

By-laws Of Esplanade ridge civic association

ARTICLE I. CORPORATE IDENTITY

§1. The name of this corporation is **Esplanade Ridge Civic Association**.

§2. The corporation will do business as **Esplanade Ridge & Treme Civic Association**.

§3. The corporation shall have and continuously maintain in the State of Louisiana a registered office and a registered agent.

§4. This non-profit corporation is organized and shall be operated exclusively to promote area development, redevelopment and renewal, to promote other activities aimed at combating community deterioration and to promote the community.

§5. The corporation shall have perpetual existence.

§6. The corporation is established on a non-stock basis. It shall be operated and maintained by the membership dues and assessments fixed by the Board of Directors as well as by contributions solicited from governmental units and/or the general public. Under no circumstances are any of the net earnings or assets of the corporation to inure to the benefit of any member, director, or officer of said corporation, except that the corporation is empowered to make payments and distributions to carry out the purposes of this corporation.

§7. The objects and purposes of the organization are:

- To facilitate, accommodate and provide for the promotion of area development, redevelopment and renewal, to promote other activities aimed at combating community deterioration and to promote the community.
- To initiate, organize, supervise, engage in and encourage any and all activities of every type, kind and description in furtherance of the above stated objects and purposes.
- To enter into any enterprise or activity lawful under the laws of the State of Louisiana which furthers the above stated objects and purposes of this non-profit corporation, whether such enterprise or activity be for the account of the corporation, or for the account of others, as agent, and either as agent or principal.

- To enter into and engage in any kind of enterprise or activity of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory or any country to the extent permitted by the laws of such other state, nation or territory, which enterprise or activity furthers the above stated objects and purposes of this nonprofit corporation, or for the account of others, as agent, and either as agent or principal.
- To do those things, engage in those activities and otherwise act so as to reasonably effectuate the above stated objects and purposes of this nonprofit corporation.
- Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence general legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

§8. The registered office is 1441 N. Galvez Street, New Orleans, LA 70119; and the registered agent shall be Raymond R. Young, 1441 N. Galvez Street, New Orleans, LA 70119 until such time as either of the above is changed by the Board of Directors.

ARTICLE II. MEMBERSHIP

§1. The members shall consist of all natural or corporate person(s) or any combination or association thereof which have paid all current fees, dues and assessments of the corporation as determined by the Board of Directors, and who support the objects and purposes of this non-profit corporation.

§2. Each member of the corporation shall have one (1) vote with the following exceptions:

- Family memberships will entitle the member to no more than two (2) votes provided both members of the family are present at any vote.
- Business membership will entitle the member to no more than two (2) votes provided both members of the business are present at any vote only if there are two (2) members named on the membership application form for the business, otherwise the business will be limited to one (1) vote.
- Any member, individual, family or corporation, residing outside of the stated boundaries of the association shall not be allowed to vote on any issue unless they can show, to the satisfaction of the board, that they own property within the boundaries of the association.
- Any member whose dues have lapsed is ineligible to vote or run for the board until such time as his dues are brought current and thirty (30) days have passed since the treasurer received them.
- Any member whose dues have not been received by the treasurer of the corporation more than thirty (30) days in advance of any vote is ineligible to vote or run for the board until such time has passed.

§3. No votes may be made by proxy for any reason.

§4. All votes by the membership shall be advisory only and non-binding on the corporation or its Board of Directors, which shall have full and complete authority to run this corporation.

ARTICLE III. BOARD OF DIRECTORS

§1. The powers of this corporation shall be vested in and exercised by a Board of Directors which shall consist of no less than two (2) nor more than nine (9) members of good standing, which directors are to be elected yearly for one (1) year terms at a meeting of the general membership that falls on the third Tuesday in the month of November.

§2. Upon the expiration of the first terms of the first named directors, which term(s) shall be for a term beginning at the inception of legal corporate existence of January 2, 1996, all subsequent directors shall be elected and serve for a period of one (1) year.

§3. The first elected directors' terms shall begin when elected or appointed; and, regardless of when any named or elected director shall take office, that term shall run from January 1 of the year in which elected to January 1st of the following year, a new Board being elected to serve each year from the anniversary date of January 1st of any year of existence of the corporation.

§4. A simple majority of the directors, present and in person, shall constitute a quorum for the transaction of business at any meeting of the board, except that if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

§5. The term of a director may be declared vacant by virtue of that director's absence at three consecutive board meetings.

§6. No action of the board of directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by each director entitled to vote and is filed with the minutes of proceedings of the board of directors.

§7. The president, or in his/her absence, the vice-president, shall preside at meetings of the board of directors. The board of directors may adopt its own rules of procedure, which shall not be inconsistent with the by-laws. In the absence of supervening board rules, the then current edition of Robert's Rules of Order shall govern meeting procedure and decorum.

§8. The board of directors shall have one regularly scheduled meeting per month, said meeting to be held on the first Tuesday of each month beginning at 7:00 p.m. at a location to be agreed upon by the members of the board, with the specific provision that this date can be changed to another date within that same month by the board at any time that they deem it necessary to do so. It is further understood that the board may, without prejudice to the existence of this corporation, cancel the monthly board meeting without rescheduling so long as at least one regularly scheduled board meeting is held in any one-year, being the meeting on the first or second Tuesday in January, at which meeting the new board will elect officers to serve for that year.

§9. All issues regarding requests for endorsement and any other issues involving a decision by the corporation shall be brought only to the board of directors for a vote.

§10. Once the board has voted on any issue before it or if the issue is withdrawn after being placed on the agenda, the issue cannot be brought to the board for another vote until the lapse of one-year from the date the prior vote was scheduled.

§11. If anyone wishes to be placed on the agenda for a board meeting, they must make their request, in writing, at least seven (7) days before the regularly scheduled board meeting. Presentations are limited to ten (10) minutes by the requesting party, and any person(s) appearing in opposition is/are limited to a

total of ten (10) minutes, after which the applicant will be given five (5) minutes to rebut.

ARTICLE IV. OFFICERS

§1. The officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

§2. The officers of the corporation shall be elected annually by the Board of Directors at the first regular annual meeting of the board of directors in each year. Vacancies may be filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

§3. President. Subject to the control of the board of directors, the president shall have general supervision of the affairs of the association. The president shall preside at all meetings of the board of directors and shall have such other duties as prescribed by the board. The president shall serve as an ex-officio member of all sub-committees created.

§4. Vice-President. In the absence of the president, the vice-president shall perform the duties of the president. The vice-president shall have such other duties as assigned by the board.

§5. Secretary. The secretary shall act as secretary of all meetings of the board of directors and be responsible for minutes of all meetings. The secretary shall perform such additional duties as shall be assigned by the Board.

§6. Treasurer. The treasurer shall serve without bond and be responsible for the accounting of all monies of the association, including depositing and/or investing them in accordance with policy adopted by the board. The treasurer shall be the chairman of the finance committee and shall have such additional powers and duties as may be assigned by the board. The treasurer shall also have the responsibility to preserve and maintain the records as required for annual audit.

ARTICLE V. FEES, DUES AND ASSESSMENTS

§1. The board of directors may fix fees, dues and assessments consistent with the purposes of this corporation. A failure to pay any fees, dues or assessments may result in cancellation of membership, after due notice from the board of directors.

ARTICLE VI.
BOUNDARIES

§1. The boundaries of the organization are from N. Rampart to N. Broad and from Orleans to St. Bernard.

ARTICLE VII.
DISSOLUTION

§1. Upon dissolution, the Board of Directors, after payment of the liabilities of said corporation, shall dispose of all assets of this nonprofit corporation exclusively and only in accordance with the rules, regulations and laws applicable to this non-profit corporation as determined by the U.S. Internal Revenue Code, but, more particularly, in accord with paragraph 501(c)(3) of the Internal Revenue Code, as amended, and/or any other rules, regulations and laws of the United States of America applicable to the disposal of this non-profit corporation's assets at the time of dissolution by reason of any "exempt" status conferred by application of said rules, regulations and laws of the United States of America.

ARTICLE VIII.
COMPENSATION

§1. Neither the members of the association, nor officers thereof, shall receive, directly or indirectly, any compensation for their services. Provided, nothing herein shall prevent reimbursement for expenses incurred on behalf of the association.

ARTICLE IX.
COMMITTEES

§1. Except as otherwise provided, the president shall appoint members and designate the chair of standing and other committees. The chairman of each standing committee may be selected from the membership at large. Committees shall serve at the pleasure of the board under such rules and regulations as the board may approve.

§2. Standing committees:

- **Beautification and Monument Upkeep** – Responsible for organizing cleanups, fundraisers to preserve monuments in the area, placement of new monuments and/or markers, meet with various city officials and agencies in order to insure compliance, review proposals and recommendations for program allocations.
- **Car Park for Carnival** – Responsible for securing the lot, planning the event, obtaining of permits, hiring of workers, insuring cleanup of site before and after event, and other activities in support of this project.

- **Christmas Gifts for NOPD's 1st District** – Responsible for soliciting gifts for officers from area businesses and/or individuals – no cash gifts – merchandise only and seeking approval from NOPD prior to solicitations beginning in order to insure distribution to officers in a manner that NOPD approves.
- **Christmas Gifts for St. Martin Manor Residents** – Responsible for soliciting gifts for the residents to be donated by members, not the organization.
- **Compliance (BZA, City Council, City Planning and HDLC)** – Responsible for obtaining agendas from each agency prior to the meetings, taking the matters to the board for position, attending meetings and speaking on behalf of the association.
- **Grants** – Responsible for identifying and applying for grants consistent with the purpose of the association.
- **Halloween Trick or Treat Stand** – Responsible for securing the location, planning the event, advertising and/or sponsorship, cleanups before and after and obtaining the necessary permits.
- **Holiday Decorating Contest** – Responsible for planning the event, advertising and/or sponsorship and obtaining awards.
- **Home Tour** – Responsible for planning the event, ticket printing, brochure design and printing, advertising and/or sponsorship, cleanups before and after and obtaining the necessary permits.
- **Membership Drive** – Responsible for planning events to solicit new members.
- **National Night Out Against Crime** - Responsible for securing the location, planning the event, advertising and/or sponsorship, cleanups before and after and obtaining the necessary permits.
- **Newsletter and Advertising** – Responsible for getting articles, editing, securing advertising, insuring compliance with postal rules and regulations, contact with Allstate regarding funding and billing Allstate for printing costs.
- **Nominating** – Responsibilities are to submit the names of members nominated by any member of the association for the 9 board of directors positions, said list of nominees to be added to or deleted, at the discretion of the board, or to submit names of nominees for directors to fill vacancies as they occur with the understanding that filling any board position must be done by an election by the board of directors at any regularly scheduled meeting.
- **Rebuilding Together (formerly Christmas-in-October)** – Responsible for organizing the event for the neighborhood and coordinating participation by members of the association.
- **Refreshments** – Responsible for insuring that there are refreshments at each meeting of the general membership and at all board meetings.
- **Sellebration** – Responsible for organizing the association's participation in this event.

§3. The board may create other committees as needed.

ARTICLE X. MISCELLANEOUS

§1. The board shall make available a financial written report annually to all members of the association.

§2. The by-laws may be amended by the affirmative vote of the majority of the qualified board members present and voting at any meeting at which a quorum is present. No action shall be taken to amend any by-laws unless written notice of the proposed amendment(s) shall have been given to the Board of Directors at least ten days prior to the meeting delivered by first class mail or a minimum of 48 hours prior to the meeting if the notice is delivered personally.

ARTICLE XI.

§1. It is the intention of the association to conduct its affairs in such a manner as to maximize the opportunity for input by the membership and utilize the talents and abilities of each to the greatest extent possible.

§2. Notwithstanding the foregoing, the liabilities and responsibilities of the board of directors shall not be diminished, delegated or abdicated.

§3. The Board shall call regular meetings of the membership on the fourth Tuesday of each month unless holidays, natural disasters or other reasons make such a meeting impossible or unreasonable, with the exception of the November meeting where the board is elected, which is prescribed by the Articles of Incorporation as being held on the third Tuesday of November. It is specifically understood that the board of directors, at its discretion, has the right to change the date of any meeting so called for good cause.

§4. Directors may waive notice of meeting in writing. Such written waiver shall become a part of the minutes.

§5. Nothing in this article shall prohibit action taken by telephonic meeting of the directors should the necessity of circumstances warrant. All such actions shall be recorded in the minutes of proceedings and reported to the membership at large at the next regular meeting.

§6. The names and addresses of members will not be given out to anyone without the express written consent of the member based on this board's belief that the Federal and State privacy laws apply to our association by virtue of the mailing list that we purchased and use in conjunction with the newsletter.

ARTICLE XII.

The corporation shall, in all things, act or refrain from acting so as not to subject itself to taxes imposed by 4941 (self-dealing), 4942 (failure to distribute income), 4944 (investments jeopardizing charitable purposes) or 4945 (taxable expenditures) of the IRC or corresponding portions of the federal internal revenue law.

ARTICLE XIII.

The foregoing by-laws, after having been read, article by article, were adopted and ratified by the board of directors and certified by the acting secretary of the Esplanade Ridge Civic Association at the meeting held on the 7th day of November 2003, as the following signatures attest to.

_____ Marie Marcal, President	(ABSENT) _____ Fabiola Clark-Taylor, Secretary
_____ Raymond Young, Vice-President	_____ Felicia Fredenburg, Treasurer
_____ Joe Marcal, Board	_____ Hilda Young, Board
(RESIGNED) _____ June Rogers, Board	_____ Randy Saizan, Board
_____ George Roth, Board/Acting Secretary	