

**AMENDED BY-LAWS
OF
OF MOVING COLORS PRODUCTIONS, Inc.**

September 20, 2011

PREAMBLE

Of Moving Colors Productions, a Louisiana nonprofit corporation ("Corporation"), by its Board of Directors (collectively, "Board"), does hereby adopt the following by-laws ("By-laws") effective September 20, 2011:

ARTICLE I
GENERAL

Section 1. Name.

This organization is a nonprofit corporation organized under the laws of the State of Louisiana and shall be known as "Of Moving Colors Productions".

Section 2. Principal Office.

The principal and registered office of the Corporation shall be located at 2016 Perkins Rd, Baton Rouge, Louisiana 70808. The Corporation may change the principal and/or registered office or have such additional offices as the Board, may, from time to time, determine to be in the best interest of the Corporation.

Section 3. Mission and Objectives.

A. Mission Statement. The mission of the Corporation ("Mission") shall be to provide an environment where visual and performance artists present a single idea together by creating and performing in their own media. The Corporation will host cross-media performances, workshops, and creative outreaches.

B. Objectives. The implementation of the Mission shall include the following, non-exclusive objectives (collectively "Corporation Objectives"):

The colors of Baton Rouge reflect a wide range of artistic media, skill levels, cultures and socio-economic backgrounds. The Corporation's events will provide audiences the rich experience of seeing the same idea, at the same time, in different ways. These events also will provide artists who work in different media with a strong synergy to grow as a community. The desire of the Corporation is to create a new fusion in Baton Rouge using the wealth of local talent while bringing in fresh perspectives from outside the local community.

Section 4. Limitation of Authority.

The Corporation and its activities shall be nonpartisan, nonsectional and nonsectarian. It shall observe all local, state and federal laws which apply to nonprofit organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), or any subsequent provisions. No part of the Corporation's net earnings shall inure to the benefit of any Member or other person. The Corporation is not organized for profit and shall not engage in any activity ordinarily carried on for profit.

ARTICLE II MEMBERSHIP

Section 1. Non-Stock Membership.

The Corporation is organized on a membership and not a stock basis.

Section 2. Eligibility.

Any reputable individual, firm, association, corporation, partnership, company, trust or estate having an interest in the Mission shall be eligible to apply for participation as a Member in the general membership of the Corporation ("Membership"). Membership shall be available without regard to race, color, creed, sex or national origin.

Section 3. Designation of Membership.

Each Member of the Corporation shall be a part of the general Membership of the Corporation, regardless of that Member's contribution to the Corporation. No Member shall have voting rights. The Board may, upon the affirmative vote of a majority of the Board, elect to establish Membership classifications at any time hereafter, each such classification having such unique Membership benefits, investment requirements and subject to such Membership restrictions, including, without limitation, voting and non-voting rights, as the Board may elect to impose.

Section 4. Application for Membership.

The Board may require that applications for Membership be in writing, on forms provided for that purpose, and signed by the applicant.

Section 5. Election.

Applicants approved by a majority of the Board at a regular or special meeting shall become Members.

Section 6. Membership Investment.

The Board is authorized to determine and set, from time to time, a minimum investment or contribution level to qualify for Membership ("Investment"). Each Member shall pay the appropriate Investment on an annual, semi-annual or quarterly basis, or as is otherwise established by the Board from time to time.

Section 7. Duties of Members.

The duty of each Member shall be to endeavor to increase the Membership and promote the Mission and standing of the Corporation.

Section 8. Committee Participation.

The Corporation intends earnestly to solicit the active participation of all Members in committee functions, as may be established from time to time, to advance the Mission through the Corporation's Objectives.

Section 9. Termination.

The Board is authorized to establish the causes for the termination of the Membership of any Member.

Section 10. Membership List.

A complete list of the Membership, arranged in alphabetical order, with the address of each as maintained by the Corporation, shall be prepared by the Secretary of the Corporation.

Section 11. Membership Meetings.

Unless otherwise called and fixed by a majority vote of the Board, no meetings of the Members shall be held.

ARTICLE III
SELECTION OF BOARD

Section 1. Function.

The complete direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board. The duties of the Board shall include, but shall not be limited to, establishing policies for the Corporation, electing Members, ratifying nominations of the Nominating Committee for the

Directors, electing officers, electing the Executive Committee, and establishing an Investment.

Section 2. Number.

The number of Directors shall consist of not less than ten (10) nor more than twenty (20) individuals.

Section 3. Selection.

The Nominating Committee shall nominate and recommend qualified candidates to serve as Directors.

Section 4. Terms.

Individuals elected to serve as Directors shall serve three (3) year terms. No person who has served two (2) consecutive terms is eligible for election as a Director. A period of one (1) year must elapse before eligibility is restored.

Section 5. Initial Directors.

The first Board of Directors was Margrett Fels, Glenda Shannon, Gary Gilbert and Lisa Gilbert.

Section 6. Nominating Committee.

A. Purpose. The purpose of the Nominating Committee for the Board shall be to take into account recommendations for candidates for the Board and the officers of the Corporation ("Officers") in accordance with these By-laws and the Articles of Incorporation of the Corporation.

B. Composition. The Nominating Committee shall be a standing committee composed of not less than three (3) nor more than five (5) Directors. The Board shall act upon the President's nomination and any other nominations made, and elect the Nominating Committee.

C. Delivery of Nominations. All nominations shall be delivered by the Board during a regular scheduled meeting as needed.

D. Election of Directors. The Board shall vote on the nominations submitted by the Nominating Committee during a regular scheduled meeting as needed of the Board, with the individual(s) garnering the greatest number of votes being elected.

Section 8. Seating of New Directors and Officers.

All new Directors shall be seated at the first Board meeting in September ("September Meeting"). New Officers shall commence their term effective as of the September Meeting.

Section 9. Vacancies.

Vacancies among the Directors may be filled by nomination of the Nominating Committee. Persons nominated for the Board shall be elected by a majority vote of the Board for the unexpired term of the vacant directorship.

Section 10. Removal.

A. Board Action. Any Director may be removed at any time for cause by a vote of two-thirds (2/3rds) of the Board.

B. Automatic Removal. Any Director absent from more than three (3) unexcused consecutive regular meetings of the Board are subject to removal by a majority vote of the Board.

Section 12. Resignation.

Any Director may resign at any time by giving written notice to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV
MEETINGS OF THE BOARD

Section 1. Voting.

Each Director shall have one (1) vote on any matter coming before the Board for a vote. Persons present at meetings in ex-officio capacity shall not be entitled to any vote.

A. Proxy voting. Any board member absent from the meeting of the Board of Directors shall be able to designate a proxy vote for all action taken at that meeting. A board of Directors' member proxy, duly authorized in writing, by the Board member will have voting rights, and may be counted toward constituting a quorum.

Section 2. Quorum.

A quorum for a meeting of the Board shall consist of fifty (50%) percent of the total number of Directors plus one (1). Except as otherwise provided in these By-laws, 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.

- A. Voting by Electronic Means. At all business meetings, except as otherwise provided in these Bylaws or the Standing Rules, fifty percent (50%) plus one (1) Active Voting Member Organizations shall constitute a quorum. In the event that a quorum is not available or that a decision must be reached expediently, an electronic mail vote may be solicited by the President provided that 1) the issues at hand are explained fully, 2) at least three business days are given to collect the votes, and 3) the number of responses constitutes a quorum as defined above.
- B. A proxy representing a Board member shall be counted toward constituting a quorum.
- C. No business of the Board or Committee may be validly transacted unless a quorum is present.

Section 3. Annual Meeting.

The annual meeting of the Board shall be held in each year during the month of September at such times and at such places as the Board may determine by resolution. Notice of the annual meeting of the Board shall be given to each Director at least five (5) days before the day on which the annual meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 4. Regular Meetings.

Regular meetings of the Board shall be held at the principal office of the Corporation each second Thursday of the month beginning with September, or at such places and at such times as the Board may from time to time determine by resolution. Once established in writing, no notice of regular meetings of the Board need be given.

Section 5. Special Meetings.

Special meetings of the Board shall be held whenever called by the President or by a majority of the Directors. Notice of each special meeting of the Board shall be given to each Director at least two (2) days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 6. Place of Meeting.

Except as otherwise provided, the Board may hold its meetings at such places within or without the State of Louisiana as shall be specified or fixed in the respective notice or waivers of notice thereof.

Section 7. Telephonic Meetings.

Meetings of the Board may be held by means of telephone conference calls or similar communication provided all persons participating in the meeting can hear and communicate with each other. Participation in a Board meeting by such means of communication constitutes presence in person at the meeting except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE V
OFFICERS

Section 1. Officers.

The Officers shall be a President, a Vice President, a Secretary, a Treasurer; and such assistants and subordinate officers as the Board shall deem necessary. The offices of Secretary and Treasurer may be combined if the Board so elects.

All Officers (collectively "Officers") shall be elected by the Board from among the Directors at the time of their election.

Section 2. Nominating Committee.

The Nominating Committee shall submit to the Board, at the time of election of the Directors, not less than one (1) candidate for each Officer post to be filled.

Section 3. Election of Officers.

The Officers shall be elected by a majority vote of the Directors at a regular meeting of the Board.

Section 4. Vacancies.

Whenever any vacancies shall occur in any of the Offices of the Corporation, such office shall be filled by the Board, and any officer so designated shall hold office for the remainder of the unexpired term of office.

Section 5. Term of Office.

A. Term. The term of office of each of the Officers shall be for a period of one

(1) year, or until their successors have been duly elected and qualified.

B. Removal. Any Officer may be removed from office at any time with or without cause by a majority vote of the Board.

C. Seating of Officers. New officers shall take office at the annual meeting or if fulfilling an unexpired term, at the close of the meeting at which they are elected.

Section 6. President of the Board.

The President shall be the elected head of the Corporation and preside at all meetings of the Board and the Membership (if any), and shall perform all other duties incidental thereto, serving as the chief spokesperson of the Corporation. The President shall, subject to the approval of the Directors, appoint all committees and committee chairpersons. The President shall be an ex-officio member of all committees.

Section 7. Vice President of the Board.

In the event of the absence, disability, or termination of service for any reason of the President, the Vice President shall act in the President's stead with the same authority, duties, and responsibilities as the President.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the Board, the minutes of the meetings of the Members (if any), and the minutes of all meetings of the Nominating Committee. These minutes shall be kept in appropriate books. The Secretary shall attend to the giving of all notices on behalf of the Corporation and shall have charge of the books and records containing the names, alphabetically arranged, of all instructions and/or persons who are Members, and such other books and papers as the Board may direct, and the Secretary shall perform all other duties incidental to the Secretary's office. The Board may appoint an Assistant Secretary to aid the Secretary in the performance of the Secretary's duties. In the event of the absence, disability, or termination of service for any reason of the Vice President, the Secretary shall act in the Vice President's stead with the same authority, duties, and responsibilities as the Vice President.

Section 9. Treasurer.

The Treasurer shall submit a report of the accounts and financial condition of the Corporation at the annual meeting of the Board, and at any other meeting of the Board as may be required by the Board. The Treasurer shall assist in the keeping of any records in accordance with these functions, including the preparation of the Budget. The Treasurer shall, subject to restrictions by the Board, direct the disbursement of all monies and assets of the Corporation. The Board may, if it so desires, appoint an Assistant Treasurer to aid the Treasurer in the performance of the Treasurer's duties. In the event of the absence,

disability, or termination of service for any reason of the Secretary, the Treasurer shall act in the Secretary's stead with the same authority, duties, and responsibilities as the Secretary.

Section 10. Delegation of Duties and Authority.

In the case of the absence of any Officer, or for any other reason that the Board may deem sufficient as to any Officer, the Board may delegate, for the time being, the powers or duties, or any of them, of such Officer to any other Officer(s), or to any Director(s).

ARTICLE VI COMMITTEES

Section 1. Appointment.

Except as is otherwise provided herein with respect to the Executive Committee and the Nominating Committee, the President shall appoint all committee members and the chairperson of each committee subject to the confirmation of the Board. The President may appoint as advisory members of any committee persons essential to the activity because of the nature of their work, interest or position. Committees may be standing committees and/or ad hoc committees.

Section 2. Committee Functions.

The Board shall establish the function and objectives of all committees. It shall be the function of each committee, within the limits of policy set by the Board, to make investigations, to conduct studies and hearings, to make recommendations to the Board concerning their assignments, and to carry on such activities as may be delegated to them by the Board.

Section 3. Limitation of Authority.

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Corporation on a question of policy without first receiving the approval of the Board.

Section 4. Composition.

All committees shall be chaired by a Director, and committee members may be drawn from the Board, the Membership and the general public as desired by the President. Each committee may have a vice president and a secretary. The President shall serve as ex-officio member of all committees.

Section 5. Ratification.

Any and all acts of any and all committees must be ratified by the Board.

Section 6. Notice of Meetings.

Written notice of the time and place for the meeting, accompanied by the agenda of items to be considered, shall be sent to each Member of the committee at least five (5) days prior to the meeting, except in the case of emergency meetings which may be called by the President at the President's discretion.

Section 7. Quorum.

A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

Section 8. Standing Committees.

A. Committees. There shall be the following standing committees of the Board:

Executive Committee;
Finance/Audit Review Committee; and
Nominating Committee.

B. Committee Members. The members of the Executive Committee shall be the Officers of the Corporation. The members of the Finance/Audit Review Committee shall be appointed by the President as provided in Section 1 of this Article.

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify and hold harmless any person who was or is party or is threatened to be made party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, incorporator or employee of the Corporation (collectively "Protected Group") against expenses (including attorneys' fees), judgement, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding provided the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the

Board, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or intentional misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that a proper court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause that his or her conduct was unlawful.

To the extent that a member of the Protected Group has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

This indemnification (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made by (a) the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel.

The foregoing indemnification shall not be exclusive of other rights to which any member of the Protected Group may be entitled as a matter of law, and shall inure to the benefit of any member of the Protected Group's heirs and legal representatives.

The Corporation may procure insurance on behalf of any member of the Protected Group against any liability asserted against or incurred by the person in any such capacity, or arising out the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the laws of the State of Louisiana.

ARTICLE VIII AMENDMENTS

These By-laws may be altered or amended or repealed by the affirmative vote of two-thirds (2/3rds) of the Board at any regular meeting or at any special meeting of the Board called for that purpose; provided, however, that no change of the time or place of the election of Directors shall be made within thirty (30) days preceding the day on which such election is to be held, and that in the case of any change of such time or place, notice thereof shall be given to each Director at least ten (10) days before the election is held.

ARTICLE IX DISSOLUTION

The Corporation shall use its funds only to accomplish the Mission and Corporation Objectives, and no part of the funds shall inure to the benefit of or be distributed to any Director, Officer, Member or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered on its behalf and to make payments and distributions in furtherance of the objects and purposes of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or literary organizations to be selected by the Board as defined in IRC 501(c)(3).