

BYLAWS OF THE MID CITY SECURITY DISTRICT

ARTICLE I—NAME

This organization is created by Act 925 of the Regular Session of the 2008 Louisiana Legislature and amended by Act 767 of the Regular Session of the 2014 Louisiana Legislature, La. Rev. Stat. Ann. §33:9091.14 (2014) (the “Act”), and shall be known as the Mid City Security District (hereinafter “MCSD”). The official business address is P.O. Box 731360, New Orleans, LA 70179.

ARTICLE II—PURPOSE

The MCSD was established for the primary object and purpose of promoting and encouraging security within the boundaries of the Mid City Crime Prevention District (“District”) within the City of New Orleans.

The District is defined as having boundaries of Tulane Avenue (both sides), Interstate 10 (interior side), City Park Avenue (interior side), West Moss Street (interior side), Orleans Avenue (both sides) and N. Broad Street (both sides).

ARTICLE III—COMMISSIONERS AND OFFICERS

(A) Commissioners

1. The MCSD shall be governed by a board of five (5) Commissioners, each of whom shall vote on matters brought before them (collectively “the Board”). All Commissioners shall be qualified voters and residents of the District. The five Commissioners shall be appointed as set forth in La. Rev. Stat. Ann. §33:9091.14 (2014):
 - a. The Mid City Neighborhood Organization shall appoint four members, one of whom shall be from the City Park Triangle;
 - b. The Parkview Neighborhood Association shall appoint one member.
 - c. These bylaws in no way proscribe or dictate the manner in which these organizations or associations select their Commissioners/Board Members, except as to dictate the requirement that any Commissioner must be a qualified voter and resident of the District.
2. Each Commissioner appointed shall serve a three (3) year term.
3. Any vacancy which occurs prior to the expiration of the term for which a member of the board has been appointed shall be filled for the remainder of the unexpired term in the same manner as the original appointment. Board members, or Commissioners, shall be eligible for reappointment; however, board members

shall serve for no more than two consecutive three-year terms. A Commissioner shall be eligible for reappointment to the Board two years from the date of expiration of his second term.

4. The Board shall elect from its members a chairman, a vice chairman, a secretary, a treasurer, and such other officers as it may deem necessary. The duties of the officers are set forth in Article III (B), *infra*.
5. Commissioners shall hold office until their respective successors are appointed by the neighborhood organization or association for which that commissioner served. If the Board determines that a Commissioner is no longer eligible to serve as a Commissioner, by virtue of that person's change in voter or residence status, the Board shall request, in writing, that the appointing organization or association name another person to complete the remaining term of the removed Commissioner.
6. The Board, by majority vote, may also determine that a Commissioner is no longer eligible to serve as a Commissioner due to a finding that the Commissioner is not carrying out his or her responsibilities. If the Board votes to remove such a Commissioner, that person will cease his/her affiliation and responsibilities with the Board immediately after removal by the Board. The Board shall further request, in writing, that the appointing organization or association name another person to complete the remaining term of the removed Commissioner.
7. In the case of a Commissioner which is appointed to the Board by their respective neighborhood organization or association pursuant to Article III (A)(5)-(6), that Commissioner may only be reappointed for another single term after the partial term expires, regardless of the length of time for which the prior commissioner served on the Board.
8. The Commissioners/Board Members shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses directly related to the governance of the District.

(B) Officers

1. The Board shall elect from their Commissioners to serve as Officers at the first meeting of the fiscal year, and each Officer shall serve a one year term, although there is no term limitation.
2. The Officers to be elected are Chair, Vice-Chair, Secretary, and Treasurer, and will be selected from the currently serving Commissioners.
3. Duties of Officers:
 - a. Chair

The Chair shall preside at Board meetings, shall carry out resolutions of the Board, and shall have all other powers as conferred upon him by the Act or applicable law. The Chair shall also have general and active management of the District, and shall oversee and direct the activities of other Officers of the Board and the Commissioners of the Board, as they relate to the Board and the management of the District. In addition, the Chair shall have the responsibility for supervising the activities of all hired or contracted personnel, except for the New Orleans Police Department, for which the Chair, and Board, as necessary, are responsible for monitoring through the reporting of the NOPD supervising officer.

b. Vice-Chair

The Vice-Chair shall preside at Board meetings in the absence of the Chair and, when necessary, perform other duties normally reserved for the Chair when the Chair is unable or refuses to do so. The Vice-Chair shall also fill any unexpired term of service in the absence of the Chair.

c. Secretary

The Secretary shall have the responsibility of taking the minutes of all Board meetings and recording all matters brought before the Board at each session. The Secretary shall also record all votes taken at the meetings and attest to the authenticity of documents and resolutions executed by or adopted for the benefit of the District. Before the following meeting, the minutes from the prior meeting shall be distributed among the Board members for them to be ratified at that next meeting.

d. Treasurer

The Treasurer shall have care and custody of the all of the funds and securities of the District, and shall deposit said funds in the name of the District in such bank accounts as the Board may, from time to time, determine. The Treasurer shall also be responsible for compiling and filing the appropriate financial statements in accordance with the Louisiana Local Government Budget Act, La. Rev. Stat. §39:1301, *et seq.*, and in accordance with any other applicable state and local statutes or authorities. The financial statement shall reflect all revenue collected and disbursements paid by the District. The Treasurer shall also prepare and submit to the Board an annual budget for the operation of the organization.

Notwithstanding the above, the Board may also choose to delegate some of these duties to a financial or accounting professional (“Accounting Professional”), in which case, the Secretary-Treasurer shall oversee the activities of the Accounting Professional, and shall ensure that all funds

are properly accounted for and properly deposited, that the budget is prepared timely and in accordance with the applicable law, and that financial statements are properly prepared and submitted.

4. In the event of any absence or disability of any Officer, or for any other reasons deemed sufficient by a majority vote of the Board, the Board may delegate one Officer's duties or powers to any other Officer or Commissioner for a limited period of time, not to exceed six (6) months. If the necessity extends beyond six months, the Board shall appoint another Commissioner to serve as that Officer.
5. Any Officer appointed by the Board may be removed either with or without cause at any time by majority vote of the Board. If the office of any Officer becomes vacant for any reason, the vacancy shall be filed by the Chair.
6. The Board may vote to appoint committees of the Board, which committees may include persons who are not members of the Board, provided that any action taken by a committee shall be approved by a majority vote of the Board.

(C) Responsibilities and Powers

1. The MCSD, through the Board, shall have all powers and duties as set forth in the Act. In addition to those statutorily designated powers, the Board of Commissioners shall have the following Responsibilities and Powers:
 - a. The Board shall adopt such rules and regulations as it deems necessary or advisable for conducting business affairs;
 - b. The Board shall have the overall responsibility for the policies, management, and administration of the affairs of the MCSD. All Commissioners are obliged and committed to representing the total interests and needs of the MCSD, and shall demonstrate an affirmative, reasonable, and good faith obligation to the MCSD with respect to meeting attendance and committee participation, if any.
 - c. The Board may hire personnel or contract for services as necessary to administer the affairs of the MCSD, such as in Article III(B)(3)(d), upon majority vote by the Board.
 - d. The Board shall obtain and maintain liability and other insurance required for the MCSD, including but not limited to professional liability, police professional liability, and general liability insurance policies. The MCSD shall contract for and accept the burden of expense of such insurance, to be paid out of the funds collected for the benefit of the District.
 - e. The signature of two (2) Commissioners is required on any check payable from MCSD funds. However, this provision notwithstanding, by majority

vote of the Board, the Board may delegate signatory authority to the Accounting Professional hired to Article III(B)(3)(d), *supra*. Even if such authority is granted, the signature of one (1) Commissioner is still required on any check payable from MCSD funds along with that of the Accounting Professional.

- f. The Board may enter into contracts approved by a majority vote of its members. Upon such approval, any Commissioner may sign contracts in his or her official capacity on behalf of the Board.
- g. The minute books and archives of the District shall be maintained by the Secretary of the Board for seven (7) years.

(D) Indemnification

1. Indemnification and Exculpation. Each Commissioner shall be entitled to exculpation from liability and to indemnification by the District as set forth in the Act.
2. Right to Indemnification. Without limiting the extent of the indemnification provided for in the Act, each Commissioner who is made a party or could reasonably be foreseen to be named a party to any action, suit, or legal proceeding, whether civil, criminal, administrative, or investigative (“Proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Commissioner for the District, or provided service for the District (such as the Accounting Professional) (“Indemnitee”), so long as the basis of the Proceeding is alleged actions or omissions taken in an official capacity as a Commissioner, Officer, employee, or agent, shall be indemnified and held harmless by the District to the fullest extent allowed by the law as presently existing or as it may hereinafter be amended (although in the case of any such amendment, only to the extent that such amendment permits the District to provide broader indemnification rights than the law permitted to the District at the time of these Bylaws), against any and all expenses, liability, and loss (including attorney’s fees, judgments, fines, amounts paid in connection with any arbitration or investigation and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Indemnitee’s rights hereunder shall be contract rights, and shall include the right to be reimbursed by the District for expenses incurred in defending any such Proceeding in advance of its final disposition. However, the payment of such expenses incurred by an Indemnitee in advance of the final disposition of such proceeding, shall be made only upon delivery to the District of a statement of expenses in a form satisfactory to counsel for the District. Further, Indemnitee may be required to repay all amounts so advanced if it is ultimately determined that the Indemnitee is not entitled to be indemnified under this provision or otherwise.

ARTICLE IV—MEETINGS AND NOTICES

- (A) Rules and regulations of the Board relative to the notice and conduct of meetings shall conform to applicable law, including La. Rev. Stat. Ann. §42:12, regarding Open Meetings for Public Officials.
- (B) The Board shall meet a minimum of once per quarter per year and, by majority vote of the Commissioners, may meet more frequently as necessary. The Board may establish dates for regular meetings of the Board. Unless waived, written notice, stating the place, date, and time of each meeting and the general nature of the business to be considered, shall be given to each Commissioner no less than forty-eight (48) hours prior to the meeting. Unless otherwise provided by law, such written notice may be delivered in person, by regular or express mail addressed to the Commissioner's residential or business address, by facsimile transmission, or by email. Unless prohibited by law, any Commissioner may waive the notice requirement of this section.
- (C) A majority of the Board members present at a meeting shall constitute a quorum for the transaction of business. Each member of the Board shall have one vote and, unless otherwise provided by law or in these Bylaws, the vote of a majority of the members of the Board, present and voting, with a quorum present, shall be required to decide any question upon which the Board takes action. Commissioners must be present at a Board meeting to vote.
- (D) In addition to regular meetings, special Board meetings may be called by the Chair, Vice-Chair, or by the request of at least three of the Commissioners. Notice of such a meeting shall be given to each Commissioner no less than forty-eight (48) hours prior to that special meeting.
- (E) Unless otherwise waived by the Board, the Board will make a presentation on the "State of the District," at the beginning of each fiscal year. The date and location of the presentation is at the discretion of the Board.

ARTICLE V—ORDER OF BUSINESS

- (A) The order of business of Board meetings, whether they be regular or special, shall be as follows:
 - 1. Roll call
 - 2. Approval of minutes of the prior meeting
 - 3. Report of NOPD Liaison
 - 4. Officers' Reports, if any
 - 5. Accountant Professional's Reports, if any

6. Old business
7. New Business
8. Public Questions/Comments
9. Ending announcements

(B) The order of business at the meetings shall be, to the best of the Board's ability and within the proper time constraints, conducted pursuant to Robert's Rules of Order.

(C) Meeting agendas shall include the date, time, and place of the meeting. Meetings are limited to information contained on the agenda, with the caveat that, upon approval of two-thirds of the Commissioners present at a meeting, the Board may address a matter not previously listed on the agenda.

(D) Any public questions/comments may be limited in time to a minimum of five (minutes) to a maximum of (20) minutes, to be determined by a majority vote of the Commissioners prior to the meeting.

ARTICLE VI—FISCAL YEAR

Subject to the Act, the fiscal year of the District shall begin on the first day of January each year.

ARTICLE VII—AMENDMENTS OF BYLAWS

Any proposed amendment to these bylaws may be adopted at a meeting by a majority vote of all Commissioners.

CERTIFICATE

As Secretary of the Mid City Security District, I hereby certify that the foregoing is a true and correct copy of the bylaws duly and legally adopted by the Board of Commissioners of the Mid City Security District, and that said bylaws have not been rescinded, modified, or recalled since their last adoption, and remain in full force and effect.

Signed this ____ day of _____, 2017, New Orleans, Louisiana.
