

BYLAWS  
*AMBER LAKES HOMEOWNERS ASSOCIATION, INC.*

*ARTICLE I  
NAME AND LOCATION*

Section 1.1. NAME. The name the Association is Amber Lakes Homeowners Association, Inc., hereafter referred to as the "Association". It shall be a nonprofit organization incorporated under the laws of the State of Louisiana.

Section 1.2: LOCATION. The principal office of the corporation shall be in East Baton Rouge Parish, State of Louisiana. The meetings of Members and Directors may be held at such places within the Parish of East Baton Rouge, as may be designated by the Board of Directors. The Board of Directors shall have the authority to change the location of the principal office of the Association from time to time.

*ARTICLE II  
DEFINITIONS*

Section 2.1. DEFINITIONS. 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.

*ARTICLE III  
PURPOSE*

Section 3.1 PURPOSE. The Association is formed to provide for management, maintenance, preservation and architectural control of the properties and common areas within Amber Lakes Homeowners Association, as defined in the Act of Restrictions, and to promote the health, safety and welfare of the owners and residents within the above Property.

*ARTICLE IV  
MEMBERS OF THE ASSOCIATION*

Section 4.1. MEMBERS OF THE ASSOCIATION. Every person who is a record Owner of a lot by acceptance of title thereto, whether so expressed in the act of conveyance, is subject by Restrictions of record to assessment by the Association shall be a member of the Association. Ownership of such lot shall be the sole qualification for Membership. Proof of Membership, such as the Act of Sale, shall be provided to the Secretary of the Association or other designated representative prior to any rights of Membership being exercised.

Section 4.2 MEMBERS RIGHTS AND DUTIES.

Members have the Right to:

- a responsive and competent community association,
- honest, fair, and respectful treatment by community leaders,
- participate in governing the community association by attending meetings, serving on committees, and standing for election,
- access appropriate books and records
- prudent expenditure of fees and other assessments,
- live in a community where the property is maintained according to established standards,

- fair treatment regarding financial and other association obligations, including the opportunity to discuss payment plans and options with the association before foreclosure is initiated,
- receive all documents that address rules and regulations governing the association,
- appeal to appropriate community leaders those decisions affecting non-routine financial responsibilities or property rights.

Members have the Responsibility to:

- read and comply with the governing documents of the association,
- maintain their property according to established standards,
- treat association leaders honestly and with respect,
- vote in community elections and on other issues,
- pay association assessments and charges on time,
- contact association leaders or managers to discuss financial obligations and alternative payment arrangements,
- request reconsideration of material decisions that personally affect them,
- provide current contact information to association leaders or managers to help ensure they receive information from the community,
- ensure that those who reside on their property (i.e., relatives, friends) adhere to all rules and regulations.

Section 4.3. ASSESSMENTS. An Association's duty to levy assessments enough to perform its obligations may require the association's board of directors to increase the level of regular assessments or to levy one or more special assessments. The amount of the regular or monthly maintenance charges shall be fixed by the Board of Directors annually and shall be uniform throughout the subdivision. Notwithstanding more restrictive limitations placed on the board's ability to so by the governing documents, the board may take the following actions:

- a) The annual or monthly maintenance charges may be increased or decreased by the Board without membership approval to reflect current costs; provided that any increase shall not exceed the maximum amount of the regular assessment for the association's preceding fiscal year, as stated in the restrictions.
- b) The Association may, but shall not be required to, invoice an owner as a condition to an owner's obligation to pay assessments or other charges of the Association. If the Association provides an owner with an invoice for annual or special assessments, although invoices are not required, the invoice may be delivered via electronic transmission, mail, or personal delivery to the owner by the 1<sup>st</sup> day of the month preceding the due date. Non-receipt of an invoice shall in no way relieve the owner of the obligation to pay the amount due by the due date.
- c) The Association may impose a fifty- dollar (\$50.00) late charge for payments unpaid by the thirtieth (30<sup>th</sup>) day of which they are due. Late charges shall be a "common expense" for each owner who fails to pay and assessment by the due date. The late charge shall be the personal obligation of the owner(s) of the property for which such assessment is unpaid. All late charges shall be due and payable immediately, without notice, in the manner provided by the restrictions and these bylaws.

- d) The Association may impose interest on any unpaid balance beyond sixty (60) days from the day of which it is due. The rate of legal interest is determined on an annual basis at the current rate for each year. The interest shall be a "common expense" for each owner who fails to pay an annual or special assessment by the due date. The interest shall be the personal obligation of the owner of the property for which such assessment is unpaid. All interest shall be due and payable immediately, without notice, in the manner provided by the restrictions and these bylaws. Interest will continue to accrue until the unpaid balance, fees, and interest are paid in full.
- e) The law allows the recipient of a NSF check to send a written demand letter to the drawer of the check for payment of the amount of the check plus a service charge not to exceed \$25.00 or 5% of the face amount of the check, whichever is greater. If the drawer fails to make the check good within fifteen (15) business days from the receipt of the demand, the recipient of the check has a cause of action against the drawer for two (2) times the face amount of the check plus the service charge plus reasonable attorney's fees.
- f) As an additional expense permitted under the restrictions, articles, bylaws, and statutes, the Association shall be entitled to recover any reasonable attorney fees and collection costs incurred in the collection of assessments or other charges due the Association from a delinquent owner. The reasonable attorney fees and collection costs incurred by the Association shall be due and payable immediately when incurred, upon demand.
- g) Payments received from an owner will be credited in the following order:
  - Charges for legal fees, court costs, and other costs of collection
  - All late charges and interest accrued, as applicable
  - All other charges incurred by the Association as a result of any violation by an owner, his family, agents, or licensees, of the restrictions, articles of incorporation, bylaws, rules and regulations or resolutions.
  - The property assessment or special assessment due, as applicable; payments shall be applied toward the oldest month(s) then owed.
- h) In the event the Association shall send a collection or demand letter to a delinquent owner by regular mail, the Association may also send, but shall not be required to send, an additional copy of that letter or notice by certified mail.

Each owner of a lot, by acceptance of title thereto, whether or not so expressed in the act of conveyance, is deemed to agree to pay to the Association the annual or monthly maintenance charges as well as any special assessments as hereinafter provided. Any annual or monthly maintenance charges or special assessments not paid timely shall empower the Board of Directors to file a lien against the property on which such charges or assessments are due, which lien shall secure payment of the unpaid charges and assessments, with legal interest, costs and attorney fees. The lien shall be effective only at the time a lien affidavit is filed in the public records of East Baton Rouge Parish, Louisiana, describing the amount of charges or assessments unpaid, the lot on which same are unpaid, and the owner of such lot whose obligation it is to pay the same. Each such charge or assessment, together with interest, costs and reasonable attorney's fees shall also be the personal obligations of the owners of the lot at the time the charge or assessment came due.

The lien for maintenance charges and special assessments shall be subordinate to all prior recorded encumbrances. No sale or transfer of any lot shall affect any lien already recorded. However, each holder of a first mortgage on a lot and home who acquires such lot and home through foreclosure or by "Dation en Paiement" shall be subject to any charges resulting from a reallocation of such unpaid maintenance charges and assessments to all lots including the one mortgaged.

- i) The Association may, but shall not be required to, refer delinquent accounts to an attorney for collection of unpaid balances more than ninety (90) days of the date in which it is due.
- j) The Association may, but shall not be required to, refer delinquent accounts to one or more collection agencies for collection.
  - The Association may, but shall not be required to, grant a waiver of any provision herein upon petition in writing by an owner showing a personal hardship. Such relief granted an owner shall be appropriately documented in the files with the name of the person or persons representing the Association granting the relief and the conditions of the relief. In addition, the Association is hereby authorized to extend the time for the filing of lawsuits and liens, or to otherwise modify the procedures contained herein, as the Association shall determine appropriate under the circumstances. Decisions shall be made by unanimous approval of the Board of Directors.
- k) An increase of annual or monthly maintenance charges to reflect current costs greater than the maximum amount stated in the restrictions, shall require the approval by a simple majority vote of the eligible members present in person at a meeting duly called for the purpose of considering an increase. The vote shall be conducted by secret ballot delivered individually to each eligible member present in person at the meeting or may also be conducted by secret ballot delivered electronically to each eligible member without a meeting and shall be decided by simple majority vote of the ballots cast.
- l) Special Assessments- The purpose and amount of the special assessment shall be determined by the Board of Directors; however in all cases, special assessments may be imposed only upon the approval of a majority vote of the eligible members present at a meeting duly called for the purpose of considering a special assessment. The vote may also be conducted electronically by secret ballot delivered individually to each eligible member without a meeting and shall be decided by simple majority vote of the ballots cast.
- m) Emergency Assessments do not serve to limit assessment increases necessary for emergency situations and do not require membership approval. *Notice Requirement:* When an emergency assessment is levied for an unforeseen extraordinary expense, the notice of assessment must also include a copy of the resolution passed by the Board explaining the justification for levying the emergency assessment.

## ARTICLE V MEETING OF THE MEMBERS

Section 5.1 PLACE OF MEETINGS. Meeting by the Board of Directors shall be decided by the President, or another Director, if the President cannot attend. Meetings of the Members may be held at any place specified in the notice of the meeting. *La R.S. 12:229*

Section 5.2 REGULAR MEETINGS. The Board shall meet at least semi-annually to conduct the business of the Association.

Section 5.3 SPECIAL DIRECTORS' MEETING. Special meetings of the Board of Directors may be called by the President or by majority vote of the Board Directors, or by request of a Committee and upon at least forty- eight (48) hours' notice to each Director given personally, by mail, telephone, fax transmission, or electronic mail (e-mail) which notice shall state the date, time, place, and purpose of the meeting.

A director may participate in an annual, a regular, or a special meeting of the Board of Directors by, or by, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered present in person at the meeting.

Section 5.4 SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the members may be called by the President, the board of directors or any person so authorized in the articles or bylaws. At any time, upon written request of any person entitled to call a special meeting, the secretary shall call a special meeting of the members to be held at the time which the secretary fixes, not less than ten or more than sixty days after the receipt of the request. If the secretary neglects or refuses to issue the call, the person making the request may do so. At any meeting of the members, a list of members entitled to vote, arranged alphabetically, and certified by the secretary shall be produced on the request of any member. This list shall be prima facie evidence of its contents, and of the right of the members listed therein to vote. *La. R.S. 12:229*

Section 5.5 ANNUAL MEETING OF THE MEMBERS. The annual meeting of the members shall be held on the Fourth (4<sup>TH</sup>) Thursday in the month of October of each year, or the first business day thereafter when such day is a generally observed business holiday. At such meeting, the members will receive the election results for newly elected Board Members and the results for propositions, if any. The directors have the discretion to change the date, time, and location of this meeting from time to time. Failure to hold the annual meeting at the designated time shall not work any forfeiture or dissolution of the Corporation. If the annual meeting has not been called and held within six months after the designated time, the meeting may be called by any ten members of the Association. *La. R.S. 12:229*

Section 5.6 NOTICE OF MEETINGS. It shall be the duty of the Secretary or any officer or Director or agent to cause written notice of the time, place and purpose of the meeting to be given to all members entitled to vote at such meeting, at least ten (10) days and not more than sixty (60) days prior to the day fixed for the meeting. Notice of the annual meeting need not state the purpose thereof, except if specified actions are to be taken. If such written notice is placed in the United States mail, postage prepaid, and addressed to a member at his last known address, notice shall be deemed to have been given him. Notice of any meeting may be waived in writing by any member at any time; the written waiver need not specify the purpose of or the business to be transacted at the meeting; and such notice shall be deemed to have been given to, or waived by, all members present at any such meeting except any member who, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened. Notice need not be given to any member with whom communication is made unlawful by any law of the United States of America, or by any rule, regulation, proclamation or executive order issued under any such law; and any action or meeting taken or held without notice to any such member shall have the same force and effect as if notice had been given to him as otherwise required. In the event there occurs the accidental destruction or accidental loss of corporate records, or other similar exigency, if the corporation is unable to give notice of a meeting to its members at their last known addresses, notice shall be given by advertisement at least thirty days prior to the meeting and again twice within thirty days of the meeting, in a daily paper published in the parish in which the corporation is domiciled, if there exists such a paper, or published for four consecutive weeks prior to the meeting in a weekly paper published in the parish in which the corporation is domiciled. In the absence of a daily or weekly paper, notice shall be given by posting of the notice in the principal meeting place of the corporation, or at the parish courthouse door in the absence of such a meeting place. *La. R.S. 12:230.*

Written notice may be delivered by either such method, including the use of electronic delivery or electronic mail (e-mail) or new technology, personal delivery, or by U.S. mail and shall be considered as notice served. The sender and the receiver must have consented in writing to the use of such forms of electronic transmission. *La R.S. 12:1-141(D) La R.S. 12:1-141(J)*

Section 5.7 USE OF TECHNOLOGY. Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted by law now or in the future (a) any notice required to be sent or received, (b) any signature, vote, consent, or approval required to be obtained, or (c) any payment required to be made under the Association documents may be accomplished using the most advanced technology available at that time if such use is a generally accepted business practice. Documents or notices sent to or received from individual members via electronic transmission must be retrieved and stored in an electronic file in a format that allows for printing and usually kept by the Secretary. Electronic mail (e-mail) shall be delivered to an address specified in writing by the member and shall be considered delivered at the time of transmission. The sender and the receiver must have consented in writing to the use of such forms of electronic transmission. *La R.S. 12:1-141(D), La R.S. 12:1-141(J)*

Section 5.8. SIGNATURE REQUIREMENT. Any requirement for a signature under the Association documents may be satisfied by a digital signature meeting the requirements of applicable law.

Section 5.9. MINUTES. Minutes of all meetings of the Members shall be kept and made available for inspection by the Members, Voting Members, Directors, and Institutional Mortgagees at all reasonable times. The Association shall retain minutes at least seven (7) years after the date of the meeting the minutes reflect. Electronic records shall be kept and made available in the same method as minutes.

Section 5.10. RECORDINGS OF MEETINGS. Recording any meeting may be allowed by following the policy for recording meetings. The Secretary or assistant secretary may record the meetings for the purpose of transcribing the minutes of the meetings and is exempt from the policy.

## *ARTICLE VI VOTING*

Section 6.1. VOTING RIGHTS. Voting rights are based on one vote per lot. When more than one person holds title, all such persons collectively shall be the Member. The vote shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any property. The Association shall be entitled to presume that any ballot tendered by one or more Owners of the property was the result of agreement by all other Owners. If conflicting ballots are cast by Owners, none shall be counted.

Section 6.2. SUSPENSION OF MEMBER RIGHTS. Members are subject to suspension of their right to vote and the right to serve on the board of directors or serve on a committee when their assessment payments and dues are delinquent more than sixty (60) days from the due date, or when an unresolved violation occurs of the Association's governing documents. Members have the right to appeal the suspension, except when the suspension is a result of delinquent assessment payments.

Section 6.3 QUORUM. Twenty percent (20%) of the members of the Association, with active voting rights, and present in person at a meeting of the members shall constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any member. *La R.S. 12:231*

Section 6.4. ADJOURNMENT OF MEETING. Adjournments of any annual or special meeting of members may be taken without new notice being given, unless a new record date is fixed for the adjourned meeting, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors have been elected *La R.S. 12:230.*

Section 6.5. MEMBER VOTING. Members, in good standing, shall have the right to cast one vote as the registered owner of the property. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. *La R.S. 12:232.* Proxy voting is not allowed.

Section 6.6. ELECTRONIC VOTING. Any action that may be taken at a meeting of members may be taken without a meeting, if the Association delivers a written ballot to every member entitled to vote on the matter that (1) sets forth each proposed action; and (2) provides an opportunity to vote for or against each proposed action. Any requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail (e-mail), or electronic voting software, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member. Electronic transmission shall be delivered to an address specified in writing by the member and shall be considered delivered upon transmittal. Votes shall be decided by simple majority vote; however, the number of electronic votes must meet the same twenty percent (20%) quorum requirements. E-mail ballots and e- vote ballots shall be stored in an electronic file, external hard drive, flash drive, or discs for the Association and usually maintained by the Board Secretary. The electronic record must be in a format that allows printing. *La R.S. 12:1-141(D), La R.S. 12:1-141(J).*

Section 6.7. SECRET BALLOTS. Secret ballots shall be written and for member votes, delivered individually either by electronic voting software or electronic transmission (e-mail) regarding:

- assessment increases requiring member approval; and/or
- election or removal of directors; and/or
- amendment of the governing documents; and/or
- the grant of exclusive use of common area to less than all members.

## *ARTICLE VII ELECTION OF DIRECTORS*

Section 7.1. NOTICES BY MAIL OR INDIVIDUAL DELIVERY. The Association must provide notice to members that the vote may be conducted by electronic means. It shall be the duty of the Secretary or any Officer or Director or management company to deliver written notices for the annual meeting date, the deadline for receipt of the completed Director Candidate Profile, the election date, and the record date. The record date is the date that members having the right to vote is determined by the Board of Directors.

Written notices shall be delivered at least ten (10) days and not more than sixty (60) days prior to the day fixed for the annual meeting date and may be delivered by electronic transmission mail (e-mail), personal delivery, or by regular mail and will include a blank ballot and Director Candidate Profile Form. Notices delivered in person or by regular mail will also include a return envelope with their name, address, and place for signature.

Section 7.2. "DIRECTOR CANDIDATE PROFILE FORM". The Director Candidate Profile Form must be completed by a member to be eligible to participate in the election of members of the Board of Directors. Further eligibility includes candidates who:

1. consented to nomination; and
2. meet the qualifications to serve on the Board of Directors; and
3. confirmed their willingness to run for election to the Board of Directors; and
4. returned the "Director Candidate Profile Form" by the due date.

Completed forms must be received no later than 6:00 pm of the thirtieth (30<sup>th</sup>) day prior to the day fixed for the annual meeting date. Forms may be received by e-mail, personal delivery in the drop-box, or by regular mail. The deadline for entry must be printed at the bottom of the form and no additional candidate forms shall be accepted past the deadline date and time.

Section 7.3. SAMPLE BALLOTS. Following the Candidate Profile Form deadline, the Board shall review the completed forms to ensure the eligibility requirements for Directors were met and a sample ballot should be made within fifteen (15) business days. The sample ballot shall contain a list of qualified Candidates' in alphabetical order by last names and the number of vacant seats to be filled on the Board of Directors, and any proposition(s) requiring member votes.

Section 7.4. DELIVERY OF SAMPLE BALLOTS. Upon completion, the sample ballots should be delivered to each eligible member and may be posted on the HOA's private group page on social media at least ten (10) days prior to the record date for voting.

Section 7.5. RECORD DATE FOR VOTING. The record date is the date that members having the right to vote is determined by the Board of Directors.

Section 7.6 QUALIFICATIONS OF DIRECTORS. Each member must meet all qualifications listed below to be placed on the ballot for election to serve on the Board of Directors:

- must have owned the property for a minimum of one year; and
- must be at least eighteen (18) years of age; and
- must be current with payment of all monies owed to the Association; and
- must not be in litigation with the Association; and
- must be knowledgeable and compliant with the governing documents of the Association; and
- must not be a convicted felon; and
- someone who has shown active participation in the activities of the Association; and
- someone who conducts themselves in a manner consistent with the rights, principles, ethics, and responsibilities adopted by the Association.

Section 7.7. ELECTION DAY. The date of elections may be scheduled any number of days prior to the annual meeting date, but only after the record date of voting has been set. On election day, voting will begin at 6:30 am and end no later than 6:30 pm on the same day. All ballots must be received no later than 6:30 pm on election day. Members may elect one candidate to fill each vacant seat.

(For example: If there are six candidates and two seats vacant on the Board then, each member will select two candidates for the two vacant seats). Once voting has ended, election results from the voting software will be tabulated, and paper ballots will be reviewed for accuracy.

The envelopes, containing paper ballots, must be sealed, and signed by the member in order to be counted or otherwise discarded. It is recommended, but not required, that two current Board Members and two candidates together should oversee and document the election results from the electronic voting software, individual (e-mail) ballots, and paper ballots contained inside sealed envelopes. The election results from the voting software and the individual emails must be kept with the paper ballots and envelopes in an electronic file, external hard drive, flash drive, or discs for the Association and in a format that allows printing. Records are usually held by the Secretary. The election results will be announced at the annual meeting, by email, or posted on the HOA's private group page on social media.



Ballots may include proposition(s) requiring member votes. Propositions shall be decided by majority vote. Elections shall be had by plurality (the number of votes cast for a candidate who receives more than any other but does not receive an absolute majority).

Section 7.8. ELECTION BALLOTS BY ELECTRONIC VOTE. Election ballots must include the names of qualified candidates in alphabetical order by their last names. The number of vacant positions must be listed on the election ballot and the member may elect one candidate for each vacant position. Propositions may be added on the election ballot for member approval. Electronic votes may be taken, if the Association delivers a secret written ballot to every eligible member that (1) sets forth each proposed action; and (2) provides an opportunity to vote for or against each proposed action.

Any requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail (e-mail), or electronic voting software, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member.

E-mail ballots, electronic voting software, and e-vote ballots must be stored in an electronic file for the Association, usually maintained by the Board Secretary. The electronic records must be in a format that allows printing. Both sender and receiver must have consented in writing to the use of such forms of voting by electronic transmission.

Section 7.9. ELECTION BALLOTS BY MAIL. Completed ballots must be placed inside the return envelope, provided by the Association, with the name, address, and a place for signature on it. The envelope must be sealed and signed by the member in order to be counted or otherwise discarded. The envelope may be placed in the locked drop-box on the message board located on the common property of the Association.

Section 7.10. ELECTION TIE BREAKER. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected as directors, and shall take office immediately following their election. In the event there is a tie vote between those candidates who received the lowest number of votes necessary to qualify the candidate for election, the tie shall be broken by drawing lots.

## *ARTICLE VIII* *DIRECTORS*

Section 8.1. DIRECTOR'S POWERS AND DUTIES. The Board of Directors, subject to the exercise of reasonable discretion evenly applied, shall perform and execute, for and on behalf of the Association all the duties which have been delegated to it as set forth in the Association's governing documents, in addition to those duties required by law. The Board of Directors' have the responsibility to:

- a) maintain a complete and detailed record of all the Association's transactions and acts and furnish said records (allowed by law) to the members; and
- b) adopt and amend reasonable and enforceable rules and regulations to provide certainty and order, protect the freedom and safety of residents, interpret provisions found in governing documents, and protect commonly owned resources; and
- c) adopt policies and procedures for the management and operation of the common interest of members or the conduct of business and affairs of the Association; and
- d) exercise their powers and duties in good faith and in the best interest of the Association and members; and

- e) suspend a member's right to vote, serve on the board member and/or a committee; and
- f) impose the contractual maintenance and other assessments against each property; and
- g) maintain adequate liability and hazard insurance on all property owned by the Association; and
- h) indemnify a past or present director, officer, or committee member of the Association to the extent such indemnity is required or permitted by state law, the articles, the restrictions, or these bylaws; and
- i) delegate powers to any committees, officers, agents of the Association; and
- j) adopt and amend bylaws to provide for the administration of its' rights, duties, and obligations consistent with law and the provisions of these bylaws and the act of restrictions; and
- k) establish standards for the operation and governance that serve as guiding principles for both volunteer leaders and members of the Association; and
- l) remove a member of the board or committee; and
- m) adopt a notice and hearing requirement procedure for member appeals; and
- n) adopt the use of electronic technology for delivery and receipt of general and official Association documents and for storage of records; and
- o) adopt electronic voting for elections and member voting; and
- p) enforce the governing documents, including attaching monetary penalties; and
- q) adopt payment plans for assessments, late and NSF fees, interest, fines, and hardship programs; and
- r) contract and supervise managers, attorneys, professional accountants, independent contractors, or such other contractors as the Board of Directors may deem necessary to perform its functions.
- s) manage any other matters on behalf of the Association.

**Section 8.2. COMPENSATION.** Directors shall serve without compensation except for payment of actual expenses incurred in the performance of their duties. Expenses shall be reimbursed upon receipt of actual expenses.

**Section 8.3. NUMBER OF DIRECTORS.** The Board of Directors shall consist of no more than seven (7) and no less than three (3) elected Directors.

**Section 8.4. TERM OF OFFICE.** Each elected Director shall serve a minimum term of two (2) years. The terms in office shall be staggered so not more than two Directors' terms will expire during the same fiscal year. No Director shall be elected for a longer single term than five (5) years. Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies.

**Section 8.5. VACANCIES.** Vacancies in the Board of Directors caused by any reason, other than the removal of a Director by a majority vote of the membership, may be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall serve out the unexpired portion of the term.

**Section 8.6. REMOVAL OF DIRECTORS.** Any or all the directors may be removed for cause by majority vote of the members or by action of the Board. Directors may be removed without cause only by majority vote of eligible members.

**Section 8.7. RESIGNATION.** 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.

Section 8.8. ACTION WITHOUT A MEETING. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all the members of the Board of Directors shall individually or collectively consent in writing of such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. For the purposes of this Section, electronic mail (e-mail) communication by and between the Board of Directors shall be deemed a “writing” and shall expressly satisfy the requirement.

Section 8.9. SPECIAL DIRECTORS’ MEETING. Special meetings of the Board of Directors may be called by the President or by majority vote of the Board Directors, or by request of a Committee and upon at least forty-eight (48) hours’ notice to each Director given personally, by mail, telephone, fax transmission, or electronic mail (e-mail) which notice shall state the date, time, place, and purpose of the meeting. A director may participate in an annual, a regular, or a special meeting of the Board of Directors by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered present in person at the meeting.

Section 8.10. FIRST DIRECTORS’ MEETING. The first meeting of each newly elected board of directors should be held immediately following the annual meeting of members, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum is present; or they may meet at such time and place as fixed by the consent in writing of all of the directors, or by notice given by the majority of the remaining directors.

Section 8.11. QUORUM. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transactions of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At such adjourned meeting, any business which might have been transacted at the meeting as originally called may, be transacted without further notice.

Section 8.12. PARTICIPATION. A director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered present in person at the meeting.

Section 8.13. E-VOTE. Voting by electronic mail (e-mail) is permitted under these bylaws. Board of directors have the right to submit a vote within a specified period (no less than 48 hours, no more than seven (7) calendar days). Vote by electronic mail (e-mail) may be conducted in the following manner:

- a) The President or any three (3) Directors may request a vote via electronic mail (e-mail). Directors shall have three (3) options regarding their vote:
  - 1) Vote to pass the motion
  - 2) Vote to reject the motion
  - 3) Express the opinion that the motion is not amenable to an electronic vote.
- b) If any member objects to the electronic vote, the motion would remain subject to the “in-person” quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote, except when voting on the decision of hardships.
- c) All Directors must have access to electronic mail (e-mail), and it is the responsibility of each director to inform the President of the correct e-mail address for purposes of correspondence and voting.

Section 8.14. EXECUTIVE COMMITTEE. There shall be no executive committee.

## ARTICLE IX OFFICERS

Section 9.1. DESIGNATION. The principal officers of the Association shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors and all of whom shall be Directors. The offices of Secretary and Treasurer may be filled by the same person. The board may choose to elect a Vice- President to serve as an officer.

Section 9.2. ELECTION OF OFFICERS. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

Section 9.3. TERM OF OFFICE. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of one (1) year or until their successors are elected.

Section 9.4. VACANCY IN OFFICE. A vacancy in any office, except President, may be filled by the Board of Directors.

Section 9.5. REMOVAL OF OFFICERS. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 9.6. DUTIES. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws.

Section 9.7. PRESIDENT. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and of the Board of Directors. Subject to the approval of the Board of Directors, the President shall have all the general powers and duties which are usually vested in the office of president of a corporation, including, but not limited to, the power to nominate committees from among the members from time to time as he may, in his discretion, decide are appropriate to assist in the conduct of the affairs of the Association. Every committee shall include at least one Director who will serve as Chairman of the Committee, who shall be nominated by the President and approved by the Board. The President shall serve as an ex-officio member of all committees. The President will be the liaison between the Association and the property management company.

Section 9.8. SECRETARY. The Secretary is responsible for preserving the Association's history, maintaining its records, and protecting it from liability. The Secretary should be efficient, well organized, and have a commitment to the future of the Association. The Secretary shall:

- a) record minutes for all meetings of the Association; and
- b) record all votes and minutes of all proceedings in a book to be kept for that purpose; and
- c) give or cause to be given notice of all meetings of the Members and of special meetings of the board, prepare agendas; and
- d) be responsible for preparing and making available a list of Association members entitled to vote, and
- e) attest the execution by the Corporation of deeds, leases, agreements, and other official documents; and
- f) maintain all Association documents and records in a proper and safe manner as required by state law; and

- g) perform such other duties as may be prescribed by the board.

Section 9.9. TREASURER. The Treasurer shall:

- a) have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables of the Association; and
- b) collect assessments, fees, and penalties; and
- c) maintain complete and accurate accounts of receipts and disbursements in the Association books, showing accurately, the financial condition of the Corporation; and
- d) deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board; and
- e) disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements; and
- f) prepare budgets; and
- g) render a full financial report at the annual meeting of the members if so requested; and
- h) 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.

Section 9.10. ASSISTANT OFFICERS. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these bylaws or the Board of Directors may prescribe.

## *ARTICLE X COMMITTEES*

Section 10.1. AUTHORITY. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Association.

Section 10.2 ARCHITECTURAL CONTROL COMMITTEE.

10.2.1 Designation. In accordance with the provisions of the Act of Restrictions, the Board of Directors shall designate and appoint members from time to time to serve as the Architectural Control Committee, (hereinafter referred to the "ACC").

10.2.2 Terms and Qualifications. The Committee shall be comprised of no more than three (3) members, one shall be a board member and the Chairman of the Committee. The term for each member shall be one (1) year.

10.2.3 Vacancy and Removal of Committee Member. A member has the right to resign, at which time, the Chairman shall appoint an eligible member to fill the vacancy.

10.2.4 Powers and Duties. The Architectural Control Committee has the power to:

- a) enforce the rule restrictions, send written violation notices, and impose fines; and
- b) review members' request forms for alterations of property; and
- c) allow members the right to appeal, conduct hearings prior to self-help measures; and
- d) charge the owner a reimbursement assessment for self-help measures on a property; and
- e) use their discretion to impose fine frequencies and amounts; and

- f) delegate certain responsibilities and authority to the HOA Manager.

Section 10.3 ETHICS OF COMMITTEES. Each committee shall make reports as necessary to the Board. Any Committee Member who refuses to cooperate fully with an ethics investigation shall no longer be eligible to serve in the office and/or committee.

Section 10.4. REMOVAL OF COMMITTEE MEMBER. Any Committee Member found to have committed a violation of the Code of Ethics shall immediately be removed from office.

Section 10.5. OTHER COMMITTEES. The Board of Directors may designate from among its members committees, each consisting of one (1) or more directors or directors' assistants, by resolution adopted by majority vote of the entire board. Each committee shall serve at the pleasure of the board.

#### ARTICLE XI

##### LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 11.1. LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS. Each member of the Board of Directors shall be indemnified by the Association against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him in connection with any proceeding to which he may be party or in which he may become involved by reason of his being or having been a member of the Board of Directors at the time such expenses are incurred, unless the member of the Board of Directors is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. The above described right of indemnification shall not be exclusive of all other rights to which such member of the Board of Directors may be entitled but shall be in addition to such other rights. The indemnification provided herein is limited to the assets of the Association, and no person or entity, solely by reason of membership in the Association, shall have any liability pursuant to this Section 7.12 Acts of Restrictions.

#### ARTICLE XII

##### FISCAL POLICIES

Section 12.1. BOOKS AND ELECTRONIC RECORDS. The Association shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association. The Association or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all directors.

All such books, records, and lists of the Association shall be open to inspection and printing or copying during the usual business hours for all proper purposes of the Association. Every member may examine in person, or by agent or attorney, at any reasonable time, the records of the corporation that are listed in La

R.S. 12:223A. A member shall not have this right if the member is not current on payment of assessments owed to the Association. A reasonable fee may be charged for printing or copying of records.

The Association has adopted the use of electronic technology to scan the Associations' records and save as electronic files. The electronic files must be stored on discs, flash, or hard drives and in a format that allow the records to be printed. All outgoing officers, directors, or committee members must relinquish all general and official documents, records, electronic files, flash or hard drives and any books, materials and property of the Association in his possession or under his control to the President within ten (10) business days following an election.

Section 12.2. CONTRACTS. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of directors or required by law, by the President or Assistant Vice President and attested by the Secretary.

Section 12.3. LOANS TO OFFICERS AND DIRECTORS. The Association shall not lend money to or guarantee the obligations of any officer or Director of the Association.

Section 12.4. FISCAL YEAR. The fiscal year of the Association begins on the first (1<sup>st</sup>) day of June every year and end on the thirty-first (31<sup>st</sup>) of May every year. The commencement date of the fiscal year herein established shall be subject to change by resolution of majority vote of the Board of Directors.

Section 12.5. FINANCIAL BOOKS AND ACCOUNTS. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures and other transactions of the Association and its administration and shall specify the maintenance and repair expenses of the common areas and community facilities, services provided with respect to the same and any other expenses incurred by the Association.

Section 12.6. INSURANCE COVERAGE. The Board of Directors shall obtain and maintain, to the extent reasonably available, the coverages as described in this Section. The Board of Directors shall solicit the advice of such agent(s), in connection with decisions concerning such policies, coverages, and claims.

- a) Commercial Property Insurance, covering buildings, contents and equipment for such hazards and risks appropriate to property of similar construction, location, and use; and
- b) Commercial General Liability Insurance, covering the operations of the Association within the scope of such policies; and
- c) Directors and Officers Liability insurance or its equivalent; and
- d) Any other policies of insurance deemed appropriate by the Board of Directors.

### *ARTICLE XIII CONFLICT OF INTEREST*

Section 13.1. GENERAL. The Board of Directors shall administer the affairs of the Association honestly and economically and exercise their best care, skill, and judgment for the benefit of the Association. The Officers shall exercise the utmost good faith in all transactions relating to their duties for the Association. In their dealings with and on behalf of the Association, they are held to a strict rule of honest and fair dealings.

They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Association's interest and that of the individual or an organization affiliated with the individual. Any conflict between the Act of Restrictions and these Bylaws shall be resolved in favor of application of the Act of Restrictions. The law shall always prevail.

Section 13.2. DISCLOSURE OF POTENTIAL CONFLICT. Any officer or Director of the Association shall have a duty to disclose any potential conflict of interest by virtue of business affiliation.

Section 13.3. CONFLICT OF INTEREST DEFINED. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of the Association, is in a position to exert influence, in dealings with or on behalf of the Association, which would give preference to any other business organization with whom the officer or Director is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business organization.

Section 13.4. WAIVER OF CONFLICT. Whenever a conflict of interest arises, or the appearance of a conflict of interest, such Director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Association to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

Section 13.5. RECUSAL FROM DECISION-MAKING. Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters related to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present facts or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present but, may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

Section 13.6. GENDER. Whenever in these Bylaws the context so requires, the use of any gender shall be deemed to include all genders.

Section 13.7. AMENDMENTS. These Bylaws may be amended by an affirmative vote of majority of the Board of Directors present at any meeting of the Board duly called for such purpose. At the discretion of the Board of Directors, amendments to the Bylaws may be proposed by any member of the Board of Directors or by petition signed by eligible members representing at least twenty five percent (25%) of members of the Association delivered to the Secretary. A description of any proposed amendment shall accompany the notice of any regular or special meeting of the Board of Directors at which such proposed amendment is to be voted upon. The Secretary shall confirm eligibility of members to vote.

*IN WITNESS WHEREOF*, the foregoing Bylaws constitute the amended Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 30<sup>th</sup> day of May, 2020.



Patti Harrell, President

Huey Haley, Safety Officer



Amber Haley, Treasurer

  
George Rodriguez, ACC Chairman