

BY-LAWS
OF THE
PLANTATION ESTATES COMMUNITY ASSOCIATION

AMENDED: SEPTEMBER 30, 2002

SECTION 1. OFFICES

- 1.1 The principal office shall be located at the home of the current President.
- 1.2 The mailing address shall be P.O. Box 683, Marrero, Louisiana 70073.
- 1.3 The corporation may have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

SECTION 2. MEMBERSHIP MEETINGS

- 2.1 All meeting of the members shall be held at the principal office of the corporation or at such other places, within the Parish of Jefferson, State of Louisiana, as may be designated by the Board of Directors.
- 2.2 An annual meeting of the members shall be held during the month of September in each year for the purpose of electing directors and for the transaction of other business as may be properly brought forth at the meeting. The Board of Directors may postpone the annual meeting for a period not exceeding two months.
- 2.3 Special meetings of the members, for any purpose or purposes, may be called by the President or the Board of Directors or by the membership. At any time, upon the written request of any two directors or upon the written request of twenty percent (20%) of the current members as verified by the Secretary, a special meeting shall then be called by the Secretary. The meeting shall be held at the registered office of the corporation or as provided for in Section 2.1 at such time as the Secretary may fix, not less than fifteen (15) nor more than forty-five (45) days after the receipt of said request.
- 2.4 Except as otherwise provided in Section 2.3 hereof, or by law, the authorized person or persons calling a members' meeting shall provide written notice of the time, place and purpose of the meeting to be given to all members entitled to vote at such meeting, at least ten (10) days and not more than sixty (60) days prior to the day fixed for the meeting. Proper notice shall be required for the annual membership meeting and any special meetings that are called. Notice of the annual meeting need not state the purpose thereof, unless action is

to be taken at the meeting as to which notice is required by law. Written notice shall be either by U.S. mail or distribution via flyer to the enfranchised members homes.

2.5 At every meeting of the members, a list of enfranchised members (enfranchised members of the corporation are defined in Section 7.3) entitled to vote, arranged and certified by the Secretary, shall be available.

2.6 Except as otherwise provided by law and these By-Laws, at membership meetings, the establishment of a quorum to transact corporation business will be based on twenty percent (20%) of the current enfranchised members of the corporation as listed by the Secretary. The twenty percent (20%) requirement will apply to annual meetings of the membership and all special meetings of the membership. In the event any meeting of members called for the purpose of electing directors cannot be organized because a quorum has not attended, those present may adjourn the meeting for a period of not more than thirty (30) days and a second notice shall be given stating the date, time and place, and the only purpose being for election of directors. Those members who attend the adjourned second meeting, if less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

2.7 When a quorum is present at any meeting, transaction of corporation business is authorized. When a quorum is present at any meeting the vote of a majority of enfranchised members present in person or represented by an appointed proxy (see section 2.8) shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law or the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.8 At any meeting of the members, every member having a right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than eleven months prior to said meeting, unless said instrument provides for a longer period. The instrument in writing is not required to be notarized. The aforesaid proxy need not be a member of the corporation. In all matters requiring a vote, each enfranchised member is entitled to cast a single vote on any matter properly brought before the membership. By way of clarification, an enfranchised member is not entitled to any additional votes based on more than one owner of or resident at the single dwelling house with a postal street address or unimproved lot within the Plantation Estates subdivision. To exercise his/her voting right(s), the enfranchised member or representative shall be prepared to present identification to be compared with the membership lists maintained by the Secretary as required by Section 7.1.

2.9 The order of business at all annual and special meetings shall be left to the discretion of the Board of Directors. Robert's Rules of Order shall govern all meetings.

SECTION 3. DIRECTORS

3.1 The business and affairs of the corporation shall be managed by a Board of Directors. The elected Board of Directors shall consist of seven (7) district directors and a minimum of two (2) at-large directors. The Board shall exercise all such powers of the corporation and do all such lawful acts and things which are not by law or by the Articles of Incorporation or by these By-Laws directed or required to be done by the members. The director's term will begin on October 1 and end on September 30 of the following year. Each director shall be required to be an enfranchised member of the Plantation Estates Community Association. At the annual membership meeting, the directors will be elected by the membership. The directors will be elected or chosen as follows:

- a. Nominations will be accepted via US mail for the directors positions up until two (2) days prior to the annual membership meeting date. All nominations should include your name, address and district number and should be mailed to: PECA PO Box 683, Marrero, LA 70073. All nominees for one of the seven (7) director positions are required to be a homeowner or owner of an unimproved lot in that district for which they are running. All nominees for one of the four (4) at-large director positions can be a homeowner or owner of an unimproved lot in any of the seven (7) districts.
- b. Only members present in person or represented by an appointed proxy (see section 2.8) will be allowed to vote. No nominations will be accepted from the floor the night of the meeting.
- c. A ballot will be prepared by the Secretary and given to each member at the meeting. Prior to voting each candidate will be allowed five (5) minutes for open debate, if they desire. The casting of votes will be done via ballot box. Votes will be counted and verified by the current officers and recorded by the Secretary. The winner of the election shall be the individual who receives the majority of votes cast. In the event of a tie, the winner shall be chosen by a majority vote of the current directors and officers, which vote shall be taken within two days of the election.
- d. If only one nominee is shown on the ballot for a position, no voting will be necessary, that individual wins by default. If no nominees are running, the Board will be required under section 3.2 to fill the vacancy.

3.2 In the case of a vacancy on the Board, the remaining directors, even though not constituting a quorum may, by majority vote fill that vacancy on the Board. Only the remaining directors may vote on this matter. The vacancy could be the result of a resignation, removal, or an increase in the authorized number of directors, or from a failure of the members to elect the full number of authorized directors. The Board should attempt to fill all vacancies within sixty

(60) days from when the vacancy becomes known. The vote by the remaining directors to fill any vacancy may be lawfully called or convened via the following methods; a special board meeting, written statement via US mail or written statement via electronic mail or any combination thereof. When using a written statement via US mail or electronic mail, it will need to be received within a specified time period and with the voter's signature attached. The use of a written statement via US mail or electronic mail will also need to be confirmed by the Secretary at the next scheduled Board meeting. Enfranchised members shall also have the right by a majority vote, at any special meeting called for the purpose prior to such action by the Board, to fill the vacancy.

3.3 A director can be removed from office by a two thirds (2/3) vote of the current Board of Director's.

3.4 Directors shall serve without compensation.

3.5 The subdivision shall be divided into seven (7) Director Districts as designated by the map attached to these By-Laws and made a part hereof.

SECTION 4. MEETINGS OF THE BOARD

4.1 The meetings of the Board of Directors may be held at such place within the metropolitan New Orleans area as the directors may from time to time appoint.

4.2 The first meeting of each newly elected Board shall be held immediately following the annual members' meeting. The minimum order of business at this meeting shall be; (a) the appointment of officers, and (b) filling of any vacancies remaining on the Board. The meeting place shall be set according to section 4.1 of these By-Laws. No notice of such first meeting shall be necessary to the newly elected directors in order to legally constitute the meeting.

4.3 Regular meetings of the Board may be held on seven (7) days' notice given to each director, personally or by telephone, US mail, electronic mail, telecopy, telegram or any combination thereof. The meeting place shall be set according to section 4.1 of these By-Laws.

4.4 Special meetings of the Board may be called by the President on two (2) days' notice given to each director, either personally or by telephone, US mail, electronic mail, telecopy, telegram or any combination thereof. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors and if the President or Secretary fail or refuse, or are unable to call a meeting when requested by any two directors, then the two directors may call the meeting on two (2) days' written notice given to each director. The meeting place shall be set according to section 4.1 of these By-Laws.

4.5 A majority of the current Board of Director's shall be necessary to constitute a quorum for the transaction of corporation business at any regular or special Board meeting. All corporation officers and directors are eligible to vote on corporation business transactions at any regular or special Board meeting, except that the President only casts his/her vote in the case of a tie. The acts of a majority of the officers and directors present at the meeting at which a quorum is also present, shall be the acts of the Board. The appointment of any officer to the corporation or the filling of any vacancy on the Board requires a vote of the Directors only. No proxy voting will be allowed at any regular or special Board meeting. Meetings of the Board of Directors may further be held by means of telephone conference calls or similar communications equipment provided that persons participating in such a meeting can hear and communicate with each other. During any regular or special Board meeting, any officer or director can phone-in his or her vote pertaining to corporation business, if the matter was known in advance of the meeting. Additionally, there maybe times when it is necessary to allow votes on matters of corporation business to be cast via electronic mail or via a written statement. When using a written statement or electronic mail, it will need to be received within a specified time period and with the voter's signature attached. The use of a written statement or electronic mail will also need to be confirmed by the Secretary at the next scheduled Board meeting. When voting in this manner, the votes cast, must only be on matters known in advance of the meeting.

4.6 The Board may designate one or more committees, with each committee consisting of one or more directors of the corporation (one or more directors may be named as alternate members to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or the By-Laws, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to documents. Such committee or committees shall have such names or names as may be stated in the By-Laws, or as may be determined by the Board. Any vacancy occurring in any such committee shall be filled by the Board, but the President may designate another director to serve on the committee pending action by the Board. Each such committee shall hold office during the term of the Board constituting it, unless otherwise ordered by the Board.

4.7 Any action which may be taken at a meeting of the Board, or any committee thereof, may be taken by a consent in writing signed by all the directors, or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board.

4.8 The use of electronic mail to conduct corporation business by the Board of Directors and the President is authorized for, but not limited to, the following:

- a. Approval of issues that require quick action, which cannot wait until the next scheduled Board meeting,
- b. Discussion of issues which will be decided in upcoming Board meetings,
- c. Board meeting notifications.

All electronic mail decisions made by the Board will be formerly confirmed by the Secretary at the next scheduled Board meeting.

SECTION 5. NOTICES

5.1 Any written notice required or permitted by law, the Article of Incorporation or the By-Laws to be given to any member or director shall be deemed to have been given to such member or director (i) when such notice is served upon such member or director or (ii) two business days after such notice is placed in the US mail, postage prepaid, addressed to such member or director at his last known address.

5.2 Whenever any notice is required to be given by law, the Articles of Incorporation or the By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 6. OFFICERS

6.1 The officers of the corporation shall be chosen by the directors and shall be a President, a Senior Vice-President, a Vice-President of Security, a Vice-President of Restrictions, a Treasurer and a Secretary. The directors may choose to appoint additional Vice-Presidents. Any two offices may be held by one person. An officer shall be required to be an enfranchised member of the Plantation Estates Community Association. The newly elected directors shall appoint the officers of the corporation immediately following the annual membership meeting. The term of the officers will begin on October 1 and end September 30 of the following year.

6.2 All officers and agents of the corporation shall serve without compensation.

6.3 The officers of the corporation can be removed from office by a two thirds (2/3) vote of the current Board of Director's. The directors have sixty (60) days to appoint a replacement for the removal or the resignation of an officer.

6.4 The President shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the members. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect. If a Chairman of the Board of Directors has not been elected, the President shall preside at all regular and special meetings of the Board.

6.5 A Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the President or the Board of Directors shall prescribe. The order of Vice-Presidents acting as President in his/her absence are as follows: 1. Senior Vice-President, 2. Vice-President of Security, 3. Vice-President of Restrictions.

6.6 The Senior Vice-President shall be responsible for working with the President and the Board of Director's on all corporation business matters. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

6.7 The Vice-President of Security (VPS) shall be responsible for managing the Security Enhancement Contract (SEC) between Plantation Estates Community Association (PECA) and the Plantation Estates Subdivision Special District (PESSD) for the provisioning of security enhancements. The VPS shall be assisted by the Security Committee which shall consist of no more than six (6) persons appointed by and serving at the pleasure of the Vice-President of Security. The VPS shall appoint one or more directors of the corporation to serve on the committee.

- a. The VPS shall disburse the funds of the PESSD by dual signature. All checks or demands for money and notes shall be signed by at least two (2) different officers of the corporation or other person or persons as the Board of Directors may from time to time designate. The monies, assets, etc. of the PECA shall not be commingled with the monies, assets, etc. of the PESSD, which assets of the latter are transferred into control of the PECA by virtue of the Security Enhancement Contract between PECA and PESSD. In furtherance of the foregoing, the VPS shall be responsible for maintaining an account(s) for the deposit and withdrawal of any and all monies, assets, etc. transferred by the PESSD to the PECA.
- b. The Vice-President of Security shall render to the President and directors a quarterly revenue and expense statement. The statement will include a detailed account of any and all transaction rendered by the VPS and/or the Security Committee in the management of the SEC. The statement shall also give a detailed accounting of all monies expended, from whatever source including but not limited to the annual security enhancement tax of the PESSD. Additionally, the VPS shall render to the President and directors an annual projected budget statement for the next calendar year detailing all planned expenses.
- c. It is the responsibility of the Vice-President of Security to make sure all provisions are properly complied with as stated in the Security Enhancement Contract.

6.8 Article II of the Articles of Incorporation of the Plantation Estates Community Association states that one of the "general purposes of this corporation, but not limited to, is to monitor and enforce the restrictive covenants

and building restrictions set forth for each individual property owner." In 1997 Marrero Land transferred the rights, duties and responsibilities for enforcement of the Building Restrictions/Protective Covenants documents to the Plantation Estates Community Association. Consistent with the two aforementioned documents, the association has the right, in the event any person, firm, corporation or any other entity attempts to violate any of the restrictions or covenants as defined in those documents, to institute and prosecute any proceeding, at law or in equity, to abate, to enjoin or otherwise to prevent any such violation and recover any and all damages resulting therefrom. The Vice-President of Restrictions (VPR) will work in conjunction with the Plantation Estates Architectural Board of Review (PEABR) in an effort to ensure that the Building Restrictions/Protective Covenant are properly complied with. The VPR will be assisted by a committee of three (3), which will consist of the VPR, one additional officer and one director. The committee will be involved in the decision making and compliance effort. The following process will be a combined effort between PECA and PEABR on how to handle potential violations of the building restrictions and protective covenants documents:

- a. Determine if the complaint falls under the Jefferson Parish Code of Ordinances or under the Plantation Estates Building Restrictions and Protective Covenants documents.
- b. Have PEABR/PECA send the resident a letter advising them of the potential violation.
- c. Allow ten (10) business days for a response. Note that final construction plans and specifications do have a thirty (30) day window for approval or disapproval of the plans.
- d. If the complaint is a violation of the Jefferson Parish Code of Ordinances, and if no response or resolution of the violation is received within the above mentioned ten (10) days, then the Jefferson Parish Code Enforcement Department will be notified for further action
- e. If the complaint is a violation of the building restrictions/protective covenants documents and if no response or resolution of the violation is received within the above mentioned ten (10) days, send a second letter via certified mail to the resident advising them of the continued violation, allowing five (5) business days for a response. The letter will state, "If no response within the specified time period, your case will be turned over to PEABR/PECA legal counsel for further action."
- f. If no response or resolution of the violation is received within the above mentioned five (5) days, direct PEABR/PECA legal counsel to begin enforcement action.

6.9 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to credit of the corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the

corporation by dual signature as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. All checks or demands for money and notes of the corporation shall be signed by at least two (2) different officers of the corporation or such other person or persons as the Board of Directors may from time to time designate.

6.10 The Secretary shall attend all regular and special meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all the proceedings in a book to be kept for that purpose or by alternate means. He/she shall give, or cause to be given, notice of all meetings of the members and regular and special meetings of the Board, and shall perform such duties as may be prescribed by the Board or President, under whose supervision he/she shall preside. He/she shall keep in safe custody the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature.

SECTION 7. MEMBERSHIP LISTS

7.1 The Secretary shall maintain a list of eligible and enfranchised members as those terms are defined in Article VII of the Articles of Incorporation of the Plantation Estates Community Association, Inc.

7.2 Membership in the corporation shall be founded on property ownership. The owner of a single dwelling house with a postal street address within Plantation Estates Subdivision without regard to the number of lots upon which the residence is situated or to any ancillary structures shall be eligible for membership. The owner of an unimproved lot within the bounds of Plantation Estates subdivision shall be eligible for membership.

7.3 The enfranchised members of the corporation shall consist of the members who have subscribed to the corporation and who have paid all current fees, dues and/or assessments of this corporation as assessed by the Board of Directors, which membership shall be evidenced by a receipt of the fees and dues aforesaid.

7.4 Consistent with Article VII of the Articles of Incorporation of Plantation Estates Community Association, Inc. to maintain the status of an enfranchised member, whether such membership is based on the ownership of a single dwelling house with a postal street address or an unimproved lot within the Plantation Estates subdivision, each members shall only be required to pay a single assessment of any fees, dues and /or any other assessment charged.

7.5 The list of eligible and enfranchised members of the Plantation Estates Community Association is the sole property of the corporation. These lists will not be sold or distributed to anyone outside of the corporation. These lists will be kept private and confidential.

SECTION 8. MISCELLANEOUS

8.1 The Board of Directors may adopt for and on behalf of the corporation a fiscal or a calendar year.

8.2 The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to affix the seal shall not, however, affect the validity of any instrument.

8.3 The Board of Directors may establish membership dues of not more than SIXTY AND NO/100 (\$60.00) DOLLARS per year and may adopt assessments which are optional to the members in any amount.

8.4 One of the general purposes of this corporation as stated in Article II of the Articles of Incorporation, is to seek and promote adequate security and safety for the entire subdivision and promote programs designed to provide such security and safety. Additionally, the association can enter into appropriate contracts for the benefit and safety of the subdivision and the District. The District is defined as the Plantation Estates Subdivision Special District.

SECTION 9. INDEMNIFICATION

9.1 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; however, in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses including attorneys' fees and amounts paid in settlement, not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion, actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be

made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court or competent jurisdiction, after exhaustion of all appeals therefrom, to be liable for willful or intentional misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court shall determine upon application that despite the adjudication of liability but in view of all the circumstances of other case, he/she is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her was unlawful.

9.2 To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

9.3 The indemnification hereunder (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable and the Board of Directors so directs, by independent legal counsel, or (3) by the members.

9.4 The expenses incurred in defending such an action, suit or proceeding shall be paid by the corporation in advance of the final disposition thereof if authorized by the Board of Directors, without regard to whether participating members thereof are parties to such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized hereunder.

9.5 The indemnification and advancement of expenses provided for, by or granted pursuant to these By-Laws shall not be deemed exclusive of any other rights to which one indemnified or obtaining advancement of expenses may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives: however, no such other indemnification measure shall permit indemnification of any person, for the results of such person's willful or intentional misconduct.

9.6 The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him/her in any such capacity, or rising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the Business Corporation Law of Louisiana. The corporation may create a trust fund or other forms of self insurance arrangement for the benefit of persons indemnified by the corporation

9.7 Additionally, under Louisiana law (R.S. 9:2792.7), a person who serves as a director or officer of a homeowners association and who is not compensated for such services on a salary basis shall not be individually liable for act or omission resulting in damage or injury, arising out of the exercise of his/her judgment in the formation and implementation of policy while acting as a director or officer of that association, or arising out of the management of the affairs of that association, provided he/she was acting in good faith and within the scope of his/her official functions and duties, unless such damage or injury was caused by his/her willful or wanton misconduct.

SECTION 10. AMENDMENTS

10.1 These By-Laws may be amended or repealed by a vote of a majority of the members present at any annual or special meeting, provided notice of the proposed amendment or repeal be contained in the notice of such annual or special meeting of the members.