

EDEN ISLES HOMEOWNERS' ASSOCIATION, INC.
(A non-profit corporation)

BY-LAWS, 2008

Preamble -

The Eden Isles Homeowners' Association, Inc., incorporated in 1974, is formed because of the mutual interest of the Eden Isles Property Owners. The spirit of the Association shall be one of cooperation with all others who share in these mutual interests.

The term "Association" refers to the Eden Isles Homeowners' Association, Inc. For purposes of the Association, the term "Eden Isles" shall refer to the single family residential property of Units 3, 4, and 5 of the Eden Isles Subdivision and Units 1, 2 and 3 of Moonraker Island located between Highway 11 and Marina Drive in the unincorporated area of St. Tammany Parish, Louisiana, know as Northshore, Louisiana.

ARTICLE 1 - MEETINGS

A. General Membership meetings shall be held at a time and place deemed by the current board of directors. Assembly of the general membership shall be Quarterly unless otherwise deemed by the board of directors at a place designated by the Association President who shall instruct the Program's Vice President to inform the Membership of the meeting location by written announcement placed at the entrances to Eden Isles.

B. The President, with the approval of a majority of the Members of the Board of Directors, is authorized to call a Special Meeting of the General Membership upon a seven-day written announcement placed at the entrances to Eden Isles indicating the meeting time, place, and agenda.

C. The Association President shall be required to call a Special Meeting of the General Membership upon written notice of not less than 25 percent of the Members in-good-standing. No member of the Association can bear more than two proxies in any election or ballot. Any written proxy shall provide the Association Secretary with the:

- 1) Printed name and signature of the absent Member, and
- 2) Written instructions to the designated holder of the proxy, and
- 3) Printed name and signature of the designated holder of the proxy, and
- 4) Date of authorization.

D. A quorum of any General Membership meeting shall consist of not less than four Members of the Association's Board of Directors and 10% of the Association's Members in-good-standing, except in those meetings where Association dues or assessments are to be determined. In this latter case, a quorum is deemed to exist if a majority of the Board of Directors and a majority of the members-in-good standing are present, either in person or by written proxy ballot.

E. Each occupied household shall have only two (2) voting rights in any Association election. Voting rights may be exercised in person or by written proxy ballot at any election or vote by the

General Membership, provided Article 1-C,1-4 are complied with. Members in-good-standing may not cast additional votes for other property owned in Eden Isles.

F. At General Membership, Special, or Board of Directors meetings, only those Members in-good-standing who have paid dues may vote.

ARTICLE 2 - RULES OF MEETINGS

Robert's Rules of Order shall prevail in all cases, except:

- 1) When they are not consistent with the Association's By-Laws:
- 2) When the President waives appropriate provisions of Robert's Rules for clarity and speed in transacting Association business. However, the reading of the Treasurer's Report and minutes of the previous meeting may not be waived without a majority of the Membership present.

ARTICLE 3 - MEMBERSHIP

A. Residence in Eden Isles provides for Membership in the Association if the resident submits a Membership Application form to the Association Secretary. If the Property is in the name of more than one person or entity then all residents of said property may apply for Association Membership.

B. A member "in-good-standing" is one who has paid all Association assessments for the current year and / or within the time frame provided by the assessment, in accordance with these By-Laws. Association members who are not in-good-standing shall have their voting rights suspended by the Association's Board of Directors until the Member is in-good-standing.

ARTICLE 4 - BOARD OF DIRECTORS

A. Shall consist of nine (9) Members in-good-standing elected by the General Membership. The Board of Directors shall elect among themselves the Association's Officers.

B. The Management of this Association shall be conducted by the Board of Directors who shall meet at a time and place designated by the President. The Board of Directors shall meet at least monthly.

C. A quorum of the Board of Directors shall consist of a majority of the Directors. The President shall not be eligible to vote, except in the case of a tie, at which time he / she must vote to break the tie.

D. The Board of Directors shall have the full authority to appoint and delegate any part of its duties and powers to Committees, Delegates, or Agents which or who shall be appointed for a specific purpose and function; however, the duties and powers so delegated must be specified in

detail and shall not be construed to be delegated unless specifically stated and recorded by the Secretary.

ARTICLE 5 - DUTIES OF OFFICERS

A. Duties of the President

- 1) Shall preside over all meetings of this Association.
- 2) Shall insure that all Association Officers perform their duties in accordance with these By-Laws.
- 3) Shall decide all questions of order subject to an appeal of the Members.
- 4) Shall call all Special Meetings as provided for in Article 1.
- 5) Shall have the right to meet with any person or group of persons who can further the mutual interests of the Association.
- 6) Subject to the approval of the Board of Directors, shall appoint a Chairperson to each Association Committee.
- 7) Shall turn over to his / her successor all books, papers, or any other property of this Association at the end of his / her term.

B. Duties of the Senior Vice President

- 1) Shall assist the President in the discharge of all Association duties.
- 2) In the absent of the President, his / her duties, powers, and responsibilities shall be passed to the Senior Vice President until the President returns or is replaced by a majority vote of the Board of Directors
- 3) Shall be the coordinator of all Association Committees.
- 4) Shall act as the Chairperson for any absent Committee Chairperson until the Chairperson returns or until the President appoints a new Chairperson.

C. Duties of the Programs Vice President

- 1) Shall be the Association's chief contact regarding programs at all General Membership meetings. Although the Board of Directors maintains final approval of all meeting programs, he / she shall liaison with the Board of Directors, Committees, and General Membership regarding all suggestions for meeting Programs.
- 2) Shall be responsible for advertising the date, time, and place of all General Membership meetings. Maximum Membership attendance at General Membership meetings is the Program Vice President's most important responsibility.
- 3) If refreshments are to be provided at General Membership meetings, the Programs Vice President is responsible for purchasing, delivering, and dispensing refreshments at said meetings.
- 4) Shall assist the Senior Vice President in the discharge of duties including the coordination of all Association Committees.
- 5) In the absence of the Senior Vice President, his / her duties, powers and responsibilities shall be passed to the Programs Vice President until the Senior Vice President returns or is replaced by a majority vote of the Board of Directors.

D. Duties of the Fund Raising Vice President

- 1) Shall be the Association's chief contact regarding all Fund Raising activities by the General Membership. Although the Board of Directors maintains final approval of all fund raising activities, he / she shall liaison with the board of Directors, Committees and

General Membership regarding all suggestions and methods of raising funds for the Association. Raising the maximum amount of funds needed by the Association is the most important duty of the Fund Raising Vice President.

2) In addition to fund raising activities, the Fund Raising Vice President shall coordinate all "marketing activities" of the Association, including but not limited to liaison with local media, business organizations, civic and social organizations, other homeowners associations, and any other entity that can advantageously respond to the needs of the Eden Isles Homeowners Association.

3) In the absence of the Programs Vice President, his / her duties, powers, and responsibilities shall be passed to the Fund Raising Vice President until the Programs Vice President returns or is replaced by a majority vote of the Board of Directors.

E. Duties of the Secretary

1) Shall have the custody of Association records, books, papers, and seals.

2) Shall keep an accurate record of all Association and Board of Directors meetings, and when approved by the Board of Directors, shall record same in an Association Book provided for that purpose.

3) Shall maintain an accurate and legible file of all correspondence.

4) Shall notify all Association Officers, Members of the Board of Directors, and Committee Chairpersons of their appointments.

5) In the absence of the Fund Raising Vice President, his / her duties, powers, and responsibilities shall be passed to the Secretary until the Fund Raising Vice President returns or is replaced by a majority vote of the Board of Directors.

F. Duties of the Treasurer

1) Shall receive all Association funds, giving a receipt therefor, and shall deposit same in the name of the Association at a local bank.

2) Shall keep an accurate account of all funds received and expended by the Association in a book provided for that purpose.

3) Shall verify the accuracy and authenticity of all bills, expense vouchers, and accounts payable prior to payment.

4) Shall sign all checks drawn for Association expenses after approval by the Board of Directors and countersigned by the President or Secretary.

5) Shall discharge all Association debts and distribute the remainder of the Association's property to an unincorporated Eden Isles Homeowners Association should the Association be come defunct. In the event an unincorporated homeowners' association is not formed within 12 months of the incorporated association's dissolution, the President and the Treasurer shall discharge all debts of the Association and distribute the remainder of the Association's property equally among the Members in-good standing.

6) In the absence of the Secretary, his / her duties, powers, and responsibilities shall be passed to the Treasurer until the Secretary returns or is replaced by a majority vote of the Board of Directors.

7) Shall prepare and present a proposed budget first to the Board of Directors in readiness for presentation to the general membership for the Fourth Quarter meeting.

G. Duties of the Board of Directors

1) Shall elect Association Officers from amongst themselves in January of each year.

- 2) Shall administer the business of the association and act as advisory panel to all Committees and to the General Membership.
- 3) Shall superintend the financial affairs of the Association.
- 4) At the Third Quarter General Membership meeting, shall propose Association Goals and Objectives for the upcoming calendar year. At the Fourth Quarter General Membership meeting the Membership shall alter, if necessary, and approve the proposed / revised Goals and Objectives by a majority vote of the Members present.
- 5) Shall provide to General Membership at the Third Quarter General Membership meeting a "Source(s) and Uses of Funds Statement" that clearly links annual expenditures with current or anticipated sources of funds. The Sources and Uses of Funds Statement shall be consistent with the Association's Goals and Objectives.
- 6) At the Third Quarter General Membership meeting, shall propose a budget for the upcoming calendar year which supports the Associations Goals and Objectives. At the Fourth Quarter General Membership meeting the Membership shall alter, if necessary, and approve the proposed / revised budget by a majority vote of the Membership present. Voting by the General Membership must be done in person or by written proxy.
- 7) Shall have the authority to spend no more than \$100, \$200.00 per fundable project without the approval of the Associations General Membership. Expenditures in excess of \$200.00 shall have the prior approval by majority vote of the Membership at a General Membership meeting prior to the expenditure. Expenditures in excess of \$200.00 that are included in the approved budget shall not require additional approval at the time of the expenditure.
- 8) Any Director failing to attend three consecutive meetings (e.g. any combination of General / Special membership and Board of Director's meetings), or three non-consecutive meetings over a six months period, may be removed from the Board of Directors providing a majority of the Board votes to require said removal.
- 9) A vacancy on the Board of Directors shall be filled by appointment of the Board. The appointee shall serve for the remaining term of the Board Member whose position is to be filled. For purposes of Article 6-B, the period served will be considered a qualifying term if it is greater than one year.
- 10) Shall make available all books, papers, and financial records of the Association for inspection during hours convenient with the Association Secretary and / or Treasurer, upon written request to the Association President by at least five Members in-good-standing. Elapsed time between the date of delivery of the Member's written request and document inspection should not exceed one week.

ARTICLE 6 - ELECTION OF DIRECTORS

A. Any Association Member-in-good-standing may be elected to serve as a Director.

B. The Board of Directors shall be elected as prescribed by these By-Laws for a term of office of two years. Members of the Board of Directors may not succeed themselves in office for more than two consecutive terms. At the initial formation of the Association, the five (5) Members of the Board of Directors who receive the least number of votes shall serve for a term of office to expire December 31, of that second year; and the four who receive the most votes shall serve for a term to expire December 31, of that second year 1976. Thereafter, all Members of the Board

of Directors shall be elected for terms of two (2) years. Past Presidents shall serve in an advisory capacity for the year following their final term.

C. A Nominating Committee shall be elected by a majority of the Membership present at the Third Quarter General Membership meeting for the purpose of selecting a slate of candidates, whose names, with their permission, shall be presented to the General Membership at the Fourth Quarter meeting. If the Membership fails to elect a Nominating Committee, the Association President, with the approval of the Board of Directors, shall appoint a Nominating Committee. Nominees must agree in writing to serve. The elected Board Members shall be excluded from appointment to the Nominating Committee. The Nominating Committee shall provide written notice and proxy ballots by hand delivery or U.S. Mail to each Member in-good-standing of their slate of candidates at least ten days prior to election at the Fourth Quarter Membership meeting.

D. In addition to the Nominating Committee process described in Article 6-C, any Member of this Association may place his / her candidate on the slate for election to office, provided the following procedure is adhered to:

- 1) He / She shall obtain his / her candidate's permission and acceptance of nomination in writing;
- 2) He / She must obtain the signature of at least ten other Regular Members to support his nomination;
- 3) He / She must present the above information to the Chairman of the Nominating Committee 14 days prior to the Fourth Quarter General Membership Meeting.

E. The names of all candidates nominated for office shall be placed on a written ballot to be presented to each Member in-good-standing for a secret vote at the Fourth Quarter meeting. Any Member in-good-standing may obtain a proxy ballot from the Association Secretary, and cast their ballot with the Secretary at any time prior to the Fourth Quarter Membership Meeting.

F. The president shall name the Secretary and two regular Members in-good-standing other than Directors as Talliers. The Secretary shall be the custodian of the ballots. The Talliers shall supervise the ballot box, record the Members voting on the polling list, verify all proxies, deposit the ballots in the ballot box, tally the votes for each candidate, and report the election returns to the Members present. The Secretary shall then record the votes reported by the Talliers. After the report of the Talliers, the ballots shall be available for inspection by the Members present. The Talliers shall then destroy the ballots unless the Members present direct otherwise.

G. Members elected to the Board of Directors shall commence their term of office on January 1.

H. Any Association Officer may be removed from office if two-thirds of the Members in-good-standing, either in person or by written proxy, vote for his / her removal at a Special or regularly scheduled General Membership meeting. If a Special meeting is called for this purpose the requirements of Article 1-C of these By-Laws shall be satisfied.

I. The Board of Directors, having elected the Officers of the Association, may remove an Officer from office and replace him / her with another Member of the Board if two-thirds of the Directors concur. The person removed from office may not be removed from the Board of Directors, except as described in paragraph "H" above.

ARTICLE 7 - FEES

- A. Dues shall be \$120.00 per year (\$10.00 per month) per household.
- B. No individual assessments may be levied on individual Members by this Association. All assessments must be levied on the General Membership on an equal basis provided the General Membership approves said assessment by a two-thirds vote of Members present or by proxy ballot at a General Membership meeting. The Board of Directors shall provide to each Member in-good-standing, by hand delivery or U.S. mail, via newsletter or any other written notice and proxy ballot at least seven days in advance of the General or Special Membership meeting where assessments will be considered.

ARTICLE 8 - AUDITING COMMITTEE

- A. With approval of the Board of Directors, the Association President shall appoint an Auditing Committee or an outside Accounting Firm to examine the financial records of the Association no less than annually, and make a written report available to the General Membership at the First Quarter Membership meeting. If an Auditing Committee is appointed the Committee shall consist of one or more Members in-good-standing who are not Directors.

ARTICLE 9 - AMENDMENTS

These By-Laws may be amended by a majority vote of the Members in-good-standing, either in person or by proxy ballot, provided notice of such proposed amendment(s) is distributed to the Membership in writing at the previous General Membership meeting, and provided written notice and proxy ballot are provided by hand delivery or U.S. mail, to include newsletter, to each Member in-good-standing at least seven days prior to a General or Special Membership meeting where amendments(s) to the By-Laws will be considered.

ARTICLE 10 - COMMITTEES

- A. Only Members "in-good-standing" may be appointed to Committees.
- B. All Committee Chairpersons shall provide a brief Committee report to the Senior Vice President prior to his / her meeting with the Board of Directors.
- C. Chairpersons shall be privileged to attend meetings of the Board of Directors and may participate in Discussions: However, they shall not have the privilege to vote at the Director's meetings.
- D. Standing Committees of the Association shall be determined by and shall function under the direction of the Board of Directors.
- E. All Committee Chairpersons serve at the pleasure of the Association's Board of Directors, and may be removed or replaced at any time by a two-thirds vote of the Board of Directors.

F. Committee Chairpersons are responsible for properly staffing their committees, conducting their meetings, and accomplishing the purpose(s) and functions(s) for which the Committee has been formed. Staffing consideration should be given to those who volunteer for service on a given Committee prior to selecting Committee Members from the General Membership. Any Volunteer believing he / she is arbitrarily denied Committee Membership may appeal to the Board of Directors for Committee Membership consideration.

G. Committees shall not participate in any activity that is in conflict with these By-Laws or the Association's Goals and Objectives.

ARTICLE 11 - ORDER OF BUSINESS

At all meetings of the General Membership the order of business shall be as follows, subject to the provisions of Article 2, paragraph A:

- 1) Call to order
- 2) Roll call of Officers
- 3) Reading of the minutes of previous meeting
- 4) Communications
- 5) Treasurer's Report
- 6) Report of the Board of Directors
- 7) Report of the Standing Committee
- 8) Report of the Special Committees
- 9) Special orders, notices, and announcements
- 10) Unfinished business
- 11) New business
- 12) Adjournment

ARTICLE 12 - MEMBERSHIP IN OTHER ORGANIZATIONS

When this Association enters into a Membership Agreement with another organization requiring the appointment of representatives or delegates to the other organization, such appointments shall conform to the electoral year of the other organization to assure stability in our representation.

REVISIONS: 2008

These By-Laws updated & approved by the general membership at the June 2008 general membership meeting under direction of the then current board of directors as follows:

LIZ HOFFMAN, PRESIDENT

Cindy Franatovich, secretary

Kelly Carlos, Treasurer

Dave Robertson, senior v.p.

Cathy Drolla, director -welcome / membership

Jerri Candebat, v.p. fundraising

Anne Nash, director

Jeanette Commagre, v.p. programs

Denise Montalbano, director