

By-Laws of The Ascension Parks Foundation

Directors

1. Responsibilities

All directors, voting and non-voting, are expected to actively seek contributions and donations from the community to the Ascension Parks Foundation.

Furthermore, all directors shall actively participate in and support the activities of the Parish of Ascension Parks and Recreation Department and the Ascension Parks Foundation.

2. Number, Compensation & Term

There shall not be less than 7 and no more than 11 voting directors appointed by the Ascension Parks Foundation. Before submission of the nominating Committee's slate of nominees, the Board of directors shall determine the number of directors to be elected.

There may be up to 5 honorary non-voting directors. The honorary non-voting directors shall be selected by the voting directors annually. An honorary non-voting director shall serve at the pleasure of the Board.

Directors shall receive neither salary nor compensation for their services

Directors shall be elected for a term of three years. Before submission of the nominating Committee's slate of nominees, the Board of Directors may fix a shorter term for any position to be filled, as necessary, to stagger terms so that approximately one-third of the Board of Directors is elected each year. A director shall not serve more than two consecutive terms (unless filling a partial term of one year or less). The term of the new full-term Director shall commence on January 1.

The Chairman of the Ascension Parks Foundation may appoint a commissioner to serve as an ex-officio non-voting member of the Board of Directors.

Non-voting directors may be removed from their position by a majority vote.

3. Nominations and Elections

The nominating Committee shall nominate candidates for the voting director position. One vote shall be taken on the slate of nominees for full terms; separate votes may be taken on nominees for a partial term to be filled. Directors shall be elected by a majority of the voting directors present. The directors' election shall occur at the last meeting of the calendar year.

The Board may only make nominations of candidates for the position of honorary Director of directors. Honorary directors will be voted upon individually.

4. Vacancies

Any vacancy occurring on the Board of Directors by resignation, removal, or otherwise shall be filled by the Board of Directors or within ninety days (90) of the effective date of such vacancy.

5. Removal

The Board of directors shall remove any director for failure to attend three consecutive meetings unless there is good cause for the absences. The determination of good cause shall require a minimum two-thirds approval vote by the Board of directors without the participation of the Director at issue.

6. Meetings

The Board of directors shall determine the frequency of regularly scheduled board meetings, provided such meetings are held at least quarterly. Unless the Board of directors specifies, the time and place shall be designated by the Secretary. Notice shall be given to each Director by mail, fax, e-mail, or telephone at least five days prior to the date fixed.

Special meetings may be called by the Chairman or by the written request of five directors. Notice of the time, place, and purpose thereof shall be given to each Director by mail, fax, e-mail, or telephone at least forty-eight hours before the date fixed.

Notice of any director meeting may be waived by unanimous agreement.

Meetings shall be conducted in accordance with the most recent edition of Robert's rules of order.

Directors may attend meetings in person or by electronic means (audio or video conferencing by telephone or internet, or any other method by which the member may communicate with all persons present, if available). A majority of those directors present at a meeting (in person or by electronic means) shall decide all questions. There shall be no proxy voting.

7. Mail/Electronic Voting, Telephone Polling

With the approval of a majority of the Board of Directors, Board action may be authorized by mail or electronic ballot. Ballots shall be mailed to all directors at least 10 days before their return deadline, or ballots shall be faxed or e-mailed to all directors at least 5 days before their return deadline. The form used shall require a signature or other means of verifying the identity of the Director returning the ballot. Consent by a majority of those returning mail or electronic ballots shall be sufficient to authorize or constitute Board action without the necessity of a meeting.

8. Telephone/Fax Polling

If there is a need for emergency action, without sufficient time for mail/electronic voting procedures, the Board action may be authorized by telephone or fax polling. Polling shall be conducted by the President and/or the Secretary, who shall verify the identity of the Director responding to the poll. Agreement by seventy-five (75%) percent of the directors that an emergency exists requiring immediate action, and consent by seventy-five (75%) percent of those voting in the poll, shall be sufficient to authorize or constitute Board action without the necessity of a meeting.

9. Quorum

At all Board of Directors meetings and mail/electronic votes, greater than fifty (50%) percent of the voting directors shall constitute a quorum.

10. Powers

The Board of Directors shall have the full power, authority, and discretion to deal with any situations which may arise respecting the purposes and property of the Corporation, in such manner as the Board shall deem advisable, including hiring such employees and contracting for such services as the Board deems necessary for effective operation.

11. Conflict of Interest

Prior to the Foundation acquiring any purchased products or compensated services from any business, corporation, limited liability company, partnership, or other organization in which a director, whether voting or non-voting, is an officer, Director, employee, shareholder, member, or partner (or is related in any way, an "interested director"), (except for stock ownership in a public company), approval shall for such acquisition be obtained from the Board, and such "interested director" shall not participate in such approval. Also, in such event, the Parish of Ascension Recreation Department shall approve such contract or agreement for purchased products or compensated services.

OFFICERS

1. Designation, Election, & Term

The officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer, each of whom shall be a director. The Board of Directors shall elect officers at the last meeting of

the calendar year to serve a term of one year. No person shall hold the same office for more than two consecutive terms.

2. Duties

The duties and powers of the officers shall be as follows and as hereafter determined by the Board of Directors:

President – The President shall be the corporation's principal executive officer, supervising and controlling all of the corporation's business and affairs. They shall preside at all meetings of the members and the Board of Directors. They shall call regular and special meetings of members and directors and shall be responsible for preparing the agenda for such meetings. They or the Board or staff designee shall execute all contracts, deeds, notes, or other instruments in the corporation's name. They shall appoint directors, members, and/or staff to standing and/or special committees. They shall chair the Executive Committee.

Vice President – In the absence of the President, the Vice-President shall perform the duties of the President and such other duties as assigned by the President of the Board of Directors.

Secretary – The Secretary shall be the custodian of the corporate records, maintain a list of the current members of the corporation, see that all meeting notices are duly given, and keep the members' minutes of meetings and the Board of Directors. The Secretary shall provide an annual report to the Directors of Recreation for review.

Treasurer – The Treasurer shall have the custody of and be responsible for all corporation funds and shall deposit such funds in the corporation's name in such banks or other depositories as the Board of Directors may designate. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with securities as the Board of Directors may determine which bond will be paid for by the Corporation. The Treasurer shall prepare and distribute annual financial statements to the Board of Directors. Neither the Treasurer nor his/her firm shall be involved in any audits of Ascension Parks Foundation. The Treasurer shall chair the Finance Committee.

3. Election and Term of Office.

The first officers of the Corporation shall consist of those persons appointed by the Board of Directors or named in the Articles of Incorporation of the Corporation who shall hold office until their successor is duly appointed. Any officer may be elected and appointed to serve one or more terms, consecutive or otherwise.

4. Resignation of Officers.

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

5. Removal of Officers.

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

6. Vacancies in Offices.

A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors at any meeting of the Board.

7. Powers and Duties of Officers.

Subject to the authority and control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and shall perform such duties in the management

of the property and affairs of the Corporation as may be provided by resolution of the Board of Directors, not inconsistent with these Bylaws.

8. Fiduciary Relationship of Officers.

Officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its members, and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

COMMITTEES

1. There shall be three standing committees:
 - Executive Committee,
 - Finance Committee,
 - Special Projects/Public Relations Committee
2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the Chair of the Special Projects / Public Relations committee as a large member. The Committee shall meet at least quarterly and shall be designated by the President. A quorum shall consist of at least four (4) members of this Committee. Approved actions by this Committee shall require an approval vote by at least four (4) of the members.
3. The Finance Committee shall consist of the President-elect, Treasurer, and at least two (2) directors appointed by the President. The Treasurer shall be the Chairman of this Committee. This Committee shall be responsible for monitoring the financial affairs of the Ascension Parks Foundation making recommendations to the Executive Committee on investments and expenditures. The Finance Committee shall assist the Treasurer in preparing the Annual Financial Statements.
4. The Special Projects / Public Relations Committee is tasked with public-private partnerships and other donor-driven efforts centered on Ascension Parks Foundation capital projects. Bolster the Foundation's image through traditional, evolving media outlets to create effective communications. The Committee will lead donor recognition efforts, highlighting Ascension Parks Foundation funding and sponsorship opportunities and seeking ways to create change and make a difference by supporting organizations and community initiatives with a similar philosophy.
5. The Board of Directors may establish such standing committees or special committees as necessary. By resolution, the Board of Directors may delegate specific powers and duties to a committee. The President shall appoint the Chairman and members of the Committee for a specified term of no more than one year. At least one Director shall be appointed to each Committee.

Relationships

The Board of Directors acknowledges the importance of collaborating with the Parish of Ascension and the Recreation Department to achieve the mission and purpose of the Parish of Ascension Recreation Department. The goal is to enhance the quality of life for all residents of Ascension Parish by providing safe and sustainable recreational spaces, creative programs, outstanding parks and recreation facilities, and excellent health and wellness opportunities. However, the directors must always uphold their fiduciary responsibilities to both the Parish of Ascension and the Recreation Department.

The Foundation and the Parish have recognized the importance of their relationship with the Recreation Department and the Parish. If the Board has reason to believe that any member of the Parish or Recreation Department is not adhering to the standards set by the Board and these bylaws, then the Board can hold a vote to remove them from the Board's and foundation's relationship. These members may include councilmen, government employees, and others.

The foundation may engage with the City of Gonzales, Sorrento, Donaldsonville, or other entities within the Parish. The relationships with these entities shall be similar to the Ascension Parish Recreation Department and these by-laws as mentioned above.

Finances

1. Fiscal Year

The fiscal year of the foundation shall be December 31st.

2. Donations

Ascension Parks Foundation may accept donations, gifts, grants, bequests, and other contributions that align with its mission.

A percentage of funds from donations, not less than 10% and not more than 25%, may be held in reserve for future projects, emergencies, or the long-term sustainability of the foundation.

3. Budget Approval

The annual budget shall be presented to the Board of Directors for approval. The budget shall include a clear breakdown of how all funds will be allocated and utilized.

Dissolution

In the event of the dissolution of Ascension Parks Foundation, any remaining assets shall be distributed to one or more organizations with similar charitable purposes, as determined by the Board of Directors.

Indemnification and Insurance

1. The Corporation shall, to the extent permitted by law, 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 Corporation) by reason of the fact that he is or was a trustee, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, 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 him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in the view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
2. To the extent that a trustee, Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
3. Any indemnification under Section 7.1 (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, by an independent legal counsel.
4. Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 7.3 above, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall

ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VII.

5. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of members or disinterested Directors or otherwise, both as to action in his 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 trustee, Director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.
6. The Corporation may procure insurance on behalf of any person who is or was a trustee, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, 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 him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the law.
7. If any part of this Article VII shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

CONFLICTS OF INTEREST

The Board of Directors shall adopt a policy to govern potential conflicts of interest arising from indirect and direct financial interests associated with transactions involving the Corporation and its officers, directors and employees.

AMENDMENT

These By-Laws may be amended at any time, without prior notice, by a majority of the Board of Directors.