

**BYLAWS
OF
RIVER TRIANGLE ASSOCIATION**

**ARTICLE I
Name and Purpose**

Section 1

The name of the organization shall be the River Triangle Association, hereinafter referred to as the "Association."

Section 2

The purposes for which the Association is organized are:

- a. To have and enjoy all of the powers granted and engage in any lawful activity for corporations that may be organized under Louisiana non-profit corporation law, and as detailed in Article V of the Association's Articles of Incorporation.
- b. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
- c. To provide an open process by which members of the neighborhood may involve themselves in the affairs of the neighborhood.

**ARTICLE II
Membership**

Membership in the Association shall be open to any individual residing between Magazine St. and the Mississippi River Levee and Audubon Park/Zoo and Broadway st. in New Orleans, LA.

**ARTICLE III
Funding**

Annual dues will be set forth by a resolution of the Board of Directors. Payment of dues is voluntary, but is required for membership. The association may accept donations other than dues.

**ARTICLE IV
MEETINGS**

Section 1

There shall be an annual meeting on a date designated by the Board of Directors where the following will take place:

- a. The President shall report on the state of the association
- b. The Treasurer shall give an annual financial report
- c. Elections for Members of the Board shall be held

Section 2

Special meetings of the membership may be called by the President or by a majority of the Board of Directors as deemed necessary. Written notice of the special meeting with the proposed agenda shall be given to all members twenty-four hours in advance. This requirement may be waived by the Board of Directors for good cause.

Section 3

The President shall prepare the agenda for general and special meetings of the membership. Any member may suggest an item to be added to the agenda by submitting the item in writing to the Board of Directors at least seven days in advance of the membership meeting. Any member of the Association may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4

A quorum for any general or special meeting of the Association shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the Association shall be made by a majority vote of those members present at any meeting.

Section 5

The Association shall follow the current version of Roberts Rules of Order in all areas not covered by the bylaws.

ARTICLE V

Board of Directors

Section 1

The Board of Directors hereinafter referred to, as the Board shall be composed of no more than nine (9) members who shall all be members of the Association.

Section 2

Duties

The duties of the Board shall include:

- a) The Board shall manage the affairs of the Association and shall be vested with all authority to take any action it deems to be in the best interest of the Association.
- b) The Board may fill any vacancy on the Board or any officer position by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.
- c) The Board shall meet at least four times per year or at any other time the President may designate. A quorum for board meetings shall be fifty percent plus one of the Board members. Unless otherwise specified in these Bylaws, decisions shall be made by majority vote. Directors shall be notified of board meetings in writing or by telephone in advance. A majority of Board members may call a board, general or special meeting as deemed necessary.
- d) Any Director may attend any meeting of the Board or a Committee of the Board by telephone or video conference or by any other means where all persons participating in the meeting can speak to and hear one another. Directors attending board meetings electronically may cast votes as if they were present in person. Participation in a meeting by these means shall constitute the presence of such person for the purposes of establishing a quorum.

ARTICLE VI

Election of Board Members

Section 1

Eligibility

Only members shall be qualified to serve on the Board.

Section 2

Term

Directors shall be elected to serve for a term of two (2) years.

Section 3

Staggering of Board Seats

In order to stagger the terms of the Board, the first slate of directors shall be divided into two (2) groups. One group shall serve an initial term of one (1) year. Another group shall serve an initial term of two (2) years.

Section 4

Method of Election

Directors shall be elected by the membership at the annual meeting. A slate of Candidates shall be submitted to the membership by the Governance Committee and the membership shall elect the slate by a majority vote.

Section 5

Removal

A director or Officer may be removed by a two-thirds vote of the Board of Directors. Removal does not require cause. Any person removed under this section shall be replaced as provided in Art. V, Section 2.b

ARTICLE VII

OFFICERS

Section 1

Titles

The Board shall elect from among its members a President, Vice- President, Secretary and Treasurer at the first Board meeting following the annual election.

Section 2

Duties of Officers

The duties of the officers shall be:

- a. **PRESIDENT:** The President shall prepare the agenda and preside at all meetings of the Board and membership; shall appoint chairs of committees with majority approval of the Board.
- b. **VICE-PRESIDENT:** The Vice President shall assist the President and preside at meetings in the absence of the President.
- c. **SECRETARY:** The Secretary shall keep minutes of all meetings; shall be responsible for all correspondence for the Association, shall make records of the Association available for inspection for any proper purpose at a reasonable time.
- d. **TREASURER:** The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, safekeep and disburse the Association funds, but such disbursement shall require the signature of one other Board member.

ARTICLE VIII
Committees

Section 1
Committees

The following Standing Committees shall be instituted to be responsible for programs and activities of the Association of a long-standing nature. The chairmen of the committees shall be appointed by the President with the agreement of the Board of Directors and may be dismissed without cause by the President with the agreement of the Board. The President shall be an ex officio member of all committees. Standing Committees of the Association shall be:

- Zoning and Advocacy
- Governance
- Finance

Section 2
Ad Hoc Committees

The President shall institute with the agreement of the Board of Directors such other committees as are deemed necessary to transact the business of the association. The chairman of the committee shall be appointed by the President with the agreement of the Board and may be dismissed without cause by the President with the agreement of the Board.

ARTICLE XI
Adoption and Amendment of the Bylaws

Section 1
Adoption

Adoption of these bylaws shall require a two- thirds vote of the Board.

Section 2
Amendment of Bylaws

The Board shall have the authority to amend these bylaws. Amendments to the bylaws shall be made at any general or special meeting of the Board after the members of the Board have been given written notice of the amendment to these Bylaws accompanied by a written copy of the proposal. Such notice shall be given least seven days of the Board meeting. Adoption of amendments shall require a two-thirds vote of the Board members present.

ARTICLE XIII
Winding Up and Dissolution

Section 1

The Association may be wound up and dissolved upon a two-thirds vote of the Board of Directors.

Section 2

Upon dissolution, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Association, dispose of all the assets of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used exclusively for public purposes as the Board of Directors shall determine.

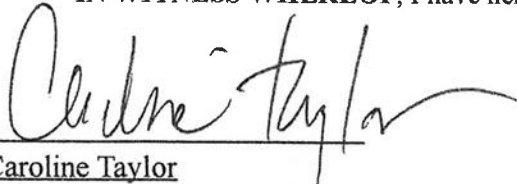
Certificate of Secretary

I, the undersigned, certify:

(1) I am the presently elected and acting Secretary of the River Triangle Association, a Louisiana Non-Profit Corporation; and

(2) The the foregoing bylaws, consisting of 5 pages, are the bylaws of this corporation as adopted by the members of the Association on the 26 day of January, 2024.

IN WITNESS WHEREOF, I have hereto subscribed my name this 26 day of January, 2024.



Caroline Taylor

Secretary, River Triangle Association