

BYLAWS
OF
MAGNOLIA WOODS CIVIC ASSOCIATION, INC.

ARTICLE 1

NAME AND LOCATION

The name of the corporation is **MAGNOLIA WOODS CIVIC ASSOCIATION, INC.**, hereinafter referred to as the "Association". The principal office of the corporation is as stated in the Articles of Incorporation of the Association but meetings of members and directors may be held at such places within the State of Louisiana, Parish of East Baton Rouge, as may be designated by the Board of Directors.

ARTICLE 2

DEFINITIONS

2.1 "Association" shall mean and refer to this corporation as aforementioned, its successors and assigns.

2.2 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision maps of the property encompassed by this Association.

2.3 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the property encompassed by this Association, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.4 "Member" shall mean and refer to those persons entitled to membership as provided in the Charter.

ARTICLE 3

MEETING OF MEMBERS

3.1 **Annual Meetings.** The first annual meeting of the members shall be held in **March of 1994**, and each subsequent regular annual meeting of the members shall be held in **November** of each year thereafter, beginning in **November of 1994**.

3.2 **Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of 25% of the members who are entitled to vote.

3.3 **Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.4 **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 10% of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

3.5 **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable.

ARTICLE 4

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

4.1 **Number.** The affairs of this Association shall be managed by a Board of directors numbering twelve (12), who must be members of the Association.

4.2 **Term of Office.** At the first annual meeting the members shall elect four directors for a term of one year and four directors for a term of two (2) years and four directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect directors to the vacant seats for a term of three (3) years.

4.3 **Removal.** Any director may 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 shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.4 **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expense incurred in the performance of his duties.

4.5 **Action Taken without a Meeting.** The directors shall have the right to take action in the absence of a meeting which they could take as a meeting by obtaining the approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE 5

NOMINATION AND ELECTION OF DIRECTORS

5.1 **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

5.2 **Election.** Election to the Board of Directors shall be by a secret written ballot. At such election the members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE 6

MEETINGS OF DIRECTORS

6.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

6.2 **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors.

6.3 **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE 7

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 **Powers.** The Board of Directors shall have power to:

- a. Adopt and publish rules and regulations including bylaws;
- b. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any dues or assessment levied by the Association;
- c. Exercise for the Association, all powers, duties and authority vested in or

delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;

d. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

7.2 **Duties.** It shall 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;

b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.;

ARTICLE 8

OFFICERS AND THEIR DUTIES

8.1 **Enumeration of Offices.** The officers of this Association shall be a president and vice president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

8.2 **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.3 **Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.5 **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or secretary. Such resignation shall not be necessary to make it effective.

8.6 **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.7 **Multiple Offices.** The offices of secretary and treasurer may be held by the same person.

No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

8.8 **Duties.** The duties of the officers are as follows:

a. **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

b. **Vice-President.** The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.

c. **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said 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 shall perform such other duties as required by the Board.

d. **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the members.

e. **Checks.** The signature of any two (2) officers shall be required on all checks.

ARTICLE 9

COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE 10

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association or such other place convenient to Members, where copies may be purchased at reasonable cost.

ARTICLE 11

MEMBERSHIP FEES

Membership in this Association shall require the payment of an annual fee and membership shall become effective upon payment of said fee. The fee for 1994-1995 shall be \$15.00. Thereafter, the membership fee shall be set at the annual meeting of the membership and shall be due on a calendar year basis. There shall be no proration of the annual fee and the payment of the fee is a pre-requisite to the entitlement to vote.

ARTICLE 12

AMENDMENTS

12.1 These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members in person or by proxy.

12.2 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE 13

MISCELLANEOUS

The Association shall be a calendar year beginning on the first day of January and ending on the 31st day of December, except that the first year shall begin on the date of incorporation.

CERTIFICATE

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Association and that the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the date above mentioned.

IN WITNESS WHEREOF, I have hereunto subscribed my name in East Baton Parish,
Louisiana, this 24 day of February, 19 94.


_____, SECRETARY