

AMENDED AND RESTATED BY-LAWS
of
THE RIVERBEND HOMEOWNERS ASSOCIATION OF BATON ROUGE, INC.
and
RIVERBEND SUBDIVISION SOCIAL CLUB, INC.

ARTICLE I - PURPOSE

The purpose of these organizations is as set forth in Article III of the Articles of Incorporation for the Riverbend Homeowners Association of Baton Rouge, Inc. (“Association”) and Riverbend Subdivision Social Club, Inc. (“Social Club”) as to otherwise engage in any lawful activity not prohibited for tax-exempt, non-profit corporations, in particular those activities which shall ensure the sponsoring, organizing, and conducting a homeowners’ association and social club for residents of the subdivision.

ARTICLE II - AREA

The area served by these organizations shall be the area included in the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of Riverbend Subdivision (collectively “Riverbend Subdivision”) as shown on the respective maps for those filings recorded in the public records of East Baton Rouge Parish, Louisiana.

ARTICLE III - MEMBERSHIP

Membership shall be on a calendar year basis. Membership shall be limited to the owners of the parcels in Riverbend Subdivision. The owners of a parcel shall collectively hold the membership for the parcel. Each membership shall be entitled to one vote. The owners of each membership shall designate an individual to vote.

ARTICLE IV - VOTING

Each membership which has paid the membership dues for the parcel for the calendar year and all past due amounts retroactive to the effective date of these bylaws before or at the semi-annual meeting shall be entitled to vote as set for in Article III. A membership may file a written proxy with the Secretary before the meeting or at the beginning of the meeting at which said proxy will be used.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of the Association shall include the officers of the Association. The Board of Directors of the Social Club shall be the Board of Directors of the Association who have paid their dues to be members of the Social Club. The directors shall serve two-year terms, with the term of office to begin at the first regular meeting of the Board of Directors following the first semi-annual meeting in an even numbered year and to end upon the commencement of the next term of directors. The Board of Directors shall consist of at least four and not more than 11 directors. The number of directors shall be set by the Board. Board

members will be elected at the first meeting of the calendar year of the general membership as authorized by Article VII.

ARTICLE VI - OFFICERS

The current President shall preside over the Semi-Annual membership meeting at which the Board of Directors shall be elected. Upon election of a President, the prior President shall serve in the capacity as Past President.

The officers and duties shall be as follows:

President - Preside at all meetings, including the Board of Directors meetings where the President shall be considered the chairman of the Board, and otherwise perform all duties incidental to the office.

Vice President – The Vice President shall act on behalf of the President in the President’s absence.

Secretary - The Secretary shall keep the minutes of the meetings, send out notices of meetings and other matters, assist the President in preparing agendas for the meetings, and maintain correspondence and membership records.

Treasurer - The Treasurer shall receive income from dues, donations, and fund-raising efforts and shall disburse funds in accordance with the determination of the Board of Directors. The Treasurer shall also maintain a current financial report and ensure compliance with IRS regulations regarding non-profit corporations.

Past President – The Past President shall consult with the newly elected officers on pending matters and prior actions of taken by the Board of Directors.

ARTICLE VII - MEETINGS

Regular meetings of the Board of Directors of the Association shall be held at least 6 times in a calendar year at 6:00 p.m. or at such other time selected by the Board of Directors. Meetings of the Board of Directors may be in person, via teleconference or video conference. Special meetings may be called by the President or by a majority of the Board, in which case reasonable notice shall be given. The Board of Directors may approve items via electronic means, if the matter being voted on has been discussed at a prior board meeting.

In conjunction with any meeting of the Board of Directors of the Association, a meeting of the Social Club may be called by the Directors upon a motion. The Board of the Social Club is the empowered to act under the same rules as the Association.

There will be semi-annual meetings of the general membership. Priority to having one meeting in the spring and one in the fall will be given. The date of the semi-annual meeting shall be decided by the Board with reasonable notice given to the membership by signs, newsletter,

flyers, or emails. All reasonable efforts must be made to allow all members to attend the semi-annual meetings.

The vote necessary to transact business at the semi-annual meeting shall be a majority of those present who have paid dues in compliance with Article IV.

ARTICLE VIII - ELECTIONS

Recommendations for nomination to the Board of Directors shall be reported to the membership at the semi-annual meeting held in the spring. Additional nominations may be received from the floor. If more nominations are made than there are director positions, the membership shall vote for the directors on one single ballot, and the persons with the highest number of votes to fill the vacancies on the Board of Directors shall be elected by plurality vote.

The newly elected directors shall elect the officers of the Association at the first meeting of the new Board after it takes office.

An officer or director may be removed for cause by two-thirds vote of the directors present and voting at any meeting of the Board of Directors at which a quorum is present. A motion to remove a board member for cause shall specify the cause. Additionally, a director who has missed three consecutive meetings or who has not participated in the activities of the Association may be removed from the Board of Directors. The Board of Directors shall mail written notice to the officer or director at his/her address as it appears on the membership records, giving reasonable notice of the date, time, and place of the meeting at which, such action is proposed to be taken. The Board of Directors may by majority vote of the directors present and voting fill any vacancy caused by the death, resignation, removal, or incapacity of an officer or director or may continue operation with a quorum of the remaining directors.

ARTICLE IX – RULES

The most current edition of Roberts' Rules of Order, revised, shall govern this organization in all cases where applicable and where not inconsistent with these bylaws.

ARTICLE X - ORDER OF BUSINESS

Any matter of business brought before the Association shall be presented to and acted upon by the Board of Directors. Any motion not acted upon by the Board of Directors within sixty days can be brought before the general membership at the semi-annual meeting or at a special general membership meeting called for such purpose by a majority of the Board of Directors. Unless otherwise stated, the order of business for the meetings of the Board of Directors shall be as follows:

- A. Call to order
- B. Calling of the roll

- C. Reading of the minutes of the previous meeting and proposing them for adoption
- D. Reports of officers and committees
- E. Old business
- F. New business
- G. Adjournment

ARTICLE XI - QUORUM

A quorum of the Board of Directors shall consist of a simple majority of the currently serving members of the Board. The vote necessary to transact business at the semi-annual membership meeting shall be a majority of those present and deemed eligible to vote as defined in Article IV.

ARTICLE XII - AMENDMENT OF BYLAWS

The bylaws may be amended by two thirds vote of the Board of Directors present and voting at a meeting for which notice has been given thirty days in advance and in which notice of the proposed amendment has been stated.

ARTICLE XIII - DUES

The dues for the Association are set for the following year at the December meeting of the Board of Directors per individual single-family unit per year. The fiscal year begins each January 1st and ends the following December 31st. Dues become due on February 1st of each year for the fiscal year beginning January 1st of each year. If no motion is adopted to change the dues, they shall remain as set in the prior year.

The dues for the Social Club are set for the following year at the December meeting of the Board of Directors of the Social Club per individual single-family unit per year. The fiscal year begins each January 1st and ends the following December 31st. Dues become due on February 1st of each year for the fiscal year beginning January 1st of each year. If no motion is adopted to change the dues, they shall remain as set in the prior year.

ARTICLE XIV - CHECKING AND SAVINGS ACCOUNTS, DUES COLLECTION, AND FINANCIAL REPORTS

The Board of Directors shall be authorized to open such checking, savings, and other accounts as necessary to conduct the financial business of the Association, and the checks of the Association shall require only one signature of the directors or officers designated by the Board of Directors and written approval of the President or Vice President or a Board member designated by the President or Vice President as a requirement for expenditure of funds. A Treasurer's report shall be rendered to the Board of Directors on a monthly basis and shall be rendered by the Treasurer at the annual meeting of the general membership.

The checking and savings accounts for the Association and Social Club may be jointly maintained, and the Treasurer's financial reports consolidated as long as the revenues, expenses, and fund balances are segregated to clearly maintain the separation of the organizations. Further, for the convenience of its joint members of the organizations, the Association is authorized and empowered to collect the dues for the Social Club as part of its collection process and remit those sums to the account of the Social Club. In payment for these collection services, the Association is authorized to retain any interest earned on the collected fund balance of the Social Club for the account of the Association.

ARTICLE XV - INDEMNIFICATION

The Association shall indemnify and hold harmless each director and officer now or hereafter serving the Association from and against any and all claims and liabilities to which he/she may be or become subject by reason of being or having been an officer or director of the Association and/or by reason of his alleged acts or omissions as a director or officer, whether or not he continues to be an officer or director at the time when any such claim or liability is asserted. With approval of the Board of Directors, the Association shall reimburse each director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all claims and liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication. Notwithstanding any provision to the contrary, no director or officer shall be indemnified against, nor reimbursed for any expenses incurred in defending or settling, any claim or liability arising out of his own willful or intentional misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XVI - DISSOLUTION OF THE ASSOCIATION

At such time as a voluntary or involuntary dissolution of the Association and distribution of the assets is made, such assets shall be disposed of in accordance with the Articles of Incorporation consistent with the Internal Revenue Service rulings in regard to non-profit, tax-exempt, corporations.

The foregoing bylaws were presented to the Board of Directors at the April 2021 meeting and are hereby certified as being adopted by said board as evidenced by the signature of the President of the Association subscribed hereto.



Adrienne Boutte Bowser, President
The Riverbend Homeowners Association
of Baton Rouge, Inc. and Riverbend Social
Club, Inc.