

BYLAWS OF SOUTHSIDE CIVIC ASSOCIATION, INC.

Amended and Accepted March 5, 2009

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 Avenue
Anglo Street
Arrowhead Street
Bennett Drive
Bengal Lane
Bluebell Drive
Boone Drive (Lee Drive to College Hill Drive section)
Burgin Avenue (Newport to Bayou Duplantier section)
Carl Drive
Cedardale Avenue
Cherrydale Avenue
Cloverdale Avenue
College Hill Drive
Cypress Street
East Lakeshore Drive
Edinburgh Avenue
Ferndale Avenue
Floyd Drive
Gladiola Street
Glasgow Avenue
Glendale Avenue

Hollydale Avenue
Hood Avenue
Hyacinth Avenue
Irvine Street
Jolly Drive
Knollwood Drive
Lee Drive (from Perkins Road to Highland Road)
Marigold Avenue
Mimosa Street
Morning Glory Avenue
Myrtledale Avenue
North College Hill Drive
Orchid Street
Palm Street
Perkins Road (south side, between Interstate 10 and Concord Avenue)
Pickett Avenue
Poplar Street
Primrose Street
Ross Avenue
Rubin Street
Rue Sorbonne
Rue Toulouse
South Cloverdale Avenue
South Lakeshore Drive
Sassy Lane
Stanford Avenue
Stephens Avenue
Stuart Avenue
Sweetbriar Street
Tupello Street
West Lakeshore Drive
Whitehaven Street

B. And any subdivisions adjacent thereto.

III. MEMBERSHIP

All property owners and/or residents of 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 a General meeting of the membership in October 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 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 five (5) percent of the members. The president also may at 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.

Five percent of the members shall constitute a quorum at any membership 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 in 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

A. 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 General meeting and expire on the last day of the twelfth month thereafter. 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.

B. Duties and Powers.

The Board shall have full control and management of the Association and its affairs.

C. Meetings.

1. Regular.

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

2. 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.

3. 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.

D. Removal.

The Board of Directors shall have the power to remove any director who misses three consecutive meetings without valid reason as determined by the Board. 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. A director appointed to fill a vacancy shall serve for the remainder of the unexpired term.

VI. OFFICERS

A. Officers defined.

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.

B. Election

All officers shall be elected annually by the Board at its first meeting held after the annual General meeting of the members, and they shall hold office for a term of one year or until their successors are duly elected. An officer elected to fill a vacancy shall serve for the remainder of the unexpired term.

C. Duties.

1. 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.

2. 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.

3. 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.

4. 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 present a current financial statement every quarter at Board of Directors meetings, to include a summary of income and expenses, with the basis being the report from the previous quarter. The treasurer shall ensure compliance with IRS regulations regarding nonprofit associations. The treasurer shall submit his records to the Finance Committee on an annual basis for auditing purposes.

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

Executive Committee. Consists of the current officers and the immediate past president.

Finance Committee. Consists of the treasurer and at least one other director. Responsible for annual audit of the Association funds. This audit will for the past calendar year, and is to be completed and presented to the Board of Directors within the first quarter of the succeeding calendar year.

Membership Committee. Organizes activities for increasing membership.

Zoning/Restrictions Committee. Monitors all applications for rezoning in and around the Association's area; ensures compliance with recorded deed and subdivision restrictions.

Police and Fire Committee. Works on crime prevention measures in the Association's area; develops close working relationship with law enforcement and fire department serving the area.

Nominating Committee. The president shall appoint a nominating committee, including at least one director, at least two months prior to the General 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

General meeting or at a special 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:

1. Call to order
2. Call of the roll
3. Reading of the minutes of the previous meeting and proposing them for adoption
4. Announcements and guest speakers
5. Reports of officers and committees
6. Unfinished business
7. New business
8. Adjournment

X. AMENDMENTS

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.

=====

Summary of dates these bylaws have been amended and accepted by the Board of Directors:

March 5, 2009 (first date that amendment date history started being maintained)