

**CHATEAU ESTATES CIVIC ORGANIZATION  
(CECO)**

**BYLAWS**

**Revised: November 13, 2019**

**Chateau Estates Civic Organization**

**P.O. Box 640633  
Kenner, LA 70064**

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# **CHATEAU ESTATES CIVIC ORGANIZATION**

## **BYLAWS**

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### **ARTICLE I - Names and Objectives.**

The name of this code 501(c)(3) non-profit corporation is Chateau Estates Civic Organization, hereinafter referred to as the "Organization". The mission and objectives of the Organization shall be to:

- (a) Provide a means whereby Chateau Estates residents can act as a unit in matters pertaining to the common interests of the residents,
- (b) Maintain and enhance the quality-of-life aspects within the Chateau Estates community,
- (c) Promote the general welfare of the community and Kenner in cooperation with other similar associations, as appropriate.

### **ARTICLE II - Definitions**

Section 1. "Organization" shall mean and refer to Chateau Estates Civic Organization, its successors and assigns.

Section 2. "Properties" shall mean and refer to any real or personal property as may hereinafter be brought within the jurisdiction of the organization.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded maps of Chateau Estates subdivision with the exception of any multiple acreage tracts shown on such subdivision map or maps.

Section 4. "Members" shall mean and refer to those persons who are residents of Chateau Estates subdivision, covered by a membership and current in payment of dues. There shall be but one membership for each lot in the subdivision that is occupied by a residence or each resident of a condominium. However, each adult will be allowed one (1) vote, with a maximum of two (2) votes per residence.

Section 5. Lot owners and condominium owners who are non-residents may be Members of the Organization, have a "voice", but have no voting privileges.

Section 6. Other interested persons may be Members of the Organization but have neither 'voice' nor voting privileges.

Section 7. The "Board" will consist of the elected officers, directors and the immediate past president of the Organization.

Section 8. The residential areas are defined as follows:

(a) Northwest Area - bounded on the south by Vintage Drive, on the west by Canal #10, on the east by Chateau Blvd., and on the north by Canal #7.

(b) Northeast Area - bounded on the south by Vintage Drive, on the west by Chateau Blvd, on the east by the Duncan canal, and on the north by Canal #7.

(c) Southwest Area - bounded on the south by canal #11, on the west by canal #10, on the east by Chateau Blvd., and on the north by Vintage Drive.

(d) Southeast Area - bounded on the south by canal #11, on the west by Chateau Blvd., on the east by the Duncan Canal, and on the north by Vintage Drive.

### **ARTICLE III - General Membership Meetings**

Section 1. General Membership meetings. There shall be a minimum of three meetings of members per year.

Section 2. Special meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board, or upon written request of one-tenth (1/10) of the Members.

Section 3. Annual Meeting. One of the general membership meetings as defined in Section 1 shall be the Annual Meeting. This meeting will be the last meeting of the year and shall be held no later than in November of each year.

Section 4. Notice of meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the secretary or person authorized to call the meeting. Such notice shall specify the place, date, hour and the purpose of the meeting.

Section 5. Quorum. A quorum shall consist of one tenth (1/10) of the Membership in good standing. No voting business can be completed without a quorum attendance.

### **ARTICLE IV - Area Directors**

Section 1. Directors- Number. There shall be two (2) directors from each area. Any vacancies that occur after election shall be appointed by the President with the approval of the Executive Committee.

Section 2. Term of Office. At the Annual Meeting, two directors from each area will be elected to serve a term of one (1) year. Directors may be elected to successive terms of office. Term of office shall begin on January 1<sup>st</sup> following election.

Section 3. Election. Election to the Board shall be by ballot at the Annual Meeting. At such election the Members entitled to vote may cast one vote in respect of each vacancy. The Board shall develop procedures to limit voting to dues paying members only. The person receiving the majority of votes shall be elected. In the event no one receives a majority vote, a run-off shall be held between the two (2) persons receiving the highest number of votes. In the event a candidate or candidates are running unopposed, the vote for that vacancy may be by acclamation.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the area.

Section 5. Compensation. No Board member shall receive compensation for any service he may render to the Organization. However, Board members may be reimbursed for actual expenses incurred in the performance of his or her duties.

#### **ARTICLE V - Board Meetings**

Section 1. Regular Board Meetings. Regular meetings of the Board shall be held at least four (4) times a year without notice to the Members, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Organization, or by any two (2) members of the Board, after not less than four (4) days' notice to each member of the Board.

Section 3. Quorum. A majority of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board present shall be regarded as the act of the Board, unless a greater number is required by law or by these by-laws.

#### **ARTICLE VI - Powers and Duties of the Board**

**Section 1. Powers. The Board shall have the power to:**

- (a) Exercise for the Organization all powers, duties and authority vested in or delegated to this Organization and not reserved to membership by other provisions of these by-laws or articles of incorporation.
- (b) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and
- (c) Contract with or employ such persons as they deem necessary, and to prescribe their duties. (i.e.: webmaster, printer, newsletter editor, etc.)

**Section 2. Duties. It shall be the duty of the Board to:**

(a) Cause to be kept a complete record of its actions in the form of minutes of the Board. Board minutes shall be available to Members upon written request.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.

(b) Report at each General Membership meeting the status of the Organization's finances

(c) Supervise all employees of the Organization and see that their duties are properly performed.

(d) Evaluate and make any changes, when deemed necessary, in the amount of the annual dues for each membership.

(e) Maintain compliance with federal tax requirements and state corporate tax status.

(f) Ensure that bank accounts, fiduciary accounts for dues payment, and licenses used by the organization are in the name of the organization, not commingled with personal accounts, and updated with change in officers.

(g) Ensure that no assets of the organization, including equipment and licenses, are used for the personal benefit of any member of the organization.

(h) As deemed appropriate, procure and maintain adequate liability and hazard insurance on property owned by the Organization.

(i) As deemed appropriate, cause all officers or employees having fiscal responsibilities to be bonded with the bond premium to be paid by the Organization.

(j) Cause any common area to be maintained.

(k) Approve Ex-Officio Board Members to include City Council District 4 representatives and Councilmembers-At-Large (Division A and Division B). By special rule, Ex-Officio Board Members will not have voting rights.

(l) Review and consider the recommendations of board committees.

**ARTICLE VII - Officers**

Section 1. Enumeration of Officers. The officers of the Organization shall be a president, vice-president, treasurer and a secretary, and such other officers as the Membership may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall be by ballot and take place at the Annual Meeting. The President and Vice President may not serve more than two successive terms in their respective offices. At such election, the Members entitled to vote may cast one (1) vote in respect of each office. The Board shall develop procedures to limit voting to dues paying members only. The person receiving the majority of votes shall be elected. In the event no one receives a majority vote, a run-off shall be held between the two (2) persons receiving the highest number of votes. In the event a candidate or candidates are running unopposed, the vote for that vacancy may be by acclamation. Term of office shall begin on January 1<sup>st</sup> following election.

Section 3. Nominations. The nomination committee should announce nominations at the summer general membership meeting, at which time nominations from the floor may also be accepted. Nominations from the floor may also be made at the Annual Membership Meeting.

Section 4. Term. The officers of this Organization shall be elected annually by the Members, and each shall hold office for one (1) year, unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 5. Special Appointments. Members in good standing may be appointed by the Board to committees and volunteer jobs. Appointment to a committee comes with voting rights on that committee. Appointments should be reviewed annually by the Board during committee assignments.

The Board may appoint Associate Members to meet needs of the organization. Examples may include legal advisor, election forum moderator, webmaster, newsletter editor, ad salesman, social media coordinator, parliamentarian, and fund raiser. Associate Members participate in board meetings, including discussion and straw votes, however do not have full board voting rights and are not counted toward quorums. The appointment of Associate Members and their duties should be reviewed annually by the Board during committee assignments.

Section 6. Resignation and Removal. Any officer may be removed from office with cause by the Board. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The person appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8. Multiple Offices. No person shall simultaneously hold more than one office but may hold special appointments pursuant to section 5 of this article.

**Section 9. Duties. The duties of the officers are as follows:**

(a) **President.** The President shall preside at all meetings of the Board and of the membership; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments. The President shall represent the organization on any occasion which in the President's judgement the interest of the organization is involved and make or authorize statements on behalf of the organization on any matter in which the Board has arrived at a position or recommendation. The president shall be an ex-officio member of all committees, except the Nominations Committee, and shall decide all questions-of-procedure and order.

(b) **Vice President.** The Vice President shall act in the place and instead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The Vice President shall also oversee the functions and operations of the Area Directors.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the members of the Organization together with their addresses, and shall perform such other duties as required by the Board.

(d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Organization and shall disburse such funds as directed by resolution of the Board; shall sign all checks of the Organization; keep proper books of account; and shall prepare a statement of the budget and a statement of income and expenditures to be presented to the membership at the Annual Meeting, and make a copy of each available to each Member, upon request.

**Section 10. Executive Committee.** The Executive Committee shall comprise the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee is subordinate to and advisory to the Board. The role is to assist in planning and implementation of Board plans, committee appointments, and duties. The Executive Committee reports to the Board at its next meeting or by email and its actions are recorded separately or reviewed and included in the minutes of the Board.

**ARTICLE VIII - Committees.**

**Section 1.** The responsibilities and duties of committees shall be approved by the Board. The Board shall appoint members of standing committees annually, as soon as possible after elections.

(a) **Social.** To develop social activities, including fund raising, in support of the purposes and objectives of the organization

(b) **External Affairs.** To identify public hearings involving matters of interest and represent as appropriate. To consider all CECO requests and recommendations for government expense or budget and submit recommendations to the full board for consideration. To coordinate with other civic organizations as appropriate.

(c). Communications. To Coordinate website, newsletter, and social media. Members shall include Board members and/or Associate Board members with responsibility for specific media.

(d). Membership. To oversee the annual membership drive and to welcome new homeowners.

(e) Nominating. To consider the needs of the organization and based on those needs recommend the best candidates for annual election of each officer and area director.

(f) Advertising. To sell ads in CECO media to offset media expenses.

Section 2. Additional committees or work groups may be appointed by the President.

Section 3. Committee members may include officers, area directors, associate board members, and members in good standing. Standing committees should generally be chaired by a board member, however may be co-chaired by an Associate Board member or member in good standing. Committee members should seek the input of subject matter experts as appropriate. Within committees, a meeting quorum is a majority of committee members. A quorum and a majority of votes cast is necessary to take any official action.

#### **ARTICLE IX - Records and Books**

The books, records and papers of the Organization shall at all times, during reasonable business hours, be subject to inspection by any Member.

Each officer shall, within five (5) days after retiring from office, deliver to his or her successor all papers and properties in his or her possession belonging to the Organization.

The treasurer's books shall be audited annually in such manner as decided by the Board.

#### **ARTICLE X - Budget**

Section 1. The incoming President will present a budget for the upcoming year at the first Board meeting of the year. The president will present to the Board, for consideration and approval, the proposals which he or she plans to institute during the upcoming year.

The Board approved budget will serve as authority for the Treasurer and President to expend organization funds within the specified year. The President may, in consultation with the Treasurer and with Board approval, amend the budget.

Section 2. A notice shall be posted in the first newsletter of the year that the budget approved by the Board is available to members upon request.



**ARTICLE XI - Dues**

Annual dues of the Organization shall be determined by the CECO Board. Annual dues will cover the period of January 1<sup>st</sup> through December 31<sup>st</sup>.

**ARTICLE XII - Amendments to Bylaws**

These by-laws may be amended during a regular or special meeting of the Membership, by a two-thirds (2/3) vote of the Members present and entitled to vote, provided there is a quorum. Prior notification of the proposed amendments to the Bylaws must be communicated to the membership within a reasonable notice period prior to the meeting at which the amendment vote will be taken.


**ARTICLE XIII - Indemnification**

The Organization, (CECO), shall indemnify and hold harmless any officer or director who is made party to any civil action for any act carried out in furtherance and in good faith of the purposes and objectives of this Organization. The liability of this Organization is limited to the unencumbered funds available at the time that said officer or director is made a party to said action.


**Authorized by:**


We, the undersigned, attest that these bylaws were approved by the general membership at the Annual Meeting of November 13, 2019.

X   
Bob Bales, President

X   
Kerry Marcus, Vice-President

X   
Ted Berggren, Secretary

X   
Julius Neumeyer, Treasurer

X   
Michael Murphy, Immediate Past-President