

BYLAWS

GRETNA NO. 2 ACADEMY FOR ADVANCED STUDIES DAD'S CLUB

Amended and Effective: August 27, 2026

ARTICLE I: NAME AND DOMICILE

The organization shall be known as the Gretna No. 2 Dad's Club (the "Corporation" or "Club"). The Corporation is incorporated as a nonprofit corporation under the laws of the State of Louisiana. The principal domicile of the Corporation shall be located at: 701 Amelia Street, Gretna, Louisiana 70053.

ARTICLE II: NONPROFIT STATUS AND ORGANIZATION

Section 1. Legal Status

The Corporation is a nonprofit corporation organized under the provisions of Louisiana Revised Statutes, Title 12, Chapter 2 (La. R.S. 12:201, et seq.), and shall be governed by the provisions herein and by applicable Louisiana law.

Section 2. Tax-Exempt Status

The Corporation is organized and shall be operated exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any successor federal tax law. The Corporation is a private, nonprofit entity and shall not be deemed to be a public, quasi-public corporation, administrative unit, public servant, employee, or agent of any political subdivision or for-profit institution.

Section 3. Membership Structure

The Corporation shall have no capital stock or shareholders. Membership shall be conferred upon qualified individuals in accordance with Article V of these Bylaws.

ARTICLE III: MISSION AND EXEMPT PURPOSE

The Corporation is organized and shall be operated exclusively for charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code. The mission of the Corporation is to:

- Unite parents, grandparents, and guardians of students enrolled at Gretna No. 2 Academy for Advanced Studies (the "School");

- Develop, coordinate, and leverage resources to provide meaningful support to the School;
- Provide financial support to enhance educational programs, tools, equipment, and facility improvements that benefit students and the School's learning environment;
- Foster community engagement and collaboration among families within the School community.

ARTICLE IV: OPERATIONAL POLICIES AND RESTRICTIONS

Section 1. School Independence

The Corporation shall not seek to direct the administrative activities or to control the policies of the School. All decisions regarding school administration and governance remain the sole responsibility of the School's administrative leadership.

Section 2. Political Restrictions

The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not devote any part of its funds, assets, or time to the promotion or opposition of any government legislation.

Section 3. Dissolution and Asset Distribution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all liabilities and obligations of the Corporation, transfer all remaining assets to one or more organizations that are organized and operated exclusively for charitable, educational, or public purposes, and that meet the requirements of Section 501(c)(3) of the Internal Revenue Code. Such recipient organization(s) shall be related to the education of individuals in the Greater New Orleans region. The Board shall select the recipient organization(s) in accordance with applicable law.

ARTICLE V: MEMBERSHIP

Section 1. Eligibility and Classes of Membership

Membership in the Corporation shall be open to any parent, grandparent, or legal guardian of a student enrolled in the School during the current school year. School administrators, teachers, and their spouses shall have the following membership status:

- Non-voting membership serving the Club in an advisory capacity if they do not have a child, grandchild, or ward enrolled in the School;
- Full voting membership if they are a parent, grandparent, or guardian of an enrolled student.

Section 2. Dues and Membership Fees

Annual membership dues shall be established by the Board of Directors and approved by a majority vote of the general membership.

Dues Payment and Delinquency: Annual dues shall be paid by the first regular meeting in September of each calendar year. Dues are considered delinquent after the September meeting. Members with delinquent dues shall not be entitled to vote on any matter.

Mid-Year Membership: New members joining during the fiscal year shall pay full annual dues if six months or more remain until the next August general membership meeting. New members joining with fewer than six months remaining shall pay one-half of the annual dues.

Effective Date of Changes: Approved changes to the dues amount shall become effective on the first regular meeting in August.

Section 3. Membership Year

The annual membership year shall run from August 1 through July 31.

Section 4. Removal of Members

A member may be removed from the Corporation upon a finding that:

- The member no longer qualifies for membership under Section 1 above;
- The member has violated these Bylaws; or
- The member has engaged in conduct materially detrimental to the mission and purposes of the Corporation.

Removal of a member shall require a two-thirds (2/3) vote of the general membership present and voting at a regular membership meeting.

ARTICLE VI: BOARD OF DIRECTORS AND GOVERNANCE

Section 1. Composition of the Board

The Board of Directors (the "Board") shall consist of five elected officers:

- President
- Vice President
- Secretary
- Treasurer
- Membership Coordinator

Section 2. Board Meetings and Quorum

Board meetings shall be held at least once each calendar quarter at such time and place as the President may determine.

Quorum: A majority (one more than half) of the Board members shall constitute a quorum for the transaction of business. A simple majority vote of Board members present shall be required to pass any motion or resolution.

General Member Attendance: General members of the Club may attend Board meetings as observers but shall not be counted in determining a quorum or be permitted to vote.

Section 3. Remote Participation

Any one or more Board members may participate in a Board meeting by means of telephone conference, video conference, or other similar telecommunications device that allows all participants to hear each other. Such participation shall be deemed equivalent to presence in person for purposes of determining quorum.

Section 4. Action Without a Meeting

The Board may take action without a meeting if all Board members provide their written or electronic consent to such action. Such written consent shall be documented and retained in the Corporation's records.

Section 5. Officer and Board Member Duties

President

- Exercise general supervision, direction, and control over the affairs and activities of the Corporation;
- Preside over all Board and general membership meetings;
- Call and schedule all Board and general membership meetings;
- Formulate agendas for general membership meetings in consultation with the Board;
- Establish annual goals, objectives, and activities for the school year in collaboration with the Board;
- Serve as the principal liaison with the School's administration, obtaining advice and consent from the School's Principal when necessary;
- Represent the Corporation at school functions and community events;
- Assign committee chairmanship and event leadership in the absence of designated chairs.

Term Limits: A President may not serve more than four (4) consecutive terms. Following a fourth consecutive term as President, an individual must wait at least one (1) year before being eligible for re-election as President. A Past President may be elected to another officer position beginning the year immediately following their presidency.

Vice President

- Perform all duties and responsibilities of the President during the President's absence, illness, or incapacity;
- Assume the Presidency for the remainder of any unexpired term if the President is unable to complete their term (such service shall not count toward term limits);
- Assist the President in developing meeting agendas and planning organizational activities;
- Preside over Board and general membership meetings in the President's absence;
- Represent the Corporation at school functions as requested by the President or Board.

Secretary

- Record and prepare minutes of all Board and general membership meetings;
- Maintain minutes in electronic format for archival and record-keeping purposes;
- Distribute copies of meeting minutes to Board members and general members;
- File the Corporation's annual report with the Office of the Louisiana Secretary of State each May, including any changes to Board membership;
- Serve as custodian of the Corporation's official records.

Treasurer

- Maintain general charge and custody of all financial accounts, records, and assets of the Corporation;
- Receive and disburse all funds due to and payable by the Corporation in accordance with Board direction;
- Provide monthly financial reports to the Board and general membership summarizing all receipts and expenditures;
- Maintain accurate and complete financial records and books of account;
- Deposit all funds received from fundraising and other sources into designated bank accounts within two (2) business days of receipt;
- Prepare financial reports for all fundraising activities;
- File all required tax returns and financial documents for each fiscal year;
- Provide a financial summary or written report at each general membership meeting.

Membership Coordinator

- Ensure all members are informed of meetings, school functions, and organizational events;
- Maintain and manage the Corporation's social media accounts, email lists, and other communication channels;
- Serve as Secretary in the Secretary's absence;
- Recruit and onboard new members, assisting them in becoming involved in Club activities;
- Develop and implement membership policies and procedures;
- Create and maintain an accurate membership database including contact information and membership status;

- Update and maintain all Club records and active membership rosters.

Section 6. Vacancies

Presidential Vacancy: In the event of a presidential vacancy, the Vice President shall immediately assume the office of President. The Board shall then appoint a Vice President by majority vote.

Other Officer Vacancies: Vacancies in any other elected office shall be filled by appointment made by the President, subject to approval by a majority vote of Board members at the next regularly scheduled meeting of the Board or general membership.

Section 7. Term of Office

Each officer shall assume their office in June of each year and shall serve for a term of one (1) year, or until a successor is duly elected and qualified. All books, accounts, records, properties, and materials related to an officer's position shall be transferred to the successor by the end of the school year, but no later than the first meeting of the following school year.

Section 8. Removal of Officers

An officer or Board member may be removed for cause if they: (a) fail to perform their duties as specified in these Bylaws; (b) violate these Bylaws; or (c) engage in conduct materially detrimental to the mission and purposes of the Corporation.

Removal shall follow this process:

- The Board shall meet in closed session to discuss the proposed removal;
- A unanimous vote of the remaining Board members is required to recommend removal to the general membership;
- A two-thirds (2/3) vote of the general membership present and voting at a scheduled meeting is required to effect removal.

Section 9. Board Succession of Command

In the absence of the President at any meeting, officers shall preside in the following order of succession:

- Vice President
- Secretary
- Treasurer
- Membership Coordinator

Section 10. Compensation

No officer or Board member shall receive any salary, compensation, or benefits by reason of their position or attendance at meetings, except for reasonable reimbursement of documented out-of-pocket expenses incurred on behalf of the Corporation, as approved in advance by the Board.

Section 11. Committee Structure

Standing Committees: Standing committees shall be established as needed to perform ongoing business on behalf of the Corporation. Standing committee chairpersons shall be appointed by the President and shall serve terms concurrent with the Board.

Additional Board Duties: All Board members shall assume such additional duties and responsibilities as may be assigned by the President as needed for the operation of the Corporation.

Special Committees: Special committees may be appointed by the Board as circumstances warrant. Duties shall be assigned at the time of appointment.

ARTICLE VII: CONFLICT OF INTEREST

All members, officers, and Board members shall comply with the Conflict of Interest Policy of the Corporation. The current Conflict of Interest Policy is attached to these Bylaws as Exhibit "A" and is incorporated herein by reference.

ARTICLE VIII: MEETINGS

Section 1. Meeting Location and Scheduling

All Club meetings shall be held at a time and place to be designated by majority vote of the Board. Notice of meeting location and time shall be provided to all members in advance.

Section 2. General Membership Meeting Requirements

The Corporation shall hold a minimum of six (6) regular general membership meetings per school year. The date, time, and location of each meeting shall be determined by a majority vote of the Board.

Section 3. Quorum for General Membership Meetings

A quorum for the transaction of business at any general membership meeting shall consist of six (6) paid members and a minimum of three (3) members of the Board of Directors.

Section 4. Special Meetings

Special meetings of the general membership may be called by the Board as deemed necessary. All members shall be provided written notice of any special meeting at least forty-eight (48) hours in advance, including the date, time, location, and purpose of the meeting.

Section 5. Order of Business

The standard order of business for general membership meetings shall be:

1. Call to Order
2. Pledge of Allegiance (if a flag of the United States is present at the meeting location)
3. Principal's Report (if the School Principal is in attendance)
4. Treasurer's Report
5. Old Business
6. Committee Reports
7. New Business
8. Adjournment

Section 6. Conduct of Meetings

All formal business of the general membership shall be initiated by a motion duly made and seconded. Meetings shall be conducted in accordance with the principles of parliamentary procedure.

Section 7. Agenda Items

Any member of the Board may place a matter on the agenda for general membership consideration.

Section 8. Referral of Motions to the Board

Any motion to institute new programs, establish recurring activities, or approve expenditures shall be referred to the Board for study, evaluation, and recommendation prior to a vote by the general membership. The Board's recommendation shall be presented at the next regular membership meeting.

ARTICLE IX: NOMINATION AND ELECTION OF OFFICERS

Section 1. Election Meeting

The final regular meeting in May of each school year shall be dedicated to the election of officers for the following school year.

Section 2. Nomination Process

The slate of officer candidates shall be proposed during the March general membership meeting. Candidates may be nominated by:

- Individuals volunteering for a specific office;
- Recommendation by members of the general membership.

Section 3. Election by Vote

All officers shall be elected by a simple majority vote of the voting members present and voting at the May general membership meeting. Only paid members in good standing shall be eligible to vote.

Section 4. Installation of Officers

Newly elected officers shall be installed in their positions immediately following the election. The outgoing President shall conduct the installation ceremony or designate another officer to do so.

ARTICLE X: FINANCIAL MANAGEMENT AND EXPENDITURES

Section 1. Bank Accounts

The Corporation shall maintain a primary checking account at a bank selected and designated by the Board. All funds received by the Corporation, from any source, shall be deposited into the designated bank account as soon as practicable. The Board may authorize the establishment of additional bank accounts (such as savings accounts or dedicated funds) as deemed necessary.

Section 2. Check Signing Authority

All checks drawn on the Corporation's bank account shall require the signature of either the President or the Treasurer. Checks shall be written by the Treasurer or President.

Section 3. Treasurer's Financial Reports

At each regular general membership meeting, the Treasurer shall present a summary of the Corporation's current finances, including all receipts, expenditures, and account balances for the period since the previous meeting. If the Treasurer is unable to attend a meeting, they shall submit a written financial report to another officer for presentation.

Section 4. Expenditure Requests

Any member may submit a request for approval of an expenditure of non-budgeted funds. Such requests shall be submitted in writing to the Treasurer at least ten (10) days prior to the general membership meeting and shall include:

- A detailed description of the project, purpose, or expenditure;
- The anticipated benefits to be received by the Club and the School;
- The projected total cost;
- The total amount being requested from the Corporation;
- The date by which the funds will be needed.

Section 5. Expenditure Authorization

Board Authority: The Board of Directors shall have the authority to approve and authorize expenditures of up to \$1,000.00 by a majority vote of the Board without requiring approval of the general membership.

General Membership Authority: Any expenditure exceeding \$1,000.00 shall require approval by a simple majority vote of the general membership present and voting at a regular monthly meeting.

Expedited Approval: When time constraints require expedited approval for an expenditure, the Board may conduct a poll of all paid members via email or group text, providing members until at least the close of business on the next business day to respond. A majority (one more than half) of the members polled is required for approval of the expenditure.

Reporting: All disbursements made under expedited procedures shall be included on the next regular meeting's agenda and reported to the general membership.

Section 6. Fund Deposit and Handling Requirements

All funds generated from fundraising activities and other sources shall be accepted and deposited into accounts designated by the Board. All monies received must be deposited as soon as practicable and in no case later than two (2) banking days after receipt. Detailed financial reports for all fundraising activities shall be prepared and maintained by the Treasurer.

ARTICLE XI: LIMITATION OF LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by Louisiana law, the officers, Board members, and general members of the Corporation shall have all benefits and protections of limitation of liability as set forth in La. R.S. 12:24C. These protections are fully incorporated herein by reference as though fully recited.

Board members acting within the scope of their authority and responsibilities shall not be subject to personal liability for actions taken in good faith on behalf of the Corporation. The Corporation shall provide indemnification to the fullest extent permitted under La. R.S. 13:5108.1, et seq., for all officers and Board members with respect to such actions.

ARTICLE XII: AMENDMENTS TO BYLAWS

Section 1. Amendment Process

These Bylaws may be amended or repealed by the Board of Directors. Written notice of any proposed amendment or repeal shall be provided to all Board members at least seven (7) days prior to the Board meeting at which a vote on the amendment will occur.

Section 2. Board Vote Requirement

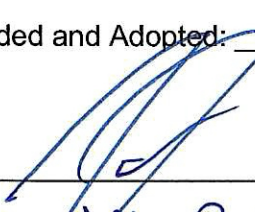
Any amendment or repeal of these Bylaws shall be adopted upon a majority vote of the Board of Directors at a properly noticed Board meeting.

Section 3. Effective Date

Amendments to these Bylaws shall become effective upon Board approval, unless otherwise specified in the amendment.

BYLAWS CERTIFICATION

Last Amended and Adopted: SEPTEMBER 8, 2026

Signature: 

Printed Name: JALEE PARKER

President

Signature: 

Printed Name: KEITH A. KLIBERT

Secretary

EXHIBIT "A"
CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST POLICY

GRETNA NO. 2 ACADEMY FOR ADVANCED STUDIES DAD'S CLUB

Approved by the Board of Directors and the general membership present on May 9, 2013

ARTICLE I: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II - DEFINITIONS

1. Interested Person:

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an **interested person**.

2. Financial Interest:

A person has a **financial interest** if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III- PROCEDURES

Section 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 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/she shall leave the governing 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.

Section 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe 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 member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI - ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangement with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility of ensuring periodic reviews are conducted.

CONFLICT OF INTEREST POLICY
GRETNA NO. 2 ACADEMY FOR ADVANCED STUDIES DAD'S CLUB

Annual Affirmation Statement

I, the undersigned, hereby affirm the following:

- a. I have received a copy of the Organization's Conflict of Interest Policy.
- b. I have read and understand the Conflict of Interest Policy.
- c. I agree to comply with the Conflict of Interest Policy.
- d. I understand that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature:  Date: SEP 8, 2026

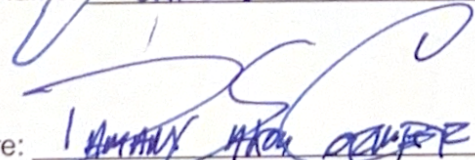
Printed Name: KEITH A. KLOBERT Title/Role: SECRETARY

Signature:  Date: 9/8/2026

Printed Name: CHUNG HUI Title/Role: TREASURER

Signature:  Date: 9/8/2026

Printed Name: JAKE PARKER Title/Role: PRESIDENT

Signature:  Date: 9-8-2026

Printed Name: Damany Cormier Title/Role: Vice President

Signature:  Date: 9-8-2026

Printed Name: KYLE GRIFFEN Title/Role: MEMBERSHIP