

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BY-LAWS

OF

ROSEDOWN SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

ROSEDOWN SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association", a non-profit Louisiana corporation formed under the laws of the State of Louisiana, does hereby adopt the following set of By-Laws which shall assist in governing the Association.

All members of the Association, as more fully set out in the Articles of Incorporation of the Association, or any other individual who may use the facilities or come upon the Association Property in any manner are subject to the regulations set forth in these By-Laws, the Articles of Incorporation of the Association and the Restrictive Covenants recorded in the official records of St. Tammany Parish, Louisiana. The ownership, rental, occupancy or presence of any individual, firm, person or corporation, on Association Property will signify and constitute a ratification and acceptance of these By-Laws, the Articles of Incorporation of the Association, any Restrictive Covenants and the rules and regulations of the Association by such owner, occupant, tenant, employee, invitee or any other person.

ARTICLE I

OFFICE

The principal office of the Association shall be located in St. Tammany Parish, Louisiana, at such place or places as the Board of Directors of the Association may designate.

ARTICLE II

MEMBERSHIP MEETINGS

1. All meetings of the members of the Association shall take place at a location within St. Tammany Parish to be designated by the Board of Directors in a notice of meeting.
2. An annual meeting of the members shall be held in the first week of each year or such other time as shall be specified in such notice, for the purpose of electing Directors and for the transaction of such other business as may be

properly brought before the meeting of the members.

3. Special meetings of the members, for any purpose, may be called by the President of the Association or the Board of Directors and shall be called by such officers upon receipt of a written request from any member or members holding in the aggregate one-third (1/3) of the total voting power.
4. Notice of all member meetings, stating the time and place and the object for which the meeting is called shall be given by the President or Secretary unless waived in writing by eighty percent (80%) of the total voting power. Such notices shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days, nor more than sixty (60) days, prior to the date of the meeting. Proof of such mailing may be given by affidavit or in the signed minutes of the meeting.
5. The presence, in person or by written proxy, of the holders of a majority of the total voting power shall constitute a quorum.
6. When a Quorum is present at any meeting, the holders of fifty-one percent (51%) of the voting rights present or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by expressed provision of the statutes, the Articles of Incorporation, these By-Laws, or the Restrictive Covenants, a different vote is required, in which case such expressed provision shall govern and control the decision on such a question.
7. In any meeting of members, each member shall be entitled to cast such votes as provided in the Articles of Incorporation. If a membership is owned by more than one person, the person entitled to cast the votes for such membership shall be designated by a certificate of appointment signed by all of the record owners of the Participating Property filed with the Secretary of the Association. If the Participating Property is owned by a corporation, the person entitled to cast the vote shall be designated by the President or Vice-President and attested by the Secretary or Assistant Secretary of such corporation and filed with the Secretary of the Association. The certificate shall be valid until revoked, or until a change in the ownership of the Participating Property concerned. Votes may be cast in person or by written proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.
8. If any meeting of members cannot be organized because of a lack of quorum, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. Notwithstanding the foregoing, in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than the quorum for the purpose of electing Directors, shall by majority vote elect such directors as are necessary.
9. The order of business at annual members meetings and as far as practical at all other members meetings, shall be:
 - a. At the initial meeting an election of chairman of the meeting;
 - b. Calling the roll and certifying proxies by the secretary or at the initial meeting by the chairman of the meeting so designated;
 - c. Proof of notice of meeting or waiver of notice;

- d. Reading and disposal of the minutes;
 - e. Reports of officers;
 - f. Reports of committees;
 - g. Election of directors, if necessary;
 - h. Unfinished business;
 - i. New business;
 - j. Adjournment.
10. Whenever, by any provision of law, the Articles of Incorporation, these By-Laws, the rules and regulations promulgated by the Board pursuant to these By-Laws, or the Restrictive Covenants, the affirmative vote of members is required to authorize or constitute action by the Association, the consent in writing to such action, signed by all of the members having voting power in the particular question shall be sufficient for the purpose, without necessity for a meeting of the members. The consent, together with a certificate by the Secretary of the Association to the effect that the subscribers to the consent constitute all the members entitled to vote on the particular question shall be filed with the records of the proceedings of the members.

ARTICLE III

DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) persons as determined from time to time by the members. Unless otherwise determined, they shall be a member or spouse of a member, or in the event of a corporate, or other ownership, an officer or designated agent thereof.
2. Election of Directors.
 - a. After retirement of the original directors, election of directors shall be conducted at the annual membership meeting. A nominating committee shall be appointed by the Board of Directors at least thirty (30) days prior to the annual members meeting. Additional nominations for directorships and directors may be made from the floor. The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
 - b. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.
 - c. Any director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

3. **Director's Meetings.**

- a. The organization meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they are elected, and no further notice of the organization meeting shall be necessary, providing a quorum of elected directors shall be present.
- b. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telefax, at least three (3) days prior to the day named for such meeting, unless such notice is waived.
- c. Special meetings of the directors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the votes of the Board. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telefax, which notice shall state the time, place and purpose of the meeting.
- d. Any director may waive notice of the meeting before, during or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
- e. A quorum at director's meetings shall consist of the directors entitled to cast two-thirds (2/3) of the votes of the entire Board. The acts of the Board approved by fifty percent (50%) plus one of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided by law or in the Articles of Incorporation, By-Laws, Restrictive Covenants, or Rules and Regulations of the Association. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At an adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.
- f. The presiding officer of director's meetings shall be the President if such an officer has been elected, and if none, then the directors present shall designate one of their number to preside.
- g. Any action which may be taken at a meeting of the Board of Directors, or at a meeting of any committee, may be taken by a consent in writing, signed by all of the members of the Board of Directors or by all of the members of the committee, as the case may be, filed with the records of proceedings of the Board or committee.
- h. Director's and Officers fees, if any, shall be determined by the members, by majority vote or by majority consent in writing.

4. All of the powers and duties of the Association existing under law, the By-Laws, Articles of Incorporation, and Rules and Regulations shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject, however, only to the provisions of the members of the Association when such is specifically required. Compensation of any employees of the

Association shall be fixed by the directors. A director may also be an employee of the Association. The day to day handling of particular individual matters of business, including but not limited to controversies involving enforcement of the Restrictive Covenants, may be delegated to an Executive or Architectural Control Committee of members from time to time appointed by the Board of Directors by majority vote as provided in the Restrictive Covenants.

ARTICLE IV

OFFICERS

1. The executive officers of the Association shall be President, a Secretary and/or Treasurer. All officers shall be elected annually by the Board of Directors and may be peremptorily removed by vote of the directors at any meeting thereof. Any person may hold two offices except that the president shall not also be the secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.
2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of a corporation, including, but not limited to, the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association and to preside over the member meetings.
3. The Vice-President, or in default of any Vice-President, the Secretary, shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the directors.
4. The Secretary shall keep the minute book wherein the resolutions of all proceedings of the directors and the members shall be recorded. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of a corporation and as may be required by the directors or the President.
5. The Treasurer shall have custody of all movable of the Association including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practice; and he shall perform all other duties incident to the office of Treasurer.

ARTICLE V

ASSESSMENTS AND FISCAL MANAGEMENT

1. On or before December 1 of each year, the Board of Directors shall prepare a budget (the "Annual Budget") based on an estimate of the total amount required for the cost of wages, materials, insurance, services and supplies and other necessary. Expenses which will be required during the ensuing calendar year for the management of the Association and the maintenance of the

Association property, together with reasonable amounts considered by the Board to be necessary for the reserves hereinafter established. On or before December 15 of each year, the Board shall give each member a copy of the proposed Annual Budget for the ensuing year together with a written statement of the annual and monthly assessments pertaining to the membership, which assessments shall be fixed in accordance with sound financial and accounting practices, the Articles and By-Laws of the Association. If the budget, or proposed assessments are amended, a copy of the amended budget or statement of assessment shall be furnished to each member. The Association membership shall approve any budget at the next annual meeting by a two third (2/3) majority of the voting rights present, or represented by written proxy at such meeting.

2. The failure or delay of the Board of Directors to prepare or to transmit to members an Annual Budget or statement of assessments shall not constitute a waiver or release in any manner of any members obligation to pay assessments, whenever the same shall be determined, and in the absence of an Annual Budget or statement of assessments, each member shall continue to pay the existing installments against the assessments established for the previous period until changed by delivery of a revised statement of assessments.
3. In the event that the Annual Budget and the assessments made pursuant thereto prove to be insufficient for any reason, including non-payment of any assessment, the Annual Budget and assessments therefor may be amended at any time by the Board of Directors and supplemental or additional assessments made. Notice of such amended budget and assessments shall be given as provided in Section 1 of this Article.
4. When the first Board of Directors takes office, it shall forthwith determine the Annual Budget for the period commencing thirty (30) days after such taking of office and ending on December 31 of the same calendar year. Assessments shall be levied during this period as provided in Section 1 of this Article.
5. The Annual Budget shall include allocations for, and the funds and expenditures of the Association shall be credited and charged to, accounts under the following classifications as shall be appropriate, all of which expenditures shall be expenses of the Association:
 - a. Current operating expenses
 - b. Reserve for alterations and improvements
 - c. Working capital

The Board of Directors in its absolute discretion may establish from time to time such other accounts or budget classifications as it may deem appropriate for the proper administration of the property under the management or maintenance of the Association.

6. Extraordinary or emergency expenditures not originally included in the Annual Budget which may become necessary shall be first charged against any appropriate reserves available for such contingencies, and to the extent such reserves are unavailable or inadequate, the Board of Directors may levy an additional assessment against members. Such assessments shall be made only upon written notice to and approval of members entitled to cast more than fifty percent (50%) of the votes of members in the Association and shall be due in such installments and at such times as may be specified in the

notice of such assessment. Other assessments which the Board of Directors may levy against Participating Properties shall be made, apportioned and collected in the manner set forth, and further in accordance with LSA R.S. 9:1145 et seq.

7. At the annual members meeting of each year, the Board of Directors shall provide all members present with a copy of an itemized accounting of the expenses actually incurred and paid for the preceding year by the Association, together with a tabulation of all amounts collected pursuant to assessments levied, and showing the net amount over or short of the amount required for actual expenses and reserve shall be surplus and shall be apportioned pro-rata among the members accounts in accordance with their voting rights. Any net shortage shall, at the option of the Board, either be accounted for in the Annual Budget for the current year or added to each members assessment for the current year to be paid with the installments against assessments due within the six (6) months immediately succeeding the annual meeting. The Directors shall adopt regulations regarding the frequency of installment payments of assessments.
8. The Treasurer shall keep full and correct books and accounts, including itemized records of all receipts and expenditures, and the same shall be open for inspection by any member, any representative of a Participating Property owner duly authorized in writing or any mortgagee of property at such reasonable time or times during normal business hours as may be requested by the member or his representative or mortgagee. The Treasurer shall also maintain a separate account for each membership which shall be kept current at all times and which shall show:
 - a. the name and address of the Participating Property, owner or owners, and the mortgagee, if any;
 - b. the amount and due date of all assessments pertaining to the Participating Property;
 - c. all amounts paid on account;
 - d. any balance due.

Upon written request of a member or his mortgagee the Treasurer shall promptly furnish a certificate or statement of account setting forth the amount of any unpaid assessments or other charges due and owing by such member.

9. Any installments on assessments shall be payable to the order of **Rosedown Subdivision Property Owners Association, Inc.**, and shall be paid at the principal office of the Association; or to such other person or entity and in such other places as the Board of Directors may from time to time designate.

Any installment on any assessment not paid within ten (10) days after the date when due shall be delinquent as of the 15th day after the due date. Not later than sixty (60) days after any such assessment becomes delinquent, the Treasurer or Secretary shall serve upon the member liable for any such delinquent installment, a sworn detailed statement of the Association's claim for any and all delinquent installments on assessments. Such statements shall be executed by the Treasurer or Secretary and shall be duly acknowledged before a Notary Public and shall be either personally delivered or sent by certified mail to the responsible member. In the event that payment is not forthcoming, the Secretary or Treasurer shall, not later than ninety (90) days after date on which the installment becomes delinquent, take

necessary measures to file in the records of the Clerk of Court for the Parish of St. Tammany a claim of lien on behalf of the Association and against the Participating Property of the delinquent owner liable for such assessment. The claim of lien shall be signed and verified by affidavit of any director or officer of the Association and shall include:

- a. a description of the lot or parcel of land owned by the delinquent Association member and any other information necessary for proper identification;
- b. the name of the record lot owner;
- c. the amount of all delinquent installments or payments or assessments;
- d. the date on which said installments or payments became delinquent;

all in accordance with LSA R.S. 9:1145 et seq.

In the event that payment of the claim of lien is not forthcoming after filing of the claim of lien, the Board of Directors shall take necessary measures to have filed on behalf of the Association a suit on such claim in a civil action in a court of competent jurisdiction in St. Tammany Parish.

All liens for assessments against Participating Property shall be subordinate in rank to any mortgage or lien filed for record in the official records of St. Tammany Parish prior to the lien for such assessments.

10. Any member who mortgages his Participating Property shall notify the Secretary of the name and address of his mortgagee and any such mortgagee shall have the right to notify the Secretary of the existence of a recorded mortgage. The Secretary shall maintain such information in a special book or file. The Treasurer may promptly report to a mortgagee of record any unpaid assessments or other default. A copy of every notice of default and claim for delinquent installment or assessment or claim of lien sent by the Association to a member shall also be sent to the mortgagee whose name and address has theretofore been furnished the Association; however, the failure to send such notice to the mortgagee or the member shall not affect the validity of the lien filed in accordance with law in the official records of St. Tammany Parish, Louisiana.
11. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors. Withdrawals of money from such accounts shall be only by check signed by such persons as are authorized by resolutions of the Board of Directors. All funds collected by the Association from assessments may be comingled in a single fund but they shall be held for the members in the respective shares in which they are paid and credited to accounts from which shall be paid the expenses for which the respective assessments were made.
12. Fidelity bonds may be required by the Board of Directors from all officers, employees of the Association, or other persons or contractors handling or responsible for the Association's funds. The amount of such bond shall be determined by the Board of Directors, but shall be at least the amount of the total annual assessments against all Participating Properties. The premiums on such bonds shall be paid by the Association and be considered a part of the Association's expenses.

ARTICLE VI

RULES AND REGULATIONS

1. The Board of Director's may in its discretion, and shall at the direction of the members holding two-thirds (2/3) of the total votes of the Association, adopt or amend reasonable Rules and Regulations concerning the details of operation and use of the Association Property, including regulations concerning conduct, maintenance, conservation, beautification and safety. Such rules should promote a healthy, comfortable, safe environment for the members of the Association, their guests and invitees, within reasonable standards.
2. Written notice of the adoption or amendment of such Rules and Regulations and a copy thereof shall be furnished to each member prior to the effective date and a copy of the current Rules and Regulations shall be maintained at all times in the records of the Association, and shall further be provided to each new member upon his registering his name with the Secretary of the Association.

ARTICLE VII

NOTICES

1. Any notice required by the Articles or By-Laws or by law to be given in writing by any member to another member or the Association or its Board of Directors or by the Association or its Board of Directors to any Association member or other person or entity shall be deemed sufficient if delivered personally or deposited in the United State Mail, registered or certified mail, addressed to the registered office of the Association, as filed with the Louisiana Secretary of State, with respect to the Association, and to the last address of such Association member or other person appearing in the records of the Association.
2. A written waiver of any required notice, executed by the person or persons entitled to such notice, whether executed before or after the required time for the notice, shall be deemed equivalent to the required notices.

ARTICLE VIII

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Articles of Incorporation or these By-Laws or with the Laws of the State of Louisiana.

ARTICLE IX

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution adopting a proposed amendment must receive approval by a vote of two-thirds (2/3) of the entire membership. Members not present at the meetings considering the amendment may express their approval in writing thereafter. Until the first election of directors by the members at an annual meeting, By-Laws may be approved by the unanimous vote of the directors.
3. An amendment may be proposed by either the Board of Directors or by any member of the Association.
4. An amendment when adopted as set forth in Section 2 of this Article above shall become effective only after a copy of the same, certified by the President and Secretary as having been duly adopted, is recorded with the Clerk of Court of St. Tammany Parish, Louisiana, in the same manner as recordation of the original Article of Incorporation and By-Laws.
5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Articles of Incorporation and as otherwise required by law.

The undersigned, Secretary does hereby certify that the above and foregoing By-Laws were adopted by the **Rosedown Subdivision Property Owners Association, Inc.**, a non-profit corporation organized in the State of Louisiana, and readopted on the 12 day of September, 1993 at Mandeville, St. Tammany Parish, Louisiana.

SECRETARY

ATTEST:


PRESIDENT