

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE



BYLAWS of the LACPC JOINT MUNICIPAL COMMISSION CORPORATION

PREFACE

i. The LACPC JOINT MUNICIPAL COMMISSION CORPORATION was created on December 13, 2023, at Baton Rouge, LA, as evidenced by that document titled: “ARTICLES OF INCORPORATION OF LACPC JOINT MUNICIPAL COMMISSION CORPORATION”, which document shall be recorded and retained as an official record of the Corporation.

ii. The Articles of Incorporation were submitted electronically to the Louisiana Secretary of State, Nancy Landry, and were accepted on January 25, 2024, with an electronic copy of the standard form articles of incorporation. The acceptance and electronic copy of the standard form articles of incorporation shall be recorded and retained as an official record of the Corporation.

iii. The document titled: “ARTICLES OF INCORPORATION OF LACPC JOINT MUNICIPAL COMMISSION CORPORATION” for purposes of internal governance of the Corporation, shall be the official Charter of the Corporation.

iv. The Initial Directors of the LACPC JOINT MUNICIPAL COMMISSION CORPORATION are:

- 1) Suzanne Williams, LACPC Commissioner Designee (Many, LA) and LACPC Commission Chair;
- 2) Mayor Rick Allen, LACPC Commissioner (Leesville, LA); and
- 3) Mayor David C. Butler II, LACPC Commissioner (Woodworth, LA),

who are the Presenters of the following BYLAWS of the LACPC JOINT MUNICIPAL COMMISSION CORPORATION, to wit:

ARTICLE I – PURPOSE

1.1 The purposes for which LACPC Joint Municipal Commission Corporation (“LACPC Corporation”) is organized are:

1.1.1 General Purpose. LACPC Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. Specifically, LACPC Corporation shall work to strengthen the LAMATS Administered Cooperative Purchasing Joint Commission (“LACPC”) through consulting, education, networking, and resources.

1.1.2 Specific Purpose. On a non-profit basis, promote and facilitate the provision of municipal public services jointly between LACPC members, and any other permissible pursuits permitted under Louisiana law, including, but not limited to, administering and governing the operations of the LACPC as provided for in the Joint Commission Agreement (Resolution) which established the LACPC under La. R.S. 33:1324 as an agency and instrumentality of its tax-exempt municipal, parish or other local government agency members.

1.1.3 Other Purposes. To engage in other lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. LACPC Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in Louisiana law; provided, however, LACPC Corporation shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

1.3 Role of LAMATS. The Louisiana Municipal Advisory & Technical Services Bureau, Inc., (“LAMATS”) and the LAMATS Board of Directors, is responsible for the administration of the LACPC and the LACPC Corporation, under terms and conditions as may be established from time to time through the Corporate Charter, these By-Laws and any Inter-Organizational Agreement between LACPC Corporation and LAMATS.

ARTICLE II – OFFICES

2.1 Principal Office. The principal office of LACPC Corporation shall be at 6767 Perkins Rd., Baton Rouge, LA 70808.

2.2 Other Offices. LACPC Corporation may have such other offices as the Board of Directors may determine or as the affairs of LACPC Corporation may require from time to time.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers and Responsibilities. LACPC Corporation shall be governed by a Board of Directors (“the Board” “LACPC Board” or “regular Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under Louisiana law. The Board shall establish policies and directives governing business and programs of LACPC Corporation and shall delegate to an Executive Director and LACPC Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The LACPC Corporation Board of Directors shall be interchangeable with the title, “LACPC Commission Board of Directors” or similar.

3.2 Number and Qualifications.

3.2.1 The regular Board shall have up to five, but no fewer than three, members selected from the ranks of the LAMATS Board of Directors. The number of Board members may be increased beyond five members by the affirmative vote of a majority of the serving Board of Directors.

3.2.2 At least, fifty percent (50%) of the regular Board members shall be both a Commissioner of the LACPC and a member of the LAMATS Board of Directors.

3.2.3 In addition to the regular members of the Board, all other members of the LAMATS Board of Directors and the Commissioners of the LACPC shall be Ex-Officio Board Members but shall not have voting power.

3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses and/or a per diem, if approved. However, provided the compensation structure complies with Sections 6.8 and 6.8.1 of these By-laws, nothing in these By-laws shall be construed to preclude any regular or ex-officio Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

3.4 Board Elections. Except for the LACPC Chair and the Chair Pro-Temp, the LAMATS Board of Directors shall present nominations for new or renewing Board members at the LAMATS Board meeting immediately prior to the beginning of the next calendar year. New and renewing Board members shall be approved by the majority of those LAMATS Board members attending its Board meeting.

3.5 Term of Board. Except for the LACPC Chair who shall serve as provided in Section 4.2, 4.7 and 4.8, the terms of all appointments to the LACPC Board will follow the regular appointment terms and protocols of appointed LAMATS Board Members.

3.6 Vacancies. Vacancies on the Board, including a vacancy of the LACPC Chair, may be filled by a majority vote of the LAMATS Board.

3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Chair Pro-Temp of the Board or to the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal. A Board member (or the LACPC Chair for cause only) may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving regular Board members.

3.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board in conformity with these By-laws. The Chair or the Chair Pro-Temp may call special meetings of the Board on three days' notice to each member of the Board. Notice shall be served to each regular Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meetings of the Board called by them.

3.9.1 Number of Regular Meetings. Until changed, there shall be at least two regular meetings per year, to be held, as far as practicable, in conjunction with the Louisiana Municipal Association's "Mid-Winter

Conference” and the Louisiana Municipal Association’s “Annual Convention,” (both of which require the presence of the LAMATS Board of Directors).

3.9.2 Open Meetings Requirements Waived. Meetings conducted by the Advisory Council, the Board of Directors and any committee of the corporation are not subject to Louisiana’s Open Meetings Law requirements. However, a meeting of the LACPC Board of Directors shall be conducted in compliance with any Louisiana law applicable to meetings of non-profit organizations and shall include notice to all LACPC Commissioners.

3.10 Minutes. At Board meetings, business shall be transacted in such order as the Board may determine. The LACPC Chair shall appoint a Board Member, regular or ex-officio, to act as Designated Secretary to take and record minutes at each meeting. The person appointed to act as Secretary shall prepare the minutes of the meetings which shall be delivered to LACPC Corporation to be placed in the minute books of LACPC Corporation. A Designated Secretary may be paid a per diem for services provided.

3.11 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of LACPC Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members’ written consent may be executed in multiple counterparts or copies, each of which shall be deemed original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic “consent click” acknowledgments shall be effective as original signatures.

3.12 Quorum. At each Board meeting, the presence of at least two-thirds (2/3) of the serving Board members shall constitute a quorum for the transaction of business. If the Board consists of an even number of members and a vote result is a tie, the LACPC Chair's vote shall be the deciding vote. The act of the majority of the Board members serving on the Board present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in telephone or electronic communication with the other Board members participating in the meeting

3.13 Proxy. A Board member unable to attend a meeting of the Board may vote by proxy given to any other voting member of the Board or to a designated ex-officio Board member who attends the meeting in question. A vote by proxy will be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. Each proxy shall be automatically withdrawn upon the completion of the meeting for which it was granted.

3.14 Board Member Attendance. A Board member absent from two consecutive regular meetings of the Board during a calendar year is encouraged to re-evaluate with the Board or LACPC Chair their commitment to LACPC Corporation. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the LACPC Board.

3.15 Hold Harmless and Indemnification. The LACPC Board, the individual directors and the LACPC Commissioners shall be held harmless for their acts or omissions, while participating in the LACPC Corporation or the LACPC, and carrying out defined duties and acts of administration which may result in injury to the LACPC Corporation or the LACPC Commission, and shall indemnify a Board Member or Commissioner for liability or harm the LACPC Corporation or the LACPC Commission may be responsible for.

ARTICLE IV – OFFICERS

4.1 Officers and Duties. The Officers shall be 1) LACPC Chair; 2) Chair Pro-Temp; 3) Treasurer; 4) Designated Secretary; 5) Executive Director; and 6) such agents, assistants and other officers as the Board shall determine.

4.2 LACPC Chair. In addition to the responsibility to call regular and ad hoc meetings and setting of agendas upon the advice and counsel of the Executive Director, the LACPC Chair shall serve as an ex-officio Board member and will assist in advancing the goals and objectives of LACPC and the LACPC Corporation through attendance and participation in conferences, interorganizational meetings, forums and educational events, and shall serve as liaison between the LACPC Commissioners and the regular and ex-officio Board members. The LACPC Chair may be reimbursed reasonable expenses incurred, compensation for services rendered and/or receive a per diem for participation in LACPC-related activities.

4.3 Chair Pro-Temp. The LAMATS Board president (or a LAMATS Board Member serving in the president's stead), shall serve as Chair Pro-Temp. The Chair Pro-Temp shall preside over all Board meetings. The regular Chair Pro-Temp shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all the business and affairs of LACPC Corporation through its Executive Director and other officers. The Chair Pro-Temp may sign contracts and other instruments on the organization's behalf.

4.4 Designated Secretary. The Designated Secretary shall (a) cause the minutes of all Board meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of LACPC Corporation's officers and Board members as may be required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair Pro-Temp, or these By-laws, and may be appointed from time to time by the Executive Director.

4.5 Treasurer. The Treasurer shall have access to financial records, including all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of LACPC Corporation from time to time and at least quarterly. Before the fiscal year begins, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing LACPC Corporation's net worth at the close of the fiscal year and cause a firm of outside certified public accountants to audit the organization's books and records at the end of each fiscal year as may be required by law or regulation.

4.6 Executive Director. The Executive Director of LAMATS shall serve as the Executive Director of the LACPC Corporation and may use the title: "LACPC Executive Director" or similar. The Board, with the

concurrence of the LAMATS Board, may also designate such Deputy and Assistant Directors as may be deemed necessary and expedient.

4.7 Election and Term of Office. All officers shall be appointed or confirmed, except for the LACPC Chair, who shall be nominated and confirmed. The Treasurer shall be a regular Board member during their term of office. All other officers, except the Executive Director, shall be elected or appointed by the regular Board from the ranks of the regular Board or the ex-officio Board members. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason, including the position of LACPC Chair, may be filled by the regular Board for the unexpired portion of the term of office left vacant.

4.8 Nomination/Confirmation of LACPC Chair/Term. Every three years, upon advice of the Advisory Council, the Board shall nominate or renominate an LACPC Chair from the ranks of those LACPC Commissioners who do not serve on the LACPC Board. Where one or more nominations are received, the Board shall consider the qualifications and character of the nominee(s) before submission of the finalist for confirmation. At a Board meeting coinciding with the LMA Annual Convention, confirmation of the nomination of LACPC Chair shall be by vote of the LACPC Commissioners in attendance.

4.9 Removal. Any officer appointed by the Board may be removed at any time by an affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V – COMMITTEES

5.1 Ad Hoc Committees. The LACPC Chair may, with the concurrence of the Chair Pro-Temp, designate, appoint and chair ad hoc committees as deemed necessary to advance the interests of the LACPC. Each ad hoc committee may be co-chaired by a regular or ex-officio Board member appointed by the Chair Pro-Temp. Each ad hoc committee member may receive a per diem or reimbursement of actual expenses as recognized by the Board while serving on a committee. An Ad Hoc Committee may be dissolved by conclusion of its purpose or by action of the Board.

5.2 Standing Committees. The Board may establish or dissolve Standing Committees by majority vote. Standing Committees may include: an Executive Committee, a Finance Committee, a Development Committee, a Governance Committee, and a Marketing Committee. A standing committee may be comprised of and chaired by a regular Board member, an ex-officio Board member or a staff member or agent of the LACPC. Each Standing Committee member may receive a per diem or reimbursement of actual expenses as recognized by the Board, while serving on a Standing Committee. An agent member of a Standing Committee may be compensated for their services rendered.

5.3 Special Committees. The Board may appoint special committees composed of Board members, regular or ex-officio, and/or non-Board members for purposes deemed appropriate by the Chair Pro-Temp. Special Committee members may receive a per diem or reimbursement of actual expenses incurred as recognized by the Board while serving on a Special Committee. Non-Board members of a special committee may be compensated for their services rendered to a Special Committee.

5.4 Advisory Council. The LACPC Commissioners shall serve as an Advisory Council which shall not have, nor shall exercise, the authority, responsibility, or duties of the Board, but will make recommendations,

nominations and requests to the Board. The Advisory Council may organize, meet informally and select spokespersons under a process or rules of its own.

5.5 Committee Rules. Each committee or the Advisory Council may follow rules for its own governance consistent with these Bylaws, directives of the Chair Pro Temp, the Establishing Resolution and the Articles of Incorporation.

ARTICLE VI – MISCELLANEOUS

6.1 Fiscal Year. The fiscal year of LACPC Corporation shall be from January 1st to December 31st.

6.2 Annual Budget. The Board shall adopt annual operating budget guidelines, which specify expected expenditures by type and amount, and which specifies the funding source of expenditures.

6.3 Books and Records. LACPC Corporation shall keep correct and complete books and accounting records and minutes of its Board proceedings.

6.4 Contracts and Grants. The Board may authorize any officer(s) of LACPC Corporation to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Louisiana; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Director shall also have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

6.5 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of LACPC Corporation shall be signed by such officer(s) or agent(s) of LACPC Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such a determination by the Board, such instruments shall be signed by the Executive Director and co-signed by the Treasurer.

6.6 Deposits. All LACPC Corporation funds shall be deposited to the credit of LACPC Corporation in such banks, trust companies, or other depositories as the Board shall select.

6.7 Acceptance of Gifts. The Board may accept on behalf of LACPC Corporation any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of LACPC Corporation. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by LACPC Corporation would be consistent with and further the purposes of LACPC Corporation.

6.8 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of the LACPC Corporation, members of the Board and officers of LACPC Corporation may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of LACPC Corporation involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not

in violation of the Louisiana Code of Governmental Ethics, the proscriptions in the Articles of Incorporation or these Bylaws which prohibit LACPC Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of LACPC Corporation if such contract, transaction, or act would result in denial of LACPC Corporation's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of LACPC Corporation be obligated to inquire into the authority of the Board and officers to enter and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

6.9 Investments. LACPC Corporation shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

6.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of LACPC Corporation shall take any action or carry on any activity by or on behalf of LACPC Corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

6.11 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these BYLAWS.

6.12 Severability of Clauses. If any provision of the BYLAWS is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these BYLAWS shall remain operative and binding.

ARTICLE VII – ADOPTION/EFFECTIVE DATE

7.1 Adoption. After presentation of these By-Laws to the LACPC Commissioners and to the LAMATS Board of Directors, they shall be adopted by Motion presented by the (LAMATS Board President) at a regular meeting of the LACPC called specifically to adopt same, then a motion to second the resolution to adopt and then by majority vote of the LACPC Commissioners present.

7.2 Effective Date. Upon adoption, the date of which shall be noted and recorded in the Corporation's minutes, these BYLAWS shall take immediate effect.

7.3 LACPC Chair. After adoption of these BYLAWS, the next confirmation of an LACPC Chair shall coincide with the 2024 LMA Annual Convention.

ARTICLE VIII – AMENDMENTS TO BY-LAWS

8.1 Amendments. The BYLAWS may be amended upon a positive recommendation from the Advisory Council and a majority vote of the Board at a meeting called for the purpose of adopting amendments to the BYLAWS.

8.2 Administrative Rules. The LACPC Executive Director may present, and the Chair Pro-Temp may confirm, the adoption of administrative rules necessary for the administration of the LACPC Commission, such rule to remain in place until removed, changed or revised by the Executive Director and the Chair Pro-Temp or by the LACPC Board.

CERTIFICATION OF ADOPTION OF THESE BY-LAWS

Before me, the undersigned Notary Public, State of Louisiana, appeared Matthew Mullenix, appointed Acting Designated Secretary of the of the LACPC Joint Municipal Commission Corporation, who confirmed the adoption of these BYLAWS per the terms and conditions of Article VII of the BYLAWS, at Marksville, Louisiana, on the 28th day of February, 2024, and sworn to on this 6th day of March, 2024.

Matt Mullenix

Signature

ACTING DESIGNATED SECRETARY, LACPC CORPORATION

Paul Holmes

NOTARY PUBLIC

PAUL A. HOLMES

STATE OF LOUISIANA - STATEWIDE JURISDICTION

ID - 9523 / BAR ROLL - 19345