

**2020 Amended and Restated Bylaws
of the
Oak Hills Lake Development Association
A Louisiana Nonprofit Corporation**

Article I. Name and Purpose

Section 1.01: NAME. The NAME of this organization shall be the Oak Hills Lake Development Association, hereafter referred to as "the Association". It shall be a nonprofit organization incorporated under the laws of the State of Louisiana.

Section 1.02: PURPOSE. The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

Article II. Membership.

Section 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current owner of any of Lots 1 through 57, in Oak Hills Subdivision (an "Eligible Lot"), East Baton Rouge Parish, State of Louisiana, is eligible to become a Member in the Association upon full payment of the annual dues. A husband and wife lot owner shall be counted as one Member for voting purposes. A trust shall be counted as one Member for voting purposes.

Section 2.02: ANNUAL DUES. The amount required for annual dues shall be Two Hundred and No/100 (\$200.00) each year, unless changed by a two-thirds (2/3rds) majority vote of the Members in attendance (with at least seventeen (17) members in attendance) at an annual meeting of the full membership. Full payment of the annual dues will entitle the lot owner to full membership privileges for one year from the date of the payment, but not longer than the next date that annual dues are due.

Section 2.03: VOTING RIGHTS. The full payment of the annual dues will entitle the owner(s) of an Eligible Lot to one vote in all Association elections. Voting by the membership and on the board shall be one vote for one lot on the lake. If more than one member of a household is on the board, they shall share one vote on the board. Multiple owners of one Eligible Lot shall be treated as one owner and shall only be entitled to one vote. If an individual or trust owns multiple Eligible Lots and makes the full payment of annual dues on each Eligible Lot, then the owner shall be entitled to one vote for each Eligible Lot.

Section 2.04: TERMINATION OF MEMBERSHIP. Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association dues. A member may also be removed by a two-thirds (2/3rds) majority vote of the Members in attendance (with at least seventeen (17) members in attendance) for cause, at any annual or special meeting of the Members of the full membership. However, any unaccrued dues shall be returned in such event. "For cause" shall include, but not be limited to failure to follow the rules, regulations, or Bylaws of the Association; disruption of any meeting of the Members or Board of Directors or attending any meeting of the Members or Directors in an inebriated condition.

Section 2.05: RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Upon resignation, however, the resigning Member will be refunded any unaccrued dues.

Section 2.06: TRANSFER OF MEMBERSHIP. Membership rights are automatically transferred to the new owner of an Eligible Lot, until the next annual dues payment date.

Article III. Board of Directors

Section 3.01: BUSINESS. It shall be the duty of the Board of Directors ("Board") to conduct all of the corporate and financial affairs of this Association.

Section 3.02: DEVELOPMENT OF LAKE. The Board shall be responsible for the development and maintenance of Oak Hills Lake (the "Lake"), and for regulating the use of the Lake for the benefit of the Members of this Association.

Section 3.03: ANNUAL BUDGET. The Board shall be responsible for the preparation of an annual budget and an annual program for accomplishing the purposes of Section 3.02.

Section 3.04: SUBMISSION TO MEMBERS. The Board shall submit its annual budget to the Members of the Association, together with all dues, special assessments required for the raising of funds to meet the annual budget, provided that no assessments shall be made and no fixed dues determined without prior consent of a two-thirds (2/3rds) majority of the Members in attendance (with at least seventeen (17) members in attendance) at the annual meeting.

Section 3.05: STANDING COMMITTEES. The Board may provide for such standing or special committees as it deems proper to carry out the proper objectives and functioning of the program. The members of the committees shall be appointed by the President.

Section 3.06: ELECTION OF OFFICERS. A meeting of the Board of the Association for the election of officers and for other necessary business is to be held on the same day as, and immediately following, the general annual membership meeting. It shall be called in the same notice in which the general annual membership meeting is called.

Section 3.07: MEETINGS OF THE BOARD. The Board shall meet at least four times each year, once during each quarter period of the calendar year. Special meetings of the Board of this Association may be called by the President when the occasion requires and must be called and the notice issued by the Secretary when requested in writing by five members of the Board. All Board meetings are open to Association Members and notice of dates and location of all Board meetings will be sent to Members. In the event a Member wishes to speak at such meeting, they shall notify the President in writing at least one (1) week prior to the scheduled meeting.

Section 3.08: Any member of the Board of this Association who shall fail to be present at three consecutive regular meetings of this Association shall automatically forfeit a place upon this

Board and the active membership of the Board shall fill such vacancy with an appropriate member. Any member of the Board may be removed by a two-thirds (2/3rds) majority vote of the other members of the Board excluding the individual to be removed.

Section 3.09: QUORUM. A quorum of the Board shall consist of five members as provided in the Articles of Incorporation of this Association.

Section 3.10: The immediate past president of the Association shall automatically be a member of the Board until such time as his successor has been qualified.

Section 3.11: TERM OF OFFICE. The term of office of a member of the Board shall be three (3) years. However, the Board may reduce the term prior to election for a shorter designated term in order to stagger the composition of the Board. Any member of the Board completing a term, with the consent of the member, may be elected to an additional term as described in Section 3.12

Section 3.12: ELECTION OF BOARD MEMBERS. A member of the Board shall be elected during the annual meeting by a two-thirds (2/3rds) majority vote of the members in attendance, provided a quorum is present.

Article IV. Officers

Section 4.01: OFFICERS. The Association shall have the following officers:

- (1) President,
- (2) Vice-President,
- (3) Treasurer, and
- (4) Secretary.

The duties of the Vice President and Treasurer may be combined in one office. If one of the officers is absent or otherwise unable to act on Association matters, his duties shall be taken over by the officer next lower in authority. If the Secretary is absent or unable to act, the President shall select one of the Members of the Board to serve as a temporary Secretary.

Section 4.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote by the Board at the Board meeting following the Annual Meeting of the full membership.

Section 4.03: TERM OF OFFICE. The Officers shall serve a one-year term, with no limitations on future terms. (see Section 4.08)

Section 4.04: DUTIES. The duties of the Officers are as follows:

(1) The **PRESIDENT** shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.

(2) The **VICE-PRESIDENT** shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.

(3) The **TREASURER** shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association.

(4) The **SECRETARY** shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.

(5) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.

(6) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 4.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the Members of the Board (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Board shall elect a successor.

Section 4.06: MANAGEMENT. The Officers of the Association shall have powers consistent with the Articles of Incorporation and these Bylaws of the Association.

Section 4.07: CONDUCT. All officers of the Association shall be responsible for the conduct of their respective offices until such time as their successors have been elected.

Section 4.08: SUCCESSION. The President of the Association shall not be eligible to succeed himself in office.

Section 4.09: BOARD REQUIREMENT. The President of the Association shall have been a Board member for at least one year before his/her election.

Article V. Meetings of Members

Section 5.01: PLACE OF MEETINGS. Meetings of the Members shall be held any place the President, or a majority of the Members, may from time to time select.

Section 5.02: ANNUAL MEETINGS. The annual meeting of the membership shall be held in the month of October at such time as selected by the President.

Section 5.03: SPECIAL MEETINGS. The President of the Association may call special meetings of the membership as seems advisable in the opinion of the Board and must call a meeting upon written request of ten Members of the Association. No special meeting may be called without ten days prior notice to all Members of the Association.

Section 5.04: QUORUM. A quorum of the membership of the Association shall be not less than 17 Members.

Section 5.05: MEMBERSHIP YEAR. The membership year shall run from January 1 through December 31.

Section 5.06: AMENDMENTS. Any proposed change or amendment to the Articles of Incorporation or Bylaws must be submitted in writing to the President of the Association at least four (4) months prior to the next general annual membership meeting.

Article VI. Voting

Section 6.01: VOTING. All issues at membership meetings of the Association shall be decided by a two-thirds vote of the Members in attendance (with at least seventeen (17) members in attendance). A written proxy may be given to another member for voting at any annual or special meeting. The proxy shall be effective for one (1) year from the date of signing by the Member.

Section 6.02: VOTING BY MAIL. Where Officers are to be elected by Members, or any changes in the Articles of Incorporation or Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all Members may be desired, such election may be conducted by mail, by distribution ballot or electronic voting in such manner as the officers of the Association shall determine advisable.

Article VII. Standing Rules and Regulations

Section 7.01: REMUNERATION OF OFFICERS. No Officer or Member of the Board of this Association nor any committeeman or woman shall draw any remuneration in payment of services rendered in the function of their office.

Section 7.02: FINANCE. The Board shall have authority to establish a budget and recommend to membership of the Association membership fees, annual dues and any special assessments which may, in the opinion of the Board be advisable. All special assessments of levies shall be submitted in writing by the Secretary to all Members of the Association providing them with a convenient ballot to approve or reject such fees, assessments, or levies. A period not to exceed thirty days after notification of the membership shall be allowed for replies to the office of the Secretary who shall report the results of this ballot to the Board.

Section 7.03: There shall be the following standing committees of the Association, to be appointed by the President: Development Committee and Rules Committee.

Section 7.04: RULES.

1. It shall be the duty of all Members of this Association and all persons utilizing the premises of any Member of the Association to protect the rights of the individual Members of the Association to the best of their ability.
2. Only Members of this Association and their families shall enjoy the privileges offered by this Association.
3. Members of the Association shall have the privilege of having invited guests for limited use of the Lake. Such guests must be accompanied by a Member of the Association (or one of his immediate family) during their use of the Lake. The Member is reminded that consideration for the other Members of the Association should be a guideline in the number and frequency of such invitations. It shall be the Member's responsibility to advise the guests of the rules and regulations of the Oak Hills Lake Development Association. Members are defined as spouses, parents, grandparents of both owners, children of both owners and their sons and daughters, and brothers and sisters of both husband and wife owners, along with their children.
4. No Member or person shall either place or cause to be placed in the waters of the Lake any vegetation, fish, or waterfowl without the express approval of the Board.
5. All boats belonging to Members of the Association must be marked with their lot number and decal.
6. It shall be unlawful to operate any gasoline driven motor on the Lake, except by permission of the Board. Such permission shall be restricted to those Members performing official lake maintenance missions.
7. No piers, docks, or other fixed structures shall be built into the waters of the Lake.
8. A "catch and release" policy shall be in effect for all fishing from March 1 through May 1 unless specifically suspended by the Board. The catch and release policy shall not apply to so called "trash fish" and such specifically named fish as designated by the Board.
9. Fishing regulations will be formulated by the Board on an annual basis and distributed to the Membership.
10. Launching of boats or fishing from the dam or weir is prohibited.

Article VIII. Finances

Section 8.01: FINANCIAL REPORTS. All Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at the annual meeting.

Article IX. Acceptance of Bylaws

Section 9.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds (2/3rds) majority vote of those members present (provided a quorum is present) at any regular meeting of the Members of the Association, provided written copies of the Bylaws and written notice of the meeting is given to all Members at least sixty (60) days prior to the meeting.

Article X. Non-Compliance with Bylaws

Section 10.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote of the Members in attendance (with at least seventeen (17) members in attendance) at any annual or special meeting of the Members of the full membership. Under no circumstances will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

Adopted on _____, 2020 by the Members of the Association.

Secretary