

BYLAWS OF
COUNTRY COTTAGE ESTATES
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

All terms used in these Bylaws shall, unless stated otherwise, be defined as set forth in that certain Declaration of Covenants and Restrictions of Country Cottage Estates, LLC, dated June 4, 2003 recorded on June 4, 2003, Official Records of St. Charles Parish, and any amendments thereto. All the terms and provisions of the Declarations and any amendments thereto are incorporated herein by reference.

Association: Shall mean Country Cottage Estates Homeowners Association, Inc, a non-profit corporation organized pursuant to the Louisiana non-profit corporation law, of which all owners shall be members. However, under current IRS guidelines, this Association is considered a homeowners association and is considered a for-profit corporation unless IRS deems otherwise.

ARTICLE II

NAME

The name of the corporation is The Country Cottage Estates Homeowners Association, Inc. ("CCEHA").

ARTICLE III

OBJECTIVES

The objectives of these bylaws shall be:

To build community and address needs of the members of the community and to make clarifications of specific items not outlined by the Declaration of Covenants and Restrictions.

ARTICLE IV

ELIGIBILITY

Every person or entity who is a record owner of a fee simple interest or undivided fee interest in any Lot which is subject to the Declaration of Covenants and Restrictions shall be a member of the CCEHA.

ARTICLE V

MEMBERSHIP

Section 1: CCEHA will maintain a list of members meeting the requirements of membership.

Section 2: Only those members whose dues or annual assessments, charges or expenses imposed upon such member by the CCEHA are not delinquent, or has not otherwise violated the provisions of the Declarations of Covenants and Restrictions have a right to vote.

Section 3: Members shall have one equal vote for each Lot in which they hold an interest required for membership. There shall be only one vote per Lot. Any owner of record of a Lot may vote the interest of the Lot, unless any of the other owners of record of the Lot have given written notice to the CCEHA that a single owner may not vote without the written consent of all of the owners of the Lot. In the event of conflict among co owners, the power to vote shall be determined between the co-owners who must unanimously advise the CCEHA of who shall have the power to vote.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: The management of the CCEHA shall be managed by a Board of Directors. Only Members or their spouse may serve as a Director. The Directors shall be elected by a majority of the Voting Members present at the annual meeting of the membership, or a Special Meeting called by the President or the Board of Directors. Directors shall serve one (1) year terms, but may serve successive terms. In the event that there is a vacancy on the Board of Directors, the President or the remaining Directors may call a special meeting of the Members to fill the resulting vacancy for the remainder of the unexpired term or the vacancy shall be filled by appointment with a majority vote from the Board of Directors.

Section 2: The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer or a Secretary/Treasurer from the membership to serve annually until the next Board of Directors is elected.

Section 3. The Board of Directors has the complete management of the purposes and business of the CCEHA, and, subject to any restrictions imposed by law, the Articles of Incorporation, the Declarations of Restrictions and Covenants, and these Bylaws, and may exercise all of the powers of the corporation to the fullest extent allowed by law, including the following specific powers and duties:

- 1) Propose and submit a budget to operate the CCEHA to the Members for approval by two-thirds (2/3) of those members eligible to vote at that particular meeting.
- 2) Make, amend and submit any repeals of the By-Laws governing the CCEHA to the Members for approval by two-thirds (2/3) of those members eligible to vote at that particular meeting;
- 3) Propose amendments to the Articles of Incorporation to the Members for approval by two-thirds (2/3) of those members eligible to vote at that particular meeting;
- 4) Estimate the estimated Common Expenses at least 42 days before the beginning of each fiscal year, prepare a budget covering the estimated Common Expenses, propose the Annual Assessment Fee, levy the Annual Assessment Fee, fix the date of commencement and the amount of each Lot for each assessment period at least 30 days prior to the beginning of the year, and prepare and maintain a roster of the properties and Assessments, and provide written notices of the Annual Assessments to each Owner;
- 5) Bring action against any Owner who is more than 30 days delinquent in paying any assessment by filing suit or lien or both;
- 6) Levy specific assessments against a particular lot to cover the costs incurred in bringing any said lot into compliance with the terms of the Declaration of Covenants and Restrictions;
- 7) Appoint members to the Architectural Review Committee;
- 8) Enforce the covenants and restrictions by any proceeding at law against any person violating or attempting to violate any covenant or restriction, by injunction or for damages, and to bring an action against the property to enforce any covenant or restriction contained in the Declarations of Covenants and Restrictions;

- 9) Regulate the use, maintenance, repair, replacement and modification of Common Areas;
- 10) Provide for the indemnification of the Association's officers and Board and maintain Directors' and officers' liability insurance;
- 11) Direct the removal of vehicles (including but not limited to boats and trailers) improperly parked, or otherwise in violation of The Declaration of Covenants and Restrictions Section 7.10;
- 12) Cause to be kept a complete record of all its acts and corporate affairs, the records to include but not limited to a membership register, books of account and minutes of meetings of the Members and of the Board, and to present a statement thereof to the Members at the annual meeting of the Members, or at any regular or special meeting when such statement is requested in writing by one fourth (1/4) of the Members in Good Standing who are entitled to vote;

ARTICLE VII

OFFICERS

Section 1: The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, who shall be elected annually from the membership by the Board of Directors. The offices of Secretary and Treasurer may be combined in the same person.

Section 2: Individual officers shall have the authority needed and exercise the necessary responsibility for fulfilling respective responsibilities and duties. Each officer may delegate relevant duties and authorities to assistants and committees, but the responsibilities for fulfilling these duties remain theirs. The responsibilities of these top positions are serious and should be taken as such.

Section 3: The duties, responsibilities and authorities of the officers are as follows:

President – The President is the CCEHA's chief executive officer, with general management of the business of the CCEHA. The President's duties include the following: Preside at all meetings of the Board and General Membership; he shall have the general powers and duties of management usually vested in the office of president of a corporation, execute all authorized instruments, and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws; fostering positive attitudes and ongoing support from members; scheduling and preparing meeting agendas; community liaison between homeowners and civic leaders; signer of checks; establishing and overseeing committees; carrying out decisions of the executive board; assist in producing the neighborhood newsletter; act as an ex officio member of any committee.

Vice President – The Vice President shall assist the President with leadership duties as needed; facilitate and obtain quotes for special projects and verify licenses and insurance; endorse checks; assist in producing the neighborhood newsletter; in the absence or disability of the President, perform the duties of the president, and exercise the President’s powers, including the President’s unavailability due to illness, business trips, vacations and other scheduling conflicts. and shall perform such other duties as may be required by the Board or the President.

Secretary – The Secretary shall maintain CCEHA’s official records, including recording the votes of and maintaining records of official meetings and distributing meeting minutes; give, or cause to be given notice of all meetings, and all notices required, endorse checks; assist in producing the neighborhood newsletter; endorse checks; maintain current list of all members and their addresses, and shall perform such other duties as may be required by the Board or the President.

Treasurer – The Treasurer shall have the custody of all funds, evidence of indebtedness, and other valuable documents of the corporation. The Treasurer shall be responsible for maintaining accurate records of the CCEHA’s financial records and business transactions, collecting its dues and other income; depositing in appropriate bank accounts all monies of the Association and disbursing such funds as directed by resolution of the Board; whenever required by the President or the Board, give a statement of the accounts; ensure that necessary tax documents are prepared and filed—if someone other than an accountant holds this position, it may be necessary to hire an outside accountant. Preparing and filing necessary tax documents; preparing the proposed annual budget and a statement of income and expenditures to the Board required by The Declarations of Covenants and Restrictions; assist in producing the neighborhood newsletter.

Section 4: Only one member of a household may serve as an officer for any given term.

Section 5: No Board Member or Committee Member shall receive compensation for any service he may render to the Association in his capacity as such. However, any Board Member or Committee Member may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6: Any officer may resign at any time by giving written notice to the other officers. Officers can be removed from office and committees by a majority vote of the Board of Directors or by members present at any properly noticed membership meeting. Causes for removal include, but are not limited to, illegal activities, violations of civil and ethics codes, and breaches of the Declarations of Covenants and Restrictions, and violations of the By-Laws. Officers should be encouraged to meet their obligations first, asked to resign as a second step, and removed as a last resort. Due process shall always be provided to all members.

Section 7: Vacancies in any office shall be filled by a majority vote of the Board of Directors. The vacancies can be filled by candidates announcing their desire to fill the

positions. In lieu of volunteers, the officers can fill vacancies by recruitment. Because the purpose is to ensure continued operation of the organization and smooth transfer of power, every effort shall be made to fill vacancies quickly and amicably.

ARTICLE VIII

ASSOCIATION RULES; ENFORCEMENT

Section 1: The right to vote is subject to the payment of annual dues (annual assessments), special assessments, and specific assessments levied by the CCEHA, and that the Lot or Member is not otherwise in violation of the Declaration of Covenants and Regulations.

Section 2: Except for the obligation to pay annual assessments, in event that a member is in default of any other obligation imposed by the Articles of Incorporation, the Declaration of Covenants and Restrictions, and these By-Laws, the Association shall not take legal action prior to following procedural safeguards:

- a) A written statement of the alleged violations shall be provided to any Member against whom such violations are alleged, the action required to abate the violation, and specifying the date on which correction shall be made.
- b) The Member against whom such violations are alleged shall have the right to request a hearing by serving a written request for hearing on the President or Vice-President of the Association, by personal service or certified mail, return receipt requested, within seven (7) days after receipt of notification of written statement of the alleged violations. If no hearing is requested within the seven (7) day period, the Board may take legal action;
- c) The Board shall set a hearing and give the Member written notification of hearing at least seven (7) days not more than twenty (20) days prior to the hearing;
- d) The Board of Directors shall hear the charges and evaluate the evidence of the alleged violation. The CCEHA shall indemnify hold harmless, and defend every Board member against all damages and expenses, including but not limited to attorneys fees reasonably incurred by the Board member in connection with any action, suit, or other proceeding to which he or she may be a party. The Board members shall not be liable if he or she acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interest of the CCEHA, nor reasonably believed such contact to be unlawful as stated in Article 5.2 of The Covenant and Restrictions;

- e) At the hearing, the Member so charged shall have the right to present oral and written evidence and to confront and cross-examine adverse witnesses;
- f) The Board shall deliver to the Member so charged, within seven (7) days after the hearing, a written decision which specifies action to be taken by the CCEHA, if any, and reasons thereof;
- g) In the event the Member corrects an alleged violation prior to the hearing date, the Board shall discontinue the proceedings;
- h) Once the Member corrects an alleged violation, any action of the Board may be rescinded at the discretion of the Board;

ARTICLE IX

MEETINGS OF MEMBERS

Section 1: All meetings of Members shall typically be held at the Norco Civic Association Hall at 555 Goodhope Street in Norco, Louisiana, or at any other place located in St. Charles Parish as specified in the notice of the meeting.

Section 2: Regular meetings of Members shall be held at least once a year. Special meetings may be called at the discretion of the Board.

Section 3: Special meetings of the Members shall be promptly called by the Board upon either (i) the vote for such a meeting by a majority of the Board or, (ii) the receipt of a written request thereof signed by Members in good standing representing at least five percent (5%) of the total Lots subject to the Declarations of Covenants and Restrictions.. Business transacted at any special meeting shall be confined to the purpose stated in the notice thereof.

Section 4: Notice of membership meetings shall be given by the Board to each Member either by flyer, sign on Common Areas, email, the Association's website or by first class mail, postage prepaid, to Member's address appearing on the books of the Association.. All such notices shall be distributed or sent to each Member not less than ten (10) but not more than twenty (20) days before each meeting.

Section 5: Meetings will generally have three (3) parts: (1) Programs of guest speakers, (2) general business, (3) and relevant discussions. The meetings will attempt to be conducted in accordance with Robert's Rule of Order.

Section 6: Regular meetings of the Board of Directors shall be at least, quarterly or more frequent if determined necessary by the board at such place and hour agreed on by a majority of the Board.

Section 7: Special meetings of the Board shall be held when called by the President, or by any director, after not less than three (3) days notice to each director.

Section 8: Meetings of the Board of Directors may be conducted by telephone, or by written unanimous consent.

ARTICLE X

ELECTION OF DIRECTORS AND DIRECTORS OF THE ASSOCIATION

Section 1: The Board of Directors of the CCEHA shall be chosen by a majority of members eligible to vote present at the annual meeting of the membership or any special meeting called for that purpose.

Section 2, The Officers of the CCEHA shall be chosen by a majority of the Board of Directors from nominations endorsed by a majority of the members eligible to vote present at the annual meeting of the membership

Section 3: Candidates for the Board of Directors or any office shall give notice to any current board member or the Webmaster of the CCEHA's website. Notice to Members of the election meeting shall include the names of those who are nominees at the time the notice is distributed or sent. Nominations may also be made by Members from the floor at the election meeting. All candidates shall have a reasonable opportunity to communicate their qualifications to Members and to solicit votes.

Section 4: Election to the Board may be held by a secret written ballot. The nominees receiving the largest number of votes shall be elected to the Board of Directors.

ARTICLE XI

COMMITTEES

Section 1: CCEHA shall establish committees to ensure achievement of the neighborhood's mission. Committees are authorized under these bylaws or The Declaration of Covenants and Restrictions.

Section 2: Ad hoc committees are special committees that may be established by the Board as needed for specific objectives. The specific objectives and durations of ad hoc committees should be defined.

Section 3: Each committee will operate within these bylaws and The Declaration of Covenants and Restrictions. Because committees are CCEHA's primary means of accomplishing its missions and involving more people in its activities, participation in committees is strongly encouraged.

Section 4: The committee chairs and members can be appointed by the President and approved by a majority of the Board.

ARTICLE XII

BOOKS, RECORDS AND FINANCE

Section 1: The original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, the membership register, books of account and minutes of meetings of the Members, the Board and committees of the Board shall be made available for inspection and copying by any Member of the Association, or by his duly-appointed representative and by all first Mortgagees, at any reasonable time and for a purpose reasonably related to his interest as a Member or as a first Mortgagee, whatever the case may be. The Board shall establish reasonable rules with respect to:

- (a) notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) hours and days of the week when such an inspection may be made; and
- (c) and payment of the cost of reproducing copies of documents requested by a Member.

Section 2: Every Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association. The right of inspection by a Board Member shall include the right, at his expense, to make extracts and copies of documents.

Section 3: As a part of the adoption of the regular budget the Board shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the replacement of improvements to the Common Elements and those Limited Common Elements that it is obligated to maintain, based upon the project's age, remaining life and the quantity and replacement cost of major Common Element improvements.

Section 4: The Board shall have the right to choose the bank of their choice to be the Association's sole financial institution.

Section 5: The Board shall procure and maintain adequate liability and hazard insurance on property owned by the Association and to adjust the amount, collect and use any insurance proceeds to repair damage or replace lost property; to assess all owners in proportionate amount to cover any deficiencies

Section 6: To procure and maintain adequate directors and officers liability coverage to protect against dishonest acts by officers, volunteers and other employees of the association having fiscal responsibilities and all others who are responsible for handling funds of the Association. Only a Board Member is authorized to file an insurance claim.

Section 7: The Board's powers and duties hereinabove enumerated shall be limited in that the Board shall not have the authority to acquire and pay for any structural alterations, capital additions to, or capital improvements of the common areas (other than for purposes of replacing or repairing portions of the common areas) requiring any expenditure in excess of eight thousand dollars (\$8,000) (exclusive of any insurance proceeds applied to such alterations, additions, improvements or repair of damages) without in each case the prior approval of the members entitled to cast a majority of votes of a special election for such purpose in the Association)

In the case of expenditures of insurance proceeds, a minimum of three (3) bids should be obtained for repair or replacement of damaged association property. A special assessment may be assessed of owners for any shortfall.

ARTICLE XIII

MISCELLANEOUS

Section 1: The Association has beautified the entrance to its community with trees, shrubs, ground covers, and flowers, and it encourages property owners to beautify their properties with landscaping and flowerbeds. Owners are asked to keep grass mowed and lots free of trash as to keep up property values.

Section 2: For emphasis, Article 7.10 of The Declaration of Covenants and Restrictions, states parking of any boat, trailer or recreational vehicle is prohibited on any lawn in the subdivision as well as in the front or side of a house. All such items shall not be visible from the street and shall be kept in an enclosed garage, or screened by approved fencing or landscaping.

Section 3: In supplement to Article 7.19 of The Declaration of Covenants and Restrictions a temporary mail box will be permitted upon setting up residence. The sole approved mailbox shall be erected within sixty (60) days upon setting up residence.

Approved mailboxes can be purchased at First Impressions in Raceland by calling 1-800-790-4007, as well at various retail businesses and online, as long as the mailbox is the Imperial brand with the box style 1, number plate 3 and post 3. An example of one internet site is www.californiamailboxes.com.

ARTICLE XIV

AMENDMENTS

Section 1: These Bylaws may be amended by the Board of Directors or by the members at the annual meeting or any other meeting called for this purpose. Passage of amendments requires a two-thirds (2/3) of the members eligible to vote present, including those voting by proxy at such meeting. Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall become effective upon adjournment of the meeting at which it is adopted.

ARTICLE XV

IMPLEMENTATION

Section 1: These Bylaws are adopted by a vote of the majority of the Board of Directors. Once adopted the Bylaws shall apply until amended, revised or rescinded. In case of a conflict between The Declaration of Covenants and Restrictions and the bylaws, The Declaration of Covenants and Restrictions shall govern. Wherever the context of these Bylaws so requires, the singular shall include the plural, and the masculine shall include the feminine.

THUS DONE AND ADOPTED BY THE BOARD OF DIRECTORS OF THE
COUNTRY COTTAGE HOMEOWNERS' ASSOCIATION, INC., this ____ day of
_____, 2008, at _____, Louisiana.

DIRECTOR

DIRECTOR

DIRECTOR

CERTIFICATION

I, the undersigned, being the the duly elected and acting Secretary of County Cottage Estates Homeowners Association, Inc., hereby certify that the foregoing constitute the original Bylaws of said Association as duly adopted at a meeting of the Board of Directors thereof held on the _____ day of _____, 2008.

SECRETARY
Country Cottage Estates Homeowners Association

(SEAL)