



# APA BYLAWS

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## Revised bylaws of the Algiers Point association

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### **Article I—Name.**

The official corporate name of this not-for-profit corporation is “The Algiers Point Association,” hereinafter also referred to as “APA.”

### **Article II—Purpose.**

The Algiers Point Association’s purpose is to preserve and promote the historic character, architectural integrity, public safety and quality of life of the residents of the Algiers Point neighborhood of New Orleans, Louisiana. It is organized exclusively for charitable and educational purposes. Such purposes may include making distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

### **Article III—Non-Profit Legal and Tax Status.**

The corporation is a Louisiana non-profit public benefit corporation recognized as tax exempt under Section 501 (c) (3) of the Internal Revenue Code.

### **Article IV—Boundaries.**

The Algiers Point neighborhood, according to the City of New Orleans, is located between the Mississippi river, Newton Street and Atlantic Avenue.

### **Article V—Association Membership.**

#### *Voting Members of the APA:*

- a.** A resident, including a renter, of the Algiers Point neighborhood, as defined in article III, who is at least 18 years of age.
- b.** A person who is listed as the spouse or partner of a member on the membership application shall also be considered a voting member.
- c.** A person or company that owns property in the Algiers Point neighborhood, as defined in Article III.
- d.** A person or company that owns a business in the Algiers Point neighborhood, as defined in Article III.
- e.** To vote at any membership meeting, the member must have paid the membership dues for the calendar year in which the meeting occurs, as further provided in Article V.

#### *Non-voting Members of the APA:*

Any person who is interested in the Algiers Point neighborhood, as defined in Article III, who supports the purpose of the APA, as defined in Article II, and is not a voting member as defined above, shall be a non-voting member in any calendar year in which such person has paid membership dues as provided in Article V.



## **Article VI—Membership Dues.**

Dues are payable for the calendar year as follows:

Persons over 65 years of age: \$15; All others: \$25; Household consisting of 2 persons: \$25;  
Dues for anyone joining after July 1 of any year shall be \$12.50 for that calendar year.

## **Article VII—Board of Directors.**

**a.** Composition. The APA shall be governed by a Board of Directors. The Board of Directors shall consist of its president, one or more vice-presidents, a corporate secretary, a corporate treasurer, the immediate past president and up to 14 board members for a maximum of 18 directors.

**b.** Terms of Office. The officers and directors shall serve for a one-year term.

**c.** Quorum. Attendance by a majority of the board members shall constitute a quorum for the conduct of official business.

**d.** Voting. The president shall not make motions or vote on motions except in case of a tie. For a motion to be passed, it must receive the approval of a majority of directors attending.

**e.** Advisory Committee. The Board may appoint persons to an advisory committee who have special talents that would assist the APA. Such persons may attend meetings of the Board and participate in its discussions but may not vote on motions. Advisory committee members serve at the pleasure of the Board.

**f.** Board Meetings. The Board shall meet at least once a month. The president, or in the president's absence, a vice president, shall preside over the meeting. The conduct of the meeting shall be in accordance with Roberts Rules of Order unless they conflict with these bylaws. The meetings shall be open to APA member and the public unless the published agenda states otherwise. The Board may recess a meeting and go into a closed session upon a majority vote of the Board. Only board members and advisory committee members may participate in discussions at meetings unless a board member wishes to direct a specific question to someone in attendance.

**g.** Special Meetings. A special meeting of the Board may be called at any time by the president or no less than 5 board members. At least 24 hours' notice of time and location shall be given to each board member prior to the convening of a special meeting.



**h. Attendance.** Board members are expected to attend all regular board meetings. A board member who is absent three or more times during a calendar year may be removed from office or placed on the advisory committee by motion approved by a majority of the Board. No board member shall be removed for lack of attendance if the board member is actively participating in the programs of the APA.

**i. Agenda for Board Meetings.** The president shall circulate a proposed agenda to the board at least 7 days before a board meeting. Within 2 days of receipt of the proposed agenda, board members may request changes or additions. Thereafter, the president shall post the agenda, the date, time and location of the meeting on the APA's website and Facebook page. The agenda may be amended by the Board at the board meeting and may include items suggested by APA members.

**j. Referral of Issue to Membership.** The Board may refer to the membership any issue of significant importance to the Algiers Point neighborhood for discussion, input or straw vote. However, the Board is not bound by any vote of the APA membership on such issue.

**k. APA Membership Meetings.** The Board may convene APA membership meetings on matters of interest to the Association at such times as the Board deems appropriate. The APA membership must meet in December to nominate and elect officers and directors.

**l. Conflict of Interest.** No board member may vote on an issue in which she or he has a financial interest and each board member have an affirmative obligation to disclose conflicts of interest. If it appears to a board member that another board member has an undisclosed conflict of interest, it shall be disclosed in writing to the president in writing, or to the vice-president, if the conflict involves the president. An effort will then be made to resolve the conflict by the president or vice-president, the reporting board member and the board member who has the alleged conflict of interest. If the matter cannot be resolved, the Board will determine whether a conflict of interest exists and, if so, how it will be resolved.

**m. Standing Committees.** Each board member shall serve on at least one standing committees. Each standing committee shall be chaired by a board member. The president shall be an ex-officio member of each committee. The Board shall, at a minimum, have the following standing committees:

## **1. Neighborhood Improvement**



- 2. Civic Engagement**
- 3. Events**
- 4. Membership; Communications**
- 5. Public Safety**

#### **Article VIII—Officers**

- a. President.** In addition to the duties set forth elsewhere in these bylaws, the president shall be the official spokesperson for the APA, review all mail, and sign all official correspondence and legal documents for the APA. The President shall appoint committee chairs for the standing committees and may establish and staff such other committees as may be necessary for the work of the APA.
- b. Vice-President.** The vice-president shall perform the duties of the president in the absence or disability of the president.
- c. Secretary.** The secretary shall take and post the minutes of APA board of directors meetings, formal APA membership meetings and the annual APA membership meeting. If either the president or vice-president is unable to act, the secretary shall serve as president.
- d. Treasurer.** The treasurer shall handle all APA funds, keep the financial records of the APA and provide the board with monthly reports and an annual report following the close of the calendar year.
- e. Persons Authorized to Sign Checks.** The Board may authorize one or more persons, in addition to the treasurer, to disburse and deposit APA funds. No person so authorized shall disburse any funds to himself or herself. All bank checks must be obtained from the treasurer, and the treasurer shall be advised immediately of the recipient and amount of any check. If any board member receives a check for the APA, it shall be delivered to the treasurer within 24 hours.

#### **Article IX—Nominations and Elections**

Officers and directors of the APA shall be nominated and elected by the membership in accordance with the following procedures:

**October:** At the October board meeting, the Board appoints a nominating committee of 3 board members to identify and solicit potential candidates for director and officer and to



ascertain their willingness to serve. Notice of the nomination process is given on APA website and Facebook page.

**November:** Nominations are announced at the November Board meeting. Nominations from the floor will also be accepted at that meeting if it has been determined that such nominees are willing to serve. Candidates may introduce themselves briefly and distribute literature about their candidacy. No nominations will be accepted after the November Board meeting.

**December:** Elections take place at the December annual membership meeting. Officers and directors shall be elected by a majority of the voting members present. All officers and directors take office on the first of January following.

#### **Article X. Vacancies in Office**

A vacancy in the office of president shall be filled by the vice-president for the remainder of the unexpired term. All other vacancies of officers and members of the Board of Directors, including a vacancy in the office of vice-president created when the vice-president fills a vacancy in the office of president, shall be filled promptly by the Board for the remainder of the unexpired term.

#### **Article XI. Exempt Activities Limitation.**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

#### **Article XII. Dissolution.**

Upon the dissolution of the corporation, assets shall be distributed 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 or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so



distributed shall be distributed by a court of competent jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such exempt organizations as the court shall determine.

#### **Article XIII. Anti-discrimination.**

The Algiers Point Association and its officers and board members shall not discriminate on the basis of race, religion, color, gender, sexual orientation, age, disability, citizenship, national origin, financial condition, marital status or political views.

#### **Article XIV. Amendments to Bylaws.**

These bylaws may be amended by an affirmative vote of no less than 10 board members.

*Approved by the Board of Directors on July 20, 2017*