

BY-LAWS OF MAPLEWOOD ESTATES HOMEOWNER ASSOCIATION, INC.

ARTICLE I.

OFFICERS

Section 1 The officers and Board of Directors of MAPLEWOOD ESTATES HOMEOWNER ASSOCIATION, INC. shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may combine the offices of Secretary and Treasurer in a single person, in which case this person shall be referred to as the Secretary-Treasurer of the corporation.

The officers shall be elected annually by the Owners at the annual meeting of Owners.

The service of the officers and Board of Directors shall be voluntary. The duties of the officers shall be as follows:

President: The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Owners and directors and have general and active management of the business of the corporation.

Vice-President: In the absence of the President, his duties shall devolve upon the Vice-President.

Secretary: The Secretary shall give notice of and attend all meetings of the Board of Directors and all meetings of the Owners and shall keep minutes of all proceedings and records of all votes. He shall have custody of the corporate seal, if any.

Treasurer: The Treasurer shall have charge of all funds of the Corporation and of its disbursements under the direction of the Board of Directors and shall keep records of all receipts and disbursements.

Section 2: The Board may appoint such other officers and agents as it shall deem necessary, and fix their terms, duties and powers.

Section 3: The officers of the Corporation shall hold office until their successors are elected and qualify in their stead. If any office becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the Board of Directors for the interim term and until the Annual Meeting occurs when the Owners elect new officers.

Section 4: In the event that an officer is absent or disabled for a prolonged period, or for any other reason that the Board may deem sufficient, the Board may by majority vote

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Section 4: In the event that an officer is absent or disabled for a prolonged period, or for any other reason that the Board may deem sufficient, the Board may by majority vote delegate any of the powers or duties of such office to any other officer or director.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1: The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of the Maplewood Estates Homeowner

Association, and may exercise all powers of the Corporation, except as otherwise provided by law or in the articles of incorporation.

Section 2: One annual meeting and other regular meetings of the Board of Directors shall be held at such time, frequency, and place as the directors may determine. Notice of any special meeting shall not be required to be given to any director who attends such a meeting without protesting prior thereto or at its commencement the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 3: Indemnity. The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the Corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the Corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted. The Corporation shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him 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 Board of Directors, whether or not he continues to be such director or officer at the time such expenses are incurred. Provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct, nor shall he be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless, in the judgment of the directors of the Corporation, the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which a director or officer may be entitled as a matter of law.

Section 4: Removal. Any director may be removed for cause at any time by the affirmative vote of Owners holding at least a majority of the outstanding interest at a special meeting of the Owners called for that purpose, and may be removed for cause by

hereafter being or having heretofore been a director or officer of the Corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted. The Corporation shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him 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 Board of Directors, whether or not he continues to be such director or officer at the time such expenses are incurred. Provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct, nor shall he be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless, in the judgment of the directors of the Corporation, the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which a director or officer may be entitled as a matter of law.

Section 4: Removal. Any director may be removed for cause at any time by the affirmative vote of Owners holding at least a majority of the outstanding interest at a special meeting of the Owners called for that purpose, and may be removed for cause by action of the Board.

Section 5: Telephone Meeting. The Board of Directors may meet by telephone conference call or similar means of communication, as set forth in R.S. 12:81C(10).

### ARTICLE III

### COMMITTEES

Section 1: The President may appoint such committees as he deems necessary, subject to the approval of the Board of Directors.

Section 2: The chairman of each committee shall make a written report to the Board of Directors whenever requested by the Board.

#### ARTICLE IV

##### OWNERS MEETINGS

Section 1: The annual meeting of the Owners shall be held at a location designated by the Board of Directors on the first Sunday in February or if such date is a legal holiday, the first date thereafter that is not a legal holiday.

Section 2: Special meetings of the Corporation may be called at any time by the President, or at the request, in writing to the President, of a majority of the Board of Directors.

Section 3: Immediately following the adjournment of the annual meeting of the Owners, the newly-elected directors shall meet at the same location.

Section 4: Not less than five days prior to any meeting of the Corporation, a notice of such meeting shall be mailed to each Owner at his last known post office address. The notice for any special meeting shall state the purpose of the meeting. Such notice may be waived in writing.

Section 5: At any meeting of the Owners, each lot located in Maplewood Estates shall have one vote as more fully provided in the Act of Restrictions. Owners may vote by written proxy, as provided by R.S. 12:75C.

#### ARTICLE V

##### AMENDMENTS

These by-laws may be altered or amended or repealed by majority vote of the Owners. No change in the time or place for the election of directors shall be made within sixty days preceding the day on which such election is to be held, and that in case of any change of such time or place, notice thereof shall be given to each Owner by letter mailed to his last known post office address, at least twenty days before the election is held.

If any term or provision of these by-laws or any application thereof shall be invalid or unenforceable, the remainder of these by-laws or any other application of such term or provision shall not be affected thereby.

THUS DONE AND ADOPTED March 26, 2015.

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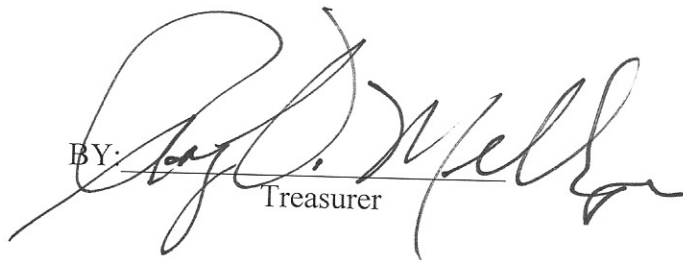
THUS DONE AND ADOPTED March 26, 2015.

MAPLEWOOD ESTATES HOMEOWNER ASSOCIATION, INC.

BY:   
President

BY:   
Secretary

BY:

  
Treasurer

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