

Second Amended BY-LAWS

OF

**THE PROCTOR'S LANDING PROPERTY OWNERS' ASSOCIATION, INC.
Amended 10/11/2019**

ARTICLE I.

DEFINITIONS

"Association" means THE PROCTOR'S LANDING PROPERTY OWNERS' ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Louisiana.

"Deed Restrictions" means the SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, RESTRICTIONS AND SERVITUDES FOR PROCTOR'S LANDING SUBDIVISION dated December 9th, 2013, established for the benefit of the Association, its Members, and the property and the residents of the community located on the property.

"Proctor's Landing Property" means any property subject to the Deed Restrictions or the covenants, liens or charges imposed by the Deed Restrictions.

ARTICLE II.

PRINCIPAL OFFICE

2.01 Principal Office. The principal office of the Corporation shall be a location as may be designated from time to time by a majority of the Board of Directors.

ARTICLE III.

MEMBERSHIP

3.01 Eligibility. The Members of the Association are determined by Article III of the Deed Restrictions.

3.02 Suspension. The voting and other membership rights of any Member may be suspended by action of the Directors as more fully set forth in the Deed Restrictions.

3.03 Rights of Membership. Each Member is entitled to the use and enjoyment of the Proctor's Landing Properties and Community Facilities, if any, in accordance with the Deed Restrictions.

ARTICLE IV.

MEETING OF MEMBERS

4.01 Annual Meeting. The annual meeting of the Members shall be held at the location specified in the Notice of the Meeting in October of each year.

4.02 Special Meeting. Special meetings of the Members for any purpose may be called at any time by the President, the Executive Vice President, or by any three or more Directors. The Secretary shall call a special meeting upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

4.03 Notices. Notice of meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally by delivery to the residence of the Member by a Director, Officer or designated employee of the Corporation, or by mailing a copy of the notice, postage prepaid, to the address appearing on the books of the Corporation. (Each Member shall register his address and any change in address with the Secretary.) Notice of any meeting, regular or special, shall be mailed not less than fifteen nor more than 45 days in advance of the meeting and shall set forth the purposes of the meeting.

4.04 Voting. As set forth in the Deed Restrictions, the Association shall have two classes of voting membership:

CLASS A: Class A Members shall be all Owners with the exception of Proctor's Landing, Inc. so long as Proctor's Landing, Inc. holds any Class B membership. Class A Members shall be entitled to one (1) vote for each Lot or Condominium Unit in which they hold the interest required for membership. When more than one person holds ownership interest in any Lot and/or Condominium Unit, all such persons shall be Members, and the vote for such Lot and/or Condominium Unit shall be exercised as they, among themselves, determine, but in no event shall more than the allowable vote provided by this section be cast with respect to any such Lot or Dwelling all as more fully set forth in Article III of the Deed Restrictions.

CLASS B: The Class B Member shall be Proctor's Landing, Inc. The Class B Member shall have a total number of votes equal to one (1) more than the total number of votes of the Class A Members until Control of the Association shall become vested in the Class A Members as provided in Article III of the Deed Restrictions.

4.05 Proxy Voting. At any membership meeting, the presence, whether in person or by proxy, of Members entitled to vote not less than 40 percent of the total membership vote, shall constitute a quorum for the transaction of business. All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who shall not be a qualified Member at the date of the meeting and any proxy given more than 11 months before the date of the meeting shall be void.

ARTICLE V.

BOARD OF DIRECTORS

5.01 Membership and powers. The Association shall be governed by a Board of Directors in accordance with Article XII of the Articles of Incorporation of the Association. Without limiting the generality of the preceding sentence, or any power vested in it by the law, the Board of Directors shall have the power:

a. To appoint and remove at it pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bonds as it may deem expedient (nothing contained in these By Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever);

b. To establish, levy, assess and collect the Annual Charges and all other charges referred to in the Deed Restrictions;

c. To adopt and publish rules and regulations governing the use of Proctor's Landing Properties and Community Facilities, and the personal conduct of Members, their families, their tenants, and their guests with respect thereto;

d. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those expressly reserved to the Members; and

e. In the event any member of the Board of Directors of this Association shall be absent from three consecutive regular meetings of

the Board of Directors, the Board may by action taken at the meeting in which the third absence occurs declare the office of the absent Director to be vacant.

5.02 Duties. It shall be the duty of the Board of Directors:

a. To cause to be kept a full, true and accurate records of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members or at any special meeting when requested in writing by one-fourth of the full membership;

b. to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. in accordance with the Deed Restrictions, (i) to fix the amount of the Annual Assessment and/or any other assessment against each lot or condominium unit in compliance with the Deed Restrictions; (ii) to prepare a roster of the properties and Annual Charges applicable to each of the properties which shall be kept in the office of the Association and shall be open to inspection by any Member; and (iii) to send written notice of each assessment to every Owner subject to assessment;

d. to issue or to cause an appropriate officer to issue, upon demand by any person a certificate stating whether any Annual Charge has been paid, which shall be conclusive evidence that any charge stated therein has or has not been paid.

5.03 Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors even through less than a quorum of the Board of Directors. Any such appointed Director shall hold office for the unexpired terms of his predecessor in office.

ARTICLE VI.

DIRECTORS' MEETINGS

6.01 Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following adjournment of the annual meeting of the Members in each year.

6.01A Regular Scheduled Meetings. At the annual meeting of the Board of Directors, the Board may designate a schedule for regular periodic meetings to be held for the upcoming year under such terms and conditions, times and locations as may be approved by majority of the Board of Directors. The action of a majority of the members of the Board in attendance at a Regular Scheduled Meeting shall be valid and effective in all respects.

6.02 Notices; waiver. No notice need be given for the Annual or any regular meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Director, postage prepaid, at his address as it appears on the records of the Association, at least three days before the meeting or given personally or by telephone no later than the day before the meeting. No notice need be given to any

Director who attends the meeting, or to any Director who in writing (before or after the meeting) waives such notice.

6.03 Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary upon request by any officer of the Association or by any two Directors. The action of a majority of the Board, although not at a regularly called meeting, shall be valid and effective in all respects if the record of the meeting shall be assented to in writing by all members of the Board.

6.04 Quorum. At all meetings of the Board a majority of the Board of Directors shall constitute a quorum, and, except as otherwise provided by law or by the By Laws, the act of a majority of the Directors present shall be the act of the Board.

ARTICLE VII.

ELECTION OF DIRECTORS

7.01 Ballots. The election of Directors shall be by written ballot. At each Annual Meeting or at any special meeting called for the purpose of electing Directors, the Members or their proxies may cast, in respect of each vacancy, votes as they are entitled to cast under the Articles of Incorporation or Deed Restrictions of the Association. The nominees receiving the largest number of votes shall be elected even though the number may be less than a majority of the votes cast.

7.02 Nominations. Nominations for election to the Board of Directors shall be made from the floor at the Annual Meeting.

7.03 Nominees. Nominations may be made from among Members or nonmembers.

7.04 Procedure. All elections of the Board of Directors shall be made on written ballots which shall describe the vacancies to be filled and set forth the names of those nominated for the vacancies.

7.05 Voting. There shall be only one vote per Lot and/or Condominium Unit. If a Lot and/or Condominium Unit is owned by more than one person, all co-owners of that Lot or Condominium Unit shall determine the manner in which the single vote is to be cast. Fractional votes shall not be allowed. If the co-owners cannot agree on the manner in which the vote is to be cast, the right to vote shall be forfeited as to that issue. The membership of an Owner that is not a natural person may be exercised by an officer, director, partner of trustee, or by the individual designated from time to time by the Owner in a written instrument provided to the Secretary of the Association. The ballot shall bear on its face such other information as the Board of Directors may determine will serve to establish the right to cast the vote stated therein.

7.06 Processing. The Secretary shall adopt a procedure which shall establish that votes are properly cast. After the procedure has been verified by the Secretary, the count of the vote shall be taken by three Members appointed by the President, at least one of whom

shall be the Secretary. All ballots and proxies as well as any continuing tally of the votes shall be kept by the Secretary. Ballots shall be retained for 90 days after the meeting and then destroyed.

ARTICLE VIII.

OFFICERS

8.01 Officers. The officers of the Association shall be a President, Executive Vice President, one or more Vice Presidents, Secretary, one or more assistant Secretaries and a Treasurer. The President and one of the Vice Presidents shall be members of the Board of Directors.

8.02 Election of Officers. All officers shall be elected at the Annual Meeting of the Board, and each officer shall hold office until the next Annual Meeting of the Board and until his successor shall have been duly elected and qualified or until his earlier death, resignation, or removal in accordance with the Bylaws. The officers shall be chosen by a majority vote of the Directors.

8.03 President; duties. The President shall be the chief executive officer of the Association and as such shall have general supervision of the of the affairs and property of the Association and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meetings of the Board of Directors, and shall generally do and perform all acts incident to the office of President. He may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds

and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

8.04 Vice president; duties. The Vice President shall perform all of the duties of the President in the event of his absence or disability, and when so acting shall have all of the powers and be subject to all restrictions placed upon the President.

8.05 Secretary; duties. The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record the names and addresses of all Members of the Association and shall see that all notices are duly given as required by the Bylaws or applicable law.

8.06 Treasurer; duties. The Treasurer shall receive and deposit in bank accounts approved by the Board all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The signature of the Treasurer and at least one other Officer shall be required on all checks drawn on the account(s) of the association.

8.07 Books and accounting. The Treasurer shall keep proper books of account. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the members at the Annual Meeting.

ARTICLE IX.

COMMITTEES

9.01 Standing committees. Standing committees of the Association shall be the Maintenance Committee, and the Architectural Review Committee. Unless otherwise provided herein, or in the Deed Restrictions, each committee shall consist of a Chairman and two or more members as determined by the Board, at least one of whom shall be a Director. Each committee shall be appointed by the Board of Directors at its annual meeting to serve until the next Annual Meeting of the Board and until its successor has been duly elected and qualified. The Board of Directors may appoint such other committees as it deems desirable.

9.02 Maintenance committee. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of any Proctor's Landing Property and Community Facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

9.04 Architectural Review Committee. The Architectural Review Committee shall be responsible for the adoption of procedures and for the implementation of such procedures in order to ensure compliance

with Article VI and Article VII of the Deed Restrictions. The Architectural Review Committee shall also have authority to monitor compliance with the provisions of Article VIII and Article IX of the Deed Restrictions.

9.05 Subcommittees. Each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties and functions.

9.06 General duties. It shall be the duty of each committee to receive complaints from the Members on any matter involving Association functions, duties and activities within the field of its responsibility. It shall dispose of complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE X.

BOOKS AND RECORDS

10.01 Inspection. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE XI.

AMENDMENTS

11.01 Amendments procedure. These Bylaws may be amended at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that notice of the proposed amendment has been included in the notice

of the meeting and further provided that those provisions of these Bylaws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Deed Restrictions may not be amended except as provided in the Deed Restrictions.

11.02 Controlling documents. In the case of any conflict between the Articles or Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Deed Restrictions and these Bylaws, the Deed Restrictions shall control.

CERTIFICATION OF THE SECOND AMMENDED BYLAWS
OF
THE PROCTOR'S LANDING PROPERTY OWNERS' ASSOCIATION, INC.

STATE OF LOUISIANA
PARISH OF SAINT BERNARD

BEFORE ME, the undersigned Notary, personally appeared:
_____, the Secretary of THE PROCTOR'S
LANDING PROPERTY OWNERS' ASSOCIATION, INC., who, after being duly
sworn by me, did depose that:

He is the duly elected and acting Secretary of the above-named
corporation, the Bylaws of which are hereby attached; that said Bylaws
adopted at a duly held meeting of the Board of Directors of said

corporation; and that said corporation is a Louisiana not-for-profit corporation.

Executed at _____
on this _____ day of _____ 2019.

WITNESSES:

President

Notary Public

Secretary