

BYLAWS
OF
NORTHWEST LOUISIANA COUNCIL OF GOVERNMENTS, INC.
(A LOUISIANA NON-PROFIT CORPORATION)

ARTICLE I
NAME

Section 1. NAME. The name of this corporation is Northwest Louisiana Council of Governments, Inc. ("Corporation").

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of the Corporation is located at 625 Texas Street, Shreveport, Louisiana 71101. The Board of Directors may change the location of the principal office.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish a branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL STATEMENT OF POLICY. The physical, economic and social well being of the area is dependent upon an orderly development, coordination and cooperation by the units of local governments on problems pertaining to the entire area. This is only possible with a successful Corporation coordinating their information and actions in dealing with problems that are regional in nature.

Certain regional problems arise consistently and constantly, and constructive and workable policies and programs for solving such problems can be devised by regular meetings of this Council of Governments, it being an organization through which the individual units can coordinate their efforts. This Corporation is not a unit of a government nor does it seek to become one. This corporation, as a matter of policy, shall consider such matters as are regional in nature and in addition thereto, may best be dealt with effectively by all units of local governments acting in concert.

This basic concept of this Corporation is that the units of government which are members herein are the closest governments to the people in Bossier Parish, Caddo Parish and the surrounding parishes, and should exercise the basic initiative and leadership necessary and

assume the primary responsibilities for dealing with local problems which might require action by the units of local government on a regional basis. In addition, a concerted effort will be made to support and strengthen local government chief executive management capability. Methods used to achieve this objective will focus on improving the chief executive's ability to establish goals, objectives and policies with alternate courses of action, allocating resources effectively, evaluating programs for achieving objectives, devising methods of obtaining effective public participation in policy decisions and assessing program performance.

Section 2. GENERAL PURPOSE AND DUTIES. The Corporation shall have the purpose and duty to make studies, maps, plans, recommendations, and reports concerning the physical, environmental, social, economic and governmental characteristics and other aspects which affect the development and welfare of the area as a whole.

Specifically, the duties of the Corporation shall include, but not be limited to:

1. Preparing the plans, including studies, maps, recommendations and reports on:
 - (a) Regional goals, objectives, opportunities, needs and standards; including priorities and policies to realize such goals and objectives;
 - (b) Economic and social condition;
 - (c) The general pattern and intensity of land use and open space;
 - (d) The general land, water, and air transportation system, and utility and communication network;
 - (e) The impact of planned improvements upon the environment; and
 - (f) Long-range programming and financing of capital projects and facilities.
2. The coordination of research with other government agencies, educational institutions and private organizations to encourage local comprehensive planning programs for units of local government and to provide technical planning assistance.
3. This activity includes representing the metropolitan service area on membership committees on transportation matters concerning the transportation area as the state appointed Metropolitan Planning Organization (MPO). This assignment is pursuant to Section 112 of the Federal Aid Highway Act and Section 134, Title 23, U.S. code, and subsequent amendments through the Intermodal Surface Transportation Efficiency Act of 1991, as a prerequisite for Federal Highway and Transit assistance.

4. Contracting with and providing planning assistance to units of local governments, coordinating planning activities with adjacent areas and cooperating with the State and Federal governments in coordinating planning activities and programs in the area.
5. Reviewing, evaluating and making recommendations on proposed and amended comprehensive land use, open space, transportation, housing and public facilities plans, and projects and implementing measures of local units of government, making recommendations to achieve compatibility in the area.
6. Undertaking other studies, planning programming, conducting demonstration projects found necessary in the development of plans for the area and coordinating work and exercising all other powers necessary and proper for discharging its duties.

Section 3. **LIMITATIONS.** The Corporation shall not carry on any other activities not permitted to be carried on by political subdivisions of the State of Louisiana. The Corporation may attempt to influence legislation that affects the general purpose and duties listed herein. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation in a personal capacity. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the local government units represented on the Board of Directors on a pro rata basis.

ARTICLE IV CORPORATION WITHOUT MEMBERS

Section 1. **NORTHWEST LOUISIANA COUNCIL OF GOVERNMENTS.** The Corporation shall be a non-stock corporation. Pursuant to La. Rev. Stat. Ann. § 12:217, the Board of Directors shall for all intents and purposes be taken to be the members of the Corporation, and shall exercise all the rights and powers of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. **GENERAL POWERS.** Subject to any limitations of the articles of incorporation, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as the "Board of Directors" or the "Board"). The Board may delegate the management of the Corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. **SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board of Directors, all corporate agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require them security for faithful service.
2. Change the principal office or the principal business office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside Louisiana; and designate a place in or outside Louisiana for holding any meeting of members.
3. Borrow money and incur indebtedness on the Corporation’s behalf and cause to be executed and delivered for the Corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
4. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 3. **DIRECTORS.** The number of directors shall be seven (7) persons. The following government officials or their designated representatives shall serve as standing directors: (i) The Mayor of the City of Bossier; (ii) The Mayor of the City of Shreveport; (iii) The President of the Bossier Parish Police Jury; and (iv) The President of the Caddo Parish Commission or its designee. The three (3) remaining directors shall be at-large directors selected by the standing directors from local government units in the metropolitan planning area who are not represented. Should any government official decline to serve as a director of the Corporation, that official may appoint another person to represent that governmental unit on the Board for a one (1) year term that may be renewed.

The initial Board of Directors shall be as follows:

<u>GOVERNMENTAL OFFICIAL</u>	<u>NAME</u>	<u>TERM EXPIRES</u>
Mayor of the City of Bossier	Lorenz Walker	2017
Mayor of the City of Shreveport	Ollie S. Tyler	2018
The Administrator of the Bossier Parish Police Jury	William R. Altimus	2017

The President of the Caddo Parish Commission	Lyndon B. Johnson	2016
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Section 4. **STANDING DIRECTORS TERM.** Each elected standing director shall serve for the duration of time corresponding to the person’s term of qualifying elective office unless otherwise removed from office in accordance with these bylaws, and until a successor has been designated and/or elected. Each standing director who is not elected to office shall serve in perpetuity as long as he or she remains employed by the governmental unit. If a standing director declines to serve on the Board of Directors and appoints a representative to serve in that official’s place, the appointed person shall serve a one (1) year that may be renewed.

Section 5. **AT-LARGE DIRECTORS TERM.** Each at-large director shall serve a term equal to two (2) years, which may be renewed.

Section 6. **EVENTS CAUSING VACANCIES ON BOARD.** A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under Louisiana Nonprofit Corporation Law, under Chapter 2, Title 12 of the Louisiana Revised Statutes; (c) the removal of a standing director for cause; or (d) the increase of the authorized number of directors.

Section 7. **RESIGNATION OF DIRECTORS.** Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the Vice-Chairman or the Secretary of the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the governmental unit represented by the resigning director may appoint a successor to take office as of the date when the resignation becomes effective. The successor shall serve the time remaining on the term of the resigning director.

Section 8. **REMOVAL OF DIRECTORS.** Standing directors may only be removed by the Board of Directors with cause by an affirmative vote of the majority of the Board of Directors at a duly held meeting at which a quorum is present. The Board of Directors may remove an at-large director with or without cause by an affirmative vote of the majority of the Board of Directors at a duly held meeting at which a quorum is present.

Section 9. **VACANCIES FILLED BY GOVERNMENTAL UNIT REPRESENTED.** In the event of a vacancy on the Board of Directors, the respective government unit represented shall appoint a successor within thirty (30) days to fill the unexpired term. If the removed director is a standing director, he or she shall be replaced by the president or chairman of the governmental unit’s appropriating authority, who shall fill the unexpired term. If vacated, the office of Chairman will be appointed through a special election

to be carried out under the terms of these bylaws. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a special meeting, or (3) a sole remaining director.

Section 10. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any director's removal before his or her term of office expires.

Section 11. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board of Directors may designate that a meeting be held at any place within Louisiana or elsewhere that has been designated by resolution of the Board of Directors or in the notice of the meeting.

Section 12. ANNUAL AND GENERAL MEETINGS. General Membership meetings of the Board of Directors shall be held as necessary. The Board of Directors shall hold an annual meeting for the purposes of organization, election of officers, and transaction of other business. Notice of this meeting will be provided in accordance with these bylaws and all open meeting laws in the State of Louisiana.

Section 13. SPECIAL GENERAL MEETINGS. Special general meetings of the Board of Directors for any purposes or purposes may be called by the Secretary of the Board of Directors by a written notice of such special general meeting. Said written notice must be mailed to each member of the Board of Directors at least three (3) days before such meeting and in accordance with all open meeting laws in the State of Louisiana. Special general meetings for any such purpose or purposes may be called at the request of any director upon complying with these same requirements.

Section 14. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the Vice-Chairman, the Secretary, or any two Directors but may only be conducted if two-thirds of the Board of Directors votes that a situation warranting a special or emergency meeting exists and the Board of Directors complies with all open meetings laws in the State of Louisiana.

Section 15. NOTICE OF MEETINGS. Regular meetings of the Board of Directors may be held without notice if conducted pursuant to these bylaws and in accordance with all open meeting laws in the State of Louisiana.

Section 16. QUORUM. A majority of the authorized number of directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board.

Section 17. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 18. COMPENSATION AND REIMBURSEMENT. Directors shall serve without compensation except that directors may receive such reimbursement of reasonable travel expenses, and such other expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 19. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

ARTICLE VI COMMITTEES AND COMMITTEE MEETINGS

Section 1. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board of Directors' actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 2. STANDING COMMITTEES. The Standing Committees of the Corporation shall be the Metropolitan Planning Organization Transportation Policy Committee, the ReGIS Policy Committee, and the Technical Coordinating Committee. The Board of Directors may create additional standing committees as needed.

Section 3. METROPOLITAN PLANNING ORGANIZATION TRANSPORTATION POLICY COMMITTEE. There shall be a standing committee of the Council for matters dealing with transportation issues. The Transportation Policy Committee shall act as the decision making body for all Metropolitan Planning Organization matters. The Board of Directors will establish the membership of the Transportation Policy Committee and appoint the members by resolution. A quorum of the Transportation Policy Committee shall consist of a simple majority of the members.

Section 4. ReGIS POLICY COMMITTEE. There shall be a standing committee of the Corporation for matters dealing with Geographic Information Systems issues for the ReGIS Project. The ReGIS Policy Committee shall act as the decision making body for all ReGIS Project matters. . The Board of Directors will establish the membership of the ReGIS Policy Committee and appoint the members by resolution. A quorum of the ReGIS Policy Committee shall consist of representation by all members.

Section 5. TECHNICAL COORDINATING COMMITTEE. There shall be an advisory committee of the Corporation for all technical matters under consideration by the staff or as directed by the Corporation or its committees. The Technical Coordinating Committee shall serve as a steering committee for all transportation planning studies. The committee may have a maximum of twenty nine (29) members. The Board of Directors will establish the

membership of the Technical Coordinating Committee and appoint the members by resolution. A quorum will be attained when seven (7) votes are represented at a meeting. In the case of a tie vote, the Corporation's Executive Director shall also have one (1) vote. In the case that either the City of Bossier City or the City of Shreveport has no representation present, all business will be postponed to the next regularly scheduled meeting but for no longer than one meeting. Alternates must be approved by the Technical Coordinating Committee and registered with the Corporation's office prior to voting at a meeting.

ARTICLE VII OFFICERS OF THE CORPORATION

Section 1. **OFFICES HELD.** The officers of this Corporation shall be a Chairman, Vice-Chairman, and a Secretary. The Chairman and Vice-Chairman shall be filed by members of the Board of Directors only. The office of Secretary may be filed by a person not a member of the Board of Directors.

Section 2. **DUPLICATION OF OFFICE HOLDERS.** Any two offices may be held by the same person, but no one person can hold all three offices.

Section 3. **ELECTION OF OFFICERS.** The officers of this Corporation shall be elected at a regular meeting in June or July of each calendar year. Officers will serve one (1) year terms from July 1 to June 30.

Section 4. **APPOINTMENT OF OTHER OFFICERS.** The Board of Directors may appoint and authorize the Chairman of the Board, Vice-Chairman, or another officer to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. **REMOVAL OF OFFICERS.** Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. **RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 7. **VACANCIES IN OFFICE.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors, shall appoint committees as the Corporation deems necessary and shall appoint such committees as the chairman shall see fit. The Chairman shall see that all orders and resolutions of the Board of Directors are carried out and shall have the power to execute all contracts entered into by this Corporation. The Chairman shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. VICE-CHAIRMAN. The Vice-Chairman, in the absence of or disability of the Chairman, shall perform the duties and exercise the powers of the Chairman and shall perform such duties as the Board of Directors prescribes. When so acting, a Vice-Chairman shall have all powers of and be subject to all restrictions on the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board of Directors and committee meetings; and the number of members present or represented at members' meetings.

The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or by bylaws may require.

ARTICLE VIII CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1. CONTRACTS WITH DIRECTORS AND OFFICERS. No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous

arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

ARTICLE IX LOANS TO DIRECTORS AND OFFICERS

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE X INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described under Louisiana Nonprofit Corporation law, including persons formerly occupying any such positions, against all expenses, judgments, fines, paying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section.

ARTICLE XI INSURANCE

Section 1. **INSURANCE.** This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XII MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This Corporation shall maintain:

- (a) Adequate and correct books and records of account;

- (b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (c) Such reports and records as required by law.

ARTICLE XIII INSPECTION RIGHTS

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by Louisiana and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by Louisiana and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with Louisiana or federal law pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This Corporation shall keep at its principal Louisiana office the original or a copy of the article of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE XIV EMPLOYEES

Section 1. **EMPLOYEES.** The Corporation may retain such employees and agents as it shall deem necessary, who shall be employed for such terms, at such compensation and exercise such powers and perform such duties as shall be determined from time to time by the Corporation.

Section 2. **EXECUTIVE DIRECTOR.** The chief administrative employee of the Corporation shall be the Executive Director. The director shall be responsible for providing (1) advice and assistance to the Board of Directors and to all committees; (2) supervise all staff work; (3) coordination of the work of any consultants hired by this staff; and (4) such duties as the Board of Directors may from time to time prescribe.

**ARTICLE XV
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

Section 1. EXECUTION OF INSTRUMENTS. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by at least one of the three authorized signers designated by the Board as responsible for these functions. The Executive Director shall have authority to sign all correspondence, request for grant payments, certification papers and other administrative documents as prescribed by the Corporation.

Section 3. MAJOR EXPENDITURES AND DISBURSEMENTS. All expenditures, disbursements or commitments or contract for expenditures or disbursements in the amount of \$5,000 or less may be authorized by the Executive Director. All other expenditures shall be authorized by the Board of Directors.

Section 4. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. FUNDING SOURCES. The Board of Directors may accept on behalf of the Corporation any contribution, fund, grant, gift, loan and service from the government of the United States or from the State of Louisiana or any department or agency or subdivision or instrument of either governmental unit or other entity including private or civic sources and may expend such funds, grants, gifts, loans equipment, excess Government properties or services in accordance with the regulation set forth in these bylaws and for charitable or public purposes of this Corporation.

**ARTICLE XVI
FINANCES**

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th, of each year. Those programs with a Fiscal Year beginning date other than July 1 will be handled on an individual basis. Proposed budgets for Corporation shall be available for review by the Board of Directors no later than April 30th of each year.

Section 2. AUDIT. The books of the Corporation shall be audited by an auditor who is approved for state and federal audits by the Louisiana Legislative Auditor and the audit

report for each preceding Fiscal year shall be made available to the members of the Board of Directors upon written receipt of the approved audit.

ARTICLE XVII
BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present.