

**BYLAWS
OF THE
BOARD OF DIRECTORS
FOR
NOCCA | RIVERFRONT**

Approved: 08/30/01

NOCCA | RIVERFRONT BOARD OF DIRECTORS

BYLAWS

Article I. BOARD COMPOSITION

- 1.1 Designation. Pursuant to LA. REV. STAT. ANN. §17:1970.24, the New Orleans Center for Creative Arts | Riverfront Board of Directors (the "Board") shall govern and provide for management of New Orleans Center for Creative Arts | Riverfront (the "Center").
- 1.2 Function. It shall be the function of the Board to govern and manage the Center in its efforts to provide the highest quality of artistic instructions for the children of the State of Louisiana, as articulated in LA. REV. STAT. ANN. §§ 17:1970.21 through 1970.27. The Board shall adopt policies and rules for the efficient and effective operation of the Center.
- 1.3 Membership. The Board shall be composed of thirteen persons who shall be selected in accordance with LA. REV. STAT. ANN. §17:1970.24, and shall serve four-year terms. Vacancies of the Board shall be filled as per LA. REV. STAT. ANN. §17:1970.24(B)(3).
- 1.4 Compensation of Members. Each member of the Board shall by statute serve without compensation, except for the reimbursement of expenses incurred in the furtherance of duties in compliance with the provisions for the reimbursement of such expenses to state employees pursuant to regulations established by NOCCA | Riverfront and/or the State of Louisiana.

Article II. BOARD OFFICERS

- 2.1 Designation. The principal officers of the Board shall be a President of the Board, a Vice-President of the Board, and a Secretary of the Board.
- 2.2 Election of President and Vice-President; Secretary. At the last regular or special meeting of each academic year, the Board shall elect a President of the Board and Vice-President of the Board from among members of the Board pursuant to rules established from time to time by the Board. The President of the Board and Vice-President of the Board shall each hold office for one calendar year, or until a successor has been elected. Neither the President of the Board nor the Vice-President of the Board shall be allowed to serve more than two consecutive terms. The Executive Director of the Center, selected by the Board as provided by law,

shall serve as Secretary of the Board. The Executive Director is not a member of the Board by virtue of his office.

- 2.3 President. It shall be the duty of the President of the Board to preside at all meetings of the Board, to name the members of all standing and special committees of the Board and to fill all vacancies in the membership of such committees, in accordance with the provisions of these Bylaws.
- 2.4 Vice-President. It shall be the duty of the Vice-President of the Board to preside at all meetings of the Board in the absence of the President of the Board.
- 2.5 Secretary. The Secretary of the Board shall serve as custodian of the Board's records. Copies of all minutes, papers and documents of the Board may be certified to be true and correct copies thereof by the Secretary of the Board.

Article III. MEETINGS

- 3.1 Regular Meetings. The Board shall meet at least two times per year, ordinarily at the Center, 2800 Chartres Street, New Orleans, Louisiana 70117. However, from time to time, Board, by majority vote, may decide to change the meeting location, and shall, on emergency call of the President of the Board, meet at a location to be designated by the President of the Board. For all regular and special meetings, a 24-hour notice shall be provided to the public as required by law.
- 3.2 Special Meetings. A special meeting of the Board may be called by the President of the Board and shall be called by President of the Board upon receipt of a written request signed by seven (7) members of the Board specifying the purpose of the desired meeting. Notification shall be sent by mail or wire to each member of the Board at least five (5) calendar days before the time of the meeting.
- 3.3 Quorum. Seven (7) members of the Board shall constitute a quorum for the transaction of business, and all official action of the Board shall require the favorable vote of a majority of those members present ~~and voting as provided by law.~~
- 3.4 Rules of Order. When not in conflict with any of the provisions of these Bylaws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.
- 3.5 Order of Business. The order of business for regular meetings of the Board may ordinarily be as follows:
- (1) Roll call
 - (2) Correction and approval of minutes of preceding regular meeting and of all special meetings held subsequent thereto
 - (3) Unfinished business

- (4) Reports and recommendations of standing committees
- (5) Reports and recommendations of special committees
- (6) Reports and recommendations of the Executive Director of the Center
- (7) New business
- (8) Remarks from Board Members
- (9) Remarks from Public
- (10) Adjournment

3.6 Meetings Open. All regular meetings of the Board shall be open except when otherwise ordered by the Board for the consideration of executive matters as prescribed by law, LSA-R.S. 42:6.1 et seq. No final or binding action shall be taken in a closed or executive session. At least ten (10) days prior to each regular meeting of the Board, the President of the Board shall prepare and forward to each member of the Board a tentative agenda for the meeting. The President of the Board shall place a particular item or subject on the agenda upon the request of any member of the Board. All matters requiring action of the Board, however, may be acted on even though not carried on the agenda, if agreed upon by 2/3 of the Board members present.

3.7 Minutes. The minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report and pertinent discussion. In all cases when the action is not by a unanimous vote, the "ayes", "nays", and abstentions of the individual members shall be recorded upon the request of any member of the Board. The minutes of the Board become official only when completed by the Secretary of the Board and approved by the Board.

3.8 Reference to Committees. In cases where practicable or desirable, before taking action on any matter clearly within the sphere of any standing committee, the Board shall refer such matter to that committee which shall submit to the Board the committee's recommendations in writing together with any appropriate resolutions necessary to implement them.

3.9 Presentation of Materials to the Board. The Executive Director shall be charged with preparing the Board's agenda and materials to be submitted to the Board in concert with the President of the Board.

Article IV. COMMITTEES

4.1 Standing Committees. The standing committees of the Board shall be the Finance Committee, Personnel Committee, and Grievance/Due Process Committee.

4.2 Finance Committee. There shall be a Finance Committee consisting of a Chair and two (2) other members, all of whom are to be appointed by the President of the Board. The Finance Committee shall consider all financial matters referred to it by the Board and shall execute orders and resolutions assigned to it by the Board.

More specifically, it shall be responsible for working with the Executive Director to develop a budget for the operation of the Center. It shall make recommendations to the Board on the adoption of such budget.

- 4.3 Personnel Committee. There shall be a Personnel Committee consisting of a Chair and two (2) other members appointed by the President of the Board. The Personnel Committee shall be responsible for negotiating a contract with the Executive Director and making a recommendation to the Board, and shall also be responsible for recommending to the Board any contractual agreements made with personnel by the Executive Director and any other personnel matters the Board may deem appropriate.
- 4.4 Grievance/Due Process Committee. There shall be a Grievance/Due Process Committee consisting of a Chair and two (2) other members, all of whom are to be appointed by the President of the Board. The Grievance/Due Process Committee shall be responsible for hearing any grievance by personnel (classified and unclassified). This Committee shall follow a grievance procedure drafted by the Committee and adopted by the Board. The Committee may handle any other matter the Board may deem appropriate.
- 4.5 Special Committee(s). As need arises, the Board may create special committees with such function, powers and authority as it may determine. Special committees shall be established for temporary periods not exceeding the term of the President of the Board. Unless otherwise provided by the action of the Board for such a committee, the President of the Board shall determine the number of its members, shall appoint the members and shall designate the Chairperson.
- 4.6 Appointment and Term of Committees. The President of the Board shall appoint members of all standing and special committees. The term of committee appointees shall run concurrently with that of the President of the Board. Vacancies occurring among the appointive members of any committees, however arising, shall be filled by the President of the Board for the remainder of the term.
- 4.7 Committee Meetings. It shall be the duty of the chairperson of each committee to call and to preside over the necessary meetings of the respective committees. The Secretary of the Board shall keep minutes of all committee meetings. The minutes of each meeting of the committee, showing its action and recommendation, shall comply with the provisions of Article III. A simple majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. A committee chairperson, at any committee meeting, may appoint to membership on the committee in question any other Board Member in attendance at the committee meeting then being held.

Article V. AMENDMENT OR REPEAL OF BYLAWS

New Bylaws may be adopted, and these Bylaws may be amended or repealed, at any meeting of the Board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal and copy of such proposed change(s) shall have been given at a previous meeting, or unless notice in writing a copy of the proposed change(s) shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such changes, provided, however, that by a vote of two-thirds (2/3) of the entire membership of the Board, the above notice and delivery may be waived.

Article VI. RULES AND REGULATIONS OF THE BOARD

- 6.1 Any action by the Board establishing policy or methods of procedure, administrative, business, academic or otherwise, not contained in these Bylaws shall be known as "Policies and Procedures of the Board".
- 6.2 Policies and Procedures of the Board may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with law.

Article VII. MISCELLANEOUS

- 7.1 Terms. Capitalized terms used, but not defined, herein shall have the meaning ascribed to them in LA. REV. STAT. ANN. §17:1970.21, et seq.