

BYLAWS
OF
NEW ORLEANS CENTER FOR CREATIVE ARTS

Approved: 08/22/2017

ARTICLE I

PURPOSE

- 1.1 **General.** The purpose for which the New Orleans Center for Creative Arts (NOCCA) is organized is to provide professional quality training, coaching, and performing for students who aspire to be artists, performers, and arts technicians.

ARTICLE II

BOARD OF DIRECTORS

- 2.1 **Function.** It shall be the function of the Board of Directors (the “Board”) to govern and manage the affairs of NOCCA in its efforts to provide the highest quality of artistic instructions for the children of the State of Louisiana, as provided for under Louisiana Law. The Board shall adopt policies and rules for the efficient and effective operation of NOCCA.
- 2.2 **General Powers.** The Board may exercise all powers granted to NOCCA and do all lawful acts required by the affairs of NOCCA, so long as the exercise of such powers and the doing of such acts are consistent with NOCCA’s prescribed purposes, including the expression of the intention of the legislature.
- 2.3 **Specific Duties.** The Board shall perform or direct the performance of the duties as provided for under Louisiana Law, which include, but are not limited to, the hiring, evaluation, and retention of the President/CEO, the adoption of policies and rules for the efficient and effective operation of NOCCA, the monitoring of criteria used in the determination of the eligibility of applicants for enrollment, the payment of salaries and expenses, and the exercise of budgetary responsibility.
- 2.4 **Number and Appointment.** The Board shall be composed of thirteen (13) persons who shall be appointed in accordance with Louisiana Law.
- 2.5 **Term.** All Board members shall serve four-year terms and may be reappointed subject to the nomination process as provided under Louisiana Law. The successor of each member shall be appointed in the same manner as his predecessor unless otherwise provided by law. Members of the Board shall continue to serve no more than two full consecutive terms, or two plus the balance of a third if appointed to fill the balance of a previous members term, and until their replacement is duly qualified and seated on the Board.
- 2.6 **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 and the availability of funds established by NOCCA and/or the State of Louisiana.

ARTICLE III

OFFICERS

- 3.1 **Officers.** The officers of the Board shall be selected by the Board and shall consist of a President, a Vice-President, a Secretary, and any such other officers as may be appointed in accordance with the provisions of this Article III.
- 3.2 **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. The CEO of NOCCA, selected by the Board as provided by law, shall serve as Secretary of the Board. The CEO is not a member of the Board by virtue of his office.
- 3.3 **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.
- 3.4 **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.
- 3.5 **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 IV

MEETINGS

- 4.1 **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, the 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.
- 4.2 **Notice.** For all regular and special meetings, notice shall be provided to the public as required by law. Notice shall include the agenda, date, time, and place of meeting, unless otherwise prescribed by law.

- 4.3 Special Meetings.** A special meeting of the Board may be called by the President of the Board. Notification shall be sent by email to each member of the Board at least five (5) calendar days before the time of the meeting.
- 4.4 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. All members of the Board shall be voting members.
- 4.5 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.
- 4.6 Order of Business.**
- a) 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 CEO and/or designee(s)
 - (5) Reports and recommendations of Board committees
 - (6) New business
 - (7) Remarks from Board Members
 - (8) Remarks from public
 - (9) Adjournment
 - b) The Board may allow public comment at any meeting of the Board prior to taking any vote.
- 4.7 Open Meetings.** All regular meetings of the Board shall be open except when otherwise ordered by the Board for the consideration of executive matters prescribed by law.. At least five (5) days prior to each regular meetings of the Board, the President of the Board shall prepare and forward to each member of the Board a tentative agenda for the meeting.
- 4.8 Matters not on Agenda.** Upon unanimous approval of the Board members present at a meeting of the Board, the Board may take up a matter not on the agenda. Any such matter shall be identified in the motion to take up the matter not on the agenda with reasonable specificity, including the purpose for the addition to the agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up a matter not on the agenda by the public body, there shall be an opportunity for public comment on any such motion in accordance with R.S. 42:15.

4.9 Executive Sessions. Pursuant to R.S. 42:16, the Board may hold executive sessions upon an affirmative vote of two-thirds (2/3) of its constituent members present. An executive session shall be limited to matters allowed to be exempted from discussion at open meetings as prescribed by law; however, no final or binding action shall be taken during an executive session. The vote for each member on the question of holding such an executive session and the reason for holding such session shall be recorded and entered into the minutes of the meeting.

4.10 Minutes.

- a) The Board meeting minutes 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 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.
- b) The minutes shall include but need not be limited to:
 - (1) The date, time, and place of the meeting
 - (2) The members of the Board recorded as either present or absent
 - (3) The substance of all matters decided, and, at the request of any member, a record, by individual member, of any votes taken.
 - (4) Any other information that the Board requests be included or reflected in the minutes.
- c) The minutes shall be available to the public within a reasonable amount of time and a copy shall be posted on the Center’s website for at least three months after the posting, unless otherwise provided for under Louisiana Law.

4.11 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.

4.12 Presentation of Materials to the Board. The CEO 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 V

COMMITTEES

- 5.1 **Standing Committees.** The standing committees of the Board shall be Finance Committee, Personnel Committee, and the Grievance/Due Process Committee.
- 5.2 **Finance Committee.** There shall be a Finance committee consisting of the entire Board. The Finance Committee shall consider all financial matters. More specifically, it shall be responsible for working with the CEO to develop a budget for the operation of the Center. The President of the Board shall serve as the Chair of the Finance Committee.
- 5.3 **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 CEO 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 CEO. The Personnel Committee will also lead the hiring process for a new President/CEO. There may be a Special Committee established to give support and feedback for this work, but the Personnel/Hiring Committee will constitute the core representation and recommendation committee to the Board. The Personnel Committee may also take on any other personnel matters the Board may deem appropriate.
- 5.4 **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, classified and unclassified, by personnel. 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.
- 5.5 **Special Committee(s).** As need arises, the Board may create special committees with such function, powers, and authority as the Board 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.
- 5.6 **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 committee, however arising, shall be filled by the President of the Board for the remainder of the term.
- 5.7 **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 IV. 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 VI

AMENDMENT OR REPEAL OF BYLAWS

New Bylaws may be adopted, amended, or repealed at any meeting of the Board by a majority vote of the entire Board. However, no such action shall be taken unless notice of such proposed adoption, amendment, or repeal and a copy of such proposed change(s) was presented at a previous meeting, or unless written notice of the proposed change(s) was served upon each member of the Board at least thirty (30) days in advance of the vote upon such changes; Such notice and delivery may be waived by the approval of two-thirds (2/3) of the entire membership of the Board.

ARTICLE VII

RULES AND REGULATIONS OF THE BOARD

- 7.1 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.”
- 7.2 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 VIII

MISCELLANEOUS

- 8.1 **Capitalized 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.
- 8.2 **Invalid Provisions.** If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.
- 8.3 **Headings.** The Headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.