

ARTICLE III
BOARD OF DIRECTORS

Section 3.1: General Powers.

There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 3.2: Number and Qualifications.

The Board of Directors of the Corporation shall be composed of 15 individuals. In order to be eligible to serve as a member of the Board of Directors, the individual must be 21 years of age and a domiciliary and full time resident of the City of Natchitoches, Louisiana. No person who has been convicted of a felony under the laws of any state shall be eligible to serve as a member of the Board of Directors.

Section 3.3: Election and Term of Office.

The term of office for all directors shall be for three (3) years.

An election shall be taken to replace the directors (hereinafter the "Current Board of Directors") sitting in office at the time the Tenth Judicial District Court for the Parish of Natchitoches, Louisiana authorizes the amended-by-laws for the Corporation. The first election for the fifteen (15) new Board of Directors (hereinafter the "Reorganized Board of Directors") shall take place at a time and place decided upon by the Current Board of Directors, but in no event later than January 1, 2015. At the time of his or her election, each director shall be assigned to Class A, Class B, or Class C, and an effort shall be made to keep each class of directors approximately equal size. Each director shall hold office for a term of three (3) calendar years, except that for the Reorganized Board of Directors elected in 2014:

- (a) Directors in Class A shall have their term expire in 2015 (and every three years thereafter);
- (b) Directors in Class B shall have their term expire in 2016 (and every three years thereafter);
- (c) Directors in Class C shall have their term expire in 2017 (and every three years thereafter);

A director may succeed himself, but for only one consecutive term. After serving two consecutive terms, a director must vacate his position for at least one (1) year before seeking re-election to another term. Initial directors serving less than a full three-year term as their initial term (i.e. directors who draw a one year term or two year term), shall be considered to have served a full three-year term for purposes of the limits on more than two consecutive terms.

Any existing director (also referred to as a Current Board of Director) holding office as of the date of the 2014 elections will be deemed to have served one term.

Section 3.4: Reorganized Board of Directors.

The Reorganized Board of Directors shall be elected by the Current Board of Directors, but specifically by the following individuals: (1) Sylvia Morrow; (2) Kelvin Porter; (3) Rev. Leo J. Walker; (4) Gwendolyn Williams; (5) Reverend James Lott; (6) Vincent Cofield; (7) Gracie Roberson; (8) Izeola Charles; (9) Ruth LaCaze; (10) John LaCaze; (11) Catherine Hoover; (12) Shaniqua Hoover; (13) Estelle McGill; (14) Diane Jones; (15) Billye D. Johnson; (16) Theresa Vallien; (17) Ophelia Dumars; (18) Hattie Anderson; (19) Edward Ward, Jr.; (20) Oswald Taylor; (21) Sarah W. LaCaze; (22) Eliza Jones; (23) Terence Vinson; and (24) Mildred Joseph. The Chairman of the Current Board of Directors will draw lots to determine whether each new member of the Board of Directors falls into Class A, Class B or Class C.

Section 3.5: Nomination and Election Process.

Nominations to add new directors, subject to Section 3.2 may be submitted at the Annual Meeting of the Board of Directors. Nominations may be made to the Governance Committee at least fifteen (15) days prior to the Annual Meeting by any community based civic organization or community interest located within the City of Natchitoches, including, but not limited to any of the following:

- (a) Any churches located within the City of Natchitoches;
- (b) Any graduate level sorority and fraternity located within the City of Natchitoches;
- (c) Any Masonic or similar group located within the City of Natchitoches;
- (d) Any civic organization located within the City of Natchitoches; and
- (e) Any other community interest based within the City of Natchitoches.

Nominations to replace the Current Board of Directors may be sent to the Chair of the Board, the Vice-Chair, the Secretary or to the Treasurer at least fifteen (15) days prior to the election.

Section 3.6: Resignations.

- (a) Any director may resign at any time by giving written notice to the Board of Directors, the Chair of the Board of Directors or the Secretary of the Corporation.
- (b) A director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

The above Amended and Restated Bylaws of the NATCHITOCHEES COMMUNITY
IMPROVEMENT FOUNDATION, INC. are hereby approved and enacted by the 10th Judicial
District Court in and for Natchitoches Parish, Louisiana on the 15th day of December, 2014.



JUDGE ERIC R. HARRINGTON
10TH JUDICIAL DISTRICT COURT