

**BYLAWS
OF
FALLEN RIDERS FOUNDATION**

**ARTICLE I.
Name**

The name of the corporation is "FALLEN RIDERS FOUNDATION" (hereinafter referred to as the "Corporation"). The principal place of business shall be:

1919 A North MacArthur Drive
Alexandria, LA 71303

**ARTICLE II.
Purposes**

The purposes of the Corporation are those set forth in the Articles of Incorporation of Corporation, dated December 18, 2007, as from time to time amended.

**ARTICLE III.
Officers**

Section 3.1. Election, qualifications and terms. The officers of FALLEN RIDERS FOUNDATION shall be a President, Vice President, and Secretary-Treasurer elected at the Annual Meeting for a term beginning in January and ending in December.

Section 3.2. Duties of the President. The President shall preside at meetings, appoint committee chairmen, serve as an ex-officio member of all committees, sign all contracts and agreements with the Secretary-Treasurer and perform any duties that the Board of Directors may direct.

Section 3.3. Duties of the Vice President. The Vice President shall preside in the absence of the President and perform any duties that the President and/or Board of Directors direct.

Section 3.4. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall be responsible for minutes of all board meetings and shall sign all contracts and agreements with the President. The Secretary-Treasurer shall prepare the budget, make a quarterly report to the Board, present the recommendations of the Concert Budget Committee, and summarize the revenue and expenses at the Annual Meeting. He shall be accountable for all dues and other income.

**ARTICLE IV.
Board of Directors**

Section 4.1 The Board of Directors shall have the power to initiate and operate such endeavors as are consistent with the purposes of the Corporation, subject to the limitations contained in the Articles of Incorporation.

Section 4.2 The Board of Directors shall have the power to acquire by purchase, gift, devise, bequest, annuity, or otherwise, real and personal property of every kind and nature and to hold, use, lease, mortgage, or dispose of the same, and shall have all other powers as are vested in them by law.

Section 4.3 The Board of Directors shall have the power to make donations, grants, contributions, and agreements in accordance with its established charitable and educational purposes and in accordance with applicable state and federal law and regulation.

Section 4.4 The Board of Directors shall provide for such employees as shall be necessary for the successful prosecution of the work of the Corporation.

Section 4.5 The Corporation shall have an initial Board of Directors, namely Deborah L. Halstead, William B. Marshall and Timothy M. Tison. The Board of Directors may provide for additional directors, and may provide all rules with regard to admission, retention, suspension and expulsion thereof, in accordance with bylaws adopted by the said Board of Directors.

Section 4.6. The Board of Directors shall have sole voting power with respect to the subject matter of an issue submitted to the Corporation. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business, and, except as otherwise provided in these bylaws, approval of a majority of the Board of Directors present at a meeting at which a quorum is present shall be required for action on any matter coming before the Board of Directors for approval. Board of Directors may vote by proxy.

Section 4.7. The Corporation shall not levy annual dues, fees or assessments against directors, officers or members.

ARTICLE V. **Chairperson**

Section 5.1. The Board of Directors shall elect a Chairperson at its Annual Meeting, or such other time as the Board may determine, whose office shall take effect at the next regular meeting of the Board, or such other time as the Board may determine. The Chairperson shall be elected for a terms of one (1) year and shall be eligible for re-election to successive terms. Should a vacancy occur in any office during the year, the vacancy may be filled temporarily by the Board until the next Annual Meeting.

Section 5.2. The Board may elect such other officers or assistant officers as it deems appropriate.

Section 5.3. The **Chairman** shall preside at all meetings of the Board of Directors. The Chairman shall be responsible for implementing the policies of the Board of Board of Directors , and shall

have such other duties as are delegated by the Board of Board of Directors, or as may be set forth by the Articles or bylaws of the Corporation, or as may be provided by law.

Section 5.4. None of the officers of the Corporation shall be compensated for their services, but the Board of Directors may authorize that they be reimbursed reasonable expenses which are necessarily incurred by them in the performance of their offices.

ARTICLE VI. Meetings

Section 6.1. Regular Meetings. The Board Directors shall meet at such times and place as they shall determine. One meeting of the Board of Directors shall be held annually in January (the "Annual Meeting"), or at such other time as the Board may determine.

Section 6.2. Special Meetings. Special meetings of the Board of Directors may be called at any time, on five (5) days written notice, by the Chairman. The call shall state the purpose for which the meeting is called.

Section 6.3. Quorum. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

Section 6.4. Proxy. Board or committee members may be represented at meetings by written proxy given to another Board or committee member. Proxies shall be valid for one (1) meeting following the date of issuance, or until sooner revoked by the issuing Board or committee member.

Section 6.5. Participation at Meeting. Meetings may be held by telephone conference call, or other electronic means, to the full extent authorized by law.

Section 6.6. Attendance Requirement. Any member of the Board of Directors who fails to attend three (3) consecutive regular meetings of the Board of Directors, without prior notice to the Chairman, may be removed as a member of the Board of Directors, at which time, the Chairman shall declare the position vacated and a successor shall be appointed or elected in accordance with these bylaws.

ARTICLE VII.

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern FALLEN RIDERS FOUNDATION and its directors and officers in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order FALLEN RIDERS FOUNDATION may adopt.

ARTICLE VIII.
Conflicts of Interest

Section 8.1. Fiduciary Recognition. Each member of the Board of Directors and each officer of the Corporation shall, upon taking office, be informed and shall acknowledge, that the Directors of the Corporation and members of the Board of Directors stand in a fiduciary relation to the Corporation, and must discharge the duties of their positions in good faith, and with the diligence, fidelity, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like position. These duties include careful and conscientious application of this conflict of interest policy referenced in this Article VIII of these bylaws.

Section 8.2. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating a transaction, arrangement, contribution, gift, grant, scholarship, or other form of aid that might benefit the private interest of an officer or Officer of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 8.3 Procedures.

- 8.3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction, arrangement, contribution, grant, gift, or other aid.
- 8.3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- 8.3.3. Procedures for Addressing the Conflict of Interest.
- a. An interested person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - b. The officer presiding over the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate the proposed transaction or arrangement.

- c. The Board or committee shall determine by a majority vote of the disinterested Directors whether the proposed transaction, arrangement, contribution, grant, gift, scholarship, or other aid results in an inurement or impermissible private benefit, whether the proposed transaction, arrangement or other action is in the best interest of the Corporation and in furtherance of its exempt purpose, and shall make its decision as to whether to enter into the transaction or arrangement, or to take such action, in conformity with such determination.

8.3.4. Violations of the Conflicts of Interest Policy.

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.4 Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

- 8.4.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- 8.4.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion and a record of any votes taken in connection therewith.

Section 8.5. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews may be conducted, which may include the following subjects:

- 8.5.1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

- 8.5.2. Whether any acquisitions, contracts, grants, gifts, contributions, scholarships or other corporate arrangements result in inurement or impermissible private benefit.
- 8.5.3. Whether arrangements with other organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes and do not result in inurement or impermissible private benefit.
- 8.5.4. Whether agreements with other providers, employees, and third party payors further the corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section 8.6. Use of Outside Experts. In conducting the periodic reviews provided for in Section 8.5, the corporation may, but need not, use outside advisors.

ARTICLE IX. **Amendments**

These bylaws may be amended at any regular or special meeting of the Board of Directors by a vote of approval of at least a majority of the entire membership of the Board of Directors, a copy having been mailed to each member of the Board at least ten (10) days previous to final action. These bylaws shall be amended by similar vote as may be required from time to time to qualify the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X. **Indemnification of Directors And Directors**

Section 10.1 Limitation of Liability. To the full extent that the Louisiana Nonprofit Corporation Law, as it now exists may hereafter be amended, permits the limitation or elimination of the liability of Directors or Directors, an officer or Officer of the Corporation shall not be liable to the Corporation, its Members, or any other person for monetary damages for conduct as an officer or Officer. Any amendment to or repeal of this Article X shall not adversely affect any right or protection of any present or future officer or Officer of the Corporation for or with respect to any acts or omissions of such officer or Officer occurring prior to such amendment or repeal. It is the intent of this provision that no person who serves as an officer or Officer of the Corporation, shall be individually liable for any act or omission resulting in damage or injury for any conduct protected by law. By way of illustration, not limitation, no such person shall be individually liable for any act or omission resulting in damage or injury, arising out of the exercise of his judgment in the formation and implementation of policy or arising out of the management of the affairs of the organization while acting as an officer or Officer, providing he was acting in good faith within the scope of his official functions and duties and in the absence of willful misconduct or gross negligence. For purposes of this Article X, the terms "willful misconduct" or "gross negligence" shall include but not be limited to acts of fraud, breaches of the fiduciary duty of loyalty and unlawful acts.

Section 10.2 Right to Indemnification.

- 10.2.1 Except to the extent such indemnification may be prohibited by law, or as otherwise provided herein, the Corporation, its receiver, or its Officer shall indemnify, hold harmless, and pay all judgments and claims against any officer or member of the Board of Directors relating to any liability or damage incurred or suffered by the Board member by reason of any act performed or omitted to be performed (but not constituting willful misconduct, an intentional violation of this Agreement or gross negligence) by the Officer or officer, the Board of Directors or its agents or employees in connection with the affairs of the Corporation, including reasonable attorneys' fees incurred by the Officer or officer in connection with the defense of any claim or action based on any such act or omission. Such liability or damage caused by the acts or omissions of the Officer or officer in connection with the affairs of the Corporation includes but is not limited to any reasonable attorneys' fees incurred by the Officer or officer in connection with the defense of any action based on such acts or omissions, which attorneys' fees may be paid as incurred.
- 10.2.2 Any indemnification required herein to be made by the Corporation shall be made promptly following (I) the fixing of any loss, liability, or damage incurred or suffered, and (ii) the giving of at least 10 days written notice to the Board of Directors. If, at any time, the Corporation has insufficient funds to provide such indemnification as herein provided, it shall provide such indemnification if and as the Company generates sufficient funds.

Section 10.3 Limitation on Right to Indemnification. Notwithstanding the foregoing provisions of this Article X, the Officer or officer shall not be indemnified by the Corporation from any liability for actions or omissions that constitute willful misconduct or gross negligence or for actions or omissions that constitute violations of state or federal laws (other than as are caused by actions of another Officer or officer, consultant or advisor, or as are caused by or related to information supplied by another Officer or officer, or statements or representations, or acts or omissions, by the Officer or officer solely in reasonable reliance on any warranty, representation, opinion or otherwise on another Officer or officer or any consultant, employee, agent, counsel or contractor of the Corporation); and the Officer or officer shall not be indemnified by the Corporation against any liability for actions or omissions unless (a) the Corporation's Board of Directors makes a good faith determination that such indemnification would not jeopardize the tax-exempt status of the Corporation; and (b) such actions or omissions were taken in good faith and with the reasonable belief that (I) in the case of actions or omissions by the officer or Officer, in his official capacity as a member of the Board of Directors, such actions or omissions were in the Corporation's best interests, and (ii) in all other cases, that such actions or omissions were at least not opposed to the Corporation's best interests, and, in the case of any actions or omissions alleged to be unlawful, such were taken without reasonable cause to believe such actions or omissions would be unlawful.

Section 10.4. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provisions of the Articles of Incorporation, bylaw, agreement, vote of members or Directors, interested or disinterested, or otherwise. Notwithstanding any amendment to or repeal of this Section or of any of the procedures established by the Board of Directors pursuant to Section 10.7, any indemnitee shall be entitled to indemnification in accordance with the provisions hereof and thereof with respect to any acts or omissions of such indemnitee occurring prior to such amendment or repeal.

Section 10.5. Insurance, Contracts, and Funding. The Corporation may procure or maintain insurance or other similar arrangement, at its expense, to protect itself and any person who is or was a director, Officer, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Officer, officer, employee or agent of another nonprofit, business, or foreign corporation, partnership, joint venture, or other enterprise 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 Corporation would have the power to indemnify him against such liability under the Louisiana Nonprofit Corporation Law. The Corporation may enter into contracts with any indemnitee in furtherance of the provisions of this Section and may create a trust fund or other form of self insurance arrangement, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Section and may procure or maintain such insurance with any insurer deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities thereof are owned in whole or part by the Corporation. In the absence of actual fraud, the judgment of the Board of Directors as to the terms and conditions of such insurance or self-insurance arrangement and the identity of the insurer shall be conclusive, and such arrangements for insurance shall not be subject to voidability and shall not subject the Directors, interested or disinterested, approving such arrangement to liability.

Section 10.6. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors, authorize one or more executive Directors to grant rights to advancement of expenses to employees or agents of the Corporation on such terms and conditions as such officer or Directors deemed appropriate under the circumstances. The Corporation may, by action of its Board of Directors, grant rights to indemnification and advancement of expenses to employees or agents or groups of employees or agents of the Corporation with the same scope and effect as the provisions or this Section with respect to the indemnification and advancement of expenses of Directors and Directors of the Corporation; provided, however, that advance of expenses on behalf of an indemnitee under this Section shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such indemnitee is not entitled to indemnification for such expenses; and, provided, further, that an advancement of expenses shall not be made if the Corporation's Board of Directors makes a good faith determination that such payment would violate law or public policy, or would jeopardize the tax-exempt status of the Corporation.

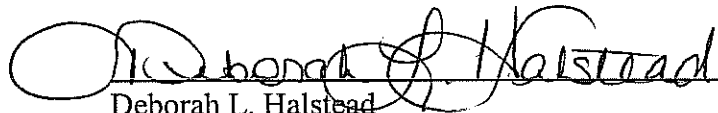
Section 10.7. Procedures for the Submission of Claims. The Board of Directors may establish further reasonable procedures for the submission of claims for indemnification pursuant to this Section, determination of the entitlement of any person thereto, and review of any such determination. Such procedures shall be set forth in an appendix to these bylaws and shall be deemed for all purposes to be a part hereof.

ARTICLE XI.
Miscellaneous

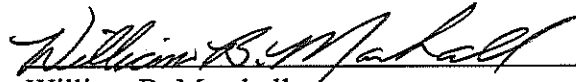
Section 11.1. All legal documents such as donations, acts of transfer, contracts, notes, deeds, mortgages, or other documents, when authorized by the Board of Directors, shall be signed by the Chairman or Vice-Chairman, who shall have authority to affix thereto the seal, if any, of the Corporation.

Section 11.2. Bylaws shall be reviewed by the Board every two (2) years.

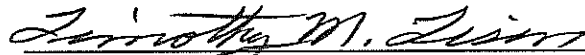
Adopted by the Board of Directors this 27th day of December, 2007.



Deborah L. Halstead
Chairperson of the Board and Secretary-Treasurer



William B. Marshall
Director and Vice President



Timothy M. Tison
Director and President