

ARTICLES OF INCORPORATION THE EVANGELINE CHAMBER OF COMMERCE

STATE OF LOUISIANA PARISH OF EVANGELINE

We the undersigned, with other persons being desirous of merging The Ville Platte Chamber of Commerce with The Evangeline Chamber of Commerce, known as the surviving entity, a Non-Profit Corporation, serving in the area adjacent to, including the Parish of Evangeline, under the provisions of the State of Louisiana, do agree to the following:

INTERPRETATION

1. In these Articles:

- 1.1. "By-law" means any by-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.
- 1.2. "Chamber" means The Evangeline Chamber of Commerce.
- 1.3. "Committee" means any committee, sub-committee, panel, working party or other similar body of the Board or the Members.
- 1.4. "connected with a Member" means an individual who is a partner director or employee of or consultant to a Member.
- 1.5. "Constitution" means the Memorandum and Articles of Incorporation of the Chamber and any By-laws from time to time in force.
- 1.6. "Board" means the Board of Directors of the Chamber.
- 1.7. "Board Member" means any person for the time being appointed to perform the duties of Director of the Chamber.
- 1.8. "Majority Vote" means a vote of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution.
- 1.9. "Officers" means the President and the Vice-President.
- 1.10. "Member" means a member for the time being of the Chamber.
- 1.11. "President" means the President of the Chamber.
- 1.12. "Vice-President" means the Vice-President/ President-Elect of the Chamber.
- 1.13. "Past President" means at the expiration of his/ her term as President that they will move up for a term of 1 or 2 years.
- 1.14. "Year" where the context so admits means a calendar year from 1 July to 30 June.

ARTICLE I.

Name

The name of corporation shall be and is declared to be THE EVANGELINE CHAMBER OF COMMERCE.

ARTICLE II.

Register Office

The physical address of the Corporation is 306 W. Main Street, Ville Platte, Louisiana 70586 in the Parish of Evangeline. The mailing address of the Corporation is PO Box 331, Ville Platte, Louisiana 70586. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation shall require from time to time. Service of process on this Corporation shall be made on the President, or in his absence on the First Vice-President, and in the absence of both, service may be made in the same manner provided for domestic business corporations.

ARTICLE III.

Mission and Purpose

The object and purpose of this Corporation shall be to work for the development of business and advocate to promote economic progress, with an emphasis on the area in the Parish of Evangeline, in cooperation with local and parish governments to further the development of our communities, municipalities and parish by providing leadership, resources and support.

ARTICLE IV.

Classification

The Evangeline Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 C (3) of the Internal Revenue Code. The Chamber in its activities, shall be non-partisan, non-sectional and non-sectarian. This corporation

shall continue and enjoy its corporate existence for a period of ninety-nine (99) years, unless sooner dissolved.

ARTICLE V. **Corporate Powers and Limitations**

This Corporation shall have full power to contract, sue, and be sued; it shall have power to receive donations, to acquire, hold, lease or purchase, as well as sell, alienate, convey, mortgage or hypothecate, property, real and personal; to make Bylaws for its operation; and in general, shall exercise and enjoy all powers incident to a Corporation consistent with the objects expressed herein or needful and proper for its operation and support.

The purpose or purposes for which the Corporation is organized are as follows:

- i. Powers: In general, and subject to such limitations and conditions as are or may be prescribed by law, herein, or in the Corporation's Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.
- ii. Compliance with Purposes: All of the purposes and powers of the Corporation shall be exercised exclusively for such purposes and in such manner that the Corporation shall qualify as a chamber of commerce under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended or any successor provision.
- iii. Prohibition on Activity: Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision.
- iv. Use of Assets: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- v. Dissolution: Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that is recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish similar purposes for which this Corporation is organized. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for similar exempt purposes or to such organization or organizations, as said the Court shall determine, which are organized and operated exclusively for similar exempt purposes.

ARTICLE VI.
Dissolution and Amendment to Articles

The dissolution and or amendments to the Articles of the Corporation shall be proposed by the Board of Directors, and upon such proposal may be altered, amended or repealed by a two-thirds (2/3) vote of the members present at the annual meeting of the Corporation or at a special meeting called for that purpose, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal thirty (30) days prior to meeting.

ARTICLE VII.
Members

This Corporation shall have members. Any person, firm, association or business, interested in the economic well-being of the Evangeline Parish area, or who desires to preserve and promote any of the purposes of the Corporation, shall be eligible to membership in this Corporation.

- i. The admission of applicants to membership shall be approved by the Board of Directors in such manner as is provided for in the Bylaws.
- ii. Any member, upon written request to the Board of Directors, may resign as a member of this organization. In addition, non-payment of dues will constitute a member's resignation. Request to resign as a member will result in no refund of membership dues.
- iii. The Board of Directors shall have power to suspend or expel a member for violation of the Bylaws, rules or regulations of the Chamber, or for the non-payment of dues, or because of any conduct that is improper or prejudicial to the Chamber, by a majority vote of the Board of Directors. Before any such action is taken a hearing shall be held to discuss such violation of the Bylaws, rules, regulations, non-payment of dues or any conduct that is improper or prejudicial to the Chamber and to determine whether such members shall be suspended or expelled from the Chamber. The accused shall be notified of charges against him/ her at least fifteen (15) days before the hearing on such charges.

ARTICLE VIII.
Board of Directors

The Business of the Corporation shall be managed by the Board of Directors with Executive Director's administering and carrying out policies, procedures and programs as directed by the board and shall be responsible to the Board of Directors. This Corporation shall have thirteen members and the immediate Past President initially. The number of directors may be increased from time to time by the Bylaws but shall never be less than three. The Board of Directors shall be elected and hold office in accordance with the Bylaws. The election of the Board of Directors shall be in the month of June of each year. Each Officer shall hold office and serve until his successor have been elected.

The Board shall annually, after its own election by the members, elect from its body a President, a First Vice-President/ President-Elect, Second Vice-President, Secretary and Treasurer. Should the Board of Directors fail to fill the position of Secretary/Treasurer, then in that event the position and duties are to be filled by the Executive Director. The Board shall have the power to appoint such other officers, committees, and employees as may be deemed needful or helpful in carrying out the business or purpose of the Corporation. The Executive Director and or employees of the Chamber of Commerce may be terminated by a two-thirds (2/3) vote of all the Directors of the Board.

ARTICLE IX.
Executive Committee

The Executive Committee shall be composed of the following members: President, President-Elect, Vice President, the Executive Director and the immediate Past President. The Executive Committee shall be on such terms and conditions as may be fixed in the Bylaws.

ARTICLE X.
Bylaws

The Board of Directors of this Corporation may adopt Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular or special meeting called for that purpose, except

that the Board of Directors may not make or alter any Bylaws fixing their number, qualifications, selection or term of office without the approval of a majority of members present at any regular or special meeting called for that purpose.

ARTICLE XI.

Indemnification Clause

No member, officer, or director of this Chamber shall be personally liable for its debts, contracts, or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE XII.

Enactment

Effective Date, The Articles of Incorporation shall be effective immediately upon their adoption.

APPROVED BY THE BOARD OF DIRECTORS, this _____ day of _____ 2018.

President

Executive Director