

**By-Laws of the Federation of Greater Baton Rouge Civic Associations, Inc., as amended through January 13, 2011**

**ARTICLE I  
NAME**

The name of this organization shall be: Federation of Greater Baton Rouge Civic Associations, Inc. (hereinafter referred to as the Federation).

**ARTICLE II  
PURPOSE**

The purposes of this Federation shall be:

To further the interest of the individual homeowners in the Greater Baton Rouge Metropolitan Area; to aid in the preservation of property values; to improve the character and integrity of individual residential neighborhoods; to educate member associations on matters and issues of general interest; to participate in municipal planning and improvement; to participate with community-based organizations which seek to improve the community environment to enhance the quality of life for all citizens residing in the Greater Baton Rouge Metropolitan Area.

**ARTICLE III  
MEMBERSHIP**

Section 1: Full Membership in the Federation shall be limited to duly organized non-profit organizations representing single-family homeowners in the Greater Baton Rouge Metropolitan Area which shall include the following parishes: East Baton Rouge, West Baton Rouge, Point Coupee, West Feliciana, East Feliciana, St. Helena, Livingston, Ascension and Iberville. Applications must be approved by the membership.

Section 2: The purpose of the full member organizations must be non-political, being organized primarily to further the interest of the individual homeowners in their respective areas and to preserve and improve property values and the character and integrity of single family residential areas consistent with the purposes of duly organized homeowner associations.

Section 3: Associations with a Full Membership status shall have one vote in General Meetings.

Section 4: Additional qualifications for Full Membership may be set by a majority of the voting membership at any regular meeting of the Federation.

Section 5: Associate Membership may be granted to those organizations which devote a substantial portion of their activity to providing services such as property management functions for Full Membership organizations representing single family homeowners.

Section 6: Organizations with Associate Membership status may not vote in General Meetings.

Section 7: Additional qualifications for Associate Membership may be set by a majority of the voting membership at any regular meeting of the Federation.

Section 8: The annual dues shall be set from time to time as recommended by the Board of Directors subject to approval of a 2/3 vote of those present and voting at any regular meeting, provided that at least thirty (30) days notice was mailed to the member associations setting forth the proposed amount and reasons for change.

Section 9: Annual dues shall be payable to the Treasurer by January 1<sup>st</sup> or such date as may be set by the Board of Directors. Members whose dues are not paid by the March Regular Meeting shall be subject to being dropped from membership in the Federation by a majority vote of the Board of Directors. The Board of Directors may prorate dues for organizations joining during a fiscal year.

Members so dropped from the rolls may automatically reinstate their membership during that calendar year by payment of the current annual dues. A discount for early payment may be set by a vote of a majority of the members in attendance at a regular meeting.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1.1: The affairs of the Federation shall be managed by a Board of Directors of up to nine (9) persons drawn from individuals who are members of organizations who are full members. All Directors shall be elected for two year terms, however, five shall be elected in even numbered years, and the balance in odd numbered years. The Directors may serve unlimited consecutive terms.

Section 1.2: Election of Directors. A Nominating Committee of three (3) members shall be elected at the September regular meeting of the Federation. It shall be their duty to report at the October meeting their nominees for the Directors to be elected by the general membership at the November meeting. Nominations shall remain open until the election. Directors shall assume their duties following the conclusion of the November general membership meeting at which they are elected. The Board shall elect officers at the next regularly scheduled Board Meeting.

Section 1.3: Vacancies in the Board of Directors may be filled by vote of the majority of remaining Directors. Each Director so elected shall serve the unexpired term of the position filled.

Section 1.4: At all the meetings of the Board of Directors, the majority shall mean a majority of the elected or appointed Directors and shall constitute a quorum for the transaction of business. In determining the quorum for meetings under this Section, Directors may be represented by physical presence or by proxy which may be transmitted by electronic means, fax or email, provided however, that at least four (4) Board members are physically present at the meeting or by speaker phone.

Section 2: The Board shall exercise the corporate powers and have general supervision over the affairs of the Federation during the interim between the meetings of the Federation. However, the Board shall exercise no policy-making function, nor 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, Section 4 of the Articles. Further, the Board shall be subject to the orders of the Federation, and none of its acts shall conflict with the actions taken by the Federation. The Board shall fix the day, place, and hour of general membership and Board of Director meetings, make recommendations to the Federation membership, and shall perform other duties as are specified in these by-laws.

Section 3: Meetings of the Board may be called by the President and shall be called upon written request by any two (2) members of the Board.

Section 4: The Board is authorized to adopt rules for the transaction of its business not in conflict with these by-laws.

Section 5: The Board shall make an annual report to the Federation.

## **ARTICLE V OFFICERS**

Section 1: The officers of this Federation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. Officers must be qualified for membership in a member association at the time of their election or appointment.

Section 2: The Board of Directors shall elect from its membership the Officers at a meeting following the election to the Board in November.

Section 3: The term of office for each Officer shall be for one year, or until successors are elected and assume office. Officers shall assume their duties upon election at the Board Meeting, preferably before December 1 so as 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.

Section 4: In the event of a vacancy occurring in the office of President, the First Vice-president automatically becomes President for the unexpired term. A vacancy in any other office shall be filled by a temporary appointment by the Board of Directors to serve for the unexpired term.

## **ARTICLE VI DUTIES OF OFFICERS**

Section 1: The officers shall perform the duties prescribed by these by-laws and the parliamentary authority adopted by the Federation

Section 2: The President shall preside at all meetings; may appoint a parliamentarian; shall appoint members to all standing and special committees except the nominating committee. The President shall countersign all checks. If the President is unavailable to countersign checks, each of the other officers is authorized to countersign checks with the Treasurer.

Section 3: The First Vice-President shall serve as assistant to the President. In the absence of the President, the First Vice-President shall perform the duties of the President.

Section 4: The Second Vice-President shall perform such duties as may be directed by the President.

Section 5: The Secretary or such person appointed by the Board in the Secretary's absence shall record the proceedings of the Federation meetings and the Board meetings, and shall send copies of the minutes of the previous general membership meeting with the agenda for the upcoming meeting. Additionally, the Secretary shall write letters as requested by the President, maintain the membership records, and shall be member of the membership committee. The Secretary may appoint an Assistant Secretary, who need not be a Director.

Section 6: The Treasurer or such person appointed by the Board in the absence of the Treasurer shall perform the duties as set forth in Article IX entitled Financial Management.

## ARTICLE VII MEETINGS

Section 1: Regular meetings of the Federation shall 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 15 days is sent to each delegate of record prior to any meeting. The President may cancel a regular meeting in case of an emergency, such as a hurricane. Notification shall be so made to the membership by email or other means.

Section 2: Delegates

A. The organizations who are full members shall be entitled to be represented at the meetings of the Federation by a representative whose organization shall certify their authorization until withdrawn in writing.

B. No person shall be denied recognition as a delegate of a member organization who presents a certificate of appointment which is regular on its face and is duly executed by an officer of the member organization. In the case of more than one such certificate being so presented by different persons claiming representative status for the same organization, the person with the latest dated certificate of appointment shall be deemed the legal representative. Any other questions concerning the recognition of a representative shall be decided by the Board of Directors.

Section 3: Each member organization shall be entitled to one vote to be cast by the authorized member representative of the full member organization.

Section 4: The regular meetings of the Federation shall be open to all members of the member organizations. Voting shall be limited however to the authorized representatives of the full membership organizations.

Section 5: The regular meeting in November shall be known as the Annual meeting and shall be for the purpose of electing members of the Board of Directors, receiving reports of officers and committees and other business that may arise.

Section 6: Special meetings may be called by the President or by the Board and shall be called upon written request of (10) representatives of the Federation. The purpose of the meeting shall be stated in the call. Written or email notice of any special meeting shall be sent by mail, fax or email at least seven (7) days before the meeting.

Section 7: A quorum at meetings of the Federation shall be ten members. Lack of a quorum shall not prevent proceeding with the program planned for the meeting and other matters not requiring a vote or action by the general membership.

## **ARTICLE VIII COMMITTEES**

Section 1: Standing committees shall be: Communication, Finance, Membership, Governmental & Community Affairs, and others as authorized by the Federation.

Section 2: Duties of committees:

A: Communication: The Communication Committee shall establish policies to ensure that the membership is kept fully apprised of all Association business. The Committee shall be comprised of the President, Secretary and Webmaster.

B: Finance: The Finance Committee shall perform the duties as set forth in Article IX entitled Financial Management.

C: Membership: The Membership Committee shall receive and review all membership applications and report to the general membership its recommendation for action on the applications of prospective members. The membership committee may oversee programs for membership recruiting and retention.

D: Governmental & Community Affairs: The Governmental and Community Affairs Committee shall monitor governmental pending legislation and community matters affecting the single family homeowners in East Baton Rouge Parish ; shall hear, review, consider, and make close study of proposed legislation, community issues, or any governmental action concerning single family homeowners and inform the general membership of issues of concern.

Section 3: Such other committees, standing or special, shall be appointed by the President as shall be authorized by the Federation or by the Board.

Section 4: The President shall be ex-officio a member of all committees except the Nominating Committee described in Article IV, Section 1.2.

## **ARTICLE IX FINANCIAL MANAGEMENT**

Section 1: The Federation shall use generally accepted accounting practices and financial management procedures in the conduct of its business.

Section 2: The Treasurer shall have custody of all funds; receive and disburse funds as authorized by the Federation with checks being signed by the Treasurer and the President, or in the President's absence, one of the other officers; invest funds with the advice and consent of the Board; keep an itemized account of all funds to be reviewed annually by the Finance Committee and Board of Directors; and present a monthly summary report to the Federation. The Treasurer shall maintain the list of member organizations entitled to representation. The Treasurer shall be charged with the filing of necessary tax returns and reports required by any taxing authority or government agency.

Section 3: The Treasurer, together with the Finance Committee, shall prepare an annual budget for the coming year and present it in November to the Board of Directors for review. The Treasurer or the Finance Committee shall present the budget to the membership at the following January general meeting.

Section 4: The Treasurer is authorized to write checks for expenditures in the following situations:

The item is listed in the approved budget for that year; or by majority vote of the Board of Directors for any item up to \$1,000; or by majority vote of the membership in any regular monthly meeting of the Federation.

Checks must be countersigned by either the President or one of the other officers.

Section 5: The Finance Committee shall review the Federation accounts annually and shall present the report of the review for the year to the general membership no later than March of the following year. The Treasurer may serve as an ex-officio member of the Finance Committee, but shall have no vote on matters concerning the review of the accounts.

Section 6: Any special funds, e.g. litigation fund, etc., should be invested in an interest bearing account if possible.

Section 7: The Federation's fiscal year shall 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 shall govern this Federation in all cases to which they are applicable, and in which they are not inconsistent with the by-laws of this Federation.

ARTICLE XI  
AMENDMENTS

These by-laws may be amended at any regular meeting of the Federation by a two-thirds vote of those present and voting, provided notice was given at a previous regular meeting and further provided that notice is mailed to member organizations at least thirty (30) days before the vote is to be taken. Any proposed amendments shall be submitted in writing and signed by two delegates.

**CERTIFICATE** The foregoing by-laws are the revised by-laws of the Federation, as amended by motion duly seconded and passed by a majority of the full members present at the regular meetings of the Federation held on the 13th day of January, 2011 at which a quorum was present, and are certified by me to be the by-laws currently in effect.

WITNESSES:

James Henry Grace  
Print: JAMES HENRY GRACE  
Charles A. Beary  
Print: CHARLES A. BEARY

Robert L. Say  
Robert Say, Secretary

Attest: Dallas J. Balmer  
Dallas J. Balmer, President

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

SWORN TO AND SUBSCRIBED before me on this 25<sup>th</sup> day of January 2011,  
at Baton Rouge, Louisiana.

Wayne S. Woody  
WAYNE S. WOODY., NOTARY PUBLIC  
BAR ROLL NO. 13678  
Notary I.D. No. 21180