

The Greater Oak Hills Civic Association Corporate By-laws
Adopted on April 20, 1998
Amended on March 13, 2008

Be It Known, that on this day, March 13, 2008 at a meeting of the members of The Greater Oak Hills Civic Association, the following by-laws for the operation of the Corporation were amended and approved by majority of the Members of said Corporation, to-wit:

SECTION: 1 OFFICERS AND DUTIES

OFFICERS OF THE CORPORATION: The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

ELECTION OF OFFICERS: The officers shall be elected by the members of the Corporation, and shall hold office until their successors are chosen by the members and qualify to fill the office. No officer shall hold more than one office.

DUTIES: The duties of the officers are as follows:

(1) **PRESIDENT:** The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall have general powers and duties of supervision and management of the Corporation in accordance with the Articles of Incorporation, the By-Laws and all orders and resolutions of the Corporation, subject to specific authorization and/or approval by majority vote of the members of the Corporation. The President shall be responsible for filing the annual report with the Secretary of State if required.

(2) **Vice-President:** In general, the Vice-President shall serve as the assistant to the President, assisting the President as required and as directed by the President in these duties. In the absence of the President, the Vice-President shall assume the duties and responsibilities of the president. The Vice-President shall assist in notifying the membership of the regular and special meetings.

(3) **SECRETARY:** The Secretary shall attend all meetings of the Board of Directors and the general membership meetings. The secretary shall keep minutes of the meetings. Upon approval, the Oak Hills web site shall be the official repository of minutes. The secretary shall maintain all corporate records and upon request, shall issue notices of all meetings and assist the President in preparing an agenda.

(4) **TREASURER:** The Treasurer shall receive all funds of the Corporation and shall disburse funds in accordance with the determination of the members of the Corporation. The Treasurer shall keep records of all money received and disbursed, and shall make reports to the Members and Board of Directors when requested and cause them to be posted on the web site. The treasurer shall maintain a current financial report and ensure compliance with all State and Federal regulations regarding nonprofit corporations. He shall be responsible for filing state and federal tax returns, if required.

SECTION 2: BOARD OF DIRECTORS

COMPOSITION: The Board of Directors shall consist of five (5) to seven (7) members, all of which must be Members of the Corporation, and elected by majority vote of the Members present at the annual meeting. Vacancies on the Board may be filled by appointment of the Board, and such appointee serves until replaced or the appointment confirmed by majority vote of the Members present at a special election called for that purpose. All terms of office for the Board are for three (3) years.

DUTIES: The Board of Directors is charged with the management of all affairs of the Corporation subject to the approval by majority vote of the Members present at any regular or special meeting. The Board shall work with the Officers and Committees and shall make recommendations on any proposed Board action or any type of corporate action to the membership of the corporation for their approval at either a regular or special meeting. Proper notice concerning the purpose of the meeting must be given to the Members. The Board of Directors shall work with the Officers and Committees and prepare a budget to be presented to the Members at the general membership meeting.

MEETINGS: Regular meetings of the Board of Directors may be held at any place that the Board of Directors may designate. Unless the meetings are arranged on a regularly scheduled basis by the Board, written notice of all meetings shall be given each Director at least three (3) days prior to the meeting.

SECTION 3: COMMITTEES

The following shall be regular standing committees, with other committees created from time to time. The committees are to be comprised of voluntary members.

1. Membership
2. Newsletter
3. Safety Liaison
4. Beautification
5. Social
6. Regional Development
7. Welcoming
8. Web Site Coordinator
9. Federation of Civic Associations
10. Block Captain Coordinators
11. Nominations

SECTION 4: MEMBERS

MEETINGS: Members meetings shall be held a minimum of two (2) times a year. The meeting may be held at any place designated by the Board. Each member shall be notified by newsletter, flyer, or phone tree announcement or web site posting and by

posted signs at the subdivision entrances in advance of the meeting, the time, place and purpose of the meeting. Election of officers and approval of budget shall be held at a general membership meeting.

SPECIAL MEETINGS: Special meetings may be called by the Board of Directors, Officers or the Members at any time that the need arrives, however, in all cases the Members must be notified by; newsletter, flyer, phone tree announcement, web site posting, and/or by posted signs at the subdivision entrances, in advance of the meeting, of the time, place and purpose of the meeting. In the event of a zoning change or other action by the Planning commission or City Council which requires immediate action by the Corporation, a special meeting may be held on twenty-four hour notice to the Members by; oral communications by block captain, officers, directors, members, phone tree, message boards or posted signs at the subdivision entrances.

VOTING: At any meeting of the Members, each Member having the right to vote shall be entitled to vote in person. Each Member shall have one (1) vote for each lot owned in the subdivision. All votes shall be recorded by the Secretary and kept as part of the corporate records. All votes shall be checked for determination of that Member's voting rights. The votes shall also be recorded in the minutes of the meeting and results published in the next Newsletter, web site, flyer or announcement.

OWNERS VS. RENTERS: All persons residing in Oak Hills has the right to become a member but only those who own the lot are eligible to vote.

SECTION 5: ORDER OF BUSINESS: The Order of Business at the Meetings.

Meetings shall be as follows:

- (a) Call the Meeting to Order
- (b) Proof of Notice of the Meeting
- (c) Statement of the Purpose of the Meeting
- (d) Reading of Minutes of the Last Meeting
- (e) Reports of Officers
- (f) Reports of Committees
- (g) Elections (if scheduled for Meeting)
- (h) Old Business
- (I) New Business
- (j) Miscellaneous Business

RULES: Robert's Rules of Order shall govern the corporation where applicable and not inconsistent with these bylaws.

SECTION 6: ELECTIONS

The Nominating Committee shall report its recommendations for the Board of Directors and the Officers to the membership by written notice, newsletter, flyer, web site posting, or announcement prior to the meeting. Additional nominations may be received from the

floor or otherwise communicated to the Nominating Committee. The membership shall vote on each Director and Officer at the annual meeting.

SECTION 7: SIGNING OF CHECKS AND OTHER CORPORATE DOCUMENTS

The Treasurer shall be authorized to open a checking account as necessary to conduct the financial situations of the corporation. Reoccurring, monthly bills such as; utility, post office box rental, etc., and others less than two-hundred dollars (\$200.00) only require the signature of the Treasurer. Those expenses exceeding two hundred dollars (\$200.00) require the signature of two directors or two officers. Any expenditure must be approved by the Members of the corporation, either as a specific item or as part of the approved budget. The Treasurer shall furnish a written report to the Board of Directors as requested, board meetings and to the Members at all membership meetings.

SECTION 8: DUES

The full membership dues are set at the annual board meeting for the coming year and approved by the membership at the general membership meeting. Membership shall be on a calendar year. Only those Members who are current in payment of dues shall be eligible to vote. Dues are to be collected each year and must be paid prior to or at a general membership meeting. Dues, which can include special assessments, can be increased upon majority vote of the Members present at the annual budget meeting. The Membership Chair shall collect dues and maintain a record of membership. Payment of dues constitutes membership.

SECTION 9: PROHIBITED ACTS

Nothing in these By-Laws shall be construed to allow or empower any member, officer, board of director or committee chairperson to act in violation of any local, state or federal statutes, regulations, ordinances, and rules.

SECTION 10: AMENDMENT OF BY-LAWS

The By-Laws of the Corporation may be altered, amended or repealed by the affirmative majority vote of the Members present at a meeting called for that purpose.

BY ORDER OF MEMBERSHIP March 13, 2008

CERTIFICATION OF BY-LAWS

I, Patricia Birkett do hereby certify that I am the duly elected Secretary of Greater Oak Hills Civic Association a nonprofit corporation licensed to and doing

business in the State of Louisiana, and that the foregoing By-Laws were amended by the Members of the Corporation at a meeting held on the *thirteenth of March, 2008*, in Baton Rouge, Louisiana, at which meeting the majority of the members of the Corporation present voted in favor thereof, and that these By-Laws have not been modified or rescinded, and that they are still in full force and effect.