

BY-LAWS
OF
HUNTER'S GLEN PROPERTY OWNERS ASSOCIATION, INC.

Hunter's Glen Property Owners Association, Inc., a Louisiana non-profit corporation (hereinafter referred to as "Association"), being the governing body of the property now or hereafter submitted to the provisions of the Restrictions and Covenants and the Articles of Incorporation for this subdivision does hereby adopt the following updated By-Laws which shall govern the operation and administration of said Subdivision, as provided for in compliance with said Restrictions and Covenants and Articles of Incorporation.

All present and future owners, tenants, future tenants or their employees, or any other person who might use the facilities of this Subdivision in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition, rental or occupancy of any of the lots of the Subdivision will signify and constitute a ratification and acceptance of these By-Laws by any such owner or other person.

ARTICLE I

NAME

This association is known as Hunter's Glen Property Owners Association, Inc., and has been filed with the Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

1. Association members shall be the owners of the lots. The annual members' meeting shall be held at such location as the notice, and be held on the first Monday in March. The purpose of

the annual members' meeting is for electing Board of Directors and of transacting any other business authorized to be transacted by the members. If the annual members' meeting has not been called and held within six months after the designated time, the meeting may be called by any ten members.

2. Special members meetings shall be held whenever and wherever called by the President or by fifty-one percent (51%) of the Board of Directors. A special meeting must be called by such Board of Directors upon receipt of a written request from fifty percent (50%) of the entire membership.

3. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary to all lot owners. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed first class mail not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit or the person giving notice. Notice of meeting may be waived in writing before, during or after meetings.

4. A quorum of a membership meeting shall consist of persons (or proxy) entitled to cast fifty-one percent (51%) of the members' vote of the corporation.

5. Vote required to transact business: When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by the expressed provision of the Restrictions and Covenants, or the Articles of Incorporation, a different vote or

different method of voting is required, in which case such expressed provision shall govern and control the decision of such question.

6. In any meeting of members each lot shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.

(a) If a lot is owned by one person his right to vote shall be established by the record title to his lot. If a lot is owned by more than one person, and more than one person attempts to vote in behalf of said lot, the person entitled to vote for such lot shall be designated by a written certificate of designation signed by all of the co-owners of the lot and filed with the Secretary of the Association. Such certificate or designation shall be valid and irrevocable until superseded by a subsequent valid certificate.

(b) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary before the appointed time of the meeting.

7. Approval or disapproval of a lot owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person designated to cast the vote of such owner if in an Association meeting.

8. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting to the time and place which they determine. If a second meeting is

called upon, the persons present or by proxy constitute a quorum for the purpose of electing Board of Directors.

9. The order of business at the annual members' meetings and, as may be applicable, at all other members' meetings, shall be:

- (a) Calling of the roll and certifying proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposing of any unapproved minutes.
- (d) Committee and Board of Directors Reports.
- (e) Election of Board of Directors and balloted items.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE 3

BOARD OF DIRECTORS

1. Number of Directors. The Board of Directors shall consist of three (3) to seven (7) persons, as determined by the members. The Board of Directors shall have such duties and powers as are set forth in the Restrictions and Covenants, the Articles of Incorporation and these By-Laws.

2. Election of Board of Directors.

(a) Subject to the provisions of the Articles of Incorporation, election of Board of Directors shall be conducted at the annual members' meeting. Nomination for Board of Directors can be made in advance as well as may be made from the floor. The election shall be by secret ballot (unless dispensed with by unanimous consent), counted and verified by the temporary chairman and by a plurality of the votes cast, each person voting being entitled to cast one vote for each vacancy to be filled.

(b) Except as to vacancies occurring by removal of Board of Directors by members or due absences described herein, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by way of majority vote of the remaining Board of Directors.

(c) Any Board of Director may be removed by concurrence of fifty-one percent (51%) of the votes of the total voting power present at a special meeting of the members called for that purpose and attended by a quorum of the membership. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.

(d) Board of Directors that miss three consecutive Board of Directors meetings, over the course of at least three consecutive months, may be removed by way of majority vote of the Board of Directors.

(e) The term of each Board of Director's service is three (3) years or until the Board of Director is removed in the manner elsewhere provided. Board of Directors duly elected take office immediately at the close of the meeting which they were elected. The term of members who were elected to the Board of Directors during the 2022 year, shall end in 2025.

3. Board of Directors' Meetings.

(a) Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Board of Directors. Notice of meetings shall be given to each Board of Director, either personally or by mail, telephone or e-mail.

(b) No Board of Director shall have the right to vote by proxy.

4. Powers and Duties of the Board of Directors. Except as otherwise provided in the Restrictions and Covenants or Articles of Incorporation, all of the powers and duties of the Association shall be exercised by the Board of Directors including those existing under the law and statutes, and the Restrictions and Covenants or Articles of Incorporation, as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Restrictions and Covenants and Articles of Incorporation which governs the use of the Subdivision property and shall include but shall not be limited to the following:

(a) To make and collect assessments against members to defray the costs of the Subdivision.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) The maintenance, repair, replacement and operation of the Subdivision property and/or Common property.

(d) The reconstruction or improvements after casualty and the further improvement of the property.

(e) To make and amend Rules and Regulations respecting the use of the property, subject to the approval of not less than fifty-one percent (51%) of the total voting power of the Association before such regulations or amendments shall become effective. To enforce by legal means the provision, of the Restrictions and Covenants, the Articles of Incorporation, the By-Laws of the Association, and any Regulations for the use of the property hereafter adopted.

(f) To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same provided

any such contract for the management and performance of services is timed so that it terminates at the next annual meeting of the Association.

(g) To carry insurance for the protection of the lot owners and the Association against casualty and liabilities.

ARTICLE 4

OFFICERS

1. The executive officers of the Board of Directors of the Association shall be a President, a Secretary, and a Treasurer, all of whom must be Board of Directors. The executive officers are elected at the first Board of Director meeting following the annual meeting of members. Executive officers shall assume their duties at the close of that Board of Director meeting at which they are elected. No executive officers shall serve in the same position for more than three consecutive years.

The Board of Directors may from time to time designate and elect such other executive officers, and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.

2. The President shall be the chief executive officer of the Association. The President 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 appoint committees from among the members from time to time, as the President may in his discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meetings.

3. The Secretary shall keep the minute book where the resolutions of all proceedings of the Board of Directors and the members shall be recorded. The Secretary shall attend to the giving and serving of all notices to the members and Board of Directors and other notices required by law. The Secretary shall keep the records of the Association, and shall perform all other duties incident to the office of Secretary of an association and as may be required by the Board of Directors of the President.

4. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. The Treasurer shall keep the assessment rolls and accounts of the members; the Treasurer shall keep the books of the association in accordance with good accounting practice, and the Treasurer shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to board approval.

5. The compensation of all Board of Directors of the Association shall be fixed subject to the approval of not less than fifty-one percent (51%) of the total voting power of the Association.

ARTICLE 5

FISCAL MANAGEMENT

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

1. Assessment Roll. The 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

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.

(a) The member elected Board of Directors shall adopt a budget for each calendar year which shall contain the estimated funds required to defray common expenses of the Association (which may include such reserve accounts as the Board of Directors may in their discretion establish, but only may be utilized in accordance with the Restrictions and Covenants, including, but not limited to, the following items;

(1) Common Expense Budget:

(i) Maintenance, repair and operation of Common Elements,

(ii) Landscaping,

(iii) Casualty insurance,

(iv) Liability insurance,

(v) Administration costs including professional services contracts,

(vi) All taxes and charges, other than those assessed against an individual lot in the subdivision~~s~~, and

(vii) Financial Reserves.

(2) Number of lots included under the budget expenses.

(b) Copies of the proposed budget and the proposed assessments shall be transmitted to each member on or before December 1 of the year preceding the year for which the budget is made.

3. Assessments.

(a) Assessments against the lot owners for their respective percentage shares of the annual budget shall be made on or before December 1 of the year preceding the year for which the assessments are made. Such assessments shall be due in quarterly installments on the first day of each quarter of the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior annual assessment. In the event the prior annual assessment proves to be insufficient, the deficit may be collected by increased installments approved at any time by the Board of Directors resulting in a Supplemental Assessment.

(b) Special Assessments for common expenses to defray the cost of emergencies which cannot be paid from the annual assessments or Financial Reserves for common expenses shall be made only after notice of the need therefor to the lot owners. After such notice and upon approval in writing by persons entitled to cast more than fifty-one percent (51%) of the vote of the unit owners, the assessment shall become effective, and it shall be due after thirty (30) days notice thereof in such manner as the Board of Directors may require.

(c) The depository of the Association shall be such banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall all be deposited. Withdrawal of monies from such accounts shall be only by checks signed by two (2) persons as are authorized by the Board of Directors.

(d) The collection of assessments may be delegated to a

professional company if it is deemed appropriate by the Board of Directors.

ARTICLE 6

PARLIAMENTARY RULES

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

ARTICLE 7

AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the lots representing fifty-one percent (51%) of the total voting power of the Association.

3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.

4. Effective dates: An amendment when adopted as set forth above shall become effective only after being recorded in the corporate minute book and certified by the corporate secretary and have been adopted.

5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provision of the Restrictions and Covenants and the Articles of Incorporation.

6. No amendment shall change any lot nor change the voting

rights or assessment responsibilities of any member.

ARTICLE 8

ARBITRATION

Any dispute between or among the property owners arising out of the administration of the subdivision property shall be resolved as follows:

Any aggrieved lot owner shall select an individual to act as arbitrator, and the Association shall do likewise, and said arbitrator shall likewise select a third individual and the matter or matters in dispute shall be submitted to the three (3) designated individuals for arbitration in accordance with the rules adopted by the American Arbitration Association. The decision of the arbitrators shall be binding on the lot owners and the Association and all costs of any such arbitration shall be borne equally by the parties involved (lot pro-rata basis) basis, provided that if the award of the arbitrators is entirely against one lot owner, said lot owner shall be solely responsible for all costs of said arbitration.

The foregoing were adopted as the By-Laws of this corporation, a corporation not for profit organized under the laws of the State of Louisiana.

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ST. TAMMANY PARISH CLERK OF COURTS**