

Bylaws of the Freret Improvement District

Article 1. Name

The name of the corporation shall be "Freret Improvement District" and shall be known by "Freret Improvement District".

Article 2. Purposes.

This corporation is organized to engage in any lawful activity for which corporations may be formed under the Louisiana non-profit corporation law and not inconsistent with any portion of these Articles. This corporation is organized to do any lawful acts and thing which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation. These bylaws replace and all previous bylaws for the organization.

Article 3. Activities

This corporation is a non-profit organization. No part of the net earnings of the corporation shall inure to the benefit of any individual. The corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No part of the activities shall consist of participating in, or intervening in (including the publishing or distortion of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Article 4. Office

The registered office for the corporation shall be located at 5110 Freret St., New Orleans, Louisiana 70115

Article 5. Members

The membership of the FID will be limited to only those members who are current on payment of all membership dues and considered to be in good standing.

A Member is a property owner, business owner, renter or owner residing within the District at an individual address or parcel. The District is defined by the boundaries of Jefferson Avenue (downtown side) to Napoleon Avenue (uptown side) and S. Claiborne (south side) to Daneel Street (north side).

a. Classes of Membership & Voting Privileges: There shall be one class of membership – Regular Membership. Each member household shall be entitled to two (2) votes and no person, firm, corporation, partnership or any other juridical entity recognized under Louisiana law shall be entitled to hold more than one (1) membership with voting privileges.

b. Dues: Annual Membership Dues shall be payable January 1st of each year.

c. Meetings are a benefit of membership. Quarterly membership meetings will be held on or approximately the 1st or 2nd Wednesday of March, June, September, December.

Article 6. Board of Directors

Section 1. *Powers*: The business and affairs of the corporation shall be managed by the board of directors, and all corporate powers shall be exercised by the board of directors, except as otherwise expressly required by the articles of incorporation, these byways or the law.

Section 2. *Number, Tenure, and Qualifications*: The board of directors of the corporation shall consist of between three (3) and nine (9) members. The directors constituting the initial board of directors shall be as specified in the articles of incorporation and shall serve as directors until their terms expires or until they resign in accordance with Article VI Section 10, are removed from the board in accordance with Article VI Section 9, or are unable to serve for any reason whatsoever. Additional directors up to the limit specified herein may be appointed by act of a majority of the board as constituted prior to the creation of the additional board position. The term of office of each director shall be until the next annual meeting and the election and qualification of his or her successor.

Section 3. *Regular Meetings*: A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting on the third Thursday in August. In the event that this date is a legal holiday, another date may be set by resolution of the board. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principle office of the corporation in the absence of any designation in the resolution.

Section 4. *Special Meetings*: Special meetings of the board of directors may be called by or at the request of any two directors, and shall be held at the principal office of the corporation or at such a other place as the directors may determine.

Section 5. *Notice*: Notice of any special meeting shall be given at lease forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally, or mailed to each director at their business address, active e-mail address or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need to be specified in the notice or waiver of notice of such meetings.

Section 6. *Quorum*: A simple majority of the current board of directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 7. *Provision of Proxy*: A duly authorized proxy shall be deemed to constitute a present member for the purposes of determining the presence of a quorum.

Section 8. *Action without a Meeting*: Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

Section 9. *Removal of Absent Directors*: Directors missing three consecutive regular meetings may be removed by vote of a majority of the remaining directors though less than a quorum of the board of directors.

Section 10. *Voluntary Resignation*: Any Director may resign at any time by notifying the board in writing. Such resignation shall take effect at the time therein specified.

Section 11. *Vacancies*: Any vacancy occurring in the board of directors may be filled by the affirmative vote of the remaining directors through less than a quorum of the board of directors. The nominations are welcome from any source whatsoever and must be voted in by a majority of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 12. *Compensation*: Directors as such shall not receive any stated compensation for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Article 6. Contracts, Loans, Checks and Deposits

Section 1. *Contracts*: The board of directors may authorize any agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific business.

Section 2. *Loan*: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money notes, or other evidences of indebtedness shall be signed by such agent or agents of the corporation and in such a manner as from time to time shall be determined by resolution of the board of directors.

Section 4. *Deposits*: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors shall select.

Article 7. Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

Article 8. Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled such notice, where before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article 9. Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article 4, concerning the board, be substantially altered without the prior approval of two-thirds of the members.

Article 10. Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principle office a record giving the names and addresses of members entitled to vote. All books and records of the corporation my be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

Article 11. Dissolution of Sale of Assets

A two-thirds vote of the members shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the strict court of the parish in which the principal office of the corporation is then located, exclusively for such purpose or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 12: Liability & Indemnification

The board will oversee, audit, direct strategic planning, delegate authority to the membership team and control the well-being of the organization. The organization hereby agrees that board members are exempt and/or otherwise immune from any legal action or proceeding and agrees to indemnify, defend and hold harmless the board members from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability arising out of or related to organization activities, whether caused by or contributed to by the board members, unless caused by the sole negligence of the board member or any other person indemnified herein.

Members of the association and all other parties agree to indemnify, defend and hold the members harmless from and against any and all liabilities, damages, losses, expenses, claims, demands, suits, fines, or judgments that include reasonable attorneys' fees, costs and expenses, incidental thereto, which may be suffered by, accrued against, charges to or recoverable from any customer indemnitee, by reason of any claim arising out of or relating to any act or error or omission, or misconduct of members, directors, agents, employees or subcontractors.

Date Adopted: October 21, 2015

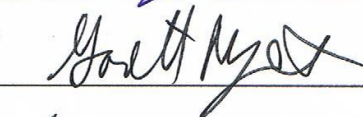
Board Member
Kellie Grengs



Board Member
Om Ingram



Board Member
Garett Majoue



Board Member
Geoff Mitchell



Board Member
Brady Shannon

