

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 (La. Rev. Stat. §33:9091.14) and shall be known as the Mid City Security District, hereinafter referred to as the MCSD. The official business address is 111 Veterans Blvd., Suite 710, Metairie, LA 70005.

ARTICLE II - PURPOSE

MCSD has been established for the primary object and purpose of promoting and encouraging the security in the area included within the district in the City of New Orleans.

ARTICLE III - COMMISSIONERS AND OFFICERS

A. Commissioners

1. The MCSD shall be governed by a board of 5 Commissioners, each of whom shall have full voting privileges on matters brought before the Board. All Commissioners shall be qualified voters and residents of the district. The 5 Commissioners are appointed as set forth in La. Rev. Stat. §33:9091.14(D), to wit:
2. The Mid-City Neighborhood Organization shall appoint two members. The Parkview Neighborhood Associations shall jointly appoint one member. The two members of the governing authority of the city of New Orleans who are elected from Council District A and B shall each appoint one member.
3. The Commissioners appointed to serve initial terms on the Board, upon creation of MCSD, shall serve three-year terms. Upon the expiration of the three year terms of the initial Board Members, Commissioners will be appointed as follows:
4. The Mid-City Neighborhood Organization shall appoint four members, one of whom shall be from the City Park triangle. The Parkview Neighborhood Association shall appoint one member.
5. One member shall serve an initial term of one year; two shall serve initial terms of two years; and two shall serve a term of three years, as determined by lot at the first meeting of the Board. All Board members may be re-appointed to the Board after expiration of their term.

6. 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 shall be eligible for reappointment.
7. Commissioners shall hold office until their successors are appointed. If the Board determines that a Commissioner is no longer eligible to serve as a Commissioner, such as by failing to be both a resident and qualified voter within the district, or if the Board determines that the Commissioner is not carrying out his or her responsibilities, the Board may request the organization or official that appointed the Commissioner to appoint another person to complete the remaining term of the removed Commissioner.
8. The members of the board shall serve without compensation but shall be reimbursed for reasonable out-of-pocket expenses directly related to the governance of the district.

B. Officers

1. The District officers (“Officers”) shall be elected by the Board at the first Board meeting, each for a one-year term, and until their successors have been elected and have taken office.
2. Officers of the Board shall include Chairman, Vice-Chairman, Secretary-Treasurer be chosen from among the Commissioners.
3. The duties of the offices shall be:

(a) Chairman

The Chairman shall preside at meetings of the Board, shall carry out the resolutions of the Board, shall have all other powers as conferred upon him/her by the Act or other applicable law, and shall have the other duties typically prescribed for the president of a Louisiana non-profit corporation. The Chairman shall have general and active responsibility for the management of the activities of the District, shall be responsible for implementing all orders and resolutions of the Board, and shall oversee and direct the activities of the other Officers of the Corporation. In addition, the Chairman shall have the responsibility for supervising the activities of all hired or contracted personnel. He shall serve as ex-officio member of all committees of the Board of which he is not a member.

(b) Vice Chairman

The Vice Chairman shall preside at District meetings in the absence of the Chairman and shall fill any unexpired term of service in the absence of the Chairman. He or she will exercise the powers of the Chairman during the Chairman's absence or inability or refusal to act and shall have such other power and authority as may be delegated to him or her from time to time by the Chairman or the Board.

(c) Secretary-Treasurer

The Secretary-Treasurer shall have care and custody of 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 Secretary-Treasurer shall be responsible for the compiling of appropriate financial statements in accordance with Louisiana Local Government Budget Act R.S. 39:1301 et seq. and in accordance with other applicable state and local statutes. The financial statement shall reflect all revenue collected and disbursements paid by the District. The Secretary-Treasurer shall also prepare and submit to the Board an annual budget for the operation of the organization. Notwithstanding these provisions, the Board may delegate these duties to a financial or accounting professional, in which case, the Secretary-Treasurer shall oversee the activities of the delegated professional and shall insure that all funds are properly accounted for and properly deposited, that the budget is prepared timely and in accordance with applicable law, and that financial statements are properly prepared and submitted. The Secretary-Treasurer shall also prepare and keep accurate minutes of all meetings of the Board, shall attest to the authenticity of documents and resolutions executed by or adopted for the benefit of the District and shall have charge of the books and records of the District.

4. In case of the absence or disability of any Officer or for any other reason deemed sufficient by a majority of the Board, the Board may delegate such Officer's powers or duties to any other Officer or to any Commissioner for the time being.
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 filled by the Board.
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 by a committee shall be approved by the Board.

C. Responsibilities & Powers

1. The MCSD, through the Board, shall have all powers and duties set forth in La. La. Rev. Stat. §33:9091.14 (E). In addition to and ant in limitation of those 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 of Commissioners have the overall responsibility for the policies, management and administration of the affairs of the MCSD. All Commissioners shall be obliged and committed to representing the total interests and needs of MCSD and shall demonstrate an affirmative obligation to the MCSD with respect to meeting attendance and committee participation.
- (c) The Board may hire personnel or contract for services as necessary to administer the affairs of the MCSD, upon majority vote by the Board.
- (d) The Board may obtain and maintain liability and other insurance as appropriate for the MCSD. The MCSD shall contract for and accept the burden of expense of such insurance.
- (e) The signature of two Commissioners is required on any check payable by MCSD funds. However, this provision notwithstanding, by majority vote of the board, the Board may delegate signatory authority to the professional hired pursuant to Section III (B)(3)(b) of these by laws. However, if such authority is delegated, the signature of one Commissioner will nevertheless be required.
- (f) The board may enter into contracts approved by a majority vote of the Board. 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/tresurer of the board. The monies, funds, and accounts of the district shall be in the official custody of the Board.

D. Indemnification

1. Indemnification and Exculpation. Each Commissioner and Officer shall be

entitled to the exculpation from liability and to indemnification by the District to the extent set forth in the Act.

2. Right to Indemnification. Without limiting the extent of the indemnification provided for in the Act, each Commissioner or Officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or 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 or Officer of the District or is or was serving at the request of the District (including any person who has not been duly elected or appointed) (the “Indemnitee”), whether the basis of such Proceeding is alleged action in an official capacity as a Commissioner, Officer, employee or agent or in any other capacity, including personal capacity, while serving 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 hereafter be amended (but, 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 the District to provide prior to such amendment), against any and all expenses, liability and loss (including attorneys’ 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 paid by the District for expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that 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 an undertaking in a form satisfactory to counsel for the District, by or on behalf of such Indemnitee, to repay all amounts so advanced if it should be ultimately determined that such 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, if applicable, R. S 42:4.1 et seq., relative to open meetings.
- B. Each year the Board shall meet a minimum of once per quarter, and by majority vote of the Commissioners, may meet more frequently as needed. 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 not less than 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. A majority of the members of the Board then appointed and holding office 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, a quorum being present, shall be required to decide any question upon which the Board takes action. Commissioners must be present to vote.

- C. In addition to the regular meetings, special meetings may be called by the Chairman, Vice-Chairman or by the request of at least three Commissioners and must also provide at least 48 hours prior written notice to the Commissioners.
- D. Unless otherwise waived by the Board, once a year the Board will make a presentation on the state of the District. The date and location of the presentation is at the discretion of the Board.
- E. The rights conferred herein on any person shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, by-law, contract or other agreement, or otherwise.

ARTICLE V – ORDER OF BUSINESS

- A. The order of business of meetings of the Board, whether they be regular or special, shall be as follows:
 - 1. Roll call
 - 2. Approval of minutes of preceding meeting
 - 3. Report of officers
 - 4. Other reports
 - 5. Old business
 - 6. New business
 - 7. Public questions/comments
- B. Agendas of the meetings shall include the date, time and place of the meeting, provided that upon approval of two-thirds of the Commissioners present at a meeting, the Board may take up a matter not on the agenda.
- C. Any public questions/comments may be limited in time upon a vote of the members of the Board.

ARTICLE VI - FISCAL YEAR

Subject to statute, the fiscal year of the MCSD shall begin on the 1st day in January in each year.

ARTICLE VII -AMENDMENTS OF BY LAWS

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 forgoing is a true and correct copy of the bylaws duly and legally adopted by the Board of Commissioners of the Garden District Security District, after due notice, and that said bylaws have not been rescinded, modified or recalled, and are in full force and effect.

WITNESS my signature on this ____ day of _____, 2010.
