

BYLAWS OF 10/31 CONSORTIUM

ARTICLE I ORGANIZATION

1.1 Purpose

- A. This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC” or “Code”). The mission and purpose of the Corporation is limited solely to **servicing the Greater Baton Rouge, Louisiana Community through the fun and creativity of Halloween traditions and folklore** and any purpose incidental thereto or in furtherance thereof. In furtherance of these objects, the Corporation may engage in activities, specifically including, but not limited to, those associated with financing the costs of operating and maintaining the **Fifolet Halloween Festival**.
- B. In order to carry out its purpose and object, the Corporation shall have and may exercise all powers now and hereafter conferred on a Non-profit Corporation under Louisiana law and which are consistent with the Corporation’s status as an organization: (i) exempt from federal income tax under Section 501(a) and (c)(3) of the Internal Revenue Code (“IRC”); and (ii) to which contributions are deductible under Section 170(c)(2) of the IRC, as amended.

1.2 Assets

All revenues collected by the Corporation shall be used by it to carry out its objects and purposes. The Corporation shall observe all local, state and federal laws that apply to non-profit organizations meeting the requirements of IRC Section 501(c)(3). Upon the dissolution or final liquidation of the Corporation, any assets and funds of the Corporation that exceed its outstanding liabilities shall be equally divided among and transferred, paid, distributed and delivered to Our Lady of the Lake Children’s Hospital, the Greater Baton Rouge Food Bank and the Big Buddy Program, provided such organizations at the time of transfer are qualified under IRC Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Laws). In no event shall the Directors, Officers or Members of this Corporation receive any of the Corporation’s assets or funds upon its dissolution or final liquidation.

1.3 Activities

- A. The Corporation has not been formed for pecuniary profit or financial gain. No part of the net earnings or other funds of the Corporation shall inure to the benefit of or be distributed to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable expenses incurred and reasonable compensation for services actually rendered on its behalf and to make payments and distributions in furtherance of the objects and purposes of the Corporation.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for Public Office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under IRC Section 501(c)(3); (b) by an

organization, contributions to which are deductible under IRC Section 170(c)(2); or (c) by a nonprofit Corporation under the laws of the State of Louisiana, as amended.

- C. All actions taken by the Corporation shall implement the mission, objects and purposes of the Corporation and conform with applicable laws and regulations providing tax-exempt status.

ARTICLE II MEMBERSHIP

2.1 Classes of Members

There shall be two (2) Classes of Members: Active Members and Honorary Members. Active Members shall include any person who has paid their annual dues (if applicable) as set forth in Section 2.2 of these Bylaws. Honorary Members shall include any person designated as such by a 2/3 vote of the majority of the Board of Directors.

Members of the Corporation shall be collectively referred to as the "Krewe." Krewe Members shall have certain benefits as outlined in Section 2.2 of these Bylaws. The benefits of each Membership Class and Level and cost of dues for each may be reviewed annually by the Board of Directors in November for the following calendar year. Any changes deemed necessary must be announced to the Krewe Membership in December for implementation in the following calendar year.

2.2 Membership Level Benefits

- A. Crescent Moon Level - Honorary Members at the Crescent Moon Level shall receive:
 - a. The Copy Cat Krewe E-Newsletter;
 - b. Access to the 10/31 Consortium Krewe Private Group Page on Facebook.
- B. Full Moon Level - Active Members at the Full Moon Level shall receive:
 - a. The Copy Cat Krewe E-Newsletter;
 - b. Access to the 10/31 Consortium Krewe Private Group Page on Facebook;
 - c. 20% discount on selected 10/31 Consortium event participation fees;
 - d. Eligibility to be awarded royal status by the Board of Directors;
 - e. Eligibility to vote according to the Articles of Incorporation and Bylaws.
- C. Forever Moon Level - Active Members at the Forever Moon Level shall receive:
 - a. The Copy Cat Krewe E-Newsletter;
 - b. Access to the 10/31 Consortium Krewe Private Group Page on Facebook;
 - c. 20% discount on selected 10/31 Consortium event participation fees;
 - d. One (1) krewe yard sign;
 - e. One (1) t-shirt;
 - f. Recognition as Lifetime Member on website;
 - g. Eligibility to be awarded royal status by the Board of Directors;
 - h. Eligibility to vote according to the Articles of Incorporation and Bylaws.

2.3 Membership Terms

- A. Crescent and Full Moon Membership terms are from January 1 to December 31 regardless of the Member's join date.
- B. Members may purchase multiple years at one (1) time.
- C. Forever Moon Membership terms expire upon the Member's death or upon voluntary or involuntary resignation from the Corporation.

2.4 Dues

- A. If the annual dues for any Membership Level of any year are not set by the Board of Directors, the cost of annual dues for that Membership Level shall be the amount set in the previous year.
- B. If a change in the cost of annual dues is voted upon by the Board of Directors, the Membership shall be notified in writing to the last known email address of the Member by December 31.
- C. The Class of Honorary Members will not be required to pay annual dues and may be awarded by the Board of Directors at any Membership Level.
- D. Annual dues invoices for all paid Active Members will be emailed to the last known mailing address of each Member in December for the next calendar year.
- E. Annual dues for paid Active Members are payable by January 31.
- F. Annual dues are not subject to prorate.
- G. Said fees may be mailed to the 10/31 Consortium Treasurer at 9655 Perkins Road, C-1031, Baton Rouge, Louisiana 70810, or paid in person or by any other electronic means as established by the Board.

2.5 Termination of Membership

- A. Membership in the Corporation may be terminated by the death of a Member, resignation, dropping for non-payment of dues, or as provided in the 10/31 Consortium Operations Manual.
- B. A Member shall be dropped without notice from the Membership Roster in the Corporation after non-payment of dues by January 31 of the year after dues have been unpaid for one (1) year. Members dropped after non-payment of dues will be considered voluntary resignations from the Corporation.
- C. Any Member wishing to cancel their Active or Honorary Membership prior to the end of the Membership Term should notify the Board of Directors in writing either by mailing said notice to the registered Office referenced in Section 2.4 of these Bylaws or by emailing the Secretary of the Corporation at the email address listed on the 10/31 Consortium website. Cancellations shall take place upon receipt.
- D. Active Memberships canceled within one (1) month of dues payment will be eligible for a refund upon request. No other refunds for Membership dues will be granted.

2.6 Transfer or Assignment

Membership rights shall not be transferable by assignment or sale, or by inheritance or testament upon the death of the owner and no rights of ownership belonging to any former owner shall inure to any assignee, vendee, heir or legatee.

2.7 Voting

- A. Each Active Member shall be entitled to one vote in the election of Directors and on any proposed amendments to the Articles of Incorporation.
- B. On demand of any Member, the vote for Directors or any question before a Membership Meeting, may be conducted by ballot. All elections shall be had by plurality, and all questions decided by majority of the votes cast except as otherwise provided by the Articles or Bylaws.
- C. At each meeting of the Membership, a list of the Members entitled to vote, arranged alphabetically and certified by the Secretary or Treasurer, shall be produced on the request of any Member.

- D. Each Active Member shall be entitled to assign his or her proxy vote to any other Active Member. There are 2 types of proxies:
 - a. A General Proxy gives the proxy holder the right to vote as he or she sees fit on any business that may come up at a meeting.
 - b. A Limited Proxy includes on the proxy the business that is to be voted on and a place for the Member to tell the proxy holder the way to vote on the business. The proxy holder is legally required to cast the vote the way he or she has been designated by the Member.

2.8 Inspection of Corporate Records

The Membership Roster, the Books of Account and the Minutes of Proceeding of the Members, the Board of Directors, and Executive Committee of Directors shall be open to inspection upon written demand, to the extent allowed by applicable Louisiana Law, at any reasonable time for purposes reasonably related to the interests of the Members. Such inspection may be made in person or by an agent or attorney and shall include the right to make abstracts. Demand of inspection other than at a Member Meeting shall be made in writing to the President or Secretary at the address referenced in Section 2.4 of these Bylaws or by emailing the Secretary of the Corporation at the email address listed on the 10/31 Consortium website.

ARTICLE III MEMBERSHIP MEETINGS

3.1 Notice of Annual or Special Meetings of the Membership

- A. Printed or electronic notice, stating the place and time of any meeting and the general nature of the business to be considered, shall be given to each Active Member entitled to vote thereat, at his or her last known email address, at least 14 days before the Annual Meeting or Special Meeting.
- B. Participation in such a meeting shall constitute notification and presence at such meeting. All participants in such a meeting, by virtue of their participation and without further action on their part, shall be deemed to have consented to the recording of such meeting, by an electronic recording device (or otherwise) and the written transcript thereof, in order that Minutes thereof shall be available for the records of the Corporation.
- C. The notice of the Annual Meeting should also include a Call for Nominations with the number of open Director seats and descriptions of each.

3.2 Annual Meeting of the Membership

- A. The Annual Meeting of Members for the election of Directors and the transaction of other business shall be held on the last Saturday in July of each year beginning with the year 2020, provided however, that the Board of Directors, by resolution, may change the date and time for any such Annual Meeting.
- B. If there are no openings on the Board of Directors, and therefore no such election of Directors is necessary, and there is no other business to be transacted which requires a vote of the Membership, the Annual Meeting is still required to give the Membership an opportunity to address the Board of Directors in person or via virtual meeting software.
- C. All motions before the Membership at the Annual Meeting shall pass by majority vote of half plus one (1).

3.3 Special Meetings of the Membership

- A. Special Meetings of the Membership for any purpose or purposes whatsoever, may be called at any time by the President, by the Board of Directors or at the request of Members holding not less than one-fifth of the voting power of the Corporation.
- B. If called at the request of Members, said Members shall submit a Special Meeting Petition which includes the purpose of the meeting to the Board of Directors in writing to the President or Secretary at the mailing address referenced in Section 2.4 of these Bylaws and by emailing the Secretary of the Corporation at the email address listed on the 10/31 Consortium website, not less than 30 days prior to the requested Special Meeting date.
- C. Upon receipt of the Special Meeting Petition, the Board of Directors shall immediately provide the requesting Members with the most recent Membership Roster in order that they may fulfill the notification requirements set forth in Section 3.1 of these Bylaws.
- D. The burden of compliance with Section 3.1 of these Bylaws shall fall on the party or parties requesting the Special Meeting.
- E. All motions before the Membership at any Special Meeting shall pass by majority vote of half plus one (1) if a quorum has been met.

3.4 Quorum

Except as provided in these Bylaws, any number of Active Members, together holding a majority of the vote, who are present in person, present virtually via online meeting software as indicated by the Board of Directors or represented by proxy at any meeting, constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any Member.

3.5 Place of Holding Meetings

All meetings of the Membership shall be held at the place designated by the President in the Greater Baton Rouge Area of Louisiana, or virtually via online meeting software as indicated by the Board of Directors or other similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other. If a Special Meeting is called by the Membership rather than the Board of Directors, the Members planning the Special Meeting may designate a meeting location in the Greater Baton Rouge Area of Louisiana or hold the meeting virtually, provided notification requirements from Section 3.1 of the Bylaws are met.

3.6 Adjourned Meetings

If less than a quorum is in attendance at any time for which a meeting is called, the meeting may, after the lapse of at least half an hour, be adjourned by a majority vote of Members present either in person, by virtual attendance or represented by proxy and entitled to vote thereat. If notice of such Adjourned Meeting is sent to the Members entitled to vote at the meeting, stating the purpose or purposes of the meeting and that the previous meeting failed for lack of a quorum, then any number of Members, present in person, attending virtually or represented by proxy, and together holding at least one-fourth of the outstanding Membership interests entitled to vote thereat, constitute a quorum at the Adjourned Meeting.

ARTICLE IV DIRECTORS AND OFFICERS

4.1 Election of Directors

- A. Nominations of candidates for the position of Director to be voted on at the Annual Meeting may be made by the Board of Directors or by any Active Member entitled to vote in the election of Directors.
- B. Any such nominations by a Member shall be made by notice in writing to the President or Secretary at the address referenced in Section 2.4 of these Bylaws or by emailing the Secretary of the Corporation at the email address listed on the 10/31 Consortium website and by the deadline established by the Board of Directors. Nominations put forth by any Member entitled to vote in the election of Directors shall also be taken in person or by virtual attendance at the Annual Meeting.
- C. Directors shall be determined by plurality vote of the Membership in accordance with the provisions outlined in these Bylaws.

4.2 Powers of Directors

The Board of Directors has the complete management of the business of the Corporation, and subject to any restrictions imposed by law, the Articles of Incorporation or these Bylaws, may exercise all powers of the Corporation to the fullest extent allowed by law. Without prejudice to such general powers, the Directors have the following specific powers:

- A. From time to time, to devolve the powers and duties of any Officer upon any other person for the time being;
- B. To confer upon any Officer the power to appoint, remove and suspend, and fix and change the compensation of, subordinate Officers, agents, and contractors;
- C. To determine who shall be entitled to vote at Meetings of the Members of this Corporation; and
- D. To delegate any of the powers of the Board to any Standing or Special Committee or to any Officer or Agent (with power to sub-delegate) upon such terms as they deem fit.

4.3 Number of Directors and Qualifications

- A. The number of Directors of this Corporation shall be a minimum of seven (7) and maximum of 15.
- B. The recommended number of Directors of this Corporation is nine (9) with responsibilities of each outlined in section 4.9 of these Bylaws.
- C. The number of Directors to be elected and positions to be filled with their corresponding responsibilities should be determined by the Executive Committee prior to the Call for Nominations.
- D. The number of Directors to be elected and positions to be filled with their corresponding responsibilities should be listed in the Call for Nominations sent to the Membership in the Annual Meeting or Special Meeting Notice.
- E. All Directors must be paid Active Members of the Corporation, and with the exception of the Inaugural Board, must have been an Active Member for at least one (1) calendar year prior to the time of their nomination.
- F. Honorary Members are not eligible for Board service.

4.4 Terms

- A. Officers and Directors shall serve a minimum of two (2) year terms beginning on November 1 and ending on October 31.
- B. Officers and Directors must be reelected upon completion of their two (2) year terms.
- C. Officers and Directors are not subject to term limits.

4.5 Mid-Term Resignations: Voluntary and Involuntary

- A. The voluntary written resignation of a Director or Officer prior to term end shall immediately take effect upon receipt thereof by the President or Secretary either via US Post, in person or via email.
- B. In the event a voluntary resignation is verbally given prior to term end, the President or Secretary shall confirm said resignation in writing to the last known email address of the Resigning Director within 48-hours. If no response to the confirmation is received within five (5) business days, the resignation shall be considered as confirmed and immediately take effect.
- C. The Resigning Director or Officer may nominate an Active Member for their immediate replacement.
- D. The Resigning Director or Officer shall have five (5) business days after the resignation has gone into effect to coordinate turning over to the President or Secretary all passwords, vital documents, admin rights, access to any and all accounts managed on behalf of the Corporation and any and all physical items and assets of which are the legal possessions of the Corporation. Failure to do so may result in legal action.
- E. No Director or Officer whose mid-term resignation has gone into effect shall be permitted to return to the Board of Directors during the same term; Resignees must wait until the next Annual Meeting to be nominated for any open positions that may be available at that time.
- F. Directors and Officers may be involuntarily removed from the Board prior to the expiration of their term only by a 2/3 vote of the Board of Directors and only for the following reasons:
 - a. Failure to perform Duty of Care,
 - b. Failure to perform Duty of Loyalty,
 - c. Failure to perform Duty of Obedience, and/or
 - d. Failure to abide by the Policies outlined in the 10/31 Consortium Operations Manual.

4.6 Vacancies

- A. When any vacancy occurs among the Directors or Officers during an unexpired term resulting in a total remaining number of Directors between seven (7) and 15, a replacement Director or Officer may be elected to fill such vacancy by a vote of the remaining Board of Directors within 30 days of the vacancy provided the appointee meets the required qualifications of Directors as stated in Section 4.3.
- B. When any vacancy occurs among the Directors or Officers during an unexpired term resulting in a total remaining number of Directors less than seven (7), the remaining Directors shall call a Special Meeting of the Membership for the purpose of filling said vacancy within 30 days of the vacancy.
- C. In the case of the vacancy of President, Treasurer or Secretary, any Director or other Officer may be appointed and selected by the remaining Board of Directors to perform the duties of the vacant Officer provided the appointee meets the required qualifications of the Office as stated in these Bylaws.

- D. In the event that all positions become vacant, the original three (3) Founders of the Corporation listed in the Articles of Incorporation shall be eligible to assume, of their own free will and accord, the Officer positions of President, Secretary and Treasurer, and shall immediately call a Special Meeting of the Membership to fill the remaining vacancies.
- E. All candidates for vacant positions are subject to the required qualifications listed in Section 4.3 of these Bylaws.
- F. All vacancies filled may expire at the original end of the two (2) year term.

4.7 Ineligibility

No Member, Officer or Director shall be permitted to vote on any question in which he or she has a personal interest, directly or indirectly.

4.8 Remuneration of Directors

Directors and Officers, as such, shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance, if any, and a fixed fee, may be allowed to Directors for attendance at each Regular or Special Meeting of the Board or of any Committee thereof; but this Section does not preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefore.

4.9 Recommended Director Titles and Responsibilities

The following titles and responsibilities are recommended, not required. The Executive Committee shall review and determine titles and responsibilities on an annual basis.

- A. President and CEO - See Section 4.11 of these Bylaws
- B. Treasurer and CFO - See Section 4.12 of these Bylaws
- C. Secretary - See Section 4.13 of these Bylaws
- D. Communications Director and CMO - See Section 4.14 of these Bylaws
- E. Programs Director - In addition to any other responsibilities directed by the President, the Programs Director shall oversee the Board-approved planning and development of the organizations charitable initiatives, preferably by Membership Committee, which may include but are not limited to:
 - a. Kids' Court Youth Leadership and Volunteer Program
 - b. Trick or Treat Assistance Program
 - c. Costume Giveaway Program
 - d. Special Awards Program consisting of Sandra Lane Community Award, Corey Tullier Courage Award and Dwayne Sanburn Creativity Award.
- F. Krewe Membership Director - In addition to any other responsibilities directed by the President, the Krewe Membership Director shall work with the Secretary and Treasurer to maintain a current and accurate Member Roster and oversee the Board-approved planning and development of the organization's krewe initiatives, preferably by Membership Committee, which may include but are not limited to:
 - a. Adult Royalty Program
 - b. Lance Parker Spirit Award
 - c. Any/All Krewe Member only Events, including but not limited to the Black and Orange Bash and the Annual Meeting
 - d. Monthly Member Spotlight

- G. Fifolet Halloween Festival Captain - In addition to any other responsibilities directed by the President, the Fifolet Halloween Festival Captain shall oversee the Board-approved planning and development of the Fifolet Halloween Festival and any/all events germane thereto by Membership Committee, said events to be determined annually by resolution of the Board of Directors.
- H. Fundraising Director - In addition to any other responsibilities directed by the President, the Fundraising Director shall work with the Communications Director to ensure that all Sponsor agreements are properly fulfilled and oversee the Board-approved planning and development of fundraising initiatives, preferably by Membership Committee, which may include but are not limited to:
 - a. Auctions (live or silent)
 - b. Raffles
 - c. Sales of Merchandise
 - d. Grant Applications
 - e. Sponsorship Solicitation
 - f. Sponsor Relationship Building including but not limited to sending thank you notes.
- I. Volunteer Coordinator - In addition to any other responsibilities directed by the President, the Volunteer Coordinator shall work to build relationships with local schools, churches, businesses and community organizations to gain their support of manpower wherever deemed necessary by the Board of Directors. Additionally, the Volunteer Coordinator will work with the Krewe Membership Director to solicit Member volunteers as needed. He or she shall also maintain a Volunteer Roster and help fill any/all Volunteer positions available.

4.10 Officer Titles

- A. The Officers of the Corporation shall be a President, Treasurer, Secretary and Communications Director.
- B. President-Elect, Past-President, and such other Officers may, from time to time, be elected or appointed by the Board.
- C. Any two Officers may be combined in the same person on a temporary basis not to exceed six (6) months.

4.11 President and Chief Executive Officer

- A. The President must have been a Director for at least two (2) years prior to taking the Oath of Office of the President and must have served as either Treasurer, Secretary or Fifolet Halloween Festival Director.
- B. The President shall preside at all meetings of the Directors and Membership. The President shall oversee general management of the Corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the Board are carried into effect and direct the other Officers in the performance of their duties; has power to execute all authorized instruments; and shall generally perform all acts incident to the Office of President, or which are authorized or required by law, or which are incumbent upon him or her under the provisions of the Articles and these Bylaws.
- C. He or she is the Chief Executive Officer.
- D. Any of the three (3) original Founders may serve as President and Chief Executive Officer.
- E. The President shall select the winner of the Jamie Schexnayder Behind the Scenes Award.

4.12 Treasurer and Chief Financial Officer

- A. The Treasurer must have been a Director for at least two (2) years prior to taking the Oath of Office of the Treasurer.
- B. The Treasurer has custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Corporation, including filing the Annual Report with the Secretary of State and filing returns (informational or otherwise) with the IRS. He or she shall receive and give, or cause to be given, receipts and acquittances for moneys paid in on account of the Corporation and shall pay out of the funds on hand all just debts of the Corporation of whatever nature, when due. He or she shall enter, or cause to be entered, in electronic Books of the Corporation as outlined in the 10/31 Consortium Operations Manual to be kept for that purpose, full and accurate accounts of all moneys received and paid out on account of the Corporation, and, whenever required by the President or the Directors, he or she shall render a statement of his or her accounts. He or she 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 Corporation; and he or she shall perform all of the other duties incident to the Office of the Treasurer.
- C. The Treasurer shall work with the Secretary and Krewe Membership Chair to maintain a current and accurate Member Roster.
- D. He or she is the Chief Financial Officer.
- E. Any of the three (3) original Founders may serve as Treasurer and Chief Financial Officer.

4.13 Secretary

- A. The Secretary must have been a Director for at least two (2) years prior to taking the Oath of Office of the Secretary.
- B. The Secretary shall give, or cause to be given, notice of all meetings of Members Directors and Special Committees of the Directors, and all other notices required by law or by these Bylaws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by the Members or Directors upon whose request the meeting is called as provided in these Bylaws.
- C. He or she shall record all Member and Board Meeting Agendas and Minutes, Contracts, Waivers of Liability and any/all other vital documents in the filing manner outlined in the 10/31 Consortium Operations Manual. He or she shall perform such other duties as may be assigned to him or her by the Directors or the President.
- D. The Secretary shall work with the Treasurer and Krewe Membership Chair to maintain a current and accurate Member Roster.
- E. Any of the three (3) original Founders may serve as Secretary.

4.14 Communications Director and Chief Marketing Officer

- A. The Communications Director must have been a Director for at least two (2) years prior to taking the Oath of Office of the Communications Director.
- F. The Communications Director shall develop and present all marketing strategies for Paid, Owned and Earned Media Outlets, as well as any other marketing opportunities to the Board of Directors for approval and oversee implementation of all approved strategies by Member Committee.
- G. He or she is the Chief Marketing Officer.
- H. Any of the three (3) original Founders may serve as Communications Director and Chief Marketing Officer.

4.15 Other Officers

The other Officers of the Corporation shall respectively have and exercise such powers and perform such duties as may be prescribed for them from time to time by the Board of Directors or the President.

ARTICLE V BOARD MEETINGS

5.1 Regular and Special Meetings of the Board of Directors

- A. Electronic mail notice to the Director's and Officer's assigned Corporation email account shall be sent by the President or Secretary to all Officers and Directors for all Regular Meetings of the Board of Directors at least 14 days in advance.
- B. Electronic mail notice to the Director's and Officer's assigned Corporation email account and phone call or text message shall be sent by the President or Secretary to all Officers and Directors for all Special Meetings of the Board of Directors at least 48 hours in advance; provided, however, that any Director present at a meeting shall be deemed to have received or waived notice of such meeting, and provided further that notice of a meeting may be waived in writing at any time without specifying in such waiver the purpose of or the business transacted at such meeting.
- C. Participation in such any Board Meeting shall constitute presence at such meeting. All participants in such a meeting, by virtue of their participation and without further action on their part, shall be deemed to have consented to the recording of such meeting, by an electronic recording device or otherwise and the written transcript thereof, in order that Minutes thereof shall be available for the records of the Corporation.
- D. The Regular Meeting of the Directors shall be held monthly with the exception of September and October in which meetings may be held more frequently at the direction of the President.
- E. Special Meetings of the Directors may be called at any time by the Board of Directors or by the executive Committee, if one be constituted, by vote at a meeting, or by the President, or in writing, with or without a meeting, by a majority of the Directors or of the Members of the executive Committee.
- F. All meetings of the Board of Directors shall be held at the place designated by the President in the Greater Baton Rouge Area of Louisiana, or virtually via online meeting software as indicated by the President or other similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other.

5.2 Quorum

- A. At all meetings of the Board, a majority of the Directors in Office and qualified to act constitute a quorum for the transaction of business (whether or not voting on any particular matter), and the action of a majority of the Directors present at any meeting at which a quorum is present is the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by law, the Articles of Incorporation or these Bylaws.
- B. If a quorum is not present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.
- C. If a quorum be present, the Directors present may continue to act by vote of a majority of a quorum until adjournment, notwithstanding the subsequent withdrawal of enough Directors to leave less than a quorum or the refusal of any Directors present to vote.

5.3 Board Procedure

- A. The President shall preside at Board meetings. After roll call, the President shall present the affairs of this Corporation and the business to come before the Board.
- B. The President shall call for all votes and shall be the judge of all points of order. His or her decision on points of order shall be final, unless two Members of the Board appeal his or her decision to the Board; in that event, a majority of the Members present shall decide the question.
- C. In the absence of the President, the President-Elect or Secretary shall preside over the meeting. In the absence of President, President-Elect and Secretary, the Board may assign, by resolution, any Director or Officer to preside over the meeting, provided a quorum has been met.
- D. All resolutions entered in the Minutes without special statement of the yeas and nays shall be considered passed by the unanimous vote of the Directors present at the meeting. Any Member who votes against a motion shall have the right to request the Secretary to enter his or her name on the Minutes as voting against the motion.
- E. Board Directors may vote “yes,” “no” or abstain. If they choose not to vote, their vote is assumed to be a “yes” vote.
- F. A supermajority shall be required for all motions before the Board to pass with two-thirds of the vote.
- G. Upon the request of any Director or Officer, the Board may ask for an independent evaluation of any approved motion being challenged.

5.4 Order of Business

The Order of Business at all Regular Meetings of the Board may be as follows:

- 1. Call to Order
- 2. Roll Call
- 3. Special Guests
- 4. Officer Reports
 - a. President
 - b. Secretary – Approval of Minutes by Unanimous Consent
 - c. Treasurer
- 5. Director Reports
 - a. Programs
 - b. Fifolet Halloween Festival
 - c. Fundraising
 - d. Krewe Membership
 - e. Volunteer Coordinator
 - f. Communications
- 6. Old Business
- 7. New Business
- 8. Recap Action Items
- 9. Schedule Next Meeting
- 10. Adjournment

ARTICLE VI COMMITTEES

6.1 Executive Committee

The Board of Directors may delegate the day-to-day managerial functions of the Corporation to an Executive Committee, delegating whatever powers to said Committee which the Board in its discretion may deem fit to delegate. If an Executive Committee is appointed, the President, Secretary, Treasurer, Communications Director, President-Elect and Past President shall be a Members if said positions exist, and the Committee shall have the powers of the Board when the Board is not in session, except as limited in these Bylaws.

6.2 Committees of Directors

- A. In addition to the Executive Committee, the Board of Directors may, by resolution, may designate one or more Committees, each Committee to consist of one (1) or more of the Directors of the Corporation. The Board may designate one (1) or more Directors as alternate Members of any Committee, who may replace any absent or disqualified Member at any meeting of the Committee.
- B. Vacancies in the Committee may be filled by the Board of Directors or by the President. In the absence or disqualification of a Member of a Committee, the Member or Members thereof, present at any meeting and not disqualified from voting, whether or not the same constitutes a quorum, may unanimously appoint another Member of the Board of Directors to act at the meeting in place of any such absent or disqualified Member.
- C. Any such Committee shall have and may exercise powers of the Board of Directors, but only to the extent provided in the resolution of the Board of Directors; but no such Committee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement or merger or consolidation, recommend to the Membership a Dissolution of the Corporation, a revocation of a dissolution, or amend the Bylaws of the Corporation, no such Committee shall have the power or authority to elect Officers and Directors; and unless the resolution so provides, change the Committee's Membership.
- D. Such Committee or Committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.
- E. In the absence of specific direction by the Board to the contrary, a majority of its Members shall constitute a quorum and the affirmative vote of a majority of its Members shall be necessary for the adoption of the resolution.

6.3 Committees of Members

- A. The Board of Directors, by resolution, may designate one or more Committees, each Committee to consist of two (2) or more Active and/or Honorary Members of the Corporation.
- B. Any such Member Committee shall have and may exercise certain powers, but only to the extent provided in the resolution of the Board of Directors; but no such Member Committee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement or merger or consolidation, recommend to the Membership a dissolution of the Corporation, a revocation of a dissolution, or amend the Bylaws of the Corporation; and unless the resolution so provides, no such Member Committee shall have the power or authority to elect Officers and Directors or change the Committee's Chairperson.
- C. Such Committee or Committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

6.4 Member Committee Procedures

- A. The Board of Directors shall appoint a Chairman for all Board and Member Committees.
- B. Each Committee shall meet at such times as it shall determine, and at any time on call of the Chairman provided a 48-hour notice is given to the Board of Directors and all Committee Members either by email, phone or text.
- C. A majority of a Committee constitutes 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. In case of absence or disqualification of a Member of a Committee at any meeting thereof, the qualified Members, present, whether or not they constitute a quorum, may unanimously appoint a Director to act in place of the absent or disqualified Member. The Board has power to change the Members of any Committee at any time, to fill vacancies, and to discharge any Committee at any time.
- D. All Committees designated by the Board shall keep regular Minutes of their proceedings and shall provide said Minutes to the Secretary of the Corporation for record keeping no more than five (5) days after the meeting.
- E. Such Committee or Committees shall follow the procedures and guidelines for Member Committees as stated in the 10/31 Consortium Operations Manual.

ARTICLE VII AMENDMENTS

7.1 Right to Amend

Amendments to these Bylaws may be adopted in any of the following fashion:

- A. The Board of Directors shall submit to a meeting of the Membership any proposed amendment proposed by the Board, or any proposed amendment submitted in writing to the Board and signed by Members holding one-fifth of the total Membership interests of the Corporation. Notice of the proposed amendment, together with notice of the time and place of the meeting which shall consider it, shall be given to Members in the manner provided for calling meetings of the Membership. Should such proposed amendment, or any amendment germane thereto, be adopted by a majority vote of the Members present and voting at such meeting constituting a quorum, the amendment shall be considered adopted.
- B. By a 2/3 vote of the Board of Directors; or
- C. A proposed amendment or amendments may be adopted in any other fashion permitted by the Louisiana Nonprofit Corporation Law.
- D. Any proposed amendment which affects the voting rights of the Membership must be approved by the Membership as stated in Section 7.1A of these Bylaws.

7.2 Prior Enactments

Unless clearly inconsistent with these Bylaws, the adoption of these Bylaws shall not operate to rescind or annul any resolution adopted previous to the adoption of these Bylaws. All previously adopted resolutions are hereby specifically affirmed.

ARTICLE VII MISCELLANEOUS PROVISIONS

8.1 Checks, Drafts, Notes

All checks, drafts, other orders for the payment of money, and notes or other evidences of indebtedness, issued in the name of 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.

8.2 Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated; any notice is sufficient if given by mail or any electronic means established by the Board.

8.3 Waiver of Notice

Whenever any notice of the time, place or purpose of any meeting of Members, Directors or Committee is required by law, the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting before or after the holding thereof, or actual attendance at the meeting of Members in person or by proxy or at the meeting of Directors or Committee in person, is equivalent to the giving of such notice except as otherwise provided by law.

8.4 Records

The Articles of this Corporation, the Bylaws and the proceedings of all meetings of the Members, the Board of Directors, the Executive Committee, and any other Committee of the Board shall be electronically recorded in the manner described in the 10/31 Consortium Operations Manual by the Secretary or other Officer appointed to act as Secretary of the meeting.

8.5 Execution of Other Instruments

Only the President may execute documents in its name and on its behalf.

8.6 Incurring Debt

No Employee, Contractor or Agent shall make any expenditure or incur any debt without prior authority delegated to him or her by the President, Executive Committee or Board of Directors. Reimbursement of such expenditures made without prior authority delegated by the President, Executive Committee or Board of Directors shall be denied.

8.7 Severance Clause

If any term or provision of these Bylaws or any application thereof shall be invalid or unenforceable, the remainder of these Bylaws or any other application of such term or provision shall not be affected thereby.

CERTIFICATE

I, the undersigned duly elected Secretary of 10/31 Consortium, do hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the 10/31 Consortium on September 8, 2020, to be effective as of the 1st day of January, 2021.



SECRETARY JESSICA BOLLINGER

ATTEST:



PRESIDENT COREY TULLIER