

**BY-LAWS**  
**OF**  
**VINTAGE PARK SUBDIVISION OWNERS ASSOCIATION, INC.**

ARTICLE I

OFFICES

1.1 **Principal Office.** The principal business office shall be located at 404 Breemen Circle, Lafayette, Louisiana 70508. The Association may have such offices at such other places as the members may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF MEMBERS

2.1 **Meetings.** All meetings of the members shall be held at the principal business office of the Association in Lafayette, Louisiana.

2.2 **Annual Meetings.** The annual meeting of the members shall be held on September 30, 2007 or if this day is a legal holiday, then on the first business day thereafter, at 6:00 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, by resolution, may change the date and time for any such annual meeting.

2.3 **Special Meetings.** Special meetings of the members, for any purpose or purposes, may be called (i) by the President, (ii) upon the written request of any 2 Directors or (iii) by any member or members holding in the aggregate 66% of the total voting power.

2.4 **Notice of Meetings.** Except as otherwise provided in Section 2.3, or by law, the authorized person or persons calling a member's 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 (10) days and not more than thirty (30) 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.

2.5 **List of Members.** At each meeting of the members, a list of members entitled to vote arranged alphabetically and certified by the Secretary showing the number of votes held by each member on the record date for the meeting shall be produced on the request of any member.

2.6 **Quorums.** Except as otherwise provided by law, the presence, in person or by proxy, of the holders of at least 66% of the total voting power shall be requisite and shall constitute a quorum at all meetings of the members.

2.7 **Voting.** When a quorum is present at any meeting, a vote of 66% of the members having voting power present in person or represented by proxy shall decide any question brought before such a meeting, unless the question is one upon which, by express provision of law, or the Articles of Incorporation, or these By-Laws, a different vote is required, in which case express provision shall govern and control the decision of such question. Members are entitled to as many votes as they are entitled to exercise under the provisions of the Articles for each residential lot in which they hold title as shown by the records of the Association as of the last day of the month preceding a meeting.

2.8 **Proxies.** 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 the member and bearing a date not more than twelve (12) months prior to the meeting, unless the instrument provided for a longer period. The proxy need not be a member of the Association.

### ARTICLE III

#### DIRECTORS

3.1 **Number.** The business and affairs of the Association shall be managed by a Board of Directors of not less than 1 nor greater than 7 natural persons. The Board may exercise all powers of the Association and do all lawful acts and things which are not restricted by law or by the Articles or by these By-Laws.

3.2 **Terms of Office.** The Directors shall be elected at the Annual meeting of the members and shall hold office for one (1) year or until their successors are chosen and have qualified. A Director must be a member of the Association.

3.3 **Vacancies.** The remaining Directors, even though not constituting a quorum, may, by a majority vote, fill any vacancy on the Board (including any vacancy resulting from an increase in the authorized number of Directors, or from failure of the membership to elect the full number of authorized Directors) for an expired term, provided that the membership has the right, at any special meeting called for the purpose prior to such action by the Board to fill the vacancy.

3.4 **Compensation.** Directors, as such, shall not receive a salary for their services. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

### ARTICLE IV

#### MEETINGS OF THE BOARD

4.1 **Meetings.** The meetings of the Board of Directors shall be held at the principal business office of the Association, unless a different location is agreed upon by a majority of the Board.

4.2 **First Meeting.** The first meeting of each newly elected Board of Directors shall be held immediately following the annual members meeting and at the same place as the annual meeting, and no notice of such first meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting.

4.3 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

4.4 **Special Meetings.** Special meetings of the Board of Directors may be called by the President on ten (10) days notice given to each Director, either personally or by telephone or mail. Special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of two (2) Directors and if the President and Secretary fail or refuse, or are unable to call a meeting when requested by any two (2) Directors, the requesting Directors may call the meeting on ten (10) days written notice given to each Director.

4.5 **Quorum.** A majority of the Board of Directors 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. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by vote of the majority of a quorum as fixed in Section 4.5, until adjourned, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed in Section 4.5, or the refusal of any Director present to vote.

4.6 **Committees.** The Board of Directors may designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the Association (and one (1) or more of the Directors may be named as alternate members to replace any absent or disqualified regular members), which, to the extent authorized by resolution of the Board of Directors or the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association.

4.7 **Powers.** The Board of Directors has the responsibility for the management of the business of the Association, and subject to any restriction of these By-Laws, may exercise all of the powers of the Association. Without prejudice to such general powers, the Directors have the specific power to delegate any of the powers of the Board to any standing or special committee or to any officer or agent (with the power of subdelegation) upon such terms as they deem fit.

4.8 **Resignation.** The resignation of a Director shall take effect immediately upon its receipt by the President or Secretary, or at such later date, provided for in the resignation. However, if the effective date requested is more than thirty (30) days after the date the resignation is received by the President or Secretary, then the effective date is deemed to be the thirtieth (30<sup>th</sup>) day after the date of receipt.

4.9 **Absentees.** Any Director absent from a meeting of the Board of Directors or any committee may not be represented by any other Director or member. Any Director missing three (3) consecutive meetings may be omitted from the Board.

## ARTICLE V

### NOTICES

5.1 **Written Notices.** Any written notice required or permitted by law, the Articles or the By-Laws, to be given to any member or Director shall be deemed to have been given to the member or Director when the notice is served upon the member or Director, or two (2) business days after the notice is placed in the United States Certified Mail, addressed to the member or Director at his last known address.

5.2 **Waiver of Notice.** Whenever any notice of the time, place or purpose of any meeting of members, Directors, or committee is required by law, the Articles or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to the notice and filed with the records of the meeting before or after the holding thereof, or actual attendance of the meeting in person is equivalent to the giving of such notice except as otherwise provided by law.

## ARTICLE VI

### OFFICERS

6.1 **Election of Officers.** The officers of the Association shall be chosen by the Board of Directors and shall be a President, a Secretary, and a Treasurer. Any two (2) offices may be held by one (1) person. Officers need not be a member.

6.2 **Special Appointment.** The Board of Directors may appoint other Officers as deemed necessary, who shall hold their offices for the terms and shall exercise the powers and perform the duties as shall be determined from time to time by the Board of Directors.

6.3 **Compensation.** Officers of the Association shall not receive a salary for their services.

6.4 **Terms of Office.** The Officers shall be elected at the Annual meeting of the Board of Directors and shall hold office for one (1) year or until their successors are chosen and have qualified. An officer may be removed from office by the vote of 66% of the members held at a special meeting called for such purposes.

6.5 **Responsibilities of Officers.** The responsibilities of the Officers shall be as follows:

- a) **President.** The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board of Directors and members 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 of Directors.

- b) **Secretary.** The Secretary shall attend all meetings of the Board of Directors and members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. The Secretary shall keep in safe custody the seal of the Association, and when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature thereon or by the signature of the Treasurer.
- c) **Treasurer.** The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all his transactions as Treasurer and a report on the financial condition of the Association.

6.6 **Vacancies.** The Board of Directors by a majority vote may fill any Officer vacancy (including any vacancy resulting from an increase in the authorized number of Officers.

## ARTICLE VII

### MISCELLANEOUS

7.1 **Books and Records.** The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member and by the holder of a First Mortgage lien on any lot or property. The Declaration, the Articles and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

7.2 **Assessments.** As more fully provided in the Declaration of Covenants, Conditions, and Restrictions for Vintage Park, Phase I, dated 12/20/06 and filed under Entry No. 2006-55365, records of Lafayette Parish, Louisiana (the "Dedication"), each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent.

7.3 **Indemnification of Directors and Officers.** The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by any reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer at the time when any such claim or liability is asserted, and shall reimburse each such director or officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, which approval shall not be unreasonably withheld, whether or not he continues to be such director or officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own willful negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any and all such claims or liability or in settling the same. The foregoing right of indemnification shall be exclusive of other rights to which any director or officer may be entitled as a matter of law.

7.4 **Checks.** All checks or demand for money and notes of the Association shall be signed by such officers or such person or persons as the Board of Directors may from time to time designate.

7.5 **Fiscal Year.** The fiscal year of the Association begins on the first day of January of each year.

7.6 **Seal.** The members may adopt a corporate seal, the seal shall have inscribed thereon the name of the corporation.

## ARTICLE VIII

### AMENDMENTS

8.1 These By-Laws may be amended, at a regular or special meeting of the members, by a vote of 66% of all members of the Association.

8.2 In the case of any conflict between the Articles and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

The undersigned, being at least 66% of the members, do hereby certify that the above are By-Laws adopted by the Members of the Association at their first meeting held on the 20th day of December, 2006.



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BRYAN DOUGLAS MCLAIN



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SYLVIA C. MCLAIN