

**Bylaws of**

**Friends of Lafitte Corridor**

**New Orleans, Louisiana**

*Adopted: November 19, 2006*

# **BYLAWS - Friends of Lafitte Corridor - New Orleans, LA**

## Article 1

### Mission

The Friends of Lafitte Corridor (hereinafter referred to as "the Corporation") has been formed to achieve the following mission:

"To preserve the open space of the Lafitte Corridor from the French Quarter to Canal Boulevard by advocating and facilitating the creation of a greenway with bicycling and pedestrian paths linking neighborhoods, cultural features, historic sites, retail areas and public spaces."

The Corporation may achieve its goals through all methods not inconsistent with the State of Louisiana's Not-for-Profit Corporation Law (i.e. Title 12, Chapter 2 of the Louisiana Revised Statutes).

The name of the Corporation, or the names of any of its officers and directors, shall not be used for any purpose not related to the policies of the Corporation, as determined by the Board of Directors. The Corporation shall be non-commercial, non-sectarian and non-partisan.

## Article 2

### Members

The Corporation shall have an unlimited number of members. The Corporation shall not discriminate in accepting members. Members are those who have completed a membership application and who support the Corporation's mission (as stated in Article 1).

Members may also be required to pay dues to the organization as set out by the Board of Directors. The Board of Directors may exempt individual members from paying dues on the basis of financial need.

## Article 3

### Board of Directors

Section 1. Powers and Number. The Board of Directors shall have the general power to control and manage the affairs and property of the

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Corporation in the accordance with the purposes and limitations set forth in the Certificate of Incorporation, and the policies set forth in Article 1. The number of Directors constituting the entire Board shall consist of no more than eleven directors and no fewer than five directors. Each director shall be at least eighteen years of age.

Section 2. Election and Term of office. The directors shall be elected to hold office for two-year terms. Directors shall be elected at the Corporation's annual membership meeting by a vote of a majority of the members in good standing who are present. Each director so elected shall continue in office until his or her death, resignation or removal. Directors may be re-elected to any number of consecutive terms, but re-election shall only be upon a showing that each director has met the duties and responsibilities for directors in an exemplary manner.

Section 3. Nominations. The membership shall consider potential nominees each year proposed by members of the Board, the Corporation's staff, and the members of the Corporation in good standing. The membership may elect or re-elect some, all, or none of the nominees at the annual membership meeting.

Section 4. Removal. Any director may be removed at any time for cause by a vote of two thirds of the entire Board at any regular Board meeting, or at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. A director who misses three consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the entire Board for good cause shown.

A director may also be removed at any time by a vote of two thirds of the Corporation's members in good standing. A removal vote by the membership can take place at the annual membership meeting, at a regular membership meeting, or at a special meeting of the membership called for that purpose, provided that, in each case, at least two (2) week's notice of the meeting and proposed action shall have been given to the entire membership.

Section 5. Resignation. Any director may resign from the Board at any time. Such resignation shall be made in writing or orally to the President, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President. No

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resignation shall discharge any accrued obligation or duty of a director.

Section 6. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled by a vote of the majority of the remaining directors at, or prior to, the next meeting of the Board, and the directors so elected shall serve until the next annual membership meeting.

Section 7a. Meetings of the Board of Directors. Meetings of the Board of Directors may be held at any place in New Orleans, Louisiana, as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board shall be held at a time and place fixed by the Board and for this meeting only, directors must be physically present to vote. Other regular meetings of the Board shall be held no less than six times during the year. The number of regular meetings for the upcoming year shall be determined by the Board each year at the annual meeting. Special meetings of the Board shall be held whenever called by the President, the Chairperson or by a majority of the Board of Directors. If required by special circumstances, the Board Meeting location may be held outside of New Orleans at any place within the United States as designated by the Board.

Section 7b. Meetings of the Membership. Meetings of the membership may be held at any place in New Orleans, Louisiana, as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Membership meetings shall be held no less than 4 times during the year with the annual membership meeting held in January.

Section 8a. Notice of Board Meetings. Notice of the time and place of each regular, special or annual meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be sent to the address supplied by the director via the method (email or postal mail) designated by the director. Notice shall be sent at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held.

Section 8b. Notice of Membership Meetings. Notice of the time and place of each regular, special or annual meeting of the Membership,

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together with a written agenda stating all matters upon which action is proposed to be taken shall be sent to each member at the address supplied by the member via the method (email or postal mail) designated by the member. Notice shall be sent at least two (2) weeks before the day on which the meeting is to be held.

Section 9a. Definition of "Board Meeting." Directors of the Corporation live and work across the breadth of the State. Physically gathering at the same location at the same time can be difficult. Thus, a meeting is defined as any tele-conference or physical gathering of directors, or combination thereof, of which proper notification (as defined above has been provided,) and in which the President and 50% of the entire Board participate. The exception, per above, is the annual meeting.

Section 9b. Definition of "Membership Meeting". Meetings of the membership may not be held by teleconference; members must be physically present at the place and time designated in the meeting notice to be considered present and to participate in any votes taken.

Section 10a. Board Quorum and Voting. Unless greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business, other than the removal of a director or employee of the Corporation. The Board shall attempt to resolve questions by consensus. Where a vote is required, only directors participating by telephone or in person may vote.

Section 10b. Membership Quorum and Voting. Unless a greater proportion is required by law, a majority of the members in good standing who are physically present at the annual membership meeting shall constitute a quorum for the election of members of the Board of Directors.

Section 11. Duties and Responsibilities for Directors. Directors shall be responsible for promoting the purposes of the Corporation set forth in Article 1. Directors shall assist in raising funds for the Corporation, and shall also be actively involved in fulfilling such duties and responsibilities as are determined from time by a majority vote of the Board of Directors.

Section 12. Committees of the Board. The Board, by vote of a majority of the entire Board, may establish and appoint a Nominating Committee, and any other standing committees which it deems appropriate. The Board shall appoint the Chairperson of each existing

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committee at the annual meeting for a period of one year. The Board shall appoint the Chairperson of any newly-created committee at the time it is established. The Board may remove the Chairperson of any Committee at any time. Each Committee so appointed shall consist of two or more directors and shall have the authority delegated to it by vote of the Board, except that committees shall not be granted authority over the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws;
3. the amendment or repeal of any resolution or vote of the Board.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Members of the Corporation may be invited by the Chairperson of each Committee to serve on that Committee for one year.

Section 13. Compensation. Directors shall not receive any salary or compensation for their services as directors.

### Article 4

#### Officers, Employees and Agents

Section 1. Officers. The Officers of the Corporation shall be a President, a Chairperson of the Board, a Vice-President, a Secretary, and a Treasurer. Officers shall be members of the Board of Directors. No person may simultaneously hold more than one office in the Corporation. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The Board of Directors shall have the authority to elect such additional officers as it deems necessary.

Section 2. Election, Term of office and Removal. At the annual meeting of the Board of Directors, the Nominating Committee shall submit to the Board of Directors names of potential officers for election or re-election. The officers of the Corporation shall be elected for one-year terms at the annual meeting of the Board of Directors. Each officer shall assume his or her office immediately after the election,

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and continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3. Other Employees and Agents. The Board of Directors may from time to time appoint employees and agents it deems necessary. Each will serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as the Board of Directors may determine. No such employee or agent shall be a director of the Corporation.

Section 4. Removal. Any officer, employee or agent of the Corporation may be removed with cause by a vote of 2/3rds of the entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpected portion of the term may be appointed by the President. Any officer so elected shall hold the office until a vote is scheduled for election of officers, and until his or her successor shall have been elected and qualified. In case a vacancy occurs in the office of the President or Chairperson of the Board, the Vice President shall fill the vacant office until an election can be held at the next regular meeting of the Board of Directors.

Section 6. President: Powers and Duties. The President shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign and execute in the name of the Corporation all contracts authorized either generally or specifically by the board. The President may delegate this authority to other officers or the paid staff with the permission of the board. The President shall also have such other powers and perform such other duties as the Board of Directors may prescribe.

Section 7. Chairperson of the Board: Powers and Duties. The Chairperson of the Board shall give notice of, and preside at, all meetings of the Board of Directors and of the membership.

Section 8. Vice President: Powers and Duties. The Vice President shall act as aide to the President and to the Chairperson and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President, a Vice President selected by vote of the Board shall perform the duties of the President. In the absence or inability of the

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Chairperson of the Board, a Vice President selected by vote of the Board shall perform the duties of the Chairperson.

Section 9. Secretary: Powers and Duties. The Secretary shall keep the minutes of the meetings of the Board of Directors and meetings of the membership and perform such other duties as the Board may prescribe.

Section 10. Treasurer: Powers and Duties. The Treasurer shall have general oversight with respect to, and shall approve, the annual budget. The Treasurer shall also retain an independent auditor to conduct audit report, if required by law or requested by the Board of Directors. The Treasurer shall also have oversight responsibility for all financial matters (as the Board of Directors may prescribe). Until the appointment of staff, the Treasurer shall assume the responsibilities detailed in this section. The Treasurer shall have custody of all the funds of the Corporation, and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all such other duties as the Board may from time to time prescribe. At the annual meeting of the Board of Directors, the Treasurer or staff so designated by the board shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting; (2) the principal changes in assets and liabilities during that fiscal period; and (3) the revenues or receipts of the Corporation, both general and restricted to particular purposes, for that fiscal period; and(4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of the annual meeting of the Board.

Section 11. Delegation of Powers. To the full extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties. The President may delegate to the staff the power to sign and execute alone in the name of the Corporation all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature.

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Section 12. Compensation. The staff and other employees or agents of the Corporation may receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority vote of the Board of Directors. The officers shall receive no salary or compensation for their services.

### Article 5

Contracts, Checks, Bank Accounts And Investments.

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the Banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine how many signatures shall be required and who shall be authorized in the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested as the Board of Directors may deem desirable. Invested funds must be in FDIC-insured accounts.

### Article 6

Office And Books

Section 1. Office. The principle office of the Corporation shall be located in New Orleans, Louisiana. A complete record of the Corporation's financial and programmatic activities as described in Art. 6 Sec. 2. must be available to the public at an office of the Corporation.

Section 2. Books. There shall be kept at the principal office of the Corporation correct and complete books of account of the activities and transactions of the Corporation; a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors and any committee thereof; and a current list or record containing the names and addresses of all directors and officers of the Corporation.

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### Article 7

#### Fiscal Year

The fiscal year of the Corporation shall commence January 1st and end December 31st.

### Article 8

#### Indemnification

The Corporation may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by Louisiana's Not-for-profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation is authorized to purchase and maintain insurance for the indemnification of itself, directors and officers.

### Article 9

#### Amendments

These by-laws may be amended or repealed at any meeting of the Board of Directors by a vote of two-thirds of those eligible to vote. Adoption of this set of By-laws completely supersedes all prior By-laws and Amendments. The membership of the Corporation shall be notified of changes to the by-laws within one month of making changes. A copy of the current by-laws of the Corporation shall be made available to the membership and to any member of the public upon request.

#### History of Amendments:

November 19, 2006

Original Bylaws Adopted