



**BY-LAWS OF
THE FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC.**

Revised April 1992
Revised September 1996
Revised August 2006

**ARTICLE I
Membership**

A. What constitutes membership

1. Membership in this corporation shall be limited to individuals 18 years of age and older, and firms and corporations owning property, residing, doing business or having a general interest in the areas bounded by N. Rampart/McShane Pl./St. Claude Avenue, Esplanade Avenue, the Mississippi River and Press Street.
2. Membership in the Association shall be available without regard to race, color, creed, sex, age, political affiliation, national origin, sexual orientation or condition of disability.
3. Members shall pay annual dues, the amount of which will be determined by the Board of Directors.

B. Class or types of members

1. Active members: Individuals, businesses or organizations who own property or a business or reside within the boundaries and are current in their dues. Each membership is entitled to vote. Any question of voting rights will be determined by the Board of Directors.
 - a. Individual Membership: Entitles the individual to the rights of an active member. (One vote)
 - b. Business/Organization Membership: Corporation, partnership, sole proprietorship, association, organization, institute, business or entity entitled to the same rights as an individual member. (One vote)
2. Associate Members: Individuals, businesses or organizations that do not own property or a business or reside within the boundaries. (No vote)

C. Rights of Active Members

1. The right to attend all membership and Board meetings and all other official functions of the Association.
2. The right to participate in committees.
3. The right to vote at membership meetings and the election of the Board of Directors, thirty (30) days after payment of dues.

D. Termination of Membership

1. Nonpayment of dues. With the exception of new members, dues are payable no later than the end of the first quarter of the calendar year.
2. Voluntary written statement of withdrawal.



3. By unanimous vote of the Board of Directors.

ARTICLE II

Nomination and Election of Board of Directors

- A. Board of Directors shall be elected at the September Membership Meeting by plurality vote of active members present. The Board is divided into two groups that serve alternating terms.
- B. Board of Directors shall be composed of nine (9) members, eight (8) of whom will be elected at large and the one (1) remaining position to be filled by a member of the Past Presidents Council, who is an active member. In the event that the one position to be held by the Past Presidents Council member cannot be filled; the ninth position will be filled by an at-large candidate.
- C. A Nominating Committee shall be appointed by the President no less than one hundred and five (105) days prior to the election. It shall be composed of three (3) members, subject to the approval of the Board of Directors.
- D. The Nominating Committee shall present its recommendations in writing to the Directors at the Board meeting immediately prior to the nominating meeting and to the membership at the nominating meeting.
- E. The Past Presidents Council electee shall be presented at the Board meeting immediately prior to the nominating meeting and to the membership at the nominating meeting.
- F. A Nominating meeting of the general membership will be held not less than thirty (30) days prior to the elections. Nominations from the general membership will be accepted during this meeting. Nominations will be closed after this meeting.
- G. Eligibility to hold office is limited to active members that have been in the association for the preceding 12 months.
- H. The newly elected Board will assume responsibility at the next Board meeting to be held not more than thirty (30) days after the election.

ARTICLE III

Duties and Rights of the Board of Directors

- A. The governing body of the Association shall be the Board of Directors.
- B. A majority of the members of the Board of Directors shall constitute a quorum.
- C. Board members shall take an active part in establishing the policy and activities of the Association.
- D. Board members shall participate by actively serving on the committees and assisting the officers of the Association. Board members shall participate by chairing or serving on committees as required.
- E. Board members, Committee Chairmen and Officers will surrender all appropriate records to their successors within 30 days.

ARTICLE IV

Election of Officers

- A. Officers of the Association will be elected from the Board by the Board.
- B. The election of the officers will take place at the first Board meeting after the general election by a majority of the votes.
- C. No member of the Association may hold more than one office at any one time.

ARTICLE V

Duties of Officers



A. President

1. The President shall preside at the Board meetings; he shall call all such meetings as deemed necessary. The President may elect to perform electronic polling on issues in lieu of a meeting. The President is responsible for the conformance of the Association to the Articles of Incorporation and By-Laws.
2. The President shall preside at all general meetings of the membership; he shall call all such meetings as deemed necessary; and he shall appoint all chairmen of the standing and ad hoc committees subject to the approval of the Board.
3. The President shall appoint a Historian of the Association who should safeguard all records of the association.

B. Vice-President

1. The Vice-President shall serve in the absence of the President.
2. The Vice-President shall serve as an ex-officio member of all committees, shall coordinate and monitor their activities and shall serve as Parliamentarian.

C. Recording Secretary

1. The Recording Secretary shall take minutes of all Board, nomination and election meetings and shall provide for such minutes at subsequent Board meetings for approval of the Board.

D. Corresponding Secretary

1. The Corresponding Secretary shall be responsible for reading all correspondence at the Board meetings and general meetings. The Corresponding Secretary will be responsible for handling all correspondence for the Association as required by the Board of Directors.

F. Treasurer

1. The Treasurer shall collect all revenue and make authorized disbursements, as per Article VIII, Section B, and make financial reports to the Board for all board meetings.

ARTICLE VI

Resignation, Removal and Replacement of Board Members

- A. Resignation shall be in writing to the President.
- B. The Board of Directors, for just and reasonable cause, by a two-thirds (2/3) vote of the constituted quorum of the Board, will inform, by certified mail, the intention for removal of a member of the governing body. Should a resignation not be offered by the time set by the Board, the matter may be referred to the general membership. A majority vote of the membership present at any meeting will determine retention or dismissal of the member of the governing body.
- C. A vacancy on the Board may be filled by appointment by the President, providing two-thirds (2/3) of the Directors present and voting concur.
- D. A vacancy in any office, other than President, will be filled in accordance with Section C of this Article.
- E. Three consecutive absences from Board meetings of a Board member shall be deemed a resignation.

ARTICLE VII

Past Presidents' Council

- A. There shall be a Past Presidents' Council consisting of all active past presidents of the Association.
- B. The Past Presidents' Council will serve in an advisory capacity to the Board and will assist, upon request from the Board, in carrying out the aims and goals of the Association.
- C. The Past Presidents' Council will occupy one (1) position on the Board of Directors, subject to the provision of Article II.



1. The one (1) position shall be elected by a majority vote of the active past presidents at a meeting held prior to the Nominating Meeting of the General Membership.

ARTICLE VIII

Finances

A. Review

The financial records shall be audited annually by the Audit /Budget Committee.

B. Expenditure Limitations

Within a 30 day period, total expenditures of not more than \$300.00 can be approved by the President and the Treasurer.

C. Budget / Audit

The current year audit and a proposed budget for the ensuing year shall be submitted by the Audit/ Budget Committee to the Board of Directors . The audit and proposed budget shall be printed in the September newsletter and the budget approved at the September meeting.

D. Audit / Budget Committee

An Audit / Budget Committee shall be appointed by the President at least two months prior to the September Membership Meeting.

ARTICLE IX

Public Representation of Organization

Public representation of the Association shall have prior approval of the Board or General Membership.

ARTICLE X

Political Endorsements

There shall be no political endorsements of individual Candidates, tickets, political parties or groups.

ARTICLE XI

Newsletter and Official Publications

A. The official publication is the newsletter. The institution of other official publications shall be approved by the Board.

B. Editorial positions or representations of the Association shall be approved by the Board.

C. Individual positions or editorials shall be clearly identified.

D. Content of newsletters or official publications shall be determined by the Newsletter Editor unless otherwise directed by the Board.

ARTICLE XII

Ratification and Amendment of By-Laws

A. The By-Laws may be amended by a two-thirds (2/3) vote of the members of the Association present at any annual meeting or at any special meeting of said members called by the purpose after seven (7) days due notice in writing setting forth the time, place and purpose of said meeting.

B. Proposed Amendments to the By-Laws may be submitted by:

1. The Board of Directors;



2. Petition of thirty percent (30%) of the members in good standing.

C. Upon receipt of the proposed amendment in accordance with Section B of this Article, the Board shall take necessary action to secure an election on the amendment within forty-five (45) days.

D. Any proposed amendment to the By-Laws must be submitted to all members in writing at least fourteen (14) days prior to balloting.

ARTICLE XIII

Procedures

The Association and its governing body shall be ruled first by the Articles of Incorporation, then the By-Laws, and lastly by the most current Robert's Rules of Order.