

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34

By-Laws of Stanwick Place Homeowners Association

Reviewed and Revised Sep 11,2013

These By-Laws are intended to promote efficiency, ensure consistency, preserve unity and provide direction to our Association. The Board of Directors shall have the exclusive power to make, amend and repeal By-Laws to govern this corporation, provided such action is in accord with and does not conflict with the ARTICLES OF INCORPORATION OF STANWICK PLACE HOMEOWNERS ASSOCIATION or with the ACT OF RESTRICTIONS FOR STANWICK PLACE SUBDIVISION ¹.

Article I. Name

Stanwick Place Homeowners Association, Inc. is a non-profit corporation² organized under Louisiana Revised Statutes 12:201et seq³ and Revised Statutes 9:1141.1 et seq. We operate on a calendar year basis : Jan 1 – Dec 31.

Article II. Purpose⁴

- i) create a residential community having a uniform plan of development for the purpose of protecting the value and desirability of the Property
- iii) protect the Owners of Lots against improper use of surrounding Lots as will depreciate the value of their property
- (iii) Enforce all covenants and restrictions contained in the Act of Restrictions for Stanwick Place Subdivision
- (iv) Serve and represent the Owners in any public matter or public hearing affecting Stanwick Place Subdivision,
- (v) Provide maintenance of the Stanwick Place Subdivision entrance and sign, and any other areas or items so approved by the Association, and
- (vi) Act in any other capacity or matter in which the Owners of lots in Stanwick Place Subdivision determine in accordance with the Articles of Incorporation of Stanwick Place Homeowners Association and the Act of Restrictions For Stanwick Place Subdivision

Article III. Boundaries⁵

39 lots or parcels of ground, together with all improvements thereon, and all of the components thereof, situated in the Parish of East Baton Rouge, State of Louisiana, in that subdivision known as Stanwick Place located in Section 70, T-8-S, R-I-E, Greensburg Land District, East Baton Rouge Parish, Louisiana.

35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71

Article IV. Membership⁶

Each owner of a lot in Stanwick Place Subdivision shall be a member of the corporation. The vote for any Lot owned by multiple parties shall be exercised as the members of the Owner thereof among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Article V. Dues

Section 1: Each member of this corporation is required to pay dues, annual assessments and special assessments in accordance with the provisions of the Restrictions ⁷.

Section 2: The assessments and/or dues shall be established by an affirmative vote of a majority of the votes of Owners, in person or by proxy, at a duly called meeting of the Owners at which a quorum is present ⁸. A quorum shall be 51% of the owners, however, If a quorum is not present at a duly called meeting, the Board of Directors of the Association shall select a new date for the meeting and notice shall be given. At the second designated meeting, business may be conducted by the Owners there present, which shall constitute a quorum.

Section 3: Membership dues, annual assessments and special assessments shall be used to carry out objectives and purposes of the corporation as provided for by the Act of Restrictions ⁹

Section 4: Payment of Dues: Any dues or assessment not paid within thirty (30) days of the due date shall bear interest from the due date at the rate of ten percent (10%) per annum. The Association may sue the Owner to pay the same or record and/or foreclose the lien against the defaulting Owner's Lot. In such a case, such Owner shall be responsible for twenty percent (20%) attorney's fees and all costs of court or recording and cancellation charges¹⁰.

Section 5: Expenditure of funds- Routine expenditures allowed to be made by the board are those included in the budget approved at the annual general meeting plus an allowance not to exceed one-half of that amount for unforeseen expenses. Expenses in excess of this amount must be approved as outlined in Article VI - Section 6 of these Bylaws¹¹.

Article VI. Meetings¹²

Section 1: At least one general membership meeting shall be held each year. This meeting shall take place at a location, date and time designated by the Board of Directors.

Section 2: Special meetings may be called by the Board, or by any ten (10) members following application to, and with approval of the Board.

Section 3: Written notice of any meeting called for the purpose of taking any action, including establishing or changing assessments or dues, shall be sent to all Owners not less than 15 days nor more than 30 days in advance of the meeting and at least 2 days prior to each special meeting ¹³.

Section 4: No business transacted at a members meeting shall be valid unless a quorum is present.

Section 5: The presence in person or by proxy of a majority of the voting members (51%) shall constitute a quorum ¹⁴, however, If a quorum is not present at a duly called meeting, the Board of Directors of the Association shall select a new date for the meeting and notice shall be given for the same in the same

72 method set forth above in Section 3. At the second designated meeting, business may be conducted by
73 the Owners there present, which shall constitute a quorum.

74 Section 6: Dues and assessments and other business can be established and adopted by a vote of 51%
75 of all votes present at a meeting duly called at which a quorum is present ¹⁵.

76 Section 7: Meetings may be held at any place within East Baton Rouge Parish.

77 Section 8: Notification of a members' meeting shall be mailed or delivered to each member at the address
78 listed with the Secretary. Such notice shall be mailed or delivered at least fifteen (15) days prior to each
79 annual meeting and at least two (2) days prior to each special meeting.

80

81 **Article VII: Voting**

82 Section 1: A member shall have the right to cast his vote either in person, or by mail or delivered ballot or
83 by proxy, duly authorized in writing, signed by the member and filed with the secretary at or before the
84 meeting. Only members may act as proxies and no member may act as proxy for more than three
85 members at any meeting of the members ¹⁶.

86 Section 2: Prior to September 17, 2018, the Articles of Incorporation and the Act of Restrictions may only
87 be amended by affirmative vote at a duly called meeting, at which a quorum is present, of owners of 75%
88 of all lots subject to the Restrictions. After September 17, 2018, they may be amended by affirmative vote
89 at a duly called meeting, at which a quorum is present, of owners of a majority of the lots subject to the
90 Restrictions ¹⁷.

91 **Article VIII. Board of Directors**

92 Section 1: The direction and administration of this corporation shall be vested in the Board of Directors ¹⁸

93 Section 2: The Board of Directors (Officers) shall be elected by the members of the Association at a
94 general membership meeting fixed by the board ¹⁹

95 Section 3: The Association shall elect from their membership a President, a Vice-President, a Secretary,
96 a Treasurer and such other officers as the Board of Directors may from time to time establish and deem
97 to be necessary. ²⁰

98 Section 4: The number of members serving on the Board of Directors shall be five (5). ²¹

99 Section 5: Vacancies in the Board, whether by death, resignation or otherwise, shall be filled by an
100 election for the unexpired term by the Board of Directors. ²²

101 Section 6: Board of Directors Responsibilities: The Board of Directors shall manage the day-to-day
102 operations of the association. The Board of Directors is responsible for setting the agenda of the
103 regularly scheduled meetings, arranging the annual meeting, establishing committees and appointing
104 committee chairs. They also make a recommendation to the membership at the annual meeting as to the
105 proposed annual budget and amount of yearly dues. ²³

106 Section 7: Board of Directors Meetings: Board members will meet at least quarterly at a convenient
107 location, date and time designated by the President in consultation with other Board Members ²⁴

108 Section 8: Quorum & Voting: There must be at least 3 of the Board of Directors members present in
109 order for the Board of Directors to conduct any business²⁵. Affirmative vote of 3 of those present is
110 necessary for passage of any motion or amendment.

111 Section 9: Any one or more offices may be held by the same person, except that the offices of the
112 President and Secretary may not be held by the same person²⁶.

113

114

115

Article IX: Officers Duties²⁷

116 **No officer or individual member has the authority to bind the association or the Board of Directors**
117 **in dealings with third parties unless the Board has provided express written authority.**

118 Section 1: President: The President shall be the principal executive officer of the Association and shall
119 generally supervise the business and affairs of the Association. He/She shall preside over all Board of
120 Directors meetings and shall be considered a non-voting, voluntary member of all other standing and ad-
121 hoc committees. He/She presides over the annual and regularly scheduled meetings of the Association,
122 closely adhering to the order of business format. The President may represent the Association at other
123 meetings in the community as needed.

124 Section 2: Vice President: The Vice President shall assist the President when necessary, by attending
125 committee meetings or other community meetings on behalf of the association. The Vice President
126 performs the duties of the President in the event the President is unable to fulfill his/her responsibilities.
127 He/She presides over meetings if the President is unable to attend. The Vice President is responsible for
128 always having a copy of the most up to date by-laws and any other Association policies and procedures
129 at all meetings and to clarify questions about these documents if they arise. The Vice President may also
130 be called upon to assist the other officers in their duties and is to be responsible for auditing the bank
131 statements, check register and associated documentation.

132 Section 3: Secretary: The Secretary shall keep the minutes of all regularly scheduled meetings as well
133 as all Board of Directors meetings. With input from the Treasurer and other officers, the Secretary
134 maintains a list of owners and sends notice of meetings and provides copies of minutes to the
135 membership. The Secretary shall also be responsible for keeping accurate records of all Association
136 business, including but not limited to, all minutes, meeting notices, correspondence, copies of up to date
137 by-laws, articles of incorporation paperwork, copies of all newsletters and any other historical document
138 that pertains to the ongoing business of the association. He/She will be responsible for maintaining the
139 Stanwick Place Web Site and "Calling Post" notification list. The Secretary will pass this information on to
140 the next Secretary at the end of his/her term.

141 Section 4: Treasurer: The Treasurer shall be responsible for all funds of the Association, and is to
142 develop a proposed annual budget to implement the provisions of Article V Section 5. Dues, annual
143 assessments and special assessments shall be collected by the Treasurer²⁸ and he/she will advise the
144 Secretary of changes noted in addresses of members. The Treasurer is responsible for preparing dues,
145 forms mailing and collection of dues and monies due and payable to the Association from any source and
146 shall timely deposit all monies in the name of the Association in the financial institution selected by the
147 Board of Directors. The Treasurer should not maintain any personal accounts in the bank utilized by the
148 Association. The Treasurer will prepare accurate and timely financial reports to be presented to all

149 members at every regularly scheduled membership meeting and Board of Directors meetings, and is
150 responsible for preparation of the Final Annual Report to be filed with the corresponding calendar year
151 documents. The Treasurer is responsible for assuring all bank statements and other Association financial
152 records are kept neatly filed and safe. The Treasurer is accountable for all expenditures of the
153 Association and must keep good records, including receipts, to back up every transaction. All invoices
154 and checks are to be attached to the appropriate financial report as recorded in the meeting minutes. Two
155 signatures shall sign each check of the association. Treasurer shall prepare the check for signatures,
156 and two other officers will sign the checks. The Treasurer shall sign checks as a last resort.

157 Section 5: Registered Agent: The Registered Agent is responsible for legal and tax documents on behalf
158 of Stanwick Place Subdivision. This includes receipt and response of process (lawsuits), notices from
159 State and Federal Regulatory Agencies and other such correspondence. The Registered Agent is
160 responsible for annual filing of Federal and State forms, and the Domestic Annual Corporation Report
161 with the Louisiana Secretary of State. The Registered Agent is the legal liaison for Stanwick Place
162 Homeowners Association and is the interface between the Board and our attorney. The originals of all
163 documents received or prepared will be forwarded to the President for review prior to execution. Originals
164 of all documents received or executed by the Registered Agent will be forwarded to the Secretary for
165 filing.

166

167 **²⁹Article X: Committees**

168 Section 1: The Architectural Control Committee of Stanwick Place Subdivision is established to carry out
169 the general plan of development and improvement of the Property, to implement the plan of subdivision
170 for the Property and to maintain a high standard of construction and appearance for the benefit of the
171 Owners of Lots ³⁰. The Committee shall consist of three (3) members who shall be elected annually, when
172 and how decided by the Owners by an affirmative vote of a majority of all the Owners ³¹. Vacancies in the
173 Board, whether by death, resignation or otherwise, shall be filled by an election for the unexpired term by
174 the Board of Directors. The decisions of the committee shall be in their sole discretion and shall be final,
175 binding and non-appealable. All decisions of the Committee are to be reported to the Board prior to
176 implementation.

177 Section 2: The Board is responsible for establishing other committees and appointing committee chairs.
178 Other committees may be appointed by the Board on an as-needed basis.

179

180

181

182 By-laws approved: Date 09/11/2013



183 Signature of Secretary:

184

¹ ARTICLES OF INCORPORATION OF PLACE HOMEOWNERS ASSOCIATION (ARTINC) Article 10, Louisiana Revised Statutes 12:222

² (ARTINC) Article 3

³ (ARTINC) Article 1

⁴ (ARTINC) Article 3; ACT OF RESTRICTIONS FOR STANWICK PLACE SUBDIVISION (ACRES) 2.1,5.3

⁵ (ACRES) paragraph 2

⁶ (ACRES) 5.2

⁷ (ARTINC) Article 8

⁸ (ACRES) 6.3, Louisiana Revised Statutes 12:231(1)

⁹ (ACRES) 6.2

¹⁰ (ACRES) 6.6

¹¹ (ACRES) 6.2, (ARTINC) Article 8(c)

¹² (ARTINC) Article 9

¹³ (ACRES) 6.3, (ARTINC) Article 9

¹⁴ Louisiana Revised Statutes 12:231(1)

¹⁵ (ACRES) 6.4

¹⁶ Louisiana Revised Statutes 12:232 C (1) & 12:231(1)

¹⁷ (ARTINC) Article 11, (ACRES) 7.4

¹⁸ (ARTINC) Article 7

¹⁹ (ARTINC) Article 7(e), (ACRES) 5-3 A

²⁰ (ARTINC) 7 (c) (e), (ACRES) 5-3

²¹ (ARTINC) 7 (d) Number set at 5 to avoid tie votes

²² (ARTINC) 7 (e)

²³ (ARTINC) 7 (f) fixed by by-laws

²⁴ (ARTINC) 7 (g) fixed by by-laws

²⁵ (ARTINC) 7 (g), (h) fixed by by-laws

²⁶ (ARTINC) 7(c)

²⁷ (ARTINC) 7 (f) fixed by by-laws

²⁸ (ARTINC) Article 8 (a)

²⁹ (ACRES) 3.6

³⁰ (ACRES) 3.1

³¹ (ACRES) 3.1, 3.2