

BYLAWS/CONSTITUTION OF FERRIDAY DOWNTOWN ENTERTAINMENT DISTRICT

ARTICLE I – ORGANIZATION AND PURPOSE

Ferriday Downtown Entertainment District; creation; purpose; Territorial jurisdiction. Ferriday Downtown Entertainment District referred to in this Part as the "entertainment district", is hereby constituted and is declared to be a body politic and political subdivision of the state of Louisiana, as defined in Article VI, Section of the Constitution of Louisiana.

The boundaries of the district shall include the area within the following perimeter: Texas Avenue, EE Wallace Blvd, Mickey Gilley Ave, First Street.

The Entertainment district shall have and exercise all powers of a political subdivision necessary or convenient for the carrying out of its objects and purposes, including but not limited to rights and powers set out in this Section:

- (1) To sue and be sued.
- (2) To adopt, use, and alter at will a corporate seal.
- (3) To acquire by gift, grant, or purchase, but not by expropriation, all property, including rights-of-way, and to hold and use any franchise or property, immovable, movable, corporeal or incorporeal, or any interest therein, necessary or desirable for carrying out the objects and purposes of the district, including but not limited to the establishment, maintenance, and operation of a board office and research facility.
- (4) To enter into contracts for the purchase, acquisition, construction, and improvement of works and facilities.
- (5) In its own name and on its own behalf, to incur debt and to issue general obligation bonds, revenue bonds, certificates, notes, and other evidence of indebtedness.
- (6) To regulate the imposition of fees and rentals charged by the district for its facilities and services rendered by it.
- (7) To borrow money and pledge all or part of its revenues, leases, rents, or other advantages as security for such loans.
- (8) To appoint officers, agents, and employees, prescribe their duties, and fix their compensation.
- (9) To seek, apply for, or receive any donations, financial assistance, or monies by way of public or private grants or investors.

The district shall not be deemed to be an instrumentality of the state for purposes of Article X, Section 1(A) of the Constitution of Louisiana. §344. Obligations of the district

The district shall have authority to incur debt for any one or more of its lawful purposes set forth in this Part, to issue in its name negotiable bonds, notes, certificates of indebtedness, or other evidence of debt, and to provide for the security and payment thereof.

(1) The district may in its own name and behalf borrow from time to time in the form of certificates of indebtedness. The certificates shall be secured by the dedication and pledge of monies of the district derived from any lawful sources, including fees, lease rentals, service charges, local service agreement payments from one or more other contracting parties, or any combination of such sources of income, provided that the term of such certificates shall not exceed ten years and the annual debt service on the amount borrowed shall not exceed the anticipated revenues to be dedicated and pledged to the payment of the certificates of indebtedness, as shall be estimated by the board of the district at the time of the adoption of the resolution authorizing the issuance of such certificates. The estimate of the board referred to in the authorizing resolution shall be conclusive for all purposes of this Section.

(2) The board, as the governing authority of the district, is authorized to adopt all necessary resolutions or ordinances which may be necessary for ordering, holding, canvassing, and promulgating the returns of any election required for the issuance of general obligation bonds, which resolutions or ordinances may include covenants for the security and payment of any bonds or other evidence of debt so issued.

(3) For a period of thirty days from the date of publication of any resolution or ordinance authorizing the issuance of any bonds, certificates of indebtedness, notes, or other evidence of debt of the district, any interested person may contest the legality of such resolution or ordinance and the validity of such bonds, certificates of indebtedness, notes, or other evidence of debt issued or proposed to be issued thereunder and the security of their payment, after which time no one shall have any cause of action to contest the legality of the resolution or ordinance or to draw into question the legality of the bonds, certificates of indebtedness, notes, or other evidence of debt, the security therefor, or the debts represented thereby for any cause whatever, and it shall be conclusively presumed that every legal requirement has been complied with, and no court shall have authority to inquire into such matters after the lapse of thirty days.

(4) The issuance and sale of such bonds, certificates of indebtedness, notes, or other evidence of debt by the district shall be subject to approval by the State Bond Commission.

Such bonds, certificates of indebtedness, notes, or other evidence of debt shall have all the qualities of negotiable instruments under the commercial laws of the state of Louisiana.

§345. Securities

Bonds, certificates, or other evidence of indebtedness issued by the district under this Part are deemed to be securities of public entities within the meaning of Chapters 13 and 13-A of Title 39 of the Louisiana Revised Statutes of 1950, and shall be subject to defeasance in accordance with the provisions of Chapter 14 of Title 39 of the Louisiana Revised Statutes of 1950, and may be refunded in accordance with the provisions of Chapters 14-A and 15 of Title 39 of the Louisiana

Revised Statutes of 1950, and may also be issued as short-term revenue notes of a public entity under Chapter 15-A of Title 39 of the Louisiana Revised Statutes of 1950.

§346. Exemption from taxation

The district and all properties at any time owned by the district and the income therefrom and all bonds, certificates, and other evidence of indebtedness issued by the district under this Part and the interest or income therefrom shall be exempt from all taxation by the state of Louisiana.

§347. General compliances; enhancement

A. No provision of this Part shall be construed to exempt the district from compliance with the provisions of Louisiana laws pertaining to open meetings, public records, fiscal agents, official journals, dual office holding and employment, public bidding for the purchase of supplies and materials and construction of public works, the Code of Governmental Ethics, the Right to Property in Article I, Section 4 of the Constitution of Louisiana, and the Louisiana Election Code.

B. The district shall have the power and right to adopt a program or programs awarding contracts to, and establishing set-aside goals and preference procedures for the benefit of, businesses owned and operated by socially or economically disadvantaged persons in accordance with any of the provisions of R.S. 38:2233 and of Chapter 19 of Title 39 of the Louisiana Revised Statutes of 1950, entitled "Louisiana Minority and Women's Business Enterprise Act".

C. The financial records of the district shall be audited pursuant to R.S. 24:513.

ARTICLE II - OFFICES

The registered office of the Entertainment District shall be located in the town of Ferriday, in the State of Louisiana.

ARTICLE III - MEETING OF BOARD OF COMMISSIONERS

QUARTERLY MEETINGS:

Quarterly meetings of the Board of Commissioners shall be held the 3rd Thursday in January, April, July and October of each year at such date, time, and location as shall be determined, from time to time, by the Chairperson.

NOTICE OF SPECIAL MEETINGS:

Special meetings of the Board of Commissioners may be called by any officer and shall be held at such date, time, and location as shall be determined, from time to time, by the officer calling said meeting with at least (7) seven day notice.

PLACE OF MEETINGS:

Meetings of Board of Commissioners shall be held at the registered office of the Organization, or at such other places, within the town of Ferriday as the Directors may from time to time fix.

NOTICE OF REGULAR MEETINGS:

Written or printed notice of each meeting of Board of Commissioners, whether annual or special, signed by the President, Vice President, Treasurer/Secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called shall be served either personally, by mail or by electronic communication including, but not limited to, electronic mail by or at the direction of the President, the Secretary, or the officer or the person calling the meeting, within 30 days. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the Commissioner as it appears on the share transfer records of the District or to the current address, which a Commissioner has provided to the organization via written notice.

QUORUM:

A quorum of 4 of 7 voting members shall be present at all meetings of Board of Commissioners of the Entertainment District, if a member is not present to vote on a matter, the member may submit their proxy with another member but proxy does not count as quorum.

The subsequent withdrawal of any Commissioner from the meeting, after the commencement of a meeting, or the refusal of any Commissioner represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any meeting the Commissioners present may adjourn the meeting.

VOTING AND ACTING:

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any action, the affirmative vote of the majority of Commissioners entitled to vote on that matter and represented either in person or by proxy at a meeting of Commissioners at which a quorum is present, shall be the act of the Board of Commissioners of the Ferriday Downtown Entertainment District.

Where appropriate communication facilities are reasonably available, any or all Commissioners shall have the right to participate in any Board of Commissioners meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

PROXIES:

Each Commissioners entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the Commissioner himself, his/her authorized officer or by causing the signature of the Commissioner to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or email. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the Commissioner, or a photographic, photo static, or facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the Commissioner. If it is determined that the telegram, cablegram or other electronic transmission is valid, the Secretary will count the votes of Commissioners and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the District

**ARTICLE IV - BOARD OF COMMISSIONERS/DISTRICT
DIRECTOR**

TERM, ELECTION AND POWERS:

Pursuant to Article VI, Sections 19 and 21 of the Constitution of Louisiana, the district, acting through its board of commissioners, the governing authority of the district, is hereby granted all

of the rights, powers, privileges, and immunities granted to or authorized for political subdivisions for industrial, commercial, research, and economic development.

(A) The district shall be governed by a board of commissioners, consisting of seven members as follows:

- (1) The Secretary of State appoints (1) designee
- (2) The Mayor of Ferriday appoints (4) four designees
- (3) The CEO of Concordia Bank & Trust appoints (1) designee
- (4) The CEO of Delta Bank appoints (1) designee

B. Designees appointed by an elected member shall serve during their tenure in the offices and members of non-elected members shall serve a four-year term.

C. Any vacancy in the membership of the board, occurring by reason of death, resignation, or otherwise, shall be filled by the interim or acting person who assumes the duties of the person who held the now-vacant seat until a new appointment can be made.

D. Members of the board shall serve without compensation. The board may reimburse any member for expenses actually incurred in the performance of his duties pursuant to this Part.

E. Members of the board individually and members of their immediate families are prohibited from bidding on or entering into any contract, subcontract, or other transaction that is under the supervision or jurisdiction of the district.

F. The board shall elect from among its own members a chairman, vice chairman, and secretary/treasurer, whose duties shall be those usual to such offices. At the option of the board, the offices of secretary and treasurer may be held by one person.

G. The board shall meet in regular session on the third Thursday at the beginning of each quarter of a calendar year and shall also meet in special session as often as the chairman of the board convenes the board. A majority of the voting members of the board shall constitute a quorum.

H. The board shall prescribe rules to govern its meetings, may draft, amend and implement bylaws to control and implement the activities of the board, and shall maintain suitable offices in the district.

I. The board shall vote to hire employees or contractors appointed or selected by the Chairperson to manage the day-to-day operations of the district.

J. The board shall establish the duties and responsibilities and the salary and benefits for employees.

CHAIRPERSON:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Commissioners. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his/her absence, any other director chosen by the Board of Commissioners shall preside.

QUORUM AND ADJOURNMENTS:

At all meetings of the Board of Commissioners, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws.

A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Commissioners who were present at the adjourned meeting.

VACANCIES:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal, or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose, except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

Unless otherwise provided for by law, the Articles of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

ARTICLE V - OFFICERS

DESIGNATION OF OFFICERS:

Chairman of the Board – The Chairman of the Board shall preside at the meetings of the Board of Commissioners and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The Chairperson shall be the chief executive officer of the Board of Commissioners and shall have active knowledge of all management of the business of the District. He or she shall sign all checks, contracts and agreements on behalf of the Board.

The Chairperson shall appoint the staff with the approval of the Board of Commissioners

The Chairperson shall call special meetings and promulgate the agenda for all meetings

The Chairperson can appoint special committees and project advisory boards.

The Chairperson may appoint special roles to the Vice Chair

Vice Chair- The Vice Chair shall serve in the role of Chairman at meetings in the absence of the Chairman

The Vice Chair shall be active chair if the Chair resigns or is terminated until an election is held at the next quarterly meeting when the Board of Commissioners will determine the new Chairman

The Vice Chair will have special duties giving by the Chairperson.

Secretary/Treasurer – The Secretary shall act under the direction of the Chairperson and shall have custody of and maintain all district records except the financial records. He or she shall authenticate all non-financial records and documents of the district. Subject to the direction of the Chair person he or she shall attend all meetings of the Board of Commissioners, maintain minutes and submit a copy to the records. He or she shall give notice of all quarterly, special and annual meetings of the Board of Commissioners, and shall perform such other duties as may be prescribed by the Chairperson or the Board of Directors.

– The Treasurer shall act under the direction of the Chairperson. Subject to the direction of the Chairperson, he or she shall have custody of the District funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the District. He or she shall deposit all monies and other valuable effects in the name and to the credit of the District in such depositories as may be designated by the Board of Commissioners. He or she shall disburse the funds of the District as may be ordered by the President of the Board of Commissioners, taking proper vouchers for such disbursements, and shall render to the President and the Board of Commissioners, at its regular meetings, or when the Board of Commissioners so requires, an

account of all transactions as the Treasurer and of the financial condition of the District. The Treasurer will work closely with the Certified Public Accountant of the district.

RESIGNATION:

Any officer may resign at any time by giving written notice of such resignation to the District.

ARTICLES VI - BOOKS AND RECORDS

BOOKS AND RECORDS:

The district shall keep as permanent records the minutes of all meetings and Board of Commissioners; a record of all actions taken by the Commissioners. The District shall also continuously maintain accurate accounting records. Furthermore, the District shall maintain the following:

- A record of its Board of Commissioners in a form that permits preparation of a list of the names and addresses of all members in alphabetical order
- The District's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- The District's Bylaws or Restated Bylaws and all amendments thereto currently in effect;
- Resolutions adopted by the Board of Commissioners
- The minutes of all Board of Commissioners' meetings and records of all actions taken by members, including the financial statements furnished to Commissioners as may be required under Louisiana law;
- A list of the names and business street addresses of all stakeholders in contract, subcontract or in agreements with district
- A copy of the above named District's most recent annual report

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

INSURANCE FOR INDEMNIFICATION:

The Board of Commissioners may direct the district to purchase and maintain insurance on behalf of any person who is or was a commissioner, director or officer of the district. Or on behalf of any

person who is or was serving at the request of the District as a director or officer of the District, or is or was serving at the request of the District as a director or officer of another organization, or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the district would have the power to indemnify such person.

AMENDMENT:

The Board of Commissioners may from time to time adopt further Bylaws and Amend bylaws with $\frac{3}{4}$ Majority Vote

ARTICLE X - FISCAL YEAR

The fiscal year of the District will end on December 31. Notwithstanding, the foregoing, the fiscal year shall be subject to change by the Board of Commissioners from time to time, subject to applicable law.

ARTICLE XI - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE XII - AMENDMENTS

All Bylaws of the District shall be subject to alteration or repeal, and new Bylaws may be made, by a $\frac{3}{4}$ majority vote of the Board of Commissioners at the time the Chairperson calls for a special meeting.

DIRECTORS:

The Board of Commissioners shall have power to make, adopt, alter, amend, and repeal, from time to time, Bylaws of the District.

APPROVED AND ADOPTED on October 17, 2024.

(Secretary Signature)