

## **BYLAWS**

### **GOODWOOD PROPERTY OWNERS ASSOCIATION, INC**

The following Bylaws were enacted and accepted in full by a majority of a quorum of the Membership during the Annual Meeting of the Organization held January 23<sup>rd</sup>, 2021 and shall be made effective on that date. The following Bylaws supersede and replace any and all prior bylaws voted on by the organization.

#### **PREAMBLE**

The Goodwood Property Owners Association, Inc. is a Louisiana nonprofit corporation, domiciled in Baton Rouge, Louisiana operating in accordance with the Original and Amended Articles of Incorporation recorded in the Office of the Secretary of State.

#### **Article I NAME**

The name of this corporation shall be the “**Goodwood Property Owners Association, Inc**” (**GPOA**).

#### **Article II PURPOSE AND OBJECTIVES**

This Corporation is organized to carry on the following purposes, to wit:

- A. *To organize the property owners in the area known as Goodwood and also known as the Old Goodwood Crime and Improvement District, which comprises the following geographical area: Beginning at a point of intersection of the centerline of Florida Blvd. and a line extending south to the western rear property line of S. Fairfax (Fairfax Heights Subdivision) to the western side property line of 5554 George Street (Legal Description Fairfax Heights Subdivision Lot 6) turning east along the southern rear property lines of George Street to a point of intersection of the centerline of Cloud Drive south to the centerline of Government Street turning east to the centerline of Jefferson Highway turning southeast to the centerline of Old Hammond Highway (State Highway Route 426) turning east to a point of intersection of a line extended from the eastern rear property line of the Fair Day Estates II Subdivision turning north along the eastern rear property line of Fair Day Estates II Subdivision and rear property line of Carter Avenue and a line extended to the point of intersection with the centerline of LaSalle Ave turning west to a line extended to the eastern rear property line of Charmaine Ave. turning north to a point of intersection with the centerline of the Normandy Lateral drainage canal turning northwest to a line extended from the western rear property line of Thurman Drive turning north to a point of intersection with the centerline of Goodwood Blvd. turning west to the point of intersection with the centerline of Lobdell Boulevard turning north to the point of*

intersection with centerline of Florida Blvd. turning west to the original point of the beginning.

- B. To maintain the existing A-1 single-family residential zoning of Goodwood in harmony with the appropriate adjacent business interests.
- C. To gather, receive and disseminate information helpful to Goodwood property owners and residents.
- D. To foster the maintenance and improvement of premises parks, playground and other property in Goodwood.
- E. To assist in matters pertaining to the welfare, safety, and advancement of the Goodwood community.

### **Article III MEMBERSHIP**

- A. Membership in the Corporation is organized on the non-stock basis of: (1) residential property ownership, or (2) in the case of commercial entities, either ownership of or rental of one or more facilities, all within the geographic parameters of Article II above. There is no limit on the number of members in the Corporation. The Board of Directors of the Corporation shall have the authority to establish and apply other requirements for full membership in the Corporation, including but not necessarily limited to the determination of and implementation of a dues and/or fees structure, and the time attendant thereto, not otherwise incompatible with these Bylaws.
- B. The paid in capital of the Corporation is the net assets of the Corporation as of the date of these Bylaws.
- C. Each member of the Corporation who or which has met the full requirements of these Bylaws and the Board of Directors' requirements, shall be classified as having full membership in the Corporation, which includes the right to vote on Corporation matters.
- D. The Board of Directors of the Corporation shall have the authority to: (1) establish and apply requirements for classification of less than full membership in the Corporation, (2) determine and implement a dues and/or fees structure thereto, and (3) establish any privileges of voting attendant thereto.

**Article IV  
NONPROFIT STATUS**

This Corporation is a nonprofit corporation.

**Article V  
REGISTERED OFFICE**

The location and registered address of this Corporation is 7515 Jefferson Highway, #119, Baton Rouge, Louisiana 70806.

This office may be updated by a majority vote of the Board of Directors through the annual report, filed with the Secretary of State, each time an incoming President is elected.

**Article VI  
REGISTERED AGENT(S)**

The full name and address of the registered agent of this Corporation is Norman V. Ryan, Sr., 7515 Jefferson Highway, #119, Baton Rouge, Louisiana 70806.

The registered agent may be updated by a majority vote of the Board of Directors through the annual report, filed with the Secretary of State, each year.

**Article VII**

**BOARD OF DIRECTORS; BY LAWS, RULES, REGULATIONS**

- A. Board of Directors: Operation of the Corporation shall be vested in and exercised by a Board of Directors consisting of only fully qualified members of the Corporation. The Board of Directors has the authority and power to determine the number of directors who shall comprise the Board, and the terms of each director's office, so that to the extent feasible the Board may effectuate the purposes for which the Corporation is to serve the Goodwood community; ideally the number of directors should be no less than nine (9), no more than fifteen (15), should represent the various sections of Goodwood, and the directors should serve overlapping terms. Directors shall be elected at the fall annual meeting of the Corporation by only fully qualified voting members.
- B. By Laws, Rules, Regulations: The Board of Directors shall have the power, except as otherwise expressed herein, to fix and define the duties of all officers and committees. The Board of Directors shall elect from their group a President, Vice President, Secretary and Treasurer. The Board of Directors shall further have the power and authority to fix and define the duties of the several officers, alter and amend all by laws, rules and regulations, necessary and proper for the support and management of the business and affairs of the Corporation, and for the regulation of the conduct of the members and to provide penalties for any of them for violation of said laws, rules and regulations, and to establish regulations governing the election of members.

- C. To Borrow Money and Purchase Property: The Board of Directors shall have the power and authority to borrow money as may be necessary or advisable for the Corporation; to purchase property, real, personal, or mixed, and to grant vendor's liens and mortgages for the purchase price thereof, and for that purpose execute and assume mortgages thereon, to issue notes, pledge bonds, or other obligations therefor in such amounts and on such terms as may be deemed necessary or advisable; and shall have power and authority to do all such acts and things as necessary to carry out the objects and purposes for which this Corporation is organized.
- D. Sale of Property: The Board of Directors shall have the power, only when authorized by a vote of two-thirds of the voting members present at a special meeting called for that purpose, of which meeting and proposed action due notice shall be given as hereinafter provided, to sell, lease, mortgage, or to exchange any/or all of the immovable property belonging to the Corporation.
- E. Quorum: A majority of the Board of Directors attending a Board meeting, either in person or by telecommunication, shall constitute a quorum for the transaction of business. Any member of the Board of Directors may be represented for the purpose of a vote at any meeting of the Board by any other Board member, when authorized by written proxy. No more than one (1) proxy vote can be assigned to each Director in attendance for the purpose of a vote.
- F. Annual Meeting:
- (1) The annual meeting of the fully voting membership for the election of members to the Board of Directors shall be held in the fall of each year, as close to the third Tuesday in October as is reasonably possible. The Board of Directors has discretion to deviate from this date, as necessary and proper. The Board of Directors shall give due notice to the membership of the time and date selected for the annual meeting, as herein provided.
  - (2) Special meetings of the fully voting membership may be held at such times as the Board of Directors may designate.
  - (3) On the written petition of not less than twenty-five (25) full voting members, it shall be the duty of the President, or in his absence, inability, or refusal to act, it shall be the Vice President's duty, to call a special meeting of the fully voting membership to be held not less than thirty (30) days nor more than six (6) weeks after receipt of the petition, the object of which meeting must be stated in the petition and in the notice of the meeting thus called.
  - (4) All elections shall be by ballot at the office of the Corporation or at such other place designated by the Board of Directors, and shall fall under the supervision of three (3) Commissioners, to be appointed by the Board of Directors, and in the absence of any Commissioner, the President shall have power and authority to fill the place by appointment.

- (5) Thirty (30) days advance notice of any meeting in which fully voting members may vote shall be given to each resident or commercial entity who or which fully qualifies for voting membership, as reflected in the books and/or records of the Corporation. Said notice may be given in any and/or all ways of communication, including but not limited to the local official newspaper, mail, e-mail, phone mail, and text to the last known contact information for the member, plus yard signs and billboards. The notice shall announce the time, place and object of the meeting, whether such meeting be special, annual or otherwise.
- (6) Quorum of Membership Meetings: At the meeting of the membership, at the annual meetings or special meetings, twenty-five (25) members shall constitute a quorum for the transaction of business.

G. Election of Board of Directors:

- (1) Election to the Board: The President shall assemble a slate of nominees prior to the fall meeting. Members of the Board who will complete the third year of their term in December may stand for re-election to a consecutive three year term. Candidates for new or re-elected membership on the Board shall be elected by a majority vote of the association members present. There shall be a term limit for all board members of four (4) consecutive three (3) - year terms.
- (2) Board Members may resign at any time by providing written notice to the secretary. Unexecuted absence of a board member from three board meetings within a one-year period shall constitute cause for a member to be removed from the board. Any officer may execute an absence and will so announce at the meeting missed by the board member.
- (3) If the number of directors drop below nine (9), the president shall nominate a sufficient number to restore the number to nine (9). All such candidates will be elected by a majority of the directors present during the board meeting at which their names are presented and will become members immediately. Regardless of the month in which such members are elected by the board, they will be deemed as fulfilling the term of the vacated position.

H. Election of Officers:

- (1) The outgoing President, or such officers as may be designated by the outgoing Board of Directors, shall call together, in meeting, the newly elected Board of Directors, within thirty (30) days after their election. The said Board shall elect from its own number a President, Vice President, Secretary and Treasurer, and such other officers as the Board may consider necessary.
- (2) All officers elected by the Board shall be elected for such terms of office as shall be fixed by the Board, and shall be removable at the pleasure of the Board.
- (3) The current Vice President shall normally become president at which time the position is vacated.

- (4) Notwithstanding paragraph (3):
  - a. The current President may be elected to serve a consecutive term.
  - b. Any other member of the board may be elected to the office of the president.
- (5) There is no limit on the number of times a person may serve as an officer.
- (6) An officer may resign office and remain on the board by providing written notice to the board. Unexecuted absence from three board meetings shall constitute resignation from office and from the board. The president or vice president may excuse an absence of an officer and will so announce at the meeting missed by the officer.
- (7) A vacancy in the office of president shall be filled by the vice president. Vacancies in other offices will be filled by election at the board meeting at which the vacancy is announced. The president will provide the name(s) of nominee(s) and will open the floor for additional nominations. Election shall be by a majority vote of the board members present or, if there are more than two candidates, by a plurality vote.

#### I. Management of GPOA

- (1) The board of directors shall manage the affairs of the Association in conformity with the provisions of the Articles of Incorporation and by-laws. It shall outline and direct the duties and activities of the officers of the Association, determine the amount of the annual Association dues and approve the annual budget.
- (2) The president shall have general supervision of the affairs of the Association. The president shall preside at meetings of the Association and shall be ex-officio member of all committees. The president or the presidential designee shall publicly represent the Association and sign correspondence issued in the name of the Association.
- (3) The vice president shall discharge the duties of the president in the event of his/her absence and shall perform other duties assigned by the president or the board.
- (4) The secretary shall keep a record of the transactions of the Association, issue notices and announcements, record the minutes of board meetings, keep a record of attendance of board members at board meetings and notify the president of unexcused absences, and perform other duties assigned by the president or the board. The secretary shall be the custodian of the Association charter, by-laws and records. The secretary shall maintain minutes and other records on file for a period of three years, including the current year, or as directed by the board.
- (5) The treasurer shall receive monies due the Association and deposit them in the name of the Association in a depository as directed by the board. The treasurer shall draw checks on the Association's depository as required to cover obligations incurred by the Association. Checks in the amount of \$2000.00 or less shall be signed by an approved director. Checks for an amount exceeding \$2000.00 shall be signed by two

approved directors. The treasurer will report, in writing, on the financial status of the Association at each meeting of the board and perform other duties assigned by the president or the board. A review of the Association's financial accounts and treasurer's procedures shall be performed by the Executive Committee in January. The treasurer shall maintain financial records on file for a period of three years, including the current year, or as directed by the board.

#### J. Committees and Appointments

The Association officers plus the immediate past president shall comprise the Executive Committee. This committee shall meet to handle items of business requiring prompt action between regular meetings of the board. Such action must be reported by the president at the next meeting of the board and are subject to ratification by the board.

The president shall appoint the chairperson of the following standing committees to serve during the president's tenure in office.

1. Grounds: The Grounds Committee shall be responsible for developing and implementing programs to maintain, enhance and recognize the natural beauty of Goodwood (i.e. Yard of the Season, contracting with landscapers, organization of clean-up days).
2. Communications: The Communications Committee shall issue newsletters to residents, affiliates and other interested parties on a schedule directed by the board. The committee will maintain the Association's telephone and e-mail lists. The committee will also receive and disseminate information as directed by the president or the board.
3. Social: The Social Committee shall develop programs to foster goodwill among Goodwood residents and that activities associated with the general membership include social and hospitality activities. The committee will also develop and plan events designed to bring the membership together.
4. Membership: The Membership Committee shall develop and implement plans to increase paid association membership as well as corporate sponsorship throughout the neighborhood. It will work to insure new residents are welcomed.
5. Safety/Police Patrol: The Safety and Police Patrol Committee shall coordinate the activities of the security patrol, provide a monthly report to the board, and implement other programs directed by the board associated with security.
6. Zoning and Planning: The Zoning and Planning Committee shall maintain a file of current pertinent zoning ordinances. It shall review all proposed zoning changes and changes in restrictions in Goodwood and recommend appropriate action to the board. The committee shall also seek enforcement of deed restrictions and zoning

ordinances. The committee will notify residents whose property are the source of complaints and coordinate with appropriate City/Parish officials to attempt to correct problems.

From time to time the president may appoint or dissolve other committees. Examples include Long Range Planning, Nominating and By-laws. The president has the authority to appoint a parliamentarian, and representatives to organizations that align themselves to the mission of the Association and other organizations as directed by the board.

#### K. Meetings/Quorum

- (1) There shall be bi-annual general meetings of the Association held in the spring and fall designated by the board. The fall meeting will be held for the express purpose of electing board members and officers for the following year. Notice of the meeting shall be made to Goodwood residents at least thirty (30) days prior to the meeting. Residents must have paid their dues for the current year in order to vote for directors.
- 2) Meetings of the board will normally be held on the third Tuesday of every month. Board meetings will be publicized at least twenty-four hours in advance. All board meetings are open to all GPOA members. The president, with the concurrence of the majority vote of the Executive Committee, may cancel a board meeting or Executive Committee meeting.
- (3) A special meeting of the board may be called by the president or by petition of seven members of the board, provided at least forty-eight hours notice is provided to all board members. The rule of a quorum (section D) applies to special meetings.
- (4) A minimum of twenty-five (25) Association members attending the fall meeting shall constitute a quorum for the election of board members. A majority of the current Board of Directors attending a Board meeting, either in person or through telecommunication, shall constitute a quorum for the transaction of business. Any member of the Board of Directors may be represented for the purpose of a vote at any meeting of the Board by any other Board member, when authorized by written proxy. No more than one (1) proxy vote can be assigned to each Director in attendance for the purpose of a vote.
- (5) Robert's Rules of Order shall govern matters of parliamentary procedure at all meetings.

### **Article VIII AMENDING ARTICLES and BYLAWS**

The Articles of Incorporation may be amended at any annual or special meeting provided notice of the proposed amendment shall be given to the voting membership at the same time the notice of the meeting is called, provided said amendment received a two-thirds (2/3) majority vote of the members present at said meeting.



Amendments to the by-laws must be submitted in writing one board meeting in advance of the meeting at which a vote on the amendments is to be taken. The by-laws may be amended by a majority vote of the board members present.

**Article IX  
DISSOLUTION**

Whenever this Corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three (3) members, denominated as Commissioners, who are to be appointed by a vote of two thirds (2/3) of the fully voting members at a special meeting convened for the purpose of liquidation. Said Commissioners shall remain in office until the affairs of the Corporation shall have been fully settled and liquidated. Said Commissioners shall have full authority and power to transfer and give title to all the assets and property of the Corporation, and distribute the proceeds. In case of death or disability, or resignation of one or more Commissioners, the vacancy shall be filled by the surviving Commissioner(s).

**Article X  
LIMITATION OF LIABILITY AND INDEMNIFICATION**

1. The incorporator, directors, officers, employees and/or agents of the Corporation claim the benefits of limitations of liability as provided in LSA-R.S. 12:227, to the fullest extent allowed by law.
2. The incorporator, directors, officers, employees and/or agents of the Corporation claim the benefits of indemnification as provided in LSA-R.S. 12:227, to the fullest extent allowed by law.

**Article XI  
TAXPAYER IDENTIFICATION NUMBER**

The taxpayer identification number of the Corporation is 72-1367598.

**GOODWOOD PROPERTY OWNERS ASSOCIATION, INC**

BY: \_\_\_\_\_  
NORMAN V. RYAN, SR., PRESIDENT

BY: \_\_\_\_\_  
AMEY SHORTESS-CROUSILAC, SECRETARY