

BYLAWS
of
FOREST HEIGHTS PARK HOMEOWNERS ASSOCIATION (FHPHOA)
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ARTICLE I
NAME AND PURPOSE

SECTION 1. Name

The name of the association shall be Forest Heights Park Homeowners Association (FHPHOA) operating in the Parish of East Baton Rouge and the State of Louisiana within the 70811 zip code.

SECTION 2. Purpose

The Association is to manage the business affairs of the Forest Heights Park Subdivision and shall act in collaboration and cooperation with the Forest Heights Park Crime Prevention and Neighborhood Improvement District (CPID). The FHPHOA shall have the authority to enforce the second and third filings of the Subdivision Restrictions on file with the East Baton Rouge Parish, LA Clerk of Court Office.

ARTICLE II
MEMBERSHIP

Membership in the FHPHOA is involuntary and shall consist of all homeowners/landowners in the Forest Heights Park Subdivision. All members shall have voting privileges and are eligible to hold office or serve on any committee, providing Crime Prevention and Neighborhood Improvement District assessments have been paid. Currently, there is no FHPHOA assessment fee.

ARTICLE III
FISCAL YEAR

The fiscal year of the Association shall begin January 1st and end on December 31st.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. Positions

The Board of Directors shall be composed of seven (7) persons who must be members of the Association and elected annually by the general membership. Elected officers shall constitute the Board of Directors.

SECTION 2. General Powers

The Board of Directors shall have all the powers and rights necessary to administer the Association's business, perform the Association's responsibilities and exercise its rights as set forth in FHPHOA Bylaws and Articles provided that such powers and rights are not inconsistent with the provisions of state laws. In particular, but not limited to, the Board of Directors has the power to: Adopt and publish rules and restrictions and establishing monetary penalties to enforce any lack of compliance.

SECTION 3. Duties.

It shall be the responsibility of the Board of Directors to: (a) maintain a complete and detailed record of all the Association's transactions and furnish said records to eligible members when such records are requested in writing and (b) maintain adequate liability and hazard insurance on all property owned by the Association.

SECTION 4. Size and Terms

The number of directors of the Association shall be seven (7) but in no event shall be less than four (4). Each director shall hold office for two (2) years unless duly removed as prescribed in Article VI, Section 3. Each director must be elected at the regular annual meeting and shall serve no more than four (4) consecutive terms in the same office. If there is a lack of willing candidates, a term extension is possible by a majority vote of the Board.

SECTION 5. Regular Meetings

Regular Board meetings shall be held quarterly, in person or hybrid, on a day and time determined by the Board during the months of January, April, July and October of each year. The annual general meeting of the Association shall be held on or before the fourth week of January.

SECTION 6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of any two (2) Board members. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meetings of the Board of Directors called by them.

SECTION 7. Notice

Notice of any meeting shall be given at least 2-5 days in advance by text, telephone call or email.

SECTION 8. Quorum

A majority of the number of directors (4) fixed by Section 4 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 9. Attendance

Board members are required to attend three out of four quarterly Board meetings in- person or virtually, in order to be considered an active Board member.

SECTION 10. Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the remaining term of the predecessor in office.

SECTION 11. Resignation

A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

SECTION 12. Compensation

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer. However, by resolution of the Board, director may be reimbursed for actual expenses incurred in the performance of their duties.

**ARTICLE V
EXECUTIVE COUNCIL**

The Executive Council shall be comprised of all members of the Board of Directors, Committee Chairs and Street Captains. The Council shall meet quarterly and report on activities/issues within the community. Chairpersons shall provide a written report only if an issue arises and needs to be documented for presentation at the annual general membership meeting.

ARTICLE VI OFFICERS

The officers of the Association shall be President, Vice President, Secretary, Treasurer, Parliamentarian, Chaplain and Sergeant-at-Arms and shall constitute the Board of Directors. President, Vice President, Secretary and Treasurer shall constitute the Executive Committee. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may require from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws. **Executive officers shall not serve on any committee, except as identified in the bylaws.**

SECTION 1. Number

The officers of the Association shall be seven. President, Vice President, Secretary, Treasurer, Parliamentarian, Chaplain, and Sergeant-at-Arms, of whom shall be elected annually by the membership body. Such other officers, assistant officers, and committees as may be deemed necessary may be elected or appointed by the Board of Directors. At its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Office

The officers of the Association, to be elected by the general membership, shall be elected annually at the first annual general membership meeting of the Association. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4. President

Qualifications: The President shall have administrative/leadership experience and shall be knowledgeable of correct protocol and parliamentary procedures for effectively and efficiently managing an organization.

Duties: The President shall be the chief executive officer (CEO) of the Association and subject to the control of the Board of Directors; shall preside at all meetings of the Association and directors; shall have general and active management of the business of the Association; and shall see that all orders and resolutions of the board are carried into effect. Must establish the agenda for each meeting. The president may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors.

SECTION 5. Vice President

Qualifications: The Vice President shall have administrative/leadership experience and shall be knowledgeable of correct protocol and parliamentary procedures for effectively and efficiently managing an organization.

Duties: Assists the President in conducting the business of the Association. In the absence of the President, the President's duties shall devolve upon the Vice President. In the absence of the Secretary, the duties shall devolve upon the Vice President.

SECTION 6. Secretary

Qualifications: The secretary shall possess effective verbal and written communication skills, good organizational and administrative skills and have basic computer skills.

Duties: The Secretary shall: (a) Attend all meetings of the Association and of the Board of Directors; (b) Keep written minutes of the proceedings of the Board of Directors and Association meetings. Minutes should be kept in a binder and should include the following information: (b-1) Names of members in attendance, (b-2) Name, time, place and kind of meeting, (b-3) Name of presiding officer, (b-4) Approval/corrections of previous minutes, (b-5) Motions and actions, (b-6) Committees reporting and (b-7) Adjournment time; (c) Sends written correspondences at the direction of the President; (d) See that all notices of meetings of the Association, committees, and the Board of Directors are duly given in accordance with the provisions of these Bylaws, (e) Keep address/phone number and email address of each member of the Board of Director and members of the Association, (f) Maintain all Association documents and records in a proper and safe manner. The Secretary shall serve as chair of the Membership Committee.

SECTION 7. Treasurer

Qualifications: The Treasurer shall have experience in business/finances.

Duties: The Treasurer is the custodian of all funds of the Association and of its disbursements in collaboration with the Finance Committee and under the direction of the Board of Directors. The Treasurer, in collaboration with the Finance Committee, shall keep a record of all monies received and disbursed, making a report to the Board of Directors at each regular meeting, to the general Association meeting, or whenever requested to do so. Disburse the funds of the Association as may be ordered or authorized by the Board. In coordination with the Finance Committee, render a full financial report at the annual meeting of the members. The Treasurer shall perform such other duties as are given to him/her by these Bylaws or as from time to time assigned to him/her by the Board or President. The Treasurer shall serve as chairperson of the Finance Committee.

SECTION 8. Parliamentarian

Qualifications: Must be knowledgeable regarding parliamentary procedures according to Robert's Rules of Order.

Duties: The parliamentarian assists the president to manage meetings and advises on parliamentary procedures, using the current edition of Robert's Rules of Order. The Parliamentarian chairs the Bylaws Committee that reviews and updates the bylaws each year. Provides information on the nomination and election process. Prepares a slate of officers for election at the annual meeting.

SECTION 9. Chaplain

Qualifications: Must possess a love for people and for the Word of God.

Duties: The Chaplain provides spiritual guidance to the Association and offers prayer and/or meditation during meetings of the Board and Association.

SECTION 10. Sergeant-At-Arms

Qualifications: Must be able to work with people, promote and maintain order.

Duties: The Sergeant-at-Arms is to maintain order and security during the meeting. The Sergeant-at-Arms also enforces all rules. He/she must be knowledgeable of parliamentary procedures.

ARTICLE VII INDEMNITY

The Association shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee against whom such claim or liability is asserted has been determined to be guilty of negligence or willful misconduct. In the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. (b) The Association shall provide to any person who is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of Article VI.

ARTICLE VIII CONFLICTS OF INTEREST

SECTION 1. Purpose

The purpose of the conflict-of-interest policy is to protect this Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest in the Association.

SECTION 2. Definitions

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 3. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, and (c) has agreed to comply with the policy. Signing shall take place at the first Board meeting of the year.

SECTION 4. Periodic Reviews

To ensure the Association operates in a manner consistent with its intended purpose, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services do not result in impermissible private benefit or in an excess benefit transaction. Internal financial cursory reviews should be conducted quarterly at each Board meeting by all members, excluding the treasurer.

**ARTICLE IX
STANDING COMMITTEES**

- SECTION 1.** The President or Board may appoint standing or ad hoc committees as deemed necessary. Each such committee shall serve at the pleasure of the Board.
- SECTION 2.** The chairperson of each committee shall make a written report to present to the membership at the annual meeting and give it to the secretary as a matter of record.
- SECTION 3.** The **Beautification Committee** shall be appointed by the Board and shall have the responsibility of promoting and supporting activities that keep the community esthetically attractive in appearance. See guidelines on website and Association's files.
- SECTION 4.** The **Benevolent Committee** shall be appointed by the Board and include the chaplain and shall have the responsibility of ministering to members of the FHP Community during times of illness, hospitalization, or following the death of a member or relative. See guidelines on website and in Association's files.
- SECTION 5.** The **Finance Committee**, consisting of four (4) and chaired by the Treasurer, shall be appointed by the Board and shall have the responsibility of managing the Association's financial resources. The Committee monitors financial operations, provides a financial report for each Board quarterly meeting and develops an annual budget subject to Board approval.
- SECTION 6.** The **Membership Committee** shall be appointed by the Board. The Membership Committee shall consist of not less than three Association members. The Secretary shall serve as the chairperson of such committee. The Membership Committee is charged with making sure that each person who uses the recreational facilities of the Association is a member of the Association or who is authorized by a member to utilize the facilities according to the bylaws.
- SECTION 7.** The **Nomination Committee**, consisting of a Chairperson and two (2) members shall be appointed by the Board every two (2) years and shall have the responsibility of requesting Board nominations from the general membership to be presented to the Board for approval.
- SECTION 8.** The **Election Committee** shall consist of three (3) members and shall have the responsibility of counting and tallying votes and shall present the results to the President who announces the results to the general membership.

**ARTICLE X
STREET CAPTAINS**

Street Captains may be appointed by the Board of Directors or may volunteer to be a street captain of the street on which he/she lives. One or more street captains will be assigned to each street, depending on the length of the street.

SECTION 1. Street Captains are the eyes and ears of FHPHOA. The primary purpose of the Street Captain is to know who lives in each home on their street and to establish two-way communication with the residents. The goal is to foster a feeling of community and positive support for each resident within their block(s).

SECTION 2. Responsibility of Street Captains

2.1 Street Captains are to serve as a point of contact and should remain in touch with block residents. They should be aware of needs, ideas, and issues affecting the residents on their streets, bringing such issues to the attention of the Board regarding any actions requested or required. Likewise, when residents have questions or concerns, they may contact

their street captains, who will seek answers.

2.2 Serve as communicator and transmitter of printed information to residents on their block/street, particularly those who do not have access to social media or email.

2.3 Collect information periodically from residents (Surveys or information needed to update FHPHOA Directory, etc). Door to door contact may be necessary at times.

2.4 Facilitate welcome to new residents on their street. Serve as liason between the Board and residents who experience family deaths, births, illnesses or hospitalization.

2.5 Encourage attendance to neighborhood fellowship activities such as picnics, pool aerobics, Easter egg hunts, etc. Coordinate or facilitate activities within the block, such as block parties or other events that promote unity among neighbors.

2.6 Term of service is unlimited but should inform the Board when he/she no longer wishes to serve as a Street Captain.

2.7 Make recommendations to the Board concerning those wishing to become Street Captains.

2.8 Keep the Board updated of unusual occurrences/incidents within their blocks or on their streets.

2.9. Periodically meet as a group with the President or Board for community updates and suggestions for improvements within the community.

ARTICLE XI BOOKS AND RECORDS

All outgoing officers, directors, employees or committee members must relinquish all official documents, records, and any materials and property of the Association in his/her possession or under his/her control to the newly elected officers or members within five days after election.

ARTICLE XII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts.

A majority of the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by at least two (2) members of the Association's Finance Committee in such manner as from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust

companies or other depositories as the Board has established for the general business of the Association.

ARTICLE XIII MEETINGS

SECTION 1. At any general meeting, only home/landowners shall have the right to vote.

SECTION 2. A complete list of members entitled to vote at the ensuing election, arranged in alphabetical order, with the address and telephone number of each, shall be prepared by the Secretary and be open to the examination of any Association member.

SECTION 3. Business transacted at all special meetings shall be confined to the objects stated in the call.

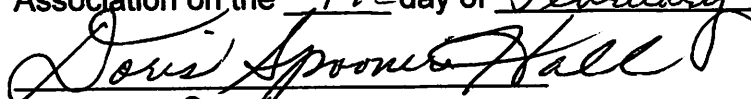
SECTION 4. Order of Business at meetings shall be as far as applicable and practical, as follows:

- 4.1 Call to Order/Purpose of Meeting/Opening Prayer
- 4.2 List of eligible voters
- 4.3 Reading of Previous Minutes
- 4.4 Reports (Financial/ Committees)
- 4.5 Unfinished Business
- 4.6 New Business
- 4.7 Closing Prayer/Adjournment

ARTICLE XIV AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary, by a two-thirds majority of the Board of Directors at a regular or special meeting called for that purpose.

The above Bylaws were approved and adopted by the Board of Directors of the Association on the 17th day of February, 2024.


Secretary

Reviewed and Amended 1/11/2023
1/20/2024