

BY-LAWS

(AMENDED)

HIGHLAND OAKS HOMEOWNERS ASSOCIATION, INC.

The By-Laws of Highland Oaks Homeowners Association, Inc. adopted by the Association on April 26, 2006 are amended in their entirety as follows:

1. MEETINGS - MEMBERSHIP

- 1.1. Annual Meetings An annual meeting of the members will be held each calendar year. The date, time and place of the meeting will be set by the Board of Directors. The date of the annual meeting will be not less than ten (10) nor more than fourteen (14) months after the prior annual member meeting.
- 1.2. Special Meetings Special meetings of the members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.
- 1.3. Notice of Meeting Written notice of each meeting of the members will be given by, or at the direction of, the secretary of the Association or any other person authorized to call the meeting neither less than ten (10) days nor more than thirty (30) days in advance of such meeting to each member or group of members entitled to vote. Such notice will specify the date, time and place of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice will be mailed, postage prepaid, to the last address given to the Association by the owner or owners for notice.
- 1.4. Notice of 1.5 c Meeting Notwithstanding anything in Section 1.3 to the contrary, written notice of each meeting of the members called pursuant to Section 1.5 c will be given by, or at the direction of, the secretary of the Association or any other person authorized to call the meeting not less than seven (7) days in advance of such meeting to each member or group of members entitled to vote. Such notice will specify the date, time and place of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notice may be given by any of the following methods:
 - a. Mailing, postage prepaid, to the last address given to the Association by the owner or owners for notice;
 - b. By email to the last email address given to the Association for notice by the owner or owners.
 - c. If no mailing or email address has been given to the Association for notice by the owner or owners, by either
 - (1) Mailing, postage prepaid, to the municipal address of the Lot or improvements owned by the owner or owners; or

- (2) Placement by hand of the notice at the Lot or on the door of the improvements owned by the owner or owners.

1.5. Quorum

- a. Beginning of Meeting The presence of members in person or by proxy representing a majority of the votes that can be cast by the Association members will constitute a quorum at any annual or special member meeting.
- b. After Meeting Begun The members present at a duly organized meeting with a quorum present when the meeting is called to order may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum present or the refusal of any member present to vote.
- c. Insufficient Members for Quorum If insufficient members of the Association are present at the time set for the commencement of a duly noticed annual or special member meeting to constitute a quorum, those present may adjourn the meeting to a date, time and place which they determine by a plurality vote. The date of the second meeting will be within 60 days of the first meeting. Those members present at the second meeting will constitute a quorum notwithstanding the number present and notwithstanding any provision in the Declarations, Articles of Incorporation, By-Laws or the laws of the State of Louisiana to the contrary.

- 1.6. Proxies A member may vote in person or by proxy at a membership meeting. Proxies will be in writing and filed with the Secretary. Proxies will be revocable and will automatically terminate upon conveyance by the member of his Lot.

- 1.7. Voting of Members See Articles of Incorporation for member voting rights.

2. MEETINGS – BOARD OF DIRECTORS

- 2.1. Regular Regular meetings of the Board of Directors will be held with notice at a date, time and place fixed from time to time by resolution of the Board. The Board may hold as many or as few regular meetings as it deems necessary.
- 2.2. Special Special meetings of the Board of Directors will be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.
- 2.3. Quorum The presence of a majority of the Board members will constitute a quorum at any regular or special meeting.

Vacant Board seats will not be considered in determining whether a quorum is present. For example, if two seats of a five member Board are vacant, the presence of two Board members will constitute a quorum.

The Board members present at a duly organized meeting with a quorum present when the meeting is called to order may continue to do business until adjournment,

notwithstanding the withdrawal of enough Board members to leave less than a quorum present or the refusal of any Board member present to vote, if and only if the withdrawal or refusal to vote occurred within four (4) hours of the time the meeting was called to order.

If insufficient Board members are present at the time set for the commencement of a duly noticed regular or special member meeting to constitute a quorum, those present may adjourn the meeting to a date, time and place which they determine. The date of the second meeting will be not less than fourteen (14) days after the first meeting. Notice of the second meeting will be made in accordance with these By-Laws. Those Board members present at the second meeting will constitute a quorum notwithstanding the number present and notwithstanding any provision in the Declarations, Articles of Incorporation, By-Laws or the laws of the State of Louisiana to the contrary.

- 2.4. Proxies A Board member may grant his or her proxy to appear and/or vote at any Board meeting. The proxy may only be granted to another member of the current Board. Proxies will be in writing and filed with the President or Secretary. A proxy may be revoked by the granting Board member at any time. A proxy will be automatically terminated at such time as the granting Board member ceases to be a member of the Board. A proxy may be terminated by resolution of the Board after the elapse of forty-five (45) days from the date of filing with the President or Secretary.

3. BOARD OF DIRECTORS

- 3.1. Number The Board of Directors will be made up of five (5) elected members plus the President and the Vice-President. The elected Directors may, but need not be members of the Association.
- 3.2. Term In Office Directors elected at an annual member meeting will serve until the next annual member meeting or until their successor is elected and seated, whichever comes last. Directors elected at a special member meeting will serve until the next annual member meeting or until their successor is elected and seated, whichever comes last.
- 3.3. Nomination The Board of Directors will present a slate of nominees for election to the Board at the annual member meeting. The slate will contain at least as many nominees as there are vacancies to be filled. The Board may, but need not employ a nominating committee. Nominations may also be made from the floor at the annual meeting by any Association member entitled to vote. A member who nominates from the floor may nominate himself or another eligible candidate. A member who nominates from the floor may nominate as many candidates as he wishes.
- 3.4. Election Election to the Board of Directors will be by secret written ballot. At such election, each member or group of members may cast one vote per lot or improvement owned for each vacancy to be filled. The persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

By way of example: Mary is the owner of Lot 999. There are ten candidates for five Board seats. Mary may cast one vote each for five different candidates. Can Mary cast all five of her votes for one candidate? No. That would be cumulative voting.

- 3.5. Removal Any director will be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor will be selected by the remaining members of the Board and will serve for the unexpired term of his predecessor.
- 3.6. Compensation No director will receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.
- 3.7. Actions of the Board
- a. At a Meeting An affirmative vote of a majority of the Board members present when the vote is taken at a duly held meeting of the Board with a quorum deemed to be present will constitute an Act of the Board.
 - b. Without a Meeting The directors will have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all the directors. Any action so approved will have the same effect as though taken at a meeting of the directors.
- 3.8. Powers The Board of Directors will have the power to:
- a. Adopt and publish rules and regulations governing the use of the Common Area or Areas and certain portions of the improvements thereon, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
 - b. Suspend the voting rights of a member during any period in which such member will be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
 - c. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
 - d. Declare the office of a member of the Board of Directors to be vacant in the event such member has been absent from three (3) consecutive regular meetings of the Board of Directors; and
 - e. Employ a manager, an independent contractor, or other such employees as they deem necessary, and to prescribe their duties.

- f. Do all things the Board, in its sole discretion, deems necessary, desirable or convenient.

3.9. Duties

It will be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- b. Elect the officers of the Association;
- c. Supervise all officers, agents and employees of the Association to see that their duties are properly performed;
- d. As more fully provided in the Declaration, to:
 - (1) fix the amount of the Association assessment against each Lot at least thirty (30) days in advance of each assessment period, except as otherwise provided in the Declaration.
 - (2) send written notice of each Association assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period; and
 - (3) institute any legal action necessary in order to collect or enforce the collection of the same, including, without limitation, to place and enforce any and all liens on the Lot and improvements thereon.
- e. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate will be conclusive evidence of such payment;
- f. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and,
- g. Cause designated portions of improvements constructed on the individual Lots to be maintained.

4. OFFICERS

4.1. Enumeration

The officers of the Association will be a president, vice-president, secretary and treasurer, and such other officers as the Board may from time to time by resolution create.

4.2. Election

The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the members.

- 4.3. Term The officers of the Association will serve until their successors are elected by the Board and installed in office. The term will typically be one year, more or less.
- 4.4. Special Appointments The Board may elect such other officers as the affairs of the Association may require, each of whom will hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.
- 4.5. Resignation and Removal Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.
- 4.6. Multiple Offices No combination of the offices of president, vice-president, secretary or treasurer may be held by one person at one time, except the offices of secretary and treasurer. The offices of secretary and treasurer may be held by the same person at the same time.
- 4.7. Duties
- a. President The president will preside at all meetings of the Board of Directors and the members; will see that orders and resolutions of the Board are carried out; will sign all leases, mortgages, deeds and other written instruments and will co-sign all checks and promissory notes on behalf of the Association.
 - b. Vice-President The vice-president will act in the place and stead of the president in the event of his absence, inability or refusal to act, and will exercise and discharge such duties as may be required of him by the Board.
 - c. Secretary The secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and will perform such other duties as required by the Board.
 - d. Treasurer The treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board of Directors; will sign all checks and promissory notes of the Association on behalf of the Association; keep proper books of accounts and will prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

5. COMMITTEES

- 5.1. Architectural Review Committee The Board of Directors will appoint an Architectural Review Committee. The number of committee members will be determined by the

Board. Members of the committee may, but need not be members of either the Board or the Association.

- 5.2. Other Committees The Board of Directors may appoint such other committees as it deems appropriate in carrying out its purposes.

6. ACCESS TO BOOKS AND RECORDS

- 6.1. Documents Copies of the Declaration of Covenants of the subdivision, the Articles of Incorporation, the By-Laws, the minutes of membership and Board meetings, and all documents filed by the Association with a government agency will be made available to any member.

- 6.2. Procedure The procedure for obtaining a copy of one or more of the documents described above is as follows:

- a. Submit a written request to the Secretary stating with specificity the documents for which copies are requested.
- b. Within fourteen (14) days of receipt of the request, the Secretary will advise the requesting member of the amount to be paid for the copies, which amount will not be unreasonable.
- c. Within fourteen (14) days of receipt of payment from the member, the Secretary will mail the documents to the requesting member or arrange for delivery by such other means as the Secretary may determine.

7. DUES

- 7.1. Use of Funds Funds provided by Dues will be utilized for the maintenance, repair, replacement or improvement of the Common Areas and for such other expenses, needs and purposes as may be determined from time to time by the Board of Directors.

- 7.2. Dues Members will pay to the Association seventy-five dollars (\$75.00) each quarter beginning on October 1, 2010 for each lot owned in the subdivision.

- 7.3. Method of Payment Dues will be paid as follows:

- a. Dues will be due on January 1, April 1, July 1 and October 1 for the 1st, 2nd, 3rd and 4th quarters, respectively.
- b. Payment will be by check or money order made payable to Highland Oaks Homeowners Association, Inc.
- c. Payment will be mailed to the Association at Post Office Box 796, Saint Rose, Louisiana 70087, or to such address as the Board may determine.

- d. Payment will be deemed made when it is received by the Association.
- e. Payments not received by the Association by the dates delineated above will be deemed delinquent.

7.4. Delinquency Delinquent dues will bear interest at the highest rate allowed by law beginning on the first day of delinquency. The delinquent member or members will also be liable for all costs and expenses incurred in the collection of the delinquency, including court costs and attorneys fees.

7.5. Enforcement The Association may bring an action at law against a member or members whose dues are delinquent for the delinquent amount, the interest due and to become due and all costs and expenses incurred or to be incurred in the collection of the delinquency, including court costs and attorneys fees.

7.6. Abandonment No Owner may waive or otherwise escape liability for the dues provided for herein by abandonment of his Lot or the improvements thereon.

8. ASSESSMENTS

8.1. Assessment Assessments may be made as and when required in addition to the Association Dues described above by a majority vote of the members at a regular or special meeting.

8.2. Notice Notice of an assessment will be made to all owners in the manner set forth in paragraph 1.3 above, except that the time for notice and payment will be as set forth in paragraph 8.3 below.

8.3. Due Date The due date for payment of the assessment will be stated in the notice. The due date will be no less than 60 days after the date the notice is sent or hand delivered, as the case may be.

8.4. Method of Payment Assessments will be paid as follows:

- a. Payment will be by check or money order made payable to Highland Oaks Homeowners Association, Inc.
- b. Payment will be mailed to the Association at Post Office Box 796, Saint Rose, Louisiana 70087, or to such address as the Board may determine.
- c. Payment will be deemed made when it is received by the Association.
- d. Payments not received by the Association by the dates delineated above will be deemed delinquent.

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members will also be liable for all costs and expenses incurred in the collection of the delinquency, including court costs and attorneys fees.

8.6. Enforcement The Association may bring an action at law against a member or members whose assessment or assessments are delinquent for the delinquent amount, the interest due and to become due and all costs and expenses incurred or to be incurred in the collection of the delinquency, including court costs and attorneys fees.

8.7. Abandonment No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot or the improvements thereon.

9. AMENDMENTS

These By-Laws may be amended at a duly held regular or special meeting of the members with a quorum deemed to be present, by a vote of the majority of the members present when the vote is taken, except that the Federal Housing Administration or the Veterans Administration will have the right to veto amendments.

CERTIFICATE OF SECRETARY

I, Del Barnes, Secretary of Highland Oaks Homeowners Association, Inc., certify that the foregoing document was approved by a majority vote at a duly noticed meeting of the Members of the Association with a quorum present on July 30, 2011.



DEL BARNES
Secretary