

**THE GREATER OAK HILLS CIVIC ASSOCIATION
CORPORATE BY-LAWS
Amended March 19, 2019**

BE IT KNOWN, that on this day, April 16, 2019 at a meeting of the Board of Directors of the Greater Oak Hills Civic Association (hereafter Corporation), the following By-Laws for the operation of the Corporation were amended and approved by majority of the Board members of said Corporation, to-wit:

Objective and Purpose: The objective and purpose for which this Corporation is organized is to preserve the character and integrity of Oak Hills Place, Oak Hills Park and Oak Hills Three Subdivisions as single-family dwelling subdivisions and/or residential areas. The Corporation shall serve the needs of its members by funding of beautification and improvements for the overall betterment and security and safety of the Corporation's members.

SECTION 1: OFFICERS AND DUTIES

Officers of the Corporation: The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Election of Officers: The President and Vice-President shall be elected by the Members of the Corporation, and shall hold office until their successors are chosen by the Members and qualify to fill the office. No officer shall hold more than one office. The Secretary and Treasurer shall be appointed by the Board at the first meeting following the annual Member meeting and will serve at the pleasure of the Board.

Duties: The duties of the officers are as follows:

(1) President: The President shall be the chief executive officer of the Corporation and should be elected from the current Board of Directors. He/She shall preside at all meetings of the Members and at all meetings of the Board of Directors. They shall have general powers and duties of supervision and management of the Corporation in accordance with the Articles of Incorporation, the By-Laws and all orders and resolutions of the Corporation, subject to specific authorization or approval by majority vote of the Members of the Corporation. The President shall have the authority to enter into or update existing contracts with individuals or entities, private or public, for the provision of services/supplies necessary to achieve the objectives outlined in the budget. The President shall be responsible for filing the annual report with the Secretary of State if required and shall maintain all corporate records. The President shall serve no more than three consecutive years in office.

(2) Vice-President: In general, the Vice-President shall serve as the assistant to the President, assisting the President as required and as directed by the President in these duties. In the absence of the President, the Vice-President shall assume the duties and responsibilities of the President. The Vice-President shall assume the duties of the President if the President is unable to complete his/her term until the next Member or Special meeting

is called for an election or term expires. The Vice-President shall assist in notifying the membership of the regular and special meetings.

(3) Secretary: The Secretary will be appointed by the Board of Directors, and be responsible to attend all meetings of the Board of Directors and the Member meetings. The Secretary shall keep minutes of the meetings. The Secretary shall provide the minutes of the last meeting to the Board of Directors a week prior to the next scheduled Board or General meeting for their review for additions/deletions or approval as provided. Upon approval, the Corporation's website shall be the official repository of minutes. The Secretary shall maintain attendance records of all Officers and Board members. The Secretary shall issue notices of all meetings and assist the President in preparing an agenda.

(4) Treasurer: The Treasurer will be appointed by the Board of Directors and will be required to have financial experience as approved by the Board of Directors. The Treasurer shall receive all funds of the Corporation and shall disburse funds in accordance with the determination of the members of the Corporation. The Treasurer shall keep records of all money received and disbursed. The Board shall be updated at each Board meeting on the financial status of the Corporation. The Treasurer will also provide a status report to the Members at each Member meeting. The Treasurer shall maintain a current financial report and ensure compliance with all State and Federal regulations regarding nonprofit corporations and shall be responsible for filing state and federal tax returns, if required.

SECTION 2: BOARD MEMBERS

The Board of Directors shall consist of the Officers and Board members of the Corporation. The Board Members shall consist of a minimum of five (5) but no more than seven (7) members, all of which must be Members of the Corporation, and elected by majority vote of the Members present at the annual meeting. Vacancies on the Board may be filled by appointment of the Board, and such appointee serves until replaced (for the remainder of the unexpired term in the manner of the original appointment); or the appointment confirmed by a majority vote of the Members present at a special election called for that purpose. All terms of office for the Board are for three (3) years.

SECTION 3: BOARD OF DIRECTORS

COMPOSITION:

The Board of Directors shall consist of the Officers and Board members of the Corporation. The term "Board" referenced in this document shall refer to the entire Board of Directors, which comprises the Officers as well as the Board members of the Corporation.

DUTIES AND POWERS:

- (1) The Board of Directors are charged with the management of all affairs of the Corporation subject to the approval by majority vote of the Members present at any annual Member or special meeting.

- (2) The Board shall work with the Committee Chairs and shall make recommendations on any proposed Board action.
- (3) Proper notice concerning the purpose of the Member meeting(s) must be given to the Members.
- (4) The Board of Directors shall work with the Committee Chairs and prepare a budget to be presented to the Members at the Member meeting.
- (5) The Board of Directors shall further be authorized to expend from time to time, after proper Notice given of said proposed expenditure prior to a scheduled Board meeting and with the approval of a majority of Board members at said meeting, an amount not to exceed two thousand five hundred dollars (\$2,500.00).
- (6) The members of the Board shall serve without compensation.

An Officer or Board member shall be removed from the Board by the Board for any one of the following causes:

1. Absence from four of twelve consecutive meetings without contacting the President or his/her designee without a satisfactory explanation.
2. Receipt of a letter of a resignation from the officer/member.
3. Non-payment of annual dues by March 31 of any calendar year; or
4. Moving out of Oak Hills Place, Oak Hills Park or Oak Hills Three Subdivisions.
5. If a Board member is unable to meet their obligation, the President shall appoint a new Board member until such time as a Board member can be elected by the membership at the next Member or Special meeting or term expires.

BOARD OF DIRECTORS MEETINGS:

Regular meetings of the Board of Directors may be held at any place that the Board of Directors may designate. Unless the meetings are arranged on a regularly scheduled basis by the Board, written notice of all meetings shall be given to each Board member and Committee Chairs at least three (3) days prior to the meeting.

The agenda shall be prepared by the President from issues presented to the President by individual Board/Committee members or through Corporation Members. The agenda shall be prioritized utilizing the following criteria:

1. Urgency of issue at hand.
2. Time allotted for meeting.
3. Capability of Board to make recommendations on a specific problem.
4. Whether Board members have sufficient knowledge of facts and background information to review the issue presented.

Each issue presented for consideration by the Board should be accompanied by adequate background information. The agenda and informational materials should be forwarded to the Board members in advance of scheduled or called meetings, if possible. Only agenda items will be considered unless a non-agenda item is added by consent of all Board members present.

The presence in person of more than one-half (1/2) of Board members shall constitute a quorum necessary to conduct business. Each Board member shall be entitled to one vote.

All orders, motions, or resolutions shall be made and approved by a majority of a quorum of Board members. The By-Laws of the Corporation may be altered, amended or repealed by the affirmative majority vote of the Board Members present at a meeting called for that purpose. All votes shall be recorded by the Secretary or President and kept as part of the corporate records.

RULES: The rules contained in Robert's Revised Rules of Order shall govern the Corporation in cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Corporation.

SECTION 4: COMMITTEES

The following are regular standing committees, with other committees created from time to time. The committees are to be comprised of voluntary Members. Committee Chairs shall be approved and serve at the pleasure of the Board members. They may serve until their successors are appointed, unable to perform their duties, or until the Officers and Board members dissolve the Committee. A Board member may serve as Committee Chair(s); however, he/she shall be entitled to only one vote on the Corporation's Board.

1. Membership
2. Safety/Security Liaison
3. Beautification
4. Welcoming
5. Website Coordinator
6. Federation of Civic Associations
7. Block Captain Coordinators
8. Nominations

SECTION 5: MEMBER SECTION

MEMBER MEETINGS:

The term "Member" used throughout these By-Laws shall refer to those "Full Members" who:

- (1) Own a lot in the specified subdivisions;
- (2) Have paid their dues for the specified calendar year; and
- (3) Have equal voting powers, with one vote per lot.

QUORUM:

The presence in person of more than thirty (30) members qualified to vote at a properly noticed Meeting shall constitute a quorum necessary for holding either a Member Meeting or Special Meeting and conducting business and/or holding votes therein.

MEMBERS MEETINGS:

Member meetings shall be held a minimum of one (1) time a year. The meeting may be held in the Spring at any place designated by the Board. Each Member shall be notified by written notice, flyer, phone tree announcement, website posting or by posted signs at the subdivision entrances in advance of the meeting, specifying the time, place and purpose of the meeting. Election of officers and approval of budget shall be held at a Member meeting.

SPECIAL MEETINGS:

Special meetings may be called by the Board of Directors at any time that the need arises. In all cases the Members must be notified by either written notice, flyer, phone tree announcement, website, or by posted signs at the subdivision entrances, in advance of the meeting, of the time, place and purpose of the meeting. In the event of a zoning change or other action by the Planning Commission or City Council which requires immediate action by the Corporation, a Special meeting may be held on twenty-four-hour notice to the Members by announcement on website, phone tree, message boards or posted signs at the subdivision entrances. Any notice of Special meeting with proposed action calling for the expenditure of more than \$2,500.00 by the Corporation, not addressed in the Member meeting(s) or budget, shall require at least a two week notice by posting said notice on the website of the Corporation unless an emergency situation exists. If an emergency situation exists, the Board must provide the Members with an accounting of all expenditures as soon as possible on the website. An emergency may be defined as jeopardy to health, life or safety. (i.e. water leaks, electrical issues, downed trees, etc.)

VOTING:

At any meeting of the Members, each Member having the right to vote shall be entitled to vote in person or by proxy. Each Member shall have one (1) vote for each lot owned in the subdivision. All results of voting shall be recorded by the Secretary in the minutes of the meeting and results published on the Corporation's website.

A resident's membership will be verified for determination of that resident's voting rights.

A proxy shall be valid only for the particular meeting designated thereon. To be valid, a proxy must be executed by a member on the designated proxy form in accordance with the procedures posted on the Corporation's website.

No Member present at a Member meeting shall be entitled to cast more than two proxy votes on behalf of other Members.

MEMBERSHIP:

Membership shall be on a calendar year. Only those Members who are current in payment of dues shall be eligible to vote. Payment of dues entitles a Member voting rights at a Member meeting for the calendar year in which they have paid dues. When the term "Member(s)" is used in these By-Laws, it shall mean "Full Members" who own a lot located

in the specified subdivisions and who have full voting powers. Classes of membership are defined as follows:

1) A Full Member is defined as:

A person or persons who/whom own a lot residing in Oak Hills Place, Oak Hills Park or Oaks Hills Three subdivisions. Each household shall be entitled to one vote for each lot owned and subject to the payment of dues. In the event that a lot is owned by more than one person, there will only be one vote per lot.

2) An Associate Member is defined as follows:

All persons who/whom residing in Oak Hills Place, Oak Hills Park or Oaks Hills Three subdivisions have the right to become a Member of the Corporation. Associate members shall not have any voting powers and shall not hold office.

SECTION 6: ORDER OF BUSINESS: The Order of Business at the Member Meetings.

The agenda shall be prepared by the President from issues presented to the President by individual Board and Committee members and through Corporation Members. The agenda shall be prioritized utilizing the following criteria:

1. Urgency of issue at hand.
2. Time allotted for meeting.
3. Capability of Board to make recommendations on a specific problem.
4. Whether Members are presented facts and background information in advance to review the issue presented.

Each issue presented for consideration by the Board should be accompanied by adequate background information. The agenda and informational materials should be available to Members in advance of scheduled or Special meetings, if possible. Only agenda items will be considered unless all agenda items have been covered and points 1-4 above have been complied with.

Member Meetings schedule may be as follows:

1. Call the Meeting to Order
2. Statement of the Purpose of the Meeting
3. Correct and/or Approval of Minutes of the Last Meeting
4. Reports of Officers and Committees
5. President's agenda
6. Questions and Answers

RULES: The rules contained in Robert's Revised Rules of Order shall govern the Corporation in cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Corporation.

SECTION 7: ELECTIONS

The Nominating Committee shall report its recommendations for the Board of Directors to the membership by written notice, flyer, website posting, or announcement prior to the meeting. Additional nominations may be received from the floor or otherwise communicated to the Nominating Committee. The membership shall vote on each eligible Officer/Board Member at the annual Member meeting in accordance with the By-Laws.

SECTION 8: SIGNING OF CHECKS AND FINANCIAL REPORTS

The Treasurer shall be authorized to open a checking account and issue checks as necessary to conduct the financial operations of the Corporation. The Treasurer is authorized to pay all budgeted invoice activities and shall report those payments on a monthly financial report approved by the Board. Those non-budgeted expenses exceeding five hundred dollars (\$500.00) require the signature of two officer/board members and those under five hundred dollars (\$500.00) only require the signature of the Treasurer. The Treasurer shall furnish a written financial report to the Board of Directors as requested, at each board meeting and to the Members at all Member meetings.

SECTION 9: DUES

The membership dues are set by the Board. Membership shall be on a calendar year. Only those members who are current in payment of dues shall be eligible to vote. Dues are to be collected each year and must be paid prior to or at a Member meeting. Dues, which can include special assessments, can be increased upon majority vote of the Board members present at a Board meeting.

The Membership Chair shall maintain a record of membership. Payment of dues constitutes membership and entitles a member voting rights at Member meeting(s) for the calendar year in which they have paid dues. Members who have not paid dues shall not be entitled to vote until dues are paid for that calendar year.

The Board is authorized to use the proceeds of the dues to provide for the beautification of the subdivisions' public spaces and to encourage beautification of private spaces; to provide for security and safety; and to encourage a community environment for our members.

SECTION 10: PROHIBITED ACTS

Nothing in these By-Laws shall be construed to allow or empower any member, officer, board of director or committee chairperson to act in violation of any local, state or federal statutes, regulations, ordinances, and rules.

CERTIFICATION OF BY-LAWS

I, _____, do hereby certify that I am the duly elected President of Greater Oak Hills Civic Association a nonprofit corporation licensed to and doing business in the State of Louisiana, and that the foregoing By-Laws were amended by the Board of Directors of the Corporation at a meeting held for that purpose on the April 19, 2019, in Baton Rouge, Louisiana, at which meeting the majority of the Board Members present voted in favor thereof, and that these By-Laws have not been modified or rescinded, and that they are still in full force and effect.