



GARDEN DISTRICT

CIVIC ASSOCIATION

BATON ROUGE, LOUISIANA

BY LAWS OF THE CIVIC ASSOCIATION

ARTICLE I

MEETING OF MEMBERS

1. **ANNUAL MEETING.** An annual meeting of the membership of the Association shall be held in February of each year for the purpose of transacting such business as may come before the meeting. Said meeting shall be held at a place designated by the Board of Directors. The Board of Directors shall give written notice of the date, hour, and place of the meeting to all members of the Association a reasonable amount of time before said meeting, but in no event less than 48 hours before said meeting.

2. **SPECIAL MEETINGS.** Special meetings of the general membership may be called by the Board of Directors with appropriate written notice to be given designating the date, hour and place of the meeting, said notice to be given at least 48 hours before the time specified for said meeting.

In addition to the foregoing, any two officers of the Association may call a special meeting and give notice of same in the manner designated above.

In addition to the foregoing, upon petition of 15% of the general membership, the Board of Directors shall be obligated to call a special meeting of the general membership of the Association and give notice as specified above.

3. **VOTING.** Only dues paying members may vote. Voting shall be by members personally voting or by written proxies handed to the secretary in advance of the meeting. A proxy may only be held and voted by a member of the Association. Voting shall be by a show of hands, except that upon request of 10% of the members present, any vote shall be taken by written secret ballot.

4. **QUORUM.** A quorum shall consist of 10% of the active membership of the Association present or represented by proxy. No business may be validly transacted unless a quorum is present in either of the manners specified above.

ARTICLE II

BOARD OF DIRECTORS

1. **NUMBER AND TENURE.** The number of directors shall be 15. Directors shall hold office for two year terms, provided however that the first set of directors shall consist of 8 members who shall

hold office for two years and 7 members who shall hold office for one year. The said first Board shall determine "by lots" which directors shall serve for the periods set forth above. It is the intention of this section to have a staggered Board of Directors.

2. **MEETINGS.** Meetings of the Board of Directors shall be held at least quarterly. Special meetings may be called by the President by written notice to the remainder of the Board or by any five members of the Board of Directors who shall give written notice to the remainder of the Board.
3. **QUORUM AND MANNER OF ACTING.** Eight members of the Board of Directors shall constitute a quorum for the transaction of business. The Board shall act by the majority of vote of the Directors present constituting a quorum. Any action which may be taken at a meeting of the Board of Directors may be taken by a consent in writing signed by all of the Directors and filed with the minutes of the Board.
4. **VACANCY.** Any vacancy occurring in the Board of Directors shall be filled temporarily by the Board until the next annual meeting of the general membership of the Association.
5. **REMOVAL.** Any Director may be removed for cause at any time by 2/3rds vote of the Board of Directors at a meeting which has been called, and prior to the purpose for which time has been specified as being for the purpose of the removal of said Director.

ARTICLE III

OFFICERS

1. **OFFICERS.** The officers of the association shall be a President, Vice-President, Secretary, and Treasurer. Only active members of the Association may be officers. Officers shall be elected by and from the Board of Directors.
2. **ELECTION AND TERM OF OFFICE.** Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following each annual meeting and shall serve a term of one year.
3. **POWERS AND DUTIES.** The powers and duties of the several officers of the association shall be acts traditionally associated with said officers. Notwithstanding any of the foregoing, the said officers shall serve at the pleasure of the Board of Directors of the Association.
4. **ELECTION OF DIRECTORS.** Directors shall be elected at the annual meeting which shall be held as specified hereinabove. A slate of nominees shall be presented to the general membership of the Association by a nominating committee appointed by the then existing Board of Directors. Additional nominations may be made from the floor at the said annual meeting.
5. **MANNER OF ELECTIONS.** Directors shall be elected by a plurality of those voting in person or by written proxy.

ARTICLE IV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the powers and duties associated with running the affairs of the Association. Without in any way limiting the generality of the foregoing, the Board of Directors shall have power and duty to formulate policy with regard to such matters as zoning, beautification, public works, public services, education, parks and recreational matters, security, law enforcement, and related matters of interest or concern to the general membership of the

Association.

The Board of Directors or its designees shall have the authority to speak for and on behalf of the Association.

ARTICLE V

ADVISORY BOARD

The Board of Directors shall appoint an Advisory Board consisting of between twenty and thirty members of the Association. The Advisory Board shall serve at the pleasure of the Board of Directors.

The Advisory Board shall be apprised of the significant activity of the Board of Directors and may advise the Board of Directors with reference to any proposed action of the Board of Directors. The Advisory Board shall hold such meetings as it deems appropriate.

ARTICLE VI

COMMITTEES

The Board of Directors shall appoint such committees, standing or special, as shall be necessary and appropriate. No member of the Association shall be denied membership on a committee of interest to said member.

ARTICLE VII

MEMBERSHIP

Membership in the association shall be open to all residents and/or property owners having obtained the age of 18 years.

ARTICLE VIII

DUES

Active members of the association shall pay annual dues as determined by the Board of Directors on an annual basis.

ARTICLE IX

AMENDMENTS TO THESE BYLAWS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of at least 2/3 of the members present at an annual meeting, assuming the presence of a quorum. A copy of proposed amendments must be distributed to the membership at least 2 weeks prior to annual meeting.

ADOPTED in 1998 and REVISED this 15th day of March, 2009, at Baton Rouge, Louisiana.