

**BY-LAWS OF
LOUISIANA IMMERSIVE TECHNOLOGIES ENTERPRISE COMMISSION**

**ARTICLE I
ORGANIZATIONAL STRUCTURE**

SECTION 1. The LOUISIANA IMMERSIVE TECHNOLOGIES ENTERPRISE COMMISSION (the "Commission") is a political subdivision of the State of Louisiana, created pursuant to La. R.S. 51:2101, 2102, and 2101(D). The Commission was created to develop, operate, and maintain the Louisiana Immersive Technologies Enterprise and to manage its services, equipment, programs, activities, and its facility, located at 537 Cajundome Boulevard, Lafayette, Louisiana 70506.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Appointment. There shall be seven (7) members of the LITE Commission. Each member shall be appointed as follows:

- (a) One member shall be appointed by the Secretary of the Louisiana Department of Economic Development.
- (b) Three members shall be appointed by the Chairman of the Board of the Lafayette Economic Development Authority.
- (c) Three members shall be appointed by the President of the University of Louisiana at Lafayette, or his designee.

These seven (7) members shall comprise the Board of Commissioners. Each Member/Commissioner shall be entitled to one (1) vote on all Commission matters.

SECTION 2. Staggered Terms. The initial members of the Commission shall serve staggered terms, coinciding with the fiscal year of the Commission, or until their successors are duly appointed.

- (a) The initial member appointed by the Secretary of the Louisiana Department of Economic Development shall serve a term of one (1) year. Thereafter, his successor shall serve a three (3) year term.
- (b) One of the members appointed by the Chairman of the Board of the Lafayette Economic Development Authority shall be designated by the Chairman to serve an initial term of two (2) years. Thereafter, his successor shall serve a three (3) year term. The other members appointed by the Chairman of the Board of the Lafayette Economic Development Authority shall be designated by the Chairman to serve a three (3) year term. Thereafter, their successors shall serve a three (3) year term.

- (c) One of the members appointed by the President of the University of Louisiana at Lafayette shall be designated by the President to serve an initial term of two (2) years. Thereafter, his successor shall serve a three (3) year term. The other members appointed by the President of the University of Louisiana at Lafayette shall be designated by the President to serve an initial term of three (3) years. Thereafter, the successors shall serve a three (3) year term.

SECTION 3. Vacancies. Any vacancy in membership shall be filled by the appointing authority and any person appointed to fill a vacancy shall serve for the remainder of the unexpired term. Each member shall serve until his or her successor has been appointed.

ARTICLE III BOARD OF COMMISSIONERS

SECTION 1. Powers. The powers of the Commission shall be vested in and the affairs of the Commission shall be administered by the Board of Commissioners.

SECTION 2. Members. Each Member of the Commission shall be a member of the Board of Commissioners.

SECTION 3. Meetings.

- (a) Regular meetings of the Board of Commissioners shall be held at the LITE Center, located at 537 Cajundome Boulevard, Lafayette, Louisiana 70506, at such a time as the Commissioners may designate.
- (b) Special meetings of the Board of Commissioners may be called by the Chairman or the Vice-Chairman on three (3) days notice to each Commissioner, either personally or by mail, email, or by telefax. Special meetings shall be called by the Chairman or the Secretary/Treasurer in like manner and on like notice on the written request of two (2) or more Commissioners.
- (c) Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
- (d) Except otherwise specifically provided herein, all meetings of the Board of Commissioners shall be governed by the last published revised edition of Robert's Rules of Order.
- (e) Minutes of meetings of the Board of Commissioners shall record official action taken upon motions or resolutions and may contain a summary or report of the action and pertinent discussions. In cases where the action is not by unanimous vote, the yeas, nays, and abstentions of the individual members shall be recorded upon the request of any member. Remarks, personal views, or vote explanation may be recorded upon request of that member. The minutes of the meetings become official when approved by the Board at a subsequent meeting.

- (f) Any Commissioner who misses two (2) consecutive regular meetings shall be notified of same in writing by LITE Staff prior to the next scheduled meeting. The term of any Commissioner who misses three (3) consecutive regular meetings of the Board, whether excused or unexcused, shall automatically be vacated effective immediately upon the adjournment of the third consecutive meeting. Additionally, the term of any Commissioner who misses more than four (4) regular meetings of the Board in a calendar year, whether excused or unexcused, shall automatically be vacated effective immediately upon the adjournment of the fourth meeting. In such event, the Chairman of the Board shall notify in writing the appointing authority or agency of the vacancy within ten days of the occurrence of the vacancy, which said notice shall request the appointing authority or agency to fill the vacancy at his, her or its earliest convenience.

SECTION 4. Committees. The Chairman, with the approval of the Board, may appoint committees of itself or others including an Executive Committee, Marketing Committee, Finance Committee, Facilities Committee, Operations/Procedures Committee, and any other committees, which he shall consider necessary and appropriate. Any committee action shall be subject to ratification or rejection by the full Board of Commissioners.

SECTION 5. Other Powers. In addition to the powers and authorities by these By-laws expressly conferred upon it, the Board of Commissioners may exercise all such powers of the Commission and do all such lawful acts and things as are not by statute or by these By-laws directed or required to be exercised or done by the Commission.

SECTION 6. Remuneration to Commissioners. Commissioners, as such, shall not receive any stated salary for their services.

ARTICLE IV OFFICERS

SECTION 1. Officers. The officers of the Commission shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer. The officers shall be elected by the Board of Commissioners at their first meeting, and shall serve until July 1, 2007, and thereafter for a term of one year, coinciding with the fiscal year of the Commission, or until their successors are duly elected. There shall be no limit on the number of terms an officer may serve.

SECTION 2. Vacancies. If the vacancy of an office occurs by death, resignation, or otherwise, the Board of Commissioners shall elect a successor to fill the vacant office, and the officer so elected shall hold the office until his or her successor is chosen and qualified.

SECTION 3. The Chairman. The Chairman shall preside at all meetings of the members and the Board of Commissioners shall discharge all of the duties which normally devolve upon a Chairman of the Board.

SECTION 4. The Chairman. The Chairman shall perform all duties normally associated with such office as well as those duties provided for in these By-laws or as the Board of Commissioners may prescribe. The Chairman shall prepare and distribute to the Board of Directors and to the Membership, as the case may be, at least one (1) day prior to each meeting, an agenda of items to come before such meeting, to the best of his knowledge.

SECTION 5. The Vice Chairman. The Vice Chairman's duties shall be to act in the capacity of Chairman when the Chairman is unable to act or the office of Chairman is vacant.

SECTION 6. The Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Membership and of the Board of Commissioners and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for a standing committees appointed by the Board of Commissioners, when so required. The Secretary/Treasurer shall give and serve all notices of the Commission, and shall perform such other duties as the By-laws may require or the Board of Commissioners may prescribe. The Secretary/Treasurer shall also have custody of all funds and disbursements of the Commission under the direction of the Board of Commissioners, and shall keep a record of all monies received and paid out, making a report of same to the Board of Commissioners at each regular meeting thereof, and whenever requested to do so.

ARTICLE V VOTING

SECTION 1. Quorum. No business shall be transacted by the Commission without a quorum, which shall consist of at least four (4) members of the Commission being present. 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 other business until a quorum is secured. The concurring vote of at least four (4) members of the Commission shall be necessary for the Commission to take action.

ARTICLE VI INDEMNITY

The Commission shall indemnify any person who is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action by or in the right of the Commission, by reason of the fact that he or she is or was a member or officer of the Commission, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if they acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Commission, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification hereunder, unless ordered by the court, shall be made by the Commission only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Commissioners by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding or (2) if such a quorum is not obtainable, and the Board of Commissioners so directs, by independent legal counsel, or (3) by the Members.

The indemnification of expenses provided hereunder shall not be deemed exclusive of any other rights to which the person indemnified of expenses shall be entitled, whether in these By-laws, by agreement, authorization of the members, regardless of whether members

authorizing such indemnification are the beneficiaries thereof, or otherwise, both as to action in his official capacity and as to action to another capacity while holding such office, and shall continue as to a person who has ceased to be a member or officer; however, no such other indemnification measure shall permit indemnification of any person for the results of such person's willful or intentional misconduct.

The Commission may procure or maintain insurance or other similar arrangement on behalf of any person who is or was a member or officer of the Commission, or is or was service at the request of the Commission as an officer against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Commission would have the power to indemnify him against such liability under the Laws of the State of Louisiana.

**ARTICLE VII
AMENDMENTS**

The Board of Commissioners may alter, amend or repeal these By-laws at a meeting called on fifteen (15) days' notice, at which at seventy-five (75%) of the total current membership of the Board of Commissioners is present, on the vote of a quorum of the Commissioners.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation will be each calendar year, being July 1st through June 30th.

**ARTICLE IX
ANNUAL AUDIT**

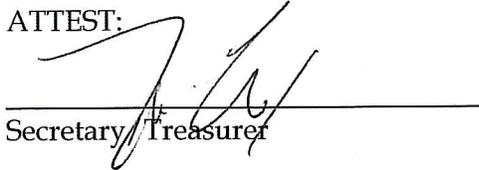
The Corporation shall select a qualified state auditor, as required by state statute, to conduct regular audits of the books of the Commission in a form generally acceptable to for public accounting purposes.

THUS DONE AND SIGNED this 8 day of December, 2015.



Chairman, Dr. Ramesh Kolluru

ATTEST:



Secretary/Treasurer

Original adopted: October 25, 2006
Amended by-laws adopted: September 24, 2015
Amended by-laws signed: 12/8, 2015