

BYLAWS OF THE EASTOVER NEIGHBORHOOD IMPROVEMENT & SECURITY DISTRICT

ARTICLE I - NAME

The Eastover Neighborhood Improvement & Security District was created by Act 244 of the Regular Session of the 2013 Louisiana Legislature (the "Act") (codified at La. R.S. 33:9091.21) and shall be known as the Eastover Neighborhood Improvement and Security District (the "District"). Unless changed by vote of the Board of Commissioners of the District (the "Board"), the official business address is 5690 Eastover Drive, New Orleans, Louisiana 70128, Attention: President.

ARTICLE II-PURPOSE

The District has been established for the purposes set forth in the act, namely for the purpose of promoting and encouraging the beautification, security, and overall betterment of the District. The boundaries, purpose, governance and powers and duties of this political subdivision are set forth in detail in the Act and other applicable law, which are adopted herein.

ARTICLE III-COMMISSIONERS AND OFFICERS

Section 1: Board of Commissioners

The Board will consist of the members of the Eastover Property Owner's Association's ("EPOA") board of directors. Each member of the Board of Directors of EPOA shall be a "Commissioner" of the District for the same term and hold the same office as such member serves on the Board of EPOA.

Section 2: Responsibilities

1. The Board has the overall responsibility for the policies, management and administration of the affairs of the District. The powers of the District are set forth in the Act.
2. The members of the Board shall serve without compensation, but shall be reimbursed for their reasonable out of pocket expenses directly related to the governance of the District. Utilization of the

District check writing or billing authority will always be the preferred method of incurring expenses, however, when not feasible, the out of pocket expense will be limited to \$100 each occurrence.

Section 3: Insurance

1. Indemnification.

(a) Indemnification and Exculpation. Each Commissioner and Officer shall be entitled to the exculpation from liability and to indemnification by the District to the extent set forth in the Act.

(b) Right to Indemnification. Without limiting the extent of the indemnification provided for in the Act, each Commissioner or Officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Commissioner or Officer of the District or is or was serving at the request of the District (including any person who has not been duly elected or appointed) (the "Indemnitee "), whether the basis of such Proceeding is alleged action in an official capacity as a Commissioner, Officer, employee or agent or in any other capacity while serving as a Commissioner, Officer, employee or agent shall be indemnified and held harmless by the District to the fullest extent allowed by the law.

(c) Nonexclusively of Rights. The rights conferred herein on any person shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, by-law, contract or other agreement, or otherwise.

(d) Insurance. The District may maintain insurance at its expense, to protect itself and any such Commissioner (including nominees and designees who have not yet taken office), officer, employee or agent of the District against any expense, liability or loss.

Section 4: Officers

(a) Chairperson- The Chairman shall preside at all meetings of the Board. The Chairperson shall have general and active responsibility for the management of the activities of the District, and shall be responsible for implementing all orders and resolutions of the Board.

(b) President- The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

(c) Vice-President- The Vice-president shall perform all the duties of the President in the latter's absence or incapacity.

(d) Secretary- The Secretary shall record the votes and keep the minutes of all proceedings of the Board and all proceedings of the meetings of the membership in books to be kept for said purposes.

(e) Treasurer- The Treasurer shall receive and deposit in an appropriate bank account all monies of the District and shall distribute such funds as directed by resolution of the Board, as well as disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board. A resolution of the Board shall not be necessary for such ordinary budgetary disbursement. The Treasurer shall be responsible for the compiling of appropriate financial statements in accordance with the Louisiana Local Government Budget Act, R.A.39:1301 et seq. The Treasurer shall be responsible for the District's compliance to annual audits by the legislative auditor pursuant to R.S. 24:513.

ARTICLE IV -MEETINGS AND NOTICES

Section 1: Commissioner Meetings

1. Each year the Board shall meet a minimum of twice per year. The Board may establish dates for regular meetings of the Board. **Written** notice, stating the place, date and time of each meeting, and the general nature of the business to be considered, shall be given to each Commissioner not less than 48 hours prior to the meeting. Unless otherwise provided by law, such written notice may be delivered in person, by regular or express mail addressed to the Commissioner's residential or business address, by facsimile transmission or by email. **Notice of Board meetings to members of the District will be accomplished via posting of the place, date and time of the meeting at the security entrances to the District and on the EPOA website not less than 48 hours prior to the meeting.**

2. A majority of the members of the Board then appointed and holding office shall constitute a quorum for the transaction of business. Each member of the board shall have one vote, and, unless otherwise provided by law or in these Bylaws, the vote of a majority of the members of the Board, present and voting, a quorum being present, shall be required to decide any question upon which the Board takes action. Commissioners must be present to vote.

3. In addition to the regular meetings, special meetings may be called by the Chairman, or by the request of at least three Commissioners and must also provide at least 48 hours prior written notice to the Commissioners.

4. **Once** a year the Board will make a presentation on the state of the District. The date of the presentation is at the discretion of the Board.

5. **Members of the District, who have the right to vote, may present a petition of request for a special meeting totaling one-fourth (1/4) of all parcels in the District. The request for a special meeting must be in writing. This request must be delivered to the Secretary who upon receipt of same, shall verify the petition signees, and call the special meeting of the voting members of the District to be held at a time**

and place which the Secretary may fix, and not less than ten (10) nor more than sixty (60) days after receipt of the request. If the Secretary neglects or refuses to issue the call, the person making the request may do so. Unless otherwise determined by the Board, the Secretary may not fix the place of the meeting to be held outside of New Orleans. The Secretary will retain the written request for a meeting in the book of historical documents of the District.

ARTICLE V - ORDER OF BUSINESS

The order of business of meetings of the Board, whether they be regular or special, shall be as follows:

- (a) Roll call
- (b) Approval of minutes of preceding meeting
- (c) Report of officers
- (d) Other reports
- (e) Old business
- (f) New Business
- (g) Public questions/comments

Agendas of the meetings shall include the date, time and place of the meeting, provided that upon approval of two-thirds of the Commissioners present at a meeting, the Board may take up a matter not on the agenda.

Any public questions/comments may be limited in time upon a vote of the members of the Board.

ARTICLE VI - FISCAL YEAR

Subject to statute, the fiscal year of the District shall begin on the 1st day in January in each year.

ARTICLE VII - SEVERABILITY/AMENDMENTS OF BYLAWS

These Bylaws are intended to comply with the Act and with all other law applicable to the District and the Board. To the extent that any provisions of these Bylaws do not accord with the Act or other applicable law, such non-complying provisions shall be stricken from these Bylaws, and a provision that complies with the Act and applicable law shall be automatically inserted in its place. These Bylaws may be modified, amended or altered upon approval of the Board.

Any action of the Board regarding making, amending or repealing the Bylaws of the District may be overruled by two-thirds (2/3) of the voting members of the District at any regular or special meeting convened for that purpose. The 2/3 rule is determined by multiplying the number of parcels in the District by 2/3.

CERTIFICATE

As President of the Eastover Neighborhood Improvement and Security District, I hereby certify that the foregoing is a true and correct copy of the Bylaws duly and legally adopted by the Board of Commissioners of the Eastover Neighborhood Improvement and Security District, after due notice, and that said Bylaws have not been rescinded, modified or recalled, and are in full force and effect.

Witness my signature as of the _____ day of _____, 201__.

Signature _____