BY-LAWS
SHREVEPORT-CADDO ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I - GENERAL

SECTION 1. Name. This organization shall be known as the SHREVEPORT-CADDO ECONOMIC DEVELOMENT AUTHORITY, Inc.

SECTION 2. Object. The object for which this organization is formed is to promote the economic and industrial welfare of the City of Shreveport and Caddo Parish, Louisiana.

SECTION 3. Limitations of Methods. This organization shall be a not-for-profit corporation (under the appropriate code the Internal Revenue Service), non-partisan, non-political and non-sectarian.

SECTION 4. Dissolution. The Board of Directors shall use the corporation's funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall inure or be distributed to the members of the Board on its dissolution. Any funds remaining shall be returned to the contributing entities in a ratio reflective of their contribution.

ARTICLE II - MEMBERSHIP

SECTION 1. General. The corporation is to be organized on a non-stock basis with a single class of membership. To be eligible for membership in the corporation, one must contribute an amount to be decided jointly by the members of the corporation.

The membership of this corporation shall principally and at all times be composed of representative governments of the City of Shreveport and Parish of Caddo, the Committee of 100 (a private not for profit philanthropic corporation) and may also include people and or corporations doing business in its area of operation who make financial contributions to the organization.

The Shreveport-Caddo Economic Development Authority, Inc. (SCEDA) will have a conflict of interest policy that protects the interest of SCEDA, its Board of Directors, officers, and employees. The policy will supplement but not replace applicable state and federal laws governing conflict of interest relative to nonprofit organizations.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. General. The corporation powers and management of this corporation shall be vested in and exercised by a board of directors. The City of Shreveport board of directors shall be appointed by the Mayor of the City of Shreveport and confirmed by City Council, who shall appoint five voting members, the Caddo Parish Commission, who shall appoint fife voting members, and the Shreveport-Bossier Committee of 100, Inc., who shall appoint one member. The corporate powers and management of this corporation shall be vested in and exercised by a Board of Directors.

The board of directors shall be comprised of eleven members, five of which will be appointed by Caddo Parish via its Commission, five of which will be appointed by the Mayor of Shreveport and confirmed by the Shreveport City Council, and one to be appointed by the Committee of 100 of Shreveport-Bossier, Inc. The three entities shall be required to appoint board members in a timely manner so that members rotating out, or members who may resign (or asked to resign) for any reason, are replaced promptly.

The board of directors shall be elected to four year staggered terms, with no more than three directors' terms to expire in a single year. To maintain that requirement, the initial board shall be appointed as follows:

Terms of Initial Parish Appointments	Terms of Initial City Appointments
Director #1: 1 year	Director #1: 1 year
Director #2: 2 years	Director #2: 2 years
Director #3: 2 years	Director #3: 3 years
Director #4: 3 years	Director #4: 3 years
Director #5: 4 years	Director # 5: 4 years

The initial director appointee of the Committee of 100 shall serve a term of four years. Board of director terms expire on December 31 of the calendar year, at which time directors will no longer serve unless re-appointed.

Elections shall be held annually at a general meeting of the membership, to be held at the registered office of the corporation or any such other places within the State of Louisiana which may be provided in the bylaws. Board members shall be limited to two (2) consecutive terms of up to four (4) years.

The majority of the Board of Directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those represented may adjourn the meeting from time to time, but may not transact any business until a quorum is secured. A quorum being present, the affirmative vote of the majority of directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter, and amend such by -laws, rules and regulations for the government of the affairs of this corporation as it may deem proper within the boundaries of two separate but identical cooperative endeavor agreements, one with Caddo Parish and the other with the City of Shreveport. Special meetings of the members of this corporation may be called at such time and place as determined by the Board of Directors or by the President.

Officers of the board will be elected by a majority vote of board members and will serve a one (1) year term.

SECTION 2. Meetings. The Board shall hold monthly meetings and may call special meetings at such time or place as determined by the Board of Directors or by the Chairman.

SECTION 3. Powers. The Board of Directors shall have the power to make, alter and amend such By-Laws, Rules and Regulations for the governance of the affairs of this corporation as it may deem proper.

SECTION 4. Vacancies. In the event of death, resignation or otherwise, of any Director who was elected from the membership of this corporation shall be replaced by appointment by the entity whom was granted authority for appointment of that director, for the unexpired term only.

SECTION 5. Quorum. The majority of the Board of Directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any business until a quorum is present. A quorum being present, the affirmative vote of the majority of Directors present shall be necessary to decide any questions.

SECTION 6. Attendance. The Board of Directors shall be required to attend a minimum of three-fourths (75%) of the meetings, either regularly scheduled or called, of the corporation. If any board member falls below this requirement, the applicable appointing authority may declare that board member's position vacant and appoint a successor.

ARTICLE IV - OFFICERS AND DUTIES

SECTION 1. Chairman. The Chairman shall preside at all meetings of the membership, and of the Board of Directors. He shall perform all the duties incident to the office, be an ex-officio member of all committees, and may call special meetings of the Board of Directors or the membership. He may refer communications and other matters submitted to him to the proper committee which he may designate, or to the Board of Directors. He shall be elected by the Board of Directors at a meeting to be held during the month of the anniversary of the formation of the corporation each year.

SECTION 2. First Vice Chairman. The First Vice Chairman shall perform the duties of the Chairman the absence of the Chairman. He shall be elected by the Board of Directors at a meeting to be held during the month of the anniversary of the formation of the corporation each year. He shall also serve as Chairman of Special Committees appointed by the Board.

SECTION 3. Second Vice Chairman. The Second Vice Chairman shall be Chairman of the Existing Industry Committee and Chairman of the Special Projects Committee. He shall be elected by the Board of Directors at a meeting to be held during the month of the anniversary of the formation of

the corporation each year.

SECTION 4. Secretary-Treasurer. The Secretary-Treasurer shall at all times be subject to supervision by the Board of Directors. He shall perform such duties as may be determined by the Board. He shall receive all funds of the organization and deposit them in a bank or banks designated by the Board of Directors. All checks on the funds of the Board shall be signed by the Executive Director. He shall be placed under bond in the amount to be determined by the Board of Directors. He shall submit a written report of the receipts and expenditures to the Board of Directors at each regular meeting. On the direction of the Board of Directors he shall submit to the Board or Certified Public Accountants all accounting of books, warrants, vouchers and papers of the Board of an audit. He shall be responsible to the Board of Directors for the proper conduct of all the work of the persons employed by the Board. He shall conduct the official correspondence, preserve all books, documents and communications, maintain an accurate record of the proceedings of the Board and all its committees. He shall keep all other necessary records and in general so manage the affairs of SCEDA as to promote the objects for which it was organized.

SECTION 5. Executive Director. The Executive Director shall conduct the day-to-day operations of SCEDA, subject to the approval of the Board of Directors, City of Shreveport, and Caddo Parish of a yearly mission and scope of work. The Executive Director shall have authority and responsibility for all staff of the Corporation, and shall be empowered to hire or dismiss employees for justifiable cause within the boundaries of the Corporation's budget and scope of work. He shall be responsible for all actions of the Corporation and any other entity over which the Corporation may exercise controlling interest.

ARTICLE V – REQUIRED MEETINGS

SECTION 1. Meetings. There shall be at least twelve regular meetings of the board during each fiscal year, at such time and day as the Board of Directors may determine. These meetings will be held in a specific place and time to be determined jointly by the board. Special meetings may be ordered by the Board of Directors or called by the Chairman, provided a five day notice is given to all members in writing prior to the meeting.

ARTICLE VI- FINANCIAL

SECTION 1. Audits. The Chairman shall, with the approval of the Board of Directors, appoint a certified public accountant (CPA) to examine the books and accounts of the organization and submit reports to the Board. The Board of Directors shall submit to the City of Shreveport and Caddo Parish, no later than six (6) months from the close of the preceding fiscal year, audited financial statement of the organization for the preceding fiscal year according to Generally Accepted Accounting Principles (GAAP). The corporation's fiscal year shall be the calendar year.

ARTICLE VII – AMENDMENTS TO THESE BY-LAWS

SECTION 1. These by-laws may be amended or altered by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors. Any proposed amendment to these by-laws shall be presented to a meeting of the Board of Directors and shall lay over for final approval or disapproval until the next regular or special called meeting of the Board. No amendment to these by-laws shall be inconsistent with the corporation's articles of incorporation.

ARTICLE VIII – PARLIAMENTARY RULES

SECTION 1. All proceedings of the corporation and its Board of Directors shall be governed according to Roberts' Rules of Order.