

**AMENDED AND RESTATED  
BYLAWS  
OF THE  
LOUISIANA ENDOWMENT FOR THE HUMANITIES**

**ARTICLE I  
PURPOSE**

The purpose of the Louisiana Endowment for the Humanities (the “Corporation”) is as provided in the Corporation’s articles of incorporation, as amended from time to time (the “Articles of Incorporation”).

**ARTICLE II  
OFFICES**

The Corporation shall have such offices within or without the State of Louisiana as the Board may from time to time determine. Its registered office is as provided in the Articles of Incorporation.

**ARTICLE III  
MEMBERS OF THE CORPORATION**

The membership of the Corporation is as provided by the Articles of Incorporation. Notice to members and waiver of notice shall be given and deemed given under the same circumstances applicable to Directors under Sections 12 and 13 of Article IV of these Bylaws.

**ARTICLE IV  
THE BOARD OF DIRECTORS**

Section 1. Duties and Powers of the Board of Directors. The property, funds, affairs, and business of the Corporation shall be managed by the Board of Directors (the “Board” and each member, a “Director”). The Board shall have and is vested with the full power and authority of the Corporation, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws. The Board shall have the power to do or cause to be done by delegation to the officers or others any and all lawful and ethical things for and on behalf of the Corporation.

Section 2. Board Action.

- (a) A quorum of the Board shall be established at a meeting only if a majority of the members of the Board are present.
- (b) Subject to any limitations in the Articles of Incorporation or these Bylaws, the Board may initiate any corporate action deemed to be in the best interest of the Corporation. Each Director is entitled to one vote, in person, upon each matter properly submitted to the vote of the Board. The acts of a majority of Directors present at any meeting at which a quorum is

present shall be the acts of the Board, except as otherwise required by law or as provided in the Articles of Incorporation or these Bylaws.

- (c) After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at such meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or at any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting to another time and place. Notice of the adjourned meeting shall be given to all Directors.

Section 3. Composition of the Board. The Board shall be composed of a maximum of thirty (30) Directors, elected or appointed as follows:

- (a) no more than twenty (20) members elected in accordance with Section 5 (the “Elected Directors”);
- (b) no more than six (6) members appointed by the Governor of the State of Louisiana (the “Appointed Directors”); and
- (c) no more than four (4) members appointed by the Chair with a concurrence of a majority of the Board (“Interim Directors”).

The Board should be broadly representative of the citizens of the state, balanced in viewpoints, and should consist of an appropriate balance of academic humanists and public representatives. Board members should also be selected with a view to effecting geographic distribution and balance in representation of the sexes and minority groups.

Section 4. Term.

- (a) Each Elected Director and each Appointed Director shall serve a term of three (3) years from the date of his or her election or appointment and until his or her successor, if any, is elected or appointed, up to a maximum of three continuous three-year terms. Any Director who has served three (3) such terms may once again be eligible for election or appointment after he or she has ceased to serve on the Board for at least one (1) full year. The three-year terms of Elected and Appointed Directors shall be staggered.
- (b) Each Interim Director shall serve a single term of one (1) year concurrent with the Corporation’s fiscal year. Although an Interim Director is not eligible to be appointed for a second term as an Interim Director, at the end of his or her term, such Director is eligible to be elected as an Elected Director or appointed as an Appointed Director as provided in Section 3 and Section 4(a).

Section 5. Elected Directors.

- (a) Any Louisiana citizen, appropriate organization, or member of the Corporation may recommend candidates for consideration as an Elected Director. Not less than thirty (30) days prior to the meeting at which an election is to take place, the Corporation shall solicit, through its regular mailings, Board membership recommendations from appropriate cultural and educational institutions, minority, business, labor, and professional and civic organizations.
- (b) The names and vitae of all candidates for Elected Director will be forwarded to all Board members with the call for the meeting at which the election is to take place, with any recommendations of the Nominating Committee specifically noted. Floor nominations may only be accepted for candidates whose names and vitae have been circulated among all Directors prior to, or contemporaneous with, the call for meeting at which the election is to take place.
- (c) Each Elected Director shall be elected by a two-thirds majority of the Directors present and voting.

Section 6. Resignation. A Director may resign at any time by tendering his or her resignation in writing to the President of the Board of the Corporation at its principal place of business. A Director's resignation shall be effective upon receipt by the Chair.

Section 7. Removal. Subject to the provisions of these Bylaws, any Director appointed may be removed for cause or without cause by a vote of two-thirds of the Directors then in office.

Section 8. Vacancies. Subject to the provisions of the Bylaws, any vacant Elected Director seat on the Board may be filled by a two-thirds vote of the Directors then in office.

Section 9. Compensation of Directors. Directors shall not receive compensation for services rendered in their capacity as Directors; provided, however, that Director may be reimbursed for out-of-pocket expenses incurred on behalf of the Corporation.

Section 10. Regular Meetings of the Board. Regular meetings of the Board shall be held at such time and place as a majority of the Directors may from time to time designate.

Section 11. Annual Meeting of the Board. The annual meeting of the Board shall be held on such date as may be designated by the Board. At least ten (10) days and not more than sixty (60) days prior to the date fixed for the holding of the annual meeting, each Director shall be notified of the time and place of the meeting.

Section 12. Notices and Mailing. Notice may be given personally or by telephone, mail, email or telefax. Every notice shall be deemed to have been given when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the Director at his or her last address appearing upon the records of the Corporation, hand delivered to the Director at his or her last address appearing upon the records of the Corporation, or dispatched by electronic mail, telex, telegraph, facsimile transmission, or other recognized electronic means to the

Director at his or her last applicable number or other address appearing upon the records of the Corporation.

Section 13. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board may be waived by telex, telegraph, facsimile transmission, or other recognized electronic means, or in writing, by any Director, either before or after such meeting has been held.

Section 14. Voting. Each Director at every meeting shall be entitled to one vote, in person, upon each subject properly submitted to vote. No proxy representation for Board members shall be permitted.

Section 15. Presence at Meetings. The Board may hold a meeting by means of conference telephone, facsimile, or similar communication equipment provided that all persons participating in the meeting can communicate with each other. Participating in a meeting pursuant to this Section shall constitute presence in person at such meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 16. Action by Unanimous Written Consent. Any action that may be taken at any meeting of the Board may be taken without a meeting if a consent in writing setting forth the action is signed by all of the Directors, whether collectively or severally, and filed with the records of proceedings of the Board.

Section 17. Conflict of Interest Policy. The Board has adopted a Conflict of Interest Policy governing all Directors, officers, and employees of the Corporation. The current Conflict of Interest Policy is attached as Exhibit A to these Bylaws.

#### **ARTICLE IV COMMITTEES**

The Board may designate one or more committees, each committee to consist of two or more of Directors, which shall have and may exercise all or a designated portion of the powers of the Board in the management of the affairs of the Corporation to the extent provided in such resolution, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

#### **ARTICLE V OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a Chair, a President, a Secretary, a Treasurer, and such other Vice Presidents and officers as the Board may determine. All officers of the Corporation shall be elected by the Board at its annual meeting. Any two of these offices may be combined in one person; provided, that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

Section 2. Terms of Office. Except as otherwise provided in the Articles of Incorporation and herein, each officer shall hold office for a term of one (1) year concurrent with the Corporation's fiscal year until his or her successor, if any, is elected or appointed and qualified, and may serve an unlimited number of consecutive terms.

Section 3. Vacancies. Any vacancy occurring in the offices of Chair, Vice Chair, President, Secretary or Treasurer shall be filled by the Board for the unexpired term of such office.

Section 4. Resignation or Removal of Officers. An officer of the Corporation may resign from office, effective immediately, at any time by tendering his resignation in writing to the Board. Such resignation shall be effective upon receipt. The Board, by two-thirds vote, may remove any officer at any time, with or without cause, whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

Section 5. Chair. The office of Chair may only be filled by a Director. The Chair shall (a) preside at all meetings of the Directors, (b) work to assure that the Board functions effectively and meets its obligations and responsibilities, (c) coordinate with the President in the setting of the agenda and the preparation and distribution of information packages and related matters for Board meetings, (d) serve as liaison between the Corporation's officers and the Board, and (e) perform such other duties as may be fixed by the Board.

Section 6. President. The Corporation's Executive Director shall serve as the Corporation's President and may not serve as a Director. The President shall have such duties and responsibilities as shall be delegated to him or her by these Bylaws and by the Board from time to time.

Section 8. Secretary. The Secretary shall attend all meetings of Board. The Secretary shall keep or cause to be kept all of the non-financial records of the Corporation, shall record the minutes of the meetings of the Board, send out all notices of meetings, attest to the seal of the Corporation where necessary or required, and perform such other duties as may be prescribed by the Board, its Chair, or the President. The Secretary shall also keep or cause to be kept a register of the names and addresses of each Director and of the dates of expiration of their respective terms of office. The Secretary may be assisted in any of these duties by an Assistant Secretary as provided herein.

Section 9. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall report to, and shall perform such duties as may be assigned by, the Chair, the President, or another officer designated by the President. If required by the President, the Treasurer shall give a bond for the faithful discharge of his duties, with such surety or sureties as the President may determine.

Section 10. Other Officers. The Board, upon the recommendation of the senior officers of the Corporation, may appoint a Vice Chair, one or more Assistant Secretaries, one or more Assistant Treasurers, one or more Vice Presidents, and such other officers having such duties and responsibilities as the Board deems advisable.

**ARTICLE VI  
BOOKS AND RECORDS AND TITLE TO PROPERTY**

Section 1. Location. The Corporation shall maintain at its principal place of business minutes of the proceedings of the Board and the Board committees and a record of the name and address of each Director. Whenever membership on the Board is terminated, this fact shall be recorded in the membership record together with the date on which the membership ceased.

Section 2. Form of Records. The books and records listed in Section 1 of this Article may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Inspection of Books and Records. Any Director may examine in person or by agent or attorney, at any reasonable time, the books and records of the Corporation listed in Section 1 of this Article.

Section 4. Title to Property. The title to all property of the Corporation shall be vested in the Corporation, or, if expressly authorized by the Board, in a subsidiary or affiliate of the Corporation. A resolution of the Board or an express provision of these Bylaws may authorize the investment or other disposition of trust funds that are subject to the control of the Corporation.

**ARTICLE VII  
EXECUTION OF INSTRUMENTS**

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by such officer(s) or agent(s) as the Board shall from time to time designate for that purpose; provided, however, if no such officer or agent has been appointed, any two of the President, Treasurer, and Secretary shall be authorized to do so.

Section 2. Contracts and Conveyances. The Board shall have the power to designate one or more officers or agents who shall have the power to execute instruments on behalf of the Corporation. When the execution of any conveyance or other instrument has been authorized without specifying the officers or agents authorized to execute the instrument, any two of the President, Treasurer, and Secretary shall be authorized to do so.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of November and end on the last day of the following October.

**ARTICLE IX  
AMENDMENT TO THE BYLAWS**

Amendments to these Bylaws shall require the approval of a majority of Directors at any meeting of the Board; provided, however, in such event the notice of such meeting shall contain, in addition to all other requirements, notice of intention to amend these Bylaws.

**ARTICLE X**  
**SEVERABILITY**

In the event that any court of competent jurisdiction should find or hold any section or sections of these Bylaws null, void or unenforceable for any reason, then that section or sections shall be considered deleted from these Bylaws and the remaining section or sections shall continue in full force and effect.

Adopted: November 14, 2014

## **EXHIBIT A**

### **LOUISIANA ENDOWMENT FOR THE HUMANITIES CONFLICT OF INTEREST POLICY**

#### **ARTICLE I PURPOSE**

The purpose of this conflict of interest policy is to protect the interests of the Louisiana Endowment for the Humanities (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE II DEFINITIONS**

##### **1. Interested Person**

Any director, principal officer, or member of a committee or governing board, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

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

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **ARTICLE III PROCEDURES**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose both the existence of the financial interest and all material facts to the directors and members of the committee or governing board considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the committee or governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the committee or governing board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the committee or governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

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

### **4. Violations of the Conflicts of Interest Policy**

a. If the committee or governing board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it may inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

b. If the committee or governing board determines an interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the board and all committees established by the board shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VI PERIODIC REVIEWS**

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

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect



reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VII  
USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VI, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted: November 14, 2014

**AMENDMENT TO ARTICLE IV  
TO THE AMENDED AND RESTATED BYLAWS  
OF THE LOUISIANA ENDOWMENT FOR THE HUMANITIES  
ADOPTED NOVEMBER 14, 2014**

**ARTICLE IV  
THE BOARD OF DIRECTORS**

Section 3. entitled Composition of the Board, shall be amended and restated follows:

Section 3. Composition of the Board. The Board shall be composed of a maximum of thirty (30) Directors, elected or appointed as follows:

- (a) no more than twenty (20) members elected in accordance with Section 5 (the “Elected Directors”);
- (b) no more than six (6) members appointed by the Governor of the State of Louisiana (the “Appointed Directors”); and
- (c) no more than four (4) members appointed by the Chair with a concurrence of a majority of the Board (“Interim Directors”)

Section 4., Term. Shall be amended by adding Subsection (c) as follows:

Notwithstanding Section (a) or (b), if an Elected Director or an Appointed Director has served three (3) three (3) year terms as set forth herein, and in the last year of such terms(s) such Elected Director or Appointed Director was the Chairman or Vice Chairman of the Board of Directors, or the Chairman or Vice Chairman of any Committee, or an Officer, such person shall be allowed to continue as an Elected Director or an Appointed Director for a time period set forth by a two-thirds (2/3) majority vote of the Board of Directors then present and voting.

Adopted: October 18, 2019