

**BYLAWS
OF
SHERWOOD FOREST CITIZENS ASSOCIATION, INC.**

09-01-10

1.

PURPOSE OF THE ASSOCIATION

The purpose of this organization is set forth in Article II of the Articles of Incorporation originally drafted on September 30, 1957, filed in the records of the East Baton Rouge Parish Clerk of Court's Office on October 24, 1957, and as amended on October 9, 1958. March 19, 1959, October 9, 1972, November 15, 2001, and November 18, 2010.

2.

AUTHORIZATION OF THESE BYLAWS

These Bylaws are specifically authorized by Article X of the Articles of Incorporation.

3.

MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights are detailed in Article VII of the Articles of Incorporation. In addition, membership shall be on a calendar year and shall be limited to one vote for each single family dwelling unit within the geographic areas set out in Article VII of the Articles of Incorporation. Dues must be post-marked or actually received by the association's Treasurer at least thirty 9-01-10 days prior to the annual meeting to entitle the member the right to vote at that year's annual meeting. Each member, as defined above, in attendance at the annual meeting shall be entitled to one vote. Written proxies will be accepted and counted in voting matters provided they are received by the Secretary prior to the start of the meeting at which the proxies are intended to be used. Proxies are to consist of the absent member's name, address, telephone number, date of issuance, date of termination and signature of the absent member, and the name of the representative party.

4.

BOARD OF DIRECTORS

The Board of Directors (BOARD) shall consist of not less than 7 members of the association and not more than 15 members of the association, each possessing the right to cast one vote with the exception of the President who shall only be allowed to cast a vote in the event of a tie. The Board of Directors shall be elected at the annual meeting for a term of one year beginning the first day of January following the annual meeting.

The Board of Directors shall have the power to remove any Board member for actions detrimental to the association as determined by the Board. The President has the authority to nominate individuals to fill vacancies on the Board. The Board then has the right to approve or veto the nominee by vote of a majority of the members to complete the term of a Board member who has been removed or who has resigned, or, in the absence of a nomination and appointment the Board may leave the position vacant, with a quorum being a majority of the remaining directors. In the event that the Board membership falls below 8 members, the President shall nominate additional Board members to fill the vacancies. In no event shall the Board be allowed to be reduced below 7 members.

5
OFFICERS

The four officers listed in the Articles of Incorporation shall be elected by the Board of Directors at its first meeting in the month in which the new officers assume office, with the exception that a Vice President and President elect may be selected to provide for a more efficient succession of officers. In order to qualify to serve as President or Vice President, a member of the association must have served on the Board for at least one (1) year immediately prior to being considered for office. The President of the association may serve only three (3) consecutive terms.

The officers' duties shall be as follows:

President - 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.

Vice-President - act on behalf of the President in the President's absence and shall otherwise assist the President and the Board in general public affairs.

Secretary - keep the minutes of the meetings, send out notices of the meetings and other matters, assist the President in preparing agendas for the meetings, maintain official records and correspondence.

Treasurer - receive and securely invest income from dues, donations, and fund raising, disburse funds in accordance with the determination of the Board of Directors, maintain current financial records, provide the Board of Directors with monthly financial reports, direct the compilation of the annual budget, ensure compliance with IRS and State regulations regarding nonprofit corporations.

Officers may be removed from office for actions detrimental to the association as determined by the Board, with a 2/3 vote of the Board members present after giving a one (1) month notice to the Board members.

6.
COMMITTEES

The President shall appoint members of the Board of Directors to chair the following committees who shall serve at the President's request until a new President is elected. The following shall be standing committees with other committees to be appointed from time to time as necessary, with membership in the committees not limited to Board Members.

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

Subdivision Restrictions, Zoning and Architectural Control Committee - A committee to monitor all applications to change zoning in the area represented and adjacent thereto and to ensure compliance with recorded subdivision restrictions. Report to the city any violations of city ordinances concerning usage, maintenance or construction on any lot or public area of the neighborhood that is noticed by a member of the Association.

Security Committee - A committee to participate in neighborhood crime preventative measures and to develop a close working relationship with law enforcement serving the area represented.

Beautification Committee - A committee to oversee maintenance, landscaping and signage at entrance to the neighborhood and common grounds, and develop programs for beautification of the entire area represented.

Newsletter Committee - A committee to prepare the content of, publish, solicit advertising for and disseminate a newsletter.

Eyewatch Committee - A committee to organize a neighborhood crime watch program.

Federation Committee - A committee to attend Federation meetings, report back to the Board on the substance of those meetings and represent the Board at those meetings.

Public Works Committee - A committee to monitor public projects in the neighborhood and to assist residents in dealing with the City-Parish handling ongoing issues.

Hospitality Committee - A committee to welcome new residents to the neighborhood and encourage membership in association.

Finance Committee - A committee to study, monitor and recommend changes to the association's annual budget.

Nominating Committee - A committee to search for members of the Board of Directors as detailed herein.

Bylaws Committee - A committee to study these bylaws and make recommendations for amendments to the Board of Directors.

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 and to recommend such other committees as required to conduct the affairs of the corporation. The committee shall consist up to 5 members of which two (2) members may be non-board members.

Committee chairpersons appointed by the President may select and recruit committee members from the general membership for the purpose of assisting them in their respective undertakings.

7.

MEETINGS

Regular meetings of the Board of Directors of the association shall be held monthly on the third Thursday of each month at 7:00 p.m. or at such other time as the Board of Directors shall set, with reasonable notice of any change being required to be communicated to all directors. No notice of the regular meetings shall be required once fixed by the Board. Special meetings may be called by the President or by a majority of the Board in which case reasonable notice shall be given.

The date of the annual meeting of the general membership shall be during the month of October, the date of which to be set in advance by the Board. The President shall ensure that the membership is notified of the date, time and place of the annual meeting at least ten (10) days before the meeting.

Emergency meetings may be called from time to time. There must be an attempt to contact all Board members to notify the members of the meeting/issue. In the case of an emergency meeting, a quorum necessary to vote on an issue is 2/3 of the Board with a majority of the quorum necessary to pass any proposed motion.

8.
ELECTIONS

The nominating committee shall report its recommendations for the Board of Directors to the membership at the annual meeting. Additional nominations may be received from the floor. If more nominations are made than there are director positions, the membership shall vote on each director position.

The newly elected directors shall elect the officers of the corporation at the first meeting of the new board after it takes office.

An officer or director may be removed for cause by two-third's vote of the directors present and voting at any meeting of the board of directors at which a quorum is present. A director who has missed three consecutive monthly meetings or who otherwise has a record of frequent absences from meetings or who has not participated in the activities of the corporation may be removed from the board of directors. The board of directors shall mail written notice to the officer or director at his address as it appears on the membership record, giving reasonable notice of the date, time and place of the meeting at which such action is proposed to be taken.

9.
RULES

Roberts' Rules of Order, revised, shall govern this organization in all cases where applicable and where not inconsistent with these Bylaws.

10.
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.

11.
QUORUM

A quorum of the board of directors shall consist of a majority of the members of the board.

A vote necessary to transact business at the annual meeting shall be a majority of those members present and eligible to vote after due notice has been sent to all membership.

12.
AMENDMENT OF BYLAWS

The 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 and the proposed amendment has been stated.

13.
DUES

Dues are set at \$25.00 per individual single-family unit. Only those members who are current in payment of dues shall be eligible to vote at the annual meeting, with one vote to be cast per household and with the membership roll to be closed thirty (30) days prior to the annual meeting for the purpose of determining eligibility to vote at the annual meeting.

14.

CHECKING AND SAVING ACCOUNTS

The board of directors shall be authorized to open such checking, savings and other accounts as necessary to conduct the financial business of the corporation. Directors or Officers of the Corporation designated by the Board of Directors will be authorized to sign checks of the corporation. The signatures of two (2) of the designated Directors or Officers will be required on all checks. All association checking accounts shall be reconciled at least quarterly by the 30th day of the month following the close of the quarter and shall include the approval and signature of two officers verifying the proper reconciliation. A treasurer's report shall be rendered to the board of directors on a monthly basis and shall be rendered by the treasurer at the annual meeting of the general membership.

15.

REPRESENTING THE CORPORATION

In order to represent the Board at public meetings or bind the Corporation to any contract, the Board must previously authorize the representation or contract. An exception to this is that the President can always act in his/her executive capacity in representing the Corporation.

16.

CONTRACTING AND BINDING THE CORPORATION

In order to bind the Corporation to any contract, outside the parameters of the budget, the Board must provide prior approval in writing to the member granting authorization to contract.

17.

USE OF CORPORATE ASSETS

The use of corporate assets shall be approved by majority vote of the Board prior to any such use.

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DISSOLUTION OF THE CORPORATION

At such time as a voluntary or involuntary dissolution of the corporation and distribution of the assets is made, such assets shall be disposed of in accordance with the Articles of Incorporation consistent with the Internal Revenue Service ruling in regard to non-profit, tax exempt, corporations.

The foregoing bylaws were presented to the Board of Directors on the 14th day of September 2010 at a meeting held for such purpose and is hereby certified as being adopted by said Board as evidenced by the signature of the secretary of the corporation subscribed hereto.

By _____
James H. Gray - Secretary
For. The Sherwood Forest Citizen's Association. Inc.