

BY-LAWS OF BENT TREE ESTATES CIVIC ASSOCIATION, INC.

ARTICLE I Name and Registered Address

This corporation shall be known as BENT TREE ESTATES CIVIC ASSOCIATION, INC. (the "Association"). The Association desires to avail itself of the provisions of Louisiana Revised Statutes 12:201 through 269 and the Acts amendatory thereto, and the undersigned do hereby organize and form a non-profit corporation in pursuance of said laws and in accordance with the following Articles of Incorporation. The principal office of the Association shall be located at 2761 Foliage Drive, Marrero, Louisiana 70072, but meetings of the members, officers, or directors may be held at such a place as may be designated by the Board of Directors.

Notwithstanding any other provision of these by-laws, the Association shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE II Membership, Voting Rights, Dues & Fiscal Year

There shall be two classes of membership in the Association, as described below:

REGULAR MEMBERSHIP shall include property owners and residents of all single-family homes and commercial properties in the area bounded by Long Branch Drive on the North, Bark Lane on the East, Pritchard Road on the South, and Sprig Drive on the West. This class of membership shall have voting rights and power of one vote per adult (over 18 years of age) per municipal address provided payment of required annual dues mentioned below is current on the books and records of the Association at the time such vote is taken.

ASSOCIATE MEMBERSHIP shall be open to all other persons or entities that have applied for said Associate Membership and who have been approved by the Board of Directors of the Association in its sole discretion. This class of membership shall have no voting rights or powers.

Membership in the Association shall be available without regard to sex, race, color, creed, national origin, sexual orientation or physical ability.

The membership of any member, regular or associate, may be terminated for misconduct or violation of any of the provisions of the Articles of Incorporation or By-Laws by a majority vote of Board of Directors, and ratification of a majority of members present and voting at any regular, or special, meeting of the Association.

Dues for Regular Membership shall be \$20 per year, due and payable not later than November 1st each calendar year. Dues for Associate Membership shall be \$25 per year, due and payable not later than November 1st each calendar year. The amount of required dues may be set or amended by a majority vote of the Board of Directors, in its sole discretion, from time to time.

ARTICLE III Meetings

Meetings of the general membership may be scheduled by the President or by a majority of the Board of Directors, no less often than once each calendar quarter. Elections of members to serve as officers shall be held in the last calendar quarter of odd numbered years.

Meetings of the Board of Directors may be scheduled by the President or by a majority of the Board of Directors, no less often than once each calendar quarter.

Special meetings of the general membership may be called at any time by the President or by the Board of Directors, or upon written request of at least ten regular members.

Written notice of any meetings of the general membership shall be given by, or at the direction of, the Corresponding Secretary or other person authorized by the President to call the meeting, by mailing a copy of such notice, either postage prepaid or electronically, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's 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, date and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

The presence at the meeting of members entitled to cast, in person or by proxy, a simple majority of the total votes of all members at the time of the meeting 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.

At all meetings of the membership, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Corresponding Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his vote.

At all meetings of the general membership, those members present in person or by proxy may vote in the manner set forth in the agenda and a simple majority shall be required on any action unless otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws.

Robert's Rules of Order shall govern the conduct of all meetings of the Association. In general, the order of business at a regular meeting shall be as follows:

- Call to order
- Presentation and reading of the minutes of the previous meeting
- Presentation of reports from the Treasurer and the Standing Committees
- Unfinished business
- Business as listed on the agenda
- Call for new business
- Adjournment