

BYLAWS
For
Blue Krewe

ARTICLE I
NAME OF ORGANIZATION AND PRINCIPAL OFFICE

The name of the organization is Blue Krewe. The principal office of this corporation shall be located in the City of New Orleans, LA. The Board of Directors (the Board) may change the location of the principal office from time to time.

ARTICLE II
CORPORATE PURPOSE

The purpose of Blue Krewe is to provide the Greater New Orleans region with equitable micromobility solutions that are rooted in the community and supportive of the community. We believe all communities benefit from access to equitable transportation and that all people benefit when communities come together to build infrastructure for the common good.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number directors shall not be less than three nor more than fifteen, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 25% of the directors of this corporation may be interested persons. An interested person means either:

- a. Any person currently being compensated by this corporation for services rendered to it within the previous six months, whether as a full-time or part-time employee, independent contractor, or otherwise; or
- b. Any brother, sister, ancestor, descendant, spouse, brother in law, sister in law, son in law, daughter in law, mother in law, or father in law of any such person.

Section 4. Election and Term of Directors. Each director shall be elected for a term of three years until a successor has been elected. Directors may be re-elected to up to three (3) successive terms.

A. Staggered Terms. One third of the total authorized number of directors shall be elected in each year. If the total authorized number of directors at any time shall not be evenly divisible by three so that a different number of directors must be elected in certain years, the Board of Directors shall make its best effort to equalize the numbers of director terms expiring in each year.

B. Term Endings. The term of office of each director shall end on July 31 of the applicable year.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair, the Chief Executive Officer, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. Any director who does not attend at least a majority of regularly scheduled Board meetings during each year of his or her term in office may be asked, in the discretion of the Board, to resign as a director. A majority of the directors then in office may remove any director at any time, with cause.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair, the Chief Executive Officer, or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, the Chief Executive Officer, or any two directors, and notices in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least one week before any such meeting if given personally or telephone, telegraph, or facsimile transmission, and shall state the date, place, and time of the meeting.

Section 10. Quorum. Fifty percent (50%) of directors in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided. Directors may not vote by proxy.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 12. Telephone, Email, and Video Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, email, or other electronic transmission in compliance with Article VIII, Section 5 of these Bylaws so long as all of the following apply:

a. each director participating in the meeting can communicate with all of the other directors at the meeting concurrently or serially, and

b. each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing in duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each other case prepared or presented by:

i. one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

ii. counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with this Section shall have no liability based upon and failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this contribution.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Compensation. Service on the Board of Directors is voluntary and undertaken without any expectation of compensation. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and/or expenses as a director in extenuating circumstances (e.g. law firm partner, printing service, etc., is used because of time constraints, dramatically discounted

pricing, unique skill sets, etc. and only done under strict scrutiny that generally frowns on that practice). The articulated preference is that as much as possible such services be provided pro bono as part of board service.

Section 17. Executive Compensation Review. The Board of Directors shall review any compensation packages (including all benefits) of the Chief Executive Officer and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLES IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- a. set the number of directors within a range specified in these Bylaws
- b. elect directors or remove directors without cause;
- c. fill vacancies on the Board of Directors or any Board Committee;
- d. fix compensation of directors for serving on the Board or any Board Committee;
- e. amend or repeal these Bylaws or adopt new Bylaws;
- f. adopt amendments to the articles of Incorporation of this corporation;
- g. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
- h. approve entering into a self-dealing transaction;
- i. create any other Board Committees or appoint the members of any Board Committees;
or
- j. approve and merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory

Committees to the Board. The members of any Advisory Committee will consist of non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, the implementing Board or Board Committee decisions and policies under the supervision and control of the Board.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair of the Board, Vice-Chair, Chief Executive Officer, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chief Executive Officer, all officers, except for the Chief Executive Officer, shall be elected from among the directors of the corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair, the Chief Executive Officer, or the Secretary of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair of the Board. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice-Chair of the Board. The Vice-Chair shall perform all the duties of the Chair of the Board during the absence of the latter.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation, shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such others powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Chief Executive Officer. The Chief Executive Officer (CEO) shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chief Executive Officer shall have the general powers and duties of management usually vested in the officer of Chief Executive Officer of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Responsibility for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines and budgets established by the Board, as well as for the Corporation's day-to-day operations, lies with the Chief Executive Officer. The Chief Executive Officer shall have sole and full authority to direct the Corporation's employees. The Chief Executive Officer of the corporation shall not be a member of the Board of Directors.

ARTICLE VI PROHIBITED TRANSACTIONS

Section 1. Approval. This corporation may engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest or the executive director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31st.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communications; (ii) for electronic transmission to the corporation, the corporation has in effect reasonable measures to verify that

the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 4. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of the Board meeting at which they will be considered for adoption. The vote of majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a Bylaw amendment.

Section 5. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with federal applicable law, the State: Louisiana Nonprofit Legislative law then in effect shall apply.