

BYLAWS OF
COUNTRYPLACE
HOMEOWNERS ASSOCIATION, INC.

As of September 13, 1993

Article I

NAME AND LOCATION

The name of the Corporation is COUNTRY PLACE HOMEOWNERS ASSOCIATION, INC. The principal office of the Corporation is located at 11 Country Lane, Haughton, Louisiana 71037. The mailing address of the Corporation is P O Box 5554, Bossier City, Louisiana 71171-5554.

Article 11
DEFINITIONS

Section 1: "**Association**" shall mean and refer to COUNTRY PLACE HOMEOWNERS ASSOCIATION, INC., and its successors.

Section 2: "**Articles**" shall mean the Articles of Incorporation of the Association.

Section 3: "**Declaration**" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Court, Bossier Parish, Louisiana, and any amendments thereto.

Section 4: "**Properties**" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions.

Section 5: "Lot" shall mean any Lot defined in Article 1, Section 5, of the Declaration.

Section 6: "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7: "**Common Area**" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 8: "Member" shall mean and refer to each record Owner of an interest in a Lot, as provided in Article III, Section 1, of the Declaration.

Article III

MEETINGS OF MEMBERS

Section 1: Annual Meeting. Annual Meetings of the members shall be held the second Monday in September of each year beginning September 12, 1983, at the time and place in Bossier Parish designated by the Board of Directors. If the day for the annual meeting is a legal holiday, then the meeting will be held on the first Monday following which is not a legal holiday.

Section 2: Special Meetings. Special Meetings of the members may be called at any time by the President or by the Board of Directors. A special meeting will be called by the President within thirty (30) days of receipt of a written request of one-fourth (1/4) of the members. A special meeting shall be called during the month of August, at such time as determined by the President or Board of Directors, for the purpose of nominating persons for election to the Board of Directors.

Section 3: Notice of Meetings. Written notice of each meeting of the members, annual or special, shall be mailed, postage prepaid, to each member entitled to vote thereat. 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. Such notice will be mailed at least ten (10) days before such a meeting to the member's address last appearing on the books of the Association. Official notification of Meetings will be made through the Association Newsletter, which shall serve as the notification medium of the Country Place Homeowners Association, Inc.

It shall be solely the duty of the member to advise the Secretary of the Association of his mailing address, at the time of his becoming a member, and of any change thereof.

Section 4: Quorum. The presence at the meeting of members and/or proxies entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. However, if such a quorum shall

not be present or represented at any meeting, the members entitled to vote shall have power to adjoin 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.

Section 5: Proxies. At all meetings, each vote may be cast in person or by written proxy, filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their Lot.

Proxies will be conveyed in writing to the Secretary of the Association to be in the hands of the Secretary before the call to order of the meeting.

Section 6 Voting. The Declaration governs voting rights and provides that only one vote may be exercised for each Lot for which the member's dues are current. When more than one person owns an interest in any Lot, the vote entitled by the ownership of such Lot shall be exercised and counted as one single vote as the co-owners may themselves determine. Lots which are annotated as one Lot for assessment shall be allowed one (1) vote. Lots which are designated as unbuildable according to the Declaration of Covenants, Conditions and Restrictions, will not be afforded a vote.

All voting for election of members of the Board of Directors and/or other matters deemed necessary by the Board of Directors shall be by secret ballot. The Board of Directors shall determine if ballots may be cast in absentia by members, in which case, ballots will be sent to the members with the notice of meeting, according to Article 111, Section 3, these Bylaws. Ballots must be marked without reference to the member's identification. For ballots cast in absentia, the marked ballot will be placed in an unmarked envelope, which will be placed in an envelope marked with the member's Lot identification. Upon receipt, the Secretary will confirm the currency of the member's dues and remove the unmarked envelope containing the ballot. **The unmarked envelope containing the ballot will be past by the Secretary at the appropriate time.**

Article IV NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee and/or from the floor, at the Special Meeting called for such purpose during the month before the annual meeting. The Nominating Committee shall consist of a Chairperson, who is a member of the Board of Directors, and two or more Association members. The Nominating Committee shall be appointed by the Board of Directors at any time prior to the Special Meeting called for such purpose of nominating persons to be elected to the Board of Directors, to serve until the close of the annual meeting.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot as stated in Article 111, Section 6, these Bylaws. The persons receiving the most votes shall be elected. Cumulating voting is not permitted.

Article V BOARD OF DIRECTORS

Section 1: Number. The affairs of this Association shall be managed by a Board of Directors composed of seven (7) members of the Association.

Section 2: Term of Office. At the annual meeting approving these **amended Bylaws on April 7, 1980**, the members shall elect four (4) of the Directors for a term of one (1) year and three (3) of the Directors for a term of two (2) years. At each annual meeting thereafter, the members shall elect Directors for a term of two (2) years to fill the four (4) vacancies (or three vacancies as the case may be) caused by the expiration of the term for which the Directors were elected. Vacancies filled by the Board of Directors, according to the guidelines in Article V, Section 3, these Bylaws, shall be filled by election to the remainder of the term for the particular position.

Section 3: Vacancies. In the event of a vacancy on the Board, a successor shall be selected by the remaining member of the Board to serve for the unexpired term of the predecessor or until the election at the next annual meeting.

Section 4: Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the membership of the Association.

Section 5: Compensation. No Director shall receive compensation for any service they may render to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

Article VI MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolutions of the Board.

Section 2: Notice of Board Meetings. No notice of Board Meetings shall be given to Association members other than posting of a sign on the common areas of the Association. No notice of regular Board Meetings shall be given to Directors. Not less than three (3) days notice of Special Board Meetings shall be given to each Director.

Section 3: Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or any two (2) Directors.

Section 4: Quorum. A majority of the number of Directors shall constitute a quorum. Every act or decision of a majority of the Directors present at a duly held meeting at which a quorum is; present shall be regarded as the act of the Board.

Section 5: Action Taken Without A Meeting. The Directors may take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Article VII

POWERS OF THE BOARD OF DIRECTORS

Section 1: Regulations. The Board shall adopt and enforce rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon and will establish penalties for the infraction thereof.

Section 2: Suspension of Rights. The Board is empowered to suspend the voting rights and right of use of the Common Area of a member who 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 an infraction of published rules and regulations.

Section 3: Limits of Authority. The Board will 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, the Articles, or the Declaration.

Section 4: Automatic Vacancy. The Board will have the power to declare the seat of a member of the Board vacant in the event they shall be absent from three (3) consecutive regular meetings.

Section 5: Employment. The Board is empowered to employ and prescribe the duties of a manager, an independent contractor, or such other services or employees as deemed necessary.

Section 6: Action at Law. The Board has the power to foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

Article VIII

DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to manage the affairs of the Association in all respects as they find necessary to the preservation of the Association, and more particularly:

Section 1: Common Area. The Directors shall cause the Common Area to be maintained and operated.

Section 2: Records. The Board shall 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, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.

Section 3: Supervision. The Board shall supervise all officers, agents and employees of this Association, and see that their duties are properly performed.

Section 4: Monthly Finances. The Board shall receive, review and approve at the monthly meeting the record of the income and expenditures for the previous month and the proposed expenditures for the following month.

Section 5: Approvals. The Board shall approve, prior to their execution by the officers, all leases, mortgages, deeds, promissory notes, and other written instruments, except that checks in the amount of \$600 or less (including checks for normal recurring expenses) may be issued and signed by the Treasurer or one other member; and checks over \$600 shall be signed by the Treasurer and one other member of the Board, or in the absence of the Treasurer, by any two (2) members of the Board.

Section 6 Assessments. As more fully provided in the Declaration, the Board shall fix the amount of the annual assessment against each lot which shall become due within thirty (30) days of assumption of title. The owner shall have the option of paying dues quarterly within ten (10) days after the first day of the first month of each quarter. In addition, any member paying dues on an annual basis shall receive a 5% discount on the annual assessment. A 6% per annum penalty will be added cumulatively, in accordance with the Declaration, on all delinquent dues. The Board will also send prompt notice to the members of any increased assessment approved by the members pursuant to Article IV, Section 5, of the Declaration.

Section 7: Certificate of Payment. The Board shall issue, upon demand and for a reasonable charge, a certificate setting forth whether or not any assessment has been paid, which shall be conclusive evidence of such payment status.

Section 8: Insurance. The Board will procure and maintain adequate liability and hazard insurance.

Article IX OFFICERS OF THE ASSOCIATION

Section 1: **Regular Officers.** The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and three (3) members-at-large, who shall at all times be members of the Board of Directors.

Section 2: **Election of Regular Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. Officers shall be elected by the members of the Board.

Section 3: Term. The regular officers of this Association will be elected annually by the Board for a term of one (1) year.

Section 4: **Special Officers.** The Board may elect other officers, who need not be Directors of the Association, for a period and with such authority and duties as the Board may from time to time determine.

Section 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 shall take effect on the date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: **Vacancies.** A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced or until the next annual election, at which time an elected member will be selected to fill the position until the expiration of the term shall occur.

Article X DUTIES OF THE OFFICERS

The duties of the officers of the Board of Directors are as follows

Section 1: **President.** The President shall preside at meetings; see that orders and resolutions of the Board are carried out; present to the Board all written instruments requiring approval; sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks over \$600 and promissory notes.

Section 2: **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act.

Section 3: Secretary. The Secretary shall record the votes and keep the minutes of the meetings and proceedings of the Board and of the members; give notice of meetings of the Board and of the members; and keep appropriate current records showing members of the Association together with their addresses.

Section 4: Treasurer. The Treasurer shall deposit in appropriate bank accounts all receipts of the Association and disburse such funds in payment of debts of the Association; sign all checks and promissory notes; keep proper books of account; cause an annual audit of the books; and prepare an annual budget, statement of assets and liabilities, and statement of income and expenditures to be presented to the Board of Directors for approval, and then to the membership at its regular annual meeting, and deliver a copy to each of the members.

Section 5: Other Duties. The Board may assign other duties to any officer at any time.

Article X1 COMMITTEES

The Board of Directors' shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, it may appoint other committees as deemed appropriate. The following committees are identified as essential to the operation of the Association:

Dues Collection
Budget Committee
Clubhouse Committee
Swimming Pool Committee Common Areas
Tennis Court Committee

Section 1: **Architectural Committee.** The Architectural Committee shall be responsible for maintenance of the harmonious design of the structures and properties within the boundaries of the property defined in the Declaration or any other duties which the Board may find necessary. All requests for construction or modification to properties within the Association property shall require prior approval of the architectural committee, in accordance with the Declaration.

Section 2: **Dues Collection & Budget Committee.** The Dues Collection & Budget Committee shall be responsible for assisting the Treasurer in identifying delinquent assessments, collection of dues and assessments, and preparing an annual budget for presentation to the Board or any other duties which the Board may find necessary.

Section 3: **Clubhouse Committee.** The Clubhouse Committee shall be responsible for scheduling and maintaining the clubhouse or any other duties which the Board may find necessary.

Section 4: **Swimming Pool Committee.** The Swimming Pool Committee shall be responsible for maintaining the swimming pool, collection of annual and daily pool fees, hiring lifeguards, scheduling use of the swimming pool or any other duties which the Board may find necessary.

Section 5: **Common Area and Tennis Court Committee.** The Common Area and Tennis Court Committee shall be responsible for scheduling and maintaining the tennis courts, to include establishing rules and regulation governing their use, and maintenance of the Common Area of the Association and the structures and facilities thereon, not to include the tennis courts, swimming pool, or clubhouse or any other duties which the Board may find necessary.

Article XII AMENDMENTS

Section 1: These Bylaws supersede all prior bylaws, but no rights heretofore accruing to the Association shall be cancelled or changed hereby and the Association may enforce all such rights.

Section 2: These Bylaws may be amended at a regular meeting or special meeting of members called for such purpose by vote of a quorum of members present in person or by proxy.

Section 3: In the case of any conflict between the Articles of these Bylaws and the Declaration, the Declaration shall control. In the case of any conflict between the Articles and these Bylaws, the Articles shall control.

Article XIII MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of October and end on the thirtieth day of September of every year.

- NOTES -