

**BYLAWS OF
FAUBOURG ST. JOHN NEIGHBORHOOD ASSOCIATION, INCORPORATED
REVISED SEPTEMBER, 2010**

**ARTICLE I
NAME OF THE ASSOCIATION**

The name of this association is the Faubourg Saint John Neighborhood Association, ("FSJNA"). FSJNA is established in accordance with section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
PURPOSE STATEMENT**

The purpose of the FSJNA is to provide a neighborhood forum for discussion and resolution of any and all matters, policies, and decisions affecting the members of the Faubourg St. John community and neighborhood (the "FSJ"), as well as the character and livability of the FSJ. The FSJNA shall provide an open process by which all members of the FSJ community may involve themselves in the affairs of the neighborhood. As needed, the FSJNA shall advocate for the residents of FSJ, and function as liaison between the community and commercial interests, the City of New Orleans, area events and initiatives, and other community groups.

**ARTICLE III
PHYSICAL BOUNDARIES**

The FSJ neighborhood is generally regarded as bounded by Fortin Street, Onzaga Street, North Broad Street, Orleans Avenue, North Carrollton Avenue, Esplanade Ave, Moss St, Parkview Place, the eastern boundary of the St. Louis Cemetery, St. Vincent Street, Leda Court, thence again to Fortin Street.

**ARTICLE IV
GOVERNING BODY**

Section 1 Definition and Eligibility of the Governing Body.

- a) The governing body of the FSJNA is defined as follows: The Officers shall be President, Vice President, Secretary and Treasurer. The Executive Board shall be composed of not less than 11 and not more than 17 members of the FSJNA, including the 4 Officers.
- b) Executive Board members must be fulltime residents within the boundaries of the FSJ.
- c) The Officers shall be members of the current Executive Board and shall be elected annually at the time of the election of the Executive Board.

Section 2 Terms of Office

- a) The terms of office for Officers and Executive Board members shall be 1 calendar year. General elections shall take place at the December annual membership meeting and the term of office shall begin on the following January 1.
- b) The Officers of the FSJNA shall hold office until their successors are elected and qualified in their stead.

Section 3 Duties and Powers of the Officers

- a) President:
The President shall be the chief executive officer of the FSJNA; he/she shall prepare the agenda for, and preside at all meetings of the General Membership and the Executive Board. At his / her discretion, the President may appoint a surrogate chairperson to preside over any individual meeting. A draft agenda shall be posted on the FSJNA website at least 3 business days prior to any scheduled meeting. The President shall have general and active management of the business of the FSJNA, and shall see that all orders and resolutions of the Executive Board and of the General Membership are carried into effect. The President is responsible for the conformance of the Association to the Articles of Incorporation and By-Laws. He/she shall appoint an Executive Board member or Advisory Board (as defined in Article V) to be a chairperson for each standing committee.
- b) Vice-President:
In the absence of the President, his/her duties shall devolve upon the Vice-President. The Vice-President shall have the responsibility of the supervision of all committees, subject to the consent of the President and the approval of the Executive Board.
- c) Secretary:
The Secretary shall take minutes of all Executive Board, General Membership, and Nomination and Election meetings, and shall provide for such minutes at subsequent Executive Board meetings for approval of the Executive Board. He/she shall give or cause to be given, notice of all meetings of the FSJNA General Membership and of the Executive Board, and shall perform such other duties as may be prescribed by the Executive Board under whose supervision he/she shall be.
- d) Treasurer:
The Treasurer shall have charge of all funds of the FSJNA and of the disbursements under the direction of the Executive Board. He/she shall keep a record of all monies received and paid out, making a report of same to the Executive Board and to the General Membership at each regular meeting thereof, and whenever requested to do so. The Treasurer shall maintain an up-to-date list (including names and addresses) of currently active Officers, Executive Board Members, Advisory Board Members, and General Members.

Section 4 Duties and Powers of the Executive Board

The Executive Board shall:

- a) Be charged with the management of all of the affairs of the FSJNA, and as such it shall act in the best interest of Faubourg St. John.
- b) Establish a yearly plan of priority issues and projects for the FSJNA.
- c) Inform the General Membership and solicit their opinions on any pertinent issues in the neighborhood.
- d) Have access to all documents and communications regarding FSJNA business only during their current term of office, and only in furtherance of FSJNA business.
- e) Make decisions and represent the interests of the FSJNA on all matters for which it is impractical to present to the General Membership in advance. All material actions shall be reported to the General Membership at the next regular Executive Board and General Membership meetings.
- f) Implement decisions of the General Membership, and recommendations of the Committees that have been adopted by the Executive Board.

- g) Prepare FSJNA statements as approved by the Executive Board, and present these to the appropriate city agencies as needed for zoning, land use, ABO license and other relevant issues as required by those city agencies.
- h) Authorize the expenditure of FSJNA funds for operating expenses.
- i) Each Executive Board member shall serve on at least serve one committee during their term of office.
- j) In the case of the absence of any Officer of the FSJNA, or for any other reason that the Executive Board may deem sufficient, the Executive Board may delegate, for the time being, the powers or duties of such Officer to any other Officer, or to any individual provided a majority of the entire Executive Board concurs therein.
- k) In addition to the powers and authorities of these By-Laws expressly conferred upon it, the Executive Board may exercise all such powers of the FSJNA and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by By-Laws directed or required to be exercised or done by the General Membership.
- l) For the purposes of conducting the business of the FSJNA in the intervals between the meetings of the Executive Board, the President, the Vice-President, the Secretary, and the Treasurer shall act with full authority subject to the approval of the Executive Board at the next duly regularly scheduled meeting of the Executive Board.

Section 5 Vacancies of Office

A vacancy of an Executive Board member, other than the President, may be filled by appointment by the President, providing two-thirds of the Executive Board members present vote to concur. General Membership shall be advised of this action.

Section 6 Removal and Resignation of Officers and Executive Board Members

- a) Resignation of any Executive Board member shall be in writing to the President.
- b) Any Executive Board member may be removed at any time upon the recommendation of a majority of the whole of the Executive Board and a two-thirds vote of the General Membership in attendance at a General Membership meeting provided a quorum is present as outlined in Article X.
- c) Upon the vote of a majority of the Executive Board, three consecutive absences from Executive Board meetings shall be deemed a resignation.

**ARTICLE V
ADVISORY BOARD**

Section 1 Definition and Eligibility of the Advisory Board

- a) The Advisory Board of the FSJNA (the “Advisory Board”) shall be composed of up to 15 members, and shall not include FSJNA Executive Board members currently serving.
- b) The Advisory Board is intended to enhance the efficacy of the Executive Board by preserving institutional knowledge and providing counsel as needed on issues facing the Executive Board.
- c) Eligibility to serve on the Advisory Board is not limited to members of the General Membership.

Section 2 Selection of Advisory Board and Terms of Office

- a) The Advisory Board shall be elected by a majority vote of the outgoing Executive Board members.

- b) The outgoing Executive Board shall convene for this purpose prior to the beginning of the new fiscal year, but subsequent to the December election meeting.
- c) Advisory Board members must consent to serve.
- d) The terms of office for Advisory Board members shall be one calendar year.

Section 3 Duties and Powers of the Advisory Board

- a) Advisory Board members are non-voting members whose duty it is to inform and advise the Executive Board and General Membership when requested and as needed.
- b) Advisory Board members shall have access to all documents and communications circulated to and for the Executive Board, only during their term of office.
- c) Advisory Board members are encouraged but not required to attend Executive Board and General Membership meetings.

Section 4 Vacancies of Office

The mid-term vacancy of an Advisory Board member is not required to be filled, but may be filled by appointment by the current President, providing the new appointee consents and two-thirds of the Executive Board members vote to concur. The General Membership shall be advised of this action.

**ARTICLE VI
GENERAL MEMBERSHIP**

Section 1 Specifications and Eligibility

General Membership in the FSJNA (“General Membership”) is voluntary and open to all persons of at least 18 years of age who either reside within the physical boundaries of the FSJ, or own / operate a business or property within the FSJ boundaries.

Section 2 Dues and Classifications

- a) General Membership in the FSJNA shall consist of the following types; any one individual may have only one class of membership:

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| <i>Individual Membership</i> | an individual member shall have 1 vote |
| <i>Household Membership</i> | consisting of up to 2 adults at 1 residence, a household membership shall have up to 2 votes |
| <i>Non-resident Property Owner</i> | Individuals who own property within FSJNA but who reside outside of the FSJNA boundaries may be members but will be limited to 1 vote regardless of the extent of property owned. |
| <i>Commercial Membership</i> | available for the owner <i>or</i> operator of a business within the FSJNA boundaries, a commercial membership shall have 1 vote |

- b) Dues for each type of membership shall be reviewed annually and adjusted as needed by the Executive Board.
- c) The annual term for memberships is based upon the calendar year; all dues are up for renewal on January 1 of each year. Renewal must be paid in full prior to March 1 or the member is no longer active.
- d) New memberships that are paid in the last quarter of the year (Oct - Dec), will remain in effect for the entire following year.

Section 3 Non-Discrimination

In determining its membership, as well as its policies, recommendations or actions, the FSJNA will not discriminate against individuals or groups on the basis of actual or perceived race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation.

Section 4 Powers and Rights of Membership.

- a) Active members of the FSJNA have the right to participate in Committees, vote at General Membership meetings, and participate in the election of the Executive Board.
- b) The ultimate power of the FSJNA shall reside in the hands of the General Membership. The General Membership shall have the power to ratify or reject any actions or resolutions adopted by the Executive Board and Officers. Ratification of actions or resolutions of the Executive Board and Officers by the General Membership is presumed unless expressly rejected by means of a vote by the General Membership, as provided herein below.
- c) The General Membership shall have the power to reject any actions or resolutions adopted by the Executive Board and Officers by a two-thirds vote of the eligible, voting membership present at the next consecutive General Membership meeting, or at a specially called meeting following the said action or resolution.

Section 5 Termination of Membership

All classes of General Membership may be terminated under any of the following circumstances:

- a) Nonpayment of dues.
- b) Voluntary written statement of withdrawal.

ARTICLE VII CONFLICTS OF INTEREST

Section 1 Definitions

- a) Interested Person: Any member of the Executive Board, Advisory Board, or an FSJNA Committee and any FSJNA member with governing board delegated powers, who has a direct or indirect financial or material interest as defined below, is an interested person.
- b) Financial or Material Interest: A financial or material interest is not necessarily a conflict of interest. A person who has a financial or material interest has a conflict of interest only if the Executive Board determines that a conflict of interest exists. Some examples of a financial or material interest are if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the FSJNA has a transaction or arrangement
 - ii. A compensation arrangement with the FSJNA or with any entity or individual with which the FSJNA has a transaction or arrangement
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the FSJNA is negotiating a transaction or arrangement
 - iv. Any other interest whereby that person stands to achieve a personal benefit or gain
- c) Compensation: Direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 2 Procedures

- a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or material interest and be given the opportunity to disclose all material facts to the Executive Board and members of Committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial or material interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board, Committee or General Membership meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the Executive Board, Committee, or General Membership meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Executive Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Executive Board shall determine whether the FSJNA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Executive Board members whether the transaction or arrangement is in the FSJNA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - v. All discussion, disclosure, and decisions regarding the above shall be recorded in the minutes.

Section 3 Violations of the Conflicts of Interest Policy

- a) If a member of the Executive Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, they are obliged to inform the member and the Executive Board of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and upon further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Compensation

- a) A voting member of the Executive Board who receives direct or indirect compensation from the FSJNA for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any Committee whose jurisdiction includes compensation matters and who receives direct or indirect compensation for services from the FSJNA is precluded from voting on matters pertaining to that member's compensation.
- c) The preclusions outlined in this Article do not prohibit any voting member of the Executive Board or any Committee whose jurisdiction includes compensation matters and who receives

direct or indirect compensation from the FSJNA from providing information to any Committee regarding compensation.

Section 5 Annual Statements

Each member of the Executive Board, Advisory Board, and FSJNA Committees and any FSJNA member with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the FSJNA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VIII
INDEMNIFICATION**

FSJNA shall indemnify and hold harmless each Executive Board member now or hereafter serving the FSJNA from and against any and all claims and liabilities to which he/she may be or become subject by reason of his/her now or hereafter becoming or having heretofore been an Executive Board member or officer of the FSJNA and/or by reason of his/her alleged acts or omissions as such Executive Board member, whether or not he/she continues to be such Executive Board member at the time when any such claims or liability is asserted, and shall reimburse each such Executive Board member for all legal expenses reasonably incurred by him/her in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Executive Board, whether or not he/she continues to be such Executive Board member at the time such expenses are incurred; provided, however, that no Executive Board member shall be indemnified against any claim or liability arising out of his/her own gross negligence or willful misconduct or shall be reimbursed for any expenses incurred in defending any or all such claims or liability or settling the same unless in the judgment of the Executive Board members of the FSJNA against whom such claim or liability is asserted has not been guilty of gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any Executive Board member may be entitled as a matter of law.

**ARTICLE IX
COMMITTEES**

Section 1 Standing Committees

At the first Executive Board meeting of the fiscal year the President shall appoint an Executive Board member to be the chairperson for each standing committee, and these appointees shall serve until a new President assumes office.

The Standing Committees include but are not limited to:

- Zoning Committee
- Events/Fundraising Committee
- Membership Outreach Committee
- Public Safety Committee
- Nomination Committee

Section 2 Special Committees

In addition to the standing committees, special committees may be established by a majority vote of the Executive Board or by the President.

Section 3 Eligibility for Committees

Participation in FSJNA committees is open to the General Membership.

Section 4 Committee Reporting

The chairperson of each committee shall make a report to the Executive Board or General Membership at each regular meeting. Contents of these reports shall be captured in the minutes of each meeting and made available to the General Membership.

ARTICLE X MEETINGS

Section 1 Schedule and Notice of Executive Board Meetings

- a) Regular meetings of the Executive Board shall be held monthly at such time and place as the members of the Board may determine; the time and place will be announced at least one week prior to each meeting.
- b) Special meetings of the Executive Board may be announced by the President on five days notice to each Executive Board member, either personally or by mail or e-mail. At the written request of a majority of the Executive Board special meetings of the Executive Board shall be called by the President or the Secretary in like manner.
- c) Executive Board meetings, regular and special, shall be open to the General Membership and general public.
- d) General Membership and the general public shall be notified of Executive Board Meetings by information posted on FSJNA website not less than five days prior to the meeting.

Section 2 Schedule and Notice of Election and General Membership Meetings

- a) The General Membership of the FSJNA shall meet a minimum of four times per year, once each in the months of March, June, September, and December, as called by the Executive Board.
- b) The Annual Election meeting of the FSJNA shall be held at the last scheduled General Membership meeting of the current year, which shall be in December. Written notice of the annual meeting shall be mailed or delivered to each member entitled to vote at such address as appears on the membership roster of the FSJNA, at least two weeks prior to the meeting.
- c) Special meetings of the General Membership may be called, for any purpose, by the President or Vice-President and may be called by the President or Secretary at the written request of the majority of the Executive Board, or at the written request of 25% of the General Membership entitled to vote as of 15 days prior to such request. Such requests shall state the purpose or purposes of the proposed meeting.
- d) General Membership and the general public shall be notified of General Membership Meetings by posting on FSJNA website not less than five days prior to the meeting.
- e) Business transacted at all special meetings of the General Membership shall be confined to the objectives stated in or germane to the call.

Section 3 Procedures and Participation in FSJNA Meetings and Activities

- a) A meeting may be called to order without a quorum present, however voting may not occur until a quorum is present.
 - 1. A majority of the sitting Executive Board shall constitute a quorum for all regular and special Executive Board meetings.
 - 2. 10% of general membership shall constitute a quorum for all General Membership meetings.
- b) The FSJNA does not require the use of Roberts Rules of Order in conducting its business. However, the general principles embodied in Roberts Rules are acknowledged as valuable to conducting orderly and productive meetings.
- c) The Executive Board and General Membership meetings shall follow the agenda as presented by the President. The order of business shall be, as far as applicable and practical, as follows:
 - 1. The President states procedures for the meeting, as outlined in e) and f) below
 - 2. Resolutions and actions taken by the Executive Board
 - 3. Reports of committees
 - 4. Unfinished business
 - 5. New business
- d) At any meeting of the General Membership, every member having the right to vote shall be entitled to vote in person. The right to vote shall be determined according to the membership roster as of 15 days prior to the meeting at which the vote is taken. The number of votes each membership classification is allowed is outlined in Article VI.
- e) The General Membership and the Executive and Advisory Board members shall behave in a courteous and respectful manner at all FSJNA meetings and other activities. The FSJNA may impose sanctions up to and including expulsion from the meeting or activity for violations of this section.
- f) A member wishing to participate in an FSJNA meeting shall raise their hand and respectfully address the presiding officer, who will recognize participants as time on the agenda allows.
- g) Proxy voting is not allowed at any time.

ARTICLE XI NOMINATIONS AND ELECTIONS

Section 1 Election Meeting

Elections will be conducted at the annual meeting of the General Membership in the month of December, pursuant to Article X.

Section 2 Eligibility for Office

Officer and Executive Board member eligibility is set forth in Article IV.

Section 3 Nominations

- a) The President shall appoint a nomination committee which shall include at least four Executive Board members in September. The committee shall name the persons recommended for the various Executive Board positions and shall present its recommendations in writing or by e-mail to the Executive Board prior to the October Executive Board meeting.
- b) Candidates chosen by the nomination committee will be presented to the General Membership at the October Executive Board meeting. Nominations from the General Membership will be accepted during this meeting and also during the November Executive Board meeting. A roster

of nominees will be presented to the General Membership a minimum of 15 days prior to the December election meeting. This process does not exclude nominations from the floor at the December General Membership election meeting.

Section 4 Election Procedure

- a) Only members of the General Membership in good standing with current dues paid shall be eligible to vote. The right to vote shall be determined according to the membership roster as of 15 days prior to the meeting at which the vote is taken. The number of votes each membership classification is allowed is outlined in Article VI.
- b) A complete list of the names of members entitled to vote at the annual election, arranged in alphabetical order, shall be prepared by the Treasurer and be available where the election is to be held and shall be open to examination by any FSJNA member.
- c) Voting will be by secret ballot at the December election meeting from among the eligible members in attendance. Proxy voting shall not be allowed. The election of the Officers and Executive Board shall be by popular vote. A run-off vote will be taken in the event of a tie for any of the Officer positions. Run off procedures will also apply in the event that there is not a clear plurality of votes to fill each Executive Board position. Runoff elections will occur at the January Executive Board meeting; if a 10% quorum of the General Membership is not present at the January meeting, the Executive Board will resolve by vote.
- d) Two members of the nomination committee, along with two members of General Membership shall together count ballots and certify results. The President shall appoint these four individuals and shall oversee the counting of the ballots.

ARTICLE XII GRIEVANCE PROCEDURES

The General Membership and Executive Board are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 1 Eligibility and Process to File a Grievance

Any active member of the FSJNA who believes that a decision, action, or policy of the FSJNA has violated the Bylaws or other binding documents of the organization, may file a grievance to the Executive Board. Grievances must be submitted in writing to any Officer of the Board, within 45 days of the alleged violation.

Section 2 Complaint Receipt and Procedures

Any Officer receiving a properly submitted grievance shall immediately forward said notice to the entire Executive Board. Within seven calendar days of receipt of the grievance, the President of the Board shall appoint a Grievance Committee, comprised of five persons, as follows: two current Board members (the Board President shall be excluded from this committee), and three other persons, regardless of FSJNA membership status. The Grievance Committee shall, within 10 calendar days from its receipt of the complaint, set a date and location that is acceptable to the complainant to hear the complaint. Notice must be provided to the General Membership as well as the complainant at least seven calendar days in advance of the hearing. The Grievance Committee's consideration of the complaint shall be open to the public and the findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.

Section 3 Final Resolution

Within 30 calendar days of the hearing, the Grievance Committee shall make a determination on the complaint and notify the complainant in writing of their determination. Determinations shall be non-compensatory. These determinations shall be reported to the Executive Board and the General Membership at the next scheduled meeting.

**ARTICLE XIII
FISCAL POLICIES**

Section 1 The Fiscal Year

The fiscal year of the FSJNA shall begin on January 1 of each calendar year and extend through December 31.

Section 2 Bank Accounts

The Treasurer shall establish and maintain bank accounts. The Executive Board may authorize transfers to and from checking accounts to an interest bearing savings account. The signatures of the President or the Treasurer, and one other Officer shall be required on all checks.

Section 3 Types of Funds

Funds of the FSJNA shall be classified as either General Funds or Project Funds.

- a) General funds may be used for any purpose authorized by the Executive Board or the membership which is not inconsistent with the purpose of the organization.
- b) Project funds will be separately accounted for, and will be used only for the purpose stated in the request for funds. If project funds in excess of those required to complete the project are collected, they will, upon completion of the project, be returned on a pro-rata basis unless the amount due any source is less than \$10.00 in which case the amount due that source shall be transferred to the general fund.

Section 4 Authorization of Expenditures

Officers and Committee Chairs may expend funds not to exceed \$100 for items required for committee use with the approval of the President of the Board. Expenditures of over \$100 to further the objectives of the FSJNA may be authorized by a majority of the Executive Board at an Executive Board meeting or by a majority of the General Membership present at a General Membership meeting. No expenditure shall be authorized which exceeds the current balance as reported by the Treasurer less prior commitments.

Section 5 General Integrity

No FSJNA funds, gains, profits or dividends may accumulate for the personal benefit of any member of FSJNA, its Executive or Advisory Board Members or Officers, or be distributed to any of them for their personal use.

ARTICLE XIV AMENDMENTS

Section 1 Revisions to Bylaws

These bylaws may be altered, amended, or repealed by the 2/3 vote of the General Membership present at any regular or special General Membership meeting called for that purpose, provided a quorum is present as outlined in Article X.

Section 2 Policies and Procedures

The Executive Board may adopt policies and procedures in addition to these bylaws. Provided that a quorum is present as outlined in Article X, policies and procedures adopted by a 2/3 vote of the quorum of the Executive Board at a regular Executive Board meeting shall be followed as the official regulations of FSJNA unless and until they are amended or rescinded by a subsequent 2/3 vote of the Executive Board at a regular Executive Board meeting.