

ORIGINALLY RATIFIED BY THE MEMBERSHIP AT THE AUGUST 20, 1998  
MEMBERSHIP MEETING  
*Revised by the membership at the May 24, 2018 membership meeting*

**BYLAWS**

**ARTICLE I**

The name of this association shall be: OLD ARABI NEIGHBORHOOD ASSOCIATION, INC.

**ARTICLE II**

**PURPOSE & OBJECTIVES**

- A. To improve the living conditions and serve the needs of the residents of our Neighborhood.
- B. To encourage the preservation of the architectural and cultural heritage of our neighborhood.
- C. To serve as a clearinghouse for information which is important to the residents, property owners and business owners of the Old Arabi area.
- D. To actively represent the interests of the neighborhood with parish, state and federal agencies; private business; community organizations; and individuals for the purpose of improving our community.

**ARTICLE III**

**MEMBERSHIP**

- A. WHAT CONSTITUTES MEMBERSHIP:
  - 1. Membership in the association is voluntary. All members have the right to attend and participate in general membership meetings and social functions sponsored by the association. All members have the right to attend and observe Board of Director meetings.

2. Membership in the association shall be open to individuals, firms and corporations owning property, residing in, owning or operating a business in the area, and all individuals and entities who desire to promote the purposes and objectives of OANA. For purposes of this association, the Old Arabi area shall be defined as that area from St. Claude Avenue (St. Bernard Highway) southward to the Mississippi River and from Government Street east to Center Street and including the Center Street Railroad tracks.
3. Membership in the association shall be available without regard to race, color, creed, sex, sexual orientation, national origin, political affiliation, or condition of disability.
4. Members shall pay annual dues - the amount of which will be determined by the Board of Directors at the first annual general membership meeting. Said dues shall be payable upon joining of said association; thereafter, said dues shall become payable on January 1st of each year. Active member dues must be current on April 30 or the member will not be able to vote in the May elections.

B. CLASS OR TYPE OF MEMBERS:

1. Active members: full time resident homeowners and renters over the age of 18 residing in in the Old Arabi area. Each member is entitled to one vote. There shall be a maximum of two voters per household.
2. Associate memberships: individuals, firms, and corporations owning property, or owning or operating a business in Old Arabi, and all individuals and entities who desire to promote the purposes and objectives of the OANA. This class shall be a non-voting member.
3. Maintaining membership requires annual payment of dues.

C. RIGHTS OF ACTIVE MEMBERS:

1. The right to participate in committees.

2. The right to vote at membership meetings and the election of the Board of Directors. Dues must be current by April 30 of each year or the member will not be able to vote in the May elections. For any special elections or voting on issues taking place in other months, dues must be current by the end of the previous month.
3. No member shall speak for the association except as approved and authorized by the Board of Directors of the association or by majority vote of the membership.

D. TERMINATION OF MEMBERSHIP:

1. Nonpayment of dues.
2. Voluntary, written statement of withdrawal signed and submitted to the Secretary.
3. By unanimous vote of the Board of Directors.

E. MEETING DATES:

The general meetings of the membership shall be held in January, March, May, July, September, and November. Socials will be held in October and December. Special meetings can be called as needed with Board approval.

## **ARTICLE IV**

### **GOVERNING BODY**

- A. The principal governing body of the association shall be the Board of Directors. The Board will consist of the four elected officers plus members of the Board, totaling not less than three nor more than five members to be elected by the membership. The governing body shall be made up of not more than nine (9) persons in total.
- B. The officers of the association shall consist of:
  1. President
  2. Vice President
  3. Treasurer

## 4. Secretary

**Article V****NOMINATION & ELECTION OF BOARD OF DIRECTORS**

- A. Elections shall be conducted at the general membership meeting in the month of May. Voting will be by written, secret ballot. Individuals seeking to serve on the board shall be elected by plurality vote (candidates who receive the highest number of votes) of members present.
- B. All persons interested in becoming a candidate for the Board of Directors must be nominated by April 30.
- C. Each active member of the association shall be allowed one vote for each member of the Board. Said vote shall be by written ballot furnished by the Secretary listing all names of the candidates seeking to be elected to the Board.
- D. Each candidate for election may be allowed to address the general membership during the May meeting prior to said voting. Said address shall be limited to a time span not to exceed five minutes per candidate.
- E. Eligibility to hold office, nominate or vote for a candidate is limited to active members in good standing. Members in good standing shall be considered as those having paid their yearly dues. The Treasurer shall keep an accurate roll of dues-paying members and shall produce same at the annual election meeting.
- F. The newly elected Board of Directors will assume its responsibility immediately for a two-year term. The Board Chairperson shall be the President.
- G. A vacancy on the Board of Directors may be filled by appointment by the Chairperson providing two thirds (2/3) of the Directors present and voting concur. No member of the association may hold more than one office at the same time. A vacancy in any other office will be filled in accordance with the mandates of this section. Any Director who misses three unexcused, consecutive meetings or six unexcused in one year shall be replaced by the Board Chairperson.

**ARTICLE VI****DUTIES & RIGHTS OF BOARD**

- A. The governing body of the association shall be the Board of Directors.
- B. The amount of the annual dues shall be established by the Board of Directors.
- C. To transact official business, a simple majority of the Board members must be present and a majority vote of those present will control. Proxy voting is prohibited.
- D. Board members shall take an active part in establishing the policy and activities of the association.
- E. 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.
- F. Board members, committee chairpersons, and officers will surrender all appropriate records to their successors.
- G. The Board Chairperson may appoint an executive committee from members of the Board and officers at the Chairperson's discretion.
- H. The Board Chairperson or Vice Chairperson shall preside at all Board meetings. The Chairperson or Vice Chairperson shall call all such meetings as deemed necessary. The Chairperson is responsible for the conformance of the association to the constitution and bylaws and the charter of the association. The Chairperson shall preside at general meetings of the membership. The Chairperson may appoint advisory committees. An advisory committee may not speak for, nor take any action on behalf of the association.
- I. The Board of Directors, for just and reasonable cause, by a two-thirds (2/3) vote of the entire Board, may request, by certified or registered mail, the resignation 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 will determine retention or dismissal of the member of the governing body.

- J. The meetings of the Board of Directors shall be held once a month.

## **ARTICLE VII**

### **ELECTION OF OFFICERS**

- A. Elections shall be conducted at the general meeting of the membership in the month of May every two years.
- B. The election for President, Vice President, Treasurer and Secretary shall be by majority vote of the active members present and voting. If no candidate receives a majority vote on the first ballot, there must be a runoff election between the two candidates with the highest number of votes. Said candidate receiving the largest number of votes in the runoff election shall be elected for a two-year term.
- C. Candidates for the four stated offices must be active members and must be nominated by April 30.
- D. Each candidate for office will be given the opportunity to address the general membership during the May meeting prior to said voting. Said address shall be limited to a time span not to exceed the time limit decided upon by the Chairperson.
- E. Eligibility to hold office, nominate, or vote for a candidate is limited to active members in good standing.
- F. No member of the association may hold more than one office at any one time. The newly elected officers will assume responsibility immediately for a two-year term.
- G. A vacancy in the office of president will be filled by the Vice President.

- H. A vacancy in any other office than president, will be filled by appointment by the Board Chairperson providing two thirds (2/3) of the Directors present and voting concur.

## **ARTICLE VIII**

### **DUTIES OF OFFICERS**

#### **A. President**

1. The President shall preside at all general meetings of the membership, call all such meetings as deemed necessary, and appoint all chairpersons of the standing and ad hoc committees.
2. The President shall address all matters of public representation of the association subject to prior approval of the Board of Directors and/or general membership. In emergency situations requiring immediate action, the President may poll the Board electronically or by telephone to obtain a majority of the Board's authorization for the immediate action.
3. The President and the Vice President are also responsible for the conformance of the association to the articles of incorporation and bylaws.
4. The President may appoint advisory committees and a historian of the association.

#### **B. Vice President**

The Vice President shall serve in the absence of the President and under said conditions, shall exercise all the powers which the President may have.

#### **C. Treasurer**

The Treasurer shall collect dues and other income or monies of the association and make authorized disbursements and maintain a record of all transactions. The Treasurer shall maintain a list of all members and whether or not their dues are current. The Treasurer shall make a

financial report at each Board meeting and general membership meetings and maintain a checking account in the name of the association.

D. Secretary

The Secretary shall record the minutes of all Board meeting and membership meetings and shall provide for the publication of such minutes for Board approval. The Secretary shall safeguard all records of the association other than financial. The Secretary shall be responsible for reading all correspondence at the Board meetings and general meetings. The Secretary will be responsible for handling and typing all correspondence for the association as required by the Board of Directors or which the President is authorized to write and maintaining copies of such correspondence .

**ARTICLE IX**

**FINANCES**

Review: The financial records shall be reviewed every quarter by the Vice President, the Secretary and the Treasurer. An annual report will be made to the membership at its May meeting.

**ARTICLE X**

**POLICY REGARDING SPEAKERS & POLITICAL CANDIDATES**

- A. This association shall allow speakers and political candidates to address its meetings.
- B. The President shall determine at what time in the meeting the address shall be delivered. The address shall be limited to a period of time stated by the President.
- C. The association shall allow equal time for all candidates to address said meetings. Said candidates must be announced to be seeking an office which may affect the Old Arabi area.
- D. There shall be no political endorsements; however, recommendations on specific issues may be suggested.



**ARTICLE XI****RATIFICATION & AMENDMENT OF BYLAWS**

- A. The bylaws and any subsequent amendments thereto shall become fully effective upon ratification by two-thirds (2/3) vote of the members of the association present and voting at a general membership meeting or at any special meeting of said members called for the purpose after thirty (30) days due notice in writing setting forth the time, place and purpose of said meeting.
  
- B. Upon receipt of the proposed amendment, the Board shall take necessary action to secure an election upon the amendments within sixty (60) days, or within a period of time not to exceed two monthly meetings.
  
- C. Any proposed amendment to the bylaws must be made available to all members in writing at least fourteen (14) days prior to the balloting.
  
- D. The proposed amendments must be explained to the general membership and time must be allowed for discussion. Proposed amendments to the bylaws may be submitted by: (1) a committee of the Board of Directors, or (2) petition of thirty percent (30%) of the members in good standing.

**ARTICLE XII****PROCEDURES**

The association and its governing body shall be ruled first by the articles of incorporation, then the bylaws and lastly by the most current Robert's Rules of Order.