Directors present at a regular or special meeting. Upon the request of any Director, a specific vote or election of the Board of Directors shall be made by secret ballot.

Section 4.7.6 Guests. Guests shall not be allowed to attend regular or special meetings of the Board of Directors unless specific permission is granted by the President or by a majority of the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1 General. The officers of this organization shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except for the offices of President and Secretary. All officers of the Corporation shall be Directors of the Corporation.

Section 5.2. Election of Officers. Immediately following the election of the Directors at the Annual Membership Meeting each year, the Annual Membership Meeting shall be recessed in order to allow the Board of Directors to conduct a special meeting of the Board of Directors to nominate and elect the President, Vice-President, Secretary, and Treasurer of the Corporation for that year from the Board of Directors. The Board of Directors shall nominate and second candidates for an officer position prior to voting on that officer position. Once the nominations for an officer position are closed, no write-in candidates for that officer position shall be eligible. Elections for each officer position shall be held separately. Each Director may vote one (1) time on each officer ballot. The officer candidate receiving a plurality of the votes on the applicable officer ballot shall constitute that officer for that year. Immediately after the special meeting of the Board of Directors, the Annual Membership Meeting shall be reconvened. The Board of Directors shall present the slate of officers elected at the special meeting of the Board of Directors to the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the Annual Membership Meeting for approval, with said vote to be on the entire slate of officers elected by the Board of Directors and not on an officer-by-officer basis. In the event a majority of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the Annual Membership Meeting approve the slate of officers elected by the Board of Directors, said officers shall serve for that year. In the event a majority of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the Annual Membership Meeting do not approve the slate of officers elected by the Board of Directors, the Annual Membership Meeting shall be recessed again and the process set forth herein this Section 5.2 for the election of officers shall be repeated until a majority of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the Annual Membership Meeting approve the

slate of officers elected by the Board of Directors. The Board of Directors may solicit comments from the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws at the Annual Membership Meeting regarding the officers elected by the Board of Directors.

Section 5.3 Duties of Officers. It is the duty of the officers to meet regularly or as necessary to assist the President in the discharge of their duties.

Section 5.4 Appointment of Officers. The Board of Directors may elect or appoint such other officers of the Corporation as it deems necessary by plurality vote of the Board of Directors. Any such officers shall serve for such terms, exercise such powers, and perform such duties as shall be determined from time-to-time by the Board of Directors, provided said appointment does not conflict with these Bylaws or the Articles of Incorporation of the Corporation, as amended.

Section 5.5 Appointment of Agents. The Board of Directors may appoint such agents on behalf of the Corporation as it shall deem necessary. Any such agents shall serve for such terms, exercise such powers, and perform such duties as shall be determined from time-to-time by the Board of Directors, provided said appointment does not conflict with these Bylaws or the Charter of the Corporation, as amended.

Section 5.6 Salaries. Officers shall serve without compensation. By resolution of the Board of Directors, an officer may be reimbursed an extraordinary expense incurred by that officer on behalf of the Corporation.

Section 5.7 Term. Each officer of the Corporation shall hold office for a one (1) year term unless sooner removed by the Board of Directors. Any officer may be removed at any time by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Board of Directors whenever, in their sole judgment, the best interests of the Corporation would be served thereby. The terms of the officers elected pursuant to these Bylaws shall commence immediately following the Board of Director meeting during which they were elected.

Section 5.8 Vacancy. Vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the plurality vote of Board of Directors at a regular or special meeting of the Board of Directors.

Section 5.9 President.

Section 5.9.1 Qualifications. A Director must have at least one (1) year of service on the Board of Directors immediately preceding his/her nomination for President in order to be eligible for election to the office of President.

Section 5.9.2 Duties. The President shall, subject to the control of the Board of Directors, oversee the day-to-day business, management, and affairs of the Corporation, subject to his/her obligation and fiduciary duty to timely report any material business and affairs to the Board of Directors at its regular and/or special meetings. During the first regular meeting of the Board of Directors of each calendar year, the Board of Directors shall provide the President with an annual budget for the routine and emergent business and affairs of the Corporation (the "Operating Budget"). The President shall have the right to authorize expenditures from the Operating Budget throughout the calendar year, subject to his/her obligation and fiduciary duty to timely report on the status of the Operating Budget at the regular and special meetings of the Board of Directors. The President may petition the Board of Directors for an amendment of the Operating Budget at any time. The Board of Directors may, in its sole discretion, amend the Operating Budget at any time.

The President may, without prior additional approval of the Board of Directors, sign only those contracts or other instruments on behalf of the Corporation that are reasonably necessary for the day-to-day business, management, and affairs of the Corporation and/or that arise from emergencies of the Corporation. The President shall timely report all said executed contracts and other instruments at the regular and special meetings of the Board of Directors. The President shall not sign any other deeds, mortgages, bonds, contracts, or other instruments on behalf of the Corporation without the prior approval of the Board of Directors.

The President shall preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall be an *ex officio* member of all committees of the Corporation. The President may, at his/her discretion, appoint a Parliamentarian. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. Notwithstanding any other provisions of these Bylaws, checks for moneys on the bank or banks of the Corporation shall be signed by any two (2) of the following officers: President, Secretary, and Treasurer.

Section 5.9.3 Voting. The President shall not vote on matters before the Board of Directors. However, in the event of a tie vote of the Board of Directors, the President shall have the power to cast the deciding vote.

Section 5.9.4 Special Board of Director Meetings. The President shall have authority to call a special meeting of the Board of Directors whenever and as often as he/she deems necessary pursuant to Article VII of these Bylaws.

Section 5.9.5 Vacancies. In the absence or disability of the President and the Vice-President, it shall be the duty of the Board of Directors to elect from the Directors by plurality vote a President who shall thereafter perform all duties devolving upon the President with all the authority conferred upon the President. In the event the Board of Directors elect the Director then serving as Secretary of the Corporation to serve as President, said Director shall resign as Secretary to assume the position of President. In that event, the Board of Directors shall elect from the Directors by plurality vote a Secretary who shall thereafter perform all duties devolving upon the Secretary with all the authority conferred upon the Secretary.

Section 5.10 Vice-President.

Section 5.10.1 Qualifications. A Director must have at least one (1) year of service on the Board of Directors immediately preceding his/her nomination for Vice-President in order to be eligible for election to the office of Vice-President.

Section 5.10.2 Duties. The Vice-President shall preside in the absence of the President and otherwise perform the same duties with all power conferred by sections relating to the duties and privileges of the President.

Section 5.11 Secretary.

Section 5.11.1 Qualifications. A Director may serve as Secretary during his/her first year of service on the Board of Directors.

Section 5.11.2 Duties. The Secretary shall (1) keep correct minutes of the proceedings of the Corporation and read the same at all meetings of the members; (2) keep correct minutes of the proceedings of the Board of Directors meetings and provide the same at all meetings of the Board of Directors; (3) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (4) be custodian of the corporate records; (5) keep a register containing the post office

address of each Director and officer of the Corporation furnished by such Director and officer upon their election; (6) file an Annual Report with the Louisiana Secretary of State as required by law; (7) attend to the correspondence of the Corporation; and (8) in general perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Directors.

Section 5.11.3 Entries by Secretary. The entries made by the Secretary in the Corporation's books under his/her charge in matters relating to his/her office shall be *prima facie* evidence of all matters so entered in all questions, suits, controversies and disputes between the Corporation and any member thereof. Any member feeling aggrieved by any entry may appeal to the Board of Directors, and the decision of the Board of Directors shall be final and conclusive.

Section 5.12 Treasurer.

Section 5.12.1 Qualifications. A Director may serve as Treasurer during his/her first year of service on the Board of Directors.

Section 5.12.2 Duties. The Treasurer shall handle all financial functions of the Corporation as approved by the Board of Directors in accordance with Generally Accepted Accounting Principles and Practices. Unless specifically provided for otherwise by the Board of Directors, the President, Secretary, and Treasurer shall be the only authorized parties to sign any checks and/or to approve/issue any electronic payments on the Corporation's accounts. Two (2) of the three (3) aforesaid parties shall be required to sign any checks and/or to approve/issue any electronic payments on the Corporation's accounts. The Treasurer may delegate his/her duties to an agent of the Corporation with the prior written approval of the Board of Directors.

Section 5.12.3 Coordination with Certified Public Accountant. The Treasurer shall provide the Corporation's independent certified public accountant with any and all requested accounting and financial data of the Corporation for the independent certified public accountant's review and preparation of the Corporation's year-end tax forms, and the Treasurer shall adhere to any and all instructions on rectifying any accounting irregularities and/or year-end journal entries provided by the independent certified public accountant. The Treasurer shall also cooperate and coordinate with the Corporation's independent certified public accountant to provide any and all requested accounting and financial data of the Corporation and any and all services necessary for the independent certified public accountant's performance of the annual outside, independent audit of the Corporation.

ARTICLE VI **COMMITTEES**

Section 6.1 Designation. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate committees (the "Committees"), with each Committee to consist of at least one (1) Director, which, to the extent provided in said resolution, may exercise the powers granted therein by the Board of Directors. Any such Committees shall have such names as may be determined from time-to-time by resolution adopted by the Board of Directors. Any Committees appointed by the Board of Directors shall be under the full control of the Board of Directors at all times. The Board of Directors may dissolve a Committee by similar process and resolution as committee formation.

Section 6.1.1 Standing Committees. The Standing Committees of the Corporation shall be: the Audit Review Committee, the House Committee, the Entertainment Committee, the Membership Committee, and the Budget Committee.

Section 6.2 Minutes. The Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 6.3 Continuity. It shall be the duty of each and every outgoing Chairman of any Committee to instruct the incoming Chairman in his/her duties, privileges, and routine of work to be done.

Section 6.3.1 Committee Chairmen. The Board of Directors shall appoint the chairmen of all Committees. The chairmanship of all Committees shall be reviewed annually by the Board of Directors.

Section 6.4 Audit Review Committee.

Section 6.4.1 Composition. The Audit Review Committee shall consist of no less than two (2) stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws from the then current membership of the Corporation.

Section 6.4.2 Authority. It shall be the responsibility of the Audit Review Committee to review the work performed by the Treasurer to ensure that said duties are being performed in a timely and in a forthright manner in accordance with Generally Accepted Accounting Principles and Practices. The Audit Review Committee is authorized to meet with the Treasurer and to review the financial records of the Corporation as needed. The Audit Review Committee shall present its findings to the Board of Directors. It shall be the duty of the Audit Review Committee to timely report any irregularities, discrepancies, or late filings in the financial records of the Corporation and to submit proposed corrective actions to the Board of Directors.

Section 6.5 House Committee.

Section 6.5.1 Composition. The House Committee shall consist of no less than three (3) stockholding members in good standing and eligible to vote pursuant to these Bylaws from the then current membership of the Corporation.

Section 6.5.2 Authority. In conjunction with the President, the House Committee shall have full control and supervision of the Corporation's facilities, subject only to the Board of Directors. The House Committee shall have full authority to spend an amount approved by the Board of Directors at the beginning of each calendar year in any one month without first submitting the matter to the Board of Directors and/or obtaining the consent of the Board of Directors. The House Committee shall inventory all of the stock of merchandise on hand in the bar and kitchen at least once each month, preferably on the last day of the month. If the House Committee is not pleased with the conduct or management of the Corporation's facilities, it may lay the entire matter before the Board of Directors and present such recommendations for action as it thinks appropriate.

Section 6.6 Entertainment Committee.

Section 6.6.1 Composition. The Entertainment Committee shall consist of no less than three (3) stockholding members in good standing and eligible to vote pursuant to these Bylaws from the then current membership of the Corporation.

Section 6.6.2 Authority. It shall be the duty of the Entertainment Committee to aid in planning affairs to be given at the Corporation's facilities.

Section 6.7 Membership Committee.

Section 6.7.1 Composition. The Membership Committee shall consist of no less than three (3) stockholding members in good standing and eligible to vote pursuant to these Bylaws from the then current membership of the Corporation.

Section 6.7.2 Authority. The Membership Committee shall review all applications for membership in the Corporation, and it shall then submit its findings and recommendations to the Board of Directors at their meetings.

Section 6.7.3 Duties of Membership Chairman. The Membership Chairman shall serve as the custodian of the Corporation's membership records. He/She shall provide the Corporation's membership cards. The Membership Chairman shall also furnish a copy of the Charter and Bylaws of the Corporation to each and every member upon election to membership in the Corporation. Posting of the Charter and Bylaws on the Corporation's website shall constitute furnishing of the Charter and Bylaws to new members.

Section 6.7.4 Stock Certificate Book. The Membership Chairman shall have charge of the Corporation's Stock Certificate Book and Register.

Section 6.8 Budget Committee.

Section 6.8.1 Composition. The Board of Directors shall form a Budget Committee comprised of Directors to establish and present annual budgets of the Corporation for approval of the Board of Directors as soon as practicable after the beginning of each fiscal year.

**ARTICLE VII
NOTICE**

Section 7.1 Method. Whenever notice is required to be given to any Director, officer, and/or member under provisions of the laws of Louisiana, the Corporation's Charter (as amended), or these Bylaws (as amended), such notice shall not be construed to mean personal notice, but may be given (i) in writing by U.S. certified mail, return receipt requested, (ii) via Corporation newsletter sent via standard U.S. mail, and/or (iii) via electronic transmission addressed to such Director, officer, and/or member at such address that appears on the books of the Corporation at the time of notice. Any and all notices shall be deemed to be given (i) at the time received or refused on the return receipt if sent via U.S. certified mail, or (ii) within five (5) days of mailing Corporation newsletter via standard U.S. mail, or (iii) at the time transmitted if sent via electronic transmission.

Section 7.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of Louisiana, the Corporation's Charter (as amended), or these Bylaws (as amended), a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and such waiver need not specify the purpose of or the business to be transacted at a meeting, if applicable.

**ARTICLE VIII.
INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 8.1 Directors and Officers Insurance. The Corporation shall secure Directors and Officers Insurance as determined by the Board of Directors. The Board of Directors shall make copies of the Directors and Officers Insurance policies available for review by a Director upon written request. The Board of Directors may, in its discretion, make copies of the Directors and Officers Insurance policies

available for review upon written request of a non-Director.

Section 8.2 Indemnity. Any then current and/or former Director, officer, and/or employee of the Corporation may make written request for indemnification upon the Corporation for costs and expenses, including, but not limited to, attorneys' fees and amounts paid in judgment or settlement, reasonably incurred by or imposed upon him/her resulting from any claim, action, suit or proceeding, whether civil or criminal, in which he/she is made a party by reason of being or having been a Director, officer, or employee of the Corporation. In said event, the Board of Directors, in its sole discretion, shall determine whether any indemnification is appropriate and, if so, the extent of any indemnification.

ARTICLE IX

REIMBURSEMENT OF DISALLOWED DEDUCTIONS

Any payments made to a Director or officer of the Corporation such as salary, commissions, bonus, interest, rent or expenses which (i) shall be disallowed in whole or in part as a deductible expense for the purpose of corporate tax reporting by the Internal Revenue Service or (ii) in the opinion of the Board of Directors threaten the tax status of the Corporation, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. The Board of Directors shall take all necessary steps to enforce this repayment. In lieu of repayment by the officer or Director, the Board of Directors may withhold appropriate amounts from the officer's or Director's future compensation until the payment has been recovered; provided that the amount withheld is sufficient to extinguish the indebtedness within five (5) years.

ARTICLE X

CONFLICT OF INTEREST

Section 10.1 Purpose. The purpose of the conflict of interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or officer of the Corporation, in a financial or non-financial manner, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.2 Definitions.

Section 10.2.1 Interested Person. Any Director, officer, or member of a Committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an "Interested Person."

Section 10.2.2 Financial Interest. An Interested Person has a financial interest if he/she has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. An Interested Person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 10.3 Procedures.

Section 10.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of Committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

Section 10.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors, in their sole discretion, shall decide if the Interested Person has a conflict of interest.

Section 10.3.3 Procedures for Addressing a Conflict of Interest: In the event the Board of Directors determines that the Interested Person does not have a conflict of interest, the Corporation may enter into a good-faith, arms-length transaction or arrangement with the Interested Person.

In the event the Board of Directors determines that the Interested Person does, in fact, have a conflict of interest:

(a) The Interested Person may make a presentation at the Board of Directors or Committee meeting regarding how the conflict of interest may be addressed. After making the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, how, or if, the Corporation will proceed with the transaction or arrangement involving the conflict of interest.

(b) The President may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement at issue.

Section 10.4 Violations of the Conflicts of Interest Policy.

Section 10.4.1 Reasonable Cause. If the Board of Directors or Committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

Section 10.4.2 Failure to Disclose. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board of Directors or Committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take any and all appropriate disciplinary and corrective action that it determines in its sole discretion.

Section 10.5 Records of Proceedings. The minutes of the Board of Directors and all Committees with Board of Directors delegated powers shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.6 Compensation. Each Director, officer, and member of a Committee with Board of Directors delegated powers shall affirm that:

- (1) A Director and/or officer who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that party's compensation.
- (2) A member of a Committee with Board of Directors delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that party's compensation.
- (3) No Director, officer, and/or member of a Committee with Board of Directors delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 10.7 Annual Statements. Each Director, officer, and member of a Committee with Board of Directors delegated powers shall affirm that such person:

- (1) Has received a copy of the conflicts of interest policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (4) Understands the Corporation is Louisiana nonprofit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one (1) or more of its tax-exempt purposes.

Section 10.8 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 10.9 Use of Outside Advisors and Experts. When conducting the periodic reviews as provided for in Section 10.8, the Corporation may, but need not, use outside advisors and experts. If outside advisors and experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI CORPORATION PROPERTY

Section 11.1 No Personal Use. No Corporation property shall be used for personal reasons by any members of the Corporation without a majority vote of the Board of Directors.

Section 11.2 Assignee of Property. The assignee of any Corporation property which is damaged or lost through his/her negligence shall be personally responsible for the cost of repair or replacement of said property.

ARTICLE XII MISCELLANEOUS

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 12.2 Annulment. All rules and resolutions passed prior to the adoption of these Bylaws, and in conflict therewith, are hereby annulled.

Section 12.3 Vote to Amend. These Bylaws may be amended, changed, or added to in the following manner: Such amendment, change or addition is to be submitted, in writing, to the President to be submitted by him/her to the Board of Directors at its next regular meeting. In the event such change, amendment or addition to the Bylaws is approved by the Board of Directors, then and only then in that event shall such proposed change, amendment or addition to the Bylaws be placed before the membership at the next regular membership meeting for final vote. A two-thirds ($\frac{2}{3}$) vote of the stockholding members of the Corporation in good standing and eligible to vote pursuant to these Bylaws present at such regular membership meeting shall be decisive and final.

Section 12.4 Robert's Rules of Order. *Robert's Rules of Order* shall govern the conduct of all official proceedings of the Corporation.

CERTIFICATE OF THE SECRETARY

I hereby certify that the foregoing 2019 Amended and Restated Bylaws were unanimously adopted by the Board of Directors of the Corporation at their duly called meeting on October 8, 2019, to be effective for all purposes as of September 28, 2019.



WENDY SAVELLE, SECRETARY