

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE ACCELERATE LOUISIANA INITIATIVE, INC.**

**Effective as of November 30, 2023**

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## ARTICLE I

### MEMBERS

1.1. Membership. The initial member of The Accelerate Louisiana Initiative, Inc. (“Corporation”) is Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana (the “Initial Member”). Upon the resignation of the Initial Member, those individuals who are the members of the Corporation’s Board of Directors (the “Board”) from time to time shall be the members of the Corporation and shall have the powers and authority reserved to members under the Louisiana Nonprofit Corporation Law, as amended from time to time. For so long as the Initial Member is the sole member of the Corporation, no separate meetings or vote of the members are required or necessary. The Initial Member may at any time resign by delivering a notice of resignation to the Board.

## ARTICLE II

### BOARD OF DIRECTORS

2.1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all of the powers permitted to or conferred on a board of directors except such as are otherwise provided for in its Application for Incorporation, its Articles of Incorporation, these Bylaws, or the laws of the State of Louisiana.

2.2. Number, Election, and Term.

(a) The initial directors and the number thereof shall be as provided in the Corporation’s Application for Incorporation. Thereafter, the directors shall be elected at the annual meeting of the Board by the vote of a majority of the directors then in office. The Board may determine from time to time the number of directors constituting the entire Board; *provided, however,* that there shall be no fewer than four (4) and no more than fifteen (15) directors. No decrease in the number of directors shall serve to reduce the term of any director then in office. The phrase “entire Board” refers to the total number of voting directors that the Corporation would have if all vacancies were filled.

(b) Each director shall hold office for a term of one year and until a successor is duly elected and qualified or until the director’s earlier death, resignation, or removal. Directors may be reelected to an unlimited number of terms.

(c) The Initial Member shall not have any power to elect or remove directors.

2.3. Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. A director so elected shall hold office until the expiration of the term of office to which such director is elected and a successor is duly elected and qualified, or until such director’s earlier death, resignation or removal.

2.4. Resignation and Removal. Any director may resign at any time by written notice to the Corporation. Such resignation shall take effect upon receipt thereof by the Corporation, unless otherwise specified in the resignation. Except as prohibited by applicable law or the Corporation's Application for Incorporation or its Articles or Certificate of Incorporation, one or more of the directors may be removed, with or without cause, by a majority of the entire Board.

2.5. Chair of the Board; Vice-Chair of the Board. The Board may appoint from its members a Chair and a Vice-Chair of the Board. Unless otherwise provided by the Board, the Chair of the Board, if one is appointed, shall preside at all meetings of the Board. The Chair shall have such other powers and shall perform such duties as the Board may from time to time designate. Unless otherwise provided by the Board, in the absence of the Chair, the Vice Chair, if one is elected, shall preside at all meetings of the Board. The Vice Chair shall have such other powers and shall perform such duties as the Board may from time to time designate.

2.6. Meetings of the Board. The Board shall meet annually at a time and place determined by the Board for the purpose of the election of directors and officers and the transaction of such other business as may properly come before the meeting. Regular meetings of the Board may be held at such times and places as may be determined by the Board from time to time. Special meetings of the Board may be called by the Chair (if any), the President, the Secretary, or a majority of the directors and shall be held at such time and place as may be specified by such order. The Board may adopt such rules and procedures, not inconsistent with the Corporation's Application for Incorporation or its Articles or Certificate of Incorporation, these Bylaws or applicable law, as it may deem proper for the conduct of its meetings.

2.7. Notice of Meetings and Waiver of Notice.

(a) Notice need not be given of regular meetings of the Board held at times and places fixed by resolution of the Board. Special meetings of the Board may be held at such times and at such places as may be determined by the Chair or the President on at least 24 hours' notice to each director given by means other than by mail or on at least three days' notice if given by mail. Special meetings shall be called by the Chair or the President in like manner and on like notice on the written request of any two or more directors.

(b) Whenever notice to directors is required by applicable law, the Corporation's Application for Incorporation or Certificate or Articles of Incorporation, or these Bylaws, a waiver thereof, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board or committee meeting need be specified in any waiver of notice.

2.8. Quorum and Manner of Acting. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present at a meeting shall be the act of the Board, unless

otherwise provided by law, the Corporation's Application for Incorporation, its Articles or Certificate of Incorporation, or these Bylaws.

2.9. Action by Unanimous Written Consent in Lieu of a Meeting. Unless otherwise restricted by the Corporation's Application for Incorporation, its Articles or Certificate of Incorporation, or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all directors or members of such committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the Board or committee in accordance with applicable law.

2.10. Meeting by Telephone, Video Conference or Similar Communications Equipment. Directors may participate in any meetings of the Board or any committee thereof through conference calls, video conferences or other forms of communication that permit participants to hear and be heard by all other participants, and such participation shall constitute the presence in person by such director at such meeting.

### **ARTICLE III**

#### **COMMITTEES**

3.1. Committees of the Board. The Board, by resolution adopted by a majority of the directors then in office, may designate one or more committees, each of which shall consist of two or more directors. Each committee shall have and exercise such powers and authority as provided in such resolution and not otherwise restricted by law; provided, however, that no such committee shall have power to (a) amend the Corporation's Application for Incorporation and/or its Articles or Certificate of Incorporation, (b) adopt an agreement of merger or consolidation, or (c) amend the Corporation's Bylaws. Each such committee shall hold office for the period specified by the Board. Any action taken by such committees between meetings of the Board shall be reported to the Board at its next meeting.

3.2. Advisory Committees. The Board may create other committees not having and exercising the authority of the Board in the management of the Corporation. Such committees may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it, him, or her by law.

3.3. Procedures and Quorum. Each committee shall keep minutes and make such reports as the Board may from time to time request. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the committee or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board. The presence of a majority of the then-appointed members of a committee shall constitute a quorum, and the vote of a majority of the members of the committee present shall be the act of such committee.

3.4. Action by Unanimous Written Consent in Lieu of a Meeting. Committee action may be taken without a meeting if all the members consent thereto in writing (including by electronic transmission), and the writing or writings are filed with the records of the committee.

## **ARTICLE IV**

### **OFFICERS**

4.1. Election and Qualifications. The Board shall elect the officers of the Corporation, which shall include a President, Secretary, and Treasurer. The officers may include one or more Vice-Presidents and such assistant secretaries, such assistant treasurers, and such other officers as the Board may from time to time determine. Each officer shall have such powers and duties as may be prescribed by these Bylaws and as may be assigned by the Board. Officers need not be chosen from among the directors. Any two or more offices may be held by the same person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers. The Initial Member shall not participate in the election of officers.

4.2. Term. Each officer shall hold office for a term of one year and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. Officers may be reelected to an unlimited number of terms. Any vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board.

4.3. Resignation and Removal. Any officer may resign at any time upon written notice to the Corporation. Any officer may be removed from office, with or without cause, at any time by the Board.

4.4. Duties and Authority. The officers shall have such duties and authority as customarily pertain to their offices except as modified by these Bylaws or the Board.

(a) *President.* The President shall be the chief executive officer of the Corporation and shall have general management and supervision of the property, business and affairs of the Corporation and over its other officers, may appoint and remove assistant officers and other agents and employees, and may execute and deliver in the name of the Corporation powers of attorney, contracts, and other obligations and instruments.

(b) *Secretary.* The Secretary shall prepare or supervise the preparation of the minutes of the meetings and other actions of the Board and its committees. He or she shall give, or cause to be given, required notice of all meetings of the members and the Board. The secretary shall have custody of the books, records, and documents (other than those maintained by the Treasurer), and shall attest deeds, contracts, leases and other legal instruments and formal documents and shall perform such other duties as may be assigned by the Board or the President.

(c) *Treasurer.* The Treasurer shall be responsible for the receipt, custody, and disbursement of all monies of the Corporation, shall keep proper books of accounts of such receipts and disbursements, and shall prepare financial statements in such forms and at such times as may be required by the Board or the President.

(d) *Vice-President.* A Vice-President may execute and deliver in the name of the Corporation contracts and other obligations and instruments pertaining to the regular course of the duties of said office, and shall have such other authority as from time to time may be assigned by the Board or the President. One Vice-President may be designated by the Board to perform the duties and exercise the powers of the President in the event of the President's absence or disability.

(e) *Assistant Officers.* Any assistant officer shall have such powers and duties of the officer whom such assistant officer assists as such officer or the Board shall from time to time prescribe.

(f) *Other Officers.* Other officers may be elected by resolution of the Board and shall have such powers and duties as may be prescribed in such resolution.

(g) *Duties of Officers May Be Delegated.* In case any officer is absent, or for any other reason that the Board may deem sufficient, the President or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any director.

## **ARTICLE V**

### **LOBBYING**

5.1. Restriction on Lobbying. The Corporation shall not engage in the carrying on of propaganda, or otherwise attempting, to influence legislation as defined in Section 501(c)(3) of the Internal Revenue Code unless such activities are in direct furtherance of the Corporation's tax-exempt purposes.

5.2. Lobbying Expenditures. Any activities permitted under Section 5.1 shall be approved in advance by a two-thirds (2/3) vote of the Board.

## **ARTICLE VI**

### **MISCELLANEOUS PROVISIONS**

6.1. Indemnification of Directors and Officers.

(a) Subject to Section 6.1(a)(1) hereof, the Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person ("Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Corporation, or while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in such Proceeding if such acted in good faith and in a manner such person 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 his or her conduct was unlawful. Notwithstanding the preceding

sentence, except as provided in paragraph (c) of this Section 6.1, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

(1) Indemnification under this Section 6.1(a) (unless ordered by a 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 (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel.

(b) The Corporation shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however*, that such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

(c) If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) properly authorized under this Article is not paid in full within 60 days after a written claim therefor by the Indemnified Person has been received by the Corporation, or a claim for advancement of expenses properly authorized under this Article is not paid in full within 30 days after any statement therefor has been received by the Corporation, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(d) Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

(e) The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Corporation's Application for Incorporation, its Articles or Certificate of Incorporation, these Bylaws, or any agreement or vote of disinterested directors or otherwise. This Article shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

6.2. Manner of Notice and Waiver of Notice. Except as otherwise provided in the Corporation's Application for Incorporation, its Articles or Certificate of Incorporation, or these Bylaws, notices and waivers of notice shall be in writing and delivered in any manner permitted



by the law. Whenever written notice is required, a written waiver signed by the person entitled to notice whether before or after the time stated in such notice, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

6.3. Amendments. Except as otherwise provided in the Corporation's Application for Incorporation, its Articles or Certificate of Incorporation, or these Bylaws, these Bylaws may be amended or repealed, and new Bylaws may be adopted by two-thirds (2/3) vote of the entire Board. The Board is specifically vested by the powers conferred by Section 222 of Title 12 of the Louisiana Revised Statutes.