

BY-LAWS
OF
SUMMERWIND HOMEOWNERS ASSOCIATION, INC.

NOTICE TO MEMBERS

PURSUANT TO ARTICLE 3.04 OF THE AMENDMENT TO ACT OF DEDICATION AND DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF SUMMERWIND SUBDIVISION, MCLAIN INVESTMENTS, LLC (“MCLAIN”) IS ENTITLED TO 100% OF THE VOTING RIGHTS OF THE MEMBERS OF THE ASSOCIATION. AS A RESULT, MCLAIN WILL CONTROL THE ELECTION OF DIRECTORS AND OFFICERS UNTIL MCLAIN RELINQUISHES ITS VOTING RIGHTS.

ARTICLE I

OFFICES

1.1 **Principal Office.** The principal business office shall be located at 803 E. Broussard Road, Lafayette, Louisiana 70508.

ARTICLE II

MEMBERSHIP AND CLASSES OF MEMBERSHIP

2.1 **Membership.** Each Owner of a Lot in the Subdivision shall be deemed to have a membership in the Association. The Association shall have 2 classes of membership: Class A members shall be all Owners, with the exception of McLain Investments, LLC, and Class B members shall be made up solely of McLain Investments, LLC. Membership shall be appurtenant to and may not be separated from the ownership of any Lot, and ownership of a Lot shall be the sole qualification for such membership. In the event that ownership of a Lot is transferred or otherwise conveyed, the membership in the Association which is appurtenant thereto shall automatically pass to such transferee, notwithstanding any failure of the transferor to endorse to his transferee any certificates or other evidences of such membership.

2.2 **Meetings.** All meetings of the Class A members shall be held at the principal business office of the Association in Lafayette, Louisiana, or such other place as determined by the Board.

2.3 **Annual Meetings.** The annual meeting of the Class A members shall be held once a year on a date to be set by the Board.

2.4 **Notice of Meetings.** The Board shall cause written notice of the time, place and purpose of the meeting to be given to all Class A members at least five (5) 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.

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 5 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. The initial members of the Board of Directors shall be Bryan McLain, Sylvia McLain, and Jackie Munerlyn.

3.2 **Terms of Office.** The Directors shall hold office for one (1) year or until their successors are chosen and have qualified. A Director need not be a member of the Association.

3.3 **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. 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.

4.2 **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.

4.3 **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.

4.4 **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 sub-delegation) upon such terms as they deem fit.

4.5 **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 (30th) day after the date of receipt.

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. The offices of President, Secretary and Treasurer may be held by one (1) person. Officers need not be a member. The initial officers of the Association are Bryan McLain – President; Sylvia McLain – Secretary/Treasurer.

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 hold office for one (1) year or until their successors are chosen and have qualified.

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 Dedication, 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 Act of Dedication and Declaration of Covenants, Conditions, and Restrictions for Summerwind Subdivision dated March 7, 2017 and recorded under File No. 2017-10026, records of Lafayette Parish, Louisiana, as amended by Amendment to Act of Dedication and Declaration of Covenants, Conditions and Restrictions of Summerwind Subdivision (hereinafter referred to as the "Dedication"), each Class A 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.

ARTICLE VIII

AMENDMENTS

8.1 These By-Laws may be amended by the Class B Member, McLain Investments, LLC, in its discretion.

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 Dedication and these By-Laws, the Dedication shall control.

The undersigned, does hereby certify that the above are By-Laws adopted by the Class B Member of the Association on the 13th day of November, 2020.

MCLAIN INVESTMENTS, LLC

BY:



BRYAN MCLAIN, Manager