

Approved @
HOA Gen'l
Mtg 3/23/24

BY LAWS

OF

TUSCANY HOMEOWNERS ASSOCIATION INC.

ARTICLE 1. GENERAL PROVISIONS

1.1 Name and Location: The Tuscany Homeowners Association Inc., a Domestic Non-Profit and Non-Stock Corporation, incorporated in the State of Louisiana, hereinafter referred to as the "Association", does hereby adopt the following by laws which shall govern the administration of the Association. The mailing address of the Association shall be PMB #117, 1527 Gause Blvd., Slidell, LA 70458, but meetings of members and Board of Directors may be held within East St. Tammany Parish, Louisiana, as designated by the Board of Directors. The Association's federal Employer identification number is 45-1756784.

1.2 Definitions. Terms that are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Covenants.

1.3 Fiscal Year: The fiscal year of the Association begins on the 1st day of January and ends on the 31st day of December.

1.4 Interpretation: In the case of any conflict or disagreement, the provision of state laws pertaining to Homeowners Associations, the Association's Covenants, and these Bylaws shall prevail in that order. State laws overrule bylaws.

1.5 Notice.

Whenever notice is required by these bylaws, email notice is sufficient if sent to the last known email submitted to the Secretary for the Association directory.

ARTICLE 2. MEETINGS OF MEMBERS

2.1 Regularly Scheduled Meetings: Regularly scheduled meetings shall be held at least 3 times per year, which includes the annual meeting to vote on Board of Director and Architectural

Control Committee positions occurring in October. Meetings typically occur on a Saturday morning.

2.2 Special Meetings: Special Meetings may be called by the President when requested by the majority of the Board of Directors or the majority of households. The President shall call such a meeting within fifteen (15) days of the date of receipt of the written request. The purpose of the meeting shall be stated in the notice.

2.3 Notice of Meetings: Notice of meetings of the Association shall be in writing to all lot owners of record as of the date of the notice. The notice shall be distributed at least ten (10) days prior to the meeting and contain the date, time, place, and agenda of known matters for consideration.

2.4 Quorum: Thirty-five percent (35%) of the Members entitled to vote and present in person or represented by proxy shall constitute a quorum of the Members. If a quorum does not exist, the Members present shall have the power to adjourn the meeting. The rescheduled meeting shall be announced at the time of adjournment, for a time and place not to exceed 30 days from the original meeting and a new notice distributed.

2.5 Eligibility to Vote: The maximum voting Members per household shall be one (1). The Member must be paid in full and in good standing with the Association to exercise their voting rights.

2.6 Proxy Votes: Members may vote in person, online through our web app, or by proxy. If voting by proxy, the proxy should either be printed, signed and returned, or emailed, to the Association's Secretary. No proxy shall be valid for a period longer than fifteen (15) days at any one time unless earlier revoked by the Member, except as otherwise provided by law.

2.7 Presiding Officer and Order of Business:

2.7.1 Meetings of Members shall be presided over by the President. The Secretary of the Association shall keep the minutes of the meetings, record all resolutions adopted, and note all other transactions occurring at such meetings.

2.7.2 The following order of business shall be observed as far as practicable and consistent with the purpose of the meeting: call to order, proof of notice of the meeting, presentation of proxies, confirmation a quorum is present, approval of the minutes of the previous meeting, officers reports (as applicable), miscellaneous business, including election of Officers and Architectural Control Committee, if the meeting is the annual meeting or a meeting called for such a purpose, and adjournment.

ARTICLE 3. OFFICERS OF THE BOARD AND THEIR RESPONSIBILITIES

3.1 Officers of the Board of Directors: The officers of the Association shall consist of a President, a Secretary, a Treasurer, and Vice-President; each of whom must be a resident homeowner of the Association. Only one member of a household may serve on the Board concurrently.

3.2 Term of Office: Officers shall be elected for a term of one (1) year, or until their successor is elected. No officer shall serve more than three (3) consecutive terms in the same office.

3.3 Elections and Nominations: The officers shall be elected at the annual meeting. Candidates will be asked to submit a letter of intent to the board at least fifteen (15) days prior to the date of the election and the Secretary shall distribute ballots no later than ten (10) days prior to the election. Additional names may be placed in nomination from the general membership at the annual meeting prior to voting.

3.4 Vacancy in Office: A vacancy in any office shall be filled by the Board of Directors.

3.5 Removal of an Officer: Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation, or removal of an officer, the board may elect or appoint a successor to fill the vacancy until the next scheduled election is held.

3.6 Resignation of an Officer: Any Officer may resign at any time by giving written notice to the President or the Secretary of the Association. Unless otherwise specified in such written notice, a resignation shall take effect immediately upon delivery to a designated officer.

3.7 Compensation: Officers shall not be entitled to any compensation for their services as officers of the Association. They may however be reimbursed for actual expenses incurred in the performance of their duties.

3.8 Responsibilities:

3.8.1 President: The President executes contracts, handling daily operations and presiding over meetings. They must follow up on board resolutions to make sure they are executed properly and shall generally perform other acts which are authorized or required by law, or which are incumbent upon them under the provision of the Covenants or these bylaws.

3.8.2 Treasurer. The Treasurer shall receive, have custody of, and disburse all funds for the Association. They must keep accurate records of all Association financial decisions and transactions. This includes the responsibility of preparing the Association's annual budget, as well as an annual income and expenditure statement. The Treasurer shall pay out funds only in such a manner as authorized by the Board. The Treasurer shall notify each Member of assessments, fees,

3.8.3 Secretary. The Secretary must notify Members of upcoming meetings, record votes/proxies, and keep minutes at all regular, special and Board meetings. They must also ensure the Associations' documents are current and accurate.

3.8.4 Vice-President: The vice-President shall preside at all meetings and fulfill all Presidential functions in the absence of the President for any reason. They shall serve to support administration of the board by performing any special duties or leading any special projects as the President or board may direct.

ARTICLE 4. MEETINGS OF THE BOARD

4.1 Place of Meetings: The Board of Directors shall hold meetings, both regular and special, in East St. Tammany Parish, Louisiana at a location determined by the President.

4.2 Annual Meeting: The annual meeting of each newly elected Board of Directors shall be announced and held within ten (10) days following the annual meeting of Members and no further notice of such meeting shall be necessary to the newly elected board in order legally to

constitute the meeting, provided a quorum shall be present. Outgoing board officers shall also be in attendance to ensure adequate planning for transition of knowledge and records.

4.3 Regular Meetings: Regular meetings of the Board of Directors shall be held ahead of each regular Member meeting to review old business and set the agenda. Regular meetings of the board may be held without notice.

4.4 Special Meetings: Special meetings of the Board of Directors may be called by the President or by two or more officers on three days' notice if such notice is delivered personally or sent via email. The purpose of the meeting shall be stated in the request.

4.5 Quorum; Adjournments: One-half of the number of officers presently in office shall constitute a quorum for the transaction of business, except as may be otherwise specifically provided by law. If a quorum is not present at any meeting of the board, the directors present may adjourn the meeting until a quorum shall be present.

4.6 Action of the Board: The act of the board shall be valid if the required quorum is present at the time of a vote. Each officer has one vote, regardless of the number of lots they own. In the event of a tie, the President has the deciding vote.

4.7 Virtual Meetings: The board may participate in a meeting by means of conference call, video call, or similar virtual means so long as all officers can adequately participate in the meeting.

ARTICLE 5. ARCHITECTURAL CONTROL COMMITTEE (ACC)

5.1 Election of Committee Members: At the annual meeting, Members shall elect three persons to serve as ACC members. To serve on the ACC, persons must be voting Members of the Association. Committee members shall serve for a term of one year at which time another election is held.

5.2 Operations of the Committee: The ACC shall serve and perform such functions and operations as set forth in the Covenants of the Association.

5.3 Compensation: Members of the ACC shall not be entitled to any compensation for serving as Architectural Control Committee members. They may however be reimbursed for actual

expenses incurred in the performance of their duties, provided the expenses were pre-approved expenditures.

ARTICLE 6. OTHER COMMITTEES

6.1 Standing Committees: Standing Committees, as defined by the board, will be appointed by the President.

6.2 Special Committees: Special Committees may be appointed and facilitated by any officer, under direction of the President, based on the particular focus of the committee.

6.3 Compensation: Members and officers serving on committees shall not be entitled to any compensation for serving on said committee. They may however be reimbursed for actual expenses incurred in the performance of their duties, provided the expenses were pre-approved expenditures.

ARTICLE 7. AMENDMENTS

7.1 Right to Amend: The voting members, by affirmative vote of fifty-one percent (51%) of those present or represented may, at any meeting, amend or alter any of the By Laws.

ARTICLE 8. MISCELLANEOUS PROVISIONS

8.1 Checks, Drafts, Notes.

8.1.1 All checks, drafts, other orders for the payment of money, issued in the name of the Association, shall be signed by an authorized board officer.

8.1.2 Payment issued to the Association must be received in the form of check, money order or ACH to the Association's bank account. The Treasurer is not authorized to take cash payments.

8.2 Records.

8.2.1 The Articles of Incorporation of this Association, the bylaws and the proceedings of all meetings of the Members, the Board of Directors, and any committee shall be recorded and saved in appropriate minutes. The minutes of each meeting shall be signed by the Secretary or other officer appointed to act as Secretary of the meeting. Records shall be transitioned to new officers within ten (10) days of the annual meeting.

8.2.2 Records may be reviewed by any Member of the Association for any reasonable reason by submitting a written request to the Secretary and allowing for ten (10) days to respond. The board reserves the right to redact certain personal information of Members to maintain the confidentiality of board meetings.

8.3 Execution of Other Instruments: The President or the Treasurer may execute documents in the name of this Association and on its behalf.

8.4 Incurring Debt: No Member shall make any expenditure or incur any debt on behalf of the Association without authority delegated to him or her by the President or Board of Directors.

8.5 Severance Clause: If any term or provision of bylaws or any application thereof shall be invalid or unenforceable, the remainder of the bylaws or any other application of such term or provisions shall not be affected.

ARTICLE 9. INDEMNITY

9.1 General: Any person made a party to any action, suit or proceeding, by reason of the fact they are or were an officer of the Association in which they served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suite or proceedings, or in connection with any appeal therein that such officer or director is liable for negligence or misconduct in the performance of their duties.

9.2 Non-Exclusivity: The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director may be entitled apart from the provisions of this section.

9.3 Indemnity Determination: The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the than existing rules of the American Arbitration Association.

23rd march
THUS DONE AND ADOPTED this 7 day of 7, 2023.

TUSCANY HOMEOWNERS ASSOCIATION INC.

BY: Clinton Farmer
Clinton Farmer, President

ATTEST:

Dede Ricard
Dede Ricard, Secretary

Ashante B. Shivers
Ashante Shivers, Treasurer