



BATON ROUGE ANCIENT ATHLETE SOCIETY

The Baton Rouge Ancient Athlete Society (colloquially, "BRAAS" or "the Club") was formed in 1981 as a non-profit organization to provide an athletic and social outlet for men who have matured through their competitive years. The Club's affairs are managed by Executive and General Board Members (collectively, "Board Members" or "Board"), and the Club is financed by its dues-paying membership. The Club is selective in its membership, limited to males at least 30 years old, compliant with the Club's principles, and current with their Club dues. The total membership is not capped but instead is determined by various factors, including the Club's ability to properly function given financial and logistical constraints. In addition to athletic competition, the Club offers many family-oriented activities and social events. A key objective of the Club is to facilitate both friendship and business interaction among its members.

BYLAWS

ARTICLE I. NAME AND PURPOSE

Section 1. The formal and legal name of this 501(c)(7) non-profit organization is the Baton Rouge Ancient Athlete Society of Louisiana, Inc. The Club's Articles of Incorporation are included as Addendum 1.

Section 2. The Club's purpose is to promote enthusiasm and participation in team and individual sports for aging males determined to identify with the triumphs and tragedies of their past athletic achievements. An additional, and equally important, purpose is to foster social interaction and camaraderie among the Club's members, spouses, and significant others during and after all events and activities.

ARTICLE II. MEMBERSHIP

Section 1. Generally, members in good standing must be: males at least 30 years old; compliant with the Club's principles; and current with their Club dues.

To be eligible for rookie membership, all rookie applicants must be at least 30 years old before August 1 in the year in which they apply for membership. All rookie applicants must be sponsored by a current BRAAS member in good standing who has completed at least his second year in the Club. Rookies obtain probationary membership upon a vote by the Board and payment of the yearly dues. Each rookie's first year is considered a probationary period requiring evaluation and approval for full membership in their second year. Rookies are expected to participate in at least five official sports during their rookie year. Failure to participate in at least five official sports will be considered during the approval process for full membership after the rookie's probationary period.

Past members who have left the Club for whatever reason and wish to rejoin the Club must be voted back in by the Board Members at the meeting to select rookies for the upcoming year. The Board has discretion to determine what, if any, rookie duties those returning members are required to undertake, on a case-by-case basis.

Section 2. The total membership shall be determined by the Board Members on a yearly basis, at the meeting to determine that year's rookie class and considering the various time, financial, logistical, and other constraints inherent in efficiently and effectively running the Club. Membership is non-transferrable and non-assignable.

Section 3. Membership options include: (1) full membership; (2) mini membership; and (3) graybeard. A full membership entitles a member to participate in all official BRAAS sports. A mini membership entitles a member to participate in only one official BRAAS sport. A graybeard membership entitles a member to participate in social functions only. All members may participate in all unofficial sports and social functions. A majority vote of the Board is required to change membership options. Any change must occur before the BRAAS year begins.

Membership dues are paid in full on a yearly basis when the membership application is submitted. Membership rates shall be determined by the Board on a yearly basis, before each BRAAS year, considering the financial and logistical requirements to efficiently and effectively run the Club. A majority vote of the Board is required to change membership dues. Additional assessments may be required for social events or other activities. Refunds or discounts for unforeseen circumstances, such as injuries, military duty, or job transfer, are at the sole discretion of the Executive Board.

Section 4. All BRAAS Past Presidents at least age 50 at the start of the new BRAAS year have lifetime membership and are exempt from paying yearly dues.

ARTICLE III. OFFICERS AND LEADERSHIP

Section 1. The officers and leadership of the Club shall consist of the Executive Board Members and the General Board Members (collectively, "Board Members" or "Board").¹ All Board Members must be BRAAS members in good standing. No Board Member may receive any compensation for his services as a Board member.

¹ Any reference herein to "Board Member" or "Board" means both the Executive Board and General Board Members collectively. Any specific reference to "Executive Board" or "General Board" means just the group referenced.

Section 2. General Board Members must have exhibited a desire to assist and support the Club, whether as a sports captain, as a sports commissioner, or undertaking any other action or role supporting the Club. General Board Members are appointed to one-year terms, commencing with the beginning of the BRAAS year, and serve at the pleasure of the President. A General Board Member may serve consecutive and/or multiple terms.

Each General Board Member is selected and appointed by the BRAAS President, with input and advice as needed from the Board. The number of General Board Members should range from 10-15, at the discretion of the current President and as needed to efficiently and effectively undertake Club business. One General Board Member should be a Past President, whose presidency concluded at least twelve years prior, to serve an advisory and historical role.

Section 3. The Executive Board Members shall consist of: (1) President; (2) Vice President; (3) Secretary; (4) Treasurer; (5) Major Sports Commissioner (“MSC”); (6) Information Technology (“IT”) Director; (7) Social Director; and (8) Immediate Past President. The position of Assistant Major Sports Commissioner, though considered only a General Board Member, shall assist the MSC as needed, with the intention of eventually succeeding the MSC.

Executive Board Members are appointed to one-year terms, commencing with the beginning of the BRAAS year, and serve at the pleasure of the President. In order to facilitate continuity and understanding of Club business, the positions of Secretary, Treasurer, Major Sports Commissioner, IT Director, and Social Director may serve consecutive and/or multiple terms. The positions of President, Vice President, and Immediate Past President may serve only one term, unless there are exceptional circumstances necessitating an additional term. Any such exceptional circumstance must be reviewed and confirmed by 2/3 vote of the full Board.

Executive Board positions should reflect the current state of the Club. As such, Executive Board positions may be added or removed, at the discretion of the Executive Board. Any change in the Executive Board positions should be reflected in these Bylaws. Further, to ensure continuity and understanding of Club business, each Executive Board Member should prepare and transmit guidelines/suggestions to his successor for that position. Those guidelines/suggestions may be in any form sufficient to pass on all relevant information that will assist the Executive Board Member’s successor with his duties.

The duties of the Executive Board Members include:

- (a) The President shall be the executive officer of the Club, oversee all Club business, and preside over all Board meetings. He is an ex-officio member of all committees and in general shall perform all duties incidental to the office of President.
- (b) The Vice President shall perform such duties as the President may assign and shall automatically ascend to the role of President at the conclusion of the BRAAS year.
- (c) The Secretary shall perform such duties as the President may assign and is primarily responsible for: ensuring Club compliance with the Bylaws; ensuring the Bylaws are sufficiently updated to reflect the current state of the Club; transcribing meeting minutes and

circulating the minutes to the Board; and communicating relevant information to the Club.

(d) The Treasurer shall ensure Club compliance with applicable financial and tax laws and regulations and maintain the necessary records reflecting the financial state of the Club. The Treasurer shall have full responsibility and accountability for all annual dues and shall render such statements of accountability as desired by the Executive Board. The Treasurer, along with the current President and Immediate Past President, are required to ensure that all necessary documents are timely filed with the Louisiana Secretary of State, including the annual report.

(e) The Major Sports Commissioner shall oversee all official sports, including securing facilities, securing and paying referees/umpires/officials, coordinating each sport's draft, scheduling, determining each sport's champion, and any other issue inherent in putting on each official sport. The MSC shall also appoint a commissioner and assistant commissioner for each official sport to ensure the efficient and effective operation of that sport. The commissioner and assistant commissioner serve at the pleasure of the MSC and are responsible for properly handling all logistical issues inherent in each sport and as the MSC directs. The Assistant Major Sports Commissioner assists the Major Sports Commissioner as needed and should ultimately succeed the MSC.

(f) The IT Director shall oversee all aspects of information technology relevant to the Club, including the BRAAS website and yearly membership applications.

(g) The Social Director shall perform such duties as the President may assign regarding all social aspects of the Club. The Social Director oversees all social activities and shall strive to plan and facilitate events that strengthen camaraderie within the Club. The Social Director shall coordinate, with input from the current President, the annual BRAAS Bash and Past Presidents Party for a date and location amenable to the overall BRAAS calendar.

(h) The Immediate Past President serves an advisory role to the President and the Board and assists as needed.

Section 4. The President has sole and final discretion in selecting all Executive Board Members, except the Vice President. The Vice President—who shall thereafter become the BRAAS President—shall be whomever receives the highest number of votes based on a vote from the following: current President (1 vote); current Vice President (2 votes); and the two prior Past Presidents (1 vote each). The current Secretary shall oversee and tally the votes.

The timing and manner of the aforementioned vote are left to the discretion of the Secretary and Vice President, but shall be conducted in a reasonable time and manner considering the BRAAS calendar. Unless there are exceptional circumstances, the vote should be conducted in person, with all voting participants present, any time before the final sport of the BRAAS year begins.

The President and Vice President, with consultation from the Major Sports Commissioner, the Board, or any other necessary BRAAS member, shall select an Assistant Major Sports Commissioner to assist the Major Sports Commissioner and ultimately succeed the MSC. The Assistant MSC may serve consecutive and/or multiple terms.

Section 5. In the event of a vacancy in the office of Vice President, Secretary, Treasurer, MSC, IT Director, or Social Director, the President shall select any BRAAS member to serve the unexpired term. In the event of a vacancy in the office of President after that presidency begins, the Vice President shall fill the unexpired term. In that instance, the Vice President may also serve his term as President as originally planned.

Section 6. Scheduling meetings shall be at the discretion of the President, including the number and length of Board meetings each year. Those decisions should be based on the efficient and effective order of Club business. There shall be one Board meeting per year that is open to the entire Club, however.

Reasonable notice of scheduled meetings shall be provided to all Board members. Reasonable notice may be in any form sufficient to notify the Board and should include the date, time, place, and purpose of the meeting.

A quorum is required to conduct and transact Club business. A majority of the full Board present constitutes a quorum. Being present is not limited to physical presence, but may include presence via phone, video, or any other means sufficient to establish a Board member's actual attendance. Unless otherwise provided in these Bylaws, a majority vote of those present is needed to approve any proposal. Each Board member gets only one vote. Proxy votes are not permitted.

Section 7. Any Executive Board Member—with prior approval of the President and Treasurer—may disburse Club funds as needed for Club events, items, facilities, and the like, as required to conduct or meet the Club's objectives. All BRAAS funds shall be maintained in an official BRAAS account at a banking facility recommended by the Executive Board. A financial report depicting the financial state of the Club shall be provided at each Board meeting and as requested by the President.

ARTICLE IV. SPORTS AND ACTIVITIES

Section 1. The official BRAAS sports are: (1) 6-on-6; (2) flag football; (3) basketball; (4) softball; (5) volleyball; and (6) golf. The dates and locations of each sport are left to the discretion of the Executive Board. Official sports may be added or removed—depending on financial, logistical, and feasibility considerations—at the discretion of the Executive Board. A draft shall be held prior to each sport's season, to determine rosters for each team. All participating teams are eligible for each sport's playoffs.

Unofficial BRAAS sports and activities, such as indoor volleyball, tennis, dodgeball, and bowling, are encouraged to foster a spirit of brotherhood and fellowship within the Club. Unofficial sports may be added or removed as the Club sees fit, at the discretion of the Board. Participation in any unofficial sport is not calculated for purposes of the different BRAAS membership options.

Section 2. The primary principle in all BRAAS sports and activities, whether official or unofficial, is DBAD ("Don't Be A D!ck"). This principle requires good sportsmanship and character in times of victory and defeat, no matter the circumstances or outcome. While it is understood that competition brings out varying emotions and the desire to win, the overriding principle of DBAD is always paramount. Failure to consistently uphold this

principle may subject any BRAAS member to expulsion from the Club.

Generally, any BRAAS member may be removed from the Club for any conduct detrimental to the Club's principles, irrespective of any ejections, suspensions, or other infractions listed below. A 2/3 vote of the Board is required to remove any member under these circumstances. The member shall be given a reasonable opportunity to explain his actions to the Board prior to the vote.

Specific rules and consequences for unsportsmanlike infractions, technical fouls, red cards, ejections, and the like are governed by each official sports' rules. Those rules should also include reporting requirements to the MSC for any such issue or violation.

Nevertheless, an ejection from any game in any official sport warrants a suspension from the next game—regardless if that game includes the playoffs or is the next calendar sport—and a meeting before the Executive Board. The time and manner of that meeting is left to the discretion of the Major Sports Commissioner. The suspension is only served if that person attends the next (suspended) game. Failure to attend the suspended game warrants a continuing suspension until the attendance requirement is met.

If, after the aforementioned ejection and suspension, a member receives yet another unsportsmanlike infraction, technical foul, red card, ejection, or the like during the same official sport, that member is suspended for the remainder of that sport's season, including the playoffs. Depending on the severity of the infraction, the member may be removed from the Club. A 2/3 vote of the Board is required to remove any member. The member shall be given a reasonable opportunity to explain his actions to the Board prior to the vote.

Section 3. The second principle in all official BRAAS sports is the 50% rule. All rostered and present players should play at least 50% of each game. It is the captains' and the players' shared responsibility to follow this rule. Exceptions include a player injury or other extenuating circumstance during that game.

Further, to be eligible for the playoffs, each rostered player must be physically present for at least 50% of his team's games. Injured players must still be physically present for at least 50% of his team's games to be eligible for the playoffs. Extenuating circumstances, such as incapacitation, may be considered by the Executive Board as an exception. The MSC, with the assistance of that sport's commissioner and assistant commissioner, is responsible for tracking and reporting attendance for the purpose of this rule.

Section 4. The rules should be provided to all participants before each sport begins and should be posted on the BRAAS website. Interpretation of the rules is at the MSC's discretion. Each sport's rules should be reviewed and revised as necessary, under the direction of the MSC. A majority vote of the Board is required for any substantive rule change.

Section 5. Social events are a central aspect of BRAAS. As such, the Club should encourage and support official BRAAS social events throughout the BRAAS year. Social events include: family nights, postgame gatherings, bowling, Christmas Party, Super Bowl Party, football tailgate, Longneck Lunch Club, annual BRAAS Bash, and the St. Patrick's Day Parade. To further encourage and highlight the social aspect of the Club, every five years the BRAAS Bash should be a formal affair. Social events may be added or removed at the Board's discretion.

ARTICLE V. MISCELLANEOUS

Section 1. The BRAAS year officially begins on August 1, with rookie orientation and 6-on-6 the first official events in the BRAAS year. The BRAAS year officially ends on July 31 at midnight, with sand volleyball the last official event in the BRAAS year.

Section 2. The Club should remain politically and organizationally neutral, i.e., the Club should not officially endorse or financially support any political candidate, charity, or cause. The Executive Board has authority to derogate from this rule, in the best interests of the Club.

Section 3. In the event of an emergency, whether declared or not, the Board has the inherent discretion to take any action, including the suspension or modification of any rule or bylaw, in the best interests of the Club. A majority vote of the Board is required to suspend or modify any bylaw or rule.

Section 4. During the 2014-2015 BRAAS year, the BRAAS Foundation (“BRAASstrong”) was created to support our “Brothers in Need.” The 501(c)(3) charitable organization’s primary purpose is to raise funds for any BRAAS member facing a serious hardship or tragedy. BRAASstrong is governed by a separate and distinct Board and under different bylaws.

Section 5. These BRAAS Bylaws, including all addenda, should be reviewed and updated as necessary, to reflect the evolving nature of the Club. A majority vote of the Board is required to make any changes. These BRAAS Bylaws, including all addenda, should also be published on the BRAAS website for all members to access and should otherwise be made available to any BRAAS member upon request.

BRAAS Bylaws last updated and approved on June 5, 2020, by the following Officers:

2019-2020 Officers

Executive Board Members:

Neal Fortenberry	President
James Peltier	Vice President
Jordan Faircloth	Secretary
Tony Ruiz	Treasurer
Patrick Walker	MSC
Austin Fontenot	IT Director
Zachary Love	Social Director
Madison Mulkey	Immediate Past President

General Board Members:

Ryan Evans (Assistant MSC)
 Brett May
 Daniel Cuendet
 Grady Savoie
 Jason Landry
 Kerry Bueche
 Lynn Johnson
 Patton Brantley
 Sean Marcantel
 Tim George

ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

BATON ROUGE ANCIENT ATHLETE
SOCIETY OF LOUISIANA, INC.

PARISH OF EAST BATON

BE IT KNOWN, that on June 28, 2004, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is Baton Rouge Ancient Athlete Society of Louisiana, Inc.

ARTICLE II

This corporation is organized and it shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The location of its registered office and post office address is 8550 United Plaza Blvd, Suite 1001, Baton Rouge, Louisiana 70809.

ARTICLE IV

The corporation's registered agent for service of process shall be Ralph Stephens, 8550 United Plaza Blvd, Suite 1001, Baton Rouge, LA 70809.

ARTICLE V

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure to the benefit of or be distributable to the benefit of its members, directors, officers, or other

private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the remaining assets of the corporation for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE VII

The management of this corporation shall be vested in a Board of Directors which shall consist of at least three (3) and no more than twenty-five (25) individuals. Members of the Board of Directors shall serve three year terms and may serve no more than three successive terms. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. The first Board of Directors of this corporation and its first officers shall be those persons stated in Articles IX and X hereof.

ARTICLE VIII

The annual meeting of the voting members of the corporation shall be held at the date, time and place to be established by the Bylaws.

ARTICLE IX

The names and addresses of the first Directors are as follows:

Name	Address
Chris Crick	10920 Goodwood Blvd Baton Rouge, LA 70815
Mark Verbois	18520 Lake Tulip Avenue Baton Rouge, LA 70817

Jim Dantin	10136 Ridgely Drive Baton Rouge, LA 70809
Jerry Zeller	13232 Whippoorwill Avenues Baton Rouge, LA 70817
Ronnie Guidry	1783 Bellrose Drive Baton Rouge, LA 70815
Brett Lirette	4828 Doral Drive Baton Rouge, LA 70816
Walter Price	618 Carnforth Drive Baton Rouge, LA 70810
Tim Mockler	932 Shadow Oak Drive Baton Rouge, LA 70810
Lane Pitre	3117 Shadows Hill Drive Baton Rouge, LA 70816
Scott Pecue	5638 Greenshire Avenue Baton Rouge, LA 70817
Duane Perry	17257 Monitor Avenues Baton Rouge, LA 70817
Haggai Davis II	5038 River Meadow Baton Rouge, LA 70820

ARTICLE X

The officers of this corporation are:

Chris Crick-- President

Mark Verbois—Vice President

Jerry Zellar--Secretary

Jim Dantin--Treasurer

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XI

The names and address of the Incorporator is as follows:

Name	Address
Ralph Stephens	8550 United Plaza Blvd. Suite 1001 Baton Rouge, LA 70809

ARTICLE XII

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C. to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

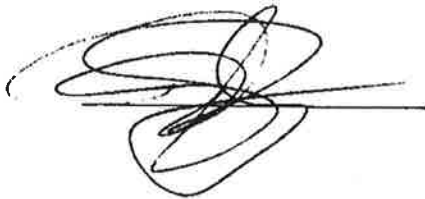
THUS DONE AND PASSED before me, in Baton Rouge, East Baton Rouge Parish, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, after due reading of the whole.

WITNESSES:

INCORPORATOR

Sharon T. Roth

J. H. B.



Dawn Marie Dieblich
NOTARY PUBLIC