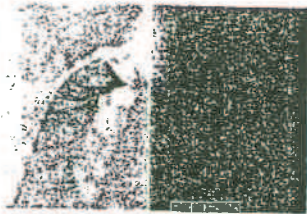


# Richland Homeowners' Association, L.L.C.

By-Laws

*Est. July 26, 2006*

*Revised July '07*

## Richland Homeowners' Association, L.L.C.

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### MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot in Richland Subdivision, which is subject to the Declaration or any subsequent declarations for accepted future filings, shall be a member of the corporation. Ownership shall be established by the recordation in the public records of East Baton Rouge parish, State of Louisiana, of an instrument conveying ownership of a lot and **improvements** thereon and the **receipt** by the corporation of a certified copy thereof. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to **the Declaration** or any subsequent declarations. When more than one person owns an interest in a lot or when a corporate, partnership or other legal entity owns a lot, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not),

### VOTING RIGHTS

One vote in all matters considered by the corporation shall be allocated to each lot. When more than one person is the owner of a lot, all such persons shall be members of the corporation, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. As owner, including the in-corporator, owning more lot shall be entitled to one vote for each lot owned. In the event of resubdivision of one or more lots, the vote for private current or accepted future filing shall be attributed to the owner of the **resubdivided** lot containing the most square footage of the original lot. In no event shall the number of votes entitled to be cast exceed the number of lots shown on the original recorded final plat of the **subdivision**.

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## DUES

Annual Dues - The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the association by members. The amount shall be determined by a majority vote of the membership present at the Annual meeting.

Payment of Dues - Dues shall be payable in advance on the first day of February in each fiscal year. Dues received later than the 15<sup>th</sup> shall be considered late and a \$25.00 late fee will be levied. Dues of a new member shall be prorated from the first day of the month in which he or she becomes a member, for the remainder of the fiscal year of the association.

### DUES SHALL NOT BE REFUNDED FOR ANY REASON !!

When any lot is **re-sold**, the dues will automatically be transferred to the new owner.

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## BY-LAWS

### I. SHAREHOLDERS

#### Section 1.1 Office

All correspondence such as dues, etc., shall be mailed to P.O. Box 1594, Zachary, La. 70791.

The Corporation may have such other offices, either within or without the State of Louisiana, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

#### Section 1.2 Annual Meeting and Election of Officers

- A. The annual meeting of shareholders for the election of officers, and the transaction of other business, shall be held at 7:00 p.m., on the 2<sup>nd</sup> Tuesday in November of each year, beginning with the year, 2007. Time and location will be posted. The Board of Directors shall post the time and location of meeting and by resolution only, may change the date and time for any such meeting. The election of officers' shall be held at the annual meeting.
- B. The Board of Directors will serve as the nominating committee for the Association. All nominations shall be made 30 days prior to meeting.

#### Section 1.3 Voting

- A. On demand of any shareholder, the vote for officers, or on any question before a meeting, shall be by ballot. All elections shall be had by plurality, and all questions by majority of the votes cast except as otherwise provided in the articles of by law.

#### Section 1.4 Terms of Office

- A. Terms for elected officers shall be for a period of two years.

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#### Section 1.5 Quorum and Adjournment of meeting

A quorum shall consist of 51% of the shareholders in attendance of the annual meeting.

If less than a quorum is in attendance at any time for which a meeting is called, the meeting may, after the lapse of at least half an hour, be adjourned by a majority in interest of the shareholders present or represented and entitled to vote thereat. If notice of such adjourned meeting is sent to the shareholders entitled to vote at the meeting, stating the purpose or purposes of the meeting and the previous meeting failed for lack of a quorum, then any number of shareholders, present in person or represented by proxy, and together holding at least one-fourth of the outstanding shares entitled to vote thereat, constitute a quorum at the adjourned meeting.

#### Section 1.6 Special Meeting: "How to Call"

Special meetings of the shareholders for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of directors or by any one or more shareholder who hold not less than (1/5) of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meeting of shareholders. Notices of any special meeting (except publications of notices) shall specify (in addition to the place, day, and hour of the meeting) the general nature of the business to be transacted.

#### Section 1.7 Notice of Shareholders Meetings

Written or posted notice, stating the place and time of any meeting, the general nature of the business to be considered, shall be given to each shareholder entitled to vote thereat, at least ten (10) days before a meeting in the case of an annual meeting and ten (10) days before the meeting in the case of a special meeting.

#### Section 1.8 Inspection of Corporate Records

The stock ledger or the books of account and the minutes of proceedings, the shareholders and the board of directors of executive committees shall be opened to inspection upon written demand, to the extent allowed by applicable Louisiana law, at any reasonable time for purposes reasonably related to the interest of the shareholders. Such

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inspection may be made in person or by an agent or attorney and shall include the right to make abstracts. Demand of inspection other than at a shareholders meeting shall be made in writing upon the president or secretary.

## II. DIRECTORS OF ASSOCIATION

### Section 2.1 Powers of Directors

The Association shall delegate and does hereby delegate to the Board of Directors all powers of the Association in the interval between meetings of the Association in order to carry out the activities of the Association between meetings.

### Section 2.2 Number of Directors and Qualifications

The Board of Directors shall be composed of the President, the Vice-President, the Secretary-Treasurer, and two (2) Trustees which are appointed by the Board of Directors. The term for all Board Members shall be from the time of their election to the second annual meeting of the Association in November of the following year (2-year terms). In the event a member cannot fill his or her term, another member shall be appointed by the Board from the membership to fill in the unexpired term.

### Section 2.3 Regular Directors Meetings

The Board of Directors shall meet not less than four (4) times per year at such time and place that the President may determine in the notice of the meeting.

### Section 2.4 Special Meetings

The President may call a Special Meeting of the Board of Directors at anytime.

### Section 2.5 Quorum

Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the Board is present at said meeting, a majority of the Board members present, may adjourn the meeting from time to time without further notice.

*Revised July '07*Section 2.6 Salary

Directors as such, shall not receive any stated salary for their services; but this section does not preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 2.7 Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the **remaining** directors through less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 2.8 Conflict of Interest

Any member of the Board of Directors who has a monetary interest in any matter brought before the Board shall refrain from voting on such matter.

Section 2.9 Informal Action by the Board

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least 3 out of 5 of the Board of Directors.

Section 2.10 Resignations

The resignation of a director shall take effect on receipt thereof by the president or secretary, or on any later date, not more than thirty (30) days after such receipt, specified therein.

Section 2.11 DutiesA. President

The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the association.

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He shall:

- a. Call, preside at and be responsible for the agenda of all general meetings.
- b. Be chairman of the Board of Directors.
- c. Be responsible for the enforcement of regulations and rules of the association.
- d. Appoint all committees.
- e. Be a non-voting ex-officio member of all committees  
(with the exception of the Board of Directors where he is a voting member)
- f. Be the spokesman for the Association.
- g. He may sign any deeds, mortgages, bonds, contracts or other instruments which may be necessary to the functioning of the Association.
- h. He shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

B. Vice-President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-President in order of their election) shall perform the duties of the President, and who so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

C. Secretary-Treasurer

The Secretary shall be responsible for having accurate and complete minutes. Answer all correspondence and perform such other duties as may be prescribed to him or her by the Board of Directors. The Treasurer will be responsible for having accurate and complete financial records. Perform other duties as may be prescribed to him by the President or Board of Directors. At the end of each fiscal year the Treasurer shall present the Association with a financial statement.

D. Trustees

The other officers of the corporation shall respectively have and exercise such powers and perform such duties as may be prescribed for them from time to time by the President or the Board of Directors.

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### III. STANDING COMMITTEES

#### Section 3.1 Committees

Committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed by the President. All members of such committees must be members of the Association unless approved by the Board of Directors. Any member of a committee may be removed by the President whenever in his or her judgement the best interest of the Association shall be served by such removal.

#### Section 3.2 Terms of Office

Each member of a committee shall continue as such until the next annual (November) meeting of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section 3.3 Chairman

One member of each committee shall be appointed chairman by the President.

#### Section 3.4 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

#### Section 3.5 Quorum

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Section 3.6 Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

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#### IV. GENERAL PROVISIONS

##### Section 4.1 Private Funds, Services or Facilities

The Association may accept funds or contributions of services or facilities from individuals, private entities, or from governmental sources so long as the acceptance of such funds, services, or facilities does not violate or conflict with any laws applicable to the Association.

##### Section 4.2 Contracts, Bank Accounts

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association's behalf to sign bills, notes, receipts, acceptance, endorsements, checks, releases, contracts, and documents, except as may be otherwise specifically set forth in these by-laws.

##### Section 4.3 Compensation

No member, Board of Directors member, Standing Committee member, or officer of the Association shall receive compensation for his or her services.

##### Section 4.4 Fiscal Year

The fiscal year of the Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, unless changed by the Association.

##### Section 4.5 Discrimination (Non-)

The Association in all of its policies shall conform with all applicable federal, state, and municipal laws, regulations and ordinances with respect to non-discrimination on the basis of race, creed, color, national origin, religion or sex.

##### Section 4.6 The Association shall have no seal.