

BYLAWS OF SOUTHSIDE CIVIC ASSOCIATION, INC.

I. PURPOSE

The purpose of this organization is as set forth in Article III of the Articles of Incorporation and to otherwise engage in any lawful activity not prohibited for tax-exempt, non-profit associations, in particular those activities which shall ensure maintenance of the character and integrity of the single-family residential character of the area represented as well as the properties within the boundaries delineated, and improve the overall appearance, security, and quality of life enjoyed therein, to include cooperation with other civic and community organizations in furthering the improvement and development of the area consistent with the purposes as set forth in the Articles of Incorporation in ensuring a local government responsive to the needs and welfare of the individuals of the area represented as well as those throughout East Baton Rouge Parish.

II. AREA

The area served by this organization shall be that area generally known as Southside, which includes the following:

a. Those subdivisions of the City of Baton Rouge which contain all or part of the following streets:

Aberdeen Ave.
Arrowhead St.
Bennett Dr.
Bluebell Dr.
Carl Dr.
Cedardale Ave.
Cherrydale Ave.
Cloverdale Ave.
Cypress St.
East Lakeshore Dr.
Edinburgh Ave.
Ferndale Ave.
Floyd Dr.
Gladiola St.
Glasgow Ave.
Glendale Ave.
Hollydale Ave.
Hood Ave.
Hyacinth Ave.
Irvine St.
Jolly Dr.
Knollwood Dr.
Lee Dr. (from Perkins Rd. to Highland Rd.)
Mimosa St.
Morning Glory Ave.
Myrtledale Ave.
Orchid St.
Palm St.
Perkins Rd. (between I-10 and Concord Ave.)

Pickett Ave.
Poplar St.
Primrose St.
Ross Ave.
Rubin St.
Rue Sorbonne
South Cloverdale Ave.
South Lakeshore Dr.
Sassy Lane
Stanford Ave.
Stephens Ave.
Stuart Ave.
Sweetbriar St.
Tupello St.
West Lakeshore Dr.
Whitehaven St.

b. And any subdivisions adjacent thereto.

III. MEMBERSHIP

All owners of real estate residing in the South Side area or adjacent areas and interested in civic betterment who pay the annual dues as fixed from time to time by the Board of Directors, may become members having a single vote per household.

IV. MEETINGS

a. General - There shall be an annual meeting of the membership in June of each year at a date, time and place to be fixed by the Board of Directors for the purpose of electing directors and considering such other business as may be specified in the notice of such meeting.

b. Special - Special meetings of the members may be called any time for and at any place by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be mailed by the secretary to each participant not less than seven days before the date of such meeting. All such notices shall be mailed to the members at their addresses as they appear on the membership list of the association. The

directors shall also in like manner call a special meeting of the members whenever so requested in writing by not less than ten percent of the members. The president also may in his or her discretion call a special meeting of the members upon the giving of seven days notice as hereinabove provided. No business other than that specified in the call for any special meeting shall be transacted at any meeting of the members except upon the unanimous consent of all members present at such meeting.

c. Quorum and Voting - Ten percent of the members shall constitute a quorum at any members meeting, but any number of members, even if less than a quorum, may adjourn the meeting from time to time and place to place. In all meetings of the members each member shall be entitled to one vote on each proposal presented at the meeting. Members must be current on their dues to be entitled to vote. Votes may be cast in person or by written authorized proxy. Any such proxy shall be in a form designated by the Board and must be dated and executed in writing and shall not be valid following the conclusion of the meeting for which it was granted.

V. DIRECTORS

1. Number and Election - The Board of Directors shall consist of not less than nine, and no more than fifteen directors elected from the membership by written ballot. The terms of office of the directors shall begin on the first day of the month following the annual meeting and expire on the last day of the twelfth month thereafter.

2. Duties and Powers - The Board shall have full control and management of the Association and its affairs.

3. Meetings

a. Regular - Regular meetings of the Board of Directors shall be held monthly on a date and at a time agreed upon by the Board. No notice of the regular meetings shall be required once fixed by the Board.

b. Special - Special meetings of the Board may be called by the president or by a majority of the Board, in which case reasonable notice shall be given to the directors by U.S. mail, E-mail, fax, or telephone.

c. Quorum and Voting - At any meeting of the Board, a majority of the directors shall constitute a quorum for the transaction of business. Any vacancy on the Board shall not be counted in the determination of such quorum. In the event of a quorum not being present, a lesser number may adjourn the meeting to some future time. An affirmative vote by a majority of the directors in attendance, in person or by proxy, shall be necessary for the Board to act on any matter except adjournment to a future date as hereinabove provided. Each director shall be entitled to one vote. The Board may, without a meeting, take any action which they are authorized to take by a written statement of the action signed by all members of the Board.

4. Removal - The Board of Directors shall have the power to remove any director who misses three consecutive meetings. The Board may appoint a director to complete the term of a director who has been removed or who has resigned, or whose position may be left vacant, with a quorum being a majority of the remaining directors. The members of the Association shall have the right to replace and elect directors at any general meeting of the members or at any special meeting called for that purpose.

VI. OFFICERS

1. The Board of Directors shall have a president, vice-president, secretary, and treasurer, all of whom shall be members of the Board. In addition, there may be such other officers as the Board may determine from time to time. Such other officers may or may not be members of the Board and their duty shall be as prescribed by the Board.

2. Election - All officers shall be elected annually by the Board at its first meeting held after the meeting of the members, and they shall hold office for a term of one year or until their successors are duly elected.

3. Duties

a. President - The president shall preside at all meetings, including the board of directors meetings where the president shall be considered the chairman of the board, and otherwise perform all duties incident to the office.

b. Vice-President - The vice-president shall assist the president and perform other duties as the board may determine. The vice-president shall act on behalf of the president in the president's absence and shall otherwise assist in zoning and general public affairs.

c. Secretary - The secretary shall keep the minutes of the meetings, send out notices of meetings and other matters, assist the president in preparing agendas for the meetings, maintain correspondence and membership records, maintain and record all written proxies, and determine the validity of all proxies.

d. Treasurer - The treasurer shall receive income from dues, donations, and fund-raising efforts, and shall disburse funds in accordance with the determination of the board of directors. The treasurer shall also maintain a current financial report and ensure compliance with IRS regulations regarding nonprofit associations.

4. Removal - Any officer may be removed by a two-thirds vote of the entire Board at any time with or without cause.

VII. COMMITTEES

The president shall appoint chairmen of the following committees, with the appointee serving until a new president assumes office. Committee members need not be directors. The following shall be regular standing committees, with other committees created from time to time as needed:

Executive Committee - A policy-making committee consisting of the current officers and the immediate past president.

Membership Committee - A committee whose purpose is to increase membership and to organize activities for such purpose.

Zoning/Restrictions Committee - A committee to monitor all applications to change zoning in the area represented and adjacent thereto and to ensure compliance with recorded deed and subdivision restrictions.

Police and Fire Committee - A committee to participate in neighborhood watch and other fire and crime preventative measures and to develop a close working relationship with the law enforcement and fire departments serving the area represented.

Nominating Committee - The president shall appoint a nominating committee at least two months prior to the annual meeting to recommend nominees to the Board of Directors for the following year.

VIII. RULES

Robert's Rules of Order, last revised, shall govern this organization in all cases where applicable and where not consistent with these bylaws. The President at his/her discretion may appoint a parliamentarian should one be necessary.

IX. ORDER OF BUSINESS

Any matter of business brought before the association shall be presented to and acted upon by the board of directors. Any motion not acted upon by the board of directors within sixty days can be brought before the general membership at the annual meeting or at a special general membership meeting called for such purpose by a majority of the Board of Directors.

Unless otherwise stated, the order of business for the meetings of the Board of Directors shall be as follows:

- a. Call to order
- b. Call of the roll
- c. Reading of the minutes of the previous meeting and proposing them for adoption
- d. Announcements and guest speakers
- e. Reports of officers and committees
- f. Unfinished business
- g. New business
- h. Adjournment

X. AMENDMENT

These bylaws may be amended by a majority vote of the board of directors present and voting at a meeting for which notice has been given thirty days in advance and in which notice the proposed amendment has been stated. In addition, they may be amended by a majority of the members at a special meeting called for that purpose pursuant to the provisions of Article IV hereof.

As evidenced by the signature of the Secretary of the Association subscribed hereto, the foregoing bylaws were adopted by the Board of Directors at a meeting held July 20, 2004 and are to be presented to the membership for ratification at a special meeting called for _____, 2004.

Secretary

Date

Ratified by the membership at its special meeting of _____, 2004.

Secretary of the Meeting

Date