AMENDMENT OF BYLAWS
OF
BATON ROUGE CHAPTER OF THE FEDERAL BAR ASSOCIATION, INC.

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 19th day of July 2024, the undersigned officers of the Baton Rouge Chapter of the Federal Bar Association, Inc., being a majority of the governing board of the chapter, declared as follows:

WHEREAS the Baton Rouge Chapter of the Federal Bar Association, Inc. (the "Chapter") was originally formed on May 15, 1969, as a nonprofit corporation under the Louisiana Business Corporations Law;

WHEREAS the Chapter applied for and was granted tax-exempt status by the United States Internal Revenue Service; and

WHEREAS, in order to reinstate and maintain tax-exempt status and comply with those post-1969 requirements imposed by the United States Internal Revenue Service on non-profit corporations seeking tax-exempt status, the Chapter, through its duly authorized officers and members, resolved to amend and restate its Articles of Incorporation and amend its bylaws;

WHEREAS, written notice of the special meeting held on June 26, 2024, was given to all members more than 30 days prior to the meeting by (a) placing written notice in the U.S. Mail, First Class, postage prepaid; (b) by electronic mail; and (c) by advertising the meeting in the daily paper for the parish, with said notice describing the proposed amendments and including a copy of the proposed amendments;

WHEREAS, the attendance at the special meeting was sufficient to comply with the requirements of La. R.S. §12:237(E) for the amendment of the Articles of Incorporation but not sufficient to establish a quorum for the amendment of the bylaws;

WHEREAS, the amendment to the Articles of Incorporation allows a majority of the Governing Board to amend the Bylaws; and

WHEREAS, a majority of the Governing Board has voted to approve the amendment of the bylaws as follows:

Section 1B, Appointed Officers, is amended to add as an officer of the Chapter a Young Lawyer Division Liaison.

Section 3(o) is added as follows:

"(o) Young Lawyer Division Liaison. The role of the Young Lawyer Division Liaison is to promote membership in the Chapter to lawyers under the age of 40 and to serve as the point-

of-contact for the chapter with Association Headquarters and the Board for activities for young lawyers."

Article IX is amended and restated as follows:

"These By-Laws may be altered, amended or repealed and new By-Laws adopted by a majority of the Governing Board of the Chapter at a regular meeting if a quorum is present or at a special meeting if a quorum is present and ten days' prior written notice of the purpose has been given to all members of the Governing Board."

Article X is added as follows:

"Conflict of Interest Policy. The Governing Board seeks to avoid the appearance of impropriety, as even potential conflicts of interest can be damaging to the reputations of the Governing Board and the Chapter. Therefore, all potential conflicts of interest must be treated with due care and disclosed according to the procedures outlined herein. The Interested Member or Director will not participate in the discussion of, the vote on, or the transaction or arrangement involving the conflict of interest."

Article XI is added as follows:

"The Chapter is committed to equal employment, membership and volunteer opportunity without regard to age, race, color, religion, sex or national origin."

Sharon Starkey Whitlow, President

Tara Johnston

Tara Johnston, President Elect

Edward H. Warner

Edward Warner, Vice President

Patrick Hunt

Patrick Hunt, Treasurer

Justin A. Jack

Justin Jack, Secretary

Chris Dippel, Recruiting Membership Chair