

# **BOULIGNY IMPROVEMENT ASSOCIATION**

## **BYLAWS**

*Adopted July 26, 2011*

*Amended September 27, 2011*

*Amended and Restated January 11, 2020*

*Amended March 14, 2022*

*Amended May 10, 2022*

### **SECTION I**

#### **Purpose and Boundaries**

- A. The Bouligny Improvement Association (the “Association”) has been organized and it shall be operated, exclusively, to promote and stimulate social, ethical, moral, and financial values accruing to the owners of real estate within, and the residents of the area described herein and to advocate the enactment of zoning and regulatory laws and ordinances pertaining to real estate and its uses in the said area; to encourage and procure the enforcement of the existing laws and ordinances and to assist in the prosecution and prevention of all violations thereof; and generally to do any good which is incidental and necessary, or in any manner complimentary to the objectives and purposes herein set forth.

This corporation shall also seek to protect and maintain the hereinafter described area as an attractive and permanent residential section in Uptown New Orleans.

- B. The Association is bounded by St. Charles Avenue on the north; Napoleon Avenue on the east; Upperline on the west; and Tchoupitoulas Street on the south. (*Amended 1/11/20*)
- C. The Association shall be a nonprofit, nonpartisan organization and shall not endorse candidates for public office. The Association may take positions on issues. All action appropriate to sustain an approved neighborhood association position must be authorized by the Board of Directors before the President or representatives of the President may so act.

### **SECTION II**

#### **Membership**

- A. There shall be two categories of Membership: Dues-Paying Memberships and Non-Dues Paying Memberships. Members shall be limited to one category of membership.
1. Dues-Paying Memberships shall include “individual”, “household”, “benefactor”, and “business” and shall be for the annual membership term as defined below. All members must own or reside within the boundaries of the Association, have paid annual dues, and be eighteen years of age or more. Each category of dues paying members shall be entitled to one vote.

Any individual not residing or owning property or a business within the boundaries set forth in Section I (B) who has paid the annual dues may become a member of the Association and shall enjoy all privileges of membership except voting. (*Amended 1/11/20*)

2. Non-Dues-Paying Memberships shall include a representative of all churches, synagogues, mosques, or other places of worship within the boundaries of the Association, a representative from all schools within the boundaries of the Association, a representative of any other governmental agency, state or local, which has an office within the boundaries of the Association. These non-dues-paying members shall not vote, hold office, or chair a committee.
- B. The annual membership term for Dues-Paying Memberships shall be for up to one year, commencing on the date of receipt of dues until May 31st or such other date established by the Board of Directors.
  - C. Dues for each class of membership may be reviewed annually and adjusted as needed by the Board of Directors.
  - D. Any member may be terminated from the Association for cause as determined by the Board of Directors. Such termination shall require a two-thirds (2/3) vote of the Board of Directors or a two-thirds (2/3) vote of the members entitled to vote. (*Amended 1/11/20*)
  - E. The minutes of meetings, reports, by-laws and Articles of Incorporation shall be available for inspection upon request by any member.
  - F. The membership list shall not be released to anyone other than the Officers, Board of Directors, and Committee Chairs without approval of the Board of Directors.
  - G. All meetings of the Board of Directors and Committees, except the Election Committee, shall be open to all members. (*Amended 3/14/22*)
  - H. An agenda for all meetings of the Board of Directors and all regular meetings of the Association shall be available at the meeting and any member wishing to place an item on the agenda must submit that item for inclusion in writing to the President and Secretary at least 48 hours prior to the meeting. (*Amended 1/11/2020*)

### **SECTION III** **Officers**

- A. The Association shall have the following officers:
  1. President: The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the membership and of the Board of Directors; shall see that all resolutions of the Board of Directors are put into effect; shall represent the Association to the public; shall appoint special committees/task forces; shall be empowered to sign documents on behalf of the Association; shall be authorized to sign checks on the Association's account (along with the Vice President, only); and

shall be an ex-officio member of all committees. The President, or his/her appointee, shall be responsible for notifying the membership of meetings. *(Amended 9/27/11)*

2. Vice-President: The Vice-President shall preside in the absence of the President; shall act as special assistant to the President; and shall be empowered to sign documents on behalf of the Association as authorized by the Board of Directors; and shall be authorized to sign checks on the Association's account (along with the President, only). *(Revised 9-27-11)*
3. Treasurer: The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Association; shall deposit all money and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall disburse funds of the Association as may be ordered by the Board of Directors; shall receive and review bank statements; and shall render to the President and the Board of Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. *(Amended 9/27/11)*
4. Secretary: The Secretary shall attend all sessions of the Board of Directors and all meetings of the membership and record all votes and keep the minutes of all such proceedings; shall sign with the President all contracts and legal documents; shall maintain a current list of membership and shall be responsible for the upkeep of the membership list and shall update the addresses of all new members or address changes and will be responsible for sending dues notices to the members. *(Amended 1/11/20)*

- B. In order to serve as President of the Association, an individual must have served at least one year on the Board of Directors.
- C. Each officer shall deliver to his or her successor all records, papers and other property belonging to the Association within 15 days after leaving office.
- D. Officers shall be elected by the Board of Directors from among the directors. Officers shall take office by June 30<sup>th</sup> and the term of office for all officers is one year.

#### **SECTION IV** **Board of Directors**

- A. The Board of Directors of the Association shall consist of the President, Vice-President, Secretary, Treasurer, the immediate past President of the Association, and such other members as the Board of Directors deems necessary for proper functioning of the Board of Directors, with the total number of directors not to be fewer than 5 or to exceed 11, and always to be an odd number of directors. *(Amended 1/11/20, 5/10/22)*

- B. The members of the Board of Directors (“Board Members”) shall be elected from members entitled to vote and must have been a member of the Association for at least one year prior to election to the Board.
- C. The election of Board Members shall be conducted at the Annual General Meeting of the members in May. Board candidates who receive a majority vote of the members who are entitled to and do vote at the annual general meeting of the members shall be elected to the Board. The Board Members shall take office on June 1st and the term of office for all Board Members is two years. Half of the Board Members shall be elected in odd years and half in even years. *(Amended 5/10/22)*
- D. The business and affairs of the Association shall be managed by the Board of Directors, which shall exercise all powers of the Association and do all such lawful acts and things that are not by law or by the articles of incorporation or by the by-laws prohibited or required to be done by the general membership. The Board of Directors shall have the sole power to authorize necessary expenditures. The President and the Treasurer have the authority to reimburse or disburse funds under \$300.00 without prior approval by the Board of Directors. The Board of Directors must approve reimbursement or disbursement of any amount over \$300.00 in advance of the expenditure. All such actions shall be set forth in the minutes of the Board Meetings.
- E. Board Members should attend all regular Board Meetings. Three unexcused absences from regular Board Meetings in a term may result in a loss of office and constitute a vacancy on the Board of Directors. Should a vacancy occur, the President, with approval of the Board of Directors, shall appoint a replacement to fill the unexpired term. In the event of a vacancy in the office of President, the Vice President shall assume the office and the vacancy will be the office of Vice President.
- F. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. If a Board Member is unable to attend in person, he may give his written or electronic proxy to another Board Member. Business of the Board of Directors may also be conducted by email. Any action authorized by the Board of Directors via email shall be reported in the minutes of the next regular Board Meeting.  
*(Amended 1/11/20)*
- G. The By-laws may be Amended by two-thirds (2/3) majority vote of the Board of Directors.
- H. The Board of Directors will meet monthly at a regularly scheduled time and place (“Board Meetings”), unless deemed unnecessary by a majority of the Board of Directors and cancelled by the President at least 48 hours prior to the meeting. Meetings of the Board of Directors shall be open to the general membership. *(Amended 1/11/20)*
- I. Board Members who are running for or elected to public office must resign from the Board of Directors.

## SECTION V Committees

- A. The following standing committees shall be established to address specific areas of interest and concern of the general membership:
1. **Beautification & Parks** shall promote green space, landscaping, cleanliness, and attractiveness of the neighborhood and liaison with the Parks and Parkway Commission and NORD as appropriate.
  2. **Crime & Public Safety** liaisons with the police, neighborhood patrol groups, fire, and traffic departments to inform members of issues of concern and to make our neighborhood safer.
  3. **Events & Community Relations** is charged with generating good will, camaraderie and new members through activities that celebrate our neighborhood, promote our local businesses, make the activities of the Association known to neighbors and show appreciation for our police and firefighters.
  4. **Election Committee**, consisting of a minimum of 3 members, shall be appointed by the President and approved by the Board of Directors and shall recommend a slate of candidates to the Board of Directors for approval, which shall be voted on at the general membership meeting. *(Amended 3/14/22)*
  5. **Website & Communications** maintain the email list of members and neighbors sending Association news, notices, and articles of interest to area residents. The website shall post information of interest to residents, as directed by the Board of Directors.
  6. **Planning and Zoning** shall liaison with City Hall departments of zoning, planning, streets, health, and safety, in a proactive manner to facilitate communications and understanding between Association members and city officials. The Planning/Zoning Committee shall impart rationale and make recommendations to the Board of Directors regarding zoning issues.
- B. Any member may join any committee, except Election, and all committees, except Election, shall have open meetings.
- C. Committee meetings shall be held at the discretion of the committee chair, but there shall be no less than one meeting per year.
- D. Chairs shall prepare a committee report to be provided to the Board of Directors.
- E. The Board of Directors may establish additional committees. The President of the Association may establish temporary task forces and determine their powers, duties, and term.

**SECTION VI**  
**Meetings of the Members**

- A. Regular general meetings of the members shall be held at least once per year at a place and time to be determined by the Board of Directors and announced at least 15 days in advance, via email, and/or with alternative notification methods, to the general membership. (*Amended 1/11/20*)
- B. Special meetings of the members may be called at any time by the President or the Board of Directors. Any request for a special meeting must be made to the President in writing setting forth the reasons for the special meeting. On the failure or refusal to call a special meeting, upon the written authorization of at least 1/5 of the voting members, any one of these voting members shall have the authority to call a special meeting. Notice of such special meeting is required to be given at least 15 days in advance via email, and/or alternative notification methods. (*Amended 1/11/20*)
- C. A printed agenda stating the order and nature of business for all general meetings will be available at the meetings. The President shall determine the agenda. Should a member wish to place an item on the agenda, notice must be given in writing to the President at least 48 hours in advance. In the event of a dispute over whether an item should be included on the agenda, the Board of Directors shall decide. All committees may give a report at general meetings, either in writing or orally.
- D. The presence of one-fifth of the voting members shall constitute a quorum at all meetings of the membership. (*Amended 1/11/20*)
- E. All meetings of the membership shall be conducted under Roberts Rules of Order.

**SECTION VII**  
**Effect and Amendments**

- A. The By-laws are binding on all members, Officers, and Directors.
- B. By-laws may be created by a two-thirds (2/3) vote of the Board of Directors.
- C. The By-laws may be Amended by two-thirds (2/3) vote of the Board of Directors.
- D. Proposed amendments to the by-laws must be submitted to the President at least seven days before the meeting.
- E. The By-laws shall be available to any member upon request.

**SECTION VIII**  
**Force Majeure Events**

- A. In the event of any major disaster affecting the City of New Orleans, such as Hurricane Katrina, the dates cited in Sections III, IV, VI, and VII of these Bylaws may be extended at the discretion of the Board of Directors for up to six months, with the option for one additional extension of up to six months.