

**BY-LAWS
OF
LA LIAISON du LYCÉE FRANÇAIS de la NOUVELLE ORLEANS**

ARTICLE 1: PURPOSES

As set forth in Article Four of the Corporation's Articles of Incorporation (the "Articles of Incorporation"), the purposes of the Corporation are to support and further the mission of Lycée Français de la Nouvelle Orleans. Through collaborative efforts of the parents, students, teachers, and administrators, the Corporation aims to enrich the students' school life and facilitate the growth and development of Lycée Français de la Nouvelle Orleans. There shall be no profits realized from the operation of the Corporation. All of the income of the Corporation as received shall be dedicated to, and all of its assets and operations shall be devoted to, the charter purposes of the corporation exclusively. There shall be no capital stock; there shall be no dividends paid. The Corporation shall receive, hold, and manage all funds entrusted to it in a manner that is best calculated to enable it to carry out the purposes for which it was formed.

ARTICLE 2: MEMBERSHIP AND DONATIONS

The membership of the Corporation shall consist of all parents or legal guardians of students enrolled at Lycée Français de la Nouvelle Orleans and all teachers or teacher-assistants employed by Lycée Français de la Nouvelle Orleans. No payment of dues shall be required to be a member. When a vote of the membership of the Corporation is required, that vote shall be carried out according to the procedures established by the Board of Directors. Any member may take part in voting. Members will be encouraged to voluntarily make annual donations to the Corporation in an amount to be established by the Board of Directors. All such donations will be non-refundable.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.1 General Authority. The management and control of the affairs, activities, and property of the Corporation shall be vested in the Board of Directors, which may exercise all the powers of the corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or by these By-laws.

Section 3.2 Number and Qualification. The number of Directors that shall constitute the Board may be fixed from time to time by action of the Board of Directors, provided that the number shall not be less than seven and not more than fifteen. All Officers of the Corporation shall serve as Directors.

Section 3.3 Ex-Officio Directors. The Principal and the Chairman of the Board of Lycée Français de la Nouvelle Orleans, or their representatives by written proxy, shall serve as Ex-Officio Directors, with the right to attend and participate in all meetings, but without the right to vote on matters presented to the Board of Directors. The Board of Directors may, in its sole discretion, appoint additional non-voting Ex-Officio Directors to serve, at the pleasure of the Board, for a term of one-year.

Section 3.4 Formation of Initial Board of Directors. By December 1, 2011, the initial four Directors of the Corporation, who are listed in Article 6 of the Articles of Incorporation, and who were duly elected as Officers by a vote of the parents or legal guardians of students enrolled at Lycée Français de la Nouvelle Orleans, shall select at least three, but no more than eleven, additional members of the Corporation to serve as Directors, as provided in Section 3.7 below. Thereafter, all Directors shall be chosen by a vote of the members of the Corporation, as outlined in Section 3.5 below.

Section 3.5 Election, Term of Directors and Officers. After the formation of the initial Board of Directors, each Director and Officer shall be elected by a vote of the members of the Corporation held at the last general meeting of each school year, although the Board of Directors may establish a procedure that does not require members to be present at that meeting in order to vote. Any member of the Corporation may qualify as a candidate for Officer or Director. Each Officer and Director shall serve for a term of one year, which shall expire when his or her successor is elected and qualified or upon his or her earlier resignation, removal or death. Directors may serve no more than six consecutive terms on the Board. A candidate may seek both an Officer position and a general Director position, should any such positions be created by the Board, although no individual member can hold more than one position on the Board of Directors. General Director positions shall be filled by the candidates for those positions that receive the most votes, provided there are enough such candidates to fill all general Director positions. If any general Director positions remain unfilled after the annual election, the newly-elected Board may fill those positions in accordance with the procedures set forth in Section 3.7 below. In an election for an Officer position, if no one candidate garners more than 50% of the total votes cast for that position, there will be a run-off election, conducted in accordance with voting procedures established by the Board, between the two candidates with the most votes for that position.

Section 3.6 Resignation and Removal of Directors and Officers. Any Officer or Director may resign at any time by notifying the President or Secretary in writing. Such resignation shall take effect on the date that such notice is received or at any other time specified therein. Unless otherwise specified in the written notice provided by the resigning Officer or Director, no acceptance is required to make the resignation effective. After reasonable notice and an opportunity to respond, any director may be removed at any time, for cause, by a two-thirds (2/3) vote of the Board of Directors.

Section 3.7 Board Vacancies and Newly Created Directorships. Any vacancy on the Board of Directors, including any vacant Officer position, and any newly created directorship or Officer position shall be filled by the majority vote of the Directors then serving at an annual, regular, or special meeting called for that purpose. A Director elected to fill a vacancy or newly created directorship or Officer position shall serve for the remainder of the unexpired term of his or her predecessor or until the next annual election.

Section 3.8 Meetings of the General Membership. The Board of Directors shall convene at least one meeting of the general membership of the Corporation, to be held on the campus of Lyceé Français de la Nouvelle Orleans, within the thirty days preceding the last day of each school year, for the purpose of electing the Board of Directors. The Board of Directors may convene additional meetings of the general membership as it deems necessary. Notice of

any meeting of the general membership of the Corporation shall be provided to members by mail and/or email, and by conspicuously posting notices on the campus(es) of Lycée Français de la Nouvelle Orleans and on its website, not less than fourteen (14) days before the day on which the meeting is to be held.

Section 3.9 Regular Meetings. The Board shall meet at least once per calendar year in order to transact such business as may come before the Board. The Board of Directors shall attempt to meet monthly at a location to be determined by the President. The Board of Directors shall maintain a schedule of all regular meetings on the website of Lycée Français de la Nouvelle Orleans and shall post on that site the agenda for each regular meeting as far in advance of that meeting as is practicable. Any member may attend regular meetings of the Board.

Section 3.10 Special Meetings; Notice. Special meetings of the Board of Directors or of any committee thereof shall be held whenever called by the President or by any three members of the Executive Committee, or by any group of Directors comprising at least one-third (1/3) of the Board of Directors then serving. Notice of any such meeting shall be provided to each Director or committee member, by email and/or telephone, not less than three (3) days before the day on which the meeting is to be held. The notice shall state the date, time and place of the meeting and the purpose thereof. Any member may attend special meetings of the Board, but no notice of such meetings need be provided to the general membership.

Section 3.11 Committee Meetings. Meetings of any committee established by the Board of Directors, other than the Executive Committee, may be held whenever called by the Chairman of that committee. Notice of any such meeting shall be provided to each committee member, by email and/or telephone, not less than three (3) days before the day on which the meeting is to be held. Any member may attend committee meetings, but no notice of such meetings need be provided to the general membership.

Section 3.12 Minutes of Board Meetings. The minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report of the pertinent discussion. In all cases when the action is not by a unanimous vote, the “ayes” and “nays” and abstentions of the individual Directors shall be recorded upon the request of any Director of the Board. The minutes of the meeting become official only when completed by the Secretary and approved by the Board.

Section 3.13 Quorum; Required Vote; Adjourned Meetings. At all meetings of the Board of Directors or any committee thereof, a majority of the total number of Directors or committee members shall constitute a quorum for the transaction of business, and the act of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board of Directors or committee, as the case may be, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors or committee thereof, the Directors or committee members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present. In the event that the Board of directors or any committee thereof is composed of an even number of persons, a majority means one-half of the number of such persons plus one.

Section 3.14 Organization. The President shall preside over meetings of the Board of Directors. If the President is not present, the Vice-President shall preside over the meeting. If neither are present, a chairman chosen at the meeting shall preside. The Secretary of the Corporation, or, if the Secretary is not present, a person chosen at the meeting, shall act as Secretary at the meeting.

Section 3.15 Rules of Order. When not in conflict with the provisions of these by-laws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Directors, the Executive Committee, or the general membership.

Section 3.16 Order of Business. The order of business for regular meetings of the Board of Directors shall be as follows:

- Roll Call
- Approval of minutes from previous meeting
- Old business
- Reports and recommendations of committees
- Reports and recommendations of the President
- New business and action items
- Remarks from Board members
- Remark from members before an issued to be voted upon

Section 3.17 Action Without Meetings; Telephone Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Members of the Board of Directors or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.14 shall constitute presence in person at such meeting.

Section 3.18 Committees. The Board of Directors may designate, by resolution adopted by a majority of the Directors then serving, one or more committees, each committee to consist of one or more Directors of the Corporation. The Board may designate any such committee as a "standing" committee, in which case the committee shall exist until such time as it may be terminated by the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Other than the

Executive Committee described below, any such committee shall not be authorized to act on behalf of the Corporation and shall serve a solely advisory function for the Board of Directors.

Section 3.19 Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.20 Executive Committee. The Board of Directors shall have an executive committee composed of the President, Vice-president, Secretary, Treasurer, and one other Director as shall be elected to the Executive Committee by a majority vote of the Board of Directors. Meetings of the Executive Committee may be called by the President, by any two members of the Executive Committee, or by the Board of Directors. Notice of any such meeting shall be provided to each committee member, by email and/or telephone, not less than one (1) day before the day on which the meeting is to be held. The notice shall state the date, time and place of the meeting. Subject to any limitation imposed by law, the Articles of Incorporation, or by resolution of the Board of Directors, the Executive Committee is empowered to authorize the initiation of any action by the Corporation, or interpret and communicate the position of the Corporation on issues related to the Corporation's purposes and activities, when an urgent situation requires prompt action by the Corporation. The Executive Committee also may conduct other business of the Corporation requiring urgent attention, provided that it does not take any action contrary to any policy adopted by the Board.

Section 3.21 Compensation. The Directors shall not be compensated for their service on the Board of Directors; provided, that the Corporation may reimburse Directors' expenses incurred in connection with their service on the Board of Directors and that nothing in these by-laws shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE 4: OFFICERS

Section 4.1 Number. The Officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer. The Board of Directors also may, in its discretion, establish additional Officer positions, which shall include Chairmanships of any standing committees established by the Board in accordance with Section 3.15. The Board of Directors may initially fill any newly-created Officer position as provided in Section 3.7. Thereafter, all Officers, including Chairmen of standing committees, shall be chosen by a vote of the members of the Corporation, as outlined in Section 3.5.

Section 4.2 Election; Term of Office; Removal; Resignation; Vacancies. Officers shall be elected as provided in Section 3.5. Each Officer of the Corporation shall hold office until his or her successor is elected and qualified or until his or her earlier resignation, removal or death. Any Officer may resign or be removed from office as provided in Section 3.6.

Section 4.3 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the business and affairs of the Corporation, see that all orders and resolutions of the Board of Directors are carried into effect, perform such other duties and have such other powers as the

Board of Directors may from time to time prescribe. The President shall preside over all meetings of the Board of Directors, the Executive Committee, or the general membership.

Section 4.4 Vice-President. The Vice-President shall, in the absence of the President, perform the duties and exercise the power of the President, and shall perform such other duties as required to conduct meetings of the Board of Directors, the Executive Committee, or the general membership and oversee the affairs of the Corporation.

Section 4.5 Secretary. The Secretary shall maintain the corporate records and seal of the Corporation and shall perform such other similar duties as may be assigned by the Board of Directors. The Secretary shall also keep on behalf of the Corporation a recording of minutes of all meetings of the Board of Directors, the Executive Committee, or the general membership, and any committees established by the Board of Directors. The Secretary may direct that a qualified member of the Board carry out the Secretary's responsibilities in his or her absence.

Section 4.6 Treasurer. The Treasurer shall have charge of the Corporation's funds and assets, including all corporate banking accounts, and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at regular meetings of the Board of Directors or when the President or the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

Section 4.7 Execution of Documents. All deeds, mortgages, bonds, contracts and other instruments made by the Corporation may be executed on behalf of the Corporation by the President or by any other officer or person or persons designated from time to time by the President or by resolution of the Board of Directors. The Secretary, when necessary, shall attest the execution thereof.

ARTICLE 5: GENERAL PROVISIONS

Section 5.1 Contracts, Checks, Notes, Bank Accounts, Etc. All contracts and agreements authorized by the Board of Directors and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall be signed by at least one Officer of the Corporation or by such other number of Officers as the Board of Directors may from time to time designate.

Section 5.2 Loans. Except for loans which are incurred in the ordinary course of business, no loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Directors, the President or the Treasurer shall direct in such banks, trust companies or other depositories as the President or the Board of Directors may from time to time select, or as may be selected by any other officer or officers or agent or agents of the corporation to whom power in that respect shall have been delegated by the Board of Directors. For the purpose of deposit and collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any Officer of the Corporation.

Section 5.4 Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise determined by the Board of Directors.

Section 5.5 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its books of account and minute books, may be kept on, by means of or be in the form of any electronic information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 5.6 Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable statutes, the certificate of incorporation or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting of Directors or members of a committee of Directors shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Directors or members of a committee of Directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

ARTICLE 6: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1 Right to Indemnification. To the fullest extent permitted by the Louisiana Nonprofit corporation Law, the Corporation shall indemnify its Directors and Officers, or former Directors and Officers, against judgments and fines (whether civil, criminal, administrative, or investigative) and amounts paid in settlement, costs, and expenses (including reasonable attorneys' fees) actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding in which he or she is or may be made a party by reason of having been such Director or Officer, or acts or omissions committed within the scope of activity as a Director or Officer, provided that the Board of Directors determines that the person or persons to be indemnified reasonably believed that he or she was acting in the best interests of the Corporation, and did not act willfully, with gross negligence, or with fraudulent or criminal intent.

Section 6.2 Insurance. The Corporation may purchase and maintain, to the fullest extent permitted by the laws of the State of Louisiana, as they presently exist or may hereafter be amended, insurance on behalf of any Director, Officer, employee or agent of the corporation and any person who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against, or incurred by, him in any capacity or status.

Section 6.3 No Retroactive Effect. Any repeal, amendment or alteration of this Article 5 that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

ARTICLE 7: INTERESTED OFFICERS OR DIRECTORS

No contract or transaction between this Corporation and one or more of its Directors or Officers, or between this Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; and

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE 8: AMENDMENTS

The Board of Directors may amend, alter, change or repeal any provision contained in these by-laws by a majority vote of the Board of Directors at any regular or special meeting of the Board, and all rights conferred herein on Directors are subject to this reserved power; provided that any such amendment, alteration, change or repeal shall be consistent with the requirements of section 170(c)(2) and section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended; provided, further, that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

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