

BYLAWS OF VENETIAN ISLES CIVIC AND IMPROVEMENT ASSOCIATION REVISED JULY 2016

ARTICLE I NAME OF THE ASSOCIATION

The name of this association is the Venetian Isles Civic and Improvement Association (VICIA).

ARTICLE II PURPOSE STATEMENT

The purpose of VICIA is to provide a neighborhood forum for discussion and resolution of any and all matters, policies, and decisions affecting the members of the Venetian Isles community and neighborhood, as well as the character and livability of Venetian Isles. VICIA shall provide an open process by which all members of the Venetian Isles community may involve themselves in the affairs of the neighborhood. As needed, VICIA shall advocate for the residents of Venetian Isles, and function as liaison between the community and commercial interests, the City of New Orleans, area events and initiatives, and other community groups.

ARTICLE III PHYSICAL BOUNDARIES

The Venetian Isles neighborhood is generally regarded as bounded by Bayou Sauvage National Wildlife Refuge on the North, Chef Highway on the South, West Bank of Chef Pass on the East, and San Giorgio Street on the West in addition to Elan Vital complex. Venetian Isles is one of six subdivisions communities in the city of New Orleans located outside of the federal levee protection system that cluster along and near the New Orleans East Land Bridge. The communities of Rigolets, Chef Pass, Greens Ditch, Lake St. Catherine and Fort Pike all border Highway 90 in New Orleans East between the Highway 11 levee and the Rigolets Bridge. Venetian Isles is located on the North side of Highway 90 near the Chef Pass Bridge. Venetian Isles contains over 365 single family homes, duplexes and rentals developed in 4 separately contiguous subdivisions over a 30 year period. Most dwellings are waterfront homes with canal access. Canals are open to the public and flow into Bayou Sauvage National Wildlife Refuge, Lake Pontchartrain and Lake Borgne.

ARTICLE IV GOVERNING BODY

Section 1 Definition and Eligibility of the Governing Body.

- a) The governing body of VICIA is defined as follows: The Officers shall be President, Vice President, Recording Secretary, Treasurer and Corresponding Secretary. The Executive Board shall be composed of thirteen (13) members of VICIA, including the 5 Officers. There shall be five (5) officers and seven (7) elected at-large directors plus the past president who is an automatic director bringing the total of at-large directors to thirteen (13). If the president is running for a second term or wishes to resign from the board of directors, there shall be a total of eight (8) elected at-large directors bringing the total to thirteen (13).
- b) Executive Board members must be full time residents within the boundaries of Venetian Isles.
- c) The Officers shall be members of the current Executive Board and shall be elected annually at the time of the election of the Executive Board.

Section 2 Terms of Office

- a) The terms of office for Officers and Executive Board members shall be 1 calendar year. General elections shall take place at the November annual membership meeting and the term of office shall begin on the following January 1.
- b) The Officers of VICIA shall hold office until their successors are elected and qualified in their stead.

Section 3 Duties and Powers of the Officers

a) President:

The President shall be the chief executive officer of VICIA; he/she shall prepare the agenda for, and preside at all meetings of the General Membership and the Executive Board. At his / her discretion, the President may appoint a surrogate chairperson to preside over any individual meeting. A draft agenda shall be made public at least 3 business days prior to any scheduled meeting. The President shall have general and active management of the business of VICIA, and shall see that all orders and resolutions of the Executive Board and of the General Membership are carried into effect. The President is responsible for the conformance of the Association to the Articles of Incorporation and Bylaws. He/she shall appoint an Executive Board member or Advisory Board (as defined in Article V) to be a Chairperson for each standing committee. The term of the president shall be limited to two (2) consecutive terms.

b) Vice-President:

In the absence of the President, his/her duties shall devolve upon the Vice-President. The Vice-President shall have the responsibility of the supervision of all committees, subject to the consent of the President and the approval of the Executive Board.

c) Secretary:

The Secretary shall take minutes of all Executive Board, General Membership, and Nomination and Election meetings, and shall provide for such minutes at subsequent Executive Board meetings for approval of the Executive Board.

d) Treasurer:

The Treasurer shall have charge of all funds of VICIA and of the disbursements under the direction of the Executive Board. He/she shall keep a record of all monies received and paid out, making a report of same to the Executive Board and to the General Membership at each regular meeting thereof, and whenever requested to do so. The Treasurer shall maintain an up to date list (including names and addresses) of currently active Officers, Executive Board Members, Advisory Board Members, and General Members.

e) Corresponding Secretary:

The Corresponding Secretary shall have such powers and shall perform such duties as may be required by the Board of Directors. The Corresponding Secretary shall maintain or cause to be maintained the web site and any social media outlets, maintain the email addresses of the members, and be the official responder to emails and bring items needing attention to the board for discussion or decisions. The Corresponding Secretary shall be responsible for any correspondence required for VICIA business.

Section 4 Duties and Powers of the Executive Board

The Executive Board shall:

- a) Be charged with the management of all of the affairs of VICIA, and as such it shall act in the best interest of Venetian Isles.
- b) Establish a yearly plan of priority issues and projects for VICIA.
- c) Inform the General Membership and solicit their opinions on any pertinent issues in the neighborhood.
- d) Have access to all documents and communications regarding VICIA business only during their current term of office, and only in furtherance of VICIA business.
- e) Make decisions and represent the interests of VICIA on all matters for which it is impractical to present to the General Membership in advance. All material actions shall be reported to the General Membership at the next regular Executive Board and General Membership meetings.
- f) Implement decisions of the General Membership, and recommendations of the Committees that have been adopted by the Executive Board.
- g) Prepare VICIA statements as approved by the Executive Board, and present these to the appropriate city agencies as needed for zoning, land use, and other relevant issues as required by those city agencies.
- h) Authorize the expenditure of VICIA funds for operating expenses.
- i) Each Executive Board member shall serve on at least one committee during their term of office.
- j) In the case of the absence of any Officer of VICIA, or for any other reason that the Executive Board may deem sufficient, the Executive Board may delegate, for the time being, the powers or duties of such Officer to any other Officer, or to any individual provided a majority of the entire Executive Board concurs therein.
- k) In addition to the powers and authorities of these Bylaws expressly conferred upon it, the Executive Board may exercise all such powers of VICIA and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by Bylaws directed or required to be exercised or done by the General Membership.
- l) For the purposes of conducting the business of VICIA in the intervals between the meetings of the Executive Board, the President, the Vice-President, the Secretary, and the Treasurer shall act with full authority subject to the approval of the Executive Board at the next duly regularly scheduled meeting of the Executive Board.

Section 5 Vacancies of Office

A vacancy of an Executive Board member, other than the President, may be filled by appointment by the President, providing two-thirds of the Executive Board members present vote to concur. General Membership shall be advised of this action.

Section 6 Removal and Resignation of Officers and Executive Board Members

- a) Resignation of any Executive Board member shall be in writing to the President.
- b) Any Executive Board member may be removed at any time upon the recommendation of a majority of the whole of the Executive Board and a two-thirds vote of the General Membership in attendance at a General Membership meeting provided a quorum is present as outlined in Article X.
- c) Upon the vote of a majority of the Executive Board, three consecutive absences from Executive Board meetings shall be deemed a resignation.

ARTICLE V

ADVISORY BOARD

Section 1 Definition and Eligibility of the Advisory Board

- a) The Advisory Board of VICIA (the “Advisory Board”) shall be composed of up to 12 members, and shall not include VICIA Executive Board members currently serving.
- b) The Advisory Board is intended to enhance the efficacy of the Executive Board by preserving institutional knowledge and providing counsel as needed on issues facing the Executive Board.
- c) Eligibility to serve on the Advisory Board is not limited to members of the General Membership.

Section 2 Selection of Advisory Board and Terms of Office

- a) The Advisory Board shall be elected by a majority vote of the outgoing Executive Boardmembers.
- b) The outgoing Executive Board shall convene for this purpose prior to the beginning of the new fiscal year, but subsequent to the November election meeting.
- c) Advisory Board members must consent to serve.
- d) The terms of office for Advisory Board members shall be one calendar year.

Section 3 Duties and Powers of the Advisory Board

- a) Advisory Board members are non-voting members whose duty it is to inform and advise the Executive Board and General Membership when requested and as needed.
- b) Advisory Board members shall have access to all documents and communications circulated to and for the Executive Board, only during their term of office.
- c) Advisory Board members are encouraged but not required to attend Executive Board and General Membership meetings.

Section 4 Vacancies of Office

The mid-term vacancy of an Advisory Board member is not required to be filled, but may be filled by appointment by the current President, providing the new appointee consents and two-thirds of the Executive Board members vote to concur. The General Membership shall be advised of this action.

ARTICLE VI GENERAL MEMBERSHIP

Section 1 Specifications and Eligibility

General Membership in VICIA (the “General Membership”) is voluntary and open to all persons of at least 18 years of age who either reside within the physical boundaries of Venetian Isles, or own / operate a business or property within Venetian Isles boundaries.

Section 2 Dues and Classifications

- a) General Membership in VICIA shall consist of the following types; any one individual may have only one class of membership:
 - Household Membership* consisting of up to 2 adults at 1 residence, a household membership shall have up to 2 votes
 - Non-resident Property Owner* Individuals who own property within Venetian Isles but who reside outside of Venetian Isles boundaries may be members but will be limited to 1 vote regardless of the extent of property owned.

Commercial Membership available for the owner or operator of a business within the Venetian Isles boundaries, a commercial membership shall have 1 vote.

b) Dues for each type of membership shall be reviewed annually and adjusted as needed by the Executive Board.

c) The annual term for memberships is based upon the calendar year; all dues are up for renewal on January 1 of each year. Renewal must be paid in full prior to March 1 or the member is no longer active.

d) New memberships that are paid in the last quarter of the year (Oct - Dec), will remain in effect for the entire following year.

Section 3 Non-Discrimination

In determining its membership, as well as its policies, recommendations or actions, the VICIA will not discriminate against individuals or groups on the basis of actual or perceived race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation.

Section 4 Powers and Rights of Membership

a) Active members of VICIA have the right to participate in Committees, vote at General Membership meetings, and participate in the election of the Executive Board.

b) The ultimate power of VICIA shall reside in the hands of the General Membership. The General Membership shall have the power to ratify or reject any actions or resolutions adopted by the Executive Board and Officers. Ratification of actions or resolutions of the Executive Board and Officers by the General Membership is presumed unless expressly rejected by means of a vote by the General Membership, as provided herein below.

c) The General Membership shall have the power to reject any actions or resolutions adopted by the Executive Board and Officers by a two-thirds vote of the eligible, voting membership present at the next consecutive General Membership meeting, or at a specially called meeting following the said action or resolution.

Section 5 Termination of Membership

All classes of General Membership may be terminated under any of the following circumstances:

a) Nonpayment of dues.

b) Voluntary written statement of withdrawal.

ARTICLE VII CONFLICTS OF INTEREST

Section 1 Definitions

a) Interested Person: Any member of the Executive Board, Advisory Board, or a VICIA Committee and any VICIA member with governing board delegated powers, who has a direct or indirect financial or material interest as defined below, is an interested person.

b) Financial or Material Interest: A financial or material interest is not necessarily a conflict of interest. A person who has a financial or material interest has a conflict of interest only if the Executive Board determines that a conflict of interest exists. Some examples of a financial or material interest are if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the VICIA has a transaction or arrangement
 - ii. A compensation arrangement with VICIA or with any entity or individual with which VICIA has a transaction or arrangement
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which VICIA is negotiating a transaction or arrangement
 - iv. Any other interest whereby that person stands to achieve a personal benefit or gain
- c) Compensation: Direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 2 Procedures

- a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or material interest and be given the opportunity to disclose all material facts to the Executive Board and members of Committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial or material interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board, Committee or General Membership meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest
- i. An interested person may make a presentation at the Executive Board, Committee, or General Membership meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Executive Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Executive Board shall determine whether VICIA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Executive Board members whether the transaction or arrangement is in the best interest of VICIA, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - v. All discussion, disclosure, and decisions regarding the above shall be recorded in the minutes.

Section 3 Violations of the Conflicts of Interest Policy

- a) If a member of the Executive Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, they are obliged to inform the member and the Executive Board of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and upon further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Compensation

a) A voting member of the Executive Board who receives direct or indirect compensation from VICIA for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any Committee whose jurisdiction includes compensation matters and who receives direct or indirect compensation for services from VICIA is precluded from voting on matters pertaining to that member's compensation.

c) The preclusion outlined in this Article do not prohibit any voting member of the Executive Board or any Committee whose jurisdiction includes compensation matters and who receives direct or indirect compensation from VICIA from providing information to any Committee regarding compensation.

Section 5 Annual Statements

Each member of the Executive Board, Advisory Board, and VICIA Committees and any VICIA member with governing board delegated powers shall annually sign a statement which affirms such person:

a) Has received a copy of the conflicts of interest policy;

b) Has read and understands the policy;

c) Has agreed to comply with the policy; and

d) Understands VICIA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VIII INDEMNIFICATION

VICIA shall indemnify and hold harmless each Executive Board member now or hereafter serving VICIA from and against any and all claims and liabilities to which he/she may be or become subject by reason of his/her now or hereafter becoming or having heretofore been an Executive Board member or officer of VICIA and/or by reason of his/her alleged acts or omissions as such Executive Board member, whether or not he/she continues to be such Executive Board member at the time when any such claims or liability is asserted, and shall reimburse each such Executive Board member for all legal expenses reasonably incurred by him/her in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Executive Board, whether or not he/she continues to be such Executive Board member at the time such expenses are incurred; provided, however, that no Executive Board member shall be indemnified against any claim or liability arising out of his/her own gross negligence or willful misconduct or shall be reimbursed for any expenses incurred in defending any or all such claims or liability or settling the same unless in the judgment of the Executive Board members of VICIA against whom such claim or liability is asserted has not been guilty of gross negligence or willful misconduct. The foregoing right of indemnification shall not be

exclusive of other rights to which any Executive Board member may be entitled as a matter of law.

ARTICLE IX COMMITTEES

Section 1 Standing Committees

At the first Executive Board meeting of the fiscal year the President shall appoint an Executive Board member to be the chairperson for each standing committee, and these appointees shall serve until a new President assumes office.

The Standing Committees include but are not limited to:

Zoning Committee

Events/Fund Raising Committee

Membership Outreach Committee

Public Safety Committee

Nomination Committee

Landscape Committee

Section 2 Special Committees

In addition to the standing committees, special committees may be established by a majority vote of the Executive Board or by the President.

Section 3 Eligibility for Committees

Participation in VICIA committees is open to the General Membership.

Section 4 Committee Reporting

The chairperson of each committee shall make a report to the Executive Board or General Membership at each regular meeting. Contents of these reports shall be captured in the minutes of each meeting and made available to the General Membership.

ARTICLE X MEETINGS

Section 1 Schedule and Notice of Executive Board Meetings

a) Regular meetings of the Executive Board shall be held monthly at such time and place as the members of the Board may determine; the time and place will be announced at least one week prior to each meeting.

b) Special meetings of the Executive Board may be announced by the President on three days notice to each Executive Board member, either personally or by mail or e-mail. At the request of a majority of the Executive Board special meetings of the Executive Board shall be called by the President or the Secretary in like manner.

c) Executive Board meetings, regular and special, shall be open to the General Membership.

d) General membership shall be notified of Executive Board Meetings not less than 5 days prior to the meeting.

Section 2 Schedule and Notice of Election and General Membership Meetings

a) The General Membership of VICIA shall meet a minimum of four times per year, once each in the months of January, April, August, and November as called by the Executive Board.

b) The Annual Election meeting of VICIA shall be held at the last scheduled General

Membership meeting of the current year, which shall be in November. Written notice of the annual meeting shall be mailed or delivered to each member entitled to vote at such address as appears on the membership roster of VICIA, at least two weeks prior to the meeting.

c) Special meetings of the General Membership may be called, for any purpose, by the President or Vice-President and may be called by the President or Secretary at the written request of the majority of the Executive Board, or at the written request of 25% of the General Membership entitled to vote as of 15 days prior to such request. Such requests shall state the purpose or purposes of the proposed meeting.

d) General Membership shall be notified of General Membership Meetings not less than five days prior to the meeting.

e) Business transacted at all special meetings of the General Membership shall be confined to the objectives stated in or germane to the call.

Section 3 Procedures and Participation in VICIA Meetings and Activities

a) A meeting may be called to order without a quorum present, however voting may not occur until a quorum is present.

1. A majority of the sitting Executive Board shall constitute a quorum for all regular and special Executive Board meetings.

2. 10% of general membership shall constitute a quorum for all General Membership meetings.

b) VICIA requires the use of *Roberts Rules of Order* in conducting its business. The general principles embodied in Roberts Rules are acknowledged as valuable to conducting orderly and productive meetings.

c) The Executive Board and General Membership meetings shall follow the agenda as presented by the President. The order of business shall be, as far as applicable and practical, as follows:

1. The President states procedures for the meeting, as outlined in e) and f) below
2. Resolutions and actions taken by the Executive Board
3. Reports of committees
4. Unfinished business
5. New business

d) At any meeting of the General Membership, every member having the right to vote shall be entitled to vote in person. The right to vote shall be determined according to the membership roster as of 15 days prior to the meeting at which the vote is taken. The number of votes each membership classification is allowed is outlined in Article VI.

e) The General Membership and the Executive and Advisory Board members shall behave in a courteous and respectful manner at all VICIA meetings and other activities. VICIA may impose sanctions up to and including expulsion from the meeting or activity for violations of this section.

f) A member wishing to participate in a VICIA meeting shall raise their hand and respectfully address the presiding officer, who will recognize participants as time on the agenda allows.

g) Proxy voting is not allowed at any time.

ARTICLE XI NOMINATIONS AND ELECTIONS

Section 1 Election Meeting

Elections will be conducted at the annual meeting of the General Membership in the month of November, pursuant to Article X.

Section 2 Eligibility for Office

Officer and Executive Board member eligibility is set forth in Article IV.

Section 3 Nominations

a) The President shall appoint a nomination committee which shall include at least two Executive Board members and one member of the general membership in August .The committee shall name the persons recommended for the various Executive Board positions and shall present its recommendations in writing or by e-mail to the Executive Board at the October Executive Board meeting.

b) A final roster of nominees will be presented to the General Membership a minimum of 10 days prior to the November election meeting.

Section 4 Election Procedure

a) Only members of the General Membership in good standing with current dues paid shall be eligible to vote. The right to vote shall be determined according to the membership roster as of 15 days prior to the meeting at which the vote is taken. The number of votes each membership classification is allowed is outlined in Article VI.

b) A complete list of the names of members entitled to vote at the annual election, arranged in alphabetical order, shall be prepared by the Treasurer and be available where the election is to be held and shall be open to examination by any VICIA member.

c) Voting will be by secret ballot at the November election meeting from among the eligible members in attendance. Proxy voting shall not be allowed. The election of the Officers and Executive Board shall be by popular vote. A run-off vote, also by secret ballot, will be taken in the event of a tie for any position and will occur at the same November election meeting immediately after the need for a run off is determined.

d) Two members of the nomination committee, along with two members of General Membership shall together count ballots and certify results. The President shall appoint these four individuals and shall oversee the counting of the ballots.

ARTICLE XII GRIEVANCE PROCEDURES

The General Membership and Executive Board are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 1 Eligibility and Process to File a Grievance

Any active member of VICIA who believes that a decision, action, or policy of VICIA has violated the Bylaws or other binding documents of the organization, may file a grievance to the Executive Board. Grievances must be submitted in writing to any Officer of the Board, within 45 days of the alleged violation.

Section 2 Complaint Receipt and Procedures

Any Officer receiving a properly submitted grievance shall immediately forward said notice to the entire Executive Board. Within seven calendar days of receipt of the grievance, the President of the Board shall appoint a Grievance Committee, comprised of five persons, as follows: two current Board members (the Board President shall be excluded from this

committee), and three other persons, regardless of VICIA membership status. The Grievance Committee shall, within 10 calendar days from its receipt of the complaint, set a date and location that is acceptable to the complainant to hear the complaint. Notice must be provided to the General Membership as well as the complainant at least seven calendar days in advance of the hearing. The Grievance Committee's consideration of the complaint shall be open to the public and the findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.

Section 3 *Final Resolution*

Within 30 calendar days of the hearing, the Grievance Committee shall make a determination on the complaint and notify the complainant in writing of their determination. Determinations shall be non-compensatory. These determinations shall be reported to the Executive Board and the General Membership at the next scheduled meeting.

ARTICLE XIII FISCAL POLICIES

Section 1 *The Fiscal Year*

The fiscal year of VICIA shall begin on January 1 of each calendar year and extend through December 31.

Section 2 *Bank Accounts*

The Treasurer shall establish and maintain bank accounts. The Executive Board may authorize transfers to and from checking accounts to an interest bearing savings account. The signatures of the President or the Treasurer, and one other Officer shall be required on all checks.

Section 3 *Types of Funds*

Funds of VICIA shall be classified as either General Funds or Project Funds.

a) General funds may be used for any purpose authorized by the Executive Board or the membership which is not inconsistent with the purpose of the organization.

b) Project funds will be separately accounted for, and will be used only for the purpose stated in the request for funds. If project funds in excess of those required to complete the project are collected, they will, upon completion of the project, be returned on a pro-rata basis unless the amount due any source is less than \$10.00 in which case the amount due that source shall be transferred to the general fund.

Section 4 *Authorization of Expenditures*

Officers and Committee Chairs may expend funds not to exceed \$100 for items required for committee use with the approval of the President of the Board. Expenditures of over \$100 to further the objectives of VICIA may be authorized by a majority of the Executive Board at an Executive Board meeting or by a majority of the General Membership present at a General Membership meeting. No expenditure shall be authorized which exceeds the current balance as reported by the Treasurer less prior commitments.

Section 5 *General Integrity*

No VICIA funds, gains, profits or dividends may accumulate for the personal benefit of any member of VICIA, its Executive or Advisory Board Members or Officers, or be distributed to any of them for their personal use.

