

BY-LAWS  
OF  
RIVERBEND LAKES HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1

NAME AND LOCATION

The name of the corporation is RIVERBEND LAKES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation is as stated in the Articles of Incorporation of the Association but meetings of members and directors may be held at such places within the State of Louisiana, Parish of East Baton Rouge, as may be designated by the Board of Directors.

ARTICLE 2

DEFINITIONS

2.1 "Association" shall mean and refer to this corporation as aforementioned, its successors and assigns.

2.2 "Properties" shall mean and refer to any plot of land shown upon any recorded subdivision maps of the property encompassed by this Association.

2.3 "Lake Lot" shall mean and refer to any plot of land encompassing any part of a lake or having frontage on any lake as shown upon the Final Plat of the property encompassed by this Association.

2.4 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Properties which is a part of the property encompassed by this Association, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.5 "Member" shall mean and refer to those persons defined as owners.

ARTICLE 3

MEETING OF MEMBERS

3.1 **Annual Meetings.** The first annual meeting of the members shall be held in August of 1995, and each subsequent regular annual meeting of the members shall be held in August of each year thereafter.

3.2 **Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of 25% of the members who are entitled to vote.

3.3 **Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
RIVERBEND LAKES HOMEOWNERS ASSOCIATION

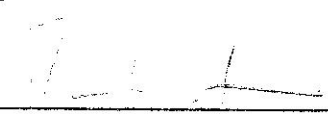
The undersigned, acting pursuant to the Non Profit Corporation Law of Louisiana, hereby amends the articles of incorporation as follows:

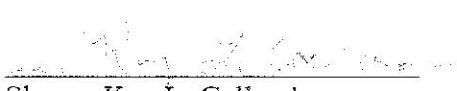
Article 4

4.2 Term of Office. Each Board member elected at the annual meeting will serve for a term of at least three years. However; there shall be no term limitation on the consecutive number of years the eight members of the Board shall be allowed to serve. The Board members will no longer be comprised of an equal number of Lake-Lot and non-Lake-Lot members. The only requirement is that there be at least one Lake-Lot member on the Board; there can be more than one Lake-Lot member; but not less than one; all eight members will have equal voting rights.

The amendment has been adopted by unanimous consent of the board of directors at its annual meeting held on the 15<sup>th</sup> day of August, 2010.

THUS DONE AND PASSED on the 30<sup>th</sup> of September, 2010, signed in East Baton Rouge Parish, State of Louisiana, before the undersigned Notary Public.

  
\_\_\_\_\_  
David Heroman,  
President  
Riverbend Lakes Homeowners Association

  
\_\_\_\_\_  
Sharon Kay L. Callander  
Notary Public  
Notary # 88005

prepaid, at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. 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.

3.4 **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 10% of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn 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.

3.5 **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable.

#### ARTICLE 4

##### **BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE**

4.1 **Number.** The affairs of this Association shall be managed by a Board of Directors numbering not less than four, but not more than eight, who must be members of the Association.

4.2 **Term of Office.** At the first annual meeting the members shall elect three directors (at least one from a Lake Lot and one from a non-Lake Lot) for a term of three years and three directors (at least one from a Lake Lot and one from a non-Lake Lot) for a term of two years. At each annual meeting thereafter, when a term is complete, the members shall elect directors to the vacant seats. The number of directors from Lake Lots and non-Lake Lots shall always be equal.

4.3 **Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.4 **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expense incurred in the performance of his duties.

4.5 **Action Taken without a Meeting.** The directors shall have the right to take action in the absence of a meeting which they could take as a meeting by obtaining the approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE 5

### NOMINATION AND ELECTION OF DIRECTORS

5.1 **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

5.2 **Election.** Election to the Board of Directors shall be by a secret written ballot. At such election the members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE 6

### MEETINGS OF DIRECTORS

6.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

6.2 **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors.

6.3 **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE 7

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 **Powers.** The Board of Directors shall have power to:

a. Adopt and publish rules and regulations including by-laws;

b. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any dues or assessment levied by the Association;

c. 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 By-laws or the Articles of Incorporation;

d. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

7.2 Duties. It shall be the duty of the Board of Directors to:

a. 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 of the members; and

b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

## ARTICLE 8

### OFFICERS AND THEIR DUTIES

8.1 Enumeration of Offices. The officers of this Association shall be a president and vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

8.2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.3 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.5 Resignation and Removal. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall server for the remainder of the term of the officer he replaces.

8.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

8.8 Duties. The duties of the officers are as follows:

a. **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

b. **Vice-President.** The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.

c. **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

d. **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the members at its regular meeting, and deliver a copy of each to the members.

e. **Checks.** The signature of any two (2) officers shall be required on all checks.

#### ARTICLE 9

#### COMMITTEES

The Board of Directors shall appoint any committees as deemed appropriate in carrying out its purpose.

#### ARTICLE 10

#### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the By-laws of the Association shall be available for inspection by any Member at the principal office of the Association or such other place convenient to Members, where copies may be purchased at reasonable cost.

## ARTICLE 11

### MEMBERSHIP FEES

Membership in this Association shall require the payment of an annual fee and membership shall become effective upon payment of said fee. The fee for 1995-96 shall be \$250.00 for developed Lake Lots; \$125.00 for non-developed Lake Lots, \$40.00 for developed non-Lake Lots, and \$20.00 for non-developed non-Lake Lots. Thereafter, the membership fee shall be set at the annual meeting of the membership and shall be due on a calendar year basis. There shall be no proration of the annual fee and the payment of the fee is a prerequisite to the entitlement to vote.

## ARTICLE 12

### AMENDMENTS

12.1 These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members in person or by proxy.

12.2 In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control.

## ARTICLE 13

### MISCELLANEOUS

The Association shall be a calendar year beginning on the first day of January and ending on the 31st day of December, except that the first year shall begin on the date of incorporation.

## CERTIFICATE

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Association and that the foregoing By-laws constitute the original By-laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the date above-mentioned.

IN WITNESS WHEREOF, I have hereunto subscribed my name in  
East Baton Rouge Parish, Louisiana, this \_\_\_\_\_ day of  
\_\_\_\_\_, 1995.

\_\_\_\_\_  
SECRETARY