

AMENDED AND RESTATED BYLAWS

OF

**LOUISIANA BAR FOUNDATION
A Louisiana Nonprofit Corporation**

**ARTICLE I
NAME**

1.1 The name of the corporation is Louisiana Bar Foundation (hereinafter referred to as the "Foundation").

**ARTICLE II
PURPOSES**

2.1 **Purposes.** The Foundation is to engage in any lawful activity permitted to be carried on by a nonprofit corporation organized as such in the State of Louisiana, including primarily, but not limited to, receiving and accepting gifts, bequests and donations of property to be administered exclusively for charitable purposes, including:

- (a) To fund civil legal aid and improve and facilitate the administration of justice;
- (b) To promote study and research in the field of law, the diffusion of knowledge thereof, and the continuing education of lawyers;
- (c) To cause to be published and to distribute addresses, reports, treatises and other literary works on legal subjects and to acquire, preserve and exhibit rare books and documents, objects of art, and items of historical interest having legal significance or bearing on the administration of justice;
- (d) To provide or fund civil legal aid services to the indigent and mentally disabled;
- (e) To take by bequest, devise, gift, grant, purchase, lease or otherwise and to hold, manage and use for the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein; to convey, sell or otherwise dispose of such property and to invest, reinvest and manage the same, including the right to vote any stocks so held, in such manner as in the judgment of the directors of this Foundation will best promote its purpose;
- (f) To administer for charitable purposes property donated to the Foundation;

- (g) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Foundation not inconsistent with its purposes or in accordance with determination made by the Board of Directors pursuant to these Bylaws;
- (h) To distribute property to qualified charitable organizations or for charitable purposes;
- (i) To the extent permitted by law, the Foundation shall give effect to the wishes of donors of gifts for designated purposes; provided, however, that the Foundation shall have the right to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition is or becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the purposes of this Foundation; and
- (j) To do and perform all acts and things which are legitimate and are reasonably calculated to promote the interests and carry out the purposes of this Foundation.

2.2 **Powers.** The Foundation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Louisiana Nonprofit Corporation Law; provided, however, the Foundation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended (hereinafter referred to as the "Code"), or as a corporation contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2).

2.3 **Conduct of Corporate Affairs.** The affairs of the Foundation shall at all times be conducted in a manner consistent with the requirements of the Code, as such requirements affect tax-exempt organizations. The Foundation shall not carry on, other than as an insubstantial part of its activities, activities that are not in the furtherance of its purposes.

2.4 **Accounting Review.** The Foundation shall employ a public accounting firm to provide a full financial audit of the books and records of the Foundation. All costs and expenses of such review shall be fully paid for by the Foundation. The Foundation shall consult with such accounting firm in order to design and implement bookkeeping methods and practices that will facilitate such review. The report of such accountants shall be distributed to the Board of Directors of the Foundation.

ARTICLE III **OFFICES**

The registered office of the Foundation shall be at such place in the State of Louisiana as the Board of Directors may from time to time designate.

ARTICLE IV **FELLOWS**

4.1 **Fellows.** The members of this Foundation, hereinafter referred to as "Fellows", shall be those persons who have (i) satisfied the criteria for membership as may from time to time be established by the Board of Directors of the Foundation, and (ii) contributed such minimum amount as may from time to time be established by the Board of Directors, in the calendar year in which any regular or special meeting is held or in the calendar year immediately preceding any such meeting. Further, a voting Fellow is any member in good standing of the Louisiana State Bar Association, or any member of the faculty of a law school in Louisiana which is accredited by the American Bar Association who has (i) satisfied the criteria for membership as may from time to time be established by the Board of Directors of the Foundation and (ii) makes an annual dues payment or unrestricted donation to the Louisiana Bar Foundation. Each such Fellow shall be entitled to the rights and privileges of membership in the Foundation as prescribed herein.

4.2 **Membership Records.** The Foundation shall keep membership records containing the name, address and contact information of each Fellow and the date of admission to membership.

4.3 **Termination.** Membership may be terminated voluntarily by notice in writing to the Board of Directors and shall terminate upon non-payment of any membership dues.

4.4 **Powers and Duties.** The Fellows of this Foundation shall:

- (a) Elect Directors of the Foundation as hereinafter provided in these Bylaws;
- (b) Upon request of the Board of Directors, consult and advise it about any matters affecting the Foundation;
- (c) Explain the purposes and method of operation of the Foundation to others and seek to promote its growth;
- (d) Encourage membership applications to the Foundation by applicants worthy of consideration and direct the attention of the Board of Directors to such worthy applicants; and
- (e) Advise members of the Board of Directors and staff of the Foundation of the resources, needs, problems and conditions that exist within Louisiana that are pertinent to the purposes of the Foundation; and, to the extent possible as a result of the Fellow's familiarity with such area, assist the Foundation, its Board of Directors and staff in its activities and contacts throughout Louisiana.

ARTICLE V

MEETINGS

5.1 **Meetings of the Fellows.** Meetings of the Fellows for any purpose or purposes may be called by the President, by any three members of the Board of Directors, or by a majority of the Fellows.

5.2 **Annual Meeting.** The annual meeting of the Fellows shall be held during the first four (4) months of each year at such time and place as may be determined by the Board of Directors.

5.3 **Voting.** Each voting Fellow shall be entitled to one vote, in person or by proxy executed in writing, on each matter properly submitted to the membership for their vote, consent, waiver, release or other action. Except as otherwise specifically provided in these Bylaws or as is required by law, action approved by the affirmative vote of a majority vote of the Fellows present at a meeting at which a quorum is present shall constitute the consent of the membership.

5.4 **Notice of Fellows' Meetings.** Written or printed notice, stating the place and time of any meeting of the Fellows, and the general nature of the business to be considered, shall be given to each Fellow at least ten (10) days prior to the meeting in the manner set forth in Section 10.8 of these Bylaws.

5.5 **Quorum.** Thirty (30) voting Fellows of the Foundation of record, who are present in person or represented by proxy at any meeting, shall constitute a quorum for the transaction of business.

ARTICLE VI

BOARD OF DIRECTORS

6.1 **Powers of Board.** The affairs of the Foundation shall be managed by the Board of Directors, including the following but non-exclusive powers:

- (a) The Board of Directors is hereby committed to exercise, in the best interest of the Foundation, the powers described in applicable Treasury Regulations;
- (b) The Board of Directors is hereby committed to obtaining information and taking other appropriate steps with a view to seeing that each participating trustee, custodian, or agent administers such funds of this Foundation in accordance with the provisions of all such applicable Treasury Regulations;
- (c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining

policies and formulating programs for carrying out the Foundation's purposes;

- (d) The Board of Directors is authorized to engage such persons, including an executive officer, employees, assistants, attorneys, accountants, trustees, and agents, as in its opinion are needed for the administration of the Foundation and to pay reasonable compensation for services and expenses thereof;
- (e) The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law; and
- (f) The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable return of net income (or appreciation where not inconsistent with the Foundation's need for current income), with due regard to the safety of principal, over such reasonable period of time as is determined by the Board of Directors.
- (g) The Board of Directors shall have all of the powers, duties, authorizations, and responsibilities as provided in the Louisiana Nonprofit Corporation Law.

6.2 **Number of Directors.** The Board of Directors shall consist of twenty-three (23) members, seven (7) of whom shall be directors by virtue of their office or appointment and sixteen (16) of whom shall be elected, as follows:

- (a) Seven (7) directors shall serve by virtue of their office or appointment, as follows:
 - i. An officer of the Louisiana State Bar Association who is a Fellow;
 - ii. A member of the Board of Governors of the Louisiana State Bar Association who is a Fellow;
 - iii. A representative of the Louisiana State Bar Association who is a Fellow appointed by the House of Delegates of the Louisiana State Bar Association;
 - iv. The Immediate Past President of the Louisiana Bar Foundation;
 - v. A designee of the Louisiana District Judges Association;
 - vi. A member-at-large who is a Fellow appointed by the President of the Louisiana Bar Foundation; and

- vii. A representative of the Louisiana philanthropic community at large appointed by the President of the Louisiana Bar Foundation.
- (b) Sixteen (16) directors shall be elected to serve at the annual meeting of the Fellows in the following manner: There shall be four (4) classes of at-large directors each serving a three (3) year term. At the annual meeting of the Fellows, the Fellows shall elect successor directors, such that each at-large director shall be elected for a three (3) year term, beginning July 1st following the annual meeting, and continuing through the expiration of their respective terms, or until their successors have been elected and qualified. Depending on the number of at-large directors, each class shall have an equal number of at-large directors; however, if necessary, the Nominating Committee shall determine the class of the at-large directors. Those members of the Board of Directors who have served one (1) full three-year term shall be ineligible to be elected to the Board of Directors for a period of one (1) year after the expiration of their term in office; provided, however, that if a member of the Board of Directors has already served one (1) full three-year term, but is elected to serve as an officer in the year following their three-year term, that member of the Board of Directors shall be eligible to serve until their successor-in-office is elected and qualified.
- (c) The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, (each person voting being entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled.
- (d) No elected director, other than an officer of the Foundation, shall serve more than one consecutive three-year elected term in office.

6.3 **Director Selection.** The Board of Directors shall authorize the Nominating Committee to recruit, evaluate, and submit a slate of potential directors for approval by the Fellows at the annual membership meeting. Notice of nominations shall be given to Fellows in the notice of the annual meeting. Additional nominations may be submitted to the Secretary not less than ten (10) days prior to the annual meeting of Fellows, each such nomination to be by a nominating petition signed by not less than five (5) voting Fellows of the Foundation.

6.4 **Resignations of Directors.** Except as otherwise required by law, any director of the Foundation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Foundation. Such resignation shall take effect immediately, or at the time not more than thirty (30) days after such receipt as specified in such notice, or on receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

6.5 **Removal of Directors.** Directors are expected to attend the regularly scheduled meetings of the board of directors in person. If a director fails to attend three regularly scheduled meetings during the year, the director may be removed by a majority vote of the Board of Directors, without prejudice, however, to the contract rights, if any, of the person so removed. The election or appointment of a director shall not in and of itself create any contract rights.

6.6 **Board Vacancies.** Any and all vacancies occurring on the Board of Directors (including any vacancy resulting from an increase in the authorized number of directors or from the failure to elect the full number of authorized directors) shall be filled by the affirmative vote of a majority of the remaining directors, though not constituting a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of the person's predecessor in office, or until the person's successor is elected and qualified.

6.7 **Geographic Representation.** In the event that a geographic region of the state is not adequately represented on the Board of Directors, the President may appoint an ex-officio non-voting Fellow to the Board of Directors for that fiscal year.

6.8 **Quorum of Directors and Manner of Acting.** Unless a greater proportion is required by law or these Bylaws, nine (9) members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a quorum is present when a meeting of the Board of Directors is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors who leave less than a quorum as fixed above, or the refusal of any director present to vote. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any director absent from a meeting of the Board of Directors or any committee thereof, may be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

6.9 **Annual Meeting of Directors.** The annual meeting of the Board of Directors shall be held, without notice other than by this Bylaw provision, in each year immediately before or after and at the same place as the annual meeting of Fellows. Such annual meeting may be held on another date or at another place, pursuant to a resolution of the Board of Directors, provided that at least ten (10) days' notice of the new date or place for the annual meeting is given to each director.

6.10 **Special Meetings of Directors.** Special meetings of the Board of Directors may be called at any time by the President or by any three members of the Board of Directors. Special meetings may be held at such place or places within or outside the State of Louisiana

as may be designated by the Board of Directors. In the absence of such designation, any such meeting shall be held at such place as may be designated in the notice thereof.

6.11 **Notice of Directors' Meetings.** Written or printed notice, stating the place and time of any meeting of the Board of Directors, and the general nature of the business to be considered, shall be given to each director at least ten (10) days prior to the meeting in the manner set forth in Section 10.8 of these Bylaws.

6.12 **Directors' Waiver of Notice.** Any director may waive notice of any meeting in writing at any time, either before or after the time notice would have been required and the waiver need not specify the purpose of the business to be transacted at the meeting. Directors present at a meeting shall be deemed to have received due, or to have waived, notice thereof, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. Except as specifically required by the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

6.13 **Actions by Unanimous Written Consent.** Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting by a consent in writing setting forth the action so taken, signed by all the directors or by all of the members of the committee, as the case may be, and filed with the records of proceedings of the Board of Directors or committee. Such consent shall have the same force and effect as a unanimous vote.

6.14 **Participation in Board and Committee Meetings.** The Board of Directors may permit any or all directors or members of a committee to participate in a regular or special meeting of the Board of Directors or any committee by, or conduct the meeting through the use of, conference telephone, facsimile, or similar communications equipment provided that all directors or members of the committee participating can communicate with each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.15 **Compensation and Expenses of Directors.** The Foundation shall not pay any compensation to directors for their services rendered to the Foundation. The Foundation may reimburse directors for reasonable expenses actually incurred in the performance of their duties to the Foundation.

6.16 **Fiduciary Relationship of Directors.** Directors and officers of the Foundation shall be deemed to stand in a fiduciary relationship to the Foundation and its

Fellows and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

6.17 **Recusal of Disqualified Persons.** All individuals on the Board of Directors or who are members of committees which have responsibility for approving disbursements or grants of funds received by the Foundation for private foundations, including charitable lead trusts ("Private Foundations") for which such individuals are disqualified persons within the definition of Code section 4946 are not permitted to vote on matters relating to disbursement or grants of such funds received from such Private Foundations. Any funds received from such Private Foundations by the Foundation shall be segregated into separate accounts, which will be administrated and distributed by committees not including such individuals. Such individuals shall have no power or authority over such separate accounts or on the committee actually administering and distributing the funds of the separate account.

ARTICLE VII **COMMITTEES OF THE BOARD OF DIRECTORS**

7.1 **Executive Committee.** There shall be an Executive Committee, the members of which shall include the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee may include one (1) at-large member of the Foundation who, by resolution adopted by a majority of the directors in office, is elected for a term of one year. As a standing committee of the Board of Directors, the Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Foundation during the intervals between the meetings of the Board of Directors and shall fix its own rules of procedure. Such Executive Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board of Directors. The designation and appointment of any such Executive Committee and the delegation of authority to the Executive Committee shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed upon it or the person by law. Any vacancy occurring on the Executive Committee shall be filled by the Board of Directors, but the President of the Foundation may designate another director to serve on the Executive Committee pending action by the Board of Directors. The Executive Committee shall hold office during the term of the Board of Directors constituting it, unless otherwise ordered by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum at any meeting. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management of the affairs of the Foundation, including the responsibility and power to determine the distribution of property of the Foundation as provided in Article IX herein, authority over the investment policies with respect to the property of the Foundation, whether held directly or through trustees, custodians or agents, and such other duties and authority as may be delegated to it by the Board of Directors.

7.2 **Communications and Education Committee.** There shall be a Communications and Education Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Communications and Education Committee is chaired by the Secretary and works with Foundation staff to educate the public, lawyers, judges, and the philanthropic community at large about the work of the Foundation with respect to civil legal aid and access to justice and to promote study and research in the field of law, the diffusion of knowledge thereof, and the continuing education of lawyers.

7.3 **Development Committee.** There shall be a Development Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Development Committee works with Foundation staff to provide funding for the annual operations budget, major gifts, special funding projects, and the endowment; recommends policies and procedures governing development activities to the Board of Directors; and cultivates relationships with foundations, corporations, individuals, and other potential supporters.

7.4 **Finance Committee.** There shall be a Finance Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Finance Committee shall be chaired by the Treasurer and be responsible for ensuring the Foundation is financially viable, meeting its fiduciary and compliance responsibilities, carrying out its due diligence function related to assuring fiscal health, and providing guidance for the Foundation's financial matters. The Finance Committee is also responsible for ensuring that the Foundation performs an annual financial audit and that it is disclosed to the public. The Finance Committee, acting in this audit-related capacity, shall assist the Board of Directors in its oversight of the quality and integrity of the Foundation's financial statements, the Foundation's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Foundation's internal accounting function and independent auditors. The Finance Committee does not usurp the authority of the Board of Directors, and neither directs nor oversees staff.

7.5 **Governance Committee.** There shall be a Governance Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Governance Committee shall be chaired by the Immediate Past President and periodically review the governance structures and practices of the Foundation and report its findings and recommendations to the Board of Directors. This includes a careful examination of the Board of Directors' composition, the needs of the Board of

Directors to effectively fulfill its duties and responsibilities, the mission and vision of the Foundation, its governing documents and policies and procedures.

7.6 **Grantee Audit and Training Committee.** There shall be a Grantee Audit and Training Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Grantee Audit and Training Committee shall work with the Foundation staff to satisfy grant award audit stipulations requiring in person team review of grantee administration and operations, and to provide civil legal aid network training events aimed at strengthening grantee management by reviewing staff/board member responsibilities, setting program and administration priorities, identifying current client service trends, best practices, and evaluating outcomes.

7.7 **Grants Committee.** There shall be a Grants Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Grants Committee shall be chaired by the Vice President and works with Foundation staff to review grant applications, make recommendations to the Board of Directors with respect to the disbursement of available funds received by the Foundation including those received through the Interest on Lawyers' Trust Accounts (IOLTA) Program as implemented by order of the Louisiana Supreme Court, and recommend policies and standards by which applications are to be measured and funding decisions are to be made by the Board of Directors.

7.8 **Investment Committee.** There shall be an Investment Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Board of Directors, the Investment Committee shall be chaired by the Treasurer and is responsible for ensuring that the Foundation's assets are managed consistent with the Foundation's goals, objectives, and investment policy statement, as such may be approved from time to time. The Investment Committee takes on a range of roles, including determining the overall investment strategy and policy, setting asset allocation targets, overseeing portfolio performance, monitoring risk levels in investments, and approving individual transactions; however, the primary responsibility of the Investment Committee is to protect and grow the Foundation's investments in accordance with its investment strategy, policy, and risk tolerance. This includes overseeing portfolio performance and monitoring risk levels.

7.9 **Nominating Committee.** There shall be a Nominating Committee, the members of which shall be designated and appointed by the President and may include officers, at-large directors, and Fellows of the Foundation. As a standing committee of the Foundation, the Nominating Committee shall be chaired by the President and works with Foundation staff to recommend Fellows for vacancies on the Board of Directors. The Nominating Committee recruits new at-large directors and committee members, including

developing a recruitment plan and establishing job descriptions for this purpose, taking into account desired skill sets and diverse perspectives. The Foundation's officers serve as *ex officio* members of the Nominating Committee.

7.10 **Committees Other Than Standing Committees.** The Board of Directors may, by resolution adopted by a majority of the directors in office, designate and appoint additional committees, in addition to the standing committees, each of which shall include at least two (2) directors. Such committees shall have the duties assigned to them by the Board of Directors in a resolution. Such committees shall have such name or names as may be determined, from time to time, by the Board of Directors. The designation and appointment of any such committee and the delegation of authority to the committees shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed upon it or the person by law. Appointments to and the filling of vacancies on such other committees shall be made by the President unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.11 **Advisory and Other Committees.** The Board of Directors may provide for such other committees, including honorary boards, advisory groups, councils, task forces, etc., consisting in whole or in part of non-directors, as it deems desirable, and discontinue such committees at its pleasure. Each such committee shall be advisory to the Board of Directors and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board of Directors. Persons serving in such advisory, honorary, or other capacities under this Section shall not exercise any of the powers granted to the Board of Directors by law or in these Bylaws or in the Articles of Incorporation of the Foundation. Appointments to and the filling of vacancies on such other committees shall be made by the President unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.12 **Minutes of Meetings of Committees.** All committees shall keep regular minutes of their proceedings and shall report the same to the Board of Directors, when required; but no approval by the Board of Directors, of any action properly taken by a committee shall be required.

7.13 **Procedure.** The Board of Directors hereby authorizes and empowers the President to appoint a chair of each committee. If the President fails to designate the chair of a committee, the members of the committee shall elect a member of the committee to act as

the chair. Each committee shall meet at such times as it shall determine and at any time on call of the President. The members of a committee present at any meeting shall constitute a quorum, and the committee may take action either by vote of a majority of the members present at any meeting at which there is a quorum or by written concurrence of a majority of the members present at any meeting. The President shall have the power to change the members of any committee at any time, to fill vacancies, and to discharge any committees at any time.

ARTICLE VIII

OFFICERS, AGENTS, AND EMPLOYEES

8.1 **Officers.** The Board of Directors shall elect a President who will also serve as chair of the Board of Directors and the Executive Committee, a Vice President, a Secretary, and a Treasurer, and such other officers, assistant officers, and agents as may be necessary for the business of the Foundation. Except for the President and Vice President, any two of the offices may be combined in one person; provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two (2) officers. The officers of the Foundation shall be directors must have served on the Board of Directors for at least one year; however, any assistant officer need not be a director.

8.2 **Election and Term of Office.** The Nominating Committee shall present a slate of officers for approval by the Board of Directors. The Board of Directors shall elect officers annually at a meeting called for such purposes. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each person so elected shall hold office for the term for which the person is elected, not to exceed one (1) year. An officer may be elected to succeed himself/herself.

8.3 **Resignation of Officers.** Any officer or agent may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Foundation. Any such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

8.4 **Removal of Officers.** Any officer or agent may be removed by the Board of Directors with or without cause at any time, without prejudice, however, to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create any contract rights.

8.5 **Vacancies in Offices.** Any and all vacancies in offices shall be filled by the affirmative vote of a majority of the directors, though not constituting a quorum. An officer appointed to fill a vacancy shall be elected for the unexpired term of the person's predecessor in office, or until the person's successor is elected and qualified.

8.6 **Powers and Duties of Officers.** Subject to the authority and control of the Board of Directors, all officers as between themselves and the Foundation shall have such authority and shall perform such duties in the management of the property and affairs of the Foundation as may be provided in these Bylaws or by resolution of the Board of Directors, not inconsistent with these Bylaws, and, to the extent not so provided, as generally pertain to their respective offices.

- (a) **President.** The President shall, when present, preside at and serve as chair of all meetings of the Board of Directors and the Fellows. The President shall have general charge and supervision of the Foundation and shall perform such other duties as are incident to the office or are required by the Board of Directors. Prior to serving as President, said person must have served as either Vice President, Treasurer, or Secretary.
- (b) **Vice President.** The Vice President shall assume the duties of the President in his or her absence. The Vice President, when so acting for the President, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such powers and perform such other duties as from time to time may be prescribed by the President, the Board of Directors, or these Bylaws. The Vice President may succeed the President at the end of the President's term with nomination and approval by the Board of Directors in accordance with these Bylaws. The Vice President shall chair the Grants Committee.
- (c) **Treasurer.** The Treasurer shall supervise and oversee all funds, securities, evidences of indebtedness, and other valuable documents of the Foundation. The Treasurer shall receive and give, or cause to be given, receipts and acquittances for monies paid in on account of the Foundation and shall pay out of the funds on hand all just debts of the Foundation of whatever nature when due. The Treasurer shall enter, or cause to be entered, in books of the Foundation to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the Foundation and whenever required by the President or the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets, and liabilities of the Foundation, and shall perform all the other duties incident to the office of Treasurer and such other duties as may be assigned to the person by the President, the Board of Directors, or these Bylaws. The Treasurer may succeed the Vice President at the end of the Vice President's term with nomination and approval by the Board of Directors in accordance with the Bylaws. The Treasurer shall chair the Finance and Investments Committees.

- (d) **Secretary.** The Secretary, when such is required, shall give, or cause to be given, notice of all meetings of Fellows, directors, and committees, and all other notices required by law or by these Bylaws, and in case of the Secretary's absence or refusal or neglect so to do, any such notice may be given by the Fellows or directors upon whose request the meeting is called as provided in these Bylaws. The Secretary shall keep or cause to be kept the minutes and records of all meetings of the Fellows, of the directors, and of committees and membership records including Fellows' names, addresses and contact information and date of admission. If a corporate seal is adopted, the Secretary shall have custody of the seal of the Foundation and shall affix it to all instruments requiring it. The Secretary shall perform such other duties as may be assigned to the person by the President, the Board of Directors, or these Bylaws. The Secretary may succeed the Treasurer at the end of the Treasurer's term with nomination and approval by the Board of Directors in accordance with the Bylaws. The Secretary shall chair the Communications Committee.

8.7 **Agents and Employees.** The Board of Directors may from time to time, in its sole discretion, appoint or employ one or more agents, employees and clerical force as may be deemed necessary to properly conduct and carry on the business of the Foundation, who shall have such authority and shall perform such duties as may be prescribed by the Board of Directors including the retaining of professional investment advisory services to handle the details of its investment program, the purchase and sale of securities and investments under the supervision of the Board of Directors and the keeping of corporation accounts and records whenever the funds of the corporation are sufficiently large to justify the same. The Board of Directors may remove any agent or employee at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any. The appointment or employment of a person as an agent or employee shall not itself create contract rights.

8.8 **Compensation of Agents and Employees.** The Foundation may pay reasonable compensation to its agents, employees and clerical force for services rendered and as authorized and fixed by the Board of Directors, or if the Board of Directors delegates such power, then as authorized and fixed by the Board of Directors' delegatee. The Foundation may reimburse all officers, agents and employees for their reasonable expenses actually incurred. The Board of Directors may require officers, agents, and employees to give security for the faithful performance of their duties, for which they shall be reimbursed.

8.9 **Fiduciary Relationship of Officers.** Officers of the Foundation shall be deemed to stand in a fiduciary relationship to the Foundation and its Fellows and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

ARTICLE IX
DISTRIBUTIONS AND DISBURSEMENTS

9.1 The Board of Directors, not less frequently than yearly, shall (i) determine all distributions to be made from net income and principal of the Foundation (including funds held by trustees, custodians, or agents of the Foundation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donors' directions if and to the extent applicable as provided herein, and make, or authorize and direct the respective trustees, custodians or agents having custody of funds of this Foundation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses incurred by the Foundation and direct the respective trustees, custodians or agents having custody of funds of this Foundation as to payments thereof and funds to be charged.

9.2 Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal, but the Board of Directors shall inform the trustee, custodian or agent having custody of the funds of this Foundation as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian or agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions so far as it deems practicable accordingly.

9.3 The Board of Directors shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs and purposes of the Foundation through application of funds for charitable purposes, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Foundation, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, first from any funds designated by the donor for such purpose, and any balance of income of the funds of the Foundation or such of its principal as is not specifically restricted against such use.

9.4 The Board of Directors may, in furtherance of the Foundation's charitable purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE X

ADMINISTRATIVE

10.1 **Fiscal Year.** The fiscal year of the Foundation shall begin July 1 of each calendar year, unless otherwise determined by the Board of Directors.

10.2 **Fiscal Management.** The depository of the Foundation shall be such banks or financial institutions as shall be designated from time to time by the Board of Directors and in which the monies and investments of the Foundation shall be deposited. Withdrawal of monies shall be approved by such persons as are authorized by the Board of Directors.

10.3 **Corporate Seal.** The corporate seal, if any, shall be in such form as may be approved from time to time by the Board of Directors.

10.3 **Contracts and Other Documents.** The Board of Directors may, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, authorize the President of the Foundation, as well as designated agents and employees, to enter into any contract or to execute and deliver any instrument or document on behalf of the Foundation. Such authority may be general or may be confined to specific instances.

10.4 **Checks, Drafts, Loans, Etc.** All checks, drafts, loans, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by such officer or agent of the Foundation and in such manner as shall be from time to time determined by the Board of Directors. The Board of Directors may delegate its power under this Section only to the President and only on such terms as the Board of Directors shall prescribe by resolution.

10.5 **Books and Records.** The Foundation shall keep at its registered office: (a) correct and complete books and records of account; and (b) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors.

10.6 **Loans.** No loans shall be made by the Foundation to any of its directors, officers, employees, or agents.

10.7 **Regulations.** These Bylaws shall operate merely as regulations among the directors, officers, and Fellows of the Foundation, and shall not affect contracts or other dealings with other persons, unless such persons have actual knowledge of these Bylaws.

10.8 **Notice.** Unless otherwise provided in the Articles of Incorporation or these Bylaws, whenever any notice is required by these Bylaws to be given, it shall be in writing and it may be delivered personally or sent by U.S. Mail, by telegram, by express delivery service or by electronic transmission. If notice is given by U.S. Mail, such notice shall be

deemed to be delivered three (3) days after being deposited in the U. S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or other commercial message delivery service, such notice shall be deemed to be given on the date delivered. If notice is given electronically, such notice shall be deemed delivered when transmitted by electronic equipment to the intended recipient's electronic address as shown in the records of the Foundation.

10.9 **Waiver of Notice.** Whenever any notice of the time, place or purpose of any meeting of the Fellows, directors or committees is required by law, the Articles of Incorporation or these Bylaws, and waiver thereof in writing signed at any time by the person or persons entitled to such notice, or actual attendance at such meeting in person or by proxy (except where participation at such meeting is for the express purpose of objecting to the transaction of business at the meeting), is equivalent to the giving of such notice to such person, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

ARTICLE XI **INDEMNIFICATION AND INSURANCE**

11.1 The Foundation may, to the extent permitted by law, indemnify any person who was or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Foundation) by reason of the fact that the person is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful; provided that in case of actions by or in right of the Foundation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Foundation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in the view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

11.2 To the extent that a director, officer, employee, or agent of the Foundation has been successful on the merits or otherwise in defense of any such action, suit or proceeding,

or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

11.3 Any indemnification under this Article (unless ordered by the court) shall be made by the Foundation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested directors so directs, by an independent legal counsel, or (iii) by the Fellows.

11.4 Expenses incurred in defending such an action, suit or proceeding may be paid by the Foundation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 11.3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Foundation as authorized in this Article XI.

11.5 The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of Fellows or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the person's heirs, successors and legal representative.

11.6 The Foundation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Foundation would have the power to indemnify the person against such liability under the law.

11.7 The Foundation shall not, under any circumstances, indemnify any employee, officer, director, or any other person for any expenses, including attorney's fees, incurred in connection with any suit or proceeding brought against the Foundation by such persons.

11.8 No director or officer of the Foundation shall be personally liable either to the Foundation or its Board of Directors for monetary damages for breach of fiduciary duty as a director or officer, provided that such breach does not consist of any of the following:

- (a) breach of the Director's or officer's duty of loyalty to the Foundation or its Board of Directors;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (c) any transaction from which the director or officer derived an improper personal benefit.

This provision shall be effective to eliminate the personal liability of a director or officer for any act or omission occurring prior to the effective date of this provision.

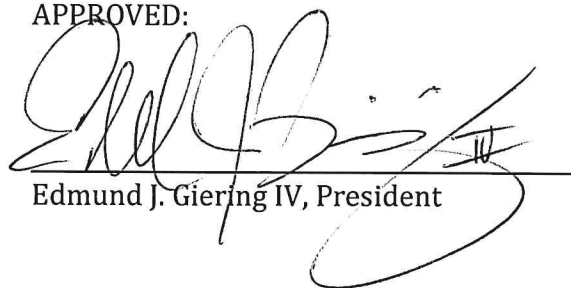
11.9 If any part of this Article XI shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XII

AMENDMENT OF BYLAWS

The Bylaws of the Foundation may be adopted, amended, or repealed by a majority vote of the members of the Board of Directors, present or represented at any regular or special meeting. The notice of any regular or special meeting to consider such amendment shall be distributed to each member of the Board of Directors at least ten (10) days prior to such meeting and shall set forth the proposed amendment or a summary of the changes to be made. By a majority vote of the members of the Board of Directors, this ten (10) day notice requirement may be waived.

APPROVED:



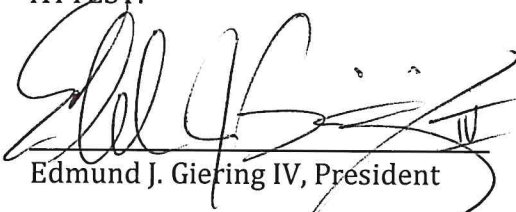
Edmund J. Giering IV, President

CERTIFICATE

I, Colleen C. Jarrott, Secretary of Louisiana Bar Foundation, do hereby certify that the above and foregoing Amended and Restated Bylaws were adopted as the Bylaws of Louisiana Bar Foundation, in the manner required by law at a meeting of the Board of Directors duly called, convened, and held at Natchitoches, Louisiana, on the 10th day of October, 2025, and that the same have not been amended and are in full force and effect.



Colleen C. Jarrott, Secretary

ATTEST:


Edmund J. Giering IV, President