

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


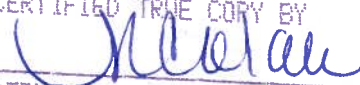
Article I Name

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

INSTRUMENT # 00955059
FILED AND RECORDED
ASCENSION CLERK OF COURT
2018 AUG 29 09:00:13 AM
COB. NOV. OTHER

Article II Seal

The seal of PPHOA shall be inscribed with the full name of PPHOA and the words "Corporate Seal, State of Louisiana".


DEPUTY CLERK & RECORDER
CERTIFIED TRUE COPY BY

DEPUTY CLERK
SLIPPRT602

Article III Purposes

PPHOA is organized for the following purposes:

- A. Provide proper maintenance of lakes, entrances, and any other common areas including but not limited to all lakes not on the golf course and all common areas not part of the clubhouse or golf course.
- B. Provide appropriate security service at the front entrance gate and any other entrance determined by the PPHOA.
- C. Support the PPHOA Architectural Control Committee.
- D. Speak as one powerful voice on issues impacting PPHOA members.
- E. Prepare a strong and consistent restrictions enforcement program to ensure community standards are met.
- F. Promote anything to maintain and enhance community property values.
- G. Monitor local government issues and activity that may impact the community.
- H. Provide funds as required for street light operations.
- I. Provide liability insurance for all common areas and errors and omissions insurance for the Board of Directors, the PPHOA Architectural Control Committee, and PPHOA committees.

Article IV Definitions

Section 1. "Common areas" means properties, excluding lots, for the common use and enjoyment of the owners.

Section 2. "Lot" means any plot of land, excluding common areas, shown upon the most recently recorded plats of the properties.

Section 3. "PPHOA member" means an owner whose PPHOA dues for all lots owned are current.

Section 4. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any lot.

Section 5. "Properties" means all lots and common areas in Pelican Point Golf Community shown upon the most recently recorded plats of the community in the public records of Ascension Parish, Louisiana.

Section 6. Restrictions means the Acts of Restrictions, including any amendments, for the Pelican Point Golf Community properties recorded in the public records of Ascension Parish, Louisiana.

Article V Membership and Voting Rights

Section 1. No person or entity other than an owner may be a PPHOA member except a contract seller may assign his membership and voting right to his buyer in possession.

Section 2. An owner must be a PPHOA member to be eligible to vote and shall be entitled to one vote regardless of the number of lots owned.

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

Section 4. 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 file the name of one person entitled to vote at the meeting with PPHOA.

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 Membership Meetings

Section 1. Membership meetings shall be held at any place in Ascension Parish selected by the Board of Directors.

Section 2. An annual membership meeting shall be held in May each year. If an annual membership meeting has not been duly called and held by July 1st, any PPHOA member may call the annual membership meeting. The annual membership meeting shall include, but not be limited to, the following agenda items:

- A. A report of actual receipts and expenditures for the past fiscal year and a projection for the current fiscal year.
- B. A report of the past fiscal year's accomplishments.
- C. A report of the proposed annual budget for the upcoming fiscal year.

Section 3. A special membership meeting may be called at any time by the President or the Board of Directors or upon written request of one-fourth of owners authorized to vote in accordance with Article V. The notice for such meeting shall be issued in accordance with Section 4.

Section 4. Notice of a membership meeting shall be issued 30 days prior to the meeting, shall specify the place, date and hour of the meeting, and in the case of a special membership meeting, shall state the purpose for the meeting.

Section 5. The presence, in person or by proxy, of twenty-five (25) owners entitled to vote shall constitute a quorum to transact business. Decisions shall be made by favorable vote of a majority of those owners present, in person or by proxy, and entitled to vote.

Section 6. Prior to the start of a membership meeting, an owner entitled to vote may submit a proxy in writing to the PPHOA for that specific membership meeting.

Section 7. All membership meetings shall be conducted in accordance with 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 presiding officer, only a PPHOA member may address the chair (see Art. IV, Section 3 definition for "PPHOA member").

Section 8. The order of business at a membership meeting shall be as follows:

- A. Roll Call
- B. Proof of notice of the meeting
- C. 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 9. Minutes of all membership meetings shall be kept in a businesslike manner and shall be posted on the PPHOA website. The PPHOA shall retain and post membership meeting minutes for at least seven (7) years.

Section 10. A complete list of PPHOA members shall be 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 a membership meeting for inspection by any PPHOA member.

Section 11. PPHOA members may act by written agreement in lieu of a meeting provided the written agreement is signed by twenty-five (25) percent of owners entitled to vote.

Article VII Board of Directors

Section 1. The business and affairs of PPHOA shall be managed and governed by a Board of Directors, hereafter "Board", comprised of fifteen (15) Directors as follows:

- 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

If PPHOA Board elections would result in over seven (7) of Directors who are members of the Pelican Isle Commons Homeowners Association and the Greens at Pelican Point Homeowners Association, the last elected Director who is a member of one of these associations shall be replaced by an elected Director who is not a member of either of these associations.

Section 2. Thirty (30) days prior to the annual membership meeting, 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. The committee shall nominate at least the minimum number of candidates to fill all Board vacancies. Committee members shall not be nominated. Additional nominations at the annual membership meeting may be accepted from the floor.

Section 3. The vote to elect a Director shall be by secret written ballot 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 the most votes cast for the vacant position(s) shall be elected.

Section 4. The term of office of an elected Director shall be three (3) years. The Board shall fill a vacancy occurring in an elected Director's position by appointment for the remaining term.

Section 5. Any Director may be removed from the Board by vote in accordance with Article V at any membership meeting provided notice of the proposed action to remove the Director has been issued thirty (30) days 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.

Section 6. Officers of the Board shall be a President, Vice President, Secretary and Treasurer. Officers shall be elected from among the Directors at the Board meeting following adjournment of the annual membership meeting. Officers shall hold office from the date elected until replaced by elections held the following year. After initial election and until the next election, a vacancy in any office for any reason shall be filled by vote of the Board. An officer may be removed from office by a majority vote of the Board. An officer shall not hold more than one office at a time. Officers shall perform duties customarily performed by officers of nonprofit corporations, including but not limited to the following:

- A. The President shall preside at all membership and Board meetings and see that decisions and resolutions of the Board are carried out. The President shall sign all legal documents and other written instruments on behalf of PPHOA.
- B. If the President is absent or unable to act, the Vice President shall act in the President's stead. The Vice President shall perform any other duties as determined by the Board.
- C. The Secretary shall record votes and keep minutes of all membership and Board meetings; keep the PPHOA seal and cause it to be affixed as necessary; cause notice of membership and Board meetings to be issued; and perform any other duties as may be required by the Board.
- D. The Treasurer shall oversee the receipt, deposit, and disbursement of PPHOA moneys; cause the keeping of proper books of account; cause an audit or review of the PPHOA books by a certified public accountant pursuant to a resolution by the Board; and cause the preparation of financial reports required by Article VI, Section 2.

Section 7. 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 other committees to serve for purposes and terms determined by the Board.

Section 8. A Director may be reimbursed for actual expenses incurred in the performance of PPHOA duties but shall not receive any compensation for services rendered to PPHOA. Directors have a fiduciary duty to PPHOA members when acting on behalf of PPHOA.

Section 9. PPHOA shall indemnify any current or former Director, employee or agent, or any person serving at the request of any current or former 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 indemnification is approved and in the manner provided in the Louisiana Statutes, as amended, expenses incurred in defending an action, suit or proceeding may be paid by PPHOA in advance of a final disposition upon receipt of an undertaking by or on behalf of the person to repay these advances unless it shall ultimately be determined that he is entitled to be indemnified by PPHOA.

Section 10. Board meetings, no less than quarterly, shall be held at the call of the President who shall set the place, date and time. If a Board meeting has not been called at least quarterly, any Director may call a Board meeting. A Board meeting attendance policy for the Directors may be established by the Board. The following procedures shall apply to Board meetings:

- A. A Board meeting notice shall be posted to the PPHOA website at least forty-eight (48) hours in advance. If PPHOA dues are to be considered at a Board meeting, the notice shall specifically state so and describe the nature of what is to be considered.
- B. Board meetings shall be open to all PPHOA members. Any PPHOA member desiring to address the Board must contact the PPHOA at least one (1) day in advance of a Board meeting to make appropriate arrangements.
- C. The presence of eight (8) Directors at a Board meeting shall constitute a quorum for conducting business. Unless otherwise specified in the Bylaws, a decision by the Board requires the affirmative vote of a majority of the Directors present.
- D. Minutes of all Board meetings shall be kept in a businesslike manner and shall be posted on the PPHOA website. The PPHOA shall retain and post Board meeting minutes for at least seven (7) years.
- E. An emergency Board meeting via electronic means may be held at the call of the President who shall describe the nature of the emergency precipitating the call. When a vote is called, all Directors shall be electronically polled and the Secretary will record minutes 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.

Article VIII Fiscal Management and Dues

Section 1. PPHOA shall keep correct and complete accounting records of all receipts and expenditures. The PPHOA accounting records and supporting documentation shall be open to inspection by PPHOA members during reasonable and regular business hours.

Section 2. The fiscal year for PPHOA shall be set by the Board. PPHOA shall operate on a cash basis accounting system.

Section 3. By resolution adopted by a majority vote of the Board, the Board shall set PPHOA dues and late fees for each of the PPHOA membership classes. PPHOA dues are payable according to the terms of the annual billing statement.

Section 4. 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 PPHOA accounts.

Section 5. An annual budget for PPHOA shall be adopted by the Board no later than fifteen (15) days prior to the start of the fiscal year.

Section 6. Debt shall not be incurred on behalf of PPHOA unless authorized by resolution of the Board and approved at membership meeting by favorable vote of a majority of those owners present, in person or by proxy, and entitled to vote at a membership meeting.

Section 7. A contract or other transaction between PPHOA and a Director, or a corporation, firm, association or other entity in which a Director is a director or officer or has a financial interest, shall not be void or voidable provided:

- A. The fact of the Director's position or financial interest is disclosed to the Board;
- B. The Board approves the contract or transaction by sufficient vote without having to count the vote of the Director; and
- C. The contract or transaction is fair and reasonable at the time it is approved by the Board.

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.

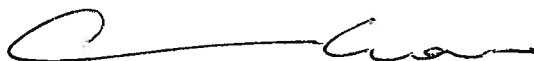
Article X Bylaws Amendment

Section 1. Except as provided in Section 2 of this Article, these Bylaws may be amended by favorable vote of a majority of those owners present, in person or by proxy, and entitled to vote at a membership meeting.

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.

A TRUE AND CERTIFIED COPY of the Pelican Point Homeowner's Association, Inc. Bylaws as amended at the Wednesday, August 22, 2018 Annual Meeting of the Membership.

August 24, 2018



Christine L. Crow, PPHOA Vice-President