

**NOTE:** ~~Struck Through~~ is proposed deleted language  
Language **Bolded and Underlined** is proposed added language  
For proposed changes that are *SUBSTANTIVE*, explanatory Notes are in Red

~~Bylaws:~~ Pelican Point Golf Community Homeowner's Association, **Inc. Bylaws**

#### Article I Name

The name of this corporation is Pelican Point Golf Community Homeowner's Association, Inc., hereafter ~~called the "Association"~~ **"PPHOA"**.

#### Article II Seal

The seal of ~~the Association~~ **PPHOA** shall ~~have~~ **be** inscribed ~~on it~~ **with** the **full** name of the Association **PPHOA** and the words "Corporate Seal, State of Louisiana" ~~or the words "Corporate Seal" or their equivalent.~~

#### Article III Purposes

~~The purposes for which the corporation~~ **PPHOA** is organized ~~are as follows~~ **for the following purposes:**

- A. Provide proper maintenance of lakes, entrances, and any other common areas ~~that may be appropriate.~~ This includes, **including** but is not limited to: all lakes ~~that are~~ not on the golf course and all common areas ~~that are~~ not part of the clubhouse or golf course.
- B. Provide appropriate security service at **the** front entrance gate and any other entrances ~~deemed appropriate along with phone and utility expenses for the guard houses~~ **determined by the PPHOA.**
- C. Support the **PPHOA** Architectural Control Committee ~~whereby these two groups work in harmony.~~
- D. Speak as one powerful voice on issues impacting ~~the Association Membership~~ **PPHOA members.**
- E. Prepare a strong and consistent Code Enforcement **restrictions enforcement** program to ensure ~~that neighborhood~~ **community** standards are met.
- F. Promote anything ~~which may help~~ to maintain and enhance ~~the Association Members'~~ **community** property values.
- G. ~~Supply a resource to obtain information on~~ **Monitor** local government involvement with an **issues and activity that may** impact on Pelican Point **the community.**
- H. Provide funds to ~~Energy for the monthly street light operations on and maintenance until the~~

~~Ascension Parish government assumes this responsibility.~~

- I. Provide liability insurance for all common areas as ~~well as an Errors and Omissions Policy and errors and omissions insurance~~ for the Board of Directors ~~and, the PPHOA Architectural Control Committee members, and PPHOA committees.~~

#### Article IV Definitions

~~Section 1. "Association" shall mean and refer to Pelican Point Golf Community Homeowner's Association, Inc. its successors and assigns.~~

~~Section 31. "Common areas" shall mean all real property means properties, excluding lots, within the Pelican Point area for the common use and enjoyment of the owners.~~

~~Section 42. "Lot" shall mean and refer to means any plot of land, excluding common areas, shown upon any the most recently recorded subdivision map plats of the properties with the exception of the common areas, together with all improvements thereon.~~

~~Section 53. "Owner" shall mean and refer to means the record owner, whether one or more persons or entities, of the fee simple title to any lot ~~which is part of the properties, including contract sellers, but excluding any other party holding fee simple title thereto merely as security for the performance of an obligation.~~~~

~~Section 74. "PPHOA member" shall mean and refer to every means an owner whose membership PPHOA dues for all lots owned are paid up through the current calendar year. Every owner shall be entitled and urged to be a member of the Association. If title to a lot is held by more than one person, each of the persons can be members.~~

~~Section 25. "Properties" shall mean and refer to that certain real property located in Pelican Point Golf Community, and additions thereto as may hereafter be brought within the jurisdiction of the Association comprised of means all lots and common areas in Pelican Point according to the Golf Community shown upon the most recently recorded plats of the community thereof as recorded in Plat Book of the public records of Ascension Parish, Louisiana.~~

~~Section 6. Restrictions shall mean and refer to means the Acts of Restrictions regarding, including any amendments, for the Pelican Point Golf Community and applicable to the properties recorded in the public records of Ascension Parish, Louisiana, and all amendments thereto now or hereafter recorded in said records.~~

#### Article V Membership and Voting Rights

**Section 1. Language moved from definition of "MEMBER":** ~~An owner of more than one lot shall be entitled to only one membership. No person or entity other than an owner may be a member of the Association, and a Membership in the Association may not be transferred except on connection with the transfer of title to a Lot, PPHOA except that a contract seller may assign his membership and voting rights to his buyer in possession.~~

~~Section 2. The Association shall have one class of voting Membership. Members shall be all An owners—**must be a PPHOA member to be eligible to vote** and shall be entitled to one vote regardless of the number of lots owned.~~

~~When more than one person holds recorded title to an interest in any lot, all such persons can be Members, but may only cast one vote with respect to such a Lot. There can be no split votes. Prior to the time of any meeting, each co-owner shall file the name of the voting co-owner with the Association Secretary in order to be entitled to vote at such meeting.~~

~~**Section 3. If a lot is co-owned, only one of the co-owners may vote.**~~

~~Section 4. In the event that property is owned by **If a lot is owned by** a partnership, corporation, or other business entity, then **at least two (2) days prior to a meeting**, the business entity shall designate **file the name of** one person who will serve as the member representing and voting for the entity's interest **entitled to vote at the meeting with the PPHOA.**~~

**Adding Section 5 below the recognize the five classes of PPHOA members with different dues structure (see Article VIII, Section 3) as ALREADY required in the restrictions for each of the sections designated below:**

**Section 5. There shall be five classes of PPHOA members as follows:**

- A. Regular PPHOA members include all PPHOA members except those PPHOA members classified under Subsections B through E of this Section.**
- B. River Winds PPHOA members include all PPHOA members who are owners of lots #479 through #505.**
- C. Mallard/Hidden Cove PPHOA members include all PPHOA members who are owners of lots #402 through #417 and #1003 through #1021.**
- D. Greens PPHOA members include all PPHOA members who are also members of the Greens at Pelican Point Homeowners Association**
- E. Commons PPHOA members include all PPHOA members who are also members of the Pelican Isle Commons Homeowners Association.**

Article VI Meeting of Members **Membership Meetings**

~~Section 1. Place of Meetings. Meetings of the Members**hip meetings** shall be held at any place within the State of Louisiana that **in Ascension Parish selected by** the Board of Directors may from time to time elect .~~

**Changes the Annual Meeting month from August to May so the annual meeting will occur before the start of the PPHOA fiscal year to allow members to give meaningful input on the proposed PPHOA budget for the upcoming fiscal year that starts June/July.**

~~Section 2. Annual Meetings: There shall be one (1) regular meeting of the Members of the Association **An annual membership meeting shall be** held in August of **May** each year. If an annual **membership** meeting has not been **duly** called and held within six months after the time designated for such meeting **by July 1st**, any **PPHOA** member or Members may call the **annual membership** meeting. The **annual membership** meeting shall be held upon such notice as required in these Bylaws and shall transact such other business as necessary which shall include, but not be limited to, **the following agenda items:**~~

- A. A report of **actual** receipts and expenditures for the past **fiscal** year ~~to date~~ **and a projection for the current fiscal year.**
- B. A report of the past **fiscal** year's accomplishments.
- C. A ~~recommendation as to~~ **report of the proposed annual budget for the upcoming fiscal year** ~~the annual assessment needed.~~
- D. ~~Appointing someone to invoice and collect association fees for the year.~~

Section 3. ~~Special Meetings:~~ **A special membership meetings of the Members may be called at any time by the President or the Board of Directors; or upon written request of one-fourth of the current members owners authorized to vote in accordance with Article V. The call notice for such meeting shall be issued in accordance with ~~these by-laws~~ Section 4.**

Section ~~54. Notice of Meetings:~~ **Notice of each a membership meeting shall be given by, or at the direction of, the Association Secretary. The notices shall be issued 30 days prior to the meeting, shall specify the place, day, date and hour of the meeting, and in the case of a special membership meetings, shall state the purpose thereof for the meeting. Notice of any meeting called for the purpose on increasing the annual dues, or requesting a special assessment shall be given to all members not less than thirty (30) days in advance of such a meeting.**

Section ~~6.5 Quorum:~~ **The presence, in person or by proxy, ~~at the meeting~~ of twenty-five (25) Members owners entitled to vote shall constitute a quorum ~~of the members~~ to transact business. Decisions shall be made by favorable vote of a majority of the Members represented at a meeting at which a quorum is present, and the affirmative vote of those Members present and entitled to vote shall be the act of Association those owners present, in person or by proxy, and entitled to vote.**

Section ~~76. Proxies:~~ **A member Prior to the start of a membership meeting, an owner entitled to vote may vote by proxy executed in writing by the member. All proxies shall be submit a proxy in writing and filed with the Secretary of the Association. Any proxy given shall be effective ~~only to the PPHOA~~ for the that specific membership meeting, for which originally given and any lawfully adjourned meeting thereof. In no event shall any proxy be valid for longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.**

***Requires the Board to establish rules of procedure that will be simple and easy to follow (currently Robert's Rules of Order are required to be used and these Rules are very complex and "overkill" for the PPHOA)***

Section ~~87. Conduct:~~ **All membership meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the by-laws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the questions to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, rules of order not in conflict with these Bylaws established by the Board of Directors. The presiding officer shall make the ruling on any question of procedure. Unless authorized by the President presiding officer, only a PPHOA members in good standing may address the chair (see Art. IV, Section 3 definition for "PPHOA member").**

Section ~~98~~. ~~Order of Business~~: The order of business at all ~~annual or special~~ a membership meetings shall be as follows:

- A. Roll Call
- B. Proof of notice of the meeting ~~or waiver of notice~~
- C. ~~Reading~~ Approval of minutes of previous meeting
- D. Reports of officers, including fiscal reports for the annual membership meeting required by Section 2 of this Article
- E. Reports of committees
- F. Election of directors (if election is to be held)
- G. Unfinished business
- H. New business
- I. Adjournment

Section ~~109~~. ~~Minutes~~: Minutes of all membership meetings shall be kept in a businesslike manner and shall be available ~~for inspection by the Members or their authorized representatives and board members at reasonable times~~ posted on the PPHOA website. The Association PPHOA shall retain these and post membership meeting minutes for a period of not less than at least seven (7) years.

Section ~~110~~. ~~Determination of Membership~~: For the purpose of determining the persons entitled to notice under any provision of these by laws, the Articles of Incorporation of this Association and for the purpose of determining those persons entitled to vote at any meeting of the Association. A complete list of the PPHOA members in good standing shall be prepared by the Treasurer and Secretary of the Association and kept on file and maintained by PPHOA. This list, arranged alphabetically and by class and certified by the PPHOA Secretary, shall be made available at the time and place of the a membership meeting, and subject to for inspection by any PPHOA member at any time during the meeting.

**Although it is not anticipated that a written vote will be used, modifies the percentage required for implementing action by written vote because the current annual meeting quorum is 25 owners entitled to vote (Article VI, Section 5 above).**

Section ~~411~~. ~~Action by Written Agreement~~: The PPHOA members can may act by written agreement of the Members without in lieu of a meetings on the condition that provided the written agreement is agreed to and signed by fifty one (51%) twenty-five (25) percent of the voting Members owners entitled to vote.

Article VII Board of Directors; ~~SELECTION AND TERM OF OFFICE~~

**Deletes all the language that provides for a “moving number” on the Board of Directors and sets the number at 15, with representation from the ACC, the Greens, and the Commons just like the composition of the Board at the current time.**

Section 1. ~~Sub-Section A. Number~~: The business and affairs of the Association PPHOA shall be managed and governed by a Board of Directors, hereafter “Board”, comprised of fifteen (15) Directors as follows:

The number of directors shall be adjusted to grow with the "population" but not to exceed 1/50th of the homeowner count.

~~Sub Section B. Ex Officio Members: The Chairperson of the Architectural Control Committee shall be an ex-officio member of the Board of Directors with full voting rights. Ex Officio members shall count in the calculation in Sub Section A. and in the calculation in Section 6. for sub-entrance area representation.~~

**A. Twelve (12) elected Directors, four to be elected each year**

**B. The chairperson of the PPHOA Architectural Control Committee**

**C. One (1) Director appointed by the Pelican Isle Commons Homeowners Association**

**D. One (1) Director appointed by the Greens at Pelican Point Homeowners Association**

~~Section 6. Sub-entrance residential area representation. A sub-entranced residential area shall be defined as an area within Pelican Point Golf Community, current or future, that is set apart by having a separate entrance within Pelican Point and a legally formed association within all lot/home owners are members and assessed dues beyond the regular Pelican Point Homeowners Association dues.~~

~~Subsection A. Sub-entranced residential areas known as "Pelican Isle Commons" and "The Courtyard at Pelican Point" (The Greens at Pelican Point Homeowners Association) shall each be allowed to appoint one person from the membership of its own association to serve as a member of the Pelican Point Homeowners Association Board of Directors, but at no time shall the board be without 50% representation from the general subdivision association membership. Should regular Pelican Point Homeowners Association **If PPHOA** Board elections **would** result in over 50% of members only from the sub-entranced areas: **seven (7) Directors who are members of the Pelican Isle Commons Homeowners Association and the Greens at Pelican Point Homeowners Association**, the last two spots elected **Director who is a member of one of these associations** shall be replaced by an election from the general (non-sub-entranced) subdivision membership. Each member appointed by a sub-entranced residential area shall increase the overall membership of the board by one (1) and shall not be considered as part of the original numbers allowed/required by Section I or this article: **an elected Director who is not a member of either of these associations.**~~

~~Subsection B. All Board members appointed as listed in this Section shall be subject to all requirements, conditions and term limits as the regularly elected board members.~~

~~Subsection C. Future sub-entranced residential areas may apply to have representation as identified above, but it must be approved by way of an amendment of these by-laws through a vote of the general membership.~~

#### Article VIII Nomination and Election of Directors

~~Section 12. Nomination: A nominating committee of not less than three (3) Members, one of whom shall be a member of the Board of Directors, and one of whom shall be a member at large,~~



shall be appointed by the Board of Directors Thirty (30) days prior to the annual membership meeting of the Members. the Board shall appoint a nominating committee consisting of at least three (3) persons, one of whom shall be a Director and one of whom shall be a member who is not a Director. The chairman shall be selected by the committee Members. The committee shall make at least as many nominations of nominate at least the minimum number of candidates as required for election to the Board of Directors as the number of to fill all Board vacancies to be filled. Such nominations are not to be made from Members of the Committee members shall not be nominated. Additional nominations from the Members in attendance at the annual membership meeting may be accepted from the floor.

Section ~~23~~. Election: Election to the Board of Directors The vote to elect a Director shall be by secret written ballot unless this method is waived by a majority of the members in attendance at the meeting. At such election the Members or their proxies except a voice vote may be taken when a position is without opposition. Voters shall cast one (1) vote per each vacancy. The person(s) receiving a plurality of the most votes cast for that office the vacant position(s) shall be elected.

Section ~~24~~. After the expiration of the initial term of the initial Board of Directors as set forth in the Articles of Incorporation, The term of office of an elected Director shall be three (3) years; such that one or more directors (depending on the total elected number of Directors at the time) are elected every year, except as provided in Section 3 of this Article. A Director shall continue in office until his/her successor shall be elected and qualified, unless he or she sooner dies, resigns or is otherwise disqualified to serve. Any vacancy in The Board of Directors for any reason shall be by the remaining Members of the board and shall serve for the remaining term for the vacant position fill a vacancy occurring in an elected Director's position by appointedment for the remaining term.

**Allows the Board to declare a Board seat vacant if a Director does not follow the Board's established attendance policy (new provision under Article VII, Section 10 below).**

Section ~~35~~. Removal and Vacancies: Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association in accordance with Article V at any regular or special membership meeting provided the notice of the pending proposed action against to remove the Director has been provided to each Director and all Members of the association issued thirty (30) days in advance of the regular or special prior to the membership meeting. The Board may declare a Board seat vacant when a Director has not complied with the Board meeting attendance policy adopted by the Board.

#### Article X Officers

Section ~~16~~. Enumeration of Officers: The Officers of the Board of Directors and the Association shall be one and the same and shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall at all times be members of the Board of Directors and no officers may be elected or appointed who are not members of the Board of Directors.

Section ~~2?~~. Election of Officers: The election of Officers shall take place at the first be elected

~~from among the Directors at the Board~~ meeting of the Board of Directors which shall immediately follow~~ing~~ the adjournment of each ~~the~~ annual ~~membership~~ meeting of the Members. ~~Section 3. Term: The Officers shall be elected annually by the Board of Directors and shall hold office for one year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve~~ **from the date elected until replaced by elections held the following year.** ~~Section 8. Vacancies: After initial election and until the next election, a vacancy in any office may be filled by appointment by a majority~~ **for any reason shall be filled by** vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

~~Section 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. Such additionally elected officers shall be chosen from the Board of Directors and shall at all times be Members of the Board of Directors.~~

~~Section 6. Block Captains. The Board shall appoint a Block Captain to deliver notices and to act as liaison between the owners and the Board and to fulfill such other duties as the Board may from time to time deem necessary.~~

~~Section 7. Resignation and Removal: Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such a resignation shall not be necessary to make it effective.~~

~~Section 9~~2~~. Multiple Offices: The offices of President and Secretary may not be held by the same person. The offices of President and Vice President may not be held by the same person.~~ **An officer shall not hold more than one office at a time.**

~~Section 10~~7~~. Duties: Duties of the officers are as follows:~~

~~Customary Duties. The Officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of **nonprofit** corporations,~~ **including but not limited to the following:**

~~President. **A.** The President shall preside at all **membership and Board** meetings of the Board of Directors; **and** see that orders **decisions** and resolutions of the Board are carried out; **The President** shall sign all leases, mortgages, deeds and other written instruments, if determined by resolution of the Board and shall have all the powers and duties which are normally vested in the office of the President of a corporation. The President shall sign all promissory notes of the Association **legal documents and other written instruments on behalf of PPHOA.**~~

~~Vice President. **B. If the President is absent or unable to act,** the Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and **'s stead.** **The Vice President** shall exercise and discharge such~~



perform and other duties as ~~may be required of him or her~~ determined by the Board of Directors.

Secretary. C. The Secretary shall record ~~the~~ votes and keep the minutes of all membership and Board meetings and ~~proceeding of the Board of Directors and of the Members;~~ keep the corporate PPHOA seal of the Association and cause it to be affixed ~~it on all paper requiring said seal~~ as necessary; serve cause notice of membership and Board meetings of the Board of Directors and of the Members to be issued; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such any other duties as may be required by the Board of Directors.

Treasurer. D. The Treasurer shall ~~receive and~~ oversee the receipt, deposit, in appropriate bank accounts all moneys of the Association or ~~cause the same and shall~~ and disbursement such funds as directed by resolution of the Board of Directors; shall review all checks each month of PPHOA moneys; cause the keeping of proper books of account; if determined by resolution of the Board, shall cause an annual audit or review of the Association PPHOA books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and provide a copy of the statement to any member who requests it pursuant to a resolution by the Board; and cause the preparation of financial reports required by Article VI, Section 2.

Section 11. Compensation: The officers shall serve without compensation.

**Adds the language from the restrictions that provides that the Board sets up the Architectural Control Committee because it is more appropriate the language should be in the Bylaws rather than in the restrictions. There is no change in the language, just a transfer of language from one document to another**

Section 57. Committees: By resolution, the Board shall designate the number of and qualifications for members of the PPHOA Architectural Control Committee. The members shall serve without pay and a majority of the committee may designate a representative to act for it in its capacity. The Board may appoint regular and special other committees to serve for the purposes designated by the Board and for such terms as determined by the Board.

Section 48. Compensation: ~~No director shall receive any compensation for services he or she may render to the Association. However, any~~ A Director may be reimbursed for actual expenses incurred in the performance of his or her PPHOA duties but shall not receive any compensation for services rendered to PPHOA. Section 5. Fiduciary Duty: ~~The directors of the Association~~ Directors have a fiduciary duty to the PPHOA members when acting on behalf of the Association PPHOA.

#### Article XIII INDEMNIFICATION

~~Section 9. The Association may be empowered to~~ **PPHOA shall** indemnify any officer or **current or former** Director or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of Members, who are not parties to such action, suit, or proceedings, **employee or agent or any person serving at the request of any Director, employee or agent,** in the manner provided in the Louisiana Statutes, as amended **when the indemnification is approved by vote of the Board in accordance with Section 10 of this Article or of the membership in accordance with Article VI. A Director or owner who is a party in the action, suit, or proceeding for which indemnification is sought shall abstain from the vote.** If such indemnification is authorized by the Directors or Members **approved and in the manner provided in the Louisiana Statutes, as amended,** expenses incurred in defending such civil or criminal **an** action, suit or proceeding may be paid by the Association PPHOA in advance of the **a** final disposition of such action, suit or proceeding, in the manner described in the Louisiana Statutes, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent **person** to repay such amount **these advances** unless he or she is found to **it shall ultimately be determined he is** entitled to such **be** indemnification **by PPHOA.**

~~Article IX Meetings of Directors~~

**Allows the Board to establish an attendance policy for Directors**

~~Section 10. Regular~~ **Board** meetings: ~~Quarterly meetings of the Board of Directors, no less than quarterly,~~ shall be held as deemed necessary by the Board of Directors at such a **at the call of the President who shall set the** place, date and time as may fixed from time to time by the Board. If a quarterly **Board** meeting has not been called or held **at least quarterly,** any Director(s) may call or schedule a Director's **Board** meeting. **A Board meeting attendance policy for the Directors may be established by the Board. The following procedures shall apply to Board meetings:**

~~Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by the Chairman, or by any two (2) directors of the Board, after not less than three (3) days notice to each director.~~

~~Section 7A. Notice of Directors Meeting: When practical, A Board meeting~~ notice of Directors meetings shall be provided **posted to the PPHOA website** to all owners at least forty-eight (48) hours in advance, ~~except for emergency meetings. Notice of any Directors Meetings where~~ **If PPHOA** dues are to be considered for any reason **at a Board meeting, the notice** shall specifically contain a statement that assessments will be considered **state so** and **describe** the nature of such assessments **what is to be considered.** Notice of special meetings shall contain the purpose or purposes of the meeting.

~~Section 8. Waiver of Notice: A Director may waive in writing notice of a regular or special meeting of the Board of Directors either before or after the meeting and his waiver shall be deemed the equivalent of getting notice. Attendance of a director at any meeting shall constitute waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.~~

~~Section 5B. Open Meetings. All regular and special meetings of the Board~~ **meetings** shall be

open to all PPHOA members of the Association. Any PPHOA member desiring to address the Board must contact the ~~President or Vice President~~ PPHOA at least one (1) day in advance of the a Board meeting to make appropriate arrangements.

~~Section 6C. Quorum: A majority of the number of~~ The presence of eight (8) Directors at a Board meeting shall constitute a quorum for conducting business. ~~Every~~ Unless otherwise specified in the Bylaws, a decision or act made by the Board requires the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present will be considered an act of the Board. ~~If at a meeting a quorum is not present, the meeting may be adjourned until a quorum is present. A director may join in the action of a meeting by signing the minutes thereof and as such constitute the presence of such a director for the purpose of determining a quorum.~~

~~Section 9D. Minutes: Minutes of all Board meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Members, or their authorized representatives and Board Members at reasonable times upon appropriate advance notice to the Secretary~~ posted on the PPHOA website. The Association PPHOA shall retain these and post Board meeting minutes for a period of not less than at least seven (7) years.

~~Section 3E. Emergency Meetings: An emergency Board meetings via electronic means may be held at the request call of the President, by telephone conference. Members of the Board may be who shall describe the nature of the emergency precipitating the call. When a vote is called, all Directors shall be electronically polled over the telephone and a majority of affirmative votes which then shall be the action of the Board. and the Secretary will record minutes shall be filed by the Secretary and certified by the polling officer of the emergency Board meeting and the polling results.~~

F. All Board meetings shall be conducted in accordance with rules of order not in conflict with these Bylaws established by the Board.

~~Section 4. Action by Written Agreement: The Board of Directors may act by written agreement without meeting provided the agreement is signed by a majority of the Directors and confirmed at the next regular meeting.~~

~~Section 11. Parliamentarian: The Board may appoint a Parliamentarian whose duties shall be prescribed by the Board.~~

Article ~~XI~~ ACCOUNTING RECORDS; VIII Fiscal Management; ~~Assessments~~ and Dues

~~Section 1. Books and Records: The Association PPHOA shall keep correct and complete books and records of accounting records including of all receipts and expenditures. The books and PPHOA accounting records of the Association and supporting documentation shall be open to inspection by PPHOA members or their authorized representatives at during reasonable times upon appropriate advance notice to the Board of Directors. Such authorization as a representative of a member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of inspection. Written summaries of the accounting~~

records may be made available to the Members. Such records if made available shall include a record of all receipts and expenditures and regular business hours.

~~Section 2. Fiscal Year: In administering the finances of the Association, the following procedures shall govern: The fiscal year shall be set by the Board of Directors. Any moneys received by the Association in any fiscal year may be used by the Association to pay expenses incurred in the same calendar year subject to the provision for excess revenues set forth in Section 3 of this article. The Association will~~ **PPHOA shall** operate on a cash basis accounting system.

~~Section 3. Annual Dues: Annual~~ **By resolution adopted by a majority vote of the Board, the Board shall set** PPHOA dues are established by resolution of the Board of Directors. The initial dues are \$180.00 per lot per year. It is intended that the annual dues shall never exceed \$240.00 per lot per year in 1996 dollars. ~~Section 4. Payment of Dues: Annual~~ **and late fees for each of the PPHOA membership classes. PPHOA** dues are payable ~~upon receipt of~~ **according to the terms of the** annual billing statement. The Board of Directors can increase or decrease the annual dues by a majority vote of the Board. Late fees shall be established by the Board of Directors.

~~Section 54. Depository: The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the moneys of the Association shall be deposited. Withdrawal of moneys from such account shall be only by checks signed by such persons as are authorized by resolution of the Board.~~ **The Board shall determine the bank(s) for the deposit of PPHOA moneys. By resolution, the Board shall designate the persons authorized to be signatories on the account(s). The Board shall establish and maintain a financial policy with prudent control procedures providing checks and balances for the withdrawal of moneys from the PPHOA accounts.**

**Adds a deadline for the approval of the annual budget which will be BEFORE the fiscal year starts (the current provision requires approval of the budget after the fiscal year begins, which doesn't make sense).**

~~Section 105. Budget: The~~ **An** annual budget of the Association **for PPHOA** shall be adopted by the Board of Directors at the first regular Board meeting following the annual meeting of the Membership. This meeting shall be open to all Members of the Association **no later than fifteen (15) days prior to the start of the fiscal year.**

#### ~~Article XII FIDUCIARY RELATIONSHIP~~

~~The officers and directors of the Association shall have a fiduciary relationship to the Members.~~

#### ~~Article XVI LOANS~~

**Section 6.** No loans shall be contracted **Debt shall not be incurred** on behalf of the Association, and no evidences of indebtedness shall be issued in its name, **PPHOA** unless authorized by a resolution of the Board of Directors and approved by a majority of the Members in attendance at

~~a duly noticed regular or special meeting~~ **favorable vote of a majority of those owners present, in person or by proxy, and entitled to vote at a membership meeting.**

~~Article XVII INTERESTED DIRECTORS~~

~~**Section 7. Conflict of Interest.** No A contract or other transaction between the Association PPHOA and one or more of its a Directors, or between the Association and any other a corporation, firm, association or other entity in which one or more of its a Directors are is a directors or officers, or are has a financially interested, shall either not be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his/her or their votes are counted for such purposes provided:~~

- ~~A. If The fact of such common directorship, officership~~ **the Director's position** or financial interest is disclosed or known to the Board or committee, and;
- ~~B. The Board or committee approves such~~ **the** contract or transaction by **sufficient** vote sufficient for such purpose without **having to** counting the vote or votes of such interested **the** Director or directors, or B. If such common directorship, officership, or financial interest is disclosed or known to the Members entitled to vote thereon, and such contract or transaction is approved by a vote of the Members, or; **and**
- ~~C. If The contract or transaction is fair and reasonable as to the Association at the time it is approved by the Board, a committee or the Members.~~

**Article IX below is language transferred and updated from the Articles of Incorporation...this language is more appropriately placed in the Bylaws and will be taken out the Articles of Incorporation in the proposed Restatement**

**Article IX Asset Distribution Upon Dissolution**

**IF PPHOA is dissolved, assets shall be distributed by the Board for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or of a corresponding section of any future federal tax code. Any remaining assets shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to entities organized and operated exclusively for such purposes.**

~~Article XIV AMENDMENT OF BY LAWS~~ **X ByLaws Amendment**

**Section 1.** These Bylaws may be amended by ~~not less than fifty one (51%) percent of the voting Members present at any duly noticed regular or special meeting.~~ **favorable vote of a majority of those owners present, in person or by proxy, and entitled to vote at a membership meeting** Any amendment to the by laws to change the number of Directors shall be subject to the Members' approval. Board of Directors may approve a vote on any issue or any election through the casting of ballots by mail on a form prescribed by the Board.

**For efficiency purposes, Section 2 below allows the Board to adjust the Bylaws for the PPHOA membership classes when new homesite filings are added to the community by the developer. PPHOA members will have veto authority at the annual meeting over any Board action adjusting membership classes.**

**Section 2. Article V, Section 5 and Article VII, Sections 1 and 10(C) of these Bylaws may be amended by the Board, provided that, at the annual membership meeting, the owners present, in person or by proxy, and entitled to vote may veto such action by a favorable vote of the majority.**

**Deletes the provision concerning amendments to the Articles of Incorporation because this provision is in the Articles of Incorporation already (and most appropriately so).**

~~Article XV AMENDMENT OF THE ARTICLES OF INCORPORATION~~

~~The Articles of Incorporation may be amended by the Members at a duly constituted meeting for such purpose, provided, however that no amendments shall take effect unless approved by a majority of the Members of the Board of Directors and by not less than 75% of the voting Members in attendance at a duly noticed regular or special meeting.~~