

CORPORATE BY-LAWS FOR
GREATER OAK HILLS CIVIC ASSOCIATION

BE IT KNOWN, that on this 20th day of April, 1998, at a meeting of the Members of GREATER OAK HILLS CIVIC ASSOCIATION, the following by-laws for the operation of the Corporation were adopted 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. No election shall take place unless there is a quorum of the members present at the meeting noticed for elections.

DUTIES: The duties of the various 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.

(2) **VICE PRESIDENT:** In general, the Vice-President shall serve as the assistant to the President, assisting him as required and as directed by him 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, the Members, and any other meeting or committee established for any reason. He shall keep minutes of the meeting, issue notices of all meetings, and other matters, assist the president in preparing agendas for the meetings and maintain all corporate records, minutes and membership records.

(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. He 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.

REMOVAL OF OFFICERS: Any officer may be removed by the affirmative vote of a majority of the Members of the Corporation. Any vacancy in any office arising from any cause may be filled by the Members at any regular or special meeting.

SECTION 2: BOARD OF DIRECTORS

COMPOSITION: The Board of Directors shall consist of from Three (3) to Five (5) members, all of which must be members of the Corporation, and elected by majority vote of the members 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 at a special election called for that purpose. All terms of office for the Board are for one year, with each member of the Board serving at the will of the membership of the corporation.

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 membership of the Corporation. 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 May meeting of each year.

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.

QUORUM: A quorum at all meetings shall consist of the majority of the total Board.

FUNCTION: The Board of Directors shall function as an advisory panel to the members of the corporation and the power of the Board of Directors is limited to those powers that are specifically granted by the majority vote of the membership of the Corporation.

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. Security/WatchDog
4. Maintenance
5. Beautification
6. Social Events
7. Regional Development
8. Nominations
9. Garden Club

The president shall assist the committees in their organization and selection of a chairman for each committee. The committees shall work with the Officers and the Board of Directors in preparing a budget.

SECTION 4: MEMBERS

MEETINGS: Members meetings shall be held three times a year, on the 3rd Monday of October, April, and May of each year. The meeting may be held at any place designated by the Board. Each registered Member shall be notified in writing (Newsletter, flyer, announcement) and by posted signs at the subdivision entrances in advance of the meeting, of the time, place and purpose of the meeting. The meeting held in October shall be a general meeting, however, upon notice, this meeting can be held for any other purposes. The meeting held in April shall be the annual meeting and for the purpose of electing officers and directors. The meeting held in May shall be for the purpose of approving a budget.

SPECIAL MEETINGS: Special meetings may be called by the Board of Directors, Officers or the Members at any time that the need arises, however, in all cases the Members must be notified, in writing (Newsletter, flyer, announcement) and by posted signs at the subdivision entrances, in advance of the meeting, of the time, place and purpose of the meeting. If the event of a zoning change or other action by the Planning Commission or City Council which requires immediate action by the Corporation, the special meeting may be held on twenty-four hour notice to the members, by oral communications by block captains/officers/directors/members and 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, or by proxy appointed by an instrument in writing subscribed by such member and witnessed by another person, and bearing a date not more than one year prior to the meeting. Each member shall have one vote for each lot owned in the subdivisions. All votes shall be in writing. 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 published in the next Newsletter, flyer or announcement.

ORDER OF BUSINESS: The Order of Business at the Members Meetings shall be as follows:

- (a) Call of 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.

QUORUM: A quorum at any meeting of the members of the Corporation shall consist of at least forty (40) Members, either by person or proxy, of the Corporation entitled to vote at the meeting.

ADJOURNED MEETINGS: If quorum is not present at any properly called members meeting, the meeting may be adjourned by those present. The meeting may then be rescheduled on written notice to all members, stating the purpose of the meeting, the failure of the adjourned meeting due to the failure of a quorum to be present, the necessity of the action to be voted upon by the members, and the statement that the meeting is rescheduled and the number of members being present at the rescheduled meeting will constitute a quorum, and that the votes of the majority in interest of those present shall be sufficient to transact the business of the meeting.

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

SECTION 5: CERTIFICATION OF MEMBERSHIP

CERTIFICATES: Certificates of Membership shall be numbered and shall be entered in the Membership Record Book of the Corporation when they are issued. They shall show the member's name and address and shall be signed by the President and the Secretary of the Corporation. They shall show the class of membership. The Secretary shall maintain the Membership Record Book.

REGISTERED MEMBERS: The person shown on the Membership Record Book is entitled to all the privileges of either a Full Member or Associate Member of the Corporation.

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, announcement) prior to the meeting to be held in April of each year. Additional nominations may be received from the floor or otherwise communicated to the nominating committee. The membership shall vote on each Director and each Officer at the annual meeting to be held in April of each year.

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 with the checks requiring the signature of two directors or of 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 and there shall be a corporate record authorizing the expenditures prior to the signing of any checks. The treasurer shall furnish a written report to the Board of Directors on a monthly basis and to the members at all membership meetings.

SECTION 8: DUES

The full membership dues are set at \$20.00 per individual lot per year for the year 1998. The dues are set at \$25.00 per individual lot per year for the year 1999. 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 the annual meeting each April.

Associate member dues are set at \$20.00 per individual residence per year for the year 1998. The dues are set at \$25.00 per individual lot per year for the year 1999. Associate membership shall be on a calendar year. Dues are to be collected each year and must be paid prior to or at the annual meeting each April.

Dues (which can include special assessments) can be increased upon majority vote of the 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 chairman to act in violation of any local, state or federal statutes, regulations, ordinances, rules.

SECTION 9: AMENDMENT OF BY-LAWS

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

BY ORDER OF MEMBERSHIP
April 20, 1998

CERTIFICATION OF BY-LAWS

I, Brenda Gremillion, 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 adopted by the Members of the Corporation at a meeting held on the 20th day of April, 1998, at Baton Rouge, Louisiana, at which meeting, the majority of the members of the Corporation present in person or by proxy, 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.

Baton Rouge, Louisiana, this 20th day of April, 1998.


Brenda Gremillion
Secretary