

BY-LAWS OF MILITARY ROAD ALLIANCE

(Revised: February 18, 2015)

ARTICLE 1 NAME

The Official name of this organization is the “Military Road Alliance Incorporated”, hereafter referred to as the “Alliance”.

ARTICLE 2 PURPOSES

The Alliance was organized to provide the member organizations an opportunity to work together for the betterment of the community and to benefit themselves; to promote any matter tending to the betterment of the areas represented by the individual member organizations; and to generally promote matters for improvement of the Military Road area, in general, and St. Tammany Parish. In furtherance of these purposes, the Alliance shall promote the utmost cooperation with other civic organizations and with the City, Parish, and State officials.

ARTICLE 3 ELIGIBILITY FOR MEMBERSHIP

Alliance membership will be open to all Homeowners Associations and individuals of non member homeowners associations in the Military Road Area, subject to Article 10.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Functions. The direction and administration of the Alliance shall be vested in the Board of directors, hereafter referred to as delegate(s).

4.2 Composition. The Board of Directors shall be composed of a maximum of three voting delegates from each Homeowners organization.

4.3 Selection and Tenure of Board of Directors. Not later than the September meeting of each year, each member organization shall select and furnish the Alliance the names of three voting delegates and two delegate alternates to these delegates who will serve during the fiscal year beginning the following January. A delegate or alternate may be terminated only by his parent member organization. It shall be the responsibility of each Homeowners Association to keep the Alliance President informed in writing of any change in the names of its delegates and alternates.

ARTICLE 5 OFFICERS

5.1 Titles. The official titles of the officers of the Alliance shall be President, Vice-President, Secretary, Treasurer and Past-President.

5.2 Tenure. Each term of office shall be for one year beginning January 1st and ending December 31st. The President assumes the title of Past-President upon election of a new president. Each officer may only serve a maximum of two consecutive terms.

5.3 Eligibility. All voting delegates who have been selected by member organization to serve on the Board of Directors for a term concurrent with the normal term of office are eligible to hold any office of the Alliance. However, with the exception of the Past-President, no more than two delegates from a single member organization may serve as officers on the executive committee at the same time. Further, the President and Treasurer will not be delegates from the same member organization. The Past-President may be on the Executive committee irrespective of the member organizations of other officers as long as a majority of delegates present at the June elections vote their approval. The Past-President may only hold this office if he/she would otherwise have voting rights as a delegate and member organization (Homeowners Association) is a member of the Alliance.

5.4 Election. President, Vice-President, Secretary and Treasurer shall be elected by the delegates each year at the regular meeting in the month of October. The Past-President becomes an automatic member of the Executive Committee. Voting for officers shall be by secret ballot [unless there is only one candidate for an office].

5.5 Nomination. The delegates shall select from among their members a three person nominating committee, which shall nominate one or more candidates for each of the offices to be filled in the election. The report of the nominating committee shall be delivered to the Secretary of the Alliance not later than ten (10) days prior to the date of the election, and the names of the persons nominated by the nominating committee shall appear on the ballot without designation as to the source of the nomination.

Any member of the newly elected delegates who is eligible for office may secure a place on the ballot by written application to the Secretary of the Alliance no more than thirty (30) days nor less than three (3) days prior to the election.

The Secretary of the Alliance shall notify all delegates of the candidates for office at least three days prior to the election. Electronic communications satisfy the notification requirement.

At the Alliance meeting during which the election is held, nominations for office may be made from the floor.

5.6 Temporary Assignment of Officers' Duties. In case of absence of any officer of the Alliance, or for any other reason deemed sufficient, the delegates may assign, for a specified time, a portion or all of the duties to any other officer.

5.7 Removal of Officers. Any officer may be removed at any scheduled meeting of the delegates by the affirmative vote of the majority of the delegates present, provided notification to the delegates has been made not more than ten (10) days nor less than five (5) days prior to the meeting.

5.8 Duties of Officers.

The **President** shall be the Chief Executive Officer of the Alliance and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall have general and active management of the business of the Alliance and shall see that all orders and resolutions of the delegates are carried into effect. He shall have power to sign certificates of membership; to sign and execute all contracts, instruments, and conveyances in the name of the Alliance; to sign checks, drafts, notes, and orders for the payment of money of which no single disbursement in excess of \$100.00 may be made without the prior approval of the delegates; and to appoint and discharge agents and employees, which have been authorized by the delegates.

The **Vice President** shall have such powers and perform such duties as may be delegated to him by the delegates. If the President is absent for any reason or is unable for any reason to perform the duties of his office, the Vice President may perform the duties and exercise the powers of the President.

The **Secretary** shall keep the minutes of all meetings of the delegates; take care of all general correspondence; attend to the filing and serving of all notices, except as otherwise provided by law or Article of Incorporation; Maintain the Alliance roster; and perform other duties incident to the office, subject to the direction of the delegates.

The **Treasurer** shall be responsible for all Alliance funds and their disbursement. He shall keep a current record of all monies received and disbursed and shall make reports as required to the delegates. He shall have power to sign checks, drafts, notes, and orders for payment of which no single disbursement in excess of \$100.00 may be made without prior approval of the delegates and to endorse on behalf of the Alliance, checks, notes, and other obligations for collection and deposit to the credit of the Alliance in such bank or banks or depository as the delegates may designate. He shall perform other duties incident to the office, subject to the direction of the delegates.

The **Past-President** is the immediate Past-President of the Alliance. He/she will assist the Executive Committee with their duties. If the President, Vice-President, Secretary, and Treasurer are all absent for any reason or unable to perform the duties of President, the Past-President may perform the duties and exercise the powers of the President. The Past-President may not hold any other position on the Executive Committee.

5.9 Vacancy of Office. Upon vacancy of the office, except for Past-President, the delegates may call a special election for that vacancy. The Past-President will remain vacant.

ARTICLE 6 EXECUTIVE COMMITTEE

6.1 Composition. The Executive Committee shall be composed of the four elected officers of the Alliance, namely, the President, Vice President, Secretary and Treasurer plus the Past-President.

6.2 Functions. The functions of the Executive Committee shall be to assist the President in the development of the agenda for the meetings, programs, and activities.

6.3 Executive Committee Meetings. Meetings of the executive committee shall be called by the President as needed.

ARTICLE 7 MEETING OF THE DELEGATES

7.1 Regular Meeting. A regular monthly meeting of the delegates shall be held at a time and place designated by the President. At the July meeting, the outgoing President should review the accomplishments of the past year, and the incoming President should present goals and objectives for the ensuing year. This meeting shall also be utilized to provide an opportunity to make comments and suggestions.

7.2 Notice of All Meetings. Written notice stating the purpose, place, date and hour of any meeting of the delegates shall be furnished to each delegate, not more than ten days (10), nor less than three (3) days prior to the meeting. Electronic communications satisfy the notification requirement.

7.3 Special Meetings. Special meetings may be called at anytime if determined necessary by the President or by delegate(s) represented three member organizations. Notification to the delegates and the public if necessary shall use the most appropriate means.

7.4 Quorum and Manner of Acting.

7.4(a) For all meetings of the delegates, a quorum for the transaction of business shall consist of a majority of the member Homeowners Associations in good standing. The delegates shall act upon issues from a majority vote, except as otherwise specified in the By-Laws.

7.4(b) All meetings of the Alliance shall be considered “open” meetings for all member Homeowners organizations. In special circumstances, the meeting can be closed, by a majority vote of the delegates present, to discuss matters of a sensitive nature. The closed or executive session will only include named delegates and standing guests/delegates listed on the Alliance roster. Before starting the executive session, there will be a break not to exceed ten (10) minutes.

7.5 Voting. Voting shall be in person only. Absent voting or voting by proxy will not be permitted. Each member subdivision will have 3 votes’ maximum including delegates and alternates. Each member subdivision will have a maximum of 3 delegates and 2 alternate delegates. Individuals from non-member subdivision will be referred to as members of a virtual subdivision. Members of the virtual subdivision will have 1 vote each, but in no case will the votes from the Alliance’s virtual subdivision be more than 3 vote total. Except for the election of officers, voting will normally be by show of hands. Upon request of three delegates, any vote may be taken by a secret ballot.

ARTICLE 8 PARTICIPATION OF MEMBER ORGANIZATIONS

Special meetings of the total member organizations will be called at the time determined necessary by the President or by delegates representing three member organizations.

ARTICLE 9
MEMBER DUES

Member organizations of the Alliance shall pay annual dues in the amount of \$35 and individual members of non member homeowners associations shall pay annual dues in the amount of \$15 payable effective on the January meeting of each year. If yearly dues are not paid by April 1st, then the Member Organization or individual members of non member homeowners associations shall lose their right to vote until such dues are paid. A notice will be included in the meeting minutes for the May meeting.

ARTICLE 10
ADMISSION TO MEMBERSHIP

Any Homeowners organization or individual members of non member homeowners associations eligible for membership in the Alliance in accordance with Article 3 may make written or verbal application to the President or Secretary of the Alliance. The application with the first year's dues shall be presented for approval at the next meeting of the delegates. If the application is approved by the affirmative vote of a majority of the delegates present, the Homeowners organization shall be admitted.

ARTICLE 11
TERMINANTION OF MEMBERSHIP

11.1 Resignation. Any member organization may resign from the Alliance by written notice to the President or Secretary of the Alliance. Notice of Resignation shall state the effective date membership is to be terminated and be signed by the President and the Secretary of the member organization.

11.2 Termination for Non-Payment of Annual Dues. A member organization may be removed from the Alliance for non-payment of dues by a two-thirds vote of the delegates present at any scheduled meeting of the delegates.

11.3 Termination for Cause other than Non-Payment of Annual Dues. A member organization may be removed from the Alliance for cause other than non-payment of dues by a two-thirds vote of the delegates present at any scheduled meeting of the delegates, provided notification of the proposed removal has been furnished the President of the member organization to be removed and all delegates of the board of directors not more than ten (10) days nor less than five (5) days prior to the meeting.

ARTICLE 12
PROVISIONS FOR THE DISBURSEMENT OF FUNDS

The disbursement of any Alliance funds (such as checks or notes) may be signed by the President or the Treasurer. No single disbursement in excess of \$100 may be made without prior approval of the delegates.

ARTICLE 13
AMENDMENT OF BY-LAWS

These By-Laws may be amended or replaced by new By-Laws by a two-thirds vote of the delegates present, provided notice using the most appropriate means of proposed amendment has been furnished all delegates at least two weeks prior to the meeting. By-Laws shall be reviewed by a committee appointed by the President.

ARTICLE 14
CONDUCT OF BUSINESS

At all meetings of the Alliance, business shall be conducted in accordance with Robert's Rules of Order (Revised) except as amended by a majority vote of the delegates present.

ARTICLE 15
AUDIT COMMITTEE

An audit committee consisting of three (3) delegates shall be appointed by the President to make a formal report of the financial records at the June meeting each year.

ADDENDUM OF ACTION ITEMS

1. The MRA will work in a positive and constructive manner to support our local government and make the needs of our member organizations known. If on a given matter, however, we have exhausted all means of positive support to no avail, we will consider it our obligation to offer positive and constructive criticism.
2. The MRA will not involve itself in specific problems that pertain to a specific homeowners group or problems that would best be handled by individual groups.
3. The MRA will make every effort to keep its member organizations advised with respect to its various activities via (1) maximum participation by any interested individual in committee activities, (2) distribution of meeting minutes to delegates and (3) the participation of Presidents in the board meetings.

We will consider it, however, the obligation of each of the delegates to keep his homeowners group advised of MRA activities and directions. It will also be his obligation to seek ideas and input from his homeowners group.

4. MRA delegates should be prepared to act on items as a representative of the homeowners groups. Member organizations should realize that in most cases delegates will have to vote on items at the MRA board meetings in a manner that they feel is in the best interest of their member organization. On "critical" issues, we may deem it desirable to each member organization to get an expression of opinion before a vote is taken by the MRA delegates.

5. The MRA will not endorse any individual candidates for political office, but will rather try to: (1) highlight “critical Issues”; (2) make all candidates positions known through various means; and (3) encourage voter registration and involvement in our government processes.

6. The MRA will from time to time take a position relative to various propositions to be placed on the ballot.