

BY-LAWS  
OF  
SCOTLANDVILLE COMMUNITY DEVELOPMENT CORPORATION  
A Louisiana Not-For-Profit Corporation

PREAMBLE

The, Scotlandville Community Development Corporation, through its Board of Directors (collectively "Board"), does hereby adopt the following by-laws (By-Laws):

ARTICLE I  
NAME, LOCATION AND STATUS

Section 1. Name

The name of the Corporation is the Scotlandville Community Development Corporation, hereinafter referred to as the "Corporation".

Section 2. Location

The location of the Corporation shall be within the Scotlandville community of the city of Baton Rouge with boundaries on the North by the southern part of Thomas Road; on the South by Airline Highway Overpass, (Highway 190); on the East by Plank Road; and on the West by the Mississippi River.

Section 3. Principal Office

The principal office of the Corporation in the State of Louisiana shall be located in the City of Baton Rouge at 8545 Scenic Highway (70807). The mailing address shall be Post Office Box 75044, Baton Rouge, Louisiana (70874-5044).

Section 4. Registered Office

The Corporation shall have and continuously maintain in the State of Louisiana a registered office and a registered agent. The office of the registered agent shall be as required by the Louisiana Non-Profit Corporation Act. The registered agent shall be, but need not be, identical with the principal office. The registered office may be changed from time to time by the Board of Directors.

Section 5. Status

The Corporation is a charitable not-for-profit Corporation and it expects to achieve and maintain tax-exempt status.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is organized are as follows:

(a) The Corporation is organized and shall be operated exclusively for non-profit charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent Federal tax law.

(b) In furtherance of its charitable goals, and limited by them, the Corporation will assist in the development of projects, studies and other activities in this Scotlandville community for the combating of community deterioration, physical and economic, securing of decent, safe and sanitary housing and other facilities conducive to the progress and general welfare of the community, and the provision of employment and training opportunities for unemployed and underemployed residents would not occur if not for the work of the Corporation.

- (c) To research and disseminate information concerning residential and commercial development and other community improvement programs, and otherwise, to improve the flow of information and communication within this community.
- (d) To encourage participation and cooperation of neighborhood residents, business owners and operators, representatives of other neighborhood institutions, owners of real property within this community, representatives of local governments, and representatives of financial institutions and foundations to work together to improve housing, employment and general community conditions and to promote, stimulate and foster investment and reinvestment within this community.
- (e) To encourage and advance the availability, accessibility and affordability of financial and technical assistance to revitalization projects undertaken by or on behalf of the Corporation, and to the community in general, that would not be available, accessible or affordable if not for the work of the Corporation.
- (f) To promote and improve housing conditions in sections of this community through rehabilitation, construction, financing and/or sale of housing and through other initiatives that are designed to enhance housing opportunities for low and moderate income neighborhood residents, as such terms are defined under the Community Development Block Grant (CDBG) and HOME programs of the United States Department of Housing and Urban Development, or similar future programs.
- (g) To act to lessen and eliminate blighting conditions, economic depression and the deterioration of housing and commercial properties by expanding economic opportunities available to low-income persons and families.
- (h) To initiate or engage in other community improvement

programs designed to contribute to the economic revitalization of this community and to the general well-being of low-income Scotlandville residents. For example, to include such programs that will:

- (1) Preserve and promote the historical character of the target area;
- (2) Promote the target area as a strong neighborhood;
- (3) Improve the quality of rental and owner-occupied housing in the target area;
- (4) Provide education and training to disadvantaged residents who seek to develop business which will improve their living conditions;
- (5) Increase the rate of home ownership in the target area;
- (6) Establish a literacy program in target area placing emphasis on at-risk youth;
- (7) Create meaningful activities for youth in target areas;
- (8) Reduce vandalism, drug dealing activity and other crime;
- (9) Work with businesses who provide benefits in the boundaried area as determined by the Scotlandville Community Development Corporation (SCDC), providing management, technical assistance and financial assistance to new or expanding businesses who provide services needed in the organizational boundaries and employing significant numbers of economically deprived residents; and

(10) Develop and provide decent housing that is affordable to low and moderate income people.

(i) To acquire land and interests therein and to develop such and or otherwise cause such land to be developed, or sell or lease such land for development, in a manner consistent with revitalization purposes of the Corporation;

(j) To act in any other fashion and engage in other activities and functions as are proper and will further the goals and purposes of the Corporation, and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-laws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended, or any corresponding future provision of the Code or subsequent tax law.

### ARTICLE III QUALIFICATION AS A COMMUNITY HOUSING DEVELOPMENT CORPORATION

It is the intention of the Corporation to qualify as a Community Housing Development Organization (CHDO), as defined by the United States Congress under the National Affordable Housing Act of 1990, in order to receive HOME funding from its participating jurisdiction in support of affording housing projects it undertakes. As such, the Corporation would act as developer, sponsor or owner of any HOME-assisted housing, and have effective management control of such affordable housing development projects, as required by the United States Department of Housing and Urban Development. The Corporation shall maintain at least one-third (1/3) of its Director positions for low and moderate-income residents or elected representatives of low-income neighborhood organizations, as those terms are defined by the United States Department of Housing and Urban Development. The Corporation shall provide a formal process, through its regular meetings of members and through special

committees of its Board of Directors, for low-income program beneficiaries to advise the Corporation in all of its decisions regarding the design, siting development and management of all HOME-assisted affordable housing projects. The Corporation shall have a history of serving the community where housing to be assisted with HOME funds will be developed and shall demonstrate a capacity for implementing activities to be assisted with HOME funds. And the Corporation shall conform with the standards for Financial Management Systems of the Federal Office of Management and Budget.

#### ARTICLE IV

#### BOOKS AND RECORDS; ANNUAL AUDIT

##### Section 1. Books and Records

The Corporation shall keep, at the office of the Corporation, or if there is more than one office, at such one of its offices as the Board of Directors shall designate as the principal office, correct and complete books and records of account of the activities and transactions of the Corporation and shall also keep a minute book which shall contain a copy of the Articles of Incorporation, a copy of these By-laws and all minutes of meetings of the Board of Directors.

##### Section 2. Annual Audit

The Board of Directors, at the first meeting of the Board or any subsequent meeting of the Board, shall appoint an accountant or firm of accountants to conduct periodic audits, annually if possible or otherwise as frequently as possible, of the accounts, records and books of the Corporation.

#### ARTICLE V MEMBERS

Section 1. Admission

The Corporation shall have Members. The Membership shall be open but restricted to:

- (a) Residents. Any individual eighteen (18) years of age or older whose permanent resident is within the Scotlandville community and its organizational boundaries.
- (b) Business. Any business corporation, sole proprietorship or partnership that owns or operates a business within the boundaries of the Scotlandville community may elect a representative as its Member of the Corporation.
- (c) Institutions. Any religious, civic, health care, educational or community organization that owns property or provides services within the Scotlandville community may elect a representative as its Member of the Corporation.
- (d) All of the above, considering they are law-abiding citizens whose sole intent is to work in partnership, in conjunction with the Corporation for the well-being of all individuals within the organizational boundaries of the Scotlandville community.

Section 2. Manner of Admission

Any resident, business or institution that is eligible for Membership in this Corporation may become a Member thereafter by filing a signed application with the Corporation, on a form approved by the Board of Directors, indicating such resident, business or institution's desire to become a Member: Except as indicated in these By-laws or the Articles of Incorporation, all applicants will be approved or disapproved for Membership in this Corporation as determined by the Board of Directors of the Scotlandville Community Development Corporation. The Board of Directors shall approve or disapprove such applications at the next regular or special meeting of the Board of Directors, following receipt of an application for Membership, provided, however, that such application was filed at least thirty (30) days prior to the date of

the regular or special meeting. The Corporation shall be opened to members two (2) consecutive years after the establishment of the Corporation or the completion of the first project.

**Section 3. Number of Members**

The maximum number of Members of the Corporation shall be unlimited.

**Section 4. Other Members**

The Board of Directors may, by an affirmative vote of not less than two-thirds (2/3) of the Directors then in office and voting, establish other types of Membership, including, but not limited to, Honorary, Associate or Sustaining.

**Section 5. Resignation and Termination**

Any Member may resign by filing a written resignation with the Secretary of the Corporation. Membership may be terminated or revoked by any Member's refusal to act responsibly or who continually disrupts meetings. Such terminations, if any, must be approved, following a clear description of the occurrences, by a vote of not less than three-fourths (3/4) of the Members present and voting.

**Section 6. Voting Rights**

Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members, unless otherwise provided in these By-laws.

**Section 7. Dues**

Annual Membership dues may be established and assessed for any year by an affirmative vote of a majority of the Members present and voting at a duly authorized meeting of the Members. The Board of Directors may, by an affirmative vote of two-thirds (2/3) of the Directors then in office and voting, waive the requirements of dues, if any, for any resident, business or institution or other Member for whom the payment of dues would represent an economic hardship.



ARTICLE VI  
MEETINGS OF MEMBERS

Section 1. Annual Meetings

There shall be not less than two (2) meetings annually of the Members of the Corporation, one of which shall serve as the Annual Meeting of the Corporation. The purpose of these meetings shall be for the Members to be apprised by the Directors as to the work in progress and status of activities of the Corporation. In addition, the Members shall participate with the Directors in evaluating the activities of the Corporation over the preceding period and in setting forth the policy direction, goals and objectives for the Corporation for the next period prior and up to the next meeting of the Members. The President of the Corporation shall preside at meetings of the Members.

In addition to the purpose stated immediately above, a purpose of the Annual Meeting of the Corporation shall be to elect the Directors of the Corporation, as more specifically set forth in Article VII, and for the transaction of such other business as may come before the meeting.

The Annual Meeting of the Corporation shall be held in January of each year, commencing January 1995, or if the Board of Directors shall, for good cause, determine otherwise, the Annual Meeting may be held within sixty (60) days prior or subsequent to January of each year. If the election of the Directors shall not be held in the month or on the day designated herein for the Annual Meeting, or at any adjournment thereof, The Board of Directors shall cause the election to be held at a special meeting of the Members called as soon thereafter as conveniently may be.

Failure to hold an annual meeting shall not affect the acts of the Corporation, Directors and Officers.

Section 2. Special Meetings

Special Meetings of the Members shall be held when directed by the President, by a majority of the Board of Directors of this Corporation then in office, or upon request in writing by Members of the Corporation entitled to not less than ten (10) percent of the vote of the Members. A meeting so requested shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless

the Members requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary of the Corporation, unless the President, Board of Directors or the Members requesting the meeting shall designate another person to do so.

### Section 3. Place of Meeting

The Board of Directors may designate any place, either inside or outside of the neighborhood, as the place of meeting for any Annual Meeting or for any Special Meeting called by the Board of Directors. If no designation is made or if a Special Meeting is otherwise called, the place of meeting shall be the principal office of the Corporation, provided however, that if all of the Members shall meet at any time and place, either inside or outside of the neighborhood, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days before the date of such meeting, by or at the direction of the President, Secretary or the Officers or persons calling the meeting. In case of a Special Meeting or when required by statute or these By-laws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the membership records of the Corporation, with postage thereon prepaid.

### Section 5. Notice of Adjourned Meeting

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at that adjourned meeting, any business may be transacted that might have been

transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors of this Corporation fixes a new record date of the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this Article to each Member entitled to vote at such meeting.

#### Section 6. Quorum

A quorum shall be present if twenty (20) or more Members attend a meeting. If a quorum is present, the affirmative vote of more than fifty (50) percent of the Members represented at the meeting and entitled to vote on subject matter, shall be an act of the Members unless otherwise required in the Articles of Incorporation, these By-laws or by law. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

#### Section 7. Meetings and Agendas

The time, schedule and agenda of each Annual and Special Meeting shall be established by the Board of Directors and the agenda shall include:

- (a) The order of business shall be:
1. Call to order.
  2. Roll-call.
  3. Reading of the minutes of the last meeting, and their approval.
  4. Treasurer's report.
  5. Reports of any Special Committees.
  6. Unfinished business.
  7. New business.

Section 8. Proxies

At Annual meetings, a Member entitled to vote may vote either in person or by proxy executed in writing by the Member or by his duty authorized attorney-in-fact, delivered to the Secretary of the Corporation at or prior to the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 9. Open Meetings

Except as required to preserve the confidentiality of financial and other personal data submitted to the Members, the meetings of Members shall be open to the public.

Section 10. Minutes

Minutes of all Membership meetings shall be recorded and on file. Except as required to preserve the confidentiality of financial and other personal data submitted by the Members, the minutes shall be open to the public. Within thirty (30) days of the Membership meeting, the minutes of the Annual meeting will be mailed to the Members.

Section 11. Rights of Members

- (a) Every Member shall have the right:
- 1) to participate in meetings of the Membership;
  - 2) to cast one (1) vote on all matters properly put before the Membership of the Corporation for consideration;
  - 3) to nominate and participate in the election of the Directors of the Board, as provided under Article VII of these By-laws;
  - 4) to serve on the Board of Directors or on committees, if chosen;
  - 5) to serve as an Officer of the Corporation; and
  - 6) to receive notices, minutes and reports as provided by these By-laws.

- (b) Notwithstanding any other provision of these By-laws, the affirmative vote of two-thirds (2/3) of the Members then entitled to vote shall be required in the following matters:
  - 1) the establishment of any subsidiary or affiliate corporation;
  - 2) amendment of the Corporation's Articles of Incorporation and of these By-laws; and
  - 3) the dissolution of the Corporation.

**ARTICLE VII  
BOARD OF DIRECTORS**

**Section 1. General Powers**

The property and affairs of the Corporation shall be managed by the Board of Directors. The Directors shall have and are vested with all powers and authorities, except as may be expressly limited by applicable law, the Articles of Incorporation or these By-laws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to propose the policies of the Corporation for consideration and approval by the Members, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any and all powers, privileges or franchises, and to seek the effectuation of its objectives and purposes, provided, however, that:

- (a) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a corporation organized under the Louisiana Non-Profit Corporation Act;
- (b) None of the powers of the Corporation shall be exercised to carry on activities other than as an insubstantial part of its activities, which are not in themselves in furtherance of the

purposes of the Corporation; and

- (c) All income and property of the Corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the Corporation.

## Section 2. Number, Tenure and Qualification

The number of Directors shall be the number of Directors elected from time to time in accordance with these By-laws, but shall never be less than thirteen (13) nor more than twenty-one (21). The number may be increased or decreased from time to time by Amendment in accordance with these By-laws.

The first Board of Directors shall serve two (2) consecutive years after the establishment of the Corporation or the completion of the first project. The Directors shall after this time be elected annually by the Members of the Corporation at the Annual Meeting of the Corporation. Directors may be residents, business owners or operators, representatives of institutions within the neighborhood, owners of real estate within the neighborhood or other individuals who are external to and independent of the neighborhood, as the members may elect. In no event, however, shall less than two-thirds (2/3) of the Directors be residents of the neighborhood.

The persons named in the Articles of Incorporation as Directors of this Corporation shall hold office until the expiration of their initial term, as hereinafter set forth, when their successor is elected and qualified, or until the earlier of their resignation, removal from office or death. The Members shall elect the succeeding Director at the first Annual Meeting of the Corporation after the expiration of their respective terms. Each Director shall then hold office for a three-year term for which he is elected and qualified or until the earlier of his resignation, removal from office, or death.

There shall be three (3) classes of Directors as follows:

- A. Class 1 shall be comprised of four (4) Directors. The initial Class 1 Directors shall be:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The initial Class 1 Directors named above shall serve for a term of three (3) years.

B. Class 2 shall be comprised of four (4) Directors. The initial Class 2 Directors shall be:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The initial Class 2 Directors named above shall serve for a term of two (2) years.

C. Class 3 shall be comprised of all remaining Directors. The initial Class 3 Directors shall be:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The initial Class 3 Directors named above shall serve for a term of one (1) year.

A minimum of one-third (1/3) of the total number of Directors elected to the Board by whatever means shall be low or moderate-income people, as that term is defined by the United States Department of Housing and Urban Development, and as provided under Article III of these By-laws.

At least forty-five (45) days prior to the Annual Meeting of the Corporation, the

Nominating Committee shall solicit nominations from the Members. The Secretary shall, as soon as practicable after becoming aware of the name of a nominee for Director, contact that individual and determine if he is willing to serve on the Board of Directors of this Corporation. The slate of nominees for Officers shall be presented to the Board of Directors by the Nominating Committee for approval. At least ten days (10) days prior to the Annual Meeting of the Corporation, a list of nominees presented shall be mailed or distributed to all members. Regardless of the number of nominees presented prior to the Annual Meeting of the Corporation, no fewer than thirteen (13) Directors shall be elected at the Meeting.

Each Director shall hold office until the end of December of the last year of his term, or until his successor shall have been elected and qualified with no limit to successive years to serve.

### Section 3. Compensation

No Director shall receive compensation in return for serving as a Director or Officer of the Corporation. However, this shall not prohibit reimbursement for reasonable and necessary expenses incurred in attending to authorized duties provided that such expenses are evidenced by receipt or other proper document.

### Section 4. Presumption of Assent

A Director of this Corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

### Section 5. Duties of the Board of Directors

The Board of Directors shall:

- (a) Carry out the purposes of the Corporation, implement the decisions of the Membership, and be responsible for the general management and oversight of the affairs of the Corporation;



- (b) See to it that a written Annual Report of the Corporation is prepared, outlining the nature and results of the Corporation's activities during the preceding year, describing the financial condition of the Corporation, listing all properties owned, leased and/or developed by the Corporation and the uses to which each has been put, describing the environment under which the Corporation believes it will be operating in the coming year, and suggesting options for policies and implementation strategies for the Corporation to pursue in the coming year for decision by the Membership;
- (c) Supervise the activities of all Officers, Directors, committees, employees and agents of the Corporation in performance of their delegated responsibilities, and investigate any possible conflicts of interest within the Corporation;
- (d) Select and monitor accountants, attorneys and other consultants and contract service providers as may be necessary from time to time for the effective operation of the Corporation including, but not limited to, contracts for annual or periodic audits of the Corporation's books of account;
- (e) Report periodically, orally and in writing, to the Membership, as well as to Corporation funders and other external organizations and institutions requiring or otherwise benefiting from such information, as to the status of the Corporation's various leadership development, community improvement and institutional change efforts;
- (f) Serve as the primary contact for any requests or inquiries by media representatives, although this duty may be delegated to others by an affirmative vote of a majority of the Board of Directors;
- (g) Provide notices of meetings, minutes and reports to appropriate parties, as required by these By-laws, the Membership, funders or as otherwise considered appropriate;

- (h) Determine by whom and in what manner deeds, contracts and other instruments shall be executed on behalf of the Corporation; and
- (i) Acquire or lease land, buildings or other improvements; sell or convey the right to use land, with or without buildings, buildings and other improvements; develop or rehabilitate buildings; sell, rent or otherwise convey land, buildings or other improvements; and obtain the resources for the acquisition and development and sale, lease or other conveyance of such land buildings and/or other improvements.

A Director shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Corporation, and with such care as an ordinary prudent person in like position would use under similar circumstances.

In performing his duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or delivered by:

- (a) One or more Officers or employees of the Corporation who the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which a Director would reasonably believe to be within such person's professional or expert competence; and
- (c) A committee of the Board upon which he does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or these By-laws, as to matters within his designated authority, which committee the Directors reasonably believe to merit confidence.

Section 6. Conflict of Interest

- (a) Prior to a vote on any matter in which a Director has a direct and substantial interest, whether personally or by his parent, spouse, child, partner or employer, that Director shall disclose such interest to the Board of Directors. Such statements shall be preserved among the records of the Corporation and shall be open to any Member of the Corporation.
- (b) No Director of the Corporation shall vote on any matter in which such Director, or any parent, spouse, child, partner, or employer of that Director, has a direct and substantial interest that would be specifically affected by such action. Such Director shall nonetheless be counted as necessary to establish a quorum under these By-laws.
- (c) Prior to the voting of either of the above, that Director affected must excuse himself during the voting process of that particular issue.
- (d) No Board Member shall be able to gain, directly or indirectly, any monetary benefit from the Corporation's transaction.

Section 7. Vacancies

Any vacancy occurring in the Board of Directors of this Corporation and any Directorship to be filled by reason of an increase in the number of Directors shall be filled for the unexpired term by an affirmative vote of two-thirds (2/3) of the Directors remaining in office at a duly called meeting, even though such remaining Directors may be less than a majority of the number of Directorships, until the next regular meeting of the Members or some other special meeting of the Members, at which time the Members may elect a replacement or replacements.

Section 8. Resignations and Removal of Directors

Any Director may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Board. Any Director may be removed by an affirmative vote of three-fourths (3/4) of the voting members at a special meeting called for that purpose, for conduct contrary to the purposes of the Corporation. Any Director who misses three (3) consecutive meetings of the Board of Directors without reasonable excuse shall be subject to removal from the Board of Directors for cause.

Any Director who has an unexcused tardy later than five (5) minutes shall pay a fee of one dollar (\$1.00). Monies shall be used for various needs of the Corporation.

Section 9. Quorum and Voting

The majority of Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present, then a majority of Directors present may adjourn the meeting, until a quorum is present. As used herein, the term "majority" shall mean more than fifty (50) percent.

Section 10. Place of Meeting

Regular and special meetings of the Board of Directors of this Corporation may be held inside or outside of the neighborhood.

Section 11. Annual Meeting

The Board of Directors shall hold an Annual Meeting at the same place and immediately following the Annual Meeting of (the Members of) the Corporation. Notice of the Annual Meeting shall be given in writing to each Director not less than ten (10) days prior to the meeting.

Section 12. Regular Meetings

The Board of Directors shall hold regular business meetings each month at the principal office of the Corporation or at such other place inside or outside of the neighborhood as may be determined by the Board of Directors. Notice of such meetings shall be given at least five (5) days in advance of such meetings.

Section 13. Special or Emergency Meetings

Special Meetings of the Board of Directors may be called by the President, by the Secretary, by any three (3) or more Directors or by twenty-five (25) percent of the Members of the Corporation. Such Meetings shall be held at the principal office of the Corporation or at such other place inside or outside of the neighborhood as may be determined by the Board of Directors. Notice of the date, time, place and purpose(s) of all Special Meetings of the Board of Directors shall be given to each Director by mailing a copy to his residence or usual place of business or by delivering the same personally to each Director at least two (2) days prior to the date of an emergency meeting and at least five (5) days prior to a special meeting, provided that any one or more Directors, as to himself or themselves, may waive such notice in writing or by attendance at such meeting without protesting, prior to or at the commencement of such meeting, the lack of prior notice. Emergency meetings will be called due to issues of severe consequences only.

**Section 14. Open Meetings**

Except as required to preserve the confidentiality of financial and other personal data submitted to the Board of Directors or any other Committee of the Board, all meetings of the Board of Directors and of any Committee thereof shall be open to the public.

**Section 15. Informal Action; Participation by Telephone**

If all the Directors severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be valid as though it had been authorized at a Meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, enabling all Directors participating to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 16. Minutes**

Minutes of all Board meetings shall be recorded and shall be approved by the Board at the next Board Meeting. All minutes of Board meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any Member of the Corporation.

**Section 17. Indemnification of Officers and Directors**

The Corporation shall, at its option, expense and capacity, indemnify any Officer, Director or employee, or former Officer, Director or employee of the Corporation against expenses actually and reasonably incurred by him, including

attorney's fees, in connection with the defense of any action, suit or proceeding, civil or criminal, in which he has been made a party by reason of being or having been an Officer, Director or employee, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of his duties in and on behalf of the Corporation.

The Corporation, or such other corporation to which this indemnification shall apply, shall have the power and authority to procure or maintain insurance or similar arrangements on behalf of any Officer, Director or employee, or former Officer, Director or employee of the Corporation for the purpose provided in this Section 17.

## ARTICLE VIII OFFICERS

### Section 1. Titles, Election, Term of Office and Removal

The Officers of this Corporation shall consist of a president, a vice president, a secretary and a treasurer, each of whom shall be elected by this Corporation's Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. All Officers shall be chosen from the members of the Board of Directors.

The Officers shall be elected annually by the Board of Directors at its Annual Meeting. One individual may simultaneously hold the offices of secretary and treasurer, but otherwise no one may hold more than one office at a time. All Officers shall hold office until the following Annual Meeting of the Board of Directors, and thereafter until the successor has been elected and qualified, or until the earlier of his resignation, removal from office, or death.

Any Officer of the Corporation may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors then in office, whenever, in their judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 2. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired term of office at a regular or special meeting of the Board.

Section 3. Compensation

Officers of the Corporation shall serve without compensation, however, the Board of Directors may, at its discretion and if funds are available, reimburse Officers for reasonable out-of-pocket expenses incurred by an Officer in connection with his work on behalf of the Corporation.

Section 4. Duties

The duties of the Officers of the Corporation shall be those described in these By-laws, those prescribed by law and those which may be assigned from time to time by the Directors.

- (a) **President.** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors, and shall serve as liaison in public relations. The President shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. The President may sign, together with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, 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, by



these By-laws, or by statute to some other Officer or agent of the Corporation. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed or assigned to him from time to time by the Board of Directors.

(b) **Vice-President.** The Vice-President shall assist the President, shall be responsible for planning the programs at all conferences, shall take the place of the President in the event of the unavailability, incapacity, or death of the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

(c) **Secretary.** The Secretary shall act as the secretary of all meetings of the Board of Directors and the Members of the Corporation and shall: keep minutes of the meetings of the Board of Directors and of the Membership; confirm and record the status of motions and votes in meetings of the Board of Directors and of the Membership; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him/her by the Board of Directors or the President.

(d) **Treasurer.** The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give monies due and payable to the Corporation; receive gifts of money or property to the Corporation from any source whatsoever; 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 Article XII of these By-laws; keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, in accordance with sound accounting and financial practices; whenever required by the Board of Directors, render a statement of the accounts; assure that all funds, deeds, title papers and assets of the Corporation are maintained in the name of the Corporation in such manner as the Board directs; and supervise the recruitment, selection and work of any accountant, firm of accountants or other financial consultants that may assist the Corporation from time to time. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board of Directors or the President. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5. Delegation of Duties

In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may delegate such Officer's powers or duties to any other Officer or any other Director.

ARTICLE IX  
STAFF EMPLOYEES; PROFESSIONAL SERVICES

It is understood that the Corporation is one of six (6) CDC's currently part of the Baton Rouge Development Team. As such, staff support and professional services to and on behalf of the Corporation are provided by the Development Team. The Coordinator of the Baton Rouge Development Team shall be responsible for assigning and managing the staff members and professional service providers on behalf of this Corporation and the other Development Team corporations. At such times as the Corporation has obtained funds for the predevelopment, development or management of one of its development projects, the Board of Directors may, from time to time,

contract for professional services, of whatever kind, on its own but in consultation with the Development Team Coordinator, to assist in carrying out the activities of the Corporation.

After two (2) or three (3) years, it is intended that the Development Team Program will be evaluated by this Corporation and the other participating CDC's, along with the funders of the Program. If it is decided by them to continue this initiative in Baton Rouge, and if resources can be obtained to support it, then it is anticipated that a coalition organization would be formed, to be called the Baton Rouge Community Development initiative or some other similar name. This coalition, if agreed to be formed, is anticipated to have central staff, hired by the Board of Directors of the new coalition corporation, at least two (2) Directors of which would be elected by the Board of Directors of this Corporation.

**ARTICLE X  
NON-DISCRIMINATION AND EQUAL EMPLOYMENT COMPLIANCE**

**Section 1. Non-Discrimination**

The Corporation shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services, because of race, color, religion, sex, age, national origin or handicap.

**Section 2. Equal Employment Compliance**

It shall be the policy and practice of the Corporation to comply fully with Federal, State and Municipal laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE XI  
BOARD COMMITTEES

Section 1. Committees

The Board of Directors, by Resolution adopted by a majority of the number of Directorships, may provide for such standing or special committees of the Board, with such powers and duties as it deems desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with the law, the Articles of Incorporation or these By-laws, as may be assigned to it by the Board. The President shall be an ex-officio member of each committee.

Section 2. Chairperson

Members of each committee shall elect from among their number one member as chairperson of the committee.

Section 3. Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 4. Quorum

Unless otherwise provided in the Resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XII  
CONTRACTS, LOANS, CHECKS, DEPOSITS, FUNDS AND GIFTS

Section 1.           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 By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2.           Loans

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Any such authority shall be confined to specific transactions. Under no circumstances shall the Corporation make any loan to: (1) Any Officer or Director of the Corporation, or any of their family members as defined under Section 267(c)(4) of the Internal Revenue Code of 1986, as amended; (2) any entity in which an Officer, Director or family member thereof directly or indirectly holds an ownership interest; or (3) any person or entity that is able to obtain a loan from a conventional commercial lender.

Section 3.           Checks, Drafts, Etc.

All checks, drafts, endorsements or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other reliable depositories as the Board of Directors may select. The Board of Directors shall give preference in their selection to neighborhood and minority institutions whenever appropriate and practicable.

Section 5. Gifts

The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII  
DISSOLUTION

The decision to dissolve the Corporation must first be approved by an affirmative vote of two-thirds (2/3) of the Directors then in office at a duly held meeting of the Board of Directors, followed by an approval by an affirmative vote of two-thirds (2/3) of the Members entitled to vote at a duly held meeting of the Membership. Notice of the proposed dissolution shall be given to Directors and Members no later than three (3) weeks prior to the meeting at which the respective decisions by the Directors and members are to be made.

In the event of dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision made therefor.
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in

accordance with such requirements.

- (c) Any assets remaining after the accomplishment of subparagraphs (a) and (b) above shall be paid over, transferred or conveyed to such other not-for-profit corporation or corporations, which are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent Internal Revenue Code, as the Board of Directors may, by majority vote, approve. Any assets not so disposed of will be disposed of by a court of jurisdiction in the parish in which the principal office of the Corporation is located.

#### ARTICLE XIV FISCAL YEAR

The fiscal year of the Corporation shall correspond to the calendar year.

#### ARTICLE XV AMENDMENTS

The Corporation may amend the Articles of Incorporation or the By-laws from time to time in any and as many respects as may be desired, provided that the Articles of Incorporation and By-laws, as amended, contain only such provisions as are lawful under the Louisiana Non-Profit Corporation Act. Amendments to the Articles of Incorporation or the By-laws shall be made in the following manner: The Board of Directors shall adopt a Resolution setting forth the proposed amendment or amendments and directing that it or they be submitted to a vote at a meeting of Members, which may either be an Annual or Special Meeting. Written or printed notice, setting forth the proposed amendment or amendments or a summary of the change or changes to be affected thereby shall be given to each Member of record entitled to vote at such meeting within the time and manner provided in Article VI of these By-laws. The proposed amendment or amendments shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by Members present at such meeting.

ARTICLE XVI  
PARLIAMENTARY RULES

The Parliamentary Rules prescribed in and by "Roberts Rules of Order", last available edition, shall govern the conduct of the meetings of this Corporation, unless a contrary procedure is established by the Articles of Incorporation, unless or by Resolution of the Board of Directors.

ARTICLE XVII  
TERMINOLOGY

All personal pronouns used in these By-laws, whether used in the masculine, feminine or neuter gender, shall include all other genders, and the singular shall include the plural and vice versa. Title of Articles, sections, paragraphs and subsections are for convenience only, and neither limit nor amplify the provisions of these By-laws themselves. The use herein of the word "including", when following any general statement, term or matter, shall not be construed to limit such statement, term or matter to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not non-limiting language (such as "without limitation", or "but not limited to", or words of similar import) is used with reference thereto, but rather shall be deemed to refer to all other items or matters that could reasonably fall within the broadest possible scope of such general statement, term or matter.

ARTICLE XVIII  
NOTICE; WAIVER OF NOTICE

Section 1. - Notice

Whenever under the provisions of law, the Articles of Incorporation, or these By-laws, notice is required to be given to any Director, member of any committee designated by the Board of Directors, or Member, it shall not be construed to require personal delivery and such notice may be given in writing by depositing it, in a sealed envelope, in the United States mails, air mail or first class, postage prepaid, addressed



to such Director, committee member, or Member either at his address as it appears on the books of the Corporation, or at his business address. Such notice shall be deemed given at the time it is thus deposited in the United States mails. If given by telegram, notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Such requirements for notice shall be deemed satisfied, except in case of meetings with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-laws. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Members or of the Board of Directors need to be specified in the notice, or waiver of notice, of such meeting, unless specifically required by law or by these By-laws.

**Section 2. Waiver of Notice**

Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these By-laws; a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIX  
SEVERABILITY OF PROVISIONS**

If any of the provisions of these By-laws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that every other provision of these By-laws shall remain valid and enforceable.

SECRETARY'S CERTIFICATION

The undersigned Secretary of the SCOTLANDVILLE COMMUNITY DEVELOPMENT CORPORATION, a Louisiana not-for-profit corporation, hereby certifies that the foregoing By-laws have been duly adopted by the Board of Directors at a meeting held on March 11, 1994<sup>5 pm</sup>, in Baton Rouge, Louisiana.

DATED this 11<sup>th</sup> day of March, 1994<sup>5 pm</sup>

Paul R. Hollifield - Secretary  
Secretary