

## BY-LAWS OF PELICAN COVE CANAL OWNER'S ASSOCIATION

### ARTICLE I

The Pelican Cove Canal Owner's Association ("Association") is hereby established as a Corporation.

The purpose of the Association shall be to administer the community affairs of the Pelican Cove Addition ("Addition") to the City of Aransas Pass, San Patricio County, Texas. These include but are not limited to the maintenance of canals and quasi-public areas, security, safety, beautification, and social compatibility of the Association.

Membership of the Association consists of persons owning a lot or lots in any part of the Addition. Ownership of such shall constitute automatic membership.

### ARTICLE II

1. Place. The annual meeting of members shall be held at \_\_\_\_\_ Aransas Pass, Texas or such other place as the directors may designate by notice given in accordance with paragraph 3 of this Article II.

2. Date of Annual Meeting. The annual meetings of members shall be held on the first, second or third Saturday of June. The Board of Directors shall notify the Association Members of the date of the annual meeting by April 1.

3. Special Meetings. Special meetings of the members may be called by the board of directors, or not less than 10% of the paid up members. No question may be voted upon at a special meeting of the members unless the notice of such meeting states that one of the purposes of such meeting will be to act upon such question, or unless such meeting is attended by all of the members entitled to vote upon such question and all of the members' vote that such question may then be voted upon at such meeting.

4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten, nor more than fifty days before the date of the meeting, either personally or by mail, or at the direction of the president, the secretary or the officer or person or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his (each occurrence of the male pronoun may refer to two genders) address as it appears on the records of the Association, with postage prepaid thereon.

5. Voting List. The secretary or treasurer of the Association shall make, at least ten days before each meeting of members, a complete list of all paid up members arranged in alphabetical order, with the address of and the number of lots as aforesaid owned by each, which list for a period of ten days prior to such meeting shall be kept on file at the registered office of the Association and shall be subject to inspection by any member at any time during usual business hours.

6. **Quorum.** Paid up members present, represented in person or by proxy shall constitute a quorum at a meeting of the members.

7. **Voting.**

(a) Each paid up member shall be entitled to one vote for each full lot owned by him. If a lot is owned in any form of joint or multiple ownership only one vote may be cast by the combined owners. Members with delinquent accounts will not be entitled to vote at any meeting of the membership.

(b) A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months. The proxy does not need to be notarized.

(c) A simple majority of those voting in person or by proxy shall carry the issue.

### **ARTICLE III**

1. **Management.** The business and affairs of the Association shall be managed by a board of directors,

2. **Number.** The number of directors of the Association shall be seven (7). The number of directors may be increased or decreased from time to time by amendment to these by-laws but no decrease shall have the effect of shortening the term of any incumbent director.

3. **Term of Office.** (a) All directors will be elected to serve a term of two years. The terms shall be staggered so that approximately one half of the board will be elected each year. For the first year (June 1998 – June 1999) the term of each office will be determined by lot during the Special Meeting held April 4, 1998. (b) A director shall be limited to two consecutive terms of office. Following one year off of the board the individual may run again.

4. **Removal.** Any director may be removed from his position as director, either with or without cause, at any special meeting of members if notices of intention to act upon the question of removing such director shall have been stated as one of the purposes for the calling of such meeting.

5. **Filing of Vacancy.** Any vacancy occurring on the board of directors shall be filled at the next meeting of the board of directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship. All vacancies occurring by reason of an increase in the number of the board of directors shall be filled at the meeting of the board of directors at which such increase is authorized or if the increase is authorized by the members, at the first meeting of the board of directors immediately following such meeting of the members.

6. **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise specifically required by law or these bylaws.

7. **Regular Meetings.** A regular meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the semi-annual meeting of the members. The board of directors may provide, by resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings without other notice than such resolution.

8. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the directors not later than during the third day immediately preceding the day for which such meeting is called, notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice such waiver may be executed at any time before or after the time herein specified for the giving of such notice but not later than the time specified in such notice for the holding of such special meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting not lawfully called or convened.

9. **No Statement of Purpose of Meeting Required.** Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

10. **Open Meetings** All Board of Director meetings of the Association shall be open to all members. Members desiring to address the Board must request to be placed on the Agenda, however, members may sign the "Communications not on the Agenda" form prior to the opening of the meeting. Such request shall be for a period of five minutes to address the board unless the Chair offers additional time.

#### **ARTICLE IV**

##### **OFFICERS**

1. **Members.** The officers of the Association shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a treasurer and a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the board of directors.

Any two or more offices may be held by the same person, except the president and secretary shall not be the same person.

2. **Election and Term of Office.** The officers elected by initial or first board of directors shall serve until the time set for the second annual meeting of the members of the Association following the organizational meeting of the directors or until their successors are elected. Thereafter, all officers shall serve for a term of two years or until his successor

is elected and shall be elected at the annual meeting of directors immediately following the expiration of their term of office. Elections shall be held at the annual meeting of the directors held immediately following the second annual meeting of the members and then every second annual regular meeting of the directors thereafter.

3. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

4. **President.** The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the board of directors. He shall sign, with the secretary or an assistant secretary, membership cards, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

5. **Vice Presidents.** In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

6. **Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the board of directors shall determine. He shall, (a) have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, and deposit all such moneys in the name of the Association in such banks trust companies or other depositories as shall be selected by the board of directors (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of director.

7. **Secretary.** The secretary shall: (a) keep the minutes of the members' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by laws (c) be custodian of the corporate records and of the seal of the Association; however, it shall not be necessary that the seal of the Association be affixed to any documents executed on behalf of the association; (d) keep a register of the post office address of each member; (e) sign with the president certificates of membership in the Association; (f) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

8. **Assistant Treasurers and Assistant Secretaries.** The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries as thereunto authorized by the board of directors may sign with the president certificates of membership in the Association. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors.

9. **Salaries.** The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Association.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2. **Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

3. **Checks, Drafts, Etc.** All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

4. **Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select. (a) No withdrawal of over \$300.00 may be made without approval of the majority of the board members. This approval may be obtained by telephone, fax or in person but shall be affirmed at the next board meeting. (b) No expenditure greater than \$10,000 on any one project may be made by the board without membership approval. Authorization for larger expenditures shall follow the guidelines under article II of the by-laws.

5. **Verification of Financial Records.** The Board of Directors shall vote annually to engage a Certified Public Accountant to perform a level of service related to the Association's financial statements. The annual financial statements shall either be audited, reviewed, or compiled annually by an independent CPA, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute for Certified Public Accountants. The results shall be reported to the membership at the following annual meeting.

## ARTICLE VI

## **ASSESSMENTS**

The board of directors shall assess the members of the Association, from time to time in such a manner as they shall determine, such sums as may be necessary (1) to maintain all canals and waterways in the Addition in good, sanitary and navigable condition and to keep all such canals and waterways dredged to a depth, in accordance with the Corps. of Engineer's Permit No. 16639; in no case is the Association required to exceed the original engineering specifications under which the canals were constructed and (2) to maintain the other community affairs in the Addition. Such assessment shall be made on a per lot basis each lot bearing a proportionate part of such cost of maintenance. The Association shall possess a lien against all such lots to pay the amount of such assessment. Such lien shall not secure nor be applicable to any assessments in excess of \$100.00 per year, except that such liens shall secure and be applicable to the payment of all interest, court and collection costs, and attorneys' fees lawfully then or thereafter due in connection with such assessment. Such limitation of \$100.00 per year may at any time be increased by the written consent of the owners of not less than 2/3rds of the lots on the canals and when so increased, all members whether giving their consent or not, shall be bound thereby.

## **ARTICLE VII**

### **THE TRANSFER OF MEMBERSHIP**

All persons purchasing lots as aforesaid shall automatically become members of the Association and any member conveying all such lots owned by him shall be deemed to have transferred his membership to the purchasers thereof and shall no longer be a member of the Association.

## **ARTICLE III**

### **SEAL**

The corporate seal of the Association shall bear the name of the Association and be of the design as per the imprint in the margin hereto.

## **ARTICLE IX**

### **AMENDMENT OF BY-LAWS**

These by-laws may be amended by the Association at any annual meeting of the members, or if a notice of a proposal to amend the by-laws and the manner in which the same are proposed to be amended is given in any call of a special meeting of the members, then the by-laws may be amended by the members of the Association at any special meeting called for that purpose. Provided, however, that Article VI must only be amended in accordance with the provisions thereof.

## **ARTICLE X**

### **USE OF CANALS**

**The interior canals are primarily for the use of the members of the Association as a means of maintaining their boats at their residences, and as an outlet to other waterways. In order that the canals may be so used to the best advantage for such purposes, without infringing one right over the other, more than is necessary, the following rules shall apply:**

- 1. The conditions and restrictions regarding the use and construction within the canals and channels specified in the declaration of Covenants and Restrictions (and all amendments thereto and restatements thereof) covering each Phase of the Pelican Cove Addition are incorporated herein by reference and made a part hereof to the same extent as if such conditions and restrictions were set forth herein.**
- 2. It is recognized that special problems are presented as to the lots at the dead end of the channels and canals. No person, other than the respective owners of such lots, has any interest therein pertaining to navigation, ingress or egress. The owners of such lots by agreement should be able to locate pilings in such manner that each will have access to his property by boat. In the event of disputes, the Board of Directors of the Association shall have the power to determine the location and the number of pilings that may be erected. In any event, no pier, dock, or piling shall be erected or maintained which will block a member from access to his lot by boat.**
- 3. No member, or any other person, shall operate a boat in the channels and canals at a speed which will produce a wake of sufficient size to disturb or rock boats moored in the channels and canals, and in no event at a speed in excess of five (5) miles an hour.**
- 4. No covered stalls of any type shall be constructed in the channels or canals.**
- 5. Permanent or transitory living of over one calendar month during any one stay aboard a boat, barge, houseboat or other floating device in any of the channels and canals is prohibited. Any owner using a boat, barge, houseboat or other floating device for permanent or transitory living must contain an approved holding system and such a system will be used following the agency guidelines.**
- 6. Recognizing that unusual situations may develop, the Board of Directors of the Association is authorized to grant exceptions to these restrictions provided the owner of the property requesting the exception obtains permission from the majority of the owners of property on the canal and channel concerned. A majority of the responding owners approving will authorize the Board to grant the requested exception.**

## **ARTICLE XI**

### **CHANNELS AND WATERWAYS TO ARANSAS BAY**

**It shall be the duty of the Board of Directors to insure proper maintenance of the existing channels, waterways and the rights of ingress and egress of property owners to other waterways by any means, which they deem necessary, including direct negotiations with the San Patricio County Navigation District.**

## **Article XII**

### **ARCHITECTURAL CONTROL COMMITTEE**

**In addition to all references contained in these By-laws and the First Amended and Restated Declaration of Covenants and Restrictions, as supplemented and amended, (hereinafter "Declaration"), pertaining to the Architectural Control committee, this Article shall apply and, in the event of any conflict with the Declaration, this Article shall control.**

**1. There is hereby created an Architectural Control Committee, hereinafter sometimes referred to as the "committee", which shall be composed of three (3) members appointed by the Board of Directors. The Board of Directors shall have the right to remove any or all members of the committee with or without cause. The Board of Directors shall designate one member chairperson of the Committee. Each member of the Committee shall serve until his or here successor is appointed by the Board of Directors. The Committee shall act by majority vote of its members and the Committee, with the approval of the Board of Directors, may designate a professionally qualified representative to act for the Committee in approving house plans and specifications. No member of the committee shall be entitled to any compensation for services performed hereunder. The committee shall charge as compensation to offset the cost of reviewing plans and specifications the amounts set forth in paragraph 6 herein.**

**2. It shall be the general purpose of the Committee to provide for maintenance of high standards of architecture and construction in such a manner as to enhance the aesthetic properties and structural soundness of the subdivision. The committee shall be guided by and, except when in their discretion good planning would dictate to the contrary, controlled by the Declaration. Except for variations or deviations from the restrictions imposed by the By-laws or Declaration, the judgment of the committee shall be final, conclusive and binding.**

**3. No building fence,, wall, boat dock, tie-off pilings, fish cleaning stand or other structure or improvement shall be commenced, erected, or maintained upon the subdivision, nor shall any exterior addition to, or change or alteration therein be made; nor shall any landscaping on any Lot or Lots that would affect drainage or utility easements be undertaken until the plans and specifications showing the nature, kind, shape, height, materials and location of the same shall have been submitted to and approved in writing by the Committee as to harmony of external design and location in relation to surrounding structures and topography and finished grade elevation. All construction plans and specifications shall show erosion control procedures and facilities. The committee may refuse to accept or may require changes, deletions or revisions in such plans and specifications in order to insure that the architecture and general appearance of all buildings and grounds be in conformity with the Declaration and the general appearance of the subdivision, and that such plans and specifications are not detrimental to the public health, safty, and general welfare of the community. Any builder that intends to use or to allow his or her subcontractors or agents to use an adjacent lot for construction purposes or parking must provide the Committee, prior to commencement of construction, with the written consent of the lot owner and agreement to restore the lot to its original condition upon completion of construction. Refusal of approval of plans and specifications or required changes, deletions or revisions in same may be based upon any reasonable grounds, including purely aesthetic grounds, and shall be deemed conclusive and controlling.**



4. Final plans and specifications shall be submitted in duplicate to the committee for approval or disapproval. At such time as the plans and specifications meet the approval of the committee, one complete set of such plans and specifications will be retained by the Committee and the other complete set will be marked "APPROVED", and returned to the Lot owner. Any modification or change to the approved set of plans and specifications must again be submitted to the committee for its inspection and approval.

5. The committee's approval or disapproval as required in the Declaration shall be in writing. In the event the committee or its designated representative fails to approve or disapprove such plans and specifications within thirty (30) days after they have been submitted, and if no suit to enjoin the construction is commenced prior to the completion of such construction, then approval is presumed.

6. A fee payable to the Pelican Cove Canal Owner's Association in the amount of Three Hundred Fifty dollars and no/100 (350.00) Dollars for any housing structure or fifty and no/100 (50.00) Dollars for any minor structure such as, but not limited to, fences, retaining walls and boat docks, shall be submitted to the committee at the time plans and specifications are submitted to the Committee, which fee is to be used to offset the costs of reviewing the plans and specifications. The fees set forth herein shall be subject to change by the Committee upon approval of the Board of Directors and recordation of written document properly reflecting the same.

7. The Committee or the Board of Directors shall determine whether the provisions contained in the Declaration are being complied with; however, no act or failure or refusal of the committee or the board of Directors to initiate action to challenge a real or threatened violation of the Declaration or otherwise to act on its own initiative, shall be deemed to constitute waiver of any right or duty of action and or enforce compliance with the Declaration. The committee or the Board of Directors may act or refuse to act in any real or threatened violation of the Declaration, all in the exercise of their sole discretion.

8. Notwithstanding any other provision herein and excepting the use of canals set forth in Article X of the By-laws, it shall remain the prerogative and in the jurisdiction of the committee to review applications for exceptions to the Declaration. Variations from these requirements and in general, other forms of deviations from the Declaration, may be made when and only when such exceptions, variances and deviations do not in any way detract from the appearance of the subdivision, and are not in any way detrimental to the public welfare or to the public welfare or to the property of other persons located in the vicinity hereof and then only upon reasonable notice and hearing to affected lot owners as prescribed by the Board of Directors. No exception, variance or deviation from the Declaration shall be considered final, conclusive and binding unless the same is approved by the board of Directors.

9. The Committee, with the approval of the Board of Directors, may from time to time adopt certain reasonable building and construction standards which will govern the standards by which all improvements in the subdivision will be constructed. The Committee shall adopt such standards and shall make copies of same available to the owners of Lots upon request. The Committee, with the approval of the Board of Directors,

may modify or amend such building standards from time to time as in their discretion they deem appropriate.

**Fred Wigginton**

**Bob Marsh**

**Charlotte Lawrence**

**Architectural Control Committee**

**APPROVED:**

**Raymond Stone, President**

**PCCOA Board of Directors**

**FILED AND RECORDED**  
**OFFICIAL PUBLIC RECORDS**

*Gracie Alaniz-Gonzales*

Gracie Alaniz-Gonzales, County Clerk  
San Patricio Texas

December 27, 2011 12:28:11

FEE: \$60.00  
HOMEOWNERS CERT

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