

BY-LAWS

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

THE SAVANNAHS HOMEOWNERS'
ASSOCIATION, INC.

PARISH OF ST. TAMMANY

THE SAVANNAHS HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), a non-profit Louisiana corporation, formed under the laws of the State of Louisiana, having for its purpose the governing of a particular subdivision property known as The Savannahs Subdivision, does, through its Board of Directors, hereby adopt the following set of By-Laws which shall assist in governing the Association and The Savannahs Subdivision property.


All present and/or future owners, lessees, invitees, tenants and/or occupants of The Savannahs Subdivision property as more fully set out in the Declaration of Covenants, Conditions, and Restrictions of the Savannahs Subdivision, as supplemented and/or amended and recorded in the official records of St. Tammany Parish, Louisiana ("the Declaration"), or any other individual who may use the facilities or come upon The Savannahs Subdivision property in any manner, are subject to the provisions set forth in these By-Laws, the Articles of Incorporation of the Association and the Declaration recorded in the official records of St. Tammany Parish, Louisiana. The ownership, rental, occupancy or presence of any individual, firm, person or corporation, on subdivision property, including common areas, will signify and constitute notification and acceptance of these By-Laws, the Articles of Incorporation, the Declaration and any rules and regulations of the Association by such owner, occupant, tenant, employee, invitee or any other person.

Article I.
OFFICE

The principal office of the Association and mailing address shall be located at 826 Union Street, Suite 200, New Orleans, Louisiana 70112, or such other place or places as the Board of Directors of the Association may designate.

Article II.
MEMBERS AND MEMBERSHIP MEETINGS

1. All meetings of the members of the Association shall take place at a location within St. Tammany Parish to be designated by the Board of Directors in the notice of the meeting.
2. An annual meeting of the members shall be held in the month of June of each year for the purpose of transacting such business as may be properly brought before the meeting of the members.

STATE OF LOUISIANA PARISH OF ST TAMMANY
MELISSA R. HENRY CLERK OF COURT
I certify that this instrument was filed and recorded
May 29 20 18 at 12:53P M
INST. # 2112 089 of the official records

DEPUTY CLERK

Connie Turner, Deputy Clerk

3. Special meetings of the members, for any purpose, may be called by the President of the Association or the Board of Directors and shall be called by the President upon receipt of a written request by members holding in the aggregate at least one-third (1/3) of the total voting power of the Association.

4. Notice of all membership meetings, stating the time and place and the purpose for which the meeting is called, shall be given by the President or Secretary. Such notices shall be in writing to each owner at his or her address as it appears on the books of the Association and shall be mailed not less than ten (10) days, nor more than sixty (60) days, prior to the date of the meeting. Proof of such mailing may be given by affidavit or in the signed minutes of the meetings.

5. The presence, in person or by written proxy, of the holders of at least twenty-five (25%) percent of the total voting power shall constitute a quorum.

6. When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall vote on and decide any issues brought for a vote at the meeting, unless the issue is one upon which by express provision of law, the Articles of Incorporation, the Declaration and/or these By-Laws a different vote is required, in which case such express provision shall govern and control the decision on such issue.

7. In any meeting of members, each member (whether such member be a firm, person, corporation, trust or other legal entity) of the Association shall be entitled to one (1) vote for each lot owned by such member. However, there shall be only one (1) vote for each lot to which such membership is appurtenant, and the vote shall be cast in accordance with these By-Laws. If a lot is owned by one person, his or her right to vote shall be established by the record title of his or her lot. If a lot is owned by more than one person, said owners shall collectively be entitled to cast only one vote in connection with their ownership of said lot. The ownership of a lot may, by written authorization, cast the vote for all of the record owners of the lot, which written authorization shall be filed with the Secretary of the Association. If the lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by the president or vice-president and attested by the secretary or assistant secretary of such corporation and filed with the Secretary of the Association. The certificate shall be valid until revoked or until there is a change in the ownership of the lot concerned. If the lot is owned by a partnership, the person entitled to cast the vote for the lot shall be the person or persons who would be entitled to convey title to real estate under the terms of the partnership agreement. Evidence of authority to represent the partnership shall be filed with the Secretary of the Association prior to voting. A certificate designating the person entitled to cast the vote may be cast in person or by written proxy. Proxies may be made by any person entitled to vote. Proxies shall be valid only for the particular meeting designated and must be filed with the Secretary before the voting to which such proxy pertains.

8. The order of business at annual membership meetings and as far as practical at all other membership meetings shall be as follows:

- A. Certifying proxies or other authority to cast votes by the Secretary, if applicable;
- B. Proof of notice of meeting or waiver of notice;

- C. Reading and disposal of the minutes of the preceding membership meetings;
- D. Reports of Directors and/or Officers;
- E. Reports of committees;
- F. Announcement of the election of Directors, if applicable;
- G. Unfinished business;
- H. New business; and
- I. Adjournment.

9. Whenever, by any provision of law, the Declaration, the Articles of Incorporation, these By-Laws, and/or the rules and regulations of The Savannahs Subdivision, the affirmative vote of members is required to authorize or constitute action by the Association, the written consent of those necessary to decide the particular issue shall be sufficient for the purpose, without necessity for a meeting of the members.

Article III. **DIRECTORS**

1. All rights, duties and powers of the Association shall reside in and be exercised by a Board of Directors consisting of between three (3) and nine (9) members. The Directors shall be elected as provided for in these By-Laws. Each member of the Board of Directors shall be a lot owner. In the event of a corporation or limited liability company ownership, the member representative shall be an Officer or designated agent of the corporation or limited liability company. In the event of a partnership, the member representative shall be a partner or designated agent of the partnership. Elected Directors must be in good standing, with no outstanding amounts presently due to the Association and with no present violations of the Declaration. A Director may not be an employee of the Association.

2. Election of Directors.

A. Election of Directors shall be conducted by a nominating and voting-by-ballot process to be determined by the Board of Directors, with the results of same to be announced at the annual membership meeting. Each Director elected shall serve a term of two (2) years. The election shall be by a plurality of the votes cast, each person voting being entitled to cast his or her votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting (i.e., no person voting may cast more than one vote for any particular individual running for Director).

B. Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the Board of Directors by majority vote of the Board of Directors.

C. In the event that a Director does not or otherwise fails to perform his or her duties or obligations, is negligent in his or her acts or omissions, or commits a criminal act, such

Director may be removed by a majority vote of the remaining Directors of the Board of Directors. The vacancy in the Board of Directors so created may be filled by a majority vote of the remaining Directors of the Board of Directors.

3. Directors' Meetings.

A. The organization meeting of a newly-elected or partially newly-elected Board of Directors shall be held within forty-five (45) days of the annual membership meeting, on such date and at such place and time as shall be fixed by the President or Secretary.

B. Regular meetings of the Board of Directors may be held, from time to time, on such dates and at such times and places as shall be fixed by the President or Secretary. Notice of regular meetings shall be given to each Director, personally or by mail, telephone, telefax or e-mail, at least three (3) days prior to the date of such meeting, unless such notice is waived, which notice shall state the time, place and purpose of the meeting.

C. Special meetings of the Board of Directors may be called by the President, and must be called by the Secretary at the written request of at least one-third (1/3) of the votes of the Board of Directors. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone, telefax or e-mail, which notice shall state the time, place and purpose of the meeting.

D. Any Director may waive notice of the meeting before, during or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

E. Any Director may vote at any Directors' meeting in person or by written proxy given to any other member of the Board of Directors. A majority of the Directors present, either in person or by proxy, shall constitute a quorum, and such a quorum shall be necessary and sufficient to consider any question that may come before any meeting of the Board of Directors, unless otherwise provided in the Declaration or in these By-Laws. Actions approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided by these By-Laws, the Articles of Incorporation, the Declaration and any rules and regulations of the Association.

F. The presiding Officer at the Board of Directors' meetings shall be the President if such an Officer has been elected, and if none, then the Directors present shall designate one of their number to preside.

G. Any action which may otherwise be taken at a meeting of the Board of Directors, or at a meeting of any committee, may be taken by a consent in writing, approved by a majority of the members of the Board of Directors or by a majority of the members of the committee, as the case may be, filed with or recorded in the records of proceedings of the Board or committee.

4. All of the powers and duties of the Association existing under law and in accordance with these By-Laws, the Articles of Incorporation, the Declaration and any rules and regulations of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, however, subject to the approval of the members of the Association when such is specifically required.

Article IV.
OFFICERS

1. The Board of Directors shall elect or appoint a President, Vice-President, Secretary, Treasurer and such other Officers as the Board of Directors may deem necessary. The Officers shall administer the Association's affairs and shall serve at the pleasure of the Board of Directors. The Officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified to serve, or until removed from office.

2. Officers need not be members of the Association. However, those Officers who are members of the Association must be members in good standing, with no outstanding amounts presently due to the Association and with no present violations of the Declaration.

3. In the event that an Officer does not or otherwise fails to perform his or her duties or obligations, is negligent in his or her acts or omissions, or commits a criminal act, such Officer may be removed by a majority vote of the Board of Directors. The vacancy in the particular office so created may be filled by a majority vote of the Board of Directors.

4. Any person may hold two offices, except that the President shall not also be the Secretary or Treasurer. The Board of Directors may from time to time elect such other Officers and designate their powers and duties as the Board may find to be required to manage the affairs of the Association.

5. The President shall be the chief executive officer of the Association. He or she shall have all of the powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to assist in the conduct of the affairs of the Association and to preside over the member meetings.

6. The Vice-President shall have such powers and shall perform such duties as shall be assigned to him or her by the Directors or by the President. In addition, he or she shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

7. The Secretary shall keep the minute book wherein the resolutions of all proceedings of the Directors and the members shall be recorded. He or she shall attend to the giving and serving of all notices to the members and Directors and any other notices required by law, these By-Laws, the Declaration and/or the Articles of Incorporation. He or she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the Directors or the President.

8. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He or she shall keep the financial books and records of the Association in accordance with good accounting practices, and he or she shall perform all other duties incident to the office of treasurer of an association. Notwithstanding the foregoing, the Board of Directors, at its discretion, may retain the services of a certified public accountant to perform some or all of the functions of the Treasurer.

Article V.
INDEMNIFICATION

Each Director and each Officer of the Association is indemnified by the Association against all liabilities and expenses, including attorneys' fees and court costs, reasonably incurred or imposed upon said Director or Officer in connection with the performance of their duties or in connection with any proceeding in which said Director or Officer may become involved, by reason of being or having been a Director or Officer of the Association, or any settlement thereof, regardless of whether the Director or Officer is a Director or Officer at the time such liabilities and expenses are incurred, unless the Director or Officer is adjudged guilty of willful malfeasance in the performance of his or her duties. In the case of a settlement, the indemnifications provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement. The above right of indemnification is not exclusive of all other rights to which the Directors and Officers may be entitled to under the law.

Article VI.
COMMITTEES

1. The Board of Directors may appoint committees from among the members and designate committee chairpersons.

2. The Architectural Review Committee shall be governed by the applicable provisions in the Declaration. Members of the Architectural Review Committee shall be appointed by the Board of Directors.

3. All committees shall keep the Board timely informed as to all material actions taken by the committees. No approval by the Board of Directors of any action properly taken by a committee is required.

4. If the Board of Directors fails to designate the chairperson of a committee, the members of the committee shall designate a temporary chairperson from among themselves. Each committee shall meet as needed, at such times as it shall determine, and at any time on call of the chairperson. A majority of a committee constitutes a quorum, and the committee may take action either by vote of a majority of the members present at any meeting at which there is a quorum or by written concurrence of a majority of the members. Unless otherwise provided for in the Declaration, the Board of Directors has the power to change the members of any committee at any time, to fill vacancies, and to discharge any committee at any time. Each committee must provide the Treasurer with information needed to prepare the annual budget. Committees shall not enter into any verbal or written contracts, including the hiring of employees, and have no authority to bind the Association. Committees shall not have checking or bank accounts.

Article VII.
FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

1. Assessment Roll: An assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owner or owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due on assessments.

2. Budget: The Board of Directors shall adopt a budget for each fiscal year, which begins July 1. The budget shall contain the estimated Common Expenses (which may include such reserve accounts as the Board of Directors may in its discretion establish) for the upcoming fiscal year, as specifically listed in Article I, Section 12 of the Declaration. The budget shall also set forth the number of lots included under the budget expenses.

3. The Board of Directors shall provide the owners with copies of the proposed budget and the proposed assessments at or before the annual membership meeting preceding the start of the July 1 fiscal year.

4. The Board of Directors is empowered to increase or decrease the owners' assessments on an as-needed basis in order to adequately meet the operating costs of the Association. A majority vote by the current Board of Directors is required to enact a documented adjustment in assessments.

5. The depository of the Association shall be such bank or banks as designated from time to time by the Board of Directors and in which the moneys of the Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by persons as are authorized by Board of Directors.

Article VIII.
RULES AND REGULATIONS

1. The Board of Directors may in its discretion, and shall at the direction of members holding two-thirds (2/3) of the total votes of the Association, adopt or amend reasonable rules and regulations concerning the details of operation and use of the Association's property, including but not necessarily limited to the maintenance, conservation and beautification of the Association's property and for the health, comfort, safety and general welfare of the members of the Association.

2. Written notice of the adoption or amendment of such rules and regulations and a copy thereof shall be furnished to each owner prior to their effective date, and a copy of the current rules and regulations applicable to the Association shall be maintained at all times in the records of the Association. Posting the adoption or amendment of such rules and regulations on the Association's website shall constitute sufficient written notice having been furnished to each owner.

Article IX.
NOTICES

1. Any notice required by the Declaration, Articles of Incorporation or By-Laws of the Association or by law to be given in writing by: (a) any lot owner to another lot owner; (b) to the Association or its Board of Directors by any lot owner, member or other person or entity;

or (c) to any lot owner, member or other person or entity by the Association or its Board of Directors shall be deemed sufficient if delivered personally or deposited in the United States mail. All proof of mailing shall be by the affidavit of the person mailing, and the affidavit shall be prima facia proof that notice has been given. Any notice to the Association or Board of Directors shall be addressed to the registered office of the Association, as filed with the Louisiana Secretary of State. Any notice to any lot owner, member or other person or entity shall be addressed to the last known address of such lot owner, member or other person or entity as such address appears in the records of the Association.

2. A written waiver of any required notice, executed by the person or persons entitled to such notice, whether executed before or after the required time for the notice, shall be deemed equivalent to the required notice.

Article X.
PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Declaration, Articles of Incorporation or these By-Laws or with the laws of the State of Louisiana.

Article XI.
AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. An amendment to the By-Laws may be proposed by the Board of Directors or by any member of the Association. However, the Directors shall have the power to make, amend or repeal the By-Laws of the Association at any regular or special meeting of the Directors, which need not be called for the express purpose of making, amending or repealing the By-Laws, and which may be called, convened and conducted without any notice to the Board members of the purpose of the meeting, subject always to the power of a majority of the voting members of the Association to change the action of the Directors.

2. An amendment when adopted as set forth in Section 1 of this Article above shall become effective only after a copy of the same, certified by the President and Secretary as having been duly adopted, is properly recorded with the Clerk of Court of St. Tammany Parish, Louisiana.

3. The By-Laws may be amended by a majority vote of the Board of Directors.

4. No amendment to the By-Laws shall discriminate against any lot owner or against any lot or class or group of lots unless the lot owner so affected shall consent.

5. No amendment to these By-Laws shall operate to change any lot owner's share of the total expenses of the Association or to change the voting rights of its members, unless the record owner of the lot concerned shall join in the execution of the amendment.

Article XII.
ARBITRATION

Any dispute between or among the owners arising out of the administration of the subdivision property may be resolved by arbitration, as follows:

1. Any question or issue in controversy other than the payment of any assessments, fines, late fees, etc. required to be paid to the Association, arising between two or more owners or between one or more owners and the Association or the Board of Directors concerning the administration and management of The Savannahs Subdivision may be resolved by arbitration if all of the parties agree in writing.

2. For controversies involving two parties, each party shall select an individual to act as an arbitrator, and said arbitrators shall, in turn, mutually select a third individual, and the matter or matters in dispute shall be submitted to the three (3) arbitrators for arbitration. For controversies involving more than two parties, the dispute shall be arbitrated by a single impartial arbitrator.


3. Any procedural disputes for which the parties are unable to resolve among themselves will be resolved in accordance with the appropriate rules adopted by the American Arbitration association.

4. The decision of the arbitrator(s) shall be final and binding on all of the parties to the arbitration, and judgment may be entered thereon. The decision of the arbitrator(s) shall be in writing and certified to be correct by each arbitrator before a Notary Public. A copy thereof shall be delivered to each party to the controversy and to the Secretary for filing in the records of the Association.

5. All costs of any such arbitration shall be borne equally by the parties involved, provided that if the decision of the arbitrator(s) is entirely against one party, that party shall be solely responsible for all costs of said arbitration. In the event that any party fails to comply with the decision of the arbitrator(s), the party against whom the award is enforced shall pay all costs and expenses, including attorneys' fees, incurred to defend or enforce the decision.

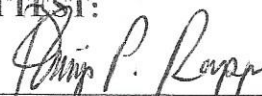
I, Bob Stephens, Secretary of The Savannahs Homeowners Association, Inc., herein referred to as the Association, do hereby certify that the above and foregoing is a true and correct copy of the By-Laws of the Association properly and duly adopted by the Board of Directors of the Association in accordance with the Articles of Incorporation and in accordance with law on the 24 day of May, 2018.

Dated this 24 day of May, 2018.



Bob Stephens, Secretary

ATTEST:



Philip P. Rapp, President