

LIVING WELL FOUNDATION

BY-LAWS

Last Adopted or Amended: November 12, 2015

These By-Laws, as amended from time to time, contain all of the by-laws and other rules and regulations of the Living Well Foundation (the "Foundation") relating to its member, directors, and officers.

ARTICLE I MEMBERS

1.1 District as Sole Member. The Foundation shall have one member, which shall be Hospital Service District No. 1 of the Parish of Ouachita, State of Louisiana (the "District").

1.2 Meetings. All meetings of the member, whether annual, regular, or special, shall be held in accordance with the statutory requirements for the holding of meetings by the Board of Commissioners of the District, including but not limited to the requirements as to call, notice, place, and openness to the public. At least one meeting of the member shall be held in each calendar year for the election of directors and for such other business as may be properly brought before the meeting, the time for which meeting shall be as designated by the Board of Commissioners or the Chair of the Board of Commissioners. Special meetings of the member may be called at any time by the member. The Foundation shall recognize resolutions of the Board of Commissioners as the actions of the member and shall recognize confirmation of (and if necessary voting in accordance with) such actions by the Chair or the Secretary of the District.

1.3 Written Consent. Whenever by law, the Articles of Incorporation or these By-laws, the affirmative vote of members is required to authorize or constitute corporate action, the consent in writing to the corporate action signed by the member is sufficient for the purpose, without necessity for a meeting of members. The consent, together with a certificate by the Secretary of the Foundation to the effect that the member signing the consent constitutes the sole member, shall be filed with the records of proceedings of the members. The Foundation shall recognize each of the Chair and the Secretary of the District, acting individually, as having authority to sign a written consent on behalf of the District (but the Chair or Secretary shall be responsible for ensuring that the Board of Commissioners has authorized the signing of such consent).

ARTICLE II BOARD OF DIRECTORS

2.1 General. Subject to any limitations, restrictions, or reservations in the Articles of Incorporation of the Foundation (the "Articles"), these By-Laws, or the Louisiana Nonprofit Corporation Law, the affairs of the Foundation shall be managed by a Board of Directors consisting of twelve (12) natural persons that may exercise the powers of the Foundation and do all such lawful acts and things as are directed or required to be exercised and done by law, the Articles, or these By-Laws. Notwithstanding any other provisions of these By-Laws, the Board of Commissioners of the District shall be entitled to elect two-thirds of the directors of the Foundation in the manner set forth in Section 2.3(a) below (the "District directors"), and the Police Jury of Ouachita Parish (the "Police Jury") shall be entitled to elect one-third of the directors of the Foundation in the manner set forth in Section 2.3(b) below (the "Police Jury" directors). The existence of vacancies on the Board of Directors shall not invalidate any action of the Board.

2.2 Qualifications of Directors.

(a) Recommendation and Nomination Qualifications. Each of the District directors must be recommended and nominated in the manner set forth in Section 2.3(a) below. Three of the Police Jury directors must be nominated by particular Police Jurors in the manner set forth in Section 2.3(b) below (the "special Police Jury directors"). Any other Police Jury directors (equal in number to one-third of the entire Board of Directors less the three special Police Jury directors) need not be nominated by any particular Police Juror ("at-large Police Jury directors").

(b) Residency Qualifications. When originally elected, each District director must be a resident of the portion of Ouachita Parish that is west of the Ouachita River. However, a change in residence by a District director thereafter, to a place of residence that is outside that geographic area but which remains within the service area of the Foundation, shall not thereafter disqualify that District director from continuing to serve, nor disqualify that District director from being re-elected to further successive terms as a District director, but only during that period of time as the District director continues to maintain regular employment within the portion of Ouachita Parish that is west of the Ouachita River. Notwithstanding these provisions, at all times at least a majority of the District directors must be residents of the District. At least two of the three special Police Jury directors must reside in the portion of Ouachita Parish that is west of the Ouachita River. The third special Police Jury director and any at-large Police Jury directors need not reside in the portion of Ouachita Parish that is west of the Ouachita River, but must reside in Ouachita Parish.

(c) Ethnicity Qualifications. At least one of the District directors and at least one of the special Police Jury directors must be of ethnic minority.

(d) Relationship Qualifications. No director may be an employee of the Foundation. No director may be a Commissioner, officer, or employee of the District. No director may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a director may be a director or officer of the Foundation. No director may be a Police Juror or an

officer or employee of the Parish of Ouachita. No director may be a spouse, parent, child, or sibling of any Commissioner of the District or of any Police Juror.

(e) **Term Limit Qualifications.** No director shall serve more than three consecutive terms on the Board of Directors of the Foundation, and any person who ceases to serve as a director after completing three consecutive terms may not serve again as a director until at least one full year after such cessation. The initial terms of the initial District directors and initial Police Jury directors that expired on or before December 31, 2008, do not count as terms for purposes of the foregoing sentence, nor does service for the balance of the unexpired term of another director.

2.3 Method of Electing Directors. All directors shall be elected in the following manner:

(a) **District Directors.** Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each District directorship that is or becomes vacant during that year or that expires at the end of that year or has expired. In selecting candidates, the committee shall use best efforts to recommend candidates who will help the Board of Directors to be broadly based in the community and representative of the affected community. Any candidate who is recommended by the committee, nominated by a majority of the directors then in office at a duly held meeting of the Board of Directors, and then is elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected a District director of the Foundation (so long as the District directors collectively constitute no more than two-thirds of the entire Board of Directors). If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or if the candidate fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that District directorship and the process shall be repeated with respect to that District directorship until a candidate is elected and has qualified.

(b) **Police Jury Directors.** The Police Jury shall have the right to elect one Police Jury director for each Police Jury directorship that is or becomes vacant or that expires at the end of the year or has expired. One of the special Police Jury directors must first be nominated by the Police Juror who represents District A, one of the special Police Jury directors must first be nominated by the Police Juror who represents District B, and one of the special Police Jury directors must first be nominated by the Police Juror who represents District C. (If the Police Jury Districts are changed in any way, all references to Districts A, B, and C shall be deemed instead to refer to the three Police Jury Districts that then have the largest number of residents that live west of the Ouachita River.) Any at-large police Jury directors (the balance of one-third of the directors less the three special Police Jury directors) need not be nominated by any particular Police Juror. Any candidate who is elected by the Police Jury at a duly held meeting of the Police Jury, after nomination by the appropriate Police Juror in the case of a special Police Jury director, shall be elected a Police Jury director of the Foundation (so long as the Police Jury directors collectively constitute no more than one-third of the entire Board of Directors). If a nominated candidate is not elected by the Police Jury, or if a candidate fails to qualify within thirty days of being elected, the appropriate Police Juror, if any, shall nominate another candidate for that Police Jury

directorship and the process shall be repeated with respect to that Police Jury directorship until a candidate is elected and has qualified.

2.4 Terms of Office. Each new term shall begin on the January 1 immediately following the expiration on December 31 of the preceding term (or, if no director is elected and qualified for the new term before January 1, shall begin on such later date that the director is elected and has qualified) and shall expire on the third anniversary (on December 31) of the expiration of the preceding term. Directors shall hold office until their term expires and until their successors are elected and have qualified. The terms of the directors shall be staggered, such that the terms of approximately one-third of the directors shall expire at the end of each year. However, in the case of a vacancy arising other than as a result of the expiration of a term or an increase in the number of directors, the director elected to fill the vacancy shall be elected for the balance of the unexpired term and until his or her successor is elected and has qualified.

2.5 Resignation. Any director may resign at any time on written notice to the Foundation. The resignation shall be effective upon receipt thereof by the Foundation or at such subsequent time as may be specified in the notice of resignation. A director who ceases to meet the qualifications of a director shall resign.

2.6 Method of Removing Directors. Any director may be removed at any time either (a) by a majority of the directors then in office, at a duly held meeting of the Board of Directors, or (b) by the Board of Commissioners of the District, at a duly held meeting of the Board of Commissioners, but in each case only for cause and only after following the procedures specified in this Section. For purposes of this Section, "cause" shall exist if (i) the director has ceased to meet the qualifications of a director; (ii) the director has failed to properly comply with the Foundation's conflict of interest policy, (iii) the director has failed to attend more than one-third of the meetings of the Board of Directors, or more than one-third of the meetings of any Board committee to which the member was assigned, in a single calendar year, (iv) the director has engaged in fraudulent or dishonest acts, or gross abuse of authority, with respect to the Foundation, or (v) the director has been convicted of or pled guilty or nolo contendere to a felony. The director must be given notice at least twenty (20) days in advance of the meeting that his or her removal will be considered at the meeting and the reasons why it is believed there may be cause for removal; any written statement the director provides to the Foundation or the District, as the case may be, at least ten (10) days in advance of the meeting must be distributed to the directors or Commissioners, as the case may be, at least three (3) days in advance of the meeting; and the director must be allowed to attend the meeting with his or her legal counsel.

2.7 Vacancies. The office of a director becomes vacant (1) if the director dies or resigns, or (2) if the director is removed from office as a director, or (3) if, within ninety (90) days after notice of election the director does not accept office either in writing or by attending a meeting of the Board of Directors, or (4) if the director's office is declared vacant by the Board of Directors after the director (i) is interdicted or adjudicated an incompetent, (ii) is adjudicated a bankrupt, (iii) becomes so incapacitated by illness or other infirmity that the director is unable to perform his or her duties for a period of six months or longer, or (iv) ceases at any time to have any of the qualifications required by law, the Articles, or these By-laws.

2.8 Meetings. All meetings of the Board of Directors, whether annual, regular, or special, shall be held in accordance with the statutory requirements for the holding of meetings by the board of commissioners of a Louisiana hospital service district, as if the Foundation were a Louisiana hospital service district and the Board of Directors were a board of commissioners, including but not limited to the requirements as to call, notice, place, and openness to the public. Without limiting the generality of the foregoing:

(a) **Place of Meetings.** The meetings of the Board of Directors shall be held at the Foundation's principal office or at such other place in the Parish of Ouachita, State of Louisiana, as the Board of Directors from time to time designates by resolution or as fixed in the notice of the meeting.

(b) **Regular Meetings; Notices.** The Board of Directors shall meet on a regular basis, not less frequently than quarterly, on such schedule as shall be determined by the Board of Directors, which schedule shall be provided in writing to each director. At the beginning of each calendar year, the Board of Directors shall give written public notice of its regular meetings to be held during that year, which notice shall include the dates, times, and places of such meetings and be given in accordance with Section 9.2 of these By-Laws.

(c) **Special Meeting; Notice.** Special meetings of the Board of Directors may be called by the Board Chair or any three directors on twenty-four hours' notice of the date, time, place, and purpose of the meeting given to each director, either orally in person or by telephone or in writing in accordance with Section 9.1 of these By-Laws. Special meetings shall be called by the Board Chair or the Secretary in like manner and on like notice upon the written request of at least one-third of the directors in office.

(d) **Public Notice of All Meetings.** The authorized person or persons calling a meeting shall also cause to be given written public notice of each regular, rescheduled, and special meeting no later than twenty-four hours before the meeting, which notice shall include the agenda, date, time, and place of the meeting and be given in accordance with Section 9.2 of these By-Laws. Upon unanimous approval of the directors present at a meeting of the Board of Directors, the Board may take up a matter not on the agenda for the meeting. Any such matter shall be identified in the motion to take up the matter not on the agenda with reasonable specificity, including the purpose for the addition to the agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up a matter not on the agenda, there shall be an opportunity for public comment on any such motion.

(e) **Meetings Open to the Public.** All meetings of the Board of Directors, regular and special, shall be open to the public, except as provided in Section 2.8(f) of these By-Laws. The Board of Directors shall provide an opportunity for public comment at each meeting, subject to reasonable rules, regulations, and restrictions adopted by the Board. All votes by the Board of Directors shall be viva voce and shall be recorded in the minutes of the Board of Directors, which shall be a public record. The Board of Directors shall not utilize any manner of proxy voting procedure or secret balloting. All or any part of the proceedings of the Board of Directors may be video or tape recorded, filmed, or broadcast live in any reasonable manner;

however, the Board may establish further standards for the use of lighting, recording or broadcasting equipment to ensure proper decorum in its meetings.

(f) **Executive Session.** The Board of Directors may hold an executive session, closed to the public, upon an affirmative vote, taken at an open meeting for which notice has been given, of two-thirds of the directors present. The vote of each director on the question of holding an executive session and the reason for holding the executive session shall be recorded and entered into the minutes of the meeting. An executive session shall be limited to matters listed in La. R.S. 42:6.1. The Foundation shall not avail itself of the "strategic planning" exception found in La. R.S. 46:1073(B). No final or binding action shall be taken during an executive session.

(g) **Quorum.** The presence in person of a majority of the Board of Directors is necessary to constitute a quorum for the transaction of business and, except as otherwise provided by law, the Articles, or these By-laws, the vote of a majority of the directors present at a meeting at which a quorum is present constitutes the act of the Board of Directors.

(h) **No Meetings by Conference Telephone or Action by Written Consent.** The Board of Directors may not hold a meeting by means of conference telephone or similar communications equipment, and participation in a meeting by means of conference telephone or similar communications equipment shall not constitute presence in person at such meeting. However, the Board of Directors may utilize a conference telephone or similar communications equipment to permit directors or other persons not present in person at the meeting to participate in discussions, but not vote, in the meeting, provided that all persons participating in the meeting can communicate with each other. The Board of Directors may not take action by written consent in lieu of a meeting.

2.9 Matters Requiring Absolute Majority Vote of Directors. Notwithstanding anything in these By-Laws to the contrary, the following matters shall require the affirmative vote of a majority of the directors then in office (an "Absolute Majority Vote"):

- (a) Removal of officers;
- (b) Determination of the size and members of each standing committee and creation and empowerment of any additional committees;
- (c) Approval, authorization, or establishment of any specific programs or grants;
- (d) Certain determinations under the conflicts of interest policy of the Foundation as set forth in Article VII of these By-Laws.

2.10 Matters Requiring Two-Thirds Vote of Directors and the Approval of the Board of Commissioners of the District. Notwithstanding anything in these By-Laws to the contrary, the following matters shall require the affirmative vote of at least two-thirds of the directors then in office (a "Two-Thirds Vote") and the approval of the Board of Commissioners of the District:

- (a) Hiring of the five highest-paid employees of the Foundation;
- (b) Establishment or amendment of the employment terms of the five highest-paid employees of the Foundation;
- (c) Appointment or removal of the Foundation's auditor or of a firm to prepare a Community Needs Assessment for the Foundation;
- (d) Adoption of a Community Plan or strategic plans of the Foundation or any amendments thereto;
- (e) Adoption of an annual budget, including any capital or operating budget, of the Foundation or any amendments thereto;
- (f) Adoption of any grant-making guidelines or procedures of the Foundation or any amendments thereto;
- (g) Expenditures from principal of the Foundation for purposes of acquiring, establishing, constructing, reconstructing, renovating, repairing, furnishing, owning, leasing (as lessee or lessor), operating, maintaining, enlarging, extending, replacing and/or making improvements to a hospital;
- (h) Sale of all or substantially all of the Foundation's assets; mortgage, pledge, granting of a security interest in, or other voluntary encumbrance of any of the Foundation's property; merger or consolidation of the Foundation with or into any other entity; entrance into or amendment of any management or operating agreement with respect to any operations of the Foundation; sale, purchase or lease of immovable property; or change of jurisdiction of incorporation;
- (i) Any contract or transaction between the Foundation and one or more of its directors or officers, or between the Foundation and any other entity in which one or more of the Foundation's directors or officers is a director or officer or has a financial interest;
- (j) Any contract or transaction involving the Police Jury, the District, Glenwood Resolution Authority, Inc., or the then current owner of Glenwood hospital or any entity that controls, is controlled by, or under common control with such owner;
- (k) Any contract or transaction involving \$1 million or more, including but not limited to any specific program or grant involving \$1 million or more; and
- (l) Entry into a Cooperative Endeavor Agreement between the Foundation and the District (the "Cooperative Endeavor Agreement"); provided, however, that any payment or other transfer of assets to or on behalf of the District,

GRMC, or GHS required under any provision of the Cooperative Endeavor Agreement shall not require such approvals.

2.11 Matters Requiring Three-Fourths Vote of Directors and the Approval of the Board of Commissioners of the District. Notwithstanding anything in these By-Laws to the contrary, the following matters shall require the affirmative vote of at least three-fourths of the directors then in office (a "Three-Fourths Vote") and the approval of the Board of Commissioners of the District:

- (a) Amendment of the Articles of Incorporation of the Foundation;
- (b) Amendment of these By-Laws; and
- (c) Amendment of the Cooperative Endeavor Agreement.

2.12 Matters Requiring Unanimous Vote of Directors and the Approval of the Board of Commissioners of the District. Notwithstanding anything in these By-Laws to the contrary, the following matters shall require the affirmative vote of all of the directors then in office (a "Unanimous Vote") and the approval of the Board of Commissioners of the District:

- (a) Liquidation or dissolution of the Foundation; and
- (b) Expenditures from principal of the Foundation, except for purposes set forth in Section 2.10(g).

2.13 Compensation. Directors, as such, shall not receive any compensation for their services, but by resolution of the Board of Directors the reasonable and necessary expenses incurred by a director in furtherance of his or her duties as a director may be paid or reimbursed by the Foundation. A director shall not serve as an employee of the Foundation and shall not receive any compensation as an employee or agent of the Foundation.

ARTICLE III COMMITTEES

3.1 Standing Committees. The standing committees of the Board of Directors shall consist of an Executive Committee, a Finance/Investment Committee, a Programs/Grant Review Committee, a Planning/Operations Committee, and an Audit Committee. Some of the members of these committees serve by virtue of office, as provided below; all other regular members shall be designated annually and hold office until the first December 31 following the beginning of their term and until their successors are designated.

3.2 Vacancies. With respect to any standing committee, one or more directors may be named by the Board of Directors as alternate members to replace any absent or disqualified regular members. Any vacancy occurring in a standing committee not filled by an alternate member may be filled by the Board of Directors, but the Board Chair may designate another director to serve on the committee pending action by the Board of Directors.

3.3 Additional Committees. The Board of Directors may by resolution adopted by an Absolute Majority Vote designate one or more additional committees, including nominating committees. Each such committee shall consist of three or more directors designated by the Board Chair and shall hold office only until it performs its function or the end of the calendar year in which it was designated, whichever comes first, unless otherwise ordered by the Board of Directors. Any vacancy occurring in any such committee may be filled by a director designated by the Board Chair.

3.4 Powers and Duties of Committees. Each committee shall have the duty to report periodically to the Board of Directors on all matters reviewed by the committee and on the activities of the committee and shall have the power to make recommendations to the Board of Directors regarding any matter within the scope of its duties. In addition, each committee shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Foundation that are delegated to such committee in these By-Laws or in a resolution of the Board of Directors adopted by an Absolute Majority Vote, except that no committee shall have any power or authority to effect the adoption, amendment or repeal of these By-Laws; the amendment or repeal of any resolution of the Board of Directors; any action on any matter committed by these By-Laws or a resolution of the Board of Directors exclusively to another committee of the Board of Directors; or any action on any matter requiring an Absolute Majority Vote, a Two-Thirds Vote, a Three-Fourths Vote, or a Unanimous Vote.

3.5 Executive Committee. The Executive Committee shall consist of the Board Chair, the Vice Chair for Finance/Investment, the Vice Chair for Programs/Grant Review, and the Vice Chair for Planning/Operations, each by virtue of the office, and one additional member, who shall be elected in the manner provided in Article 4.3. The Board Chair shall act as chair of the Executive Committee. The Secretary of the Foundation shall act as secretary of the Executive Committee (but shall not be a member of the committee). The Executive Committee shall meet at least four times each year during months in which there is no meeting of the Board of Directors.

Except as provided in these By-Laws (including Section 3.4), the Articles, and the law, the Executive Committee shall have all the powers of the Board of Directors described in Section 2.1 of these By-Laws in the management of the business and affairs of the Foundation between meetings of the Board of Directors.

Any action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting, including the distribution of minutes of the Executive Committee meetings to all of the directors. The Board of Directors may amend or repeal any resolution adopted by the Executive Committee.

3.6 Finance/Investment Committee. The Finance/Investment Committee shall consist of the Vice Chair for Finance/Investment, by virtue of office, and at least two other directors designated by the Board of Directors. The Vice Chair for Finance/Investment shall act as chair of the committee.

The Finance/Investment Committee shall review the Foundation's finances and investments and shall prepare annual operating and capital budgets of the Foundation for approval by the Board of Directors and thereafter by the Board of Commissioners of the District.

3.7 Programs/Grant Review Committee. The Programs/Grant Review Committee shall consist of the Vice Chair for Programs/Grant Review, by virtue of office, and at least two other directors designated by the Board of Directors. The Vice Chair for Programs/Grant Review shall act as chair of the committee.

The committee shall prepare guidelines and procedures for approving grants, methods for communicating availability of grants to those eligible, and forms for grant applications, grant agreements, and grantee reports, which guidelines, procedures, methods, and forms shall be submitted for approval by the Board of Directors and thereafter by the Board of Commissioners of the District. The committee shall assist the Board of Directors in identifying, selecting, and providing grants to nonprofit charitable organizations and public agencies that provide health and wellness related services in the District and/or the community.

The committee shall assist the Board of Directors in identifying, selecting, and conducting health, wellness, educational, and other programs to promote the health and wellness of the residents of the District and/or the community. The committee shall review the Foundation's health, wellness, educational and other programs.

3.8 Planning/Operations Committee. The Planning/Operations Committee shall consist of the Vice Chair for Planning/Operations, by virtue of office, and at least two other directors designated by the Board of Directors. The Vice Chair for Planning/Operations shall act as chair of the committee.

The Planning/Operations Committee shall review the Foundation's administrative operations, including but not limited to the compensation of all employees of the Foundation and the evaluation of the President/Chief Executive Officer, and shall assist in the development and organization of and review the Foundation's fundraising programs.

The Planning/Operations Committee shall assist the Board of Directors in identifying, selecting, and engaging a firm as necessary to prepare a community needs assessment which will identify the health and wellness needs of the residents of the Parishes of Ouachita, Union, Lincoln, Jackson, Caldwell, Franklin, Richland, and Morehouse, as contemplated in the Cooperative Endeavor Agreement. The committee shall review each such community needs assessment and prepare a community plan to address the health and wellness needs identified in the community needs assessment for approval by the Board of Directors and thereafter by the Board of Commissioners of the District. In formulating each community plan, the committee will bear in mind, with respect to activities in Ouachita Parish, the Foundation's agreement in Section 8 of the Coordination Agreement among the Foundation, the District, Glenwood Regional Medical Center, and the Police Jury of Ouachita Parish to endeavor to make grants to programs and projects in such a manner as to distribute the over-all benefits throughout the Parish of Ouachita in a manner generally consistent with the patient origin patterns of Glenwood hospital (i.e., the hospital operated by and known as Glenwood Regional Medical Center) prior to November 18, 2006.

The Planning/Operations Committee shall prepare a strategic plan for the Foundation which shall cover a period of time extending three to five years in the future. The plan shall be reviewed, updated, and submitted at least annually for approval by the Board of Directors and thereafter by the Board of Commissioners of the District.

3.9 Audit Committee. The Audit Committee shall consist of at least three directors designated by the Board of Directors. The members of the committee shall select one member to act as chair.

The Audit Committee shall review the independence of the Foundation's auditor, the engagement, termination, and replacement of the auditor, the accounting and financial reporting processes of the Foundation, and the audit of the Foundation's financial statements; and shall meet with the auditors independently of management to discuss the foregoing.

The Audit Committee shall review the Foundation's compliance with applicable laws, the Cooperative Endeavor Agreement, the Asset Purchase Agreement, the Articles, and these By-Laws, including conducting the periodic reviews under Section 7.7, and shall investigate any complaints or questions raised regarding accounting, auditing, or legal compliance.

3.10 Committee Procedures. The procedures governing committee meetings shall be substantially the same as the procedures governing meetings of the Board of Directors set forth in Section 2.8 of these By-Laws, with all references to the Board of Directors being understood to refer to the committee and all references to the Board Chair being understood to refer instead to the chair of the committee.

3.11 Committee Advisors. Each committee may have one or more advisors, in each case proposed by the Board Chair and approved by the Board of Directors, to assist the committee in its work and deliberations, including participation in executive sessions. Committee advisors shall not have the right to vote on any matter. Committee advisors, who shall not be directors or officers, need not meet any of the qualifications of directors or officers. Committee advisors shall serve at the pleasure of the Board of Directors and the Board Chair.

ARTICLE IV OFFICERS

4.1 Designations. The officers of the Foundation shall be the Board Chair, the Vice Chair for Finance/Investment, the Vice Chair for Programs/Grant Review, the Vice Chair for Planning/Operations, the President/Chief Executive Officer, the Treasurer, the Secretary, and any other officers that the Board of Directors may appoint from time to time. The same person shall not be both the President/Chief Executive Officer and the Secretary, nor be both the President/Chief Executive Officer and the Treasurer.

4.2 Qualifications of Officers.

(a) Board Officers. The Board Chair and the Vice Chairs (collectively, the "Board Officers") each must be a director, and each must meet all of the qualifications of a director. Each Board Officer must be recommended and nominated in the manner set forth in Section 4.3

below. No Board Officer shall serve more than three (3) consecutive terms in the same Board Officer position, and any person who ceases to serve in the same Board Officer position after completing three (3) consecutive terms may not serve again in such Board Officer position until at least one (1) full year after such cessation. Service for the balance of the unexpired term of another Board Officer does not count as a term for purposes of the foregoing sentence nor does service as a Board Officer for a term that expired on or prior to December 31, 2008.

(b) Corporate Officers. The President/Chief Executive Officer, the Treasurer, the Secretary, and any other officers that the Board of Directors may appoint from time to time (collectively, the "Corporate Officers") each must be an employee and must not be a director. Each Corporate Officer must be recommended and nominated in the manner set forth in Section 4.3 below. No Corporate Officer may be a Commissioner, officer, or employee of the District. No Corporate Officer may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a Corporate Officer may be an officer or employee of the Foundation, GRMC, and/or its wholly-owned subsidiary GHS. No Corporate Officer may be a Police Juror or an officer or employee of the Parish of Ouachita.

4.3 Method of Electing Officers. All officers shall be elected in the following manner. Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each office that is vacant during that year or that expires at the end of that year. Any candidate who is recommended by the committee, nominated by a majority of the directors of the Foundation then in office at a duly held meeting of the Board of Directors, and then is elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected such officer of the Foundation. If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that office and the process shall be repeated with respect to that office until a candidate is elected and has qualified.

4.4 Term of Office. Each new term shall begin on January 1 (or, if no officer is elected and qualified for the new term before January 1, shall begin on such later date that the officer is elected and has qualified) and shall expire on December 31 of the same year. All officers shall hold office until their term expires and until their successors are elected and have qualified.

4.5 Resignations. Any officer may resign at any time upon written notice to the Foundation. The resignation shall be effective upon receipt thereof by the Foundation or at such subsequent time as may be specified in the notice of resignation. An officer who ceases to meet the qualifications of an officer shall resign.

4.6 Method of Removing Officers. Any officer may be removed by the Board of Directors with or without cause at any time by an Absolute Majority Vote.

4.7 Board Chair. The Board Chair shall preside at all meetings of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee.

4.8 Vice Chair for Finance/Investment. The Vice Chair for Finance/Investment shall preside at all meetings of the Finance/Investment Committee, and shall perform such other duties as may be prescribed by the Board of Directors, the Executive Committee, or the Board Chair.

4.9 Vice Chair for Programs/Grant Review. The Vice Chair for Programs/Grant Review shall preside at all meetings of the Programs/Grant Review Committee, and shall perform such other duties as may be prescribed by the Board of Directors, the Executive Committee, or the Board Chair.

4.10 Vice Chair for Planning/Operations. The Vice Chair for Planning/Operations shall preside at all meetings of the Planning/Operations Committee, and shall perform such other duties as may be prescribed by the Board of Directors, the Executive Committee, or the Board Chair.

4.11 President/Chief Executive Officer. The President/Chief Executive Officer shall have ultimate executive responsibility for the management of the Foundation; shall be responsible for the general and active management of the Foundation's day-to-day affairs; shall see that all orders and resolutions of the Board of Directors and the Executive Committee are put into effect; shall have authority to sign on behalf of the Foundation all contracts authorized by the Board of Directors or the Executive Committee to be entered into by the Foundation (except where the execution thereof by some other person is required by law or was expressly delegated to some other person); and shall perform such other duties as may be prescribed by the Board of Directors, the Executive Committee, or the Board Chair.

4.12 Treasurer. The Treasurer shall have such duties as may be prescribed from time to time by the Board of Directors, the Executive Committee, or the Board Chair.

4.13 Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in one or more books kept for that purpose; shall give, or cause to be given, notice of all meetings of the Board of Directors; shall keep, or cause to be kept, at the principal office of the Foundation a register showing the names and addresses of directors; shall perform the duties customarily performed by the secretary of a corporation; and shall perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the Board Chair.

4.14 Compensation. Board Officers, as such, shall not receive any compensation for their services, but by resolution of the Board of Directors the reasonable and necessary expenses incurred by an officer in furtherance of his or her duties as an officer may be paid or reimbursed by the Foundation. A Board Officer shall not serve as an employee of the Foundation and shall not receive any compensation as an employee or agent of the Foundation. Corporate Officers are employees of the Foundation and may receive compensation for their services.

ARTICLE V EMPLOYEES AND AGENTS

5.1 Appointment. The Corporate Officers shall be employees of the Foundation. The Board of Directors may appoint such other employees and agents of the Foundation as the Board of Directors may deem necessary. The Board of Directors may vest authority to appoint any employees or agents in the Executive Committee, the Board Chair, the President/Chief Executive Officer, or such other of the officers or employees of the Foundation as the Board of Directors deems appropriate, subject in all cases to the direction of the Board of Directors. Notwithstanding the foregoing, the appointment of and the establishment or amendment of the terms of employment of the Corporate Officers and the top five highest-paid employees of the Foundation must be approved by the Board of Directors by a Two-Thirds Vote and by the Board of Commissioners of the District.

5.2 Powers and Duties. Subject to the Articles and these By-laws, all of the employees and agents of the Foundation shall hold their positions for such terms and shall exercise such powers and perform such duties as shall be specified from time to time by the Board of Directors, the Executive Committee, the Board Chair, or the President/Chief Executive Officer.

5.3 Removal. Any employee of the corporation may be removed, with or without cause, at any time by the action of the Board of Directors, the Executive Committee, the Board Chair, or the President/Chief Executive Officer, but such removal shall not prejudice the rights, if any, of the person so removed to recover damages for breach of contract.

5.4 Compensation. The terms of employment of the five highest-paid employees of the Foundation shall be approved by a Two-Thirds Vote of the Board of Directors and by the Board of Commissioners of the District. The Foundation shall not pay bonuses or severance payments to employees.

ARTICLE VI OPERATIONS

6.1 Program of Social Welfare. The Foundation is and will endeavor at all times to operate substantially as a program of social welfare for the aid and support of the needy within the meaning of Article 7, Section 14(B)(1) of the Louisiana Constitution. It is recognized that "the needy" in this context includes the indigent, the uninsured, and the underinsured, as well as various other persons, including but not limited to all persons who are sick, injured, elderly, disabled, unhealthy, or otherwise in need of health care services or better information about their health or about how to maintain or improve their health. In all Foundation programs providing direct care or assistance to individuals, the Foundation shall use best efforts to employ reasonable objective criteria for identifying and directing its aid and support to persons who are needy. Similarly, in all Foundation grants to other organizations that provide direct care or assistance to individuals, the Foundation shall use best efforts to ensure that the recipient organization uses reasonable objective criteria for identifying and directing the aid and support funded by the Foundation to persons who are needy. Without limiting such criteria, it is recognized that a determination by a licensed

medical professional that a person needs a health care service ordinarily provides reasonable objective evidence that the person is needy with respect to that service and that substantially all persons are in need of better information about their health and about how to maintain or improve their health.

6.2 Tax Exemption. The Foundation shall not engage directly or indirectly in any activity that would invalidate the Foundation's status (i) as an organization of the type described in Section 501(c)(3) of the Code, or (ii) as a corporation to which contributions are deductible under Section 170(a) of the Code as having been made to an organization referred to in Section 170(c)(2) of the Code.

6.3 Other Prohibited Activities. The Foundation shall not engage in any of the following activities: (a) issuance of any bonds or other evidences of indebtedness within the meaning of La. R.S. 12:202.1.A.; or (b) any transaction that the District is prohibited from engaging in under Louisiana law, including but not limited to any transaction prohibited of a political subdivision by Article 7, Section 14 of the Louisiana Constitution and an investment prohibited by La. R.S. 33:2955.

6.4 Principal Office. The principal office of the Foundation shall be located within the District, at such address and location as the Board of Directors may from time to time determine.

6.5 Registered Office and Registered Agent. The Foundation shall have and continuously maintain in the State of Louisiana a registered office and a registered agent as may be required by the Louisiana Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office of the Foundation, and the address of the registered office and the identity of the registered agent may be changed from time to time, in accordance with the Louisiana Nonprofit Corporation Law, by the Board of Directors or by an officer of the Foundation so authorized by the Board of Directors. The initial registered office of the Foundation is as set forth in the Articles.

6.6 Books and Records. The Foundation shall keep correct and complete books and records of accounts; a record of the proceedings of the member acting as such, of the Board of Directors, and of each committee of the Board of Directors; and a copy of the Articles of Incorporation and these By-laws. The minutes of each meeting shall include but need not be limited to the date, time, and place of the meeting, the directors recorded as either present or absent, the substance of all matters decided and, at the request of any director, a record by individual director of any votes taken, and any other information that the Board of Directors or committee requests be included or reflected in the minutes. The records described in this Section shall be kept at either the principal office or the registered office of the Foundation.

6.7 Checks. All checks or demands for money of the Foundation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

6.8 Receipt of Income and Making of Profits. Whenever the lawful activities of the Foundation shall involve among other things the charging of fees or prices for its services or products, the Foundation shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Foundation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Foundation.

6.9 Audit. The Board Chair shall cause an independent audit of the financial records of the Foundation to be conducted every year. The individual or company that performs such audit shall be an independent certified public accountant or firm chosen by the Board of Directors. The Board Chair and the Chair of the Audit Committee shall provide annually to the Board of Directors an audited report, prepared in accordance with generally accepted accounting principles and certified by the independent auditor, which shall be filed with the minutes of the meetings of the Board of Directors and shall present in appropriate detail the assets and liabilities of the Foundation as of the end of the fiscal year immediately preceding the date of the report, the principal changes in assets and liabilities of the Foundation during such fiscal year, and the revenues or receipts and expenses or disbursements of the Foundation during such fiscal year, in each case including separate data with respect to each trust fund held by or for the Foundation.

6.10 Year. The fiscal year of the Foundation shall be as determined by the Board of Directors.

6.11 Corporate Seal. The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the Foundation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to use the seal shall not, however, affect the validity of any instrument.

6.12 Enforcement. The District and the Attorney General of the State of Louisiana shall each have the right to enforce each provision of these By-Laws.

ARTICLE VII CONFLICT OF INTEREST POLICY

7.1 Policy. The purpose of the conflicts of interest provisions set forth in this Article VII is to protect the Foundation's interest when it is contemplating entering into a contract, transaction, or arrangement that might benefit the private interest of a director, officer, or key employee of the Foundation. This Article VII is intended to supplement, and not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations, including but not limited to Section 228 of the Louisiana Nonprofit Corporation Law.

7.2 Definitions.

(a) Interested Person. A person is an interested person with respect to a contract, transaction, or arrangement if the person is a director, officer or one of the five most-

highly paid employees of the Foundation and has a direct or indirect financial interest in a contract, transaction, or arrangement, as defined below.

(b) Financial Interest. A person has a financial interest in a contract, transaction, or arrangement if the person, or a spouse, parent, sibling, or child of the person, in each case either directly or indirectly through one or more intermediary entities:

(i) is a party to, or expects to be an assignee of, the contract, transaction, or arrangement;

(ii) has an actual or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation has or is contemplating or negotiating the contract, transaction, or arrangement; or

(iii) holds or expects to hold a position as an officer, director, trustee, member or other similar authority (whether or not an ownership, investment or compensation arrangement is also present) with any entity or individual with which the Corporation has or is contemplating or negotiating the contract, transaction, or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are material in amount. A contract, transaction, or arrangement includes, without limitation, a grant or program involving the Corporation and any entity or individual. A financial interest shall not include a person's ownership of less than two percent (2%) of any class of publicly traded securities of any entity.

(c) Conflict of Interest. A financial interest is not necessarily a conflict of interest. Under this Article VII, a person who has a financial interest shall be presumed to have a conflict of interest unless the Board of Directors decides that a conflict of interest does not in fact exist pursuant to the procedures set forth in Section 7.3.

7.3 Procedures.

(a) Duty to Disclose. Each person who is an interested person with respect to a contract, transaction, or arrangement that the Foundation is considering or negotiating shall disclose to the Board of Directors, in writing, all material facts relating to his or her financial interest in the contract, transaction, or arrangement and all material facts relating to the contract, transaction, or arrangement. If invited to do so by the Board of Directors, each interested person shall attend a meeting of the Board of Directors to respond to questions propounded by any director regarding the financial interest or the contract, transaction, or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with each interested person, an interested person shall be presumed to have a conflict of interest unless the Board of Directors, without the presence or vote of any interested person, discusses and determines by an Absolute Majority Vote that the interested person does not have a conflict of interest with respect to the contract, transaction, or arrangement.

(c) Procedures for Addressing a Conflict of Interest. If the Board of Directors determines that an interested person has a conflict of interest with respect to a contract, transaction, or arrangement:

(i) The interested person may make a presentation to the Board of Directors regarding the contract, transaction, or arrangement with respect to which the interested person has a conflict of interest, but after such presentation, shall not participate in the discussion of, or the vote on, any determination relating to the contract, transaction or arrangement.

(ii) The Board Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed contract, transaction, or arrangement.

(iii) The Board of Directors shall not approve the contract, transaction, or arrangement with respect to which an interested person has a conflict of interest unless, after exercising due diligence, the Board of Directors, without the presence or vote of any person who has a conflict of interest, discusses and determines by an Absolute Majority Vote that (a) the Foundation cannot obtain a more advantageous contract, transaction, or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest, (b) the contract, transaction, or arrangement is in the Foundation's best interest and for its own benefit, and (c) the contract, transaction, or arrangement is fair and reasonable to the Foundation.

(d) Violations of the Conflicts of Interest Policy. If the Board of Directors has reasonable cause to believe that a person has failed to disclose a financial interest in or an actual or potential conflict of interest with respect to a contract, transaction, or arrangement, the Board shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board determines that the person has in fact failed to disclose an actual or potential conflict of interest, the Board shall take appropriate disciplinary and corrective action, including possible removal of the person from office.

7.4 Records of Proceedings. The minutes of the Board of Directors and all committees of the Board shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a contract, transaction, or arrangement; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the Board's decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the contract, transaction, or arrangement; the material content of the discussion, including any alternatives to the proposed transaction or arrangement that were considered; and a record of any votes taken in connection therewith.

7.5 Compensation. A director who receives compensation, directly or indirectly, from the Foundation for services is precluded from participating in the discussion of or voting on matters

pertaining to that compensation, including any contract, transaction, or arrangement with another entity or individual that indirectly results in such compensation.

7.6 Acknowledgment Statements. Each director and officer, and each employee among the five highest-paid employees of the Foundation, shall sign a statement which affirms that such person has received a copy of these By-Laws, including this Article VII, has read and understands this Article VII, has agreed to comply with this Article VII, and understands that the Foundation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.7 Periodic Reviews. To ensure that the Foundation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Board of Directors shall ensure that periodic reviews are conducted by or under the direction of the Audit Committee, which shall, at a minimum, include reviews of whether (i) the Foundation's compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining, and (ii) the Foundation's contractual and other arrangements with third parties, such as service providers, conform to the Foundation's written policies, are properly recorded, reflect reasonable payments for goods and services, further the Foundation's charitable purposes and do not result in inurement or impermissible private benefit. In conducting such periodic reviews, the Audit Committee may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VIII INDEMNIFICATION

8.1 Indemnification. Subject to the Louisiana Nonprofit Corporation Law, the Articles, and these By-Laws, the Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Foundation, subject to Section 8.2) by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

8.2 Actions By or In the Right of the Foundation. In case of actions by or in the right of the Foundation, the indemnity provided in Section 8.1 shall be limited to expenses (including attorneys' fees, and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person

shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

8.3 Presumptions. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

8.4 Success in Defense. To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding described in Section 8.1 or 8.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

8.5 Determination. Any indemnification under Section 8.1 or 8.2 (unless ordered by the court) shall be made by the Foundation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the member.

8.6 Advancement of Expenses. Expenses incurred in defending an action, suit or proceeding described in Section 8.1 or 8.2 shall be paid by the Foundation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 8.5, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized in this Article VIII of the By-Laws.

8.7 Procedure.

(a) Notice. As soon as practicable after receipt by a person described in Section 8.1 or 8.2 of notice of the commencement or threat of any action, suit, or proceeding described in Section 8.1 or 8.2, such person shall notify the Foundation in writing of the commencement or threat and may make a written request for advancement of expenses or written claim for indemnification under this Article VIII at any time thereafter; however, the failure to so notify the Foundation shall not relieve the Foundation from any liability under this Article VIII unless the Foundation shall have been prejudiced by such failure.

(b) Determinations. After receipt of a request for advancement of expenses or claim for indemnification under Section 8.7(a), the Foundation shall promptly arrange for the proper consideration of any appropriate determinations and authorizations under Section 8.5 or 8.6 and proceed in accordance with any determinations and authorizations so made.

(c) **Assumption of Defense.** With respect to any action, suit, or proceeding described in Section 8.1, the Foundation may participate therein at its own expense. Moreover, with respect to any action, suit, or proceeding described in Section 8.1, as to which the Foundation has authorized advancement of expenses under Section 8.6, that is not brought by or in the right of the Foundation, and as to which such person has not reasonably concluded that there may be a conflict of interest between such person and the Foundation, the Foundation may, to the extent it desires, jointly with any other indemnifying party similarly notified, assume the defense, with counsel selected by the Foundation to the reasonable satisfaction of such person. After notice by the Foundation to such person of the Foundation's election to assume the defense, the Foundation shall not be liable to such person under Article VI of these By-Laws for any legal or other expenses subsequently incurred by such person in connection with such defense. Such person shall have the right to employ his or her own counsel in such action, suit, or proceeding, but the fees and expenses of such counsel incurred with respect to such defense after such notice from the Foundation shall be at the expense of such person, unless: (i) the employment of counsel by such person shall have been authorized by the Foundation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Foundation and such person in the conduct of the defense, or (iii) the Foundation shall not in fact have employed counsel to provide the defense.

(d) **Enforcement Against Foundation.** If indemnification or advancement of expenses under this Article VIII of the By-Laws is not paid or made by the Foundation, or on its behalf, within 90 days after a written claim for indemnification or a request for advancement of expenses has been received by the Foundation, such person may, at any time thereafter, bring suit against the Foundation to attempt to recover the unpaid amount of the claim or the advancement of expenses. Any right to indemnification or advancement of expenses provided in this Article VIII shall be enforceable in any court of competent jurisdiction. Expenses reasonably incurred (including reasonable attorneys' fees) by a person in connection with successfully establishing a right to indemnification or advancement of expenses, in whole or in part, by the Foundation shall also be indemnified by the Foundation.

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

8.9 Indemnification Agreements. The Foundation shall have the authority to enter into a separate indemnification agreement or agreements with any director, officer, employee, or agent of the Foundation providing for indemnification of such person as the Board of Directors shall determine to the fullest extent permitted by law.

8.10 Insurance. The Foundation shall have power to procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against

any liability asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of Section 227 of the Louisiana Nonprofit Corporation Law.

8.11 Policy. It is the policy of the Foundation that indemnification of, and advancement of expenses to, directors and officers of the Foundation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article VIII shall be deemed to have been amended for the benefit of the directors and officers of the Foundation effective immediately upon any modification of the Louisiana Nonprofit Corporation Law or other applicable law that expands or enlarges the power or obligation of the Foundation to indemnify, or advance expenses to, directors and officers of the Foundation.

8.12 No Retroactive Effect of Amendments. Notwithstanding any other provision of these By-Laws, any amendment, repeal, or adoption any provision of these By-Laws that is inconsistent with the purpose or intent of this Article VIII shall become effective only on a prospective basis from and after the date of such action.

ARTICLE IX NOTICE

9.1 Manner of Giving Written Notice to Individuals. Whenever written notice is required to be given to any director, officer, or other individual under the provisions of these By-Laws, it may be given to the person either personally or by sending a copy thereof by first class or one-day express mail, postage prepaid, or by one-day courier service, charges prepaid, or by fax, to his or her address (or to his or her fax number) appearing on the books of the Foundation. If the notice is sent by mail, it shall be deemed to have been given to the person two business days after deposit in the mail; if by one-day express mail or one-day courier service, one business day after deposit; and if by fax, at the time of electronic confirmation of receipt of transmission.

9.2 Manner of Giving Written Public Notice. Whenever written public notice is required to be given under the provisions of these By-Laws, it shall include, but need not be limited to (a) posting a copy of the notice at the principal office of the Foundation, or if no such office exists, at the building in which the meeting is to be held, or by publication of the notice in the official journal of the District, in any case no less than twenty-four hours before the meeting, and (b) mailing a copy of the notice to any member of the news media who requests notice of meetings and giving notice to any such member of the news media in the same manner as notice is given to members of the Board or committee holding the meeting. Each notice given by written public notice shall include (i) a statement identifying the court, case number, and the parties relative to any pending litigation to be considered at the meeting, and (ii) a statement identifying the parties involved and reasonably identifying the subject matter of any prospective litigation for which formal written demand has been made that is to be considered at the meeting, in each case whether or not such matters will be discussed in executive session.

9.3 Waivers of Notice. Any written notice required to be given to any person under the provisions of the law, the Articles, or these By-Laws may be waived in a writing signed by such person at any time. Attendance of a person, whether in person or by proxy, at any meeting shall constitute waiver of notice of such meeting, except where a person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X AMENDMENTS


These By-Laws may be amended or repealed, and new By-Laws adopted, only upon the approval of the Board of Directors by a Three-Fourths Vote and the approval of the Board of Commissioners of the District.

ARTICLE XI SEVERABILITY

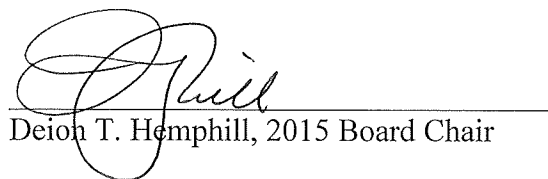
Each provision of these By-Laws shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, that determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

Certificate

I hereby certify that the effective date of these By-Laws as amended and adopted is November 12, 2015.



President/CEO



Deion T. Hemphill, 2015 Board Chair