

Bylaws
Of
Ellerbe Road Estates Neighborhood Association
(ERENA)

1. Name and Defined Area

The name of the Association shall be called Ellerbe Road Estates Neighborhood Association, hereafter referred to as the Association or ERENA. The defined area shall consist of all residential subdivision units of Ellerbe Road Estates, West Ellerbe Road Estates, East Ellerbe Road Estates, and the streets of Pecan, Peach, and Ellerbe Church Road, which are located exclusively on the West side of Ellerbe Road.

2. Purpose and Mission Statement

The purpose of the Association shall be to maintain, assist, preserve, and enhance the residential area defined above. The Association shall encourage adherence to all Federal, State, Parish and City laws and to restrictive Covenants and City Codes, and provide information to residents concerning these restrictions in order to preserve property standards. The Association shall attempt to make residents aware of Covenants and City code violations, especially those violations that may set a precedent. ERENA will maintain and adhere to the guidelines defined for 501C4 non-profit organizations.

The Mission of the Association is to preserve and enhance the community's traditions, property values, architecture, zoning, traffic, and infrastructure matters. The Association shall support adherence to restrictive Covenants and City Codes to the best of its ability by providing information to residents concerning these documents in order to preserve property standards. The Association shall make homeowners aware of covenant and City code violations. When necessary the Association appropriate action in cases that are deemed through a specific process of discernment to be a community or neighborhood nuisance. The Association shall endeavor to serve the community by appearance and communications with the State, Parish, and City administrative agencies. At all times the Association will make a good faith, altruistic effort to represent the interest of the membership that it serves.

3. Memberships and Voting Privilege

Homeowners only in the defined area above shall be eligible for membership in the Association. A membership shall be considered as one residence although there may be multiple owners. Only active dues paid members are eligible to vote in the Association. The period of the membership shall be for one year with the membership year to begin on September 1 of each year. The date of the annual meeting will be determined by the Board of Directors and notification of the date of the annual meeting will be given to the constituency 30 days prior to the date of the annual meeting. Dues of the Association shall be determined by a vote of the Board of Directors considering the financial condition of the Association, and future financial needs. A special meeting consisting of both the membership and the Board of Directors can be called by majority vote of the Board at any time.

4. Board of Directors

Handwritten signature and date: [Signature] 1/12/05

The Board shall consist of nine (9) members; each board member shall have a two-year term **commencing at the annual meeting**, and the terms of the directors shall be staggered so that only three board members shall be elected at any annual meeting. A Board position that has become vacant due to

end of term shall be elected at the annual meeting by majority vote of all members at the annual meeting. Directors or candidates for Director must be dues paid members. Nominations for board positions can be given to any Director of the Association; however, these nominations should be in advance of the annual meeting allowing the Board the time to meet the following requirements. **The Board of Directors shall be required to present all candidates for nominations at a board meeting prior to the Annual meeting. The Board will consider the candidate's qualifications, geographical location, and support for the purpose of the Association. A majority vote of the board of directors shall be required to nominate candidates for election by the membership at the general meeting.** The board of directors shall consider restrictions on the number of directors that can be elected or confirmed from one geographical area in order not to over represent one area versus another. The nominees for election shall appear in the meeting flyer or newsletter prior to the annual meeting. A statement of reason for the election shall be included in the election declaration in the flyer. Regardless of the number of nominations, there shall be a vote of the membership at the annual meeting. If, after the vote, there are still positions open, then these positions shall be filled by majority vote of the Board members present at any scheduled board meeting. Nominations from the membership may be made in order to fill these open positions.

In the event that a position becomes **vacant** on the Board of Directors before the expiration of a director's term, the vacancy may be filled by a majority vote of the members present at any Board meeting. The Replacement Director shall serve until the next annual meeting, at which time the membership shall elect a Director to complete the remainder of term.

The Board shall control and manage the affairs of the Association including authorizing the Officers of the Association to act in its behalf. The Board shall strive to meet monthly to discuss and vote on actions to be taken by the Association and its Officers. A Quorum of the board members must be present to vote on issues; otherwise, the meeting shall be conducted on an information and discussion basis only. A Quorum shall be defined as a simple majority of the Board members. The Board must approve all expenditures over \$100 prior to issue. The President, or in his/her absence the Vice President, shall preside over the Board of Directors meetings.

A board of director's position may be declared removed or vacant by a two-thirds vote of the Board of Directors in the event that a member's conduct becomes objectionable, resigns, demonstrates disinterest, or whose partiality in a matter has been compromised by a documentable personal or financial conflict of interest, or fails to attend a majority of the board meetings. Dismissal from the board requires a two-thirds vote of the board excluding the director who is called into question.

The Board of Directors shall set policy not specifically defined by the bylaws, for the overall interest of the community and for the purpose of the Association. The Board shall maintain a log of established policy statements/procedures. The Board shall determine if an established situation or nuisance caused by a resident of the area defined in (1) is precedent setting to the detriment of maintaining and preserving property values, and take appropriate action within the intent of the Bylaws to prevent deterioration of these values. The Board at the following meeting shall approve the minutes by a majority vote of members present. The board shall approve the agenda for each board meeting or annual meeting with a majority vote.

5. Officers

The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. The Officers shall be elected for a term of one year as determined by the Board of Directors. The Officers shall be elected from the Board of Directors, and shall serve as both Directors and Officers of the Association. The Board of Directors shall elect the Officers the next month after the Annual meeting

is held. An Officer shall not serve more than one consecutive term unless approved by a unanimous vote of the Board of Directors. In the event that the office of the President becomes vacant or unattended, the Vice President shall be in charge. Any other Officer vacancies shall be replaced by a majority vote of the Board of Directors, and the approval of the President. The Duties of the Officers are described below.

President

The President shall conduct the general administration of the affairs of the Association, serve at the discretion of the Board of Directors representing the Association, and insure that all orders and decisions of the Board of Directors are executed. The President shall have the authority to act as an agent for the Association to execute document, letters, represent the Association publicly within guidelines set by the Board of Directors, and jointly sign Association fund checks.

Vice President

The Vice President shall assist in the affairs of the Association at the discretion and upon request by the President, and shall represent the President in case of absence or illness. In the event the Vice President represents the Association, it will be under the same authority and restrictions applied to the President. The Vice President should have authority to jointly sign checks for the Association.

Treasurer

The Treasurer of the Association shall maintain and keep records on the checking account of the Association, co-sign Association checks, make deposits to the Association, and make reports on the checking account to the Board of Directors of the Association, and at the Annual Meeting. The treasurer shall maintain a dues paid membership list available to the Officers and the Board of Directors.

Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and Annual Meetings (the minutes may be electronically recorded). The Secretary shall review the minutes at the next Board of Directors meeting. A record shall be kept in the minutes of the time that the Board meeting started and ended, all actions and decisions made by the board, all reports given, and any deviance from the agenda. Opinions and irrelevant discussion shall not be recorded. The directors in attendance and those absent shall be recorded. A statement shall be recorded as to whether a quorum exists, and whether a vote was unanimous, two-thirds, or majority. The secretary shall record the minutes of each board of directors meeting in a document format for audit considerations, and a permanent record file shall be kept of the documents. The Secretary shall issue the minutes seven days prior to review minutes at the next Board of Directors meeting for approval. The Secretary shall notify the Board of Directors within four days of an imminent meeting in order to encourage attendance. **The Secretary will also be responsible for maintaining the chain of correspondence between the Board of Directors and the ERENA Membership, City, Parish, and State Governments.**

6. Annual Meetings

An annual meeting shall be held as required to elect the Board of Directors, conduct a forum, improve membership, or hold a meeting of special interest to the membership. The presiding President shall conduct annual meeting. Non-members may be attend, but are not eligible to participate in voting.

7. Committees

Committees shall be designated by a majority vote of the Board of Directors. The committees may consist of Membership, Property Standards, Streets and Roads, Utilities, Governmental Affairs, Programs, Newsletter, or other special committees as designated and approved by the Board of Directors. The Committees shall serve at the discretion of a Director appointed by the President and approved by the Board of Directors. The appointed Director shall coordinate and report on the activities of the Committee. The Director may appoint a Committee Coordinator to assist or act in behalf of the Director. Committee's activities shall be limited to the accumulation of beneficial information, and to the directives of the Board of Directors.


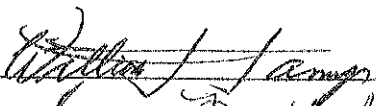


8. Revision or Amendments of Bylaws

The Bylaws of the Association may be changed, revised, or amended by a majority vote of the Board of Directors after a review at a previous month's Board of Directors meeting. All changes to the Bylaws shall be announced and reviewed at the next Annual Meeting or called meeting for affirmation from the membership.

9. Board Meetings

Board meeting shall be conducted under the simplest form of parliamentary procedure. The board shall follow the agenda set for the meeting as closely as possible. A majority vote of the board may close a board of directors meeting in order to discuss sensitive matters by prior notification to the board. The President (or a majority vote of the members of the Board) shall have the authority to call a special meeting of the Board in the event there is a special need. The regular monthly Board meetings shall be held at a time and day to be determined by the board. Flexibility shall be given to allow a change of day and time for purposes of attendance. The Board of Directors monthly meeting will open to general members of ERENA (unless the meeting has been specifically designated as closed by either the President and/or a majority vote of the members of the board). Unless specifically invited, general members shall not be involved in the business of the Board, but may be given an opportunity to speak at the discretion of the President of the Board or a majority vote of the Board. Persons outside of the Ellerbe Road Estates area may attend the meeting, however, in order to speak, they must make prior arrangements with a member of the Board and have approval of the President or a majority vote of the board.

The revision of the Bylaws of the Association was approved by a two-thirds vote of the Board of Directors on July 12, 2005, and executed by the approving Board of Directors member's signatures.

	7/12/05	
	7/12/05	Lee M. White
	7/12/05	
Thomas L. Hanley, Jr.	7/12/05	
David Royce Berg	7/12/05	