

AMENDED BY-LAWS

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UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

FONTAINEBLEAU IMPROVEMENT
ASSOCIATION

PARISH OF ORLEANS

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ARTICLE I. NAME AND LOCATION

The name of the corporation is **FONTAINEBLEAU IMPROVEMENT ASSOCIATION**, hereinafter referred to as "The Association". The principal office of the corporation shall be located wherever the President of the corporation resides, but meetings of members and directors may be held at such places within the State of Louisiana, Parish of Orleans, as may be designated by the Board of Directors.

ARTICLE II. MEMBERSHIP

Section 1. Membership.

Each person or entity who is a record owner or lessee of any lot or home within the defined boundaries as listed in the Constitution and who has paid the requisite fee, dues and/or assessment shall be a member of The Association.

Section 2. Suspension of Membership.

During any period in which a member shall be in default in the payment of any annual dues or special assessment levied by The Association, the voting rights of the member may be suspended by the Board of Directors until the assessment and/or dues have been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days, for violation of any rules and regulations established by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number.

The affairs of The Association shall be managed by a Board of no more than eleven (11) or less than nine (9) directors, who must be members of The Association.

Section 2. Election.

At the first annual meeting the members shall elect none (9) directors for a term of one year; each director may serve no more than six (6) consecutive terms.

Section 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.

Section 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 expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting.

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of two-thirds (2/3) of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE IV. MEETINGS OF THE DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held every two months without notice, at a place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 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, after not less than twenty-four (24) hours notice to each director.

Section 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 directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 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 and the appointment shall be announced at each 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. The nominations shall be made from among members who are in good standing and who have been members of the organization for at least one (1) year.

Section 2. Election.

Election to the Board of Directors shall be by oral votes or secret written ballot. At the election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these by-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS

Section 1. Duties.

It shall be the duty of the Board of Directors to:

- (a) Keep a complete record of all its actions, which shall be made available to its members on request;

- (b) Supervise all officers, agents and employees of The Association, and to see that their duties are properly performed;
- (c) Procure and maintain adequate liability and hazard insurance on property owned by The Association;
- (d) May cause the common area to be maintained;
- (e) May adopt and publish rules and regulations governing the use and/or improvements to the Fontainebleau Boundary Area.

ARTICLE VII. COMMITTEES

Section 1.

The Association shall appoint a nominating committee, as provided in these by-laws and the constitution. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes, such as:

- (a) A Membership Committee;
- (b) A Fund Raising Committee;
- (c) An Infrastructure Committee;
- (d) A Zoning Committee;
- (e) A Beautification Committee;
- (f) A Security Committee;
- (g) A Block Party Committee;
- (h) A Newsletter Committee;
- (i) A Program Committee

Section 2.

It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of the complaints as it deems appropriate or refer them to any other committee, director or officer of The Association as is further concerned with the matter presented.

ARTICLE VIII. MEETINGS OF MEMBERS

Section 1. Annual Meetings.

The first annual meeting of the members shall be held in accordance with the constitution.

Section 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 the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 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. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose.

Section 4. Quorum.

The presence at the meeting of members entitled to cast, or of 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 of incorporation or these by-laws. If, however, a 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.

Section 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. Every proxy shall be revocable and shall automatically cease upon the adjournment of the meeting.

ARTICLE IX. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers.

The officers of The Association shall be a President, and vice-president, a secretary and a treasurer, who shall at all times be members of the Board of Directors, and other officers as the Board may from time to time by resolution create.

Section 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.

Section 3. Term.

The officers of The 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.

Section 4. Special Appointments.

The Board may elect other officers as the affairs of The Association may require, each of whom shall hold office for a period, have the authority, and perform any 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 a two-thirds (2/3) vote of the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. The resignation shall take effect on the date of receipt of the notice or at any later time 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 in the manner prescribed for regular election. The officer elected to the vacancy shall serve for the remainder of the term of the officer he replaces.

Section 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.

Section 8. Duties.

The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; see that orders and resolution of the Board are carried out; sign all leases, mortgages, deeds and other written instruments and cosign all checks and promissory notes.

(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 exercise and discharge any other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meeting and proceedings of the Board and of the members; keep the corporate seal of The Association and affix it on all papers requiring the 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 perform any 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 disburse funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of The Association; shall keep proper book of account; may 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 membership at its regular annual meeting, and make available a copy of each to any member upon request.

ARTICLE X. DUES

The dues for each member of The Association shall be determined by the Board.

ARTICLE XI. BOOKS AND RECORDS

The books, records and papers of The Association shall, upon request and at a convenient time, be subject to inspection by any member. Copies of the articles of incorporation or by-laws of The Association shall be available to any member at a reasonable cost.

ARTICLE XII. CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

ARTICLE XIII. AMENDMENTS

Section 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 present in person or by proxy.

Section 2.

In the case of any conflict between the articles of incorporation and these by-laws, the articles shall control.