

# **BYLAWS OF**

## **THE SHADOWS AT MANCHAC HOMEOWNERS ASSOCIATION, INC.**

### **A Louisiana Nonprofit Corporation (“Association”)**

#### **ARTICLE I. NAME and LOCATION.**

Section 1.01: NAME. The name this organization shall be THE SHADOWS AT MANCHAC HOMEOWNERS ASSOCIATION, hereafter referred to as the ASSOCIATION. It shall be a nonprofit organization incorporated under the laws of the State of Louisiana (LSA R.S. 9:1141, et seq. – Louisiana Homeowners Association Act).

Section 1.02: LOCATION. The principal office of the corporation shall be located in Ascension Parish, Louisiana. The meetings of Members and Directors may be held at such places within the State of Louisiana, Parish of Ascension, as may be designated by the Board of Directors.

#### **ARTICLE II. DEFINITIONS.**

SECTION 2.01: DEFINITION. All terms and Provisions in these Bylaws shall have the same meaning as in the Declaration of Covenants and Restrictions (“Covenants”), and Articles of Incorporation (“Articles”).

#### **ARTICLE III. PURPOSES.**

SECTION 3.01: PURPOSE. The Association is formed to provide for management, maintenance, preservation and architectural control of the lots and common areas within The Shadows at Manchac “Property”, as defined in the Declaration, and to promote the health, safety and welfare of the owners and residents within the above Property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to:

- (a) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association.
- (b) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Articles, Declaration, and all supplementary or amendatory declarations, applicable to the Property and recorded in the Public Records of Ascension Parish, Louisiana, and as the same may be amended from time to time.

- (c) Fix, levy, collect, and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration.
- (d) Pay all expenses incident to the conduct of the business of the Association
- (e) Pledge, sell, lease, operate, maintain, transfer or otherwise dispose of any or all of its personal property.
- (f) Dedicate, sell or transfer all or any part of the real property and improvements thereon owned by it, subject to the approval of two-thirds (2/3) of the Members, except as otherwise provided in the Declaration.
- (g) Mortgage any or all of the real property and improvements thereon owned by it, subject to the approval of two-thirds (2/3) of the Members.
- (h) Participate in any mergers or consolidations with other corporations authorized by the laws of the State of Louisiana.
- (i) Have all powers authorized by law and to have and exercise all powers necessary or convenient to affect any or all purposes for which the corporation is organized.

#### **ARTICLE IV. BOARD OF DIRECTORS.**

SECTION 4.01: NUMBER AND TENURE. The powers of this corporation shall be exercised by a Board of Directors, which shall consist of not less than (3) nor more than seven (7) members in good standing of the Corporation to be elected for one (1) year term at the Annual Meeting.

SECTION 4.02: RESIGNATIONS. The resignation of a Director shall take effect on receipt thereof by the President or Secretary, or any later date, not more than thirty (30) days after such receipt, specified therein.

SECTION 4.03: VACANCY. Any vacancy occurring in the Board of Directors may be filled by an interim Director appointed by the Board until the next Annual Meeting of the general membership of the Association.

#### **ARTICLE V. MEMBERSHIP.**

SECTION 5.01: ELIGIBILITY FOR MEMBERSHIP. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by Covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association.

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 assessment by the Association. Ownership of such Lot shall be the sole qualification for Membership, and such Membership shall continue until such time as the Owner's ownership terminates, at which time his or her Membership shall automatically cease.

Proof of Membership, such as a grant deed, if called for by the Association or its managing agent, must be provided to the Secretary of the Association or other designated representative prior to any rights of Membership being exercised.

**SECTION 5.02: HONORARY MEMBERSHIP.** Any person may acquire Honorary Membership in the Association, upon full payment of the Association dues, by a majority vote of the Membership during a scheduled meeting. Honorary Membership entitles the person to a mailed copy of each newsletter and free participation in neighborhood events for one year from the date of Membership. Honorary Membership does not, however, include voting rights.

**SECTION 5.03: ANNUAL DUES.** The amount required for annual dues shall be as stated in the Restricted Covenants. Any fee modification increase cannot exceed 20% of the previous year's fee charged. Any modification shall be notified to the Members of the Association in writing at least thirty days (30) days before annually due.

**SECTION 5.04: VOTING RIGHTS.** Voting rights are based on one vote per Lot owned. When more than one person holds title, all such persons collectively shall be the Member (for the Lot in question). The vote shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. The Association shall be entitled to presume that any ballot tendered by one or more Owners of the Lot was the result of agreement by all other Owners. If conflicting ballots are cast by Owners, none will be counted.

**SECTION 5.05: SUSPENSION OF MEMBER'S RIGHTS.** Members are subject to suspension of membership for voting purposes and for purposes when their assessment payments fall delinquent, or a violation occurs of these Amended Bylaws, the Restricted Covenants, or the rules and regulations. Refer to the Restricted Covenants for the limitations and notice provisions relating to suspensions of membership.

**SECTION 5.06: 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 on a pro-rated basis. And/Or, when the Member moves from the neighborhood.

## **ARTICLE VI. OFFICERS.**

SECTION 6.01: OFFICERS. The Association shall have the following Officers:

- 1) President
- 2) Vice-President
- 3) Treasurer
- 4) Secretary

SECTION 6.02: ELECTION OF OFFICERS. The Officers shall be elected by the Board within a reasonable period after the annual meeting of the full membership. Any two Officers may be combined in the same person, and none need to be a Director.

SECTION 6.03: TERM OF OFFICE. The Officers shall serve a one-year term, with no limitations on future terms.

SECTION 6.04: DUTIES. The duties of the Officers are as follows:

- 1) The **PRESIDENT** shall be the principal executive officer of the Association and shall, when present, 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 if liable peculiarly for any purpose or in any amount.

SECTION 6.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the Members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, the Board of Directors shall be filled temporarily by the Board or filled by an interim Board Member by majority vote of the current Board Members until the next Annual Meeting of the general membership of the Association.

SECTION 6.06: MANAGEMENT. The Association shall be managed by the Officers so elected, with powers consistent with the Articles of Incorporation and these Bylaws of the Association.

## **ARTICLE VII. MEETINGS OF MEMBERS.**

SECTION 7.01: PLACE OF MEETINGS. Meeting by the Board of Directors shall be decided by the President, or Vice President if the President cannot attend. Meetings of the Members shall be at any other place the President, or a majority of the Members, may from time to time select.

SECTION 7.02: REGULAR MEETINGS. The Board shall meet at least quarterly to conduct the business of the Association.

SECTION 7.03: ANNUAL MEETING. An Annual Meeting of the Members shall be held in the month of October of each year, if possible. The Annual Meeting of the Members shall be held on the fourth (4th) Thursday of the month of October, or in the event the date is a legal holiday, on the first (1st) Thursday thereafter, which is not a holiday. At such meeting, the Members shall elect the Board Members of the Association, receive reports on the affairs of the Association, and transact any other business, which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

SECTION 7.04: SPECIAL DIRECTORS' MEETING. Special meetings of the Directors may be called at any time by the Board of Directors. Special Meetings may be held at such place or places within Louisiana as may be designated by the Board of Directors.

SECTION 7.05: SPECIAL MEETINGS. Special Meetings of the Members may be called at any time by the President or by a majority of the Board of Directors. A Special Meeting shall be called upon presentation of a written request of five percent (5%) of the membership unless the subject of the meeting is a dispute, which is resolved prior to the date set, or the subject is not for a lawful purpose. No action may be taken at a Special Meeting that does not fall within the purpose stated on the meeting notice.

**SECTION 7.06: NOTICE OF MEETINGS.** It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer or Member, to mail notices at least thirty (30) days prior to this annual meeting to all members entitled to be present. Provided, however, that the Board of Directors may, by two-thirds (2/3) vote, elect to conduct the business of the Association by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty (50%) percent or more of the Members of the Association demand in writing, served on the President of the corporation, that an Annual Meeting be held, then the President shall take such steps as are necessary to hold an Annual Meeting not more than forty-five (45) days from the date of the receipt of such notice, but not sooner than ten (10) days from such receipt of such notice.

**SECTION 7.07: MINUTES.** Minutes of all meeting of the Members shall be kept and made available for inspection by the Members, Voting Members, Directors and Institutional Mortgagees at all reasonable times. The Association shall retain minutes for at least seven (7) years subsequent to the date of the meeting the minutes reflect.

## **ARTICLE VIII. VOTING.**

**SECTION 8.01: VOTING.** All issues shall be decided by a majority vote of Members present at the meetings.

**SECTION 8.02: QUORUM AND MANNER OF ACTING.** Thirty-three percent of the Members shall constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any Member. The Board shall act by the majority of vote of the Directors present constituting a quorum. Any action which may be taken at a meeting of the Board of Directors may be taken by a consent in writing signed by all the Directors and filed with the Minutes of the Board.

**SECTION 8.03: ADJOURNMENT OF MEETING.** If less than a quorum is in attendance at any time for which a meeting is called, the meeting, after the lapse of at least half an hour, be adjourned by a majority in interest of the Members present or represent and entitled to vote thereat. If notice of such adjourned meeting is sent to the Members entitles to vote at the meeting, stating the purpose or purposes of the meeting and the previous meeting failed for lack of quorum, then any number of members, present in person or represent written proxy, and together at least one-fourth of the outstanding votes entitles to vote thereat, constitute a quorum at the adjourned meeting.

**SECTION 8.04: VOTING BY MAIL.** Where 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 or by distribution ballot in such manner as the officers of the Association shall determine advisable.

## **ARTICLE IX. COMMITTEES.**

SECTION 9.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed by the President.

SECTION 9.02: ETHICS OF COMMITTEES. Each committee shall make reports as necessary to the Board. All Committee Members shall abide by The Shadows at Manchac governing documents. Any Committee Member who refuses to cooperate fully with an ethics investigation will no longer be eligible to serve in the office and/or committee.

SECTION 9.03: REMOVAL OF COMMITTEE MEMBER. If any Member raises a potential violation of the code of ethics, the President shall bring attention to the Board of Directors who shall investigate ethics violation. Any Committee Member found to have committed a violation of the code of ethics shall immediately be removed from office.

## **ARTICLE X. FINANCES.**

SECTION 10.01: FINANCIAL REPORTS. Monthly and Annual Financial Reports shall be prepared by the Treasurer and/or third-party and presented to the Members regularly.

SECTION 10.02: DEPOSIT OF FUNDS. The funds of the Association shall be kept in accounts in the name of the Association and shall not be commingled with the funds of any other Association, or with the funds of any manager of the Association or any other person responsible for the custody of such funds. The moneys of the Association shall be deposited in the name of the Association in such financial institutions as the Board of Directors shall designate.

SECTION 10.03: WITHDRAWAL OF FUNDS. The Treasurer and any one of the other authorized officers of the Association shall sign all checks and drafts against the Association. Signers shall not be related to each other. All expenditures above \$100 shall be approved by a simple majority of the Directors' unless the expenditure is an allocated monthly expense in the yearly budget. All financial commitments made by the Board dealing with the current year shall be honored by the new Board and reflected in the new budget statement for the ensuing year.

## **ARTICLE XI. BUDGET.**

SECTION 11.01: AUTHORITY. The Board of Directors shall have the power to adopt and amend the budget for revenue, expenditure, and reserve, and impose and collect assessments for common expenses and reserves from Owners.

SECTION 11.02: BOARD ACTION. After adoption by the Board of Directors of any proposed regular or special budget of the Association, or any amendment thereto, the Board shall notify the Members within a reasonable timeframe.

SECTION 11.03: RESERVE FUNDS. Reserve Funds are designated funds for future repair, replacement, or additions to major components and infrastructure of our community and shall be budgeted as an itemized fiscal year expenditure.

SECTION 11.04: MANAGEMENT OF RESERVE FUNDS. It shall be the intention of the Board to maintain a minimum of 25% of the annual assessment amount as a reserve fund balance.

## **ARTICLE XII. IMPROVEMENT PROJECTS.**

SECTION 12.01: PROPOSAL. Any new improvement project for the community must be presented as a written proposal to the board. The proposal must contain a good faith estimate of the one time and ongoing costs (if applicable). The proposal must contain detailed information as to what the project will entail and contain detailed diagrams for the areas affected by the change.

SECTION 12.02: FUNDS FOR IMPROVEMENTS. Funds for previously approved improvement projects shall not be diverted to new projects unless the previously approved improvement project is completed and has come in under budget or if it is officially cancelled by a majority vote of the full board. Any new project which does not increase the ongoing maintenance costs must be fully funded, either through the existing budget, increase in the community dues, or special assessment before it may be approved and work initiated.

SECTION 12.03: CANCELLATION OF APPROVED PROJECT: If an approved project is cancelled, it may not be re-started unless it is re-submitted as a proposal for a new improvement project and appropriate funding found.

SECTION 12.04: REJECTION OF PROPOSAL: The board may reject any proposal by a simple majority vote of the full board. If rejected by the board, the proposal may be modified and resubmitted. The good faith estimate must be updated each time a proposal is re-submitted.

SECTION 12.05: PROPOSALS INCREASING MAINTENANCE COST. Any new projects which will increase the ongoing maintenance costs will require a unanimous vote of the full board. If a vote is held and the board is not unanimous, then the project's sponsor may present the project at a community meeting for a direct vote or proxy. The proposal's full documentation must be distributed to all members of the community at least 30 days before the annual meeting at which it shall be approved by a two-thirds vote of the members present.



SECTION 17.02: CORPORATE SEAL. The Association need not provide for a corporate seal.

SECTION 17.03: FISCAL YEAR. The fiscal year of the Association shall be the calendar year from January 1 through December 31.

SECTION 17.04: RULES OF THE ORDER. The rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings of Members and Board of Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the Association.

SECTION 17.05: CONFLICT. If there is any conflict amongst Governing Documents, then such conflict shall be resolved within a reasonable period.

SECTION 17.06: CONFLICT OF INTEREST. To protect the integrity of the association's decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any board discussion of or vote on the transaction or decision.

The foregoing Bylaws were adopted by resolution of the Board of Directors of The Shadows at Manchac Homeowners Association on October 24, 2019, to be effective immediately.

THE SHADOWS AT MANCHAC HOMEOWNERS ASSOCIATION

Date Signed: 10/24/19 Chris White  
Chris White, Director

Date Signed: 10/24/19 Lindsey Oliver  
Lindsey Oliver, Director

Date Signed: 10/24/19 Megan Dianne Coco  
Megan Dianne Coco, Director

Date Signed: 10/24/19 Anna Tripp  
Anna Tripp, Director

Date Signed: 10/24/2019 Brandon Boswell  
Brandon Boswell, Director