

C

**RESOLUTION 1-2022 OF THE  
SHADOWBROOK LAKES HOMEOWNERS ASSOCIATION, INC.  
APPROVING AMENDMENT OF BYLAWS**

ORIG# 773 BND# 13181  
4/13/2022 11:40:05 AM  
FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA  
DOUG WELBORN  
CLERK OF COURT AND RECORDER  
CUSTOMER PROVIDED COPY FOR  
DEPUTY CLERK AND RECORDER

Upon motion duly made, seconded and carried, the Board of Directors for Shadowbrook Lakes Homeowners Association, INC, adopted the following Resolution, at its duly noticed meeting held on 11<sup>th</sup> day of April, 2022.

**WHEREAS**, Article IX Powers and Management of the Articles of Incorporation of Shadowbrook Lakes Homeowners Association, Inc. ("Association") provides that the Board of Directors ("Board") shall have the power to make, alter, and annul such by-laws, rules or regulations for the government of the affairs of the corporation as it may deem proper;

**WHEREAS**, section 10.1 of the By-Laws Association gives the Board the authority to amend the by-laws at a regular or special meeting of the Board by a vote of a majority of a quorum of directors present in person or in proxy; and

**WHEREAS**, the Board has fully discussed and considered this matter and deems it to be in the best interest of the Association and all of the Association members to allow the Board the discretion to amend said bylaws as set forth in the attached document entitled Third Amendment to the By-Laws of Shadowbrook Homeowner's Association, Inc; and

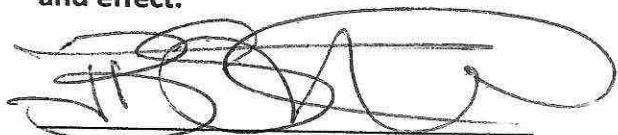
**WHEREAS**, a copy of the amendment to the By-laws is attached hereto as Third Amendment to the By-Laws of Shadowbrook Homeowner's Association, Inc.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby adopts the amended By-Laws;

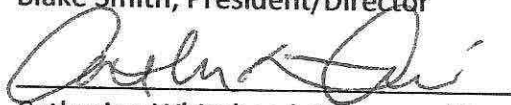
**FURTHER RESOLVED**, the attached amended By-Laws are effective as of this date.

Executed this 12th day of April, 2022.

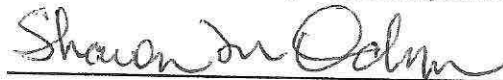
We, the undersigned, hereby certify that the Board of Directors of Shadowbrook Lakes Homeowners' Association that the foregoing Resolution was duly adopted by the affirmative vote of a majority of the quorum present and that said Resolution has been duly recorded in the Minutes and is in full force and effect.



Blake Smith, President/Director



Catherine Whitehead, Treasurer/Director



Sharon Odom, Secretary/Director

**THIRD AMENDMENT TO THE  
BY-LAWS OF  
SHADOWBROOK LAKES HOMEOWNER'S ASSOCIATION, INC.**

**BE IT KNOWN**, that on the 11th day of April 2022, personally came and appeared

Shadowbrook Lakes Homeowner's Association, Inc., a Louisiana corporation, represented herein by its Board of Directors at a duly called meeting of the Board of Directors who are duly authorized pursuant to the Articles of Incorporation and By Laws of the corporation.

WHEREAS, in accordance with its Section 10.1, the Board of Directors has, by majority vote of a quorum of directors present in person or by proxy, determined the need for the amendment of the original By-Laws of Shadowbrook Lakes Homeowner's Association, Inc.

NOW THEREFORE, the Board of Directors amends the By-Laws to provide as follows:

Section II, DEFINITIONS, shall be amended by the addition of Paragraphs 2.8 through 2.11, as follows:

**2.8 Good Standing.** Members current in paying his/her Assessments, fines, fees and judgements that are not under review or appeal by the Board of Directors.

**2.9 Decorum.** Civil, respectful, courteous discourse and behavior conducive to the democratic and harmonious airing of concerns and decision making

**2.10 Officer.** A member in Good Standing that is appointed by the Board to a non-voting office or supplemental role to head a committee or other official position within the Board. Also, the Board of Directors may hold office in order to fulfill their duty as a Director.

**2.11 Notification.** All written notices or demands, as required by these By-Laws, the Articles of Incorporation or the Declaration of Covenants and Restrictions for the Shadowbrook Lakes Subdivision, may be given by the Board and/or Association either personally, by electronic mail, web portal/interface or by regular mail to a Member at the mailing address and/or electronic mail address given to the Board by said Member for such purpose, or by delivery to the Member's Lot, if no address for such purpose has been given to the Board.

Section III, MEETINGS OF MEMBERS, Paragraph 3.5 shall be amended to read as follows:

**3.5 Proxies.** At all meetings of Members, each Member shall be entitled to cast their vote themselves or by proxy. All proxies shall be in writing, filed, and retained in the records of the Association. Proxies shall be filed at least seven (7) days prior to the election in which the proxy will be used. The proxy:

- a. must clearly state the name of the assigned person.

- b. must be signed by the Member and the designee.
- c. must be received via mail by the Association or the Management Company prior to or by the stated deadline
- d. must be mailed by the grantor of the proxy
- e. may not designate a sitting Director or candidate, or anyone in a sitting board Member's or candidate's household as the proxy;

Section III, MEETINGS OF MEMBERS, shall be supplemented by the addition of Paragraph 3.7, as follow:

**3.7 Removal from Meeting.** The Board of Directors via a Majority Vote has the authority, and can authorize the Management Company, to dismiss from any meeting any Member or Board Director who demonstrates disruptive behavior that impedes the progress of the meeting or lacks the Decorum necessary to have a productive meeting. One (1) warning will be given to the disruptor prior to the motion for removal. Removal of a Board Director from a meeting by the Management Company will be deemed an unexcused absence.

Section IV – BOARD OF DIRECTORS – SELECTION AND TERM OF OFFICE, shall be supplemented and amended as follows:

The Resolution dated March 14, 2019, and the original By-Laws paragraph 4.1 will be removed from the record and replaced with the following

**4.1 Board of Directors.** The Association's Board of Directors will be comprised of five (5) elected voting Directors, who must be Members of the Association, in Good Standing, and will function in the roles of President and Vice President, and may fill the Officer roles of Secretary, Treasurer.

Section IV – BOARD OF DIRECTORS – SELECTION AND TERM OF OFFICE shall also be supplemented and amended by the removal of the paragraphs 4.2, 4.3 and 4.5 as previously written and will be replaced with the following:

**4.2 Qualification.** Each Director of the Board is a volunteer and must be a Member in Good Standing. Upon Management Company confirmation of the Board of Directors election, each Board Director must remain in Good Standing through the duration of his/her term.

- a. **Term.** Limited to 1 year, voted at or before each annual meeting.

**4.3 Removal of Board Director.** All Directors of the Association's Board are subject to removal from their elected seat on the Board as well as their appointed office by: a Majority Vote of the Board of Directors, Resignation, Legal Notification as Interdict. In any of these cases the Board may appoint a qualified Member to the role for the interim.

- a. **A Majority Vote of The Board of Directors.** Removal of a seated Board Director shall be determined by a Majority Vote of elected Board Directors at a duly called Board Meeting. Grounds for the removal from the Board of Directors for cause include, but are not limited to:

- 1. two (2) consecutive unexcused meetings absences;
- 2. malfeasance of duties;

4.5 **Action Taken Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing for such action. 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. Action can be taken by email if a Majority Vote of the Board of Directors is cast.

Section V. NOMINATION AND ELECTION OF DIRECTORS shall be amended by the removal of Paragraph 5.2 as previously written as replaced as follows:

5.2 **Board of Director Elections.** The Members shall elect a Board of Directors, annually, through casting of votes. The five (5) candidates receiving the largest number of confirmed votes submitted by Members, will be deemed the winning candidates.

a. **Election Interference.** Election interference is the intent to cause false or skewed election results through ballot tampering, pre-marking ballots, and disseminating disparaging and/or untrue information about a candidate or engaging in electioneering determined by the Management Company or a Majority Vote to be interfering with the integrity of the election.

1. The delivery of any ballot by a person who does not reside in the voting home and is not the approved proxy, will be considered election interference and the vote will not count
2. If a candidate is deemed by Management Company and a Majority Vote of the Board of Directors to have interfered in an election, the candidate will be disqualified as a candidate for that election and for two (2) immediately subsequent election cycles (2 years) and shall be notified of such disqualification by the Management Company prior to determination of election.

Section VI. MEETINGS OF DIRECTORS shall be amended with the following revisions to Paragraphs 6.2, 6.3 and addition of 6.4:

6.2 **Special Meetings.** Special meetings of the Board shall be held when called by the President of the Association, or a Majority of the Directors after not less than three (3) days' notice to each Director. Any Special Meeting may be held in person or virtually via any technology which facilitates communication between the Board of Directors, including but not limited to email, teleconference or videoconference software, etc.

6.3 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business. A Majority Vote must be had in order to take action or make a decision that requires a motion or vote.

6.4 **Majority Vote.** Any vote by the Board of Directors where a Quorum is held, and a majority of the Board votes for an action or motion. For a board of 5 members, 3/5ths is the Majority, and therefore 3 votes constitute a Majority Vote.

Section VII. POWERS AND DUTIES OF THE BOARD shall be amended with the addition of Paragraph 7.1 (g):

7.1 Powers.

- g. Management Company. Enter into contracts and agreements with third parties, including but not limited to management companies.

Section VIII. OFFICERS AND THEIR DUTIES shall be amended with the following revised Paragraph 8.4:

8.4 Special Appointments. The Board of Directors may elect such other appointees as the affairs of the Association may require. Each of whom shall hold office for such period and perform such duties as the Board may from time to time designate. The appointee must be a Member and in Good Standing.

BE IT KNOWN that, by Majority Vote the <sup>SMH, GLW</sup>~~FIRST~~ <sup>FOURTH</sup> AMENDMENT TO THE BY-LAWS OF SHADOWBROOK LAKES HOMEOWNER'S ASSOCIATION, INC. is hereby adopted and effective April 11, 2022.

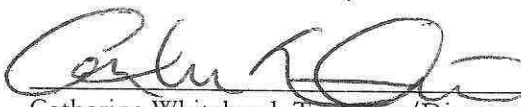
THUS DONE AND SIGNED, at Baton Rouge, Louisiana.



Blake Smith, President/Director



Sharon M. Odom, Secretary/Director



Catherine Whitehead, Treasurer/Director



Ernest Brewer, Director

SWORN TO AND SUBSCRIBED, this 11th day of April, 2022, at Baton Rouge, Louisiana.

Michael T. HALE  
Name of Notary [Signature]  
Notary Number 18929