

Barataria Estates Civic Association
Post Office Box 2811, Marrero, LA 70073

By-Laws

Amendments to By-Laws

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BY-LAWS

of

BARATARIA ESTATES CIVIC ASSOCIATION

SECTION 1. MEMBERSHIP MEETINGS

1.1 All meetings of the members shall be held at such places within the Parish of Jefferson, State of Louisiana, as may be designated by the Board of Directors.

1.2 An annual meeting of the members shall be held on the first (1st) Tuesday of April in each year, or if said day be a legal holiday, then on the next succeeding day not a legal holiday, at 7:00 P.M., for the purpose of electing directors and for the transaction of such other business as may be properly brought before the meeting; provided, however, that the Board of Directors may postpone the annual meeting for a period not exceeding 2 months.

1.3 Special meetings of the members, for any purpose or purposes, may be called by the President or Board of Directors. At any time, upon the written request of any two directors or of all the directors or of any member or members holding in the aggregate one-fifth of the total voting power, the Secretary shall call a special meeting of members to be held at the registered office of the corporation or as provided for in Section 2.1 at such time as the Secretary may fix, not less than fifteen nor more than forty-five (45) days after the receipt of said request.

1.4 Except as otherwise provided in Section 2.3 hereof, or by law, the authorized person or persons calling a members' meeting shall cause written notice of the time, place, and purpose of the meeting to be given to all members entitled to vote at such meeting, at least ten days and not more than sixty days prior to the day fixed for the meeting. Notice of the annual meeting need not state the purpose thereof, unless action is to be taken at the meeting as to which notice is required by law.

1.5 Except as otherwise provided by law, and these By-Laws, the presence, in person or by proxy, of at least 50 members shall be requisite and shall constitute a quorum of all meetings of the members. In the event any meeting of members called cannot be organized because a quorum has not attended, those present may adjourn the meeting for a period of not more than thirty (30) days and a second notice shall be given stating the date, time and place, and the purpose of the meeting. Those members who attend the adjourned second meeting, although less than a quorum, shall nevertheless constitute a quorum for the specified purposes of the meeting.

1.6 When a quorum is present at any meeting, the vote of the majority of members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is on upon which, by express provision of law or the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

1.7 At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member and bearing date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period. The aforesaid proxy need not be a member of the corporation. Each member shall have one (1) vote.

1.8 The order of business at all annual or special meetings of the membership shall be as follows:

- a. Roll call.
- b. Proof of due notice of meeting.
- c. Reading and approval of the minutes of the last, regular, special or annual meetings.
- d. Reports of officers and committees.
- e. Unfinished business.
- f. New business.
- g. Election of directors.
- h. Adjournment.

Meetings shall be governed by Robert's Rules of Order.

SECTION 2. DIRECTORS

2.1 The business and affairs of the corporation shall be managed by a Board of Directors. The first elected Board of Directors shall consist of nine (9) natural persons. The Board may exercise all such powers of the corporation and do all such lawful acts and things which are not by law or by the Articles of Incorporation or by these By-Laws directed or required to be done by the members. The directors shall be elected at the annual meeting of the members and shall hold office for one (1) year or until a member or if the member is not a natural person, a duly authorized representative of the member.

2.2 The remaining directors, even though not constituting a quorum may, by majority vote, fill any vacancy on the Board (including any vacancy resulting from an increase in the authorized number in directors, or from failure of the members to elect the full number of authorized directors) for an unexpired term, provided that the members shall have the right, at any special meeting called for the purpose prior to such action by the Board, to fill the vacancy.

2.3 Directors shall serve without compensation.

2.4 The subdivision shall be divided into seven (7) Director Districts as designated by the map attached to these By-Laws and made a part hereof.

SECTION 3. MEETINGS OF THE BOARD

3.1 The meetings of the Board of Directors may be held at such place within the metropolitan New Orleans area as the directors may from time to time appoint.

3.2 The first meeting of each newly elected Board shall be held immediately following the annual member's meeting and at the same place as the annual meeting, and no notice of such first meeting shall from time to time be determined by the Board.

3.3 Regular meetings of the Board may be held without notice at such time and place either within the metropolitan New Orleans area as shall from time to time be determined by the Board.

3.4 Special meetings of the Board may be called by the President on two (2) days' notice given to each director, either personally or by telephone, mail, telecopy or telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors and if the President or Secretary fail or refuse, or are unable to call a meeting when requested by any two directors, then the two directors may call the meeting on two (2) days' written notice given to each director.

3.5 A majority of the Board shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

3.6 The Board may designate one or more committees, each committee to consist of one (1) or more directors of the corporation (and one (1) or more directors may be named as alternate members to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or the By-Laws, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation, and may have the power to authorize the seal of the corporation to be affixed to documents. Such committee or committees shall have such name or names as may be stated in the By-Laws, or as may be determined by the Board. Any vacancy occurring in any such committee shall be filled by the Board, but the President may designate another Director to serve on the committee pending action by the Board. Each such committee shall hold office during the term of the Board constituting it, unless otherwise ordered by the Board.

3.7 Any action which may be taken at a meeting of the Board, or any committee thereof, may be taken by a consent in writing signed by all of the directors, or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board.

3.8 Meetings of the Board of Directors may further be held by means of telephone conference calls or similar communications equipment, provided that all persons participating in such a meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of a any business on the ground that the meeting is not lawfully called or convened.

SECTION 4. NOTICES

4.1 Any written notice required or permitted by law, the Articles of Incorporation or the By-Laws to be given to any member or director shall be deemed to have been given to such member or director (i) when such notice is served upon such member or director or (ii) two (2) business days after such notice is placed in the United States mail, postage pre-paid, addressed to such member or director at his last known address.

4.2 Whenever any notice is required to be given by law or the Articles of Incorporation, or the By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 5. OFFICERS

5.1 The officers of the corporation shall be chosen by the directors and shall be a President, a Secretary, Treasurer and a Vice-President. The directors may elect one (1) or more Vice-Presidents. Any two (2) offices may be held by one (1) person. An officer shall be required to be a member.

5.2 All officers and agents of the corporation shall serve without compensation.

5.3 The officers of the corporation shall hold office at the pleasure of the directors.

5.4 The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members. He shall see that all orders and resolutions of the Board of Directors are carried into effect. If a Chairman of the Board of Directors has not been elected, the President, if a director, shall preside at all meetings of the Board.

5.5 The Vice-Presidents (if any) in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the President or the Board of Directors shall prescribe.

5.6 The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to given, notice of all meetings of the

members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature.

5.7 The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation by dual signature as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial conditions of the corporation.

SECTION 6. MISCELLANEOUS

6.1 All checks or demands for money and such notes of the corporation shall be signed by at least two (2) such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

6.2 The Board of Directors may adopt for an on behalf of the corporation a fiscal or a calendar year.

6.3 The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to affix the seal shall not, however, affect the validity of any instrument.

6.4 The Board of Directors may establish membership dues and may adopt assessments which are optional to the members in any amount.

SECTION 7. INDEMNIFICATION

7.1 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect

to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, however, in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses including attorney's fees and amounts paid in settlement, no exceed, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion, actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable for willful or intentional misconduct in the performance of his duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of other cases, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a pleas of *nolo contendere* or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

7.2 To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

7.3 The indemnification hereunder (unless ordered by the Court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable and the Board of Directors so directs, by independent legal counsel, or (3) by the members.

7.4 The expenses incurred in defending such an action, suit or proceeding shall be paid by the corporation in advance of the final disposition thereof if authorized by the Board of Directors, without regard to whether participating members thereof are parties to such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized hereunder.

7.5 The indemnification and advancement of expenses provided for by or granted pursuant to these By-Laws shall not be deemed exclusive of any other rights to which one indemnified or obtaining advancement of expenses may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director; officer, employee or agent and shall inure to the benefit of his heirs and legal representatives; however, no such other indemnification measure shall permit indemnification of any person, for the results of such person's willful or intentional misconduct.

7.6 The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the Business Corporation Law of Louisiana. The corporation may create a trust fund or other form of self insurance arrangement for the benefit of persons indemnified by the corporation.

SECTION 8. AMENDMENTS

8.1 These By-Laws may be amended or repealed by a vote of a majority of the members present at any annual or special meeting, provided notice of the proposed amendment or repeal be contained in the notice of such annual or special meeting of members.

AMENDMENT TO BYLAWS * UNITED STATE OF AMERICA
OF BARATARIA ESTATES * STATE OF LOUISIANA
CIVIC ASSOCIATION, INC. * PARISH OF JEFFERSON

BE IT KNOWN, that the following bylaws has been amended by unanimous vote of all the members present at the meeting held on the 12th day of May, 1999, after all the members, officers and members of the board of directors were duly notified of the date, time, and purpose of the meeting, and therefore, Section 1.5, Section 1.7, Section 2.1, and Section 5 shall hereinafter be amended and to be read as follows, to-wit:

SECTION 1. Membership Meeting 1.5

Except and otherwise provided by law, and these By-Laws, the majority of the members present at the meeting shall constitute as quorum of all meetings of the members.

SECTION 1. 1.7

There will be no proxy whatsoever. All members must be present at a meeting to cast a vote.

SECTION 2. DIRECTORS 2.1

The business and affairs of the corporation shall be managed by a Board of Directors. The first elected Board of Directors shall consist of nine (9) natural persons. The Board may exercise all such powers of the corporation and do all such lawful acts and things or in accordance with the Articles of Incorporation or by these By-Laws. The directors shall be elected at the annual meeting of the members and shall hold office for two (2) years.

SECTION 5. OFFICERS 5.1

The officers of the corporation shall be chosen by the directors and shall be a President, Vice-President, Secretary and Treasurer.

SECTION 5. 5.5

The Vice-President in the absence or the disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties as the President or the Board of Directors shall prescribe.

RESPECTFULLY SUBMITTED:

Philip P. Rapp

PHILIP RAPP, PRESIDENT

MARRERO, LA

THE 12th DAY OF MAY, 1999

ATTEST

Brenda P. Menard

SECRETARY