# Table of Contents

|  |  |
| --- | --- |
| Topic | Page |
| [Article 1 - Name](#_heading=h.gjdgxs) | 2 |
| [Article 2 - Purpose](#_heading=h.30j0zll) | 2 |
| [Article 3 - Offices](#_heading=h.1fob9te) | 3 |
| [Article 4 - Boundaries](#_heading=h.3znysh7) | 3 |
| [Article 5 - Dedication of Assets](#_heading=h.2et92p0) | 3 |
| [Article 6 - Memberships and General Meetings](#_heading=h.tyjcwt) | 3 |
| [Article 7 - Board of Directors & Officers](#_heading=h.1t3h5sf) | 5 |
| [Article 8 - Committees](#_heading=h.3rdcrjn) | 10 |
| [Article 9 - Conflict of Interest](#_heading=h.26in1rg) | 12 |
| [Article 10 - Execution of Corporate Instruments](#_heading=h.35nkun2) | 13 |
| [Article 11- Parliamentary Procedures](#_heading=h.1ksv4uv) | 13 |
| [Article 12 - Financial](#_heading=h.44sinio) | 14 |
| [Article 13 - Records and Reports](#_heading=h.2jxsxqh) | 15 |
| [Article 14 - Amendments and Provisions](#_heading=h.z337ya) | 15 |
| [Article 15 - Dissolution](#_heading=h.3j2qqm3) | 16 |
| [Article 16 - Adoption of Bylaws](#_heading=h.1y810tw) | 16 |
| [Appendix A – OJNA Map](#bookmark=id.4i7ojhp) | 17 |

# PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Louisiana and the Articles of Incorporation of Old Jefferson Neighborhood Association, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Louisiana, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

# ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Old Jefferson Neighborhood Association, Inc, and shall herein be referred to as the "OJNA”.

# ARTICLE 2 – PURPOSE

OJNA is established within the meaning of IRS Publication 557 Section 501(c) (4) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to the purpose of the association is to provide an organized framework to promote, preserve, and enhance the quality of life and values in the neighborhood by:

* Extending opportunities to residents, landowners, entrepreneurs, and other interested parties through education about neighborhood and community affairs and local topics of immediate interest
* Elevating and promoting the image of the neighborhood
* Educating members in the prevention of residential crime and vandalism
* Promoting/use of technology to minimize/eliminate crime and vandalism
* Creating a safe living environment 24 hours a day
* Encouraging the neighborhood to become involved in community affairs
* Having an effective unified voice to address issues that impact the neighborhood
* Conducting social activities that create a greater sense of neighborhood pride
* Promoting activities to beautify the neighborhood
* Enhancing property values
* Promoting a sense of pride and identity among the residents
* Establishing a direct line of communication with members of the parish government of East Baton Rouge and other agencies
* Advising on available funding, loans, and programs designated for the betterment and improvement of neighborhoods
* Establish relationships with other neighborhood associations and coalitions
* Familiarizing residents, landowners and interested parties about the association and its purposes, and working to create a beautiful, safe, and healthy environment. p. providing a forum for the airing of grievances

At no time and in no event shall OJNA participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

# ARTICLE 3 – OFFICES

The principal office of OJNA shall be located at PO Box 86017, Baton Rouge, Louisiana 70879.

OJNA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of OJNA may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

# ARTICLE 4 – BOUNDARIES

All homes and structures in the boundaries of the Old Jefferson subdivision S/D, Belle Grove S/D, Lagniappe Square S/D, Jefferson Garden Homes, Townes End Corner and the townhouses located on the eastern side of Baringer Road, which are legally identified as being part of the Jefferson Park Subdivision. Reference ***Appendix A – OJNA Map***

**Note:** All other properties identified as lots/properties located in the Jefferson Park Subdivision, other than those being located as described on Baringer Road are excluded from the OJNA.

# ARTICLE 5 – DEDICATION OF ASSETS

The properties and assets of OJNA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall ensure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of OJNA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

# ARTICLE 6 – MEMBERSHIPS and GENERAL MEETINGS

## Membership Qualifications

Membership shall consist of the individual parcel owner (identified by address) and/or associated tenant (as identified by address) within the boundaries described in ***Article 3*** and as shown in ***Appendix A***, Old Jefferson Neighborhood map, and are in good standing within the membership roll. If multiple parcels (addresses) are owned by the same person, they can pay annual dues for each parcel, but receive one (1) vote for every two (2) (50%) parcel dues payment up to a maximum of ten (10) parcels.

## Membership Year and Dues

The membership year runs January 1st through December 31st, with annual renewal membership payments due in the month of January.

All membership renewals are past due after January 31st and no longer in good standing until payment is made. Renewing memberships are immediately returned to good standing when payments are made prior to April 1st. If the renewing member from the previous year makes a payment after April 1st, that membership is now considered a “new” member and will not have voting privileges until after 30 days.

Any new member can pay full dues at any time and will acquire voting privileges 30 days after payment.

Dues payments are accepted throughout the year and are applicable to the year in which they are paid unless otherwise noted with payment.

The monetary cost for membership dues is recommended by the Officers and Board of Directors and approved by the members. The amount is based upon the monetary cost of past membership dues, bank balance, and objectives established for the upcoming year.

## Membership Voting Privileges

Only members in good standing are eligible to vote on any issue before the OJNA members. Voting eligibility for new memberships require membership payment at least thirty (30) days prior to voting.

## General Membership Meetings

The board shall call a minimum of two general membership meetings annually. One meeting will be required during the first quarter for budget approval and spending. A second meeting is required for annual elections in the 4th quarter. All general meetings are open to the public and membership is not required to attend general meetings. The purpose, agenda, date, time, and location of the membership meetings will be provided to the members at least ten (10) days before the meeting, unless the board of directors declares an emergency.

Meetings may be held physically in a particular location or virtually via electronic means. The Board of Directors determines when and how meetings/communication will be accomplished.

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# ARTICLE 7 – BOARD OF DIRECTORS & OFFICERS

## General Powers and Responsibilities

The Board of Directors shall be the policy making body of the Association and empowered to make decisions on behalf of the Association. The Board of Directors may choose to place questions before the membership for guidance or resolution of issues.

## Number and Qualifications

The Board shall have Seven (7) members, four (4) of whom are officers and three (3) Board of Directors. To qualify for nomination and election as Officer or Director positions on the board of OJNA, members must have a paid membership with the association for greater than thirty (30) days and be in good standing. All current Officers and directors may qualify to run for reelection each voting cycle. In the event that all Officer positions cannot be filled, the same person may hold multiple offices, with the exception that the same person may only sign instruments in one capacity when the signature of two officers is required and only has one vote.

## Board of Director Duties

It shall be the duty of each officer and board member to affirm that they will, to the best of their ability, avoid conflicts of interests, obey and follow the bylaws and the duties of their office.

**President**:

* Preside over and establish the agenda for Board of Directors and General

Membership meetings of the Association.

* Represent the Association to the public and be the spokesperson for the Association,

except that the President may ask another Officer, Board or Committee member to represent the Association as required.

* Appoint standing and special committees and the designate chairs, per Article 11
* Identify members for special assignments.
* Sign with the Secretary or any other officer authorized by the Board, any contracts or other legal documents expressly authorized by the Board.
* Approve with the Treasurer or Secretary all withdrawals of funds from Association bank accounts.
* With the assistance of members, set the goals and objectives for the Association.

Ensure financial audits are completed.

**Vice President:**

* Assist the President, represent the President when so requested by the President, be empowered by the Board to sign documents requiring the President's signature in

the absence of the President, and perform duties requested by the President or Board.

* Fulfill the duties of the President when directed to do so by the President
* Fulfill the duties of the President as the result of the resignation of the President or

is leaving office for other reasons.

**Secretary**:

* Keep minutes of the proceedings of all general membership and board of directors’ meetings of the association.
* Preserve in a file all records of value to the association to include a chronological file of all minutes of all meetings.
* Sign with the President all contracts and legal documents authorized by the Board
* Maintain a current roster of membership including the name, address, telephone number, and membership category of each member.
* Conduct the correspondence of the Association.
* Perform such other duties as requested by the President or Board of Directors.

**Treasurer:**

* Administer all funds of the Association and to develop a budget.
* Deposit receipts in a financial institution in the Associations name as approved by the Board of Directors.
* Pay all bills and disburse funds as authorized by the Board of Directors.
* Sign withdrawals of funds from association bank accounts
* Present all financial status reports at all meetings.
* Keep itemized and complete records of all receipts and expenditures in a permanent file.
* Present the budget to the general membership
* Perform such other duties as requested by the President or Board of Directors.
* File all Secretary of State, State and IRS forms and documents.

**Directors**:

* Serve as chairs of standing committees as appointed by the President.
* Provide advice and assistance in carrying out Association activities.
* Perform such other duties as requested by the President or the Board of Directors.

## Board Compensation

The Board shall receive no compensation other than for reasonable expenditures authorized by the Board shall be reimbursed to a person upon them providing receipt of the expenditure. Receipts are to be retained for financial records/transparency. However, provided the compensation structure complies with **ARTICLE 9 – CONFLICT OF INTEREST** as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving OJNA in any other capacity and receiving compensation for services rendered.

## Board Elections

The election for Officers and Directors shall be held in the 4th quarter of each year. Officers and Board Members elected shall take office on January 1st, following the election. If elections are delayed due to extenuating circumstances, officers and board members shall serve until the election of their successors.

The Nomination Committee will oversee the solicitation of nominations for election of Officers and the Election Committee. Voting shall be accomplished either in a physical meeting format or via electronic means. The Election Committee will support the board in ensuring execution of a fair election process for all members. The method of voting shall be determined by the Board of Directors with the support of the Election Committee. Each candidate qualification form must be provided to voters prior to or as part of the election process in order for them to determine their choice for office or in the case of only one candidate, confirm their support for the candidate.

Officers and Directors running for office must complete a qualification form. The qualification form may include information such as: Name, Address, Years in OJNA, Age, Work History/Qualifications and Initiatives they propose/support.

A member of the Nominating Committee will present all nominations at the general membership meeting. Additional nominations can be made from the floor. Note if a nomination is made from the floor, a candidate form must be completed and verbally presented to the membership prior to the election.

A simple majority of voters is required to elect candidates or approve proposals.

## Term of Board

All appointments to the Board, Officers and Directors, shall be for alternating two (2) year terms. Officer elections are held in odd numbered years while Director elections are held in even numbered years.

## Vacancies

A vacancy on the Board of Directors may exist for various reasons including the death, resignation, or removal of any director. An Officer or Director may resign by verbal or written communication addressed to the Board of Directors at any time. Vacancy in the remaining term of the President shall be filled by the Vice President for the unexpired portion of the term up to a maximum of 6 months. Vacancies within any member of the Board of Directors, for a period of less than six (6) months, shall be filled by nominations from the Board of Directors and a majority vote of the Board of Directors. Vacancies of greater than 6 months shall follow requirements of ***Board Elections*** listed in Article 7. Board members nominated or elected to fill such vacancies shall hold office until the conclusion of the term of the vacating office holder.

## Board Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Board of Directors meetings shall be convened and presided over by the President of the Association.

The Board of Directors meetings shall be open to interested members of the association. Any association member interested in attending a Board meeting must notify the President of their interest. Once notified, the President will notify the member of the date, time, and location of the next Board of Directors meeting. If a member is interested in attending all Board of Director meetings, that person will be notified of the date, time, and location of all Board of Director meetings until the member request otherwise or ceases to attend three consecutive meetings.

Members of the association who wish to have a topic considered by the Board of Directors may ask to have the matter placed on the Board agenda and may speak on that subject.

The Board of Directors may adopt rules of procedure, not in conflict with the Bylaws.

## Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting.

## Quorum

At each meeting of the Board of Directors or Board Committees, the presence of Four (4) persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

***Voting***

Each Board member shall only have one vote.

## Board Member Attendance

An elected Board Member who is absent inexcusably from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Board his/her commitment to OJNA. The Board may deem a Board member who has inexcusably missed three (3) consecutive meetings without such a reevaluation with the Board to have resigned from the Board. The Board of Directors shall have the authority, at its discretion to remove the Director from the Board. The Director will be given notice of the proposed action to remove him or her from the Board and will be given a reasonable opportunity to defend themself.

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# ARTICLE 8 – COMMITTEES

## Committees of Directors

Committee chairmanship, assignment of duties, authority, rules of procedure, and all other matters related to committees shall be determined by the President, subject to Board approval. At the Boards discretion, the Association may utilize the committees noted below. Each such committee may include persons who are not on the Board but are members in good standing. The president shall be an ex-officio member of all committees.

However, no committee, regardless of Board resolution, may:

1. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
2. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
3. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
4. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
5. Appoint any other committees of the Board of Directors or their members.
6. Approve a plan of voluntary dissolution, bankruptcy, or reorganization; or revoke any such plan.
7. Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall commit OJNA in a contract or agreement or expend Corporation/Organization funds.

## Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, held, and taken in accordance with the provisions of Article 8 – Committees. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records.

## Audit Committee

The Audit Committee shall comprise three OJNA members that are not currently members of the Board of Directors.

## Election Committee

The Election Committee, chaired by a member of the Board of Officers, shall be responsible to take necessary steps to ensure a fair election and opportunity for all members to vote.

## Fundraising Committee

The Fundraising Committee may support the Board by undertaking revenue generation activities for the benefit of the Association.

## Lawn Care and Decoration Committee

The Beautification and Decoration Committee may support OJNA with maintenance of communal lawns and flower beds such as at subdivision entrances, and application of seasonal decorations and beautification projects within OJNA boundaries.

## Membership Committee

The membership committee may support the Board by working with the general membership to enlarge the Association and taking note of significant events in the lives of members. The membership committee may consider using "Block Representatives" to represent each street within the boundaries of the neighborhood to provide member input to the Board.

## Nominating Committee

The Nomination Committee, chaired by a member of the Board of Officers, shall be responsible to solicit and present a slate of one or more nominees for each office.

## Planning Committee

The Planning Committee may support the Board by developing and bringing to the Board recommendations for short- and long-term projects in which the Association might engage to advance its purposes.

# ARTICLE 9 – CONFLICT OF INTEREST

## Conflict of Interest

The purpose of the Conflict-of-Interest policy is to protect OJNA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

## Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

## Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

## Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

1. The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the Board shall determine whether the

OJNA 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.

1. If there are no practical alternatives, a quorum of the Board of Directors can approve the conflict-of-interest transaction if it receives the affirmative vote of the majority of the Board of Directors who have no direct or indirect interest in the transaction.
2. The Director with the direct or indirect conflict of interest must abstain from voting on the transaction.
3. A transaction may not be authorized by a single member of the Board of Directors.

# ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS

## Loans and Contracts

No loans or advances shall be contracted on behalf of OJNA and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the majority vote of the general members. Without the express and specific authorization of the Board, no officer or other agent of OJNA may enter into any contract or execute and deliver any instrument in the name of and on behalf of the OJNA.

# ARTICLE 11 – PARLIAMENTARY PROCEDURES

The rules established by the Board of Directors shall govern all proceedings of the Association. The general rules are as follows:

1. The President is to maintain firm control of a meeting: including asking the long-winded participants to stop speaking so the more reticent can speak, as well as to methodically invite the reticent people to speak to the issue.
2. The basic values: that participation is required, that all comments on a topic are valued, that each participant must respect the rights of others to have their opinions and to voice them, that meetings will be civil and courteous.
3. Follow this simple protocol: No one speaks unless recognized by the President; everyone with a pertinent comment on the issue will be allowed to speak; no one will speak for more than a reasonable amount of time as determined by the President.
4. Motions must be stated as simply and precisely as possible, and repeated as needed, to facilitate discussion and for the Secretary to accurately capture them.

# ARTICLE 12 – FINANCIAL

## Fiscal Year

OJNA recognizes that the fiscal year shall end on December 31.

## Annual Budget

Each year after their election, the Board of Directors shall develop a proposed budget to be presented by the end of 1st quarter for approval by the membership. The budget shall contain current estimated income, general expenditures and projects that identify how funds will be spent. All expenditures shall be documented to link to the budget category/project. The yearly financial audit shall review all expenditures against the budget category/project and report any major discrepancy.

***Gifts and Fundraising***

The Association may engage in fundraising activities related to its purposes. The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association. The Board of Directors may also decline any contribution, gift, bequest or device – particularly if the gift is for the purpose (expressed or unexpressed) of gaining favor.

## Reimbursement Policy

Expenditures authorized by the Board shall be reimbursed to a person upon them providing receipt of the expenditure. Receipts are to be retained for financial records/transparency.

## Checking and Savings Accounts

The Board of Directors shall be authorized to open checking, savings, and other accounts as necessary to conduct the financial business of the corporation. A financial report identifying receipts and expenditures shall be provided to the Board of Directors upon request.

***Financial Audit***

At least one month prior to the annual election, the President shall appoint with the approval of the Board of Directors, a committee of three (3) members to comprise an Audit Committee. These three members cannot be members of the Board of Directors. The Committee's duties shall be to perform a financial audit. The report of the audit results shall be made available to the general membership and Board of Directors prior to the annual elections. A copy shall be maintained by the secretary for 5 years.

# ARTICLE 13 – RECORDS AND REPORTS

## Meeting Minutes

Minutes are an official record of actions the board, committee or membership took at a meeting, not a record of everything that was said. The minutes should include the title of the group that is meeting; the date, time, and venue; the names of those in attendance (including staff) and the person recording the minutes; and the agenda. The minutes should follow the order of the agenda, with a basic, summary sentence or two for each item, along with the name of the person who presented it.

Votes taken should appear in their place of order in the agenda. Generally, don’t include names. Instead, record what happened: “Action: Motion made, seconded, and carried.”

## Maintenance and Inspection of Articles and Bylaws

OJNA shall keep the original or a copy of its Articles of Incorporation and bylaws as amended to date available for inspection and use by the public and Board of Directors. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns OJNA shall keep a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be available to public inspection and copying to the extent required by law.

## Maintenance and Inspection of Other Corporate Records

OJNA shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board. Upon leaving office, each officer of OJNA shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of OJNA as have been in the custody of such officer during his or her term of office.

Every member shall have the absolute right to request copies of any specific OJNA documents. All requests are subject to Board of Director approval.

# ARTICLE 14 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by majority vote of the general members. Such action is authorized only at a duly called and held meeting of the general membership for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations is given in accordance with these bylaws.

# ARTICLE 15 – DISSOLUTION

If there is a need to dissolve the Old Jefferson Neighborhood Association, Inc due to any reason such as lack of support or involvement by the residents of Old Jefferson, the current or most recent highest-ranking officer shall take steps to dispose of assets to another common or nearby neighborhood association and dissolve the association in accordance with the Articles of Incorporation and requirements of the Internal Revenue Service (IRS).

# ARTICLE 16 – ADOPTION OF BYLAWS

I, Yvette Cormier, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as proposed by the Board of Directors and approved by the membership on April 30, 2021.

**Appendix A – OJNA Map**

