

5/1/11

Oak Alley *Estates*

By-Laws

BY-LAWS
OF
OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name and location of the corporation is Oak Alley Estates Subdivision Homeowner's Association, Inc., (hereinafter referred to as "the Association").

The principal office of the Association shall be located at 9035 Bluebonnet Blvd., Suite 3, Baton Rouge, Louisiana 70810, or at such other specific location therein as may be from time to time designated by the Board of Directors of the Association.

ARTICLE II

DEFINITIONS

Section 1: The term "Association" shall mean and refer to Oak Alley Estates Subdivision Homeowner's Association, Inc.

Section 2: The term "Board" shall mean and refer to the duly elected Board of Directors of the Association.

Section 3: The term "Common Areas" shall mean and refer to those areas of land shown and labeled as such on the official plat entitled "Final Plat of Oak Alley Estates", being a subdivision of the Hudgens P. Decoteau tract and tract Y, located in Section 21, T9S, R2E, South Eastern Land District, East of the Mississippi River, Ascension Parish, Louisiana, a copy of which map is recorded as Entry Number 548933 as well as those areas shown on the "Final Plat of Oak Alley Estates Second Filing, being recorded as original number 596439, all in the official records of the Clerk and Recorder for Ascension Parish, Louisiana, and any areas of land shown and labeled as such which may be shown on maps of any future filings of Oak Alley Estates Subdivision which may be subject to the Articles of Incorporation of the Association and governed by the Restrictions described below.

Section 4: The term "Developer" shall mean and refer to America Homeland, L.L.C.

Section 5: The term "Director" shall mean and refer to each duly elected member of the Board.

Section 6: The term "Lot" shall mean and refer to each individual plot of land as shown on the official final plat of Oak Alley Estates Subdivision, First Filing and Second Filing, as described above in Section 3, as well as any Lot which may be shown on maps of any future filings of Oak Alley Estates Subdivision which may be made subject to the Articles of Incorporation of the Association and the Restrictions described below and for which duties and obligations for administration and enforcement of the respective restrictions have been given to the Association.

The term "Lot" shall not include the Common Areas and streets dedicated to the public for public use.

Section 7: The term "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a Lot but excluding those having an interest in a Lot merely as security for the performance of an obligation.

Section 8: The term "Member" shall mean and refer to every owner of a lot, who shall collectively and automatically constitute a single member of the Association by virtue of and to the extent of the owner's ownership of the lot, there being one membership in the Association for each lot. Membership in the Association shall not be assignable and shall not pass separate and apart from ownership of a lot.

Section 9: The term "Restrictions" shall mean and refer to the Act of Restrictions of Oak Alley Estates Subdivision, First Filing, recorded at Original Number 549795 and to the Act of Adoption of Restrictions for Oak Alley Estates Second Filing, recorded at original number 597703, official records of the Clerk and Recorder for Ascension Parish, Louisiana, along with any amendments thereto, and any declaration of obligations, covenants, restrictions, servitudes, and conditions under which the Association has expressly accepted the duties and obligations for administration enforcement.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

The Association shall have one class of voting Membership. The right and privileges of membership, including the right to vote and to hold an office in the Association, may be exercised by any owner, but in no event shall more than one vote be cast for each lot. When more than one person holds an interest in any lot, the vote for such lot shall be exercised as those owners of such lot themselves determine and advise the secretary of the Association prior to any meeting. In the absence of such advice, the vote associated with such lot shall be suspended in the event more than one person seeks to exercise it. The voting weight associated to each lot shall be equal and each lot shall have only one vote.

In the event a Lot is owned by a partnership, corporation, or other business entity, then the business entity shall designate one person who will serve as the member representing and voting for the entity's interest.

An owner's membership ends when the owner is no longer an owner of a lot and any improvements thereon. On the sale or other disposition of the Lot, an owner's membership is automatically transferred to the new owner of that Lot and any improvement thereon.

Until the Developer releases the Association to its members, the Developer will be the only member entitled to vote.

ARTICLE IV

MEETING OF MEMBERS

Section 1: Place of Meetings. Meetings of the Members shall be held at any place within the State of Louisiana that the Board of Directors may from time to time elect.

Section 2: Annual Meeting. There shall be an annual meeting of the association during the month of January, each year, for election of officers, receiving reports, and the transactions of other business.

If an annual meeting has not been called and held within six (6) months after the time designated for such meeting, any Member(s) may call the meeting.

Section 3: Notice of meetings. Written notice of each meeting shall be given by, or at the direction of, the Secretary of the Association or a person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty (30) days prior to such meeting, to each Member entitled to vote thereat, addressed to the most recent address supplied by such Member to the Association for the purpose of notice, or if no such address shall have been furnished, then to the street address of the Lot owned by such member. Such notice shall specify a reasonable place, date and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum. The presence at the meeting of Members entitled to cast 50 percent of the total votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of the Association, the Restrictions, or these By-Laws. If, however, a quorum shall not be present, the presiding officer may, without further notice other than the announcement at the meeting, adjourn from time to time until a quorum is present. Decisions shall be made by a majority of the Members represented at a meeting at which a quorum is present, and the affirmative vote of those Members present and entitled to vote shall be the act of the Association.

Section 5: Proxies. A member entitled to vote may vote by proxy executed in writing by the Member. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her Lot, or his/her attendance at the meeting for which the proxy has been given. In no event shall any proxy be valid for longer than ninety (90) days after the date of the first meeting for which it was given.

Section 6: Order of Business. The order of business at all annual or special meetings shall be as follows:

- (1) Call to order.
- (2) Reading of minutes of previous meeting.
- (3) Receiving communications.
- (4) Reports of officers.
- (5) Reports of committee heads and committee members.
- (6) Unfinished business.
- (7) New business.
- (8) Election of directors (if election is to be held).
- (9) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

ARTICLE V

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1: Number. Once the Association is turned over to the Members by the Developer, the Business and affairs of the Association shall be managed and governed by a Board of Directors composed of three (3) to five (5) directors, who need not be Members of the Association. The initial Board of Directors shall consist of three members. One of which shall serve a one year term, one of which shall serve a two year term and one of which shall serve a three year term. All successive Board members shall serve three year terms. Until the Association is turned over to its members, the Developer will appoint two Persons to be the entire board of directors.

Section 2: Removal and Vacancies. Any director may be removed from the Board, with or without cause, by a majority vote of the Member of the Association at any regular or special meeting, provided that notice of the pending action against the director has been provided to each director and all Members of the Association thirty (30) days in advance of the regular or special meeting. A director may also be removed from the Board by missing three (3) consecutive meetings of the Board. In the event of death, resignation, or removal of a director, his/her successor shall be elected by the remaining directors of the Board and shall serve for the remaining unexpired term of his/her predecessor.

Section 3: Compensation. No director shall receive compensation for any service he may render to the Association. However, each director shall be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 4: Action Taken Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting by written agreement provided the agreement is signed by a majority of the Directors and confirmed at the next regular meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Once the Association is turned over to the members by the Developer, nominations for the office of director shall be made by a Nominating Committee of not less than three (3) Members, consisting of a Chairman, who shall be a director, together with two or more Members of the Association, all of whom shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations of candidates for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may also be made by Members from the floor at the annual meeting or such other meeting at which directors are to be elected. Such nominations may be made from among Members as well as non-Members.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot. As such election, the Members or their proxies shall cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions and the Articles of Incorporation of the Association. The person receiving a plurality of the votes cast for that office shall be elected.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Once the Association is turned over to the members by the Developer, regular meetings of the Board shall be held quarterly on the first Thursday in January, April, July and October of each year, unless contrary action is taken by the Board. The meetings shall be held as deemed necessary by Board of Directors at such place, date, and time as may be fixed from time to time by the Board. If a regularly scheduled meeting has not been called or held, and Director(s) may call or schedule a Director=s meeting.

Section 2: Special Meetings. Special Meetings of the Board shall be held when called by the President of the Association, or by any two (2) Directors of the Board, after not less than three (3) days notice to each Director.

Section 3: Emergency Meetings. Emergency meetings may be held at the request of the President of the Association, by telephone conference. Members of the Board may be polled over the telephone and a majority of affirmative votes shall then be the action of the Board. Minutes shall be filed by the Secretary and certified by the polling officer.

Section 4: Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every decision or act made by the majority of the Directors present at a Meeting at which a quorum is present will be considered an act of the Board. If at a meeting a quorum is not present, the meeting may be adjourned until a quorum is present. A Director may join in the action of a meeting by signing the minutes thereof and as such constitute the presence of such director for the purpose of determining a quorum.

Section 5: Notice of Directors Meeting. When practical, notice of Directors meetings shall be provided to all owners at least twenty-four (24) hours in advance, except for emergency meetings. Notice of any Directors meeting when dues are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments. Notice of special meetings shall contain the purpose purposes of the meeting.

Section 6: Waiver of Notice. A Director may waive in writing notice of a regular or special meeting of the Board of Directors either before or after the meeting and his/her waiver shall be deemed the equivalent of getting notice. Attendance of a director at any meeting shall constitute waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7: Minutes. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Members, or their authorized representatives and Board Members at reasonable times upon appropriate advance notice to the Secretary. The Association shall retain these minutes for a period of not less than seven (7) years.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD

The Board shall have the following powers and duties:

- a. To adopt and publish rules and regulations governing the use of the common areas, including the use of the subdivision swimming pool, parking lot, clubhouse, lakes, and parks, and the personal conduct of the Members and their guest thereon, and establish penalties for the infraction thereof. The power and authority to make rules and regulations for the use and enjoyment of the common area shall remain with the developer until the developer turns this power over to the Association or until ninety-five (95%) percent of the lots in the first and any future filings of Oak Alley Estates Subdivision have been sold by the developer;
- b. To set the amounts of the yearly dues owed to the Association by an owner of a lot, which dues shall be payable in advance for one year and shall be pro rated at the time of acquisition of a lot. Until the Board of Directors sets a different amount, the yearly dues shall be \$100.00 for non lake lots and \$150.00 for lake lots per year, payable by January 15 of each calendar year by the then owner of the lot. However, Developer shall be specifically exempted from payment of all dues and assessments pertaining to the lots owned by it. The Board shall further:
 - i. Set the amount of the yearly assessment against each lot at least thirty (30) days in advance of the date of any assessment;
 - ii. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of the due date of any assessment; and
 - iii. Enforce the real and/or personal obligations to pay assessments, fines, penalties, or other levies against any property which are not paid within thirty (30) days after their due date;
- c. To issue, or cause an appropriate officer to issue, upon demand or request by any person, a certificate indicating the status of any assessment, fine, penalty, or other levy, whether delinquent or paid. A reasonable charge, established by the Board, may be made by the Association for the issuance of these certificates. Such certificate shall be conclusive

evidence of payment of any assessment, fine, penalty, or levy therein stated to have been paid;

- d. To procure and maintain liability and hazard insurance in the amount of at least \$1,000,000.00 on the Common Area and other property the Association may own, and further liability insurance may be deemed necessary or advisable to honor the indemnity obligation of the Association contained in the Articles of Incorporation of the Association and the Restrictions;
- e. The Board of Directors may, by resolution, delegate portions of its authority to an executive committee or other committee, to tribunals, to managers, to officers of the Association, or to agents and employees of the Association;
- f. To suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment, fine, penalty, or other levy by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for the infraction of published rules and regulations;
- g. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association not reserved to the Members by other provisions of these By-Laws, the Articles of Incorporation of the Association, or the Restrictions;
- h. To declare the office of a director to be vacant for good cause;
- i. In general, the Board of Directors has the power to do anything that may be necessary or desirable to further the common interest of the owners, to maintain, improve, and enhance the Common Areas. Among other things, it will be the responsibility of the Board of Directors to:
 - i. Elect officers to conduct the affairs of the Association;
 - ii. Enforce all covenants and restrictions of Oak Alley Estates Subdivision;
 - iii. Serve and represent the owners in any public matter or hearing affecting the subdivision;
 - iv. Maintain any landscaping or other structures at the subdivision entrance and all common areas throughout the subdivision, including landscape areas, berms, all landscaping around the clubhouse, pool and park areas;
 - v. Maintain the grounds (including cutting the grass) on all park and common areas;
 - vi. Maintain (and replace the equipment of facilities, when needed), supervise, insure with liability insurance, make rules for and monitor the use of the swimming pool,

- fountains, parking lots, park areas, lakes, all common areas, any access gate and facilities the association may build to limit access to the streets of the subdivision;
- vii. Pay the promissory notes at any bank to which the association is indebted;
- viii. Maintain the lakes and the banks thereof in a neat and attractive manner;
- ix. Keep the fountains at the entrance, in the lakes and landscape areas in good working order and replace same when required;
- x. Maintain irrigation systems and lighting systems throughout the subdivision as well as water wells, if used;
- xi. Paint, recast, maintain, and replace when required all subdivision amenities; and
- xii. Act in any other capacity or matter in which the majority of the Board so voted.
- j. The powers and rights of the Homeowners shall remain vested in the Developer until such powers and rights are released to the Homeowners Association.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers- The officers of the Association shall consist of a President, who shall at all times be Director on the Board, as well as a Secretary and Treasurer, and such other officers as the Board may, from time to time, by resolution establish.

Section 2: Election of Officers- The election of Officers shall take place at the first meeting of the Board of Directors, which shall immediately follow each annual meeting of the Members.

Section 3: Term- The Officers of the Association shall be elected annually by the Board of Directors and shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4: Special Appointments- The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5: Resignation and Removal- Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies- A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7: Multiple Offices- Only the offices of Secretary and Treasurer or President and Treasurer may be held by the same person.

Section 8: Duties - The duties of the Officers are as follows:

a. President- The President shall preside at all meetings of the Board of Directors; shall implement orders and resolutions of the Board; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments, if determined by resolution of the Board and shall co-sign all checks in amounts greater than \$100.00, and shall have all of the powers and duties which are normally vested in the office of the President of a corporation.

b. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association, if any, and affix it on all papers requiring such seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as may be required by the Board of Directors.

c. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks less than \$100.00 and shall co-sign all checks greater than \$100.00; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year, and shall prepare a statement of income and expenditures to be presented to the Membership at its regular meeting; and provide a copy of the statement of account for a reasonable cost to any Member who requests it.

d. Customary Duties. The Officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.

Section 9: Compensation. The Officers shall serve without compensation.

ARTICLE X

ACCOUNTING RECORDS: FISCAL MANAGEMENT: ASSESSMENTS

Section 1: Books and Records. The Association shall keep correct and complete books and records of account including all receipts and expenditures. The books and records of the Association shall be open to inspection by Members or their authorized representatives at reasonable times upon appropriate advance notice to the Board of Directors. Such authorization as a representative of a Member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of the inspection. Written summaries of the accounting records may be available to the Members. Such records, if made available, shall include a record of all receipts and expenditures.

Section 2: Fiscal Year. In administering the finances of the Association, the following procedures shall govern:

- a. The fiscal year shall start January 1, of the year of organization of the Association.
- b. Any monies received by the Association in any fiscal year may be used by the Association to pay expenses incurred in the same calendar year.
- c. The Association will operate on a cash basis accounting system.

Section 3: Assessments. Each Member is obligated to pay the Association annual assessments or any special assessments, fines, or penalties which shall be both a real obligation incidental to the ownership of the lot assessed and the personal obligation of the Owner of the lot assessed when the assessment is made as set forth in the Restrictions. Any assessment, fine, penalty, or other levy that is not paid within thirty (30) days of its due date shall be delinquent. If an assessment, fine, penalty or other levy is not paid within thirty (3) days after its due date, the levy shall bear interest from the date of delinquency at the rate of 10% per annum. The Association may bring an action at law against the Owner personally obligated to pay the same and/or "in rem" against the current Owner of the lot assessed, to recover the amount of the assessment, fine, penalty, or other levy plus interest, costs, and reasonable attorney's fees associated with any such action. No Owner other than the Developer may waive or otherwise escape liability for any assessment, fine, penalty, or other levy provided for herein or in the Restrictions or the Articles of Incorporation of the Association by non-use of the Common Areas or abandonment of the affected lot. The Association may file with the Clerk or Recorder of Ascension Parish a notice of lien setting forth the name of the property owner, the legal description of the property and the amount due which shall operate as an encumbrance against the property affected.

Section 4: Depository. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

ARTICLE XI

AMENDMENTS

Section 1: Amendment of By-Laws. These By-Laws may be amended at a regular or special meeting of the Board of Directors by a vote of the majority of a quorum of Directors present in person or by proxy or the Developer alone until the Developer releases the Association to the members.

Section 2: Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by the Members at a duly constituted meeting for such purpose, provided, however, that no amendment shall take effect unless approved by a least two-thirds (2/3) of the entire membership of the Board of Directors and by not less than three-fourths (3/4) of the entire membership of the corporation. Notwithstanding the foregoing, the Developer may amend the Articles of Incorporation until such time as the Association is turned over to the Members.

Section 3: Conflict. In the case of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall take precedence; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall take precedence.

ARTICLE XII

LOANS

The Association may contract to borrow money from a bank to provide funds for the maintenance of the Common Area. The Association shall be responsible for repaying all promissory notes executed for such purpose. The ability to borrow money must be authorized by a resolution of the Board of Directors and approved by a majority of the Members in attendance at a duly noticed or special meeting.

ARTICLE XIII

CONTROL BY DEVELOPER AND RESTRICTIONS

The right, duty, effect and power of the Association, Board, Owner, Member, the Association and these By-Laws shall be subject to the Restrictions as well as the right and power of the Developer in accordance with the Restrictions, Articles of Incorporation and By Laws of the

Association until such time as the Association is released to the Owners or Members.

THUS DONE AND ADOPTED this 21st day of October, 2005.

AMERICA HOMELAND, LLC

By: 

Kevin K. Nguyen - Member