

WOODLANDS' HOMEOWNERS ASSOCIATION
BYLAWS
Approved July 15, 2020

ARTICLE 1
GENERAL PROVISIONS

- 1.1 The name of the association is The Woodlands Homeowners Association. The principal office of the Association shall be located at the acting President's home address but meetings for the members and the Board of Directors may be held at an available local meeting area as designated by the Board of Directors.
- 1.2 The terms which are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Declaration of Covenants, Conditions, and Restrictions.
- 1.3 The fiscal year of the Association begins on the date of incorporation and every subsequent year shall begin on the first day of January and end on the last day of December.
- 1.4 In the case of any conflict, the (1) provisions of state law, (2) the Association's Declaration, (3) Articles of Incorporation, and (4) these Bylaws shall prevail in the order listed.

ARTICLE II
MEETING OF MEMBERS

- 2.1 The Association's annual meeting of the Members shall be held each year at such a place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for updating the members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Election of officers shall also be held at the annual meeting in even numbered years. Notice of the annual meeting shall be mailed to all Members of the Association at least 2 weeks before the meeting.
- 2.2 Special meetings of the Members may be called by the President, the Board of Directors, or written request of the majority of Members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least 14 days' notice shall be given. This notice shall be sent electronically to homeowners, posted on social media, and posted on the neighborhood announcement board.
- 2.3 All members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointed office, (3) serve on committees as may be established.
- 2.4 Members of the Association may vote in person or by proxy in all meetings of Members except board elections. Every proxy shall be in writing, signed by the member and filed with the association secretary before the scheduled meeting. No proxy shall be valid effective for a period longer than one meeting.

ARTICLE III
BOARD OF DIRECTORS

- 3.1 The Association's Board of Directors shall be composed of the elected officers. The total number of directors to constitute the entire board shall be not less than five and not greater than nine. As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.
- 3.2 The Board of Directors shall have all the power and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, the Restrictions and Building Conditions and the Articles of Incorporation provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors has the power and responsibility to:
- a) Suspend a Member's voting rights if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's Restrictions and Building Conditions;
 - b) Exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, the Articles included in the Restrictions and Building Conditions;
 - c) Create a vacancy of the Board of Directors in the event of a Board Member's three consecutive unexcused absences to the regular meetings of the Board of Directors; and
 - d) Employ and supervisor managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.
 - e) Maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote.
- 3.3 No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors they may be reimbursed for actual expenses incurred in the performance of their duties.
- 3.4 Any or all the directors, may be removed for cause by vote of the Members or by action of the board. Directors may be removed without cause only by the vote of the Members.
- 3.5 A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.
- 3.6 Only property owners in good standing may serve as officers and board members.
- 3.7 A vacancy in any office except President shall be filled by the Board of Directors. An election for a new President shall be held at the next annual meeting.

ARTICLE IV
MEETING OF BOARD OF DIRECTORS

- 4.1 A required meeting of the board shall be held each quarter.
- 4.2 Special meetings may be called by the president and shall be called upon written request of any member of the Board of Directors. The purpose of the meeting shall be stated in the call and at least 5 days written notice shall be given.
- 4.3 A majority of the members of the entire board shall constitute a quorum.
- 4.4 The actions of the Board of Directors shall be valid, if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote regardless of the number of lots/units, which he or she may own.
- 4.5 An action that is required or permitted to be taken by the Board of Directors or a committee under these Bylaws may be taken without a meeting.

ARTICLE V
OFFICERS AND THEIR DUTIES

- 5.1 The officers of the Association shall be the president, vice-president, secretary and treasurer and at least one, but not more than five, at-large board members.
- 5.2 Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of 2 years or until their successors are elected. No officers shall serve more than 2 consecutive terms in the same office.
- 5.3 Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws.
- A. the President shall:
- * Serve as the chief executive officer of the Association to ensure that all orders and resolutions of the Association and the board are carried into effect.
 - * Preside at all meetings of the Association and Board
 - * Preserve order and decorum at all meetings; decide all questions of order
 - * Prepare Annual Meeting notice
 - * Schedule meetings and prepare agendas
 - * Set goals based on the needs of the association
 - * Recommend an annual budget
 - * Recommend course of action for violations of associations' restrictions
 - * Meet with legal counsel
 - * Recommend changes in the amount of annual dues; any changes require approval of the Association.
 - * Maintain contact list for communications with homeowners
 - * Appoint membership of committees with the exception of the Architectural Control Committee for which appointments are made in accordance with building restrictions.

- * Maintain all official records of the association
 - * Co-sign checks for the association
- B. The Vice President shall:
- * Attend all meetings of the Association and the Board;
 - * Preside over association and board meeting in the absence of the president
 - * Assume duties of the President should that position becomes vacant until a new President is elected.
 - * Co-sign all contracts
 - * Assume duties of the Treasurer should that position become vacant until a new Treasurer is appointed or elected
- C. The Secretary shall:
- * attend all meetings of the Association and the Board;
 - * record all votes and minutes of all proceedings;
 - * give or cause to be given notice of all meetings of Members and of special meetings of the board;
 - * be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;
 - * maintain all the Association documents and records in a proper and safe manner as required by state law; and
 - * perform such other duties as may be prescribed by the board.
- D. The Treasurer shall:
- * attend all meetings of the Association and the Board;
 - * have the custody of the Association funds and securities;
 - * maintain complete and accurate accounts of receipts and disbursements in the Association books;
 - * deposit all money and other valuables in the name and to the credit of the Association and such deposits as may be designated by the board;
 - * disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
 - * prepare, or cause to be prepared, the annual financial report;
 - * render to the President and board at the regular meetings of the board, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the Association;
 - * render a full financial report at the annual meeting of the Members if so required;
 - * Assist the President in preparing proposed budgets
 - * Collect dues in a timely manner
 - * Prepare all notices for collection of dues; prepare and stuff envelopes; affix correct postage and take to the Post Office for mailing
 - * perform such other duties as are given to him by these Bylaws or as from time to time are assigned to him by the board or the President.
- E. At-Large Board Members Shall:
- * attend all meetings of the Association and the Board

ARTICLE VI
COMMITTEES

- 6.1 The Board of Directors may establish committees, each consisting of one or more directors by resolution adopted by a majority of the entire board. Committee members are appointed by the President.

ARTICLE VII
ARCHITECTURAL CONTROL COMMITTEE; RESTRICTION VIOLATIONS

- 7.1 The Architectural Control Committee (ACC) is established in the Declaration Articles of the Restrictions and Building Conditions. Appointments to the ACC are done in accordance with the Articles. The ACC determines violations of the Subdivision Restrictions and takes action in accordance with these restrictions.
- 7.2 The ACC reports all action taken and provides a copy of all correspondence to the Board.
- 7.3 The Board will maintain a listing of all violations reported by the ACC. The Board will support the ACC by providing reimbursement of miscellaneous expense such as postage, printing, etc. as approved in the budget

ARTICLE VIII
RECORD KEEPING AND REPORTS

- 8.1 Appropriate records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing officers, directors, employees or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within 14 days after the election.
- 8.2 An annual report must be filed with the LA Secretary of State providing the names of current officers and mailing addresses. A filing fee is required.

ARTICLE IX
AMENDMENTS

- 9.1 These Bylaws may be amended, at a regular or special meeting of the Members by a majority vote of the members present in person or by proxy.
- 9.2 In the case of any conflict between these Bylaws and the Declaration Articles of the Restrictions and Building Conditions, the Declaration Articles shall control. The law shall always prevail.
- 9.3 Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

9.4 The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations of the Owners may have to the Association pursuant to the Declaration.

IN WITNESS WHEREOF, we, being all the Directors of the Association have hereunto set our hands this 4 (Day) of August (month) 2020_(year).

Name	Title	email address
<u>Tammy Freeman</u>	<u>Treasurer</u>	<u>Tammyzc3@aol.com</u>
<u>Jeanne Rube</u>	<u>Secretary</u>	<u>jkdrube@gmail.com</u>
<u>Lois Bender</u>	<u>Vice-President</u>	<u>benderloisl@gmail.com</u>

CERTIFICATION

I undersigned do hereby certify:

Craig Winchell

That I am the duly elected and acting President of the Woodlands' Homeowners Association, a Louisiana corporation, and, that the foregoing Bylaws constitute the amended Bylaws of the Association, as duly adopted by the Association (by email vote due to COVID-19), held on the 15 (Day) of July (month) 2020 (year).

In WITNESS WHEREOF, I have hereunto subscribed my name this 15 (Day) of July (month) 2020 (year).