

Garden Park Estates Owners Association, Inc Constitution and By-Laws

Garden Park Estates Owners Association, Inc. City of Gretna, Jefferson Parish, Louisiana

CONSTITUTION AND BY-LAWS (Established)

ARTICLE I - NAME AND PURPOSES

Section 1 The name of the organization shall be the Garden Park Estates Owners Association, Inc.

Section 2 The purpose of the Association shall be to promote the safety, advance the interest of and foster the excellence of Garden Park Estates Subdivision of City of Gretna, Jefferson Parish, Louisiana as a place of residence; to represent the homeowners of the subdivision in negotiations in matters affecting all or a significant group of homeowners; and to represent the homeowners in negotiations with the parish, state of local governments pertaining to the overall welfare and best interests of the subdivision and its association of members and residents.

ARTICLE II - MEMBERSHIP

Section 1 Qualifications: Only persons, firms, or companies owning real property in the Garden Park Estates Subdivision shall be eligible to become a member. Where two or more persons are the joint owners of real property in Garden Park Estates Subdivision or a couple, they shall be considered as a single member with one (1) vote for each property. Only members in good standing shall be entitled to vote. Whenever a member shall cease to own real property in Garden Park Estates Subdivision, such member shall automatically be dropped from the roll of the Association.

Section 2 Members: A member shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after the membership cease, or while he/she/it is not in good standing.

Section 3 Manner of Admission: Every person or entity who acquires title to any real property in Garden Park Estates Subdivision is eligible to become a member of the Association, subject to and bound by its By-Laws, rules and regulations.

Section 4 Associate Membership: Tenants residing within the Garden Park Estates Subdivision can become Associate members of the Association upon payment by the homeowner of yearly dues to the Garden Park Estates Owners Association, Inc. Associate members may not hold elective office but may hold appointive office and serve on committees in pertinent matters. Associate members may vote in the General Election unless proxy is given by homeowner.

Section 5 Benefits, Rights, Duties, and Responsibilities: All benefits, rights, duties, and responsibilities of membership, as determined by the membership and made effective by vote of a majority of members, accrue to any regular or associate member except as modified by Article II, Section 4.

Section 6 Termination of Membership: Whenever any member shall cease to have all the qualifications necessary for admission to membership in the Association, then such membership shall terminate.

Section 7 Member in Good Standing: A member is in good standing when all Garden Park Estates Owners Association charges, late charges, liens, or judgments are paid in full and not declared delinquent.

ARTICLE III - OFFICERS

Section 1 Executive Officers: The Executive Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. They will be the administrative body of the Association. The President and other officers shall be elected annually by the Board of Directors, hereafter sometimes referred to as the Board. They shall office immediately after the election. The election of officers will take place at the first regular meeting after the election of the new Board members with both the outgoing and incoming members entitled to vote.

Section 2 The President: The President shall be the Chief Executive Officer (CEO) of the corporation and shall perform such duties as may be assigned by the Board. He or she shall be an ex-officio member of all committees. The President shall attend all meetings of the Board of Directors and in case of a tie vote the President can cast a tie breaking vote.

Section 3 The Vice-President: The Vice-President shall have such power and perform such duties as may be assigned by the President or the Board of Directors. In case of the absence or the disability of the President, the duties of that office shall be performed by the Vice-President. The Vice-President vacancy shall be temporarily fill by the Board of Directors until an election can be held. The Vice-President will act as Membership Chairman and Information Director of the Association. As Membership Chairman the Vice-President shall issue a copy of the Constitution and By-Laws to new members.

Section 4 The Secretary: The Secretary shall keep the minutes of all proceedings for all joint meetings with the Executive Officers and the Board. He/she shall in general perform all the duties incident to the office of Secretary, subject to the control of the President or the Board. The Secretary shall be responsible for all correspondence of the Association.

Section 5 The Treasurer: The Treasurer shall have the duties of establishing and controlling the checking account, collecting all dues, and shall receive all revenues of the Association from ' every source and deposit same. The Treasurer shall pay all monies for which appropriation has been made and shall issue receipts for all cash monies received. Two signatures will be required on all checks issued, with Treasurer, President, and Vice-President on the signature card. A set of approved books shall be maintained and shall be open for audit. The Treasurer shall render a report at every meeting. He/she shall perform such other duties a may from time to time be assigned by the President or the Board, and if required by the Board shall obtain a bond for the faithful discharge of the duties in such sum as the Board may require. The Treasurer shall notify the Vice-President upon receipt of dues from a new member, so the Vice-President can issue a copy of the Constitution and By-Laws.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 Number of Members: The business and affairs of this corporation shall be managed by a Board of Directors, which shall consist of seven members.

Section 2 Chairman of the Board: The Board of Directors shall select from their number, a Chairman of the Board who shall act as the liaison between the Board and the President.

Section 3 Regular Meetings: The Board shall meet for the transaction of business at such place as may be designated from time to time.

Section 4 Special Meetings: Special meetings of the Board of Directors may be called by the President or by four members of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for such meetings.

Section 5 Quorum: The Directors shall act only as a Board and the individual Directors shall have no power as such. A majority of the Directors for the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice until a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law.

Section 6 Order of Business: The Board of Directors may from time to time determine the order of business at its meetings.

Section 7 Terms of Members of the Board: Member of the Board of Directors shall be elected to serve for two (2) years. To provide continuity within the Board, normally four members will be elected one year, and three members the next. However, should vacancies occur during the year for any cause, the next election held will be for that number required to bring the Board to its

authorized strength of seven. They shall be elected by the members in good standing so as to take office at the start of the fiscal year.

Section 8 Annual Report: The Board of Directors, at the Annual Meeting listed below, shall submit to the members of the Association and its property and shall submit also an account of the financial condition transactions of the year-to-date.

Section 9 Resignation: Whenever a Board member is unable to perform his/her elected duties by virtue of transfer, health, conflict of interest, or other cause, such member should submit a letter of resignation to the Board citing the reason.

Section 10 Vacancies in Board: Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by the majority vote, to select a successor Director to serve the unexpired term of the vacancy.

Section 11 Removal from the Board: Should a Board member have three (3) un-excused absences from the monthly Board meetings during the calendar year, that member shall be asked to resign from his/her position from the Board by a majority vote of the quorum of the Board. A Board member is required to call in advance the Chairman of the Board or the President if he/she is unable to attend a meeting.

Section 12 Compensation: All Board members serve without compensation for their services. Those expenditures made by any member at the direction of the Board are reimbursable by the Homeowners' Association and require that the Board member retain and turn in to the Board's Treasurer all receipts relative to the expenditure.

Section 13 Complaints: The Board of Directors will be responsible for reviewing and documenting complaints from the subdivision representatives. Upon receiving a complaint two members of the Board and the President will go to the address and access the complaint with pictures and documentation. The Board shall call a meeting and address the problem and if they justify the complaint the complaint shall be forwarded to the President. The Secretary will mail a certified letter to the owner with a copy of the violation, restriction, or compliance. The owner shall have fifteen (15) days upon receiving the letter to provide a plan of corrective measure. The Board members will then return to the address fifteen (15) days later to see if the problem still exists. If not corrected the City of Gretna will be informed of the violation. If that office cannot handle the problem, then the Garden Park Estates Owners Association will place a judgment against the home. The owner of the home in violation will be responsible for all court costs endured for not following the covenants and restrictions of Garden Park Estates Owners Association, Inc.

Section 14 Tenants: If the property is occupied by a tenant, a certified letter will also be mailed to the property owner.

ARTICLE V - MEETINGS OF MEMBERS

Section 1 Annual Meetings: There shall be a annual meeting of the members of the corporation at such place as may be designated on the second Tuesday in November of each year at 6:30 p.m., if not a legal holiday under the laws of the State of Louisiana. If it is a legal holiday, then the

meeting will be on the next succeeding business day, for the transaction of such business as may come before the meeting. No notice shall be required for such meeting.

Section 2 Special Meetings: Special meetings of the members of the corporation shall be held whenever called by the Board of Directors or by the holders of at least ten memberships in good standing. Notice of each special meeting, stating the time, place, and in general terms the purpose or purposes thereof, shall be sent by mail to the last known address of all members at least ten days prior to the meeting

Section 3 Quorum: At any meeting of or election by the members of the corporation, a quorum shall consist of those members in good standing attending or voting, either in person or by proxy, and a majority in amount of such quorum shall decide any questions that may come before the meeting or of the election. This is not meant to include those questions, which are specifically mentioned in the restrictions of the corporation as needing the vote of a majority of all homeowners of record. At least ten percent (10%) of the members must be present at any meeting to constitute a quorum.

Section 4 Proxy: Every member in good standing may cast one vote either in person or by proxy, for each lot owned by that particular member solely or jointly, or by the corporation owning the lot or lots of which he/she/it is a stockholder and the number thereof. Absentee ballots may be obtained from the Secretary one month before the election meeting. These must be returned to the Secretary prior to the election meeting. Every member in good standing may cast a vote, either in person or by proxy, as provided for in Article II, Section I.

ARTICLE VI - DUES

Section 1 Annual Garden Park Estates Owners Association dues will be fixed each year by the presiding Officers and approved by the Board of Directors. Payment is due by the thirty first (31st) day of March each year. Persons acquiring home ownership on or after the first (1st) day of April who wish to join the Association shall make a prorated payment

Section 2 Written notice shall be given by the Treasurer before the thirty first day of January to each member stating that dues are payable on or before March 31.

ARTICLE VII - LOSS OF PROPERTY

The Board of Directors shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member, or visitor, or other persons.

ARTICLE VIII - COMMITTEES

Section 1 Standing committees shall be: Hospitality, Newsletter, Architectural Review, Area Improvement.

Section 2 The area of responsibility for each standing committee are as follows:

Hospitality: To welcome new members of our community to the neighborhood. Offer our assistance and inform them of the Association and its goals.

Newsletter: To submit a newsletter to inform all members of new and old business the Association has.

Architectural Review: Be responsible for reviewing any external construction plans to make sure they comply with restrictions.

Area Improvement: Review areas in our neighborhood that may need extra help for improvement, (Cleanup, litter, signs, etc.).

ARTICLE IX - ORDER OF BUSINESS

All meetings shall be conducted in accordance with Parliamentary Law, Robert's Rule of Order (Revised). At all meetings of the association, the order of business so far as the character and nature of the meeting will admit shall be as follows:

1. Reading of the minutes of the last meeting and special meeting held subsequent thereto.
2. Introduction statements, questions and answer of special speakers and guests.
3. Report of the Treasurer.
4. Report of the Board of Directors through Secretary.
5. Report of Committees, standing and special.
6. Unfinished Business.
7. Amendments to By-Laws and Constitution, if any.
8. New Business.
9. Election (if fall quarterly meeting).
10. Set date for next meeting and adjournment.

ARTICLE X - DISSOLUTION

The Association may be dissolved at any time with the written consent of not less than two-thirds of its members. After all obligations have been fully discharged, its property and assets shall be contributed to a charitable organization to be selected by the Board of Directors at the time of dissolution.

ARTICLE XI - AMENDMENTS

Section 1 This constitution may be amended by a two-thirds vote of members present and voting at a regular or special meeting called for the purpose, however, the proposed amendments must be embodied in the call for such meeting and mailed to each member at least two (2) weeks prior to the date of said meeting.

ARTICLE XII - INDEMNIFICATION

Section 1 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture of other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and , with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of action by or in the right of the corporation, the indemnity shall be limited to expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action and non-indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Their termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2 To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 3 The indemnification hereunder (unless ordered by the Court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made, (1) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel.

Section 4 The expenses incurred in defending such an action, suit or proceeding shall be paid •

by the corporation in advance if the final disposition thereof is authorized by the Board of Directors in the manner provided in Section #3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized hereunder.

Section 5 The indemnification provided hereunder shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.

Section 6 The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the Business Corporation Law of Louisiana.