

BYLAWS

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The name of the association is Brookstone Homeowners Association (the "Association."). The mailing address of the Association shall be Post Office Box 87234, Baton Rouge, La. 70879, or such other address as may be designated by the HOA Board of the Association.

1.2 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.

1.3 Fiscal Year. The fiscal year of the Association begins on the date of incorporation and each and every subsequent year shall begin on the first day of the first month of the year and end on the last day of the last month of the year.

1.4 Interpretation. In the case of any conflict, the (1) provisions of state law, (2) the Association's Declaration, (3) Articles of incorporation, and (3) these Bylaws shall prevail in that order.

ARTICLE II

MEETING OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held each year at such date, place and time as the Association's Board may designate. The purpose of the annual meeting shall be for electing and filling any vacant posts on the HOA Board and Architectural Control Committee, updating the members of previous and future community plans, making decisions regarding the Association, and for any other Association affairs that may come up. Notices of meetings shall be posted on the Association's website, may be posted to social media, transmitted through emails, and/or signage to all Members of the Association at least thirty (30) days before the meeting.

2.2 Special Meetings. Special meetings of the Members may be called by the President, a majority of members of the Board, or by a written request of one-half(½) of all Associations Members who are entitled to vote. The purpose of the meeting shall be stated in the call to the meeting and at least 14 days' written and posted notice shall be given.

2.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and (3) serve on committees as may be established.

2.4 Voting: Unless a greater portion of the voting power is required by the by-laws, a majority of the voting power present shall prevail at all meetings. The voting rights of each Member shall be as provided in the Restrictions and these Bylaws.

- A. Maintain a complete and detailed record of the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote.
- B. Supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties.
- C. As for fully provided in the Declaration, to:
 - Impose contractual maintenance and other assessments against each Lot;
 - Give notice of each assessment to all Members of the Association.
 - Issue, or to cause an appropriate officer to issue, upon demand by a Member a disclosure packet pursuant to state law.
 - Maintain adequate liability and hazard insurance on all property owned by the Association.
 - 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 Declaration or these Bylaws; cause the Common Areas to be maintained.

ARTICLE III

BOARD MEMBERSHIP

- 3.5 Compensation.** No director or officer shall receive compensation for their services. However, by resolution of the Board may be reimbursed for actual expenses incurred in the performance of their duties.
- 3.6 Removal of Board Members.** Any or all of the Members of the Board may be removed for cause by vote of the HOA Members or by action of the Board. Board Members may be removed without cause only by vote of the Members.
- 3.7 Resignation.** A Board member may resign at any time by giving written or verbal notice to the Board and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE IV

MEETING OF BOARD

- 4.1 Special Meetings.** Special meetings may be called by the President and may be called upon request of a member of the Board. The purpose of the meeting shall be stated in the call and at least 3 days' notice shall be offered.
- 4.2 Quorum of the Board.** A majority of the Members of the Board shall constitute a quorum.

4.3 Action of the Board. The act of the Board shall be valid, if the required quorum is present at the time of the vote, unless otherwise required by law. Each Board Member present shall have one vote regardless of the number of lots/units, which he may own. Be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting; Maintain all the Association documents and records in a proper and safe manner as required by state law; and perform such other duties as may be prescribed by the Board.

ARTICLE V

OFFICERS

5.1 Titles

The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and such other officers as may, from time to time, be elected or appointed by the board. Any two officers may be combined in the same person, and none need be a director.

5.2 President

The president shall, when present, preside at all meetings of the directors and members. He is the chief executive officer, with general management of the corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the board are carried into the effect and direct the other officers in the performance of their duties; has power to execute all authorized or required by law, or which are incumbent upon him under the provisions of the articles and these bylaws.

5.3 Vice President

The vice president shall have such powers, and shall perform such duties, as shall be assigned to him by the directors or by the president, and shall, in the absence or disability of the president, perform his duties and exercise his powers.

5.4 Treasurer

The treasurer has custody of all funds, securities, evidence of indebtedness and other valuable documents of the corporation. He shall receive and give, or cause to be given, receipts and acquittances for moneys paid in on the account of the corporation, shall pay out of the funds on hand all just debts of the corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid out on the account of the corporation, and, whenever required by the president or the directors, he shall render a statement of his accounts. He shall keep or cause to be kept such books as will show a

true record of the expenses, gains, losses, assets, and liabilities of the corporation; and he shall perform all of the other duties incident to the office of the treasurer.

5.5 Secretary

The secretary shall give, or cause to be given, notice of all meetings of members, directors and committees, and all other notices required by law, the Restrictions or by these bylaws, and in the case of his absence or refusal or neglect to do so, any such notice may be given by the members or directors upon whose request the meeting is called as provided by these bylaws. He shall record all the proceedings of the meetings of the members, of the directors, and of the committees in a book to be kept for that purpose. He has custody of the seal of the corporation and shall affix it to all instruments requiring it; and he shall perform such other duties as he may be assigned to him by the directors or the president.

5.6 Assistants

Assistant secretaries or treasurers shall have such duties as may be delegated to them by the secretary and treasurer respectively.

ARTICLE VI

COMMITTEES

6.1 Composition. The ACC (Architectural Control Committee) shall be composed of elected officers. The total number of ACC members to constitute the entire ACC shall be no less than three (3) nor more than five (5) positions. In the event of a vacancy, an ACC position may be temporarily filled by a member of the Board.

6.2 Election. ACC Members shall be elected at the annual Association meeting by a majority of lot owners present and voting, with each lot being entitled to one vote.

6.3 Powers. The ACC shall have all the powers and rights necessary to administer the ACC's affairs, to perform the ACC's responsibilities and to exercise its rights as set forth in these Bylaws, Declarations and the Articles provided that such rights and powers are not inconsistent.

ARTICLE VII
AMENDMENTS

7.1 Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of majority of Members in good standing, who are present and voting in person or by proxy, with each lot being entitled to one vote.

7.2 Conflict. In the case of any conflict between these Bylaws and the Declarations, the Declarations shall control. If any conflict exists between the Articles and these Bylaws, the Articles shall control. The law shall always prevail.

7.3 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

7.4 Termination. The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon a dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations the Owners may have to the Association pursuant to the Declaration.

IN WITNESS WHEREOF, we, being all of the Board Members of the Association have hereunto set our hands this 7 day of AUGUST, 2023.

By: Brookstone HOA Board of Director Member

Name: Leanne LeJeune

Title: President

CERTIFICATION

I the undersigned, do hereby certify:

THAT I am the duly elected and acting President of Brookstone Homeowners Association, LLC, a Louisiana state corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of the association, as duly adopted at a meeting of the HOA Board thereof, held on the 6 day of July, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7 day of AUGUST, 2023

Signatures of Board Members:

<u>Leanne LeJeune</u>	Position: <u>President</u>
<u>[Signature]</u>	Position: <u>Acc President</u>
<u>Stephanie Bates</u>	Position: <u>Vice President</u>
<u>[Signature]</u>	Position: <u>Secretary</u>
_____	Position: _____
_____	Position: _____