

BY-LAWS
OF THE
PARKVIEW NEIGHBORHOOD ASSOCIATION
NEW ORLEANS, LOUISIANA

ARTICLE I.
PURPOSE

The purpose of this organization is to promote the beauty, architecture and well being of the neighborhood, as well as to protect the natural beauty of Bayou St. John.

ARTICLE II.
BOUNDARIES

The area served by this organization is that specified in the Articles of Incorporation.

ARTICLE III.
MEMBERSHIP

membership in the organization is open to all natural persons who live within the boundaries of the Association as outlined in the Articles of Incorporation. Auxiliary membership is open to businesses within the boundaries of the association. Auxiliary membership is also open to those who own property within the boundaries of the association but who do not live within the boundaries. However, auxiliary members are not allowed to vote.

ARTICLE IV.
VOTING RIGHTS

Each member of the association shall have one vote on all matters before the general membership of the Association. Auxiliary members of the association are not allowed to vote.

Household membership is allowed two votes on all matters before the general membership of the Association, but only if such household has two adults and both adults are present at the meeting where the vote is taken.

Proxy voting is not allowed.

ARTICLE V.
BOARD OF DIRECTORS

The membership of the Board is specified in the Articles of Incorporation.

The Board is elected by the membership of the Association at the 4th Quarter general meeting held in even numbered years. The Board acting as a nominating committee shall present to the membership a list of candidates for all of the seats on the Board. However, any member of the Association may nominate another member for a seat on the Board.

All of the seats on the Board are for the purposes of voting considered at-large positions. If, for example, five seats on the Board are up for election, then each member of the Association may vote for five individuals on the ballot. The top five vote getters, regardless of whether their total vote count is a majority or a plurality, will be elected to the Board.

If a tie was to occur, and only if this tie was to result in more individuals being elected to the Board than positions were available, then those involved in said tie, would come before the membership again for another vote. If after this vote a tie still exists, then a coin toss conducted by the Chairman, shall determine the victor.

The newly elected Board shall be sworn in at the next general meeting of the Association.

The Board of Directors, may, by majority vote of the Directors present and voting, fill any vacancy caused by the death, resignation, removal, or incapacity of an officer or director.

All Board members shall serve without compensation. Members of the Board of Directors are prohibited from being vendors of the Association.

ARTICLE VII. OFFICERS

All officers of the Association are elected by the Board of Directors from amongst their ranks. The three officers shall be a Chairman, a Vice-Chairman/Secretary and a Treasurer. The Duties of each are as follows:

1. **Chairman:** Preside at all meetings and perform duties incident to his office.
2. **Vice-Chairman/Secretary:** Act as Chairman in the Chairman's absence. Keep minutes of all meetings, send out notices and be custodian of all Association and corporate records, correspondence files, and membership records.
3. **Treasurer:** Receive and disburse organizational funds, keep records thereof, and maintain a current financial report.

All Officers shall serve without compensation. Officers are prohibited from being vendors of the Association.

ARTICLE VIII. MEETINGS

General membership meetings shall be held four times a year, once each quarter. No notice of the regular meeting date and time shall be required for the membership or the Directors to transact business at that time.

The Board of Directors shall meet as often as the Chairman sees as necessary.

ARTICLE IX. RULES

Roberts Rules of Order Revised shall govern this organization in all cases where applicable and where not inconsistent with these by-laws.

ARTICLE X. DUES

Annual dues shall be \$15 for individual membership and \$25 for family/household membership. All dues are annual and can be pro-rated by the Board. In order to vote on matters all members must be dues paying and said dues must be paid prior to the commencement of the meeting where any vote is exercised. Dues are due in January. If paid in the last three months of the year, dues apply to the next year.

ARTICLE XI.
INDEMNITY

This corporation shall have the power to indemnify and defend any person who was or is or is threatened to be made a party to any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by the corporation) by reason of the fact that he is or was a director, officer, or employee or is or was serving at the request of the corporation as a director, officer, employee or agent from another corporation or entity, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and had no reason to believe his conduct was unlawful.

ARTICLE XII.
PROHIBITIONS

The Association shall not endorse any candidate for political office.

ARTICLE XIII.
DISTRIBUTION OF ASSETS ON DISSOLUTION

Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501 of the Internal Revenue Code, or to the federal, state, or local government for a public purpose. No part of the assets of the Association shall ever be distributed to or used for the benefit of any member, trustee, or officer of the Association, or any private individuals or corporations.

ARTICLE XIV.
AMENDMENTS

These By-Laws may be amended by a majority vote of the Board of Directors present and voting at any meeting.

Approved this ____ day of _____, 2003 by the Board of Directors, Parkview Neighborhood Association.

Chairman

Vice-Chairman

Secretary