

**ALGIERS POINT ASSOCIATION
BY-LAWS
REVISED JUNE 16, 2005**

ARTICLE I - NAME

The name of this organization shall be The Algiers Point Association.

ARTICLE II - PURPOSE

The Algiers Point Association has been formed to promote the historic interest, to preserve the architectural integrity, and to promote the civic betterment and social improvement of the residents of Algiers Point (that are bounded by Behrman Avenue, Newton Street, and the Mississippi River).

ARTICLE III - MEMBERS / SECTION ONE

Members shall be of two types:

Voting - Voting members of the Algiers Point Association shall be residents of Algiers Point, eighteen years of age or older, a household member as listed on a Membership Application of the APA, and whose dues are paid for the current calendar year.

Non-Voting (Associate) - Any person or business who is interested in promoting the interests of the Algiers Point.

ARTICLE III - MEMBERS / SECTION TWO

Ten voting members shall constitute a quorum for the transaction of business at a meeting of the general membership.

ARTICLE IV - DUES

Dues in the amount of \$15.00 for senior citizens or \$25.00 for regular memberships shall be reviewed and collected annually and shall be the same for voting and non-voting members. After July 1st dues will be reduced to the amount of \$12.50 for regular membership and \$7.50 for senior citizens. Anyone joining the APA in the months of November and December may pay the full amount of \$15.00 or \$25.00 for regular membership and receive two months of membership for that year and will automatically be paid for the following year. Members are ineligible to cast a ballot for the election of upcoming new Board members, including Officers, unless membership dues are paid in full for the upcoming new calendar year.

ARTICLE V - DIRECTORS / SECTION ONE

The affairs of the corporation shall be under the direction and administration of the Board of Directors. The Board of Directors shall be proactive in maintaining the membership of the corporation.

ARTICLE V - DIRECTORS / SECTION TWO

The Board of Directors shall consist of not fewer than 11 (eleven) and not greater than 15 (fifteen) voting members of the Algiers Point Association and shall consist of the Officers of the Board (President, Vice-President, Secretary, and Treasurer) and immediate Past President. All Officers and Directors must be voting members. No member shall serve as an Officer (President, Vice-President, Secretary, Treasurer) of the Board of Directors for more than two consecutive terms in the same office.

ARTICLE V - DIRECTORS / SECTION THREE

Advisory Committee members are members of the Algiers Point Association who would like to be considered for a future Board position or are interested in sharing their expertise and knowledge with the Board. All nominees for a Board position that are not elected into office automatically become members of the Advisory Committee if they so choose. These Committee members have no voting privileges at Board meetings.

ARTICLE V - DIRECTORS / SECTION FOUR

The Board of Directors shall hold regular open meetings. The meetings shall be held at a public place and time designated by the Board of Directors. A Special Meeting of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors upon twenty-four hours (24) written or verbal notice given to each Board Member. The time and place of this meeting shall be designated by the Board of Directors. Board of Directors meetings are closed to the general public and are open only to APA members in good standing whose dues are paid for the current calendar year. The recording of APA Board meetings, (audio, video, stenography, or other means) without prior approval from the APA Board of Directors is prohibited.

ARTICLE V - DIRECTORS / SECTION FIVE

Fifty-one percent (51%) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business by the Board of Directors. Any measure coming before the Board of Directors shall be carried by a majority vote of those Directors present. Any Director absent from a meeting may be represented by another voting member who may cast the vote of the absent Director, according to written instruction; general or specific, of said absent Director filed with the Secretary prior to the meeting. Directors shall notify the President of any other Board member in advance of an absence.

“Three non-excused absences shall constitute forfeiture of the position on the Board of Directors.”

ARTICLE V - DIRECTORS / SECTION SIX

All meetings will be conducted according to Roberts Rules of Order, except where in conflict with Algiers Point Association By-Laws, in which case the latter shall prevail.

ARTICLE V - DIRECTORS / SECTION SEVEN

Any issue before the Board of Directors for vote is subject to a motion and vote by the Board for presentation to the General Membership of the Algiers Point Association for discussion and vote.

ARTICLE V - DIRECTORS / SECTION EIGHT

The President or Board of Directors shall post a tentative agenda of both the General Membership and the Board of Directors Meetings. Notices of the Agenda shall be posted in four public places prior to the meetings. Anyone wishing to add to the agenda must do so prior to the posting of the agenda notice.

ARTICLE V - DIRECTORS / SECTION NINE

Any member concerned about a potential conflict of interest of a member must submit that concern, in writing, by hand, to the President. If the conflict involves the President, the concern should be submitted in writing the Vice-President. The President, or Vice-President, will arrange, and preside, at a meeting between the two relevant parties. If the concerns are not resolved at this meeting, the conflict will be placed on the agenda for the next meeting of the Board of Directors, where it will be discussed in closed session. If a conflict is found, it will be resolved pursuant to Robert’s Rules of Order.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS / SECTION ONE

The President shall preside at all meetings of the Board and shall be ex-officio a member of all committees. The President or Board shall employ and discharge all clerks, employees, and agents. The President shall sign all instruments in writing requiring a signature. The President and Board can appoint new committees as he/she/they see fit. The President shall be a member of the Preservation Resource Center Neighborhood Council and the Algiers Council of Presidents. The President shall conduct meetings and perform such other duties as may be required of him/her from time to time by the Board of Directors. The President, or his/her designee, shall pick up all mail and disburse all checks to the Treasurer and all correspondence to the appropriate committee chairpersons on a weekly basis.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS / SECTION TWO

The Vice-President/Sergeant at Arms shall be responsible for the conduct of all General Membership and Board of Directors meetings as they apply to our By-Laws. The Vice-President shall maintain a binder containing the current Articles of Incorporation, a copy of our By-Laws, the most recent copy of Treasurers report, and a current list of members. The Vice-President shall perform the duties of the President during the President's absence or inability to act. In the case that the Vice-President cannot act in the place of the President, the Secretary shall perform the duties of the President.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS / SECTION THREE

The Secretary shall attend all meetings of the General Membership and the Board of Directors meetings and keep a full and accurate account of the proceedings. At every Board of Directors meeting the Secretary shall give a written account of the minutes of the previous meeting. Each month the Secretary shall submit a report of the Board of Directors' activities for publication in the Algiers Point Association Newsletter. Prior to any vote of the Board of Directors the Secretary shall announce absences and the presence of a quorum. In the case that the Vice-President cannot act in the place of the President, the Secretary shall perform the duties of the President.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS / SECTION FOUR

The Treasurer shall keep a full and accurate account of receipt and disbursement of the corporation and books belonging to the corporation, and shall deposit all monies and other valuable objects in the name of the corporation in such depositories or same vaults that may be designated by the Board. The Treasurer shall submit a written report of the finances to the Board on a quarterly basis. The Treasurer is responsible for an annual financial summary at the end of each fiscal year. All deposits and approved disbursements should be done on a weekly basis. All accounts shall require the signature of the President and the Treasurer. Any two of the four Officers shall sign all checks; any check to an Officer (or their household) shall not be signed by that Officer. The Board of Directors may ask for a full or partial audit by an outside source prior to budget approval.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS / SECTION FIVE

In the event of a vacancy of an Officer, any two offices (other than that of the President) may be combined by the Board of Directors into one office. That Officer holding two

such offices shall perform the duties of each office for a period of time no longer than three months.

ARTICLE VII - CHAIRPERSON

The President or Board of Directors shall nominate committee Chairpersons. Nominations of Chairpersons shall be voted on and approved by the Board. Committee Chairpersons should submit an agenda of goals to the President for the coming year and an outline of how the goals are to be accomplished. Chairpersons shall maintain a turnover file, i.e. goals, points of contact, spreadsheets and any other pertinent information pertaining to operations of the committee. Committee Chairpersons are required to attend all Board and General Membership Meetings. Committee Chairpersons shall submit to the Treasurer a budget for the upcoming year.

ARTICLE VIII - AMENDMENTS

Amendments to these By-Laws shall be made in accordance with Article VI of the Articles of Incorporation.

ARTICLE IX - VOTER ELIGIBILITY

Only voting members as described in Article III of By-Laws are eligible to vote. No proxy voting will be permitted at General Membership meetings

ARTICLE X - NOMINATIONS

The Board of Directors shall appoint a Nominations Committee consisting of at least three (3) members, one of whom should be a Past President, if available. The Committee shall nominate eligible members to fill Officer and Board of Directors positions for the ballot. A request for nominations shall be published in the October Newsletter and in four (4) public places. Nominations shall be announced at the November General Membership meeting where nominations from the floor will be accepted. At that time, nominations will close. The opportunity to speak or campaign will be given to all nominees at the November General Membership meeting. Only those voting members are eligible for nomination to an Officer or Board of Directors position. The Nominations Committee shall be in charge of the printing of ballots, absentee ballots and the counting of the ballots. A ballot will be printed and available for absentee voters no later than the first (1st) day of December. (Absentee ballots must be returned to the Nominations Committee prior to Election Day). No member running for an Officer or Board of Directors position shall assist in the counting of the ballots. The Secretary is responsible for the announcement of the new Officers and Board of Directors.

ARTICLE XI - ELECTION OF OFFICERS

Election of Officers shall be held at the December General Membership meeting each year. The new Board of Directors and Officers shall assume office as of the January General Membership meeting.

ARTICLE XII - VACANCIES DURING THE YEAR

In the event that a vacancy occurs in the office of President, the Vice-President shall succeed to the office of President. In the event of vacancies in any other office, or in the Board of Directors during the calendar year, the Board shall elect a successor to serve for the remainder of the un-expired term.

ARTICLE XIII - PHILANTHROPY COMMITTEE

The Philanthropy Committee will process within this Committee all donation requests utilizing the application and evaluation appraisal instruments set forth by the 2002 Philanthropy Committee. Approved donation requests of \$300.00 (Three Hundred Dollars) or less will be issued to applicants directly through the Philanthropy Committee. Donation requests processed and approved by the Philanthropy Committee exceeding \$300.00 (The Hundred Dollars) will be presented to the APA Board of Directors for processing at the Board level. A minimum of 4 (four) Philanthropy Committee members is required to approve a donation request. If 4 (four) Committee members are unavailable, or nonexistent, to process a donation request this task will then fall under the authority and direction of the APA Board of Directors.

