

**Resolution Amending the  
By-Laws of  
Cypress Point Homeowners Association of Baton Rouge, Inc.**

RESOLVED, that the By-Laws be and are hereby amended to read as follows:

**Article I  
Name and Location**

The name of the Corporation is Cypress Point Homeowners Association of Baton Rouge, Inc., hereinafter referred to as the "Association".

The principal mailing address of the Corporation shall be 8400 Cypress Point Court, Baton Rouge, LA 70809, but meetings of members and directors may be held at such places within the State of Louisiana, Parish of East Baton Rouge, as may be designated by the Board of Directors.

**Article II  
Definitions**

Section 1. "**Association**" shall mean and refer to Cypress Point Homeowners Association of Baton Rouge, Inc., its successors and assigns.

Section 2. "**Property and/or properties**" shall mean and refer to that certain lot or parcel of ground described in the Statement of Servitudes, Conditions and Restrictions, and such additions and improvements thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "**Common area**" shall mean and refer to all of that portion of property described in the Statement of Servitudes, Conditions and Restrictions, together with all improvements thereon, other than the numbered lots and townhomes situated thereon, those portions of the property dedicated to the public, and the multi-purpose servitudes.

Section 4. "**Lot**" shall mean and refer to an individually numbered parcel of the property described in the Statement of Servitude (sic), Conditions and Restrictions following its subdivision into smaller parcels numbered 1 to 175, inclusive, as per plats approved by the City and Parish of East Baton Rouge, like in the records of the Clerk of Court of East Baton Rouge Parish, Louisiana.

Section 5. "**Owners**" shall mean and refer to the record owner whether one or more persons or entities as the owner of a lot which is part of the subdivision.

Section 6. "**Declaration**" shall mean and refer to the Statement of Servitudes, Conditions and Restrictions applicable to the Properties recorded in the office of the

Clerk and Recorder for the Parish of East Baton Rouge, Louisiana as Original 653, Bundle 9557, and as amended.

Section 7. “**Member**” shall mean and refer to those persons entitled to membership as provided in the Declaration.

### **Article III Meeting of Members**

Section 1. **Annual Meetings.** The Association shall hold at least once a year one general meeting of its members. The annual meeting of the members shall be held on the first (1<sup>st</sup>) Monday in November, at the hour of 7:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday.

Section 2. **Special Meeting.** Special meetings of the members may be called at anytime (sic) by the President or the (sic) by the Board of Directors, or upon written request of the members who are entitled to at least one-fourth (1/4) of all of the votes of the membership.

Section 3. **Quorum.** The presence at the meeting of members entitled to cast, personally or by proxy, one-tenth (1/10) of the votes of the membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4. **Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage pre-paid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the members's (sic) address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 5. **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable if the member attends the meeting in person and it shall automatically cease upon conveyance by the member of his Lot prior to the meeting.

## **Article IV Board of Directors, Selection, Term of Office**

Section 1. **Number.** The affairs of this Association shall be managed by a Board of Directors of not less than three (3) nor more than seven (7) directors who need not be members of the Association.

Section 2. **Term of Office.** At each annual meeting, the members shall elect the Board of Directors to serve for a term of one (1) year.

Section 3. **Removal.** Any director may be removed from the Board with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director maybe (sic) reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. **Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting; by the President obtaining approval from the majority all the directors (sic). Any action so approved shall have the same effect as though taken at a meeting of the directors.

## **Article V Nomination and Election of Directors**

Section 1. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nomination may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the board of directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. **Election.** Election to the Board of Directors shall be by secret written ballot by the members present or their proxies. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **Article VI Meeting of Directors**

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. **Special Meeting.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after no less than three (3) days notice to each director.

Section 3. **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **Article VII Powers and Duties of the Board of Directors**

Section 1. **Powers.** The Board of Directors shall have power to:

(a) adopt and publish Rules and Regulations governing the use of the Common Area and facilities, and their personal conduct of the members and their guest (sic) thereon, and to establish penalties for the infraction thereof;

(b) adopt, and amend from time to time at its sole discretion, Rule (sic) and Regulations governing development of lots, type, size, style and construction materials of all improvements; and to establish penalties for the infraction thereof;

(c) suspend the voting rights and right to use of the recreational facilities of a member during any period in which any such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules (sic) and Regulations.

(d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration;

(e) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(f) employ a manager, independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(g) serve as insurance trustee for all homeowners, with regard to all insurance policies maintained by the Association, with the responsibility for administering, collection of premiums, and negotiating settlement of claims.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(i) insure that all monthly assessments against each Lot are paid when due and to properly notify the Owner of each Lot should the payment of the monthly assessments become delinquent; and

(ii) take legal action necessary to collect any assessments which may become delinquent or enforcement of an action against the Owner of the Lot which has become delinquent;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained;

(h) cause the exterior of the dwellings to be maintained, and

(i) cause all Rules and Regulations restricting development and construction to be observed.

## **Article VIII Officers and Their Duties**

Section 1. **Enumeration of Officers.** The officers of the Board of Directors of this Association shall be a President, a Vice-president, a Secretary, and a Treasurer, and such other officers as the Board may create from time to time, by resolution.

Section 2. **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. **Term.** The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he (sic) shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. **Special Appointments.** The Board may elect such other officers and create special committees (such as the Architectural Control Committee) 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 determine from time to time.

Section 5. **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. **Duties.** The duties of the officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign al (sic) written instruments, and co-sign all checks.

(b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of al (sic) meetings and proceedings of the Board and of the members; keep the

corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and the Association together with their addresses; and shall perform such other duties as required by the Board.

(d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by the Board of Directors; shall sign all checks of the Association; keep proper books of account; cause an annual audit of the Association book (sic) to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

### **Article IX Officers**

The present elected officers are as follows:

PRESIDENT:	Chris Le Grange
VICE-PRESIDENT:	Ginger Sawyer
SECRETARY:	Joe Jolly
TREASURER:	Andrew Seawell

### **Article X Books and Records**

The books, records and papers of the Association shall at all time (sic), during reasonable business hours, be available for inspection by any member who so requests. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

### **Article XI Assessments**

As more fully provided in the Declaration, each member is obliged to pay the Association a monthly Association fee to cover the cost of insurance, long term schedule (sic) repairs/replacement, Association administrative expenses, common ground maintenance and other planned expenses the Association may direct and special assessments for capital improvements, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall incur a late penalty charge from the date of delinquency at the rate of ten dollars (\$10.00) per month and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or

otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or Abandonment of his Lot.

## **Article XII Amendments**

Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

## **Article XIII Miscellaneous**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

RESOLVED FURTHER, that the officers of this corporation are authorized and directed to cause the foregoing to be recorded on the books of the corporation.

## **Certificate**

The undersigned, hereby certifies he is is (sic) the Secretary of the Corporation and the above Resolutions were properly adopted by a majority of a quorum of the members at the meeting held on the 23rd day of August, 1992.