

By-Laws
Federation of Greater Baton Rouge Civic Associations
Amended through 7/8/2021

ARTICLE I
PURPOSE

The purpose of these By-Laws is to provide for the general operations of the Federation and to provide guidelines for managing the daily affairs of the Federation in accordance and consistent with the Articles of Incorporation.

ARTICLE II
MEMBERSHIP

Section 1: Organizations qualifying for membership must be a non-profit corporation representing individual homeowners who elect the Board of Directors of the association within defined geographic boundaries as set forth in their Articles of Incorporation. Individual homeowners are defined as the owner of a stand-alone home, condominium unit, or town home. Organizations must be registered and in good standing with the Louisiana Secretary of State, pay Federation dues, and select a delegate to the Federation to represent them at all Federation membership meetings.

Section 2: Member organizations will designate their authorized delegate on the annual membership form which will include current contact information and will be recorded in the Federation records. If the authorized delegate is unable to attend, the authorized delegate may, with the approval of the organization's President, designate another member to serve as his/her proxy for that meeting. If no member of the organization will be able to attend the meeting, proxy voting is allowed. Proxy forms will be provided. Proxies must be submitted via email or in person to the Secretary prior to the start of the meeting.

Section 3: Authorized delegates are responsible for representing their organization at meetings of the Federation, voting for their organization at meetings of the Federation, disseminating information to their Board of Directors, responding to Federation surveys or requests for information, and may be asked to serve, or recommend someone to serve, on Federation committees. Member organizations are solely responsible for appointing and removing their authorized delegate. Whenever there is a change of the member's authorized delegate, written notice must be provided to the Federation.

Section 4: Only members are eligible for support services and resource assistance from the Federation.

ARTICLE III
DUES

Section 1: The annual dues will be set from time to time, as recommended by the Board of Directors, subject to a two-thirds (2/3) vote of those present, in person or by proxy, and voting at any regular meeting of the membership, provided that at least thirty (30) days' written notice was provided to the member organizations setting forth the proposed amount and reasons for change.

Section 2: Annual dues will be payable to the Treasurer by January 31st or such date as may be set by the Board of Directors. Current members whose dues are not paid by March 31st will be notified that their membership will be dropped for the calendar year.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1: Regular meetings of the Federation, whether physical and/or virtual, will be held monthly on the second Thursday of each month unless otherwise set or changed by the Board of Directors provided notice of at least 7 days is sent to each member organization of record prior to any meeting. The President may cancel a regular meeting in case of an emergency. Unless circumstances require it, membership meetings will typically not be held in December.

Section 2: The official method of communication for the Federation is electronic. All notifications will be made by electronic means. Members shall be responsible for notifying the Secretary of the Federation of any change of email address. Notification to the last email address on file shall be sufficient for all required notification.

Section 3: Each member organization will be entitled to one vote.

Section 4: The regular meetings of the Federation will be open to all members of the member organizations.

Section 5: The regular meeting in November will be designated as the Annual meeting and will be held for the purpose of electing members of the Board of Directors and conducting of other business that may arise.

Section 6: A quorum at meetings of the Federation will be fifteen (15) delegates. Lack of a quorum will not prevent proceeding with the program planned for the meeting and other matters not requiring a vote or action by the general membership. Proxies will be counted toward the quorum.

Section 7: Special meetings may be called by the President or by the Board and will be called upon written request of ten (10) member organizations of the Federation. The purpose of the meeting will be stated in the call. Written notice of any special meeting will be sent at least seven (7) days before the meeting.

Section 8: All business of the Federation will require a majority vote, in person or by proxy, unless otherwise set forth in these By-Laws or the Articles of Incorporation. When necessary, electronic methods are an acceptable means for voting.

ARTICLE V BOARD OF DIRECTORS

Section 1: The affairs of the Federation will be managed by a Board of Directors of up to eleven (11) persons as set forth in the Articles of Incorporation. Directors will be elected for three-year

staggered terms by a majority vote of the membership voting, in person or by proxy, at the November Annual Meeting. A transition plan will be implemented to bridge from the current two-year terms of office for Board of Directors to three-year staggered terms. Directors-Elect assume office on January 1st of the upcoming year, with terms of service coinciding with the calendar year. The Directors may serve unlimited consecutive terms.

Section 2: Vacancies on the Board of Directors may be filled by majority vote of the remaining Directors. Each Director so elected will serve the unexpired term of the position filled.

Section 3: At all the meetings of the Board of Directors, a quorum must be present to transact business. A quorum will consist of a majority of the current Directors. Proxies will be accepted, or Directors may also participate by teleconference or video conference.

Section 4: The Board will exercise the corporate powers and have general supervision over the affairs of the Federation. However, the Board will exercise no policy-making function, or incur any indebtedness nor obligate under contract, nor make any disbursement of the funds of the Federation, except as may have been specifically authorized by the Federation or as set forth in Article IX of these By-Laws. Federation Directors will function as prescribed in the Expectations, Roles and Responsibilities documents. The Board will take under advisement, on behalf of the membership, any member concerns considering them in light of the governance documents and the Federation's mission. The Board will fix the day, place, and hour of general membership and Board of Director meetings, make recommendations to the Federation membership, and will perform other duties as are specified in these By-Laws.

Section 5: Meetings of the Board may be called by the President or will be called upon written request by any two (2) Directors.

Section 6: The Board is authorized to adopt procedures, guidelines and policies for the transaction of its business not in conflict with these By-Laws. The Board will establish policies such as privacy and conflict of interests to be used for day-to-day operations of the Federation. Approval of such policies will require a majority vote of the membership voting, in person or by proxy, at a meeting called for that purpose, provided thirty (30) days written notice was given.

Section 7: The President will make an annual report of the activities to the Federation at the January meeting.

Section 8: Directors may be removed for non-attendance, failure to perform their duties or for any other reason allowed under the law. Removal of a Director will require a two-thirds (2/3) vote of the remaining Directors. To overturn the decision of the Board and reinstate the Director will require a two-thirds (2/3) vote of the membership in attendance at the next general meeting. If the Director was appointed by the Board to fill an unexpired term, the Director can be removed by a two-thirds (2/3) vote of the remaining Directors.

ARTICLE VI OFFICERS

Section 1: The officers of this Federation will be a President, a Vice-President, a Secretary, and a Treasurer. The Board may invite the past President to serve as a non-voting member for one year in order to provide for a smooth transition.

Section 2: The Board of Directors will elect officers from amongst the Directors. The election will take place at the next regularly scheduled Board meeting following the election of Directors in November. Directors desiring to serve as an Officer will proclaim their interest or be nominated by another Director. A majority vote of the Board is required to be elected.

Section 3: The term of office for each Officer will be for one year, or until successors are elected and assume office. Officers will assume their duties on January 1st. Newly elected officers will become "Office"-Elect until assuming office and work with outgoing officers to assure a smooth transition for the conduct of the affairs of the Federation. The Officers may serve unlimited consecutive terms in the same office except the President who may serve no more than four terms.

Section 4: In the event of a vacancy or absence occurring in the office of President, the Vice-President automatically assumes the Presidency for the unexpired term or absence. A vacancy in any other officer position will be filled by appointment by the Board of Directors to serve for the unexpired term. The process outlined in Article VI, Section 2 will apply.

Section 5: Officers may be removed from their office for non-performance of their duties, as outlined in these By-Laws, by a two-thirds (2/3) vote of the Board. This action will be communicated at the next membership meeting.

ARTICLE VII DUTIES OF OFFICERS

Section 1: The officers will perform the duties prescribed by these By-Laws, policies, guidelines and roles documents adopted by the Board.

Section 2: The President will preside at all meetings of the membership, Board, and those committees he/she chairs. The President will chair the Administrative Committee and the Governmental and Community Affairs Committee. The President will appoint members to all standing and special committees except the Nominating Committee and the Financial Review

Committee and will appoint temporary chairpersons when any applicable officer position is vacant. All contracts entered into for services authorized in the budget will be approved by the Board and executed by the President and countersigned by the Treasurer. Copies of all such contracts will be maintained by the Treasurer. The President will be responsible for monitoring compliance with the organization's Articles of Incorporation and By-Laws.

Section 3: The Vice-President will serve as assistant to the President. In the absence of the President, the Vice-President will perform the duties of the President. The Vice President shall chair the Membership Committee. The Vice President shall serve as non-voting member of the Nominating Committee.

Section 4: The Secretary will record the proceedings of the Federation member meetings and the Board meetings and will provide copies of the minutes of the previous general membership meeting with the agenda for the upcoming meeting. Additionally, the Secretary will write correspondence as requested by the President, maintain and preserve the official records of the Federation, establish retention periods for all records, certify the quorum for all meetings of the Board and general membership, and will be a member of the Membership Committee and will chair Communication and Public Relations Committee.

Section 5: The Treasurer will perform the duties as set forth in Article IX entitled Financial Management. The Treasurer will serve as a non-voting member of the Financial Review Committee. The Treasurer will serve as the Registered Agent for the Federation.

ARTICLE VIII COMMITTEES

Section 1: Standing committees will be: Administrative, Communication and Public Relations, Membership, Governmental & Community Affairs, and others as authorized by the Federation. Interim recurring committees include the Nominating Committee and the Financial Review Committee. Duties and responsibilities will be defined in the Purpose, Roles and Responsibility document for each committee.

Section 2: Duties of committees and membership:

A. **Administrative:** The Administrative Committee will consist of the Officers of the Board. The Committee may meet in the interim between Board meetings to address problems, propose solutions, perform staff work on behalf of the Board, or act in urgent circumstances provided such actions do not conflict with these By-Laws or Articles of Incorporation. The Committee does not make decisions on behalf of the Board. The

Administrative Committee will be responsible for drafting the proposed budget to be presented to the Board and membership for approval.

B. **Communication and Public Relations:** The Communication and Public Relations Committee will establish operating procedures to ensure that the membership is kept fully apprised of all Federation business. The Secretary will serve as Chairperson of the Committee. The Committee will be comprised of the President, Vice President, Secretary and the person designated as the Information/Technology coordinator. The Information/Technology person will be responsible for communicating such procedures to whoever is responsible for maintaining its web site and will direct the work associated with all social media platforms.

C. **Membership:** The Membership Committee will be responsible for recruiting and retaining members of the Federation. The Vice President will serve as Chairperson. There will be such other members selected from the Board and member organizations as determined by the President. The Chairperson will work with the Treasurer on maintaining the official membership records, will prepare sign in sheets for all membership meetings, provide for the maintenance of attendance records, and report at all Board meetings on the current status of membership.

D. **Governmental & Community Affairs:** The Governmental and Community Affairs Committee will monitor pending legislation and community matters affecting the homeowners in East Baton Rouge Parish; will hear, review, consider, and make close study of proposed legislation, community issues, or any governmental action concerning homeowners and report to the Board. The committee will actively seek participation on boards, committees and advisory groups. The President will serve as Chairperson. There will be such other members selected from the Board and member organizations as determined by the President.

E. **Nominating Committee:** The Nominating Committee will consist of three (3) members appointed at the August meeting of the Board of Directors. Once its tasks are completed for the year, the Committee is dissolved. The Chairperson of the Membership Committee will also serve on the Committee but will have no vote. The Secretary will issue a general notice to the membership soliciting nominees for Directors. The Chairperson of the Membership Committee will provide the necessary membership and attendance records necessary for the Nominating Committee to select Director nominees. It will be the Committee's duty to report at the October member meeting their nominees for the Directors to be elected by the general membership at the November meeting. Nominations will be accepted through October 1st of each year. In the event the term of

the Director serving as Membership Committee Chairperson is ending, a Director on the Membership Committee will serve on the Nominating Committee in his/her place.

F. **Financial Review:** The purpose of the Financial Review Committee is to review the financial records of the previous year. The Financial Review Committee will consist of the Treasurer and two other persons appointed each January by the Board. The members will be selected from the member organizations. Only the members of the Committee may be present at their meetings. The Treasurer will provide the Committee all necessary documents needed for a review of the accounts, as outlined in the Financial Review Committee's Roles and Responsibilities. The Committee will prepare a report of its findings and present its report to the Board of Directors in March and then to the membership at the April meeting. Once its tasks are completed for the year, the Committee is dissolved.

Section 3: Special or ad hoc committees will be appointed by the President, and may be recommended by Federation members and/or the Board. Special or ad hoc committees are established for single purposes and generally have a sunset date.

Section 4: The President will participate as an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.

Section 5: All Committee Chairpersons, except the Financial Review and Nominating Committees, will produce annual reports to be presented to the membership at the January general meeting as part of the annual year-end review.

ARTICLE IX FINANCIAL MANAGEMENT

Section 1: The Federation will use generally accepted accounting practices and financial management procedures in the conduct of its business. The Board of Directors may enter into service agreements/contracts with independent contractors to provide services outlined in the approved budget. Such agreements/contracts must be approved by the Board and co-signed by the President and Treasurer.

Section 2: The President and Treasurer are authorized representatives for all financial institution activities. Appropriate signatures will be on file with the financial institutions. Checks will be cosigned by the President and Treasurer. On-line payments may be issued by the Treasurer as authorized by the President. All expenditures and reimbursements must be documented by appropriate invoices/receipts and authorized by the President. A Debit Card may be issued to the

Treasurer and used for on-line purchases and other operating expenses as authorized by the President.

Section 3: Neither the President nor Treasurer are bonded. The Treasurer will have custody of all funds; receive and disburse funds as authorized by the Federation; will keep an itemized account of all funds which will be reviewed annually by the Financial Review Committee; will maintain all financial records; will monitor any service agreement/contract entered into for compliance with its terms and conditions authorizing payment accordingly; and will provide a monthly summary report of income and expenses to the Board and the membership. The Treasurer will submit to the Board and membership an annual Financial Report showing all income and expenses for the prior year. Financial records must be retained for a minimum of five years. The Treasurer will maintain the official list of paid member organizations. The Treasurer will be charged with the filing of necessary tax returns and reports required by the IRS and any taxing authority or government agency including the annual report to the Louisiana Secretary of State.

Section 4: The Administrative Committee will prepare an annual budget for the upcoming year and present it in December to the Board of Directors for approval. All cash assets of the Federation will be so noted on the budget and will consist of the General Fund and any special funds including the Reserve Fund. The budget will include anticipated income and proposed expenditures as well as determining the allocation of excess revenue to the General Fund or any special funds. Provisions will be made to keep funds on hand in a checking account to cover approved expenditures for the fiscal year, for unexpected expenditures, and general cash flow. The budget as approved by the Board will be presented to the membership for approval at the January general meeting. A majority vote of the membership present, in person or by proxy, is required to adopt the annual budget provided seven (7) days written notice was given.

Section 5: The Treasurer is authorized to make payments for expenditures as set forth in the approved budget. Budget line item amounts may be increased or decreased by the Board as necessary during the fiscal year provided the overall approved budget is not exceeded. Operating expenses exceeding the budget shall be authorized by a majority vote of the membership present, in person or by proxy, at any regular or special meeting of the Federation provided written notice of the agenda item was given at least 7 days in advance of such meeting. The Treasurer must certify the availability of funds for expenditure above the total expenditure budget.

Section 6: The Board must recommend the expenditure of any funds from established special fund accounts such as the Reserve Fund. The Board will comply with guidelines for the utilization of these funds. The expenditure of such funds requires a two-thirds (2/3) vote of the Board of Directors, voting in person or by proxy, at a regular or special meeting and by a

majority vote of the Federation members, voting in person or by proxy, at a regular meeting or special meeting called for that purpose provided that 7 days written notice is provided.

Section 7: The Federation's fiscal year will be January 1 through December 31.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised will apply to the Federation in cases except as otherwise set forth in these Bylaws.

ARTICLE XI AMENDMENTS

Amendments to the By-Laws are to be approved by a simple majority vote of the Board of Directors and then recommended to the membership for adoption. Amendments recommended for adoption require a simple majority vote of those member organizations present, in person or by proxy, at a meeting called for that purpose provided that written notice was provided to member organizations at least thirty (30) days before the vote is to be taken. The notice will include the full text of the recommended amendments or a summary thereof.

Approved by the Board June 3, 2021
Approved by the Membership July 8, 2021

/s/ Ed Lagucki
ED LAGUCKI, PRESIDENT

/s/ Debra Simino
DEBRA SIMINO, SECRETARY