

BRA**AA** BATON ROUGE APARTMENT ASSOCIATION *Bylaws*

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ARTICLE I: NAME AND LOCATION

1. **Name.** The name of the Association shall be BATON ROUGE APARTMENT ASSOCIATION, INC., a nonprofit corporation incorporated in Louisiana and qualified under Internal Revenue Code Section 501(c)(6).
2. **Location.** The principal office located in the general Baton Rouge area as the Board of Directors may from time to time select or the business of the Association may require or make desirable.
3. **Affiliation and Geographic Boundaries.** Baton Rouge Apartment Association is an affiliate of the Apartment Association of Louisiana, referred to as AAL, and the National Apartment Association, referred to as NAA, and will from time to time, in a manner consistent in all respects with NAA bylaws, policies and procedures, establish appropriate geographic boundaries defining the service area to be covered by Baton Rouge Apartment Association.

ARTICLE II: OBJECTIVES

1. The objective of the Association shall be to promote and protect the interest of the multifamily and residential rental industry in the greater Baton Rouge area.
2. To advocate and encourage constant improvement of techniques in ownership and management of the multifamily and residential rental industry.
3. To co-operate with other trade associations in all matters relating to the advancement of the multifamily and residential rental industry.
4. Maintain high professional standards and sound business practices among the members of the Baton Rouge Apartment Association.
5. To issue such communications as may be necessary to inform the members, other affiliated groups and the general public of the value of the Baton Rouge Apartment Association.

ARTICLE III: MEMBERSHIP

Membership in the Association shall be open to any persons, firms or corporation who shall:

1. Agree to and abide by the provisions of the By-Laws of the Association, and
2. Fulfill the requirements of at least one of the classifications for membership listed below, and

3. Submit dues and assessments with their application and pay future dues and assessments as determined by the Board of Directors.

Section 1. Classes of Membership

The following classes of membership are:

Owner/Manager Memberships

Owner/Manager Memberships (hereinafter referred to as "Owner/Managers" or "Owner/Manager Members" shall be limited to persons or entities who own, build, develop or manage residential or condominium rental housing properties. Persons or entities desiring to be Owner/Manager members shall submit application to the BRAA Office. The Board of Directors shall further have the right to set forth such additional requirements for memberships as it may determine from time to time. All units managed, either in membership name or another name which is controlled by common ownership or management contract, and which are located in the parishes served by the Association shall be required to be affiliated with the membership and pay the required fees. Base and unit assessment membership fees for the current year of membership shall be due and payable at the time of acceptance of application. Such memberships shall be annually renewed upon payment of the base and per unit fees in accordance with these By-Laws. All Owner/Manager members shall have the same rights and privileges.

Member Property

A Member Property is not a category of membership, but a designation of those properties who are affiliated with an Owner/Manager member and have paid the appropriate unit assessments established by the Board of Directors. A Property may only be considered a member property as long as it maintains its relationship with an Owner/Manager Member. Should the property be sold or transferred from one Owner/Manager Member to another Owner/Manager Member it would continue to be considered a Member Property. If the property transfers from an Owner/Manager Member to another person or entity that is not as Owner/Manager Member, then the property would no longer be considered a Member Property. In this situation, neither the Member Property nor the original Owner/Manager Member will be entitled to a credit or refund of dues or assessments for that year. When an apartment is sold or transfers management to a non-member, the successor to the Owner/Manager member of this organization shall have the right to file an application for membership, and pay dues to be entitled to membership.

Supplier Memberships

Supplier memberships (hereinafter referred to as "Supplier members") shall be available to persons or entities who provide goods or services to the multifamily or residential rental housing industry. Application for Supplier members shall be made to the BRAA Office and pay dues as determined by the Board of Directors. The Board of Directors shall have the

authority to establish such additional requirements for Supplier members as it may determine from time to time.

Section 2. Dues and Term of Memberships

Membership dues for the year shall become due and payable annually in advance on or before January 1st of that year. Any new member who joins after January 1st will pay a pro-rated amount of the dues for their membership in advance. Any member whose dues are in arrears as of January 31st may be suspended and members with outstanding dues as of March 31st will be terminated from membership. Membership dues and other charges and/or assessments shall be at such rates as are established by the Board of Directors. In addition to annual dues, the Board of Directors shall have the power and authority to establish all other dues and/or assessments that might be due or required by the Association.

- a) Owner/Manager Members shall report and pay dues, fees and assessments for all units owned, fee managed or controlled in the parishes served by the Association.
- b) The Board, by a majority vote of the entire Board, may, when special circumstances beyond the Owner/Manager Member's control exist, suspend the requirement of payment of dues, fees and assessments for certain units.

Section 3. Default and Termination of Membership

The following policy shall be enforced for the non-payment of dues and/or accounts receivable:

When any member of any class shall be in default in the payment of dues and/or accounts receivable owed to the Association for a period of sixty (60) days from the date due, that member's membership shall be automatically terminated. If a member's membership is terminated, then all services to all properties affiliated with such member shall also be terminated.

No dues shall be refunded to any member or property whose membership or services are terminated for any reason. Upon the termination of any member's membership in the Association, such member may apply for reinstatement of membership in the Association, provided all dues and/or accounts receivable which are past due shall be paid in full prior to reinstatement. A reinstatement fee may be charged for reinstatement of terminated members.

The Board of Directors by affirmative vote of a majority of the Board may suspend or expel a member for cause after an appropriate hearing. Any member may resign by filing a written resignation with the Association.

ARTICLE IV: DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board of Directors shall consist of ten (10) persons, designated and elected as follows:

- Seven elected directors from the class of Owner/Manager Members. In the election for 2017 Directors, four will be elected to serve a two year term, and three will be elected to serve a one year term.
 - Two elected directors from the class of Supplier Members. In the election for 2017 Directors, one will be elected to serve a two year term, and one will be elected to serve a one year term.
 - Directors from each member class will be elected by a vote of members of that class.
 - Subsequent elections for all directors will be for two year-staggered terms as necessary.
 - The Immediate Past President who will serve for one year.
- a) Members may be placed into nomination for a director position by submitting an application to the Association in accordance with nomination policies established by the Board of Directors.
- b) Each Director shall hold office until a qualified successor shall be elected or until his/her earlier death, resignation, disqualification, incapacity to serve or removal. Any dispute as to the qualification of a Director shall be resolved by a majority of the remaining members of the Board. Any Director may be removed from office at any time, with or without cause, by action of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. A majority of Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.
- c) No Director shall receive compensation for serving on the Board of Directors.
- d) Only members whose financial obligations to the Association are paid in full shall be entitled to vote or serve as an Officer or Director in the Association.
- e) A member organization or firm may not seat more than a single Director at one time. Should an individual serving as a Director or Officer transfer to another member organization which has already seated an Officer or Director as their representative, one of those seats would be considered automatically vacated. Should the transferring Director transfer after the election for which he was elected, but prior to the time of

swearing in of new Directors, then the Director shall not be permitted to be sworn in and shall not take office. In that event, the next eligible candidate receiving the highest number of votes in the immediately preceding election in which the transferring Director was elected shall become the new Director.

- f) Any Director that is no longer employed by a member company will have 1 week to notify the Executive Committee of their change in employment status and will have 45 days to seek new employment. If after 45 days that Director is still not employed by a member company, his/her resignation shall be deemed to have been tendered and accepted. During this time, the Director will retain all rights on the Board.
- g) Any of the Directors, having served two (2) consecutive two-year terms, shall be declared ineligible for one (1) year. Any individual serving as the President-Elect at the conclusion of their term shall not be required to run for re-election to the Board of Directors, and will be temporarily exempted from the term limits defined above as is necessary to fulfill their term as President.
- h) The election of Directors shall be announced at the last membership business meeting of the year.

Section 2. Officers

The elective officers of the Association shall be a President, a President Elect, and a Secretary/Treasurer. The officers shall be elected for a term of two years by the newly elected Board of Directors, in a secret ballot, within 30 days after the election of Directors. Each officer will be elected by the Board. The candidate who obtains the highest number of votes, regardless of whether the candidate obtains a majority, shall be the new officer.

Section 3. Duties of Officers

- a) President. The President shall preside at all meetings of the Association and of its Board of Directors and shall have general charge of the affairs and business of the Association, subject, however, to the control of the Directors. The President shall be an ex-officio and non-voting member of all committees.
- b) President Elect. The President Elect shall hold office for a term of one year, after which time they shall automatically, except for cause, move to the office of President, or until their successor has been duly elected and installed. In the absence, refusal or inability of the President to act, the President Elect shall perform the duties of the President. If for any cause the President Elect shall not be able to act in the absence, refusal or inability of the President to act, the Directors shall have the power to appoint one of their members as acting President, who shall serve until the President or President Elect shall be in a position to resume his duties.

- c) Secretary-Treasurer. The Secretary-Treasurer shall hold office for one year, or until his successor shall have been duly elected and installed. He shall cause a record of all the meetings of the members of the Association to be kept, preserve all of the records of the Board of Directors, and in general perform such other duties as are usually performed by such an officer. The Secretary/Treasurer shall have responsibility to report a statement of income and expenses as compared to the annual budget at each regular meeting of the Board of Directors, and such other times as the Board of Directors may require.

Section 4. Immediate Past President

The immediate Past President shall remain with the Board of Directors for one year after installation of the new President.

The Past-President shall be advisory to the Board and a non-voting member.

Section 5. Vacancies

Any vacancy on the Board shall be filled by appointment by the President, subject to the approval of a majority of the Board of Directors. This appointment shall expire at the end of the term of the vacated Director.

ARTICLE V: MEETINGS

Section 1. Time and Place of Membership Meetings

An annual meeting of the membership shall be held each year, at such time and place to be set by the Board, for the purpose of announcing new Directors and Officers, and for such other business as may come before the Association.

Section 2. Meetings of Directors

- a) The Board of Directors shall meet at least quarterly and designate a regular time and place of meeting.
- b) Absence from two consecutive regular meetings, without previously notifying the Association office, shall be construed as resignation therefrom. Absence from three (3) regular Director Meetings during a calendar year shall be construed as a resignation from the Board of Directors. Meetings missed due to attendance at Apartment Association of Louisiana or National Apartment Association meetings, or due to prior authorized Association business shall not be considered an absence for the purposes of this paragraph. Absence at special called meetings shall not be considered an absence for the purposes of this paragraph.
- c) Meetings of the Board of Directors may be held by means of remote electronic communications system including telephone conference calls or similar communication, provided all persons participating in the meeting can hear and

communicate with each other. Participation in a Board of Directors meeting by such means of communication constitutes presence in person at the meeting except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

- d) Any action to be or that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed or electronically affirmed by the necessary majorities of directors as outlined in these bylaws.

Section 3. Special Membership Meetings

Special meetings of the members and of the Directors may be held at such other times as the President of the Board of Directors may determine. Additionally, special meetings of the members may be called upon the written request of a majority of the members of the Association.

Section 4. Notice

Written or electronic notice addressed to all members at the addresses shown on file of the Association shall be notified at least five (5) days before each membership meeting and any special meeting stating the time and place of the meeting. If a special meeting is called, then notice shall also state the purpose for which the meeting is called. Any meeting of the members or Board of Directors and any action otherwise properly taken at such meeting shall be valid, if notice of the meeting shall be waived before, during or after the meeting by all members or directors, as the case may be, to whom timely notices were not given as provided herein.

Section 5. Quorums

10% of members present at any regular scheduled membership meeting shall constitute a quorum. It shall require a majority vote of the members present at any regular or special meeting to adopt any proposed measure except for the annual election of officers and directors which shall be handled as specified in Article IV Section 2 and Directors are elected via mail or electronic ballot per Article IV Section 1. g. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of five (5) Directors.

Section 6. Voting Rights

Each Owner/Manager and Supplier Member shall be entitled to one (1) vote. If the Owner/Manager Member is a corporation or firm, it is the responsibility of the organization to determine their representative designated to vote on behalf of the organization. Only members in good standing and whose financial obligations to the Association are paid in full shall be entitled to vote.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee

The Executive Committee will be a standing committee of the Association and will be comprised of the Officers of the Board of Directors. The terms of membership of the committee shall be concurrent with the Member's term as an Officer. The primary function of the Executive Committee shall be in an advisory capacity to the Board of Directors. The Executive Committee shall also have the authority to exercise powers of the Board of Directors in between Board Meetings including: those necessary for the proper administration of the Association's business; the authority and responsibility for the day to day operations of the Association; and such further authority as may from time to time be conferred upon by the Board of Directors. Any additional committees shall report to the Board of Directors as necessary. The Executive Committee shall make a report of its activities to each regular meeting of the board of Directors.

Section 2. Other Committees

The President shall appoint such other committees, task forces, and chairpersons, subject to approval by the Board of Directors, as the President may deem necessary. The President shall appoint, by a date set by the Board, a chairperson for the committees whose appointments become effective on January 1st of the following year. In the event of a vacancy in the chair of a committee, the President shall have the authority to appoint a new chair.

Section 3. Product/Service Council

The Supplier Members of the Association shall be members of the Product/Service Council. The senior-serving Supplier Member of Board of Directors shall serve as the Chair of the Product/Service Council.

ARTICLE VII: ADMINISTRATIVE PROVISIONS

The fiscal and elective year of the Association shall be the calendar year ending December 31. All monies of the Association shall be placed in depositories selected by the Board of Directors.

The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association.

ARTICLE VIII: RULES OF ORDER & AMENDMENTS

Section 1. Rules of Order

Roberts Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the association, its Board of Directors and Committees in all instances wherein its provisions do not conflict with these bylaws.

Section 2. Amendments

These By-Laws may be altered or amended at any meeting by a majority vote of the Board of Directors at which a quorum is present, provided that notice of the proposed change(s) shall have been given to the Board of Directors not less than seven (7) days prior to the meeting at which such action is to be taken.

ARTICLE IX: INDEMNIFICATION

The Association shall indemnify and hold harmless each of its directors, officers, staff and each member of any committee appointed pursuant by the By-Laws of the Association, against all contractual and other liabilities to others arising out of contracts made by or other acts of such directors, officers, employees or committee members, on behalf of the Membership, or arising out of their status as directors, officers, employees or committee members.

AMENDMENTS

<u>Approval Date</u>	<u>Description</u>
11/16/2017	Amended Bylaws, Article III, Section 1 titled
11/16/2017	Amended Bylaws, Article IV, Section 2 to remove the requirement that
01/31/2018	Amended Bylaws, Article IV, Section 1(f)
05/24/2018	Amended Bylaws, Article IX, Code of Ethics
	Amended Bylaws, Article IV, Section 3 (b)
	Amended Bylaws, Article IV, Section 3 to add subsection (d)
11/2022	Amended Bylaws, Article IV, Section 1
	Amended Bylaws, Article IV, Section 4

Additional Articles:

Article Y Management

7.1. Association Executive. The association executive of the Corporation may be employed by and serve at the pleasure of the Board of Directors, manage the Corporations day-to-day affairs and perform such other duties as customarily belong to that office or which the Board of Directors or Executive Committee assigns. The association executive shall be an appointed officer of the Corporation without vote.

7.2. Other. The association executive may employ or contract with such other personnel as shall be needed for the proper performance of the business of the Corporation.

Article Y Dissolution

In the event of the dissolution of the Association, after payment of or provision for all liabilities of the Association, all of the assets of the Association shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same or similar purpose for which the Association is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable, educational, scientific or literary purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(c)(3) of the Code or Section 501(c)(6) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable

proceedings brought exclusively for such purposes. No distributions in liquidation of the association shall be paid to any Member, officer or any private individual.