

BERNARD TERRACE CIVIC ASSOCIATION

BY LAWS

ARTICLE I

NAME AND LOCATION

1.1 - The name of the Corporation is : Bernard Terrace Civic Association hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located at _____ but meetings of the Directors may be held at such places within the State of Louisiana as may be designated by the Board of Directors.

ARTICLE II

PURPOSES AND AREA

2.1 - General purpose: The general purpose for which the Corporation is organized is to further the common good, general welfare, and interest of the single-family homeowners and property owners in the Bernard Terrace Subdivision area and thereby bring about general civic and social improvements and improving the quality of life for its residents.

2.2 - Area: The area served by this Corporation shall be the areas encompassed by the following streets and roads: On the north by North Boulevard; on the south by Government Street; on the east by South Foster Drive; and on the west by South Acadian Thruway.

ARTICLE III

MEMBERSHIP AND DUES

3.1 - Members: Members of the Corporation shall be anyone living in the Bernard Terrace area who has paid the annual dues to the Bernard Terrace Civic Association.

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3.2 - **Resignation:** Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the by the Secretary at the first meeting after its receipt.

3.3 - **Membership Dues:** Membership shall be on a calendar year basis. Members may be required to pay annual dues in amounts as deemed necessary and as proposed by the and approved by the membership at each Annual Meeting of the Corporation. The annual dues shall be established in amounts necessary to assist in financing the work of the Corporation, and shall be levied so as to take into account the ability of Members to pay, according to a schedule of payment devised by the Board of Directors.

3.4 - **Dues:** Dues must be received at least one (1) month prior to the annual meeting to entitle the member to its one vote for the election of Directors and other matters considered by the general Membership the annual meeting. Members who fail to pay their dues, subscriptions, or assessments within thirty (30) days from the time they become due shall be notified by the Secretary and if payment is not made within the next succeeding thirty (30) days, shall be reported to the as in arrears and if so ordered by the , shall be dropped from the rolls and thereupon forfeit all rights and privileges of Membership.

ARTICLE IV

OFFICERS

4.1 - **Powers:** Major policy shall be established by the Board of Directors. The Directors shall act only as a Board of Directors, or by delegation, as committees of the Board as provided in the Bylaws; the individual Directors shall have no authority as such.

4.2 - **Membership:** The Board of Directors shall consist of eight voting Members. Three (3) of these Members are the three elected Officers of the Corporation.

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4.3 – **Terms:** The term of the Directors shall be one (1) year, beginning on the first day of the month following the annual meeting at which time the Directors shall be elected.

4.4 – **Vacancies:** Vacancies in the shall be deemed to exist in the event of the death, resignation, or removal of any Director, or in the event of an increase in the number of Directors. any such vacancies shall be filled by the designation of a new Director by the . The new Director shall hold office for the remaining portion of the term of the Director whose death, resignation, or removal caused the vacancy or, in the case of an increase in the number of Directors, until a successor Director is elected and qualified. No Director shall continue in office if he or she ceases to meet the qualifications for election.

4.5 – **Chairman:** The President of the Corporation elected in accordance with Paragraphs 6.1 and 6.2 of these Bylaws shall serve as Chairman of the Board of Directors. The Chairman shall vote last on all motions. In event of a tie in the voting of the Board of Directors, the matter before the board of Directors shall fail for lack of a majority vote.

4.6 – **Annual Meeting:** A regular annual meeting of the Board of Directors shall be for the election of Officers of the Board and shall be held on the first Sunday in May of each year, beginning in 1992.

4.7 – **Regular and Special Meetings:** The may provide by resolution the time and place, for the holding of regular meetings of the without other notice than such resolution, there shall be at least four regular meetings each year, including the annual meeting. The Chairman may call, and upon written request signed by a majority or more Directors, the Secretary shall call special meetings of the Board of Directors. Such meetings shall be held at such time and place, and for such purposes, as shall be designated in the notice of meeting by the person or persons calling the meeting.

4.8 – **Waiver of Notice:** Any meeting of the and any action otherwise properly taken at such meeting shall be valid, if notice of the time, place and purposes of the meeting shall be waived in writing before, at or after the meeting by all Directors to whom timely notices were not sent as provided in these Bylaws.

6.1 - **Officers:** The Officers of the Corporation shall be President, Vice President,

OFFICERS

ARTICLE VI

5.2 - **Term of Office:** Each member of a committee shall continue to serve until the next Annual Meeting of the Corporation or until his successor is appointed, whichever occurs first, unless the committee shall be sooner terminated, or such member is removed from such committee, or such member shall cease to qualify as member thereof.

5.1 - **Committees:** The Board of Directors may, by resolution of a majority of Directors present at a meeting at which a quorum is present, establish such committees, not having the authority of the in the management of the Corporation as it deems necessary or proper; and, to the extent permitted by law, it may delegate to such committees such powers as the Board of Directors shall determine.

COMMITTEES

ARTICLE V

4.10 - **Action by Majority Vote:** Except as otherwise expressly required by law or these Bylaws, the action taken by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.9 - **Quorum:** A majority of the voting Directors in office, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. At least ten (10) days notice of such adjourned meeting shall be given in the manner provided in Paragraph 4.9 of this Article to each Director who was not present at such meeting unless such Directors shall waive notice thereof.

6.7 - **Treasurer:** The Treasurer shall collect keep an account of all money received and expended for the use of the Corporation; shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the ; shall make reports of the finances of the Corporation at each Annual Meeting and when called upon by the Chairman; and shall perform such related duties as shall be directed by the Board of Directors. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the and the President and, at the

6.6 - **Vice President:** The Vice President shall act on behalf of the President and will exercise the functions of the President during any absence or disability of the President. The Vice President shall have other duties assigned from time to time by the President and/or Board of Directors.

6.5 - **President:** The President shall be the chief executive officer of the Corporation. He shall have general supervision over the daily operation of the Corporation, and shall perform all duties incident thereto and such other duties as may from time to time be assigned to him by the . The President shall preside at all meetings, including the Board of Directors meetings.

6.4 - **Vacancies:** A vacancy in any office caused by death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board at any regular or special meeting. Any Officer so chosen shall meet the same qualifications, that his predecessor met for elections.

6.3 - **Removal:** Any Officer elected or appointed by the may be removed by resolution passed by the at a regular or special meeting, but only by a majority vote of all the Directors then in office.

6.2 - **Terms:** The term of office of each Officer shall be one (1) year, and until his successor is elected and has qualified.

Secretary/Treasurer, each to have such duties or functions as provide in these Bylaws or as the Board of Directors may from time to time determine. The Officers shall be elected by the Board of Directors at the First meeting in the month in which the new Directors assume office.

7.2 - **Special Meetings:** Special meetings of the Membership may be called by a majority of the voting Directors in office, at their discretion. Written notice of such special meetings, stating the place, date and time and specifying the purpose of the meeting shall be mailed to each member at least fifteen (15) days before the date of such meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation.

7.1 - **Annual Meeting:** The Annual Meeting of the Corporation shall be held at the time and place determined by the each year and designated in the written notice to all Members. Written notice of each such Annual Meeting shall be sent to each member at least 30 days prior to the meeting, setting forth the place, date and time of the meeting and specifying all official business to be conducted at such meeting. The President shall present a report to the Membership at the Annual Meeting.

MEETING OF MEMBERS

ARTICLE VII

6.8 - **Secretary:** The Secretary shall act as Secretary at all meetings of the Corporation and the Board of Directors, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; he shall see that all notices required to be given by the Corporation are duly given and served; he shall have charge of the other books, records, and papers of the Corporation; he shall be the custodian of the seal of the Corporation; he shall see that the reports, statements and other documents required by law are properly kept and filed; and, he shall, in general, perform all the duties incident to the office of Secretary and such related duties as may from time to time be assigned to him by the .

expiration of his term of office, the Treasurer shall turn over to his successor in office all books, monies and other properties in his possession. The Treasurer shall be required to give bond for the faithful discharge of his duties.

9.1 - **Liability:** In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations, or liabilities.

9.2 - **Indemnification:** The Corporation shall indemnify any Director or Officer or former Director of Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a Director or Officer, except in relation to matters as to which he shall be adjudged in action, suit, or proceeding to be liable for

LIABILITY AND INDEMNIFICATION

ARTICLE IX

8.1 - **Rules:** Robert's rules of Order will apply to all Board, committee and membership meetings.

RULES

ARTICLE VIII

7.3 - **Quorum and Voting:** a majority of the Members of the Corporation, representing in person or by proxy shall constitute a quorum for conducting the business at an annual or special meeting. Except as otherwise expressly required by law or these Bylaws, the act of a majority of Members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Corporation.

7.4 - **Proxy:** a member may designate a member as his agent under written general or special instructions to vote at meetings of the membership. the member so appointed shall act at the meeting through its designated representative. A copy of each proxy must be given to the Secretary for it to be valid. No proxy shall be valid for more than eleven (11) months from the date of its execution.

Becky Roberts, Secretary/Treasurer

I certify that the foregoing Bylaws were unanimously adopted by the of the Corporation at a special meeting held by them on the _____ day of _____, 1992.

CERTIFICATE

10.1 - **Amendments by Directors:** These Bylaws or any one or more of the provisions thereof may, at any duly constituted meeting of the Board of Directors by two-thirds vote of the Directors present at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same, if at least twenty (20) days written notice is given to all Directors of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

AMENDMENTS OF BYLAWS

ARTICLE X

9.3 - **Bond:** The Corporation shall provide bond for any Director, Officer or employee who has authority to handle funds, the Corporation is specifically authorized to expend funds for a policy of liability insurance or a bond in order to protect the Corporation and its Officers, Directors and employees as to any actions, suits, or proceedings in which a Director, Officer or employee is made a party by reason of being or having been such a Director or Officer or employee.

which he shall be adjudged in action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any law.

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