

Gentilly Terrace and Gardens Improvement Association Bylaws

ARTICLE I. NAME OF ORGANIZATION:

The name of the organization shall be the Gentilly Terrace and Gardens Improvement Association and for the purposes of this document shall be referred to as “the GT&GIA” or “the Association.”

ARTICLE II. PURPOSE:

The purposes for which the GT&GIA is organized are:

- a) To enhance the livability of the neighborhood and New Orleans by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood association may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which non-profit corporations may be organized.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES:

Boundaries of the GT&GIA neighborhood shall be defined as Gentilly Blvd. to Filmore Ave., Elysian Fields Ave. to Peoples Ave.

ARTICLE IV. MEMBERSHIP:

Association membership is renewed on a yearly basis. No individual may hold more than one membership (cannot be a member as a resident and as a business owner/operator).

Section 1 Qualifications:

Membership in GT&GIA shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws. Membership shall be specified by household or business address and membership is gained by meeting eligibility requirements and by the payment of Association dues.

For each residential address within the boundaries as defined in Article III, the Association allows two members for dues paid for that address. Both members must reside at that address and be above the age of 18.

For any additional residents (more than two) at a residential address, above the age of 18, each must pay dues to be a member.

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If an individual owns residential property within the boundaries designated in Article III, but does not reside there or anywhere within the boundaries designated in Article III, he/she may join the Association under the criteria of owning/operating a business as described in the next paragraph.

Qualified business addresses are allowed one membership, to an individual above the age of 18. Business members may have their employees act as proxies in elections, but those employees must present the GT&GIA membership card at the meeting where the election occurs.

Section 2 Membership rights:

Membership shall have the privileges of voting in elections, voting on Association positions on issues, holding office, serving on committees, and speaking on the floor at membership meetings.

Membership shall have the right to privacy. Member physical addresses, e-mail addresses and phone numbers are collected and used solely for Association communications. The Association will never provide any individual's contact information of any kind to any third party or to other members of the Association. Contact information shall not be used by any member of the board for their personal use or benefit.

Section 3 Voting:

All members as defined above shall have one vote to cast during attendance at any general or special meeting. Unless otherwise specified in these bylaws, decisions of GT&GIA shall be made by a majority vote of those members present at any meeting, given that the attendance has met the requirements of a quorum (defined in Article VI, section 4).

To vote in Association elections, an Association member must have paid dues to the Association by the September general meeting of that calendar year.

ARTICLE V. FINANCIAL SUPPORT:

Annual dues of \$20 per year are required of all members and support a membership from January 1st to December 31st. After January 1st, yearly membership will begin with the payment of dues. If dues are paid after October 1st, they will be applied to membership for remainder of that current year and all of the following calendar year.

Other donations or voluntary contributions will be accepted and fund raising may be authorized by the board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 General Membership Meetings:

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There shall be at least 9 general membership meetings each year. In general, the meetings shall be convened on the 2nd Wednesday of the month. Changes to the date for meetings can be decided upon by a majority vote of the board.

Notification of meetings shall be by telephone calls (by request), electronic email lists, posting on the GT&GIA webpage (www.gentillyterrace.org), or any other appropriate means of communication apt to reach the membership.

If a vote of the membership is scheduled for a general meeting, all members will be given 5 days advance notice. If during a general meeting an unscheduled vote of the membership is required, voting will be tabled until the next general meeting (so as to inform the membership sufficiently of the issue), unless there is a motion from the floor not to table the vote. Such motions must pass by the votes of two thirds of membership present.

Section 2 Special or Non-Regular Meetings:

Special meetings of the membership, board or committees may be called by the president or by majority vote of the board as deemed necessary. Notification shall be by telephone calls (by request), electronic email lists, posting on the GT&GIA webpage (www.gentillyterrace.org), or any other appropriate means of communication apt to reach the membership. If a vote of the membership is scheduled for a special or non-regular meeting, all members will be given 5 days advance notice.

Section 3 Agenda:

The President shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting a request for the item in writing, or by email (to president@gentillyterrace.org) to the board at least seven (7) days in advance of the meeting (this written notification requirement is only for any agenda item which requires a vote of the general membership) or,
- b.) making a motion at the meeting to the president or presiding officer, to add an item to the general or special meeting agenda. Adoption of that motion requires a second and majority vote of the membership present.
- c.) this requirement does not include New Business items, which shall be a part of every general membership meeting agenda.

Section 4 Quorum:

A quorum for any general or special meeting of GT&GIA is 18 members. Quorum is required for voting and for all official business of the Association.

Section 5 Participation:

Any general, special, board, or committee meeting is open to any member who may wish to be

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heard regarding any item on the agenda. Only members of the Association will be eligible to vote on positions of the Association. All actions or recommendations of the general or special meetings shall be communicated to the membership via official correspondence, or electronic mail.

Section 6 Procedures:

Roberts Rules of Order shall be followed in all meetings of the Association.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS:

Section 1. Officers of GT&GIA:

Officers of GT&GIA shall be President, Vice-President, Secretary, and Treasurer.

Section 2 Number of Board Members:

The Board shall consist of the four officers plus, at most, six (6) other members.

Section 3 Eligibility for Board Service:

Only persons who are members shall be eligible to hold an elected position. Only one member from any one residential or business address may serve on the board. This allows a broader range of input from the community.

Section 3 Terms of Office:

Terms of office are for one (1) year beginning January 1st and ending December 31st. No member shall hold the offices of president or vice-president for more than two consecutive terms.

Section 4 Board Vacancies:

If an Association officer or board member should vacate their position during the year of service, positions will be filled by this procedure:

- 1) If the office of president is vacated, the vice-president shall fill the remainder of the term as president of the Association
- 2) If the office of vice-president, secretary, or treasurer is vacated, then a member of the board shall be elected by the board to fill the remainder of the term as that officer of the Association
- 3) If a Board member position is vacated, then that Board position shall remain empty

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for the remainder of the term.

Section 5 Election of Officers and other Board Members:

The officers and other board members shall be elected annually by a vote of the membership (the membership roster being defined by payment of dues of eligible individuals no later than the September general meeting of the calendar year) at the annual meeting in November. The elected officers and other board members shall take office on January 1st of the following year.

Each candidate must complete a Nominations Form (Appendix A) at least 3 weeks prior to the November election. The names and addresses of all valid candidates for the Board shall be placed in nomination by a nominating committee at least 2 weeks before the November election. The Nomination Forms of the valid nominees will be made available via the neighborhood website (www.gentillyterrace.org) and the list of nominees shall be distributed via email at least 1 week prior to the November election. Additionally, upon request, the Nomination Forms of the valid nominees will be made available to those members that do not have internet access. Completed Nominations Forms will be available at the November meeting, prior to elections.

Elections will proceed in this order – president, vice-president, treasurer, secretary, then the at-large board members.

NOTE – if an individual has submitted a nomination form for an officer position, but then is not elected to that position, that person shall have the right to run for all subsequent officer positions and the at-large board positions.

A two-round run-off voting procedure shall be used by the Association at the November election meeting. See Appendix B for clarification of the run-off voting procedure.

Election of officers and board members requires a majority vote of the membership present. No officer or board member shall be considered to be elected without an actual vote of the membership.

If in voting, there are more than two candidates for an office, and none of them garner a majority of the votes during a first round of voting, then there shall be a run-off vote between the two candidates that garnered the most votes in the first round.

For board member elections the two-round election process is described below:

All members shall have the opportunity to vote for 6 candidates (if there are 6 candidates) in round one.

Election of board members shall be determined by these criteria:

- candidates must garner a majority of votes cast by the membership present at the meeting

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- the elected board members will be determined by ordered listing in descending order of number of votes garnered.

If six (6) candidates do not meet these two criteria, then run-off voting will be used to elect the remaining Board positions after the first round.

If at the end of the second round of voting in the general membership November meeting, six Board members have not been elected to the according to these criteria, no further elections will take place at this meeting. An additional election will occur at the January general membership meeting.

Between the November meeting and the January meeting, nominees from the November meeting will be moved forward and new nominations for board membership can be accepted by the Association. The completed Nomination Form must be submitted to the Association secretary at least two weeks prior to the January meeting.

If at the end of elections, six board members have not been elected, by these criteria, board positions shall remain vacant until the next Board/Officer election of the following year.

Section 6 Powers and Duties of Board Members:

The Board shall be responsible for all business coming before GT&GIA and for assuring that members are informed of issues that affect them or the community (through reasonable means of notification): business operations impacts; city government and state government laws, ordinances, and policies; public safety concerns; and improvement opportunities from governmental and non-governmental organizations.

The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of GT&GIA.
- b. Make decisions and represent the interests of GT&GIA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent GT&GIA on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in GT&GIA (see GTGIAGoalsActionPlanReview.xls spreadsheet).
- e. Initiate or review and approve any official correspondence sent out by the president or other Board Members. Copies of all official correspondence sent electronically should also go to Board members.

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f. The board may choose to place questions before the membership for guidance or resolution of issues. If the board seeks a vote of the membership to resolve an issue, the board is bounded by the conclusion of that vote.

g. The board shall make an annual report covering Association activities, actions, positions, opportunities, and challenges to the membership, presented at the first meeting of a new calendar year (see GTGIAGoalsActionPlanReview.xls spreadsheet).

h. The board may act to remove any elected officer or board member for failure to perform the duties of his or her office, for defrauding the funds of the Association, for intentionally misrepresenting the consensus opinion of the board, or for taking actions that are contrary to the board- approved direction of the Association. In such cases, the board shall call for a special meeting of the Association members to review the actions of the individual and that officer or board member may be removed by a majority vote of the members at that membership meeting (there must be a quorum present).

Section 7 Duties of Officers:

a. President:

The president shall preside at all board meetings and all membership meetings. The president shall perform such duties as the board and the membership from time-to-time authorizes.

The president shall represent the position of the board and the interests of GT&GIA.

The president shall draft official correspondence for the Association unless others are authorized by the board.

The president shall promptly forward to the board and to the general membership as is appropriate, all official communications received from city, state, or non-governmental agencies, and all official communications received from our elected officials

b. Vice-President:

The vice-president shall perform the duties of the president in the president's absence and as authorized by the bylaws or regulations of the board.

The vice-president shall be the chair of the Nomination Committee.

The vice-president shall proactively assist the president in areas of neighborhood interest and concern and perform duties as requested by the president or the board.

c. Secretary:

The secretary shall record and maintain minutes of general and special membership meetings and board meetings, assist the president with correspondence and maintain the

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non-financial files of the GT&GIA.

The secretary shall provide minutes of all general and special membership meetings. Minutes of general and special membership should be made available via the Association web page and hard-copies available at the next general membership meeting. Minutes of board meetings shall be made available to the membership upon request.

The secretary shall maintain copies of all official correspondence of the Association.

The secretary shall maintain attendance rosters of all general, special, and board meetings.

The secretary shall be a member of the Membership Committee.

d. Treasurer:

The treasurer shall have charge of all funds belonging to GT&GIA and shall receive, deposit and disburse funds for GT&GIA in a bank(s) or financial institution(s) in such manner as designated by the board.

At the beginning of the calendar year, the treasurer shall create a proposed budget for the year. This budget should include a designation of necessary reserve funds and regular anticipated expenditures and anticipated revenue.

The treasurer shall make a financial report at every general and board meeting. The report should include current state of finances and recent changes in financial status.

The treasurer shall make other financial reports as directed by the board.

The treasurer shall be responsible for collecting membership dues.

The treasurer shall be a member of the Events and Fundraising Committee.

The treasurer shall be responsible for maintaining the official membership roster of the Association.

Section 8 Board Meetings:

a. Regular Board Meetings:

There shall be at least 9 regular board meetings each calendar year. In general, the board meetings shall be convened on the last Monday of the month. Changes to the date for meetings can be decided upon by the president with approval of the board. Notification of board meetings shall be by telephone calls (by request), electronic mail or other appropriate means of communication apt to reach the board membership.

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b. Board meetings:

Board meetings are chaired by the president.

c. Quorum:

A quorum for board meetings of GT&GIA is one half of the total board membership (officers and board members) plus 1. If the board consists of the maximum of 10 members, the quorum is six (6) of ten (10) total board members.

d. Voting:

Unless otherwise specified in these bylaws decisions of the board shall be made by a majority vote of those board members present at any meeting.

With reasonable discussion via electronic means, community issues may come to a vote and be voted on by electronic means without the board meeting. A majority (more than half) of the board will be accepted as quorum. A majority of the board (more than half) will be required to vote in support of a motion to pass. All such votes will be reviewed at the next board meeting and recorded by the secretary.

Section 9 Termination for non-attendance:

Board members failing to attend three consecutive board meetings shall be terminated from the board upon written notice. Those positions shall then be considered as “vacant.”

ARTICLE VIII. COMMITTEES AND ACTION TEAMS

There may be special committees or action teams as established by the board. There shall be **standing committees** whose membership is wholly comprised of individuals from the Association membership.

All committees and action teams/groups will be given a charge from the board.

All committee chairs and committee membership are validated and approved by the board.

Standing Committees

Committee membership is reviewed and re-established at the beginning of every calendar year. All committees must have at least one board member in their membership.

The Board may fill any vacancy on a committee by majority vote of the board. An Association member appointed to fill a committee vacancy shall serve the remainder of the calendar year.

To assure continuity, all standing committees shall keep records of their activities which will be submitted to the board at the end of every calendar year.

Standing Committees will submit summary reports to the Association secretary at the March, June, and September Board meetings.

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The board shall appoint chairpersons and approve the membership of the following standing committees:

a) Zoning / Blight

Charge:

- To inform the membership of the New Orleans City Master Plan, the New Orleans Comprehensive Zoning Ordinance, zoning ordinances, whether actual or proposed, that are pertinent to Gentilly Terrace and Gardens and its immediate surroundings
- To identify properties that do not comply with zoning ordinances and to inform the City Government of the issues
- To seek improved ordinances that will protect the character and value of the neighborhood.
- To identify blighted (as defined by the City) properties within the neighborhood boundaries and inform the City Government
- To seek resolution by the City's agencies on blighted properties whose owners are not responsive to neighborhood inquiries or neighborhood concerns

b) Membership

Charge:

- To maintain and increase the membership of the Association
- To identify and pursue opportunities to improve communication with members and residents of Gentilly Terrace and Gardens

c) Nominating

Charge:

- To identify members of the Association who are willing to be officers or board members
- To support the continued expansion of organizational leadership
- To ensure that highly competent organizational leadership is sustained from year to year
- The Nominating committee shall be constituted by the vice-president no later than the August general membership meeting and status reports shall be made at the August, September, and October membership and board meetings.

d) Events and Fundraising

Charge:

- To plan special events (not regular membership meetings) that are valuable to the Association membership
- To identify and pursue opportunities for the Association to raise the money that is needed to meet the yearly goals and agenda of the Association

Action Teams

Action Teams will be given a charge from the board. Action Teams/Groups may have membership from Association membership, as well as from individuals who follow the purpose and mission of the Association and the best interests of the neighborhood in determining their input and efforts.

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All Action Team chairs are determined by the board.

There shall be a standing Action Team for Quality of Life and Public Safety issues.

Quality of Life and Public Safety Action Team

Charge:

- To identify issues that negatively affect the quality of life or safety of the neighborhood
- To identify opportunities (programs, technology, etc.) to raise the quality of life or safety of the neighborhood
- To sustain an active and proactive Neighborhood Watch program in the neighborhood
- To improve and sustain the communications between City Agencies and the neighborhood, including the New Orleans Police Department

Additional Action Teams can be created at the request of the membership. The action team will be disbanded when the board determines that the charge given it has been fulfilled.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

A transaction in which a board member may have a direct or indirect conflict of interest may be approved by a vote of the board if, in advance of the vote by the board, all material facts of the transaction and the board member's interest are disclosed to the board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the board who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single board member.

A conflict of interest exists for a board member whenever the board member holds a personal financial interest which will be impacted by the action or inaction of GT&GIA on a proposal before the board. A personal financial interest includes an ownership interest above five percent of a business which will be impacted by the decision of the board. Examples of personal financial interest would include: employment by GT&GIA, ownership of property the use or control of which is being considered by GT&GIA, etc.

ARTICLE X. LEGAL STATUS AND POLICIES

Section 1

The Association shall be organized and operated as a non-profit organization. No part of any Association net income shall ever be payable to any member for their efforts. Members may receive reimbursement for legitimate expenditures made on behalf of the Association.

Section 2

The Association shall be a non-partisan organization and shall not support candidates for public office. Candidates for public office may speak at a general membership meeting if invited by the board to participate in a forum of candidates for an elected office. Such invitations will be initiated by vote of the membership at a previous general meeting.

The Association may take positions on issues. All actions appropriate to support or promote an approved neighborhood Association position must be authorized by the board before the

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president or the president's representative may so act.

Section 3

The Association does not have nor shall exercise any authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent qualifying as a corporation described in Section 501 of the Internal Revenue Code.

If the board decides that a federally identified non-profit corporation is necessary for improved or expanded activities of the Association, it shall be a separate entity from the Association.

ARTICLE XI. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

GT&GIA shall abide by all the applicable requirements relative to public meetings and public records but according to Louisiana's Open Meetings Law (R.S. 42:11 – R.S. 42:28) the Association does not qualify as a public body and is not required to have open meetings.

The GT&GIA shall, at all times, operate with as much transparency as possible. Official actions taken by the board or the membership shall always be available for review and discussion.

Official action(s) taken by GT&GIA must be on record as part of the minutes of each meeting. The minutes shall include a record of membership attendance and the results of any vote(s) taken.

ARTICLE XII. NONDISCRIMINATION:

GT&GIA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIII ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to the membership a minimum of seven (7) days before voting. Notification shall be by telephone calls (by request), electronic email lists, posting on the GT&GIA webpage, or any other appropriate means of communication apt to reach the membership.

Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

New bylaws take affect immediately upon a successful vote to adopt.

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Appendix A Nomination Form

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Gentilly Terrace and Gardens Improvement Association Nomination Form

So that the membership may have an accurate idea of a nominee's status within the neighborhood, the tools, skills, and perspective that the nominee would bring to the office they are seeking, it is asked that all nominees complete this nomination form at least three weeks prior to the November meeting when elections are held. Members may self-nominate by completing this form and submitting it to the Nominations committee.

Name:

Address within Gentilly Terrace and Gardens:

Number of years as resident of Gentilly Terrace and Gardens:

Occupation:

Any experience or skill that is pertinent in helping to lead the Association:

Office being pursued (President, Vice-President, Secretary, Treasurer, or Board Member):

Please state your vision of the role of the Association and how you will be able to help further that vision:

Please briefly state what particular issues you would like to see the Association address in the coming year and what actions you could take in making the neighborhood better:

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Appendix B Examples of the Officer and Board Election Process

A two-round run-off system will be used to determine the elected officers and board members of the association.

Example:

At a November election meeting there are 30 (voting) members in attendance (could be any number more than 18, which is a quorum, but 30 is easy).

For officers:

A winner is the person who garners the most votes, and the number of votes is at least 16 – the winner must have a majority (more than 15) of the votes possible.

If for any office, more than two people are running, then it may be that no one candidate garners 16 or more votes in the first round. If they do not, then there is a run-off.

For three candidates running, here is a possible distribution of votes in round one (candidate letter on the left, number of votes on the right):

- (a) 12
- (b) 8
- (c) 10

Then in the run-off, (a) and (c) will be the candidates and someone must end up with a majority vote and be elected.

For board members:

In round one, if every member casts 6 votes (which may not happen) there are 180 votes to cast. (Election clarity is more of a problem if all 30 do not cast 6 votes, but the idea is the same.)

Suppose there are 9 candidates running for the 6 board positions.

In round one, here is a possible distribution of votes (candidate letter on the left, number of votes on the right):

- (a) 30
- (b) 30
- (c) 30
- (d) 25
- (e) 15
- (f) 14
- (g) 13
- (h) 12
- (i) 11

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It is clear that the candidates (a) - (d) are people that the membership wants as board members, but candidates (e) - (h) are not so clear. In fact, not one of those 5 people got a majority (16) of the votes.

By our criteria, candidates (a) - (d) are elected in round one – have a majority of votes and have the four best total of votes. To be clear candidate (e) did not get a majority of votes from the membership.

Candidates (e) - (i) move into round two where another vote of the membership is taken. At this point there are just two vacant board positions, and so there are 60 total votes available.

A possible (successful) distribution of votes in round two is:

- (e) 20
- (f) 5
- (g) 16
- (h) 12
- (i) 7

Candidates (e) and (g) are elected. The Board is full.

A possible (partially successful) distribution of votes in round two is:

- (e) 17
- (f) 11
- (g) 13
- (h) 9
- (i) 10

Candidate (e) is elected. Elections end with one board position vacant.

A possible (unsuccessful) distribution of votes in round two is:

- (e) 12
- (f) 11
- (g) 13
- (h) 14
- (i) 10

No additional board member is elected (none have a majority of votes cast) and the voting closes with two vacant board positions.

In either of the last two cases, the election process will continue into the January meeting.