

LOUISIANA FIRE SOCCER CLUB BYLAWS

As Adopted August 18, 2014

ARTICLE I—NAME, REGISTERED AGENT, AND OFFICES

Section 1. Name. The name of this corporation is the Louisiana Fire Soccer Club (hereinafter referred to as the “Corporation”).

Section 2. Registered Agent and Offices. The Corporation shall maintain in the State of Louisiana a registered agent, and may have offices within or without any of the parishes of the State of Louisiana as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II—PURPOSES AND LIMITATIONS

Section 1. Purpose. The Corporation is organized as a nonprofit corporation under the laws of the State of Louisiana Nonprofit Corporation Law (hereinafter referred to as the “Act”) for the following purposes.

- Develop, promote and administer the game of soccer in the Greater New Orleans area, primarily among youth players under 19 years of age (known as youth), and amateur players;
- Promote soccer and physical fitness for all players through instructional and educational programs designed to meet the needs of all players;
- Promote the education of players in sportsmanship, leadership, self-confidence and self-achievement;
- Promote and support the educational activities for training and licensing of coaches and referees; and
- Promote all other goals and objectives previously shared by Lafreniere Soccer Association, Inc., Carrollton Soccer Association, Inc., and Lakeview Soccer Club.

Section 2. Affiliations. The Corporation’s Youth Division may be an affiliated division of and comply with the authority of the Louisiana Soccer Association (“LSA”), US Club Soccer and or the United States Youth Soccer Association (“USYSA”). Youth Division teams, when playing outside these associations, shall only play against teams or in tournaments associated with and sanctioned by the United States Soccer Federation (“USSF”).

The Corporation’s Amateur Division may be an affiliated division of and comply with the authority of the Louisiana Soccer Association. Amateur Division teams, when playing outside this Association, shall only play against teams or in tournaments associated with and sanctioned by the USSF.

ARTICLE III—MEMBERS

Section 1. Members. The Corporation shall have members. The membership of the Corporation shall consist of all current members of:

- Youth and amateur players registered with the Corporation as players for the current seasonal year.
- The parents or guardians of youth players as defined above.
- Registered individuals who have coached, either as head coach or assistant coach in the Youth Division during the current seasonal year.
- All currently elected or appointed officers, directors, and operational coordinators serving during the current seasonal year.
- The Corporation shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions.
- Individuals serving on the Board of Directors or any Council or committee of the Corporation shall be selected without regard to that individual's race, color, religion, national origin, sex or age.

Members must pay any and all required dues and fees and shall have the right to vote in elections to the Board of Directors and in such other elections and on such other matters as set forth in these Bylaws and/or as required by the Act. The Board of Directors may establish other categories of membership, with such rights and obligations as the Board of Directors may determine, and may further define the qualifications for membership eligibility in any category.

Section 2. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of any and all dues, fees, and/or assessments of the Corporation. Membership in the Corporation carries a definite obligation to pay any and all dues, fees, and/or assessments established by the Board of Directors.

Section 3. Duration of Membership. A member's term of membership in the Corporation shall be determined by the member's compliance with these Bylaws and/or the Board of Directors from time-to-time.

Section 4. Termination of Membership. Membership in the Corporation is a privilege, not a right. Membership in the Corporation shall be suspended or terminated if a member does not pay any and all required dues, fees, and assessments, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for cause. Grounds constituting "cause" shall be determined by the Board of Directors in its sole and absolute discretion. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a

member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

Section 5. Voting Rights. The voting membership of the Corporation may vote on any and all issues determined by the Board of Directors and/or reserved to the membership by the Act. The voting membership of the Corporation shall be 1) each parent and/or guardian of all currently registered youth and amateur players registered with the Corporation, 2) registered volunteer (non-compensated) coaches and assistant coaches of the Corporation who have served during the current seasonal year, and 3) the Board of Directors. Each voting member of the Corporation shall have one (1) vote and only one (1) vote regardless of how many times a member may qualify for membership. No proxy voting is allowed for the voting membership.

Section 6. Annual and Regular Meetings. An Annual General Membership Meeting of the membership may be held at such time and place, either within or without the State of Louisiana, as may be designated by resolution of the Board of Directors, upon at least ten (10) days' prior notice to the membership. The Board of Directors may provide by resolution the time and place, either within or without the State of Louisiana, for the holding of additional regular meetings of the membership without notice required other than by these Bylaws and such resolution. Unless otherwise provided by these the Articles of Incorporation of the Corporation, these Bylaws, or the Act, only the voting membership shall have the right to vote at a meeting of the membership.

Section 7. Special Meetings. Special meetings of the membership may be called by or at the request of the President, the majority of the entire Board of Directors, or at the written demand of at least 25% of all members entitled to vote on issues to be considered at proposed meeting. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the State of Louisiana, as the place for holding any special meeting called by them.

Section 8. Notice. Notice of any special meeting of the voting membership shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any members may waive notice of any meeting before, at, or after such meeting.

Section 9. Quorum. No minimum number of members must be in attendance at a meeting of the members of the Corporation to establish a quorum.

Section 10. Chairman. The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Treasurer shall serve as temporary Chairman.

Section 11. Manner of Acting. The act of a majority of the voting members represented at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws.

Section 12. Minutes and Parliamentary Procedure. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members. All meetings of the membership shall be conducted in accordance with the latest edition of *Robert's Rules of Order*, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors or the membership.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Corporation shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the mission, objectives, and purposes of the Corporation, and to this end, the Board of Directors may exercise all powers of the Corporation. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Corporation's Articles of Incorporation and Bylaws. The Board shall report no less than annually to the members on the progress of the Corporation in fulfilling its purposes and on the finances of the Corporation.

Section 2. Composition, Election, Term, and Qualifications. Consistent with the Corporation's mission, the Board of Directors shall broadly represent the interests of the members of the Corporation. The number of Directors shall be set by the Board of Directors from time-to-time, but shall not be less than three (3) at any time, the certain number to be determined by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors.

Unless provided otherwise by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors, 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 may be staggered, so as to not have a majority expire at the same time, to the extent and as determined by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors. To this end, the terms of one (1) or more Directors may be extended or abbreviated, to the extent and as determined by the vote of two-thirds ($\frac{2}{3}$) of the Board of Directors, provided that a decrease in the number of Directors or term of office does not shorten an incumbent Director's term.

At the first meeting of the Board of Directors each calendar year, the Directors shall select a three (3) member nominating committee from the Board of Directors to identify nominees for the Board of Director positions expiring that year. A Director whose term is expiring that year may serve on the nominating committee 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 three (3) votes that may be cast for separate candidates. A Director does not need to cast all three (3) of his/her votes. Multiple votes for the same candidate by the same Director shall not be allowed. The three (3) Directors receiving a plurality of the votes shall constitute the nominating committee for that year. In addition to the three (3) member nominating committee assembled from the Board of Directors, the Directors of Coaching may also assign one (1) or more Directors of Coaching to serve as non-voting members of the nominating committee.

The nominating committee shall assemble and review candidates to fill the Board of Director positions expiring that year. The nominating committee may, but is not required to, solicit the Corporation's membership for nominees. The nominating committee shall have sole and absolute discretion to determine the final list of nominees to be presented to the membership for vote that year. There shall be no set minimum or maximum number of nominees. 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 Board of Directors via e-mail prior to the meeting of the Board of Directors prior to the Annual General Membership Meeting.

At a meeting of the Board of Directors prior to the Annual General Membership Meeting, the Board of Directors shall elect the applicable Directors from the final list of nominees sent to the Board of Directors by the nominating committee. At all elections for Directors, as well as all other meetings of the Board of Directors, each Director shall be entitled to one (1) vote. Directors shall be elected by a plurality of votes. Failure to elect Directors annually shall not dissolve the Corporation, nor impair its corporate existence or management.

Section 3. Conflicts of Interest. A Director shall timely report and disclose to the Board of Directors any conflict of interest, known and/or perceived, that Director may have with a project, transaction, and/or series of transactions involving the Corporation.

The Board of Directors, by majority vote, may determine that a Director has a conflict of interest with a project, transaction, and/or series of transactions involving the Corporation. In that event, the Director at issue shall recuse himself/herself from any and all votes of the Board of Directors regarding said project, transaction, and/or series of transactions. Furthermore, the Board of Directors, by majority vote, will determine whether the Director at issue may attend and/or participate in meetings of the Board of Directors regarding the project, transaction, and/or series of transactions at issue.

Even in the event that the Board of Directors determine, by majority vote, that a Director has a conflict of interest, the Board of Directors, by majority vote, may determine that the Corporation may contract or otherwise deal with the Director at issue, or that Director's affiliates, for the sale of goods or services if: (a) compensation paid or promised for the goods or services is reasonable and is paid only for goods or services actually furnished to the Corporation; (b) the goods or services to be furnished shall be reasonable for, and necessary to, the Corporation; (c) the terms for the furnishing of the goods or services shall be at least as favorable to the Corporation as would be obtainable in an arms-length transaction; and (d) the Corporation provides written notice to all Directors that it intends to contract or otherwise deal with that Director, or that Director's affiliate, for the sale of goods or services and the terms for the furnishing of the goods or services.

Section 4. Removal or Resignation of Directors. Any Director may be removed from office for reasonable cause at any time by the affirmative vote of the majority of Directors present at any meeting at which a quorum is present. The Board shall have sole discretion to determine what constitutes reasonable cause. Cause may include, but is not limited to, a Director missing three (3) consecutive meetings of the Board without providing prior written explanations for the absences to the President, Treasurer, Secretary, Executive Administrator, or Directors of Coaching. Any individual removed as a Director pursuant to this Section shall also be deemed

removed from any office held at the time of removal. Any Director may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may, but need not, be filled at any time by the Board of Directors. However, in the event a vacancy reduces the number of Directors to below three (3), the Board of Directors, at its next regular or special meeting, shall fill the vacancies until there are at least three (3) total Directors. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors. Such action shall be affected by the affirmative plurality vote of the remaining Directors, even if less than a quorum of the Board of Directors is present.

Section 6. Emergency Powers. In the event of an emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent. In the event of an emergency, the Board of Directors may also relocate the principal office, designate alternative principal offices or regional offices, or authorize Officers to perform such acts.

ARTICLE V—BOARD MEETINGS

Section 1. Regular and Special Meetings. At least one (1) regular meeting of the Board of Directors shall be held each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of any special meeting of the Board of Directors called by them.

Section 2. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each Director by delivering notice to the Director personally, by telephone, facsimile, mail, courier, electronic mail, or other means of electronic transmission at least two (2) days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.

Section 3. Waiver of Notice. A Director may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Director (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board of Directors or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum; Action by Board. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

Section 5. Teleconferencing. Any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section 6. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be the act of the Board when one (1) or more consents signed by all of the members of the Board are delivered to the Corporation, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 7. Minutes and Records of Action. Minutes of each meeting of the Board of Directors and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Minutes and records of action shall be maintained permanently among the records of the Corporation as required by the Act.

Section 8. Procedure. All meetings of the Board of Directors shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

ARTICLE VI—OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, Treasurer, Secretary, Executive Administrator, Directors of Coaching, and such other officers as may be determined by the Board ("Officers"), each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of President and Treasurer may not be held by the same person; otherwise, the same individual may simultaneously hold more than one (1) office.

Section 2. Election, Term, and Qualifications. Except for the Executive Administrator and the Directors of Coaching (who shall be employees of the Corporation), the Officers of the Corporation shall be elected annually by the Board of Directors from among the current members of the Board by the plurality vote of a majority of the Board of Directors

present at any meeting at which a quorum is present. Except for the Executive Administrator and the Director of Coaching (who shall be employees of the Corporation), each Officer shall hold office for a one (1)-year term; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. There shall be no limit on the number of terms, consecutive or otherwise, that an Officer may serve.

Section 3. Removal or Resignation of Officers. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present. Any Officer may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Officer position may be filled at any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and have charge of all of the affairs of the Corporation, pursuant to the direction and oversight of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall serve as the Chairman of the Board of Directors. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Corporation. The President shall supervise and provide direction to any employees of, or paid contractors to, the Corporation, if any, on a regular basis. The President shall have spending authority, with the Treasurer's approval, not to exceed five hundred dollars (\$500.00) monthly for timely expenditures between regular Board of Directors meetings. These expenditures shall be reported to the Board of Directors at the next regular meeting as a separate report. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall maintain all the financial accounts (payable/receivables) and be responsible for the preparation of monthly income and expenditure reports for the Board of Directors (with available supporting documents) and preparation of not less than quarterly financial reports for submission to Board of Directors. The Treasurer shall select, with Board of Directors approval, a competent accountant to prepare all required tax reports and the annual audit at the end of the seasonal year. The Treasurer shall submit a proposed budget, in coordination with the President and appropriate officers (for the incoming year) to the Board of Directors for their approval. The Treasurer shall bring to the Board of Directors' attention any expenditure deemed excessive or unusual and withhold payment of any bill for Board of Directors approval. The Treasurer shall perform such other duties as from time-to-time may be assigned by the President or by the Board of Directors.

In the absence of the President or in the event of his or her inability or refusal to act, the Treasurer shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President.

Section 7. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and the membership; maintain such minutes in one (1) or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Corporation; be the custodian of the seal of the Corporation and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Executive Administrator. The Executive Administrator is responsible for administrative management and coordination of strategic planning for the operations of the Corporation. The Executive Administrator is supervised by the Corporation's Director of Coaching-Executive and works collaboratively with the Board of Directors, the Director of Coaching-Technical, the Director of Coaching-Player Development, the Treasurer, and the Corporation's Registrar. The Executive Administrator also serves as Office Administrator if that position is not filled. The Executive Administrator's responsibilities will be defined and modified from time-to-time as deemed appropriate by the Board of Directors.

Section 9. Directors of Coaching. The Directors of Coaching (hereinafter referred to as "DOCs") are employees of the Corporation who work with youth directors, coordinators, team coaches, managers, and volunteers to guide the overall development of the Corporation's players. The DOCs provide high-level coaching, evaluation, and training for coaches and players. The DOCs' responsibilities include creating an overall plan for soccer development, managing and coordinating the coaching staff and player and coach development. Complete duties and responsibilities for the DOCs shall be defined by the Board of Directors and/or by contract from time-to-time.

Section 10. Delegation of Duties. One (1) or more Officer positions may be expressly created and assigned by the Board of Directors upon a majority vote of Directors. Actions taken by Officers, employees, or agents of the Corporation shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

Section 11. Appointments by the DOCs and Executive Administrator. Subject to the approval of the Board of Directors, the DOCs and the Executive Administrator will appoint persons to serve the Corporation in a variety of areas. The persons appointed can be Board Members, Officers, employees, independent contractors, and/or volunteers. If appointed, the following positions will serve a full operational year and will report to a designated Director, Officer, DOC, and/or Executive Administrator. The duties and responsibilities of these appointments are as defined by the DOCs and the Executive Administrator, subject to the approval of the Board of Directors. These positions include, but are not limited to, the following:

- Club Referee Assignor(s) (CRA)
- Men's Amateur League Liaison
- Women's Amateur League Liaison
- Boys Premier Director(s)
- Girls Premier Director(s)
- Recreational League Coordinators (one per campus, and these persons shall be responsible for oversight of the recreational program at the designated campus)
- Development Program Boys Coordinator(s)
- Development Program Girls Coordinator(s)
- Under 8 Boys Age Group Coordinator(s)
- Under 6 Boys Age Group Coordinator(s)
- Under 8 Girls Age Group Coordinator(s)
- Under 6 Girls Age Group Coordinator(s)
- Tournament Director
- Field Maintenance/Safety & Equipment Coordinator
- Uniform Coordinator
- Registrar
- Fund Raising Coordinator
- Community Relations Coordinator

ARTICLE VII—COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, create one (1) or more committees (*i.e.*, tournament committee, scholarship committee, fund raising committee), each consisting solely of one (1) or more Directors, to serve at the discretion of the Board (“Board Committees”). Appointment of Directors to such committees shall made by a majority vote of the Directors then in office. The Board of Directors may appoint one (1) or more Directors as alternate members of any such committee, who may replace any absent or disqualified member during the member’s absence or disqualification. Additionally, the Directors of Coaching may also assign one (1) or more Directors of Coaching to serve as non-voting members of such committee. Such committees, to the extent provided in the resolution of the Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. A Board Committee may not, however, (i) authorize distributions; (ii) approve or propose to the members action required to be approved by the members; (iii) fill vacancies on the Board or any Board Committee; or (iv) adopt, amend, or repeal the Bylaws. The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 2. Advisory Committees. Other committees (*i.e.*, nominating committee) not having and exercising the authority of the Board of Directors in the management of the Corporation (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the President. Except as otherwise provided by resolution, committee charter, or policy adopted by the Board of Directors, the President shall appoint Advisory Committee members, who need not be Directors, and shall designate one (1) individual from each such committee to serve as

committee chair. Additionally, the Directors of Coaching may also assign one (1) or more Directors of Coaching to serve as non-voting members of such committee.

Section 3. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Directors as are set forth in Article V of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board of Directors. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Advisory Committee Chair, with the approval of the Advisory Committee members, except as otherwise provided by these Bylaws, committee charter, resolution of the Board of Directors, or other policy pertaining to Advisory Committees as may be determined from time-to-time by the Board of Directors. The Directors of Coaching serving on any Board Committees and/or Advisory Committees shall receive notice of all meetings, but they shall not count towards the quorum of the meetings.

Section 4. Minutes and Records of Action. Minutes of all meetings of and actions taken by Board and Advisory Committees shall be recorded and maintained with the records of the Corporation.

Section 5. Term; Removal and Resignation; Vacancies. Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Limitation on Delegated Authority. Actions taken by committees shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

ARTICLE VIII—COMPENSATION AND INUREMENT

Section 1. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as such, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. Nothing herein shall be construed to preclude any Director from serving the Corporation in a capacity other than that of Director and receiving reasonable compensation for such service.

Section 2. Inurement. No part of the net earnings of the Corporation shall inure to

the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IX—LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Limitation of Liability. The personal liability of the Officers and Directors of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Director or Officer of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or failure to take action, as a Director or Officer, except for liability for (i) the amount of financial benefit received by the Director or Officer to which the Director or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Director in a manner outside the standards of conduct mandated for the Officer or Director by the Act; or (iv) an intentional violation of criminal law.

Section 2. Indemnification. The Corporation shall indemnify its Directors and Officers in accordance with and to the fullest extent permitted by law.

Section 3. Insurance. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time-to-time by the Board of Directors of the Corporation. If so purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, or such other amount as provided by the Act.

ARTICLE X—FINANCES AND RECORDS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such period established by the Board of Directors.

Section 2. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, or agent or agents of the Corporation, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President, Secretary, or Treasurer and one other Officer or Director of the Corporation.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep as permanent records: (i) minutes of all meetings of the Board of Directors and members; (ii) records of all actions taken without a meeting by the Board of Directors or members; (iii) records of all actions taken by a Board Committee on behalf of the Corporation. The Corporation also shall keep at its principal office (i) the Corporation's Articles of Incorporation; (ii) the Corporation's Bylaws; (iii) minutes and other permanent records described above for the last three (3) years; (iv) all communication in the form of a record to members generally within the past three (3) years, including financial statements furnished to members in the last three (3) years; (v) a list of the names and business address of the Corporation's current Directors and Officers; and (vi) the most recent annual report filed by the Corporation with the State of Louisiana.

ARTICLE XI—DECLARATION OF POLICY

Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

ARTICLE XII—AMENDMENTS

These Bylaws may be altered, amended, or repealed upon approval of two-thirds ($\frac{2}{3}$) of the Board of Directors at any regular or special meeting of the Board of Directors. Members have no right to amend these Bylaws unless membership approval is required by the Act.