

**CONSTITUTION AND BY-LAWS**  
**OF THE**  
**INDEPENDENT DEMOCRATIC ELECTORS ASSOCIATION**

**ARTICLE I**

**NAME**

The name of this organization shall be the Independent Democratic Electors Association (hereinafter referred to as "IDEA"). It is a Limited Liability Corporation organized under the laws of the State of Louisiana.

**ARTICLE II**

**PURPOSE**

The purpose of this organization is to encourage, foster, coordinate, and advance the political awareness of the economically and socially disadvantaged in the Greater New Orleans area. The organization shall accomplish its purpose through enrichment programs designed to help protect and encourage personal growth and development and promote civic pride----generally, focusing on social responsibility and accountability, along with any such other purposes that are consistent with the Articles of Incorporation as filed with the State of Louisiana.

**ARTICLE III**

**GENERAL MEMBERSHIP**

**Section I: Eligibility**

Membership shall be composed of men and women who are:

- A. Legal residents of the United States
- B. At least 18 years old
- C. Registered voter
- D. Interested in providing a strong and positive influence to the economically and socially disadvantaged residents in the Greater New Orleans area
- E. Committed to the aims and ideals of IDEA

**Section II: Preference**

Preference shall be given to men and women who either live, or own a business, in New Orleans, Louisiana.

### **Section III: Membership Dues**

- A. The Board shall establish annual dues for all general members.
  - a. The Treasurer will be responsible for enforcing all guidelines pertaining to dues. Enforcement includes collection of dues, notification of delinquency, and fines or fees assessed, if any.
- B. Dues will be assessed in December of each calendar year, and shall be payable up until April 30<sup>th</sup> of the subsequent calendar year.
  - a. Members who have not paid their dues by March 31<sup>st</sup> of each year shall be notified of their delinquency and requirement to submit payment by April 30<sup>th</sup> of that year.
  - b. Failure to remit dues on or before April 30<sup>th</sup> shall result in forfeiture of membership.
- C. Effective January 1, 2010, General Membership dues are \$30 and Board Members' dues are \$200.
- D. The Board, upon recommendation of the Executive Committee, reserves the right to waive membership dues, in whole or in part, for any member experiencing a financial hardship.
  - a. Should a member experience financial hardship, that member should communicate in writing to the Board prior to the March General Membership meeting explaining their need for reduced or waived dues.

### **Section IV: General Membership Meetings**

General membership meetings of the organization shall be held quarterly, during the months of March, June, September, and December, at the call of the president. No meeting shall be scheduled on a religious holiday. The secretary shall give written notice of the time and place of said meeting to each member at least 14 days in advance of the meeting. In general membership meetings, when identification is deemed necessary, a member must present proper identification such as a valid driver's license or state identification to vote or speak at the meeting.

### **Section V: General Membership Voting Privileges**

In order to vote, a member must be "in good standing." A member is "in good standing" if he/she:

- A. Has attended two or more consecutive meetings;
- B. Has maintained a minimum amount of attendances at general membership activities;
- C. Has met all financial obligations as required in the by-laws;
- D. Is an active member of at least one committee.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section I: Composition**

Control of the affairs and property of the organization shall be vested in the Board of Directors, which shall not exceed 11 members, specifically:

##### **A. Appointed Members**

- a. There shall be up to seven (7) Appointed Members
- b. Each Appointed Member is elected by the remaining Board Members
  - i. If there are no Board Members, the Appointed Member is elected by the General Membership.

##### **B. At Large Members**

- a. There shall be up to two (2) At Large Members
- b. Each At Large Member is elected by the General Membership.

#### **Section II: Terms**

##### **A. Appointed Members:**

- a. The Board of Directors may consist of five (5) Appointed Board Members, who shall be elected from the general membership.
- b. These individuals must be “in good standing” at the time elections are held.
- c. Elections for Appointed Board Members will be held at a time deemed appropriate and conducted in accordance with the provisions of these by-laws that govern elections and are contained herein.
- d. Appointed Board Members shall serve in a three-year term of office, and can be reelected in perpetuity.

##### **B. At-Large Board Members:**

- a. The Board of Directors may consist of two (2) At-Large Board Members, who shall be elected from the general membership by members of the organization who are in good standing at the time elections are held.
- b. At-Large Board Members shall serve three-year terms of office, and can be reelected in perpetuity.

#### **Section III: Removal and Replacement**

##### **A. Any Board Member may be removed from office for**

- a. unexcused absence from three (3) consecutive meetings,
- b. failure to attend at least 50% of the regular meetings of the Board,
- c. dereliction of duty, or
- d. for any action deemed detrimental to the organization by a Majority of his/her fellow Board Members.

- B.** Removal of board members shall be decided upon by two-thirds (2/3) vote of the Board of Directors at its regular meeting, or special meeting held pursuant to Article IV, section V herein.
- C.** The affected board member shall be notified of the board's decision by registered mail and electronic mail.
- D.** Vacated positions on the Board of Directors, voluntary or otherwise, shall be filled for the un-expired term of office and a nominee must be ratified by two-thirds (2/3) of the Board of Directors.
- E.** All nominations of removal and replacement shall be suggested by the President of the organization.
- F.** All nominations for interim appointments to the Board of Directors shall be suggested by the President of the organization.
- G.** Any board member may nominate the President for removal or replacement, but two-thirds (2/3) of the Board of Directors must ratify the nomination in order for any action to take place.

#### **Section IV. Authority**

- A.** The board shall have authority to collect and expend funds in accordance with the Articles of Organization, the by-laws of the organization, and all applicable laws of the State of Louisiana.
- B.** It shall have the right to employ staff for administrative purposes of the organization and the wishes of the board as expressed by a clear majority of the directors.
- C.** The rights and powers of the board may be performed by the President, or Vice-President in the President's absence.

#### **Section V. Meetings**

##### **A. Regular Meetings.**

- a. Regular meetings of the board shall be held every third Saturday of each month.
- b. Meetings shall be held at a location and time designated by the president or a majority of directors.

##### **B. Special Meetings.**

- a. Special meetings of the board may be called at any time by the President, or at the request of a majority of the directors.
- b. In the event of a special meeting, the board's secretary shall give notice to all board members of such meeting at least twenty-four (24) hours in advance.

#### **Section VI. Quorum**

- A.** The presence of a simple majority of the directors shall constitute a quorum at any regular or special meeting.
- B.** Furthermore, provided proper notice was issued for special meetings, the vote of the majority of those directors present shall constitute the legal, valid, and binding act of the organization in all matters.

## ARTICLE V

### ELECTION OF AT-LARGE BOARD MEMBERS AND OFFICERS

#### Section I. Frequency:

- A. All procedures must assure fair and frequent elections.
- B. Elections shall be held at least once every three (3) years.
- C. At Large Elections shall be held in January of said election year.
- D. Officer Elections shall be held in February of said election year.

#### Section II. Notice:

- A. Sufficient notice shall be provided to the voting members (at least 30 days prior to the election date(s)) for election nominations and recall procedures.
- B. The general election or recall process may be held at any time after this period at the discretion of the board.
- C. The notice shall include a description of election procedures, eligibility requirements, and dates of nomination and election.

#### Section III. Recall:

- A. Any elected director of the board may be recalled by a vote for removal by a majority of voting members of the general membership.
- B. A recall election must be promptly conducted when a petition requesting such an election is received from not less than ten percent (10%) of the voting membership.
- C. All procedures for petitioning for a recall election shall be provided to voters for their inspection and must be included in the by-laws.

#### Section IV. Special Election:

- A. A special election shall be called at the discretion of the board for the vacation of any elected position.
- B. The procedures for a special election shall be the same as a regular election.

#### Section V. Officers

The officers of this organization shall include, but are not be limited to, the following:

##### A. President

- a. It shall be the duty of the President to preside at all meetings of the organization and the Board of Directors.
- b. Upon taking office, the President shall assign to each Board Member a specific area of responsibility and designate the order in which they assume those duties in the absence or unavailability of the President.

- c. The President shall make an annual report at the end of the year to the organization, a copy of which shall be made available to each member at least 14 business days prior to the Annual Meeting.
- d. The President shall, along with the Treasurer (or a designated member of the Finance Committee), co-sign all checks or other negotiable instruments, when appropriate.
- e. The President shall approve and sign all contracts, agreements, and any other legal documents on behalf of the organization.

**B. Vice-President**

- a. It shall be the duty of the Vice-President to coordinate the activities assigned to him/her and to supervise the Chairpersons of Standing and Special Committees.
- b. When so designated, the Vice-President shall perform the duties of the President in the President's absence or unavailability.

**C. Treasurer**

- a. It shall be the duty of the Treasurer to collect and/or receive all monies due to the organization and to be the custodian of all funds of the organization.
- b. The Treasurer shall be bonded in such sum, determined by the Board of Directors.
- c. The Treasurer shall disburse funds only upon presentation of duly authorized vouchers.
- d. The Treasurer, or a designated member of the Finance Committee, shall co-sign checks with the President (or Vice-President, if acting in the President's absence or unavailability).
- e. The Treasurer shall submit a written financial report at all board meetings.
- f. The Treasurer shall be responsible for ensuring that the financial records of the organization are audited annually, and shall present this audited financial report to the Board of Directors and General Membership.
- g. The Treasurer shall chair the Finance Committee
- h. The Treasurer shall maintain an accurate membership file
- i. The Treasurer shall issue bills due and official receipts to the membership
- j. The Treasurer shall maintain an up to date record of payments and delinquencies
- k. The Treasurer shall be responsible for all filings with the Louisiana State Board of Ethics for all political and election related activities

**D. Secretary**

- a. It shall be the duty of the Secretary to keep a record of the proceedings of the meetings of the General Membership and the Board of Directors
- b. The Secretary shall be the official custodian of all reports belonging to the organization, including annual reports of the President and Committee Chairpersons
- c. The Secretary shall keep a full and accurate list of all members with their correct contact

- d. The Secretary shall manage the correspondence of the organization, as directed by the President and the Board of Directors
- e. The Secretary shall send out all notices of the meetings.

#### **Section VI: Removal and Replacement**

- A. Any Officer may be removed from office for
  - a. unexcused absences from three (3) consecutive meetings,
  - b. failure to attend at least 50% of the regular meetings,
  - c. dereliction of duty in any other capacity,
  - d. failure to disclose potential conflicts of interest, or
  - e. for committing any action deemed detrimental to the organization.
- B. Removal of officers shall be decided upon by a two-thirds (2/3) vote of the Board of Directors at its regular meeting, or at a special meeting held pursuant to Article IV, section IX herein. The effected officer shall be notified of the board's decision by registered mail and email.
- C. Vacated positions, voluntary or otherwise, shall be filled for the un-expired term of office and any nominee's installation into an office will require ratification by two-thirds (2/3) of the Board of Directors.
- D. All nominations of removal and replacement shall be suggested by the President of the organization.

#### **Section VII. Qualifications for Office**

- A. To be nominated and elected to the Offices of President, Vice-President, Secretary or Treasurer, one must be a member in good standing for one (1) year, serve two (2) years as a committee member, and perform at least forty (40) hours of documented community service within the organization's sanctioned activities, campaigns, and the like.
- B. All membership dues shall be paid in full at the time of nomination and/or appointments, exclusive of quarterly assessments associated with dues, fees and the like.

#### **Section VIII. Nominations**

- A. Nominations of officers shall take place at the first meeting of the Board of Directors prior to the expiration of term.
- B. The Secretary shall notify all board members in writing at least twenty (20) days prior to the nominations and elections.
- C. The President shall appoint a Chairman for the Nominations and Elections Committee from the Board to supervise the nominations and elections, at the meeting of the Board of Directors prior to the expiration of the term.
- D. The nominations shall be in regular order and made from the floor, and the names of each candidate shall be printed upon the official ballot next to the office for which he or she has been nominated.

- E. No member's name shall be placed in nomination for any office without the member's oral or written approval.
  - a. If oral, he or she must be physically present to accept the nomination.
  - b. If written, an acceptance must be in the possession of the Chairman of the Nomination and Election Committee.
- F. Officers shall be elected by a majority vote of those members present and in good standing at the time elections are held.

### **Section IX. Rules of Board Meetings**

The rules contained in the most recent revisions to "Robert's Rules of Order" shall govern meetings of the board and the general membership in all cases in which they are applicable, and in which they are not inconsistent with the by-laws and Articles of Organization of IDEA.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section I.**

- A. Committees shall be known as Standing Committees and Special Committees.
- B. The standing committees shall include
  - a. Finance and Economic Development Committee,
  - b. Community Outreach, Recruitment & Retention Committee, and
  - c. Political Committee.
- C. Special Committees
  - a. Shall be formed by the President of the Board, with the approval of the Board of Directors,
  - b. Are to carry out special programs or projects of the organization that are of an ad hoc, temporary, or of a short-term nature
  - c. Any Special Committee shall be dissolved on completion of its business

#### **Section II.**

- A. All committees are directly responsible to the Board of Directors and shall present reports to it.
- B. Each committee shall promulgate its rules and regulations after being charged with specific responsibilities.
- C. These rules and regulations for each committee shall not supersede or be in conflict with those of the Board of Directors.

#### **Section III.**

- A. A quorum for any committee shall be at least fifty (50%) percent of the membership of that committee.



- B. Meetings of the committee shall be convened and established by the committee chairman after consultation with the committee members.

**Section IV.**

- A. Minutes shall be kept of all committee meetings.
- B. Action taken or progress made shall be reported to the Board of Directors.

**Section V.**

- A. The term of office for standing committee chair shall be three (3) years.
- B. Committee Chairs may run for an unlimited number of terms for reelection.

**Section VI.**

- A. If a committee chairman is remiss in carrying out the duties assigned to that chairman, or is excessively absent from committee meetings, the President may, with the approval of the majority of the Board (after being informed by the committee in writing), request the written resignation of said person prior to the expiration of that member's three-year term on said committee.
- B. In cases of conflict (e.g., failure to resign), the offending member can be removed from a committee by a two-thirds (2/3) vote of the board at its regular meeting, or by a special meeting called in accordance with the provision governing special meetings as set forth herein.

**ARTICLE VII**

**LIMITATION OF METHODS**

IDEA shall observe all local, state, and federal laws that apply to a political organization, as defined by section 527 of the Internal Revenue Code.

**ARTICLE VIII**

**LIMITATION OF LIABILITY**

**Section I.**

- A. A member of this organization shall never be held responsible for the contracts or debts of the organization,
- B. Nor shall any mere informality in the organization have the effect of rendering the charter of the organization null or exposing the members to any liability.

## **Section II.**

A person serving, with or without compensation, as a member, director, trustee or officer of this organization shall not be individually liable to any person, firm, or entity, public or private, receiving benefits from this organization, for any act or omission to act by any employee, or officer of this organization.

## **Section III.**

A person who serves as a director, officer, or trustee of this organization, and who does not receive a salary for such services, shall not be individually liable for any act or omission resulting in damage or injury, arising out of the exercise of his or her judgment in the formation and implementation of policy, or arising out of the management of the affairs of the organization while acting in good faith and within the scope of his or her official functions and duties, unless such damage or injury was caused by the willful or wanton misconduct of such person.

## **Section IV.**

- A. A person who serves as director, officer, trustee, or volunteer worker for this organization, whether serving with or without compensation for such services, shall not be individually liable for any act or omission resulting in damage or injury arising out of the exercise of the person's judgment in forming and implementing policy, or arising out of the management of affairs while acting as a director, officer, trustee, or volunteer worker of this organization.
- B. These provisions are in effect, provided that the person was acting in good faith and within the scope of his or her official functions and duties, unless such damage or injury was caused by his or her willful or wanton misconduct.

## **ARTICLE IX**

### **DISSOLUTION AND DISTRIBUTION**

- A. Upon dissolution or other termination of the organization, either by limitation or otherwise, the officers shall be liquidated by three commissioners to be appointed for that purpose by a majority of the votes cast at a meeting held for that purpose.
- B. Should any vacancy occur in the said commission, the remaining officers shall continue to act until said vacancy is filled by the members as set forth above.
- C. If the situation necessitates, the meetings will be called by the remaining commissioners.
- D. Upon dissolution or other termination of the organization, no part of the property of the organization or any of the proceeds shall be distributed to, or inure to the benefit of, any of the members of the organization, but all such property and proceeds, subject to the discharge of valid obligations of the organization, and to the applicable provisions of Nonprofit Corporation Law, shall be distributed by the members of the organization among one or more corporations, trusts, community chests, funds, or

foundations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes

## **ARTICLE X**

### **AMENDMENTS**

The Articles of Organization and by-laws of IDEA may be amended, changed, modified, or altered, by said organization dissolved, by a majority of the members present, whose dues are paid for the current fiscal year, at a special meeting called for that purpose.

## **ARTICLE XI**

### **INSIGNIA**

- A.** The organization shall adopt an official insignia that shall be used on all correspondence, documents and apparel.
- B.** The official colors of the organization shall be Royal Blue and Canary Yellow.



**THUS DONE AND PASSED** in the City of New Orleans, Louisiana, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, in the presence of the undersigned competent witnesses who hereunto sign their names before me, Notary, after a due reading of the whole.

**WITNESS**

\_\_\_\_\_  
**Witness**

\_\_\_\_\_  
**Brian P. Egana  
President**

\_\_\_\_\_  
**Witness**

\_\_\_\_\_  
**Dent Hunter, Jr.  
Vice-President**

\_\_\_\_\_  
**Candice Richards-Forest  
Secretary**

\_\_\_\_\_  
**NOTARY PUBLIC**