



# BYLAWS OF FROG POND PROPERTY OWNER ASSOCIATION

Revision September 15, 2018

Adopted March 15, 2003  
2008  
Amended March 21, 2009  
2018

Amended March 15,  
Revision September 15,

## Article I

### **NAME**

The name of this organization is Frog Pond Property Owner Association, Inc. (FPPOA) and is a Texas non profit (501c7) Corporation, filing number 146163101, September 22, 1997.

## Article II

### **PURPOSE**

The purpose of Frog Pond Property Owners Association. is to provide governance over the use and enjoyment of Frog Pond Lake through the enforcement of the Rules and Regulations.

## Article III

### **RESPONSIBILITIES**

As lessee of Frog Pond Lake, the Frog Pond Property Owner Association's responsibility is to comply with the terms and conditions of the lease between the Frog Pond Lake Water Control and Improvement District (FPLWCID) and the Frog Pond Property Owner Association (FPPOA) and to renew the lease every 25 years beginning in 2018. The Association is responsible for protecting

the health and safety of the lake and dam, enforcing lake rules and regulations, maintaining the Member Access Lot, and being fiscally responsible to the members.

#### Article IV

##### **MEMBERSHIP, DUES, and PRIVILEGES**

All property owners with property adjacent to Frog Pond Lake, who were part of the original development, and: whose property was originally sold with a Conditional Grant of Easement, are members of the FPPOA. All Members must comply with the Rules and Regulations of Frog Pond Lake. Voluntary annual dues to the Association are collected every March. Only current Paid members are entitled to vote on budgets, expenditures, Director Elections, and Rule and Regulation changes. Only current Paid members will have access to the Member Access lot and have the privilege of running for a position on the Board of Directors each March.

#### Article V

##### **MEMBER ACCESS LOT**

The Member Access Lot may be used by all current paid members of the FPPOA. Property owners on County Roads 3140 and 3155 who received original Grants of Easement when the lake was first developed have the option of purchasing an annual membership to the FPPOA and may access the lake, (only) from the Member Access Lot. This OffLake Membership is extended to property owners, (no renters), after an application, annual dues, and membership agreement are received and approved by the Board of Directors. This annual membership to properties outside of the FPLWCID does not include voting privileges. The Member Access Lot, in accordance with the deed Filed in Volume 118, page 855, located at the Tyler County clerk's office, may not be subdivided or partitioned, cannot be sold, and may only be used as a park. To maintain the tax exemption for a streamside property, this area may not be improved or developed, and no live timber may be cut. All funding received from off the lake properties, in addition to necessary general funding, will be used to maintain the membership lot/dock.

#### Article VI

##### **BOARD OF DIRECTORS**

The FPPOA Board of Directors will have the powers and duties necessary to administer the affairs of the Association and will be governed by a five person, elected, Board of Directors. The Director positions are President, Secretary, Treasurer, Director over Website, and Director over Maintenance.

#### **DIRECTOR DUTIES:**

- President Preside over meetings, appoint committees (subject to board approval), manage Gmail; and issue Rule violation notifications and general membership communications approved by the board, communicate FPLWCID matters to membership.
- Secretary Keep minutes of all Board Meetings and General Membership meetings; keep updated physical addresses and email addresses of all members; issue meeting notices and packets, send dues reminders; issue Welcome packets to all new members. All records are to be available to the general membership.
- Treasurer Keep accurate and complete financial records: Deposits, Expenditures, and Disbursements. Keep fish fund money separate from business and available to the Fish Committee for stocking. Create an annual budget to be approved by board and accepted by the membership at the March general meeting. Pay property tax and file income tax annually. All records are to be available to the general membership.
- Website Director Maintain Website. All material must be board approved and updated after each Quarterly Meeting and General Membership Meeting.
- Maintenance Director Responsible for organizing work day volunteers once a year on member access lot and when required by the FPLWCID for work on the dam or spillway. Work days and results will be submitted to Website Director.

#### **BOARD DUTIES**

- Control access to Frog Pond Lake, enforce Lake Rules and Regulations, and maintain the Member Access Lot and Dock.
- Maintain communication with all Members and provide a website which makes all organizing documents and relevant lake information available to all Members.

- Maintain a bank account for the Association and designate an alternate signatory for disbursement of funds in addition to the Treasurer
- Set annual dues to be consistent with the budget of the Association.
- Submit all non-budgeted disbursements over \$200 for approval by the general membership. This does not include any fish funds.
- Deliver a statement to members showing all receipts, expenses, and disbursements at the March annual general meeting.

**QUALIFICATIONS:** All Directors must be paid members of the FPPOA and only one member of a household/property may serve on the Board at a time.  
**TERMS:** The term of office will be two years with a two-term limit. Any Director reaching the four year term limit may serve again after one year has lapsed. The Director terms will be staggered with the President, Website, and Maintenance Directors beginning terms in even numbered years and the Secretary and Treasurer beginning their terms in odd numbered years.

**VACANCIES:** Vacancies on the Executive Board caused by any reason, except by removal, will be filled by a vote of the remaining members of the Board of Directors. A successor to the filled vacancy will then be elected at the next meeting.

**REMOVAL:** At any regular or special meeting called, any one or more of the Board of Directors may be removed, with or without cause, by a simple majority of the members present in person or by proxy. At the same meeting a successor must be elected to fill the vacancy created by the removal. A removed Director will be given the opportunity to be heard at the meeting before the vote is conducted.

**QUORUM:** In any Board of Director meeting or Telephone Vote, three (3) members constitute a quorum.

Article VII

**VOTING and ELECTIONS**

- Nominations for the Directors shall be made by a 3person nominating committee appointed by the President and consisting of one Director from the Board, who is not running for election, to act as Chairman. Nomination letters will be mailed to all (pay and non pay) members in December and must be received by the Board by January 31 to be on the published ballot. Nominations will also be accepted from the floor at the annual March meeting.
- Each FPPOA member, in good standing, will have one vote per household, regardless of how many individual lots are owned. The vote may be cast by the eligible property owner or any adult member of his/her immediate family.
- Proxies and Absentee voting must be received by the Association Secretary one day before the general meeting.
- Approval of Business Items must receive more than 50% of the current membership in attendance at the general meeting plus valid Proxies and Absentee votes.

## Article VIII

### MEETINGS

**MEMBERSHIP MEETINGS:** Annual meetings of the Association shall be held on or about the third Saturday of March. At this meeting the members will elect Directors, approve the budget, and conduct other association business. It shall be the duty of the Secretary to mail a notice of the annual or any special called membership meeting to all Members, Paid and Nonpaying, stating the time and place as well as the business agenda to be conducted at the meeting. This mailing shall be done at least 30 days but not more than 60 days prior to the meeting. Mailing of a notice within these time frames shall be considered notice served.

**DIRECTOR MEETINGS :** Board of Directors will meet at least once a quarter; notice for these meetings will be given at least two weeks prior to the meeting. Conference calls and portal calls are acceptable for voting purposes; email voting can only be used as a confirmation of a conference call.

**SPECIAL MEETINGS:** The notice of a special meeting shall state the time, place, and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice to the Membership.

**ADJOURNED MEETINGS:** If any called meeting is attended by less than 50% of the current paid members, either in person or by proxy or absentee vote, then those attending members may adjourn the meeting from time to time until the requirement can be met.

**ORDER OF BUSINESS (General and Board meetings)**

- Roll Call; Certify eligible voters, proxies, and absentee votes.
- Read and Approve minutes of prior meeting
- Officer, Director, and Committee Reports
- Unfinished Business
- New Business
- Election of Officers
- Other Business/Next Meeting Date/Adjourn

Article IX

**CHANGES TO BYLAWS & LAKE RULES:**

Changes to the Bylaws of the FPPOA may be proposed by the Board of Directors or by a signed petition to the President or Secretary of 50% of the current membership. The President will first ensure the proposed change is sent to all current members of record in that year and schedule the proposed change as an item of new business at the next meeting of the association. Any changes to the Bylaws must be approved by a two-thirds (2/3) majority of the current paid members of the Association, in person or by proxy or absentee vote.

Changes to the Rules and Regulations of Frog Pond Lake may be proposed by the Board of Directors or by a signed petition to the President or Secretary of 50% of the current membership. The President will first ensure the proposed change has the consent of the FPLWCID. The proposed change will then be sent to all current members of record in that year and schedule the proposed change as an item of new business at the next meeting of the association. Any changes to the Rules and Regulations of Frog Pond Lake must be approved by a two-thirds (2/3) majority of the current paid members of the Association, in person or by proxy or absentee vote.

Article X

**INDEMNIFICATION of OFFICERS AND DIRECTORS:**

The FPPOA shall indemnify every Officer and Director (and any past officer or Board Member) against loss (costs, expenses, or fees) reasonable incurred in conjunction with any legal action they may be a party to by reason of being (or having been) an Officer, Board member, or Director of the FPPOA. However, the FPPOA shall not indemnify any Officer or Director (or past Board Member) who is finally judged in a Court of law of gross negligence or willful misconduct. In the event such an action is not finally settled in a Court of law, the Board of Directors may decide whether this indemnification provision applies and to what extent. Any indemnification under this provision shall be a Common Expense of the Entire Association.

Article XI

**LIABILITY**

The FPPOA is not responsible for accidents of any type occurring on Frog Pond Lake.

These Bylaws were approved and adopted by the Frog Pond Property Owners Association on September 15, 2018.