

**BYLAWS OF**  
**GREYSTONE HOMEOWNERS ASSOCIATION, INC.**

**PURPOSE**

**Section 1. Purpose.** The purpose for which this non-profit Association is formed is to oversee the enforcement of the restrictions and maintenance of the subdivision common properties known as Greystone Homeowners Association, INC. situated in the Parish of Ascension, State of Louisiana, which Properties include First and Second Filings of Greystone Subdivision.

**OFFICERS**

**Section 1. Officers.** The officers of this Association shall be a President, Secretary, and Treasurer. The persons serving as officers may be elected to the Board of Directors. Two or more offices may be combined in one person. The duties of the several officers who may be elected by the membership or by the Board of Directors at the first meeting following election at the annual meeting shall be as follows:

**President:** The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have all the general powers and duties which are usually vested in the office of president of a homeowners association, including, but not limited to, the power to appoint committees from among the owners to assist in the administration of the affairs of the Association.

**Secretary:** The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association. The Secretary shall have charge of such books and papers as the Board of Directors may direct; and shall, in general, perform all the duties incident to the office of the Secretary. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of members and their last known address as shown on the records of the Association. Such lists shall show each member's name and the number of members. Such list shall be open to inspection by members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours by appointment.

**Treasurer:** The Treasurer shall have charge of all funds of the Association and of their disbursement under the direction of the Board of Directors. He shall keep a record of all monies received and paid out, and make a report of the same to the Board of Directors at each regular meeting thereof and whenever requested to do so. He shall also have the authority, with the President, to sign all checks, drafts and notes on behalf of the Association. Two officers shall be required to sign all association checks unless the management of funds are by a duly insured property management company which shall have the authority to deposit dues, assessments, and disburse funds, but who shall rendered a report not less than quarterly to the Treasurer. The Board need not appoint a Vice President or a Treasurer; if either or both are not appointed, those functions shall be discharged by the Secretary.

**Section 2. Term.** The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be

removed at any time with or without cause by the affirmative vote or approval in writing of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote or approval in writing of a majority of the Board of Directors. The position so filled shall be held until the next schedule election.

**Section 3. Powers.** In the case of the absence of any officer of the Association other than the President, or for any other reason that the Board may deem sufficient as to any officer other than the President, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the entire Board concurs therein.

## **POWERS OF BOARD OF DIRECTORS**

**Section 1. Board.** The direction, management, and administration of this corporation shall be vested in a Board of Directors. Until Developer's control is terminated, the Developer shall appoint initial directors who shall serve until such time as the power of appointment is relinquished or terminated and their successors appointed, elected or until removed from office by the Developer, whichever comes first. The Board of Directors shall consist of at least three (3) directors, but may be five (5), seven (7), or nine (9) directors as determined by the Board of Directors or membership for the coming year at the annual meeting. The Board of Directors shall not be allowed to contain multiple members from a single subdivision household.

**Section 2. Powers.** The Board of Directors shall be charged with the management of all of the affairs of the Association, and shall have those powers and privileges given to the Association as set forth in the Restrictions along with the Association's Articles of Incorporation any amendments thereto.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as the directors shall determine. Special meetings of the Board may be called by the President or Vice President on ten (10) days notice to each director, either personally or by mail; special meetings shall be called by the President or Secretary in like manner pursuant to receiving a written request for such from at least two directors. Immediately following the adjournment of the annual meeting of the members of the Association, the newly-elected directors shall hold a meeting for the purpose of organization and the transaction of any other business or setting the first regular meeting of the newly elected Board of Directors. Written waivers of the ten (10) day notice may be attached to the minutes of any meeting.

**Section 4. Special Meetings.** Any action of the Board may be had between its regular meetings upon the consent or approval in writing of a majority of the whole Board after notice to the entire board of not less than 24 hours, or written waivers of notice signed by the directors and made part of the minutes of the meeting.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum of the Board.

**Section 6. Term.** The directors shall serve for a term of one year, except for the initial directors, or until the next annual meeting of the members, or until their successors shall have been duly elected and qualified.

**Section 7. Participation.** Directors of the Association may participate in any Director's meeting by means of conference telephone or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 4. Vote.** At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy as authorized by the provisions of the Louisiana Nonprofit Corporation Law. Voting shall be limited to members who are current on their dues received by the Association before or at the annual meeting. An owner who is current with all dues and assessments shall be entitled to one vote per lot owned for the election of directors and other matters considered by the general membership at the annual or special meeting of the membership. Any lot owned by multiple owners shall designate the person who is entitled to vote for that lot to the secretary prior to the annual or special meeting.

**Section 5. Notice.** Written notice to every owner of the annual meeting or any special meeting with the agenda set forth, of the membership shall be mailed, postage prepaid, or by designated email address on file with the Secretary of the Association at least thirty (30) days before such meeting, to the address of each owners of a Lot in the Subdivision. The notice for any special meeting shall state the purpose of the meeting. All meetings of the members of the Association may, however, be called without notice, by a written waiver of the right to such notice by every person entitled thereto. Every owner by the purchase of a lot in Greystone Subdivision shall be required to maintain a current address with the Secretary of the Association for notice purposes. Notices sent to the last address on file, and in absence of such address to the municipal address of the lot shall constitute proper notice of any meeting.

**Section 6. Quorum.** A quorum for any meeting of the membership following the Notice to all the owners as set forth herein shall be those in attendance in person or by proxy at any meeting.

**Section 7. Order.** At all meetings of members, the order of business shall be, as far as applicable and practicable, as follows:

- (1) Organization;
- (2) Proof of notice of meeting or of waivers thereof (the certificate of the Secretary of the Association, or the affidavit of any other person who mailed the notice or caused the same to be mailed, being proof of service of notice by mail);
- (3) Submission by Secretary or by inspectors, if any shall have been elected or appointed, of list of members entitled to vote, present in person or by proxy;
- (4) If an annual meeting, or a meeting called for that purpose, reading of unapproved minutes of preceding meetings, and action thereon;
- (5) Reports;
- (6) If at a meeting called for that purpose, the election of directors;
- (7) Unfinished business;
- (8) New business;
- (9) Adjournment.

**Section 8. Special Meetings.** Special meetings of the members of the Association may be called at any time by the President, or on the request in writing to the President, of a majority of the Board of Directors. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, shall be called by the President or Secretary at the request in writing of members owning twenty (20%) percent of the Lots in the Greystone Community. Such request shall state the purpose or purposes of the proposed meeting, and business transacted at all special meetings shall be confined to the objects stated in the call.

## **MEMBERSHIP**

**Section 1. Membership.** The members of this Association shall consist of all record owners of any lot in the Greystone Subdivision in Ascension Parish.

**Section 2. Vote.** Each owner of a lot in the Greystone Subdivision shall have one vote for each lot owned in accordance with the Bylaws and all members shall have equal rights and privileges, provided, however in no event shall there be more than one vote per Lot, except as may be otherwise provided for in the Bylaws concerning voting rights of the Developer. No member shall have preemptive rights. A member may vote personally or by proxy appointed in writing.

**Section 3. Rights.** Members shall have the voting rights set forth in the Articles of the Association, subject to Article "MEMBER MEETINGS" Section 4 of these By-Laws but which voting rights may be suspended by the Board of Directors for non-payment of dues and assessments.

## **CHECKS**

**Section 1.** The Board of Directors shall be authorized to open such checking, savings, and other accounts as necessary to conduct the financial situations of the corporation. All checks, drafts and notes of the Association shall be signed by the President and the Treasurer, or by any two officers or other persons as the Board of Directors may from time to time delegate. A treasurer's report shall be rendered to the Board of Directors on a quarterly basis and shall be rendered by the treasurer at the annual meeting of the general membership.

## **AMENDMENTS**

**Section 1. Association Amendment.** These Bylaws may be altered, amended, modified in whole or in part by two thirds of the Board of Directors at a meeting duly constituted for such purpose for which notices with all the proposed changes were sent to all directors not less than thirty (30) days in advance of such meeting. In no event shall Bylaws be amended to conflict with the Restrictions. In the event of a conflict between the Bylaws and the Restrictions, the Restrictions shall control.