

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

MID-CITY NEIGHBORHOOD ORGANIZATION BYLAWS

MCNO Bylaws

The bylaws set forth herein, approved by the Board of Directors and membership on ~~July 13, 2015~~ **November 11, 2019** were originally approved by Membership in November of 2009 and govern the formation and operation of the Mid-City Neighborhood Organization.

1. MISSION STATEMENT

The Mid-City Neighborhood Organization (MCNO) is dedicated to improving the quality of life for all residents of Mid-City New Orleans. MCNO shall be made up of its Members and a Board of Directors shall govern its operation.

1.1 Mid-City Defined

Pontchartrain Expressway to City Park Ave., to N. Carrollton Ave., to Orleans Ave., to Broad St., to the Pontchartrain Expressway.

1.2 Areas of Interest

The Board may define Areas of Emphasis within these boundaries or Areas of Interest adjoining these boundaries.

2. MEMBERSHIP

Membership is open to all Mid-City residents who care about the Mid-City neighborhood. MCNO shall actively recruit members and strive to achieve a membership which reflects the diversity of the neighborhood.

2.1 Dues

Membership dues shall be established by the Board. Dues may be waived by the Board in cases of economic hardship or to honor extraordinary service to the community.

~~2.2 Revocation~~

~~Membership can be denied or revoked (and refunded) by a vote of the Board of Directors. Current members are entitled to submit proposals for a vote at any Board of Directors meeting.~~

2.2 Membership Proposals

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

Current MCNO members are entitled to submit proposals for a vote at any Board of Directors meeting. Proposals should be submitted in writing to the Board Chair one week prior to any Board of Directors meeting. Membership proposals offered in-person at a Board of Directors meeting or a General MCNO meeting will be added to the agenda of the following Board of Directors meeting.

2.3 Revocation of Membership

MCNO membership can be denied or revoked (and refunded) by a two-thirds (2 / 3) vote of the Board of Directors.

2.3.1 - Any party subject to revocation or denial of membership may re-apply no earlier than one (1) year from the date of their revocation or denial.

2.3.2 - Any application of a party whose membership has previously been revoked or denied, must be reviewed by the Board of Directors prior to admittance to the general membership. Bylaws 2.3 and 2.3.1 shall apply to this review in the event the board seeks to deny the membership application.

3. BOARD OF DIRECTORS

The Board is composed of Directors elected by the Membership.

3.1 Size of Board

The Board shall have at least seven (7) and no more than eleven (11) members.

3.2 Compensation

Directors serve without compensation but may be reimbursed for reasonable documented expenses on behalf of MCNO.

~~3.3~~ Election Procedures

~~Board of Directors elections are held at the last general membership meeting of each calendar year. Candidates must be a Member of MCNO at the time of election. Vacancies may be filled by the Board of Directors for the remainder of the term of a Director upon death, resignation, or removal.~~

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

3.3 Election Procedures

Board of Directors elections are held at the last general membership meeting of each calendar year according to the following process. This process should be followed with regard to any other vote of the general membership.

3.3.1 Election Conductor

The Board of Directors, prior to any election, shall designate one Director to serve as Election Conductor. The Election Conductor's term as Director must not be up for vote in the election over which they would preside. Duties of the Conductor will include verification of open Director spots; verification of candidate eligibility; introduction of candidates to membership; and counting and verifying the votes cast. Other Directors or volunteers may be designated for specific tasks related to this process, but only those who are not up for an elected spot may participate in counting the votes.

In the absence of a designated Election Conductor, this duty will be dispensed by the following Board of Directors officers in this order of succession: Chair, Secretary, President, Vice-President, Treasurer, a non-officer Board member, or someone from the General MCNO Membership.

3.3.2 Eligible Voters

Eligible votes are cast in person by the MCNO membership who attend the designated election meeting. Proxies (someone casting their vote and the vote of an eligible member who is not in attendance) and absentee votes (a ballot submitted by an eligible member who is not in attendance) are not accepted. Each household membership allows for two in-person votes, with the primary named member designating the second voter as their spouse, partner, close family or other household member. Business memberships are provided one vote, and the named business may designate an in-person voter as long as the MCNO Board is notified of their identity a week (seven calendar days) in advance of an MCNO election.

3.3.3 Ranked Choice Voting

Eligible votes are cast using Ranked Choice Voting.

3.3.4 Nominations from the Floor

Eligible membership in attendance to an MCNO election meeting may nominate Board of Director candidates from the floor if those individuals are not already on the ballot. The nominee

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

must be present to accept the nomination. If the nominee accepts a floor nomination, the Election Conductor must verify that they are eligible to be a candidate for the position before adding them to the ballot.

3.4 Removal

A Director may be removed by the vote of two-thirds (2/3) of the Board of Directors, or by majority vote of the Membership present at a general membership meeting, with the Board of Directors giving the affected Director 30 days notice of the removal vote.

3.5 3.4 Terms

Directors serve for two years. Directors may be elected to serve more than one term. Terms shall be staggered such that approximately half the Board shall be elected each year.

3.5 Board of Director Vacancies

In the event of a vacant Board of Director's Position the remaining Board of Directors membership may appoint a new Director from the eligible MCNO membership. An appointment requires a majority vote of the remaining Board of Directors. The appointed Director will serve out the full term of the vacated Director.

3.6 Removal of a Director

A Director may be removed from the Board in one of two ways.

3.6.A Removal of a Director by the Board

The Board of Directors may remove a Director by a vote of two-thirds (2 / 3) of the Board of Directors.

3.6.B Removal of a Director by the General Membership

The General MCNO Membership may remove a Director by a vote of two-thirds (2 / 3) of the eligible membership present at a general MCNO membership meeting. Said meeting would follow regular MCNO Elections procedures. If a vote of removal is conducted at a general membership meeting, the affected Director must be given written or email notice at least 14 calendar days prior to the scheduled removal vote.

3.6 3.7 Officers

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

Officers conduct the business of the organization. Officers are Directors elected by a majority vote of the Board of Directors at the first Board meeting of each calendar year. No Director may hold more than one office simultaneously. The Officer positions on the Board of Directors are President, Chairperson, Vice-President, Secretary, and Treasurer.

3.6.1 President

The President serves as the primary contact and representative for the organization and runs the day to day management of MCNO. Additionally, the President prepares Board meeting agendas with the Chairperson and oversees activities of the Vice-President, Secretary, Treasurer, and any and all MCNO staff, consultants, and/or contractors. The President is authorized to sign checks in accordance with the annual budget or as approved by the Board. In the absence of the Chairperson, the President presides over any MCNO meeting.

3.6.2 Chairperson

The Chairperson presides over and manages all MCNO meetings and assists the President as required. Additionally, the Chairperson serves as a contact and representative for the organization.

3.6.3 Vice-President

The Vice-President assists the President as required and presides over all MCNO meetings in the absence of the Chairperson and President. If the President or Chairperson is unable to fulfill the responsibilities of office, the Vice-President shall assume these responsibilities until the office is filled. Additionally, the Vice-President also serves as a contact for the organization

3.6.4 Secretary

The Secretary records minutes of all meetings and is responsible for conducting general correspondence on behalf of MCNO, and for maintaining the files of the organization.

3.6.5 Treasurer

The Treasurer maintains the organization's checking account at the federally insured financial institution approved by the Board, and the organization's financial records. Additionally, the Treasurer is responsible for preparing a monthly financial report for the Board, and an annual budget to be approved by the Board. Checks are to be signed by the Treasurer in accordance with the annual budget or as approved by the Board. Fiscal year is to be the same as the calendar year.

3.7 Committees

The Board, at its discretion, may create permanent and/or ad hoc Committees. Committees, chaired by an Officer or Director and composed of MCNO members and other interested parties,

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

are the primary means by which the work of MCNO should be accomplished.

Committee chairs are authorized to speak on behalf of MCNO with regard to matters concerning the committee. Committees may address general issues across the neighborhood or geographic areas within the neighborhood. Committees should establish their own meeting schedule and means of communication and report to the Board regularly.

3.8 Conflict of Interest

Directors must reveal any direct or indirect conflict of interest in any financial, zoning, or development proposal prior to a vote. Directors with a conflict of interest may not vote on the proposal. ~~Voting on a proposal when one has a conflict of interest shall result in immediate removal from the Board.~~

In order for any Director to cast a vote involving business of the Board, the Director must have a signed Conflict of Interest form for that calendar year of service on file with the MCNO Secretary. (Itemize Specific Form)

3.9 Liability of Directors and Officers

Directors shall not be liable to MCNO or its members for money damages except to the extent that it is proved that the Director actually received an improper benefit or profit; or a judgment or other final adjudication is entered based on a finding that the person's action or failure to act was the result of deliberate dishonesty or was committed in bad faith.

3.10 Actions Requiring Board Vote

No Officer or Director may commit MCNO funds, otherwise allocate MCNO resources, or take an official position on behalf of MCNO on an issue affecting Mid-City without first receiving authority by a vote of the Board of Directors.

3.10.1 Active Membership of the Board of Directors

In order to vote on Board business, a Director must be an active member of MCNO with dues paid in full.

4. MEETINGS

4.1 General Membership Meetings

General membership meetings are to be held at least quarterly with reasonable notice of the time, place, and with the agenda of each meeting published in advance.

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

4.1.1 Voting

Unless otherwise noted, all decisions made by the members are to be made by simple majority, that is, by vote of more than half of the eligible voters present.

4.2 Board of Directors Meetings

The Board is to meet at least quarterly at a regularly established time and place with the agenda of each meeting published in advance.

4.2.1 Emergency Board of Directors Meetings

Emergency Board meetings may be called by any one (1) Officer or three (3) Directors with reasonable notice provided to each Director.

4.2.2 Email Votes

Any Director may make a motion for an email vote. For email votes, all Board members are considered present and able to vote, therefore, a simple majority of all current board members is needed for the motion to carry.

Such motions for email voting must be sent to the MCNO Board email. The body of the email shall include a discussion of the issues, the Board member's position, the proposed motion, and an explanation of why an email vote is necessary and appropriate.

After the motion for an email vote is made, there will be a two (2) business day discussion period before a vote is called. Directors will then have one (1) business day to reply to the email in support, opposition, or abstention. Directors need not wait until the third day to cast their vote, however.

The Secretary shall record the results of all email votes and note them in the Minutes of the next Board meeting.

If a Board member will be unable to review email routinely (i.e. during a vacation) they must notify the email discussion group with dates they are not available and they will be excluded from any votes that come up during that period.

4.2.3 Democratic Principles

Except as these Bylaws otherwise provide, all meetings shall be conducted according to The Democratic Rules of Order.

4.2.4 Voting

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

Unless otherwise noted, all decisions by the Board are to be made by simple majority, that is, by vote of more than half of the Directors present.

4.2.5 Quorum

A majority of the Board must be present at a meeting to establish a quorum for a vote. Active remote participation by a Director, such as conference call or video meeting participation, can count towards a quorum. Proxies do not count towards quorum.

4.2.5.a Proxy Votes

When a Board member will be absent from a Board meeting, he or she may give an attending Board member his or her written proxy, allowing the proxy to vote on the absent Board member's behalf. Blanket proxies count towards the quorum. If, however, the written proxy is instead limited to (a) certain issue(s), the proxy only counts towards the quorum for the specific issue addressed by the proxy.

4.2.6 Meeting Attendance

Directors must attend ~~(or be excused from attending)~~ at least 75% sixty-six percent (66%) of Board meetings per year. If a Board member fails to meet attendance requirements, a Board Removal vote must be taken at the next Board of Directors meeting, according to the process set forth in bylaw 3.6.A. Chair must notify absentee Director of the upcoming vote in writing or by email at least 14 calendar days in advance.

4.3 Meetings Public

General Membership Meetings are open to anyone who wishes to attend. Board of Directors meetings are open to all MCNO members. Meetings and records of finances, membership, and minutes of MCNO meetings shall be open to inspection by any member.

5. CHANGES TO BYLAWS

These bylaws may be changed by a two-thirds (2/3) vote of the Board and a vote of the majority of the Membership present at a general membership meeting or by majority vote of the entire Membership conducted via mail or electronic mail referenda. Notice of a change to the bylaws must be published at least fourteen (14) days prior to a vote by the Membership and the notice must include a summary of changes. The Board may approve policies which extend or clarify these bylaws as long as they do not alter or contradict the bylaws themselves.

6. STANDING RULES

Mid-City Neighborhood Organization

Bylaws

Approved July 13, 2015 | Proposed Revisions October 2019

Standing rules are the procedures or general policies not included in MCNO's [bylaws](#). They cannot be in conflict with the bylaws. Unlike bylaws, standing rules can be changed or amended at any time, with a majority vote of the board. When the MCNO board adopts or changes rules, they will be posted here.