

**BY-LAWS**  
**OF**  
**ARABELLA RESIDENTIAL**  
**HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE I**

**DEFINITIONS**

- 1.1 Unless the context shall clearly indicate some other meaning, all words and terms used in these BY-LAWS which are defined in the Declaration of Covenants and Restrictions for Arabella Residential recorded in the office of the Registrar of Conveyances for the parish of New Orleans, State of Louisiana, shall for all purposes of these BY-LAWS have the respective meanings given them in said Declaration.

**ARTICLE II**

**MEMBERS (LOT OWNERS)**

- 2.1 As provided in the Articles of Incorporation (the "Articles") of the Arabella Residential Homeowner's Association, Inc. (the "Association") each Lot Owner shall be a class "A" member of the Association and the developer, Arabella Residential, A Louisiana Limited Liability Company, shall be a class "B" member of the association.
- 2.2 The membership in the Association of each Lot Owner shall automatically terminate when he ceases to be a Lot Owner and upon the conveyance, transfer or other disposition of a Lot Owner's ownership in the Property, said Lot Owner's membership in the Association shall automatically be transferred to the new Lot Owner succeeding to such ownership interest.
- 2.3 There shall be one person per lot entitled to vote at any meeting of the Lot Owners. Such person shall be known (and hereinafter referred to) as a "Voting Member". Such Voting Member may be the Owner or one of all the Owners of Lot Ownership, or may be some person designated by such Owner or Owners to act as proxy on his or their behalf and who need not be an Owner. Such designation shall be made in writing to the Board and shall be revocable at any time by actual notice to the Board of the death or judicially declared incompetence of any designator, or by written notice to the Board of the Owner or Owners. Any or all such Owners may be present or represented by proxy at any meeting of the Voting Members and (those constituting a group action as they among themselves determine) may vote or take any other action as Voting Member either in person or by proxy, but in not event shall more than one (1) vote be cast with respect to any one lot.
- 2.4 Meeting of the Voting Members shall be held at the registered office of the Association or at such other place as may be designated in any notice of a meeting. The presence in person or by proxy at any meeting of the Voting Members having a majority of the total votes shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the voting members at which a quorum is present upon the affirmative vote of the Voting Members having a majority of the total present at such meeting.

- 2.4(A) The Initial Meeting of the Voting Members shall be held on March 14, 2002. In each succeeding year after the year in which the initial meeting is held, there shall be an Annual Meeting of the Voting Members on the second Monday in January, or within thirty (30) days thereafter, and written notice of the date, time and place of each Annual Meeting shall be mailed or delivered to the Voting Members not less than ten (10) days prior to the date fixed for said meeting.
- 2.5 Special Meetings of the Voting Members may be called at any time for the purpose of considering matters which, by the terms of the Covenants and Restrictions require the approval of all or some of the Voting Members, or for any other reasonable purpose. Said meeting shall be called by written notice, authorized by a majority of the Board, or by the Voting Members having one-fourth (1/4) of the total votes, and delivered not less than ten (10) days or, in the case of a meeting called to fill a vacancy on the Board, five (5) days prior to the date fixed for said meeting. The notices shall specify the date, time, and place of the meeting and the matters to be considered.
- 2.6 Notices of meeting required to be given herein may be delivered personally or by mail to the persons entitled to vote at such meetings, addressed to each such person at the address given by him to the Board for the purpose of service of such notice, or to the address of the lot with respect to such voting right appertains, if no address has been given to the Board.

### ARTICLE III

#### BOARD OF DIRECTORS

- 3.1 The operation, maintenance, repair and administration of the Properties shall be vested in and exercised by a Board of Directors (the "Board") consisting of not less than three (3) nor more than seven (7) persons who shall be elected in the manner hereinafter provided. Each member of the Board shall be a Lot Owner; provided, however, that in the event a Lot Owner is a corporation, partnership, trust or other legal entity other than a natural person or persons, then any officer or director of such corporation, partner of such partnership, trustee of such trust, or manager of such other legal entity, shall be eligible to serve as a member of the Board.
- 3.2 At the initial meeting, the voting members shall elect a board to consist of not less than three (3) nor more than seven (7) persons to replace the initial Board provided for in the Articles. Subject to such limitations, if any, as may be set forth in the Articles, in all elections for members of the board, each Voting Member shall be entitled to vote. The candidate(s) who shall receive the highest number of all the votes cast at said meeting or any election for such office(s) shall be declared elected. A majority of the total number of members on the Board shall constitute a quorum at the first Annual Meeting, and at each successive Annual Meeting thereafter, Members of the Board shall be elected for a term of one (1) year. The Voting Members having at least seventy percent (70%) of the total votes may from time to time increase or decrease such number of persons on the Board or may increase the term of office of Board Members at any Annual or Special Meeting, provided that such number shall be not less than three (3), and that the terms of at least one-third (1/3) of the persons on the Board shall expire annually. Members of the Board shall receive no compensation for their services unless expressly authorized by the Board and approved by one hundred percent (100%) of the Voting Members. Any vacancy occurring on the Board as selected by the Voting Members, by death, resignation, or otherwise, shall be filled by election for the unexpired term, at a Special Meeting of the Board to be called upon five (5) days written notice. Should the number of Directors be reduced below three (3), by virtue of death, resignation, and sale of property or otherwise, the remaining Director(s) so elected shall expire on the date of the next Special Meeting called for the purpose of filling vacancies on the Board. Except as otherwise provided in these By-Laws, the Board shall manage the Property and the Board shall act by majority vote of those present at its meetings when a quorum, which is a

majority of the directors in person by proxy, exists. Meetings of the Board may be called, held and conducted in accordance with such regulations as the Board may adopt.

- 3.3 The Board shall elect from among its Members a President who shall preside over both its meeting and those of the Voting Members and who shall be the Chief Executive Officer of the Board, a Vice-President who, in the absence or inability of the President, shall perform the duties and exercise the powers of the President, a Secretary who shall keep the minutes of all meetings of the Board and of the Voting Members and who shall, in general, perform all the duties incident to the office of Secretary, and a Treasurer to keep the financial records and books of account, and such additional offices as the Board shall see fit to elect. One person may hold any two (2) offices, except the offices of President and Vice President and the offices of President and Secretary. The Board may elect an Assistant Secretary and/or an Assistant Treasurer who need not be members of Board to hold office for such a period, have such authority and perform such duties as the Board may determine and shall be subject to removal at the pleasure of the Board.
- 3.4 Any Board member may be removed from office by the affirmative vote of the Voting Members having at least seventy percent (70%) of the total votes, at any Special Meeting called for the purpose. A Successor to fill the unexpired term of a Board Member removed may be elected by the Voting Members at the same meeting or any subsequent meeting called for that purpose.
- 3.5 All agreements, contracts, deeds, leases, vouchers for payment of expenditures and other instruments shall be signed by such officer, or agent, of the Board and in such manner as from time to time shall be determined by written resolution of the Board. In the absence of such determination by the Board, such documents shall be signed by the President or any Vice-President and countersigned by the Secretary or any Assistant Secretary of the Board.

#### ARTICLE IV

#### INDEMNIFICATION

- 4.1 Every Director and every Officer of the association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance in his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

The foregoing BY-LAWS were duly adopted at a meeting of the members of the Association this 18<sup>th</sup> day of April, 2002.

  
Gerald Conrad, Secretary

