

**BY-LAWS OF
THE JEFFERSON BUSINESS COUNCIL**
(Updated through 10/21/20)

Article I

Section 1.1. The purposes of the Jefferson Business Council shall be to take such action as will encourage, promote, or enhance the economic posture, social welfare and environment of the Parish of Jefferson and the River Region.

Section 1.2. The purposes of this corporation as defined in Section 1.1 above and the activities undertaken in support of said purposes, shall consist of and shall be devoted and directed toward completely and as all times, exclusively, business, civic, charitable and educational purposes as defined under Section 501 of the Internal Revenue Code and the purposes and operation of this corporation shall at all times be limited in accordance therewith.

Section 1.3. Throughout these By-laws, the corporation shall be referred to as "The Business Council" or the "Corporation".

**Article II
MEMBERSHIP**

Section 2.1. All voting members of the Corporation as of this date, shown on the schedule hereto annexed shall remain voting members of the Corporation. Each future member of the Corporation shall be a:

- A. Chief Executive or Senior Officer or a person of comparable status of a significant business entity located in the Parish of Jefferson.
- B. Small business executive who has distinguished himself or herself in a business in the Parish of Jefferson.

Section 2.2. The total number of voting members shall be decided upon by the Board of Directors. The Board may designate from time to time other classes of members who will be non-voting and will not be obligated to make the contributions made by the voting members.

Section 2.3. The Corporation will allow for an Emeritus class of members. Designation of Emeritus members will be determined based on a majority vote of the Board of Directors. Members classified as Emeritus shall be voting members but will not be required to pay membership dues to the Corporation. Eligibility for Emeritus member classification shall include, but not be limited to, the following criteria:

- A. Active member of the Corporation for no less than 15 years
- B. Recognition of proven community service within Jefferson Parish

Section 2.4. Meetings of the membership may be called by the Chairperson at any time upon reasonable written notice. Meetings shall be held in Jefferson Parish or elsewhere in the Greater New Orleans Area. A minimum of twenty five percent (25%), or a minimum of seventeen members, whichever is greater, of the membership shall constitute a quorum. Members may attend meetings in person at the location designated by the Chairperson, telephonically, or through other electronic means such as (but not limited to) Skype, Zoom, Teams, etc. At all meetings, either the Chairperson or the Executive Director will verify the attendance of those members that are participating telephonically or through other electronic means.

**Article III
BOARD OF DIRECTORS**

Section 3.1. Each voting member of the Corporation shall be a member of the Board of Directors.

Section 3.2. The Board of Directors of the Corporation shall have full responsibility for the formation of the policy and the overall management of the Corporation.

Section 3.3. The Board of Directors shall meet at least quarterly. Meetings of the Board of Directors may be called by the Chairperson at any time and shall be called by the Chairperson upon the request of the Executive Committee or the request of ten (10) members of the Board of Directors. No less than seventy-two (72) hours notice shall be given to each member of the Board of Directors for all meetings unless the Chairperson declares an emergency meeting. The action of the Board of Directors shall be taken upon the vote of a simple majority of the members in attendance at a duly called and constituted meeting.

Section 3.4. The discussions held within meetings of the Board of Directors, or any committee of the Board of Directors, shall be held in the utmost confidence. Violation of this provision may result in removal of such member.

Article IV OFFICERS

Section 4.1. The officers of the Corporation shall be a Chairperson, Vice-Chairperson/Chairperson Elect, Second Vice Chairperson, the immediate Past Chairperson, Secretary and Treasurer and such other officers as the Board of Directors may establish and elect from time to time.

Section 4.2. The officers shall be elected by the Board of Directors on the basis of nominations by the Nominating Committee composed of past chairpersons or nominations received in writing, including nominations submitted electronically (e.g., email), from members of the Board of Directors within three (3) days after the distribution of a call for meeting at which officers are to be elected.

Section 4.3. Each officer shall serve for a term of one (1) year or until their successor is elected and qualified. The Vice Chairperson/Chairperson Elect shall succeed the Chairperson.

Section 4.4. The Chairperson of the Corporation shall preside at all meetings and shall act as the Chief Executive Officer and sole spokesman for the Corporation. The Chairperson may designate such authority to a designee. In the event of the inability of the Chairperson to act, the Vice Chairperson /Chairperson Elect shall act in his/her place and stead unless he/she is unable to act, in which event the Second Vice Chairperson shall be the Acting Chairperson. In addition, the Vice Chairperson/Chairperson Elect and the Second Vice Chairperson shall act for the Corporation and shall perform such other duties as the Chairperson may from time to time designate.

Section 4.5. The Secretary and Treasurer shall perform such duties as are normally performed by officers of similarly constituted corporations.

Section 4.6. The Board may appoint an Executive Director and provide for such staff as may be appropriate. The duties of the Executive Director will be determined from time to time by the Chairperson and the Board of Directors.

Article V COMMITTEES

Section 5.1. There shall be an Executive committee consisting of the five (5) officers and a minimum of eight (8) members at large appointed by the Chairperson, two of which must be past Chairpersons of the Business Council.

Section 5.2. The executive committee shall act for the Corporation between meetings of the Board of Directors. It shall meet on the call of the Chairperson or one of the Vice Chairperson.

Section 5.3. The Chairperson shall appoint such other committees as he/she may deem advisable from time to time.

**Article VI
EARNINGS**

Section 6.1. As provided in the Articles of Incorporation, no part of the net earnings of this Corporation shall inure to the benefit or be distributable to its members, officers or other private persons, except that this Corporation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

Section 6.2. Any sums which shall accumulate in the Treasury of this Corporation shall be used exclusively for the accomplishment of the purposes of this Corporation as set forth in Article I above.

**Article VII
ASSESSMENTS AND MANAGEMENT OF ASSETS**

Section 7.1. From time to time as determined by the Board of Directors, members may be required to make contributions to the Corporation.

Section 7.2. These sums shall be dedicated to the purpose set out in Article I, Section 1.1 above and shall be used exclusively for the furtherance of any and all such purposes.

Section 7.3. In the event that the assets of The Business Council are distributed in whole or in part, whether upon the dissolution of the Corporation or otherwise, said assets shall be distributed exclusively for the promotion of the purposes set out in Article I, Section 1.1 above to such persons or entities as will promote those purposes.

Section 7.4. Notwithstanding any of the foregoing provisions of this Article in the event that all or part of the assets of The Business Council cannot be distributed for the promotion of the purposes set out in Article I, Section 1.1 above, said assets shall be distributed to an organization or organizations which are qualified for exemption from Federal income taxes under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article VIII
INDEMNIFICATION**

Section 8.1. The Business Council shall indemnify its officers and directors, may indemnify its employees and agents, and may procure insurance on behalf of its officers, directors, employees and agents, to the full extent permitted by Section 227 of the Louisiana Non-Profit Corporation Law.

**Article IX
AMENDMENTS**

Section 9.1. These By-laws may be amended by the vote of two-thirds (2/3) of the Directors present, whether in person or participating electronically or telephonically, at any regular or special meeting of the Board of Directors provided that notice of said meeting was provided to each Director no less than fifteen (15) days in advance of the meeting, specifically stating the nature of the amendments to the By-laws to be considered at said meeting and provided further that a minimum of fifty percent (50%) of the current Board of Directors shall constitute a quorum at said meeting.

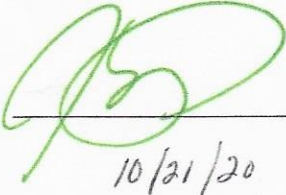
The above By-laws, as amended, were unanimously adopted by the Board of Directors of the Corporation at its meeting held on October 21, 2020, effective October 21, 2020.



Chairperson

10/21/20

Attest:



Secretary

10/21/20