

NEW ORLEANS FOOD COMMUNITY, INC.

BY-LAWS

ARTICLE I

Members

SECTION 1. Membership Qualifications. A person qualifies as a member of New Orleans Food Community, Inc. at such time as such person has paid the fee as adopted from time to time by the board, has completed the membership form, and has agreed to abide by these by-laws or other rules adopted by the board or the membership.

SECTION 2. Powers of the Membership. As the Board is charged with the management of all the affairs of the Corporation, it shall act in the best interest of the members of the corporation. The ultimate power of the Corporation shall reside in the hands of the membership. The membership shall have the power to ratify or reject any actions and resolutions adopted by the Board and officers. Ratification of actions and resolutions of the Board and officers by the general membership is presumed unless expressly rejected by means of a vote by the general membership, as provided hereinbelow.

The membership shall have the power to reject any actions or resolutions adopted by the Board and officers by a two-thirds vote of the membership present and entitled to vote at the next general membership meeting or specially called meeting following the said action or resolution.

SECTION 3 . Annual Meeting. The annual meeting of the members of the Corporation shall be held on the first Wednesday or other day duly designated by the Board of Directors in October if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 4 . Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the Board Chair, the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the Board Chair, the President, by a Vice President, the Secretary or any director of the Corporation upon the request in writing of a majority of members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 5 . Place of Holding Meetings. All meetings of members shall be held at the registered office of the Corporation as specified in the Articles or elsewhere in the United States as may be designated by the Board of Directors from time to time.

SECTION 6 . Notice of Meetings. Written notice of each meeting of the members shall be provided by the Secretary to all members entitled to vote thereat at least ten (10) and not

more than sixty (60) days before the meeting. At the option of each member, notice to the member shall be mailed, postage prepaid, to his/her post office address, or sent via electronic message to his/her email address, as it appears upon the books of the Corporation, Each such notice shall state the place, day, and hour at which the meeting is to be held and shall state briefly the purpose or purposes for the meeting or shall include an agenda of the meeting.

SECTION 7 . Quorum. The presence in person or by proxy of twenty percent (20%) of the voting members shall constitute a quorum at all meetings of the members, except as otherwise provided by law, the Articles of Incorporation or these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned by a majority vote of the members present or represented to a subsequent meeting at a time and place which they determine. The members present at the subsequent meeting shall constitute a quorum. No notice of the subsequent meeting, other than by announcement at the meeting, shall be required. At any subsequent meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 8 . Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if he or she is not present, by a Vice President, if any, or, if none of said officers is present, by a chair to be elected at the meeting. The Secretary of the Corporation, or if he or she is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as secretary of the meeting.

SECTION 9 . Voting. At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing signed by such member or his or her duly authorized attorney or via electronic correspondence bearing a date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period, but in no case longer than three (3) years. Such proxy must be received by the Secretary at or before the meeting. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, the Articles of Incorporation or these By-Laws.

If the chair of the meeting shall so determine, a vote by ballot may be taken upon the election or matter. A vote shall be so taken upon the request of ten percent (10%) of the members entitled to vote on such election or matter. In either of such event, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chair of said meeting.

ARTICLE II

Board of Directors

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. Number and Term of Office. The number of directors shall be a minimum of five (5) or a maximum of nine (9) or such other number, as may be designated from time to time by resolution of a majority of the entire Board of Directors, provided that the number of directors shall never be less than the minimum number required by Section 224 of the Louisiana Nonprofit Corporation Law, as amended from time to time. Directors shall be members. The directors shall be elected each year at the annual meeting of members except as hereinafter provided, and each director shall serve until his or her successor shall be elected and shall qualify.

SECTION 3. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members and thereafter until their successors shall be elected and qualified.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members called for that purpose.

SECTION 4. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Louisiana, at such place or places as they may from time to time determine by resolution or by written consent of a majority of the whole Board of Directors.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be given to each director by mail at least three (3) days, or by facsimile, or via electronic mail at least two (2) days before the first meeting held pursuant thereto; but such notice may be waived by any director. Any Director present at a meeting shall be deemed to have received due, or to have waived, notice thereof, unless such Director, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened. The annual meeting of the Board of Directors shall be held immediately following the annual members' meeting at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by direction of the Board Chair or the President and must be called by the

Board Chair, the President or the Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mail at least three (3) days prior to the meeting, or by facsimile, or via electronic mail at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Any Director present at a meeting shall be deemed to have received due, or to have waived, notice thereof, unless such Director, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objects of any special meeting.

SECTION 7. Quorum and Action. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the board of Directors, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation or these By-Laws. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed above, or the refusal of any director present to vote.

Any action which may be taken at a meeting of the Board of Directors, or of any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the board or committee. Said consent may be signed in one or more counterparts, each of which shall be deemed to be an original, but all of which counterparts shall together constitute a single consent.

Board members may vote by proxy at Board meetings, but each proxy so given must be in writing or via electronic correspondence and limited to one specific meeting identified in the written proxy.

SECTION 9. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE III

Officers

SECTION 1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and also such other officers including a Board

Chair and/or one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members, except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors. The officers shall be drawn from the membership body. The President and Board Chair shall be directors and the other officers may, but need not be, directors. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation or salary paid all officers of the Corporation may be fixed by resolutions adopted by the Board of Directors.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, other than officers appointed by the Board of Directors, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. Powers and Duties of the Board Chair. The Board Chair shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chair other than the Board Chair to preside at meetings of the Board of Directors. The Board Chair may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation and shall be ex-officio a member of all standing committees.

SECTION 3. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation, shall have general charge and control of all its business affairs and properties, and shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. The President shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Board Chair, the President shall assume and perform all powers and duties given to the Board Chair by these By-Laws.

SECTION 4. Powers and Duties of the Vice President. The Board of Directors may appoint one, or more than one, Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President, and the taking of any action by the Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or these By-Laws, and in case of the Secretary's absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and shall perform such other duties as may be assigned by the directors or the President. The Secretary shall have custody of the seal, if any, of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President. In case of the absence or disability of the Vice President, the duties of that office shall be performed by the Secretary, and the taking of any action by the Secretary in place of the Vice President shall be conclusive evidence of the absence or disability of the Vice President.

SECTION 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever requested by either, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of the office and for the restoration to the Corporation in case of

death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind belonging to the Corporation in his or her possession or control.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors, the President, or the Secretary. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 8. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors, the President, or the Treasurer. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE IV **Certificates of Membership**

The Board of Directors may authorize the issuing of Certificates of Membership which shall be of such form consistent with the Articles of Incorporation, or its amendments, and approved by the Board of Directors. All certificates shall be signed by the President or by the Vice President and countersigned by the Secretary or by an Assistant Secretary. All certificates shall be consecutively numbered. The name and address of the member holding each Certificate shall be entered in the Corporation's books.

ARTICLE V **Corporate Seal**

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its incorporation and the word "Louisiana." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated for this purpose by the Secretary.

ARTICLE VI
Bank Accounts and Loans

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company; provided that, all such checks, drafts, or other instruments or orders for the payment of money shall require signatures as provided by the Board. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

SECTION 2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank,

trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII
Notices

Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, or by facsimile, or via electronic mail, addressed to each member, officer or director at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer or member at the general post office in New Orleans, Louisiana, and such notice shall be deemed to be given at the time the same shall be thus mailed, faxed or sent. Any member, director or officer may waive any notice required to be given under these By-Laws.

ARTICLE VIII
Miscellaneous Provisions

The fiscal year of the Corporation shall end on the last day of December.

ARTICLE IX
Amendment of By-Laws

The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional "By-Laws", subject always to the power of the members to amend the By-Laws or to change the action of the Board as provided in these By-Laws, such as by calling a meeting as provided in Article I, or as provided in the Louisiana Nonprofit Corporation Law.

AS ADOPTED BY BOARD
ACTION EFFECTIVE
_____, 2005

_____, Secretary