

**HARBOR POINT PROPERTY OWNERS' ASSOCIATION**

**AMENDED FEBRUARY 6, 2024**

**ARTICLE I - DEFINITIONS**

1. Association. "Association" shall mean and refer to HP OWNERS ASSOCIATION, doing business as the HARBOR POINT PROPERTY OWNERS ASSOCIATION, a nonprofit corporation organized under the laws of Texas, its successors and assigns.
2. Board of Directors. "Board of Directors" shall refer to the board of directors elected by the members of the Association.
3. Common Facilities. "Common Facilities" shall mean the roads, street lights, parks, boat ramp and stalls, fishing pier, swimming pool, and entrance features of the Subdivision, and landscaped areas established by the Developer for use as Common Facilities.
4. County Clerk. "County Clerk" shall mean the County Clerk of Trinity County, Texas.
5. Declaration and/or Restrictions. "Declaration" and/or "Restrictions" shall mean the declarations and restrictions filed of record with the County Clerk for the Subdivision.
6. Dedicator Instrument. "Dedicator Instrument" shall mean each instrument governing the establishment, maintenance, and operation of the HARBOR POINT PROPERTY OWNERS ASSOCIATION, and includes a declaration or similar instrument subjecting real property to, or similar instruments governing the administration or operation of a property owners association, to properly adopted rules and regulation of the property owners' association, to properly adopted rules and regulations of the property owners; association, or to all lawful amendments to the covenants, bylaws, instruments, rules, or regulations, including but not limited to those of Incorporation (now known as Certificate of Formation), Bylaws, and other rules, regulations, and resolutions filed of record with the County Clerk.
7. Directors. "Directors" shall mean and refer to any duly elected or appointed member of the Board of Directors.
8. Electronic Ballot. "Electronic ballot" means a ballot: (a) given: (1) e-mail; (2) facsimile; or (3) posting on an Internet website; (b) for which the identity of the property owner submitting the ballot can be confirmed; and (c) for which the property owner may receive a receipt of the electronic transmission and receipt of the owner's ballot. (Source: Section 209.00592 (d), Texas Property Code).
9. Lot. "Lot" shall mean any residential lot in the Subdivision, and identified in the documents filed of record, identified herein, and on record with the County Clerk.
10. Maintenance Charge. "Maintenance Charge" shall mean the periodic charge collected by the Association, {also known as maintenance fee) for each Lot in the Subdivision for the purpose of maintaining and improving the Subdivision.

11. Maintenance Fund. "Maintenance Fund" shall mean the amounts collected from time to time by the Association, upon payment of Maintenance Charges by the Owners.
12. Member. "Member", "Member Household" or "Members", "Members Household" shall mean and refer to all those Owners who are members of the Association as provided for in the Restrictions and/or in these Bylaws.
13. Owner. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to a Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
14. Plats. "Plats" shall mean the plat of the subdivision recorded in the county Clerk's office.
15. Record Date. "Record Date" shall mean the date that the notice of any annual or special meeting is mailed.
16. Record Owner. "Record Owner" is the person or persons shown in the County Clerk's office as the legal owner(s) of the property.
17. Regular Assessment. "Regular Assessment" shall mean the annual amount that each owner of property within a residential subdivision is required to pay to the Association, which is designated for use by Association for the benefit of the property owners of the Subdivision, as provided by the Restrictions, and include maintenance charges, maintenance fees, Road and Bridge fee and Subdivision Access Assessment.
18. Special Assessment. "Special Assessment" shall mean any fee and/or due, other than a regular assessment, that each Member is required to pay to the Association, as established by the Members at an annual or special meeting of the members of the Association at which notice is given of the intent to establish a Special Assessment and which action of the Members authorizes the Association to charge for:
  - (a) Defraying, in whole or in part, the cost, whether incurred before or after the assessment, of any construction or reconstruction, repair, or replacement of a capital improvement in the Common Areas owned by the Association, including the necessary fixtures and personal property related to such Common Areas, to the extent such expense is not sufficiently provided for with Regular Assessment funds;
  - (b) Maintenance and improvement of Common Areas owned by the Association; and/or
  - (c) Such other purposes of the property owners' association as stated in the Association's Certificate of Formation or the dedicatory instrument for the Subdivision.
19. Subdivision. "Subdivision" shall mean the HARBOR POINT Subdivision, Trinity County, Texas, as shown on the respective Plats on file with the County Clerk's Office.

## ARTICLE II - Location

1. Principal Office Location. The principal office of the Association shall be located within



Trinity County, Texas, at 122 Trinity Drive, Trinity, Texas 75862, or at such other address the Board of Directors shall determine.

2. Mailing Address. The mailing address of the Association is 122 Trinity Drive, Trinity, Texas 75862, or at such other address the Board of Directors shall determine.

### **ARTICLE III - Membership**

1. Member Qualification. Every person or entity who is an Owner of a Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of obligation shall not be a Member.
2. Campsites. Each owner of one or more lots or campsite interest and each purchaser under a contract to purchase one or more lots or campsite interest (with such contract then being in force) in Harbor Point Subdivision (herein after called the "Subdivision") is eligible for membership; provided, however, that commencing the last Saturday in December, 1999, Harbor Point Resort Company, L.P. shall not be eligible for membership. A "campsite interest", as such term is used herein, shall mean an undivided interest in Section C of the Subdivision or any other areas designated by Harbor Point Resort Company, L.P. for periodic camping use. For purposes of these By Laws, a campsite interest shall not be considered to be a lot and a lot shall not be considered a campsite interest. "Harbor Point Subdivision" and the "Subdivision" as such terms are used herein shall mean all property in Trinity County, Texas, which has been or shall herein after be at any time subdivided, platted and/or designated by Harbor Point Resort Company, L.P. as a portion of Harbor Point Subdivision.
3. Membership Rights Dependent on Being in Good Standing. Subject to any Texas law to the contrary, the right of membership is subject to the payment of assessments and special assessments required by the Restriction and/or as may be levied by the Association. The obligation of payments thereof is imposed against each Owner and becomes a lien upon the property against which such assessments are made as provided in the Restrictions.
4. Suspension of Membership Rights. Except as otherwise provided by Texas law, the membership right of any person whose interest in the Subdivision is subject to assessments under the Restrictions may be suspended by action of the Board of Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, such member's rights and privileges shall be automatically restored.
5. Voting Rights of Members. Subject to the provisions of Section 209.0059, Texas Property Code, the voting rights of Members shall not be abridged.

### **ARTICLE IV – MEMBERSHIP and VOTING RIGHTS**

1. One Class of Members. The Association shall have only one class of voting members.
2. Ballots.
  - (a) Any vote cast in an election or vote by a member of a property owner's association must be in writing including the member's proxy vote.

- (b) Electronic votes cast as provided by these Bylaws (required under Section 209.00592, Texas Property Code), constitute written ballots which can be verified.
  - (c) In an association-wide election, written ballots are not required for uncontested races. (Source: Section 209.0058, Texas Property Code).
  - (d) By any method representative or delegated voting by a dedicatory instrument. (Source: Texas Prop. Code 20900592(a).
- 3. Number of Votes. Every Member Household shall have the right to cast two (2) votes regardless of the number of lots owned. Either the husband, wife or bona fide head of the household may cast the vote(s) to which the Member Household is entitled to vote. Proxy votes may be cast pursuant to the provisions concerning same delineated in these Bylaws.
- 4. Eligibility to Vote. Subject to the provisions of Section 209.0059, Texas Property Code, all Member Households of the Association shall be eligible to vote. The Board of Directors may vote as a member as long as the Association maintains ownership of the property listed as Lot 3, Section A, Harbor Point Subdivision or any other property not considered a common area.
- 5. Record Date. For the purpose of determining members entitled to notice or to vote at any meeting of the members or any adjournment thereof, the Record Date shall be the business date preceding the date on which notice of the meeting is mailed. (Source: Article 1396-2.11A, Texas Non-Profit Corporations Act).
- 6. Voting by in Person or by Proxy. Subject to the provisions of Section 209.00592, Texas Property Code, the voting rights of a member may be cast or given:
  - (a) in person or by proxy. No Member Household may vote more than 5 verified proxies among the owners at a meeting of the property owners' association;
  - (b) by absentee ballot in accordance with these Bylaws;
- 7. Absentee or electronic ballot. An absentee or electronic ballot:
  - (a) may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
  - (b) may be counted, even if properly delivered, if the owner attends any meeting to vote in person, so that any vote cast at a meeting by a property owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and
  - (c) may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot. (Source Section 209.00592 (b), Texas Property Code).
- 8. Solicitation for votes by absentee ballot. A solicitation for votes by absentee ballot must include:
  - (a) an absentee ballot that contains each proposed action and provides an opportunity to



vote for or against each proposed action;

- (b) instructions for delivery of the completed absentee ballot, including the delivery location; and
  - (c) the following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. IF you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."  
(Source: Section 209.00592 (c), Texas Property Code).
9. Notice of Electronic Ballot. If an electronic ballot is posted on an official Internet website of the Association, a notice of the posting shall be sent to each owner that contains instructions on obtaining access to the posting on the website. (Source: Section 209.00592 (e), Texas Property Code).
  10. Proxies. If a member elects to vote by proxy, the proxy must be executed in writing by the member or the member's attorney-in-fact and notarized, setting forth such member's designation of his attorney and proxy to act in his behalf at any meeting designated therein. Each such proxy shall be filed with the secretary prior to or at the commencement of the meeting at which said proxy is to be used. Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months. (Source: Article 1396-2.13, Texas Non-Profit Corporations Act).
  11. Voting by Facsimile Transmission or E-mail. Is authorized by Texas Property Code Section 209.00592 for any specific matter that can be voted on, a member vote on any matter may be conducted by verified facsimile or E-Mail transmission. No staff personnel may disclose how an individual voted.
  12. Tabulation of and Access to Ballots.
    - (a) A person who is a candidate in a property owners' association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote but may not disclose to any other person how an individual voted.
    - (b) A person other than a person described in Subsection (a) may tabulate votes in an Association election or vote.
    - (c) A person described in Subsection (b) or who performs a recount under Section 14 may not disclose to any other person how a person voted.
    - (d) Notwithstanding any other provision of this chapter or any other law, a person other than a person who tabulates votes under Subsection (b), may be given access to the ballots case in the election or vote only as part of a recount process authorized by law. (Source:

Section 209.00594(c), Texas Property Code).

13. Notice of Election of Association Vote.

- (a) Not later than the 10<sup>th</sup> day or earlier than the 60<sup>th</sup> day before the date of an election or vote, a property owners' association shall give written notice of the election or vote to:
  - (1.) each owner of property in the property owners' association, for purposes of an association-wide election or vote, or
  - (2.) each owner of property in the property owners' association entitled under the dedicatory instruments to vote in a particular representative election, for purposes of a vote in a particular representative election, for purposed of a vote that involves election of representatives of the association who are vested under the dedicatory instruments of the property owners' association with the authority to elect or appoint board member of the property owners' association. (Source: Section 209.0056, Texas Property Code).

14. Recount of Votes.

- (a) Any owner may, not later than the 15<sup>th</sup> day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing either:
  - (1.) by certified mail, to the property owners' association's mailing address as reflected on the latest management certificate filed under Section 209.004, Texas Property Code; or
  - (2.) in person to the property owners' association's managing agent as reflected on the latest management certificate filed under Section 209.0041, Texas Property Code.
- (b) The following process shall be followed during the recount process:
  - (1.) the property owners' association (Association) will estimate the cost to perform the recount by a person qualified to tabulates votes under Subsection 6 below.
  - (2.) the Association will send an invoice for the estimated costs to the requesting owner at the owner's last known address according to the association records not later than the 20<sup>th</sup> day after the date the association receives the owner's demand for the recount.
  - (3.) the owner demanding the recount must pay the invoice in full to the Association on or before the 30<sup>th</sup> day after the date the invoice is sent to the owner.
  - (4.) If the invoice is not paid by the 30<sup>th</sup> day, the owner's demand for a recount is considered withdrawn and a recount is not required.



(5.) If the invoice is paid by the 30<sup>th</sup> day, the property owners' association will proceed with the recount at the expense of the owner requesting the recount and retain for the purpose of performing the recount the services of a person qualified to tabulate votes under Subsection 6 below.

(6.) The association shall enter into a contract for services of a person who:

a. is not a member of the association or related to a member of the association board within the third degree by consanguinity of affinity, as deterred under Chapter 573, Government Code, and

b. is:

1. current or former:

a) County judge; or

b) County elections administrator; or

c) Justice of the peace; or

d) County voter registrar; or

e) A person agreed on by the Association and each person requesting the recount.

(c) On or before the 30<sup>th</sup> day after the date of receipt of payment for a recount, the recount must be completed, and the Association must provide each owner who requested the recount with notice of the results of the recount. If the recount changes the results of the election, the Association shall reimburse the requesting owner for the cost of the recount not later than the 30<sup>th</sup> day after the date the results of the recount are provided. Any action taken by the board in the period between the initial election vote Talley and the completion of the recount is not affected by any recount. Texas Property Code 209.0057. If the recount does not change the results of the election, the Association will resolve the estimate with the actual cost as follows:

(1.) The Association must send a final invoice of the actual cost on or before the 30<sup>th</sup> business day after the date the results of the recount are provided.

a. If the final invoice includes additional amounts owed by the owner, any additional amounts not paid to the Association before the 30<sup>th</sup> business day after the date of the invoice is sent to the owner may be added to the owner's account as an assessment.

b. If the final invoice includes a refund owed to the owner, the Association shall issue the refund at the time the final invoice is sent.

#### **ARTICLE V - Property Rights of Enjoyment of Common Property**

1. Right to use Common Facilities: Each member shall be entitled to use and enjoyment of the Common Facilities, subject to the Restrictions and any rules and regulations governing the use and enjoyment of the Common Facilities.
2. Delegation of Rights of Enjoyment. Any member's right of enjoyment in the Common Facilities

may be delegated to the members of his/her family who resides in the Subdivision and as such guests are allowed by any rules and regulations of the Association concerning such rights of enjoyment. At the discretion of the Board of Directors, such member(s) shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, (3) hereof, to the same extent as those of the member. As to each membership which is held by other than a single individual, that is, a membership held by two or more persons, by a corporation or by a firm partnership, the use of the Association facilities shall only be an individual person and the family of such individual person named by such member. In respect to any lot or campsite interest which is covered by a bona fide contract of sale, the purchaser(s) rather than the seller(s) of such lot or campsite interest shall be entitled to membership if such contract is on file in the Office of the Trinity County Clerk.

#### **ARTICLE VI - Association Purpose and Powers**

1. Purpose of Association. In addition to the purposes set forth in the Articles of Incorporation and/or Certificate of Formation for the Association, the purposes for which the Association is organized are:
  - (a) To be a property owners association as defined by the Texas Property Code, and shall discharge the duties and obligations of a property owners association in interpreting and enforcing the Restrictions applicable to the Subdivision, according to the plats of said subdivision recorded in the Map Records of the County Clerk; and the entire income and principal of the endowment and assets of this corporation shall be held and distributed solely for such purposes, except for the modest amount needed for the expenses of administration of this corporation in order to effectuate the said purposes; and the making of distributions to organizations having the same purpose qualifying as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law);
  - (b) To promote the safety, welfare and enjoyment of the residents of and owners of property within the Subdivision;
  - (c) To the extent authorized by the Restrictions, to compute, assess, collect and enforce the payment of all charges to which the property within the Subdivision is subjected or may be subjected hereby and/or under or by virtue of any reservations, restrictions and covenants applicable to the Subdivision on file in the Official Records of the County Clerk;
  - (d) To operate, maintain, supervise and protect all areas and facilities owned by or conveyed to the corporation from time to time for the common use of its members, and to install or construct improvements upon such areas and facilities;
  - (e) To the extent authorized by the Restrictions, to approve or disapprove plans, specifications and elevations for any building, structure or improvement and for any structural alterations or additions affecting exterior appearance, in or to any building,



fence, structure or other improvement within the Subdivision and to establish design and construction criteria and requirements in connection therewith.

- (f) To exercise and perform any and all other rights, powers, duties and remedies granted to or imposed upon the corporation by the Restrictions, by any easement granted to the corporation, or by any other instrument granted to or for the benefit of the corporation; and
  - (g) To do or cause to be done all things and acts permitted by the laws of the State of Texas incident to, necessary, or proper to carry out the purposes for which non-profit corporations may be formed and to have all the powers enumerated in the Texas Property Code for property owners associations and in the Texas Business Organizations Code for non-profit corporations, including but not limited to for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, and Title 2 Chapter 22 of the Texas Business Organization Code, including any purpose described by Title 1 section 2.002 and 2.003 of the Business Organization Code.
2. Texas Tax Code Statement. Pursuant to Texas Tax Code Section 171.082, and in extension of and not limitation of the purposes set forth in the Certificate of Formation for the Corporation, (1) the corporation is organized and operated primarily to obtain, manage, construct, and maintain the property in or of a residential condominium or residential real estate development; and (2) the owners of individual lots, residences, voting control, however, acquired, is not held by: (A) a single individual or family; or (B) one or more developers, declarants, banks, investors, or other similar parties;
  3. Limitations on Distributions and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence Legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry out any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
  4. Mortgage of Association Properties. The Association shall have power to mortgage its properties with the assent of two-thirds of the votes of the Members who are voting in person or by proxy at a meeting called for such purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE VII – Board of Directors**

1. Management of Association. The business and affairs of the Association shall be managed by



its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are allowed by statute, the Article of Incorporation, these Bylaws or the Restrictions directed or required to be exercised or done by the Members.

2. Powers of Board of Directors. Notwithstanding anything seemingly to the contrary contained in any provision of these Bylaws, the Association shall act through its Board of Directors, which shall manage the affairs of the Association. By way of illustration, but not in limitation, the Board of Directors shall have the power to:
  - (a) Adopt and publish rules and regulations governing use of the common area and facilities, including but not limited to solar panels, roofing, architectural control matters and the personal conduct of the members and their guests there on and to establish penalties for infraction thereof.
  - (b) Suspend the right to use of the recreational facilities of a member during a period in which such member shall be in default in the payment of any assessment levied by the Association, as here in before stated. Such rights may also be suspended after notice and hearing, for a period not to exceed one hundred twenty (120) days for infraction of published rules and regulations or malicious property damage.
  - (c) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws of the Articles of Incorporation, or the Restrictions;
  - (d) Declare the office of a member of the Board of Directors to be vacant in the event each such member shall be absent from three (3) unexcused consecutive regular meetings of the Board of Directors. The President or Vice President must be notified by the Board Member of any impending absence; and
  - (e) Employ a manager, secretary, attorneys, independent contractors, and/or such other employees as they deem necessary, and to prescribe and oversee their duties.
3. Number of Directors. The number of directors shall be five (5) and may be enlarged or decreased by the members of the Association by amendment to this Bylaw, provided that, in on event, shall the number of directors be reduced to less than three (3).
4. Terms of Directors. Directors shall be elected for terms of three (3) years. Any Director may succeed himself and serve as many consecutive terms or non-consecutive terms as he may be elected. Directors must be members of the Association.
5. Election of Board Members. Any board member whose term has expired must be elected by owners who are members of the property owners' association.
6. Director Positions and Length of Terms and Eligibility. There are Five (5) current director positions labeled Place One through Place Five. Each position is elected for a three (3) year term. Election to a place on the Board of Directors is not an election to a Specific Board Officer Title i.e., President, Vice President etc. A person may not serve on the board of a property



owners association if the person cohabits at the same primary residence with another board member of the association (Texas Property Code 209.00591).

7. Schedule for Election of Directors: The following Schedule is established for the annual election of directors, starting with the annual meeting of the members in 2012:
  - (a) At the 2012 annual meeting of the members of the Association, the members shall elect directors for Places One and Two, who shall serve a three-year term.
  - (b) At the 2013 annual meeting of the members of the Association the members shall elect directors for Places Three and Four, who shall serve a three-year term.
  - (c) At the 2014 annual meeting of the members of the Association the members shall elect a director for Place Five, who shall serve a three-year term.
8. Solicitation of Candidates for Directors. At the meeting of the members in February and March of each year, solicitation by the members present for any directorships to be filled at the annual meeting in May shall be made from the floor. If the person or persons so solicited consent to run for the directorship(s) to be filled at the annual meeting in May, then the Secretary shall prepare an appropriate ballot and the names of those persons solicited shall be placed on a ballot for the directors' election at such annual meeting in May.
9. Call for Election. On or before the first Saturday in April, the Secretary shall examine the list of candidates, certifying them as eligible to vote and hold office, and shall issue the call for the election to be held on the FIRST Saturday of May. The Board may have ballots prepared and mailed to each qualified voter, according to the records of the Association, in which event said ballot will be so mailed no later than ten (10) days or earlier than thirty (30) days of the actual balloting giving particular consideration to the qualifications and/or eligibility of those voting. None of the foregoing shall operate to deprive qualified voters to write in the candidate(s) of their choice, subject to certification by the Secretary of such write-in candidate's eligibility and willingness to serve, to vote by proxy.
10. The Ballot. When ballots are used, the ballot shall be printed, and shall clearly describe the office, position, or vacancies for which the candidates are running, and the names of the candidates to be voted upon. No ballot will be considered which is not received at the office of the Association prior to start of the annual meeting. Ballots received by said time, either by mail or in person, shall be counted, subject to voter and candidate eligibility; all other ballots shall be declared void. Election to the Board of Directors shall be by written ballot. At such election the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Bylaws. The person receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.
11. Removal of Director. Except as hereinafter provided in Section 4, any Directors may be removed either for or without cause, at any special meeting of the Members of the Association by the affirmative vote of a majority in number of votes present in person or by proxy at such meeting and entitled to vote for the election of Directors, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting.



- (a) If the Board of Directors is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude within the last twenty (20) years, the board member is immediately ineligible to serve on the board of the Association, automatically considered removed from the board, and prohibited from future service on the board.

12. Vacancies on Board of Directors.

- (a) Any board member whose term has expired must be elected by owners who are members of the property owners' association.
- (b) A board member may be appointed by the board only to fill an open vacancy not associated with a normal election.
- (c) A board member appointed to fill a vacant position shall serve the unexpired term of the predecessor board member. (Source: Section 209.0053, Texas Property Code).
- (d) If any vacancy occurs in the Board of Directors, caused by death, resignation, retirement, disqualification or removal from office of any Directors or otherwise, a majority of the Directors then in office, though less than a quorum, may choose a successor or successors, or a successor or successors may be chosen at a special meeting called for that purpose, and each successor Director so chosen shall be elected for the unexpired term of his/her predecessor in office.
- (e) Any Directorship to be filled by reason of the retirement, end of term, shall be filled by election at an annual meeting of Members or at a special meeting called for that purpose.
- (f) Any Directorship to be filled by reason of any increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting called for that purpose.

13. No Compensation for Directors. The Directors shall serve without compensation. Upon resolution by the Board of Directors, any Director may be reimbursed for any out of pocket expenses approved by the Board of Directors; the Director to whom such reimbursement is to be made shall recuse himself or herself and abstaining from any vote on such reimbursement of out of pocket expenses.

**ARTICLE VIII – Meetings of the Board of Directors**

- 1. Place of Meeting. The Directors of the Association shall hold their meetings, both regular and special, within the State of Texas.
- 2. Annual Meeting of Directors. The first meeting of each newly constituted Board of Directors shall be held without further notice immediately following the annual meeting of the Members of the Association, at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed.



3. Regular Meetings of Directors. Regular meetings of the Board of Directors may be held with 144 hours (6 Days) notice at such time and place as shall from time to time be determined by the Board of Directors.
4. Special Meetings of Directors. Special meetings of the Board of Directors may be called by the President on 72 hours (3 days) notice to each Director, wither personally or by mail, electronic message (i.e. e-mail), or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notices on the written request of two (2) Directors. Except as may be otherwise expressly provided by Texas law, the Articles of Incorporation (and/or Certificate of Formation), these Bylaws or the Restrictions, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.
5. Quorum. At all meeting of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by stature, the Restrictions, Articles of Incorporation (and/or Certificate of Formation) or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
6. Manner of Action. The act of majority of directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
7. Action Without Meeting. Except as provided by this subsection, a board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under Subsection (3 and 4), if each board member is given reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to owners under Subsection (3 and 4) must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting. The Board may not, unless done in an open meeting for which prior notice given to owners consider or vote on:
  - (a) Fines
  - (b) Damage assessments;
  - (c) Initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violation involving a threat to health or safety ;
  - (d) Increase in assessments;
  - (e) Levying of special assessments;
  - (f) Appeals from a denial of architectural control approval;
  - (g) Suspension of a right of an owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue;
  - (h) Lending or borrowing money;
  - (i) The adoption or amendment of a dedicatory instrument;



- (j) The approval of an annual budget or the approval of an amendment of an annual budget;
- (k) The sale or purchase of real property;
- (l) The filling of a vacancy on the board;
- (m) The construction of capital improvements other than the repair, replacement, or enhancement of an existing capital improvements; or
- (n) The election of an officer

8. Open Board Meetings:

- (a) "Board Meeting" (1) means a deliberation between a quorum of the voting board of the Association, or between a quorum of the voting Board of Directors and another person, during which the Association's business is considered and the Board of Directors takes formal action; and (2) does not include the gathering of a quorum of the Board of Directors at a social function unrelated to the business of the Association or attendance by a quorum of the board of Directors at a regional, state, or national convention, ceremonial event, or press conference, if formal action is not taken and any discussion of association business is incidental to the social function, convention, ceremonial event, or press conference.
- (b) Regular and special meetings of the Board of Directors must be open to owners, subject to the right of the Board of Directors to adjourn a Board of Directors meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with property owners' association's attorney, matters that are to remain confidential by request of the affected parties and agreement of the Board of Directors. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.
- (c) Except for a meeting held by electronic or telephonic means under Subsection (h), a Board of Director's meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county.
- (d) The Board of Directors shall keep a record of each regular or special Board of Directors' meeting in the form of written minutes of the meeting. The Board of Directors shall make meeting records, including approval minutes, available to a member for inspection and copying on the member's written request to the property owners' association's managing agent at the address appearing in the most recently filed management certificate or, if there is not a managing agent at the address appearing on the most recently filed management certificate or, if there is not a managing agent, to the board of Directors.
- (e) Members shall be given notice of the date, hour, place, and general subject of a regular or special Board of Directors meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:



- (1.) mailed to each property owner not later than the 10<sup>th</sup> day or earlier than the 60<sup>th</sup> days before the date of the meeting, or
  - (2.) provided at least 144 hours before the start of a regular meeting or 72 hours prior to a special meeting by:
    - a. posting the notice in a conspicuous manner reasonable designed to provide notice to property owners' association member:
      1. in a place located on the association's common property or, with the property owner's consent, on other conspicuous located privately owned property within the subdivision; or
      2. on any Internet website maintained by the association or other Internet media; and
    - b. sending the notice by e-mail to each owner who has registered an e-mail address with the association.
- (f) It is an owner's duty to keep an updated e-mail address registered with the property owners' association under Subsection (e)(2)(B).
- (g) If the Board of Directors recesses a regular or special Board of Directors meeting to continue the following regular business day, the Board of Directors is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section. If a regular or special Board of Directors meeting is continued to the following regular business day, and on that following day the Board of Directors continues the meeting to another day, the Board of Directors shall give notice of the continuation in at least one manner prescribed by Subsection (e)(2)(A) within two hours after adjourning the meeting being continued.
- (h) A Board of Directors meeting may be held by electronic or telephone means provided that:
- (1.) Each Board Member may hear and be heard by every other Board Member.
  - (2.) Except for any portion of the meeting conducted in executive session;
    - a. All owners in attendance at the meeting may hear all Board Members and
    - b. Owners are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Board Member to participate; and the notice of the meeting included instructions for owners to access any communication method required to be assessable in Subsection (2) (b).

**ARTICLE IX – Committee and Managing Agents**

1. Appointment of Committees. The Board may by resolution appoint committees to assist in management of the Association or provide other services. These committees consist of Management Committees to assist in management of the Association, Non-Management Committees to provide other services such as accounting investigations, determine repair options, obtaining estimates from contractors, overseeing repairs, etc., and the Architectural Control Committee to serve as a “gate-keeping” function for maintaining a uniform or harmonious architectural style and attractive appearance for all improvements within the Subdivision.
2. Management Committees. The majority of the entire Board may designate one or more Management Committees to have and exercise the authority of the Board in the extent authorized by: (1) the resolution, (2) its Articles of Incorporation; or (3) Bylaws, except where action of the full Board is required. The membership of the management Committee must consist of at least two members, and the majority of the members must be currently serving Directors. The remaining persons on the committee are not required to be Directors. The designation of a Management Committee and the delegation of authority to it does not operate to relieve the Board or an individual Director in any responsibility imposed on such Board or individual Director. In addition, a committee member who is not a Director has the same responsibility with respect to the committee as a member who is a Director. In other words, all members have the same fiduciary duties or duties of care owned by Directors on the Board.
3. Non-Management Committees. Non-Management Committees consist of all other committees established by the Board that have not been delegated the power to exercise some authority on behalf of the Board in the management of the Association. A Non-Management Committee may be established by a written resolution adopted by the majority of the Board or unilaterally by the President alone (if authorized to do so by a written resolution of the Board). The membership of a Non-Management Committee may be, but is not required to be, limited to currently serving Directors.
4. Architectural Control Committee (ACC). This committee consists of three (3) to five (5) members appointed by the Board of Directors, each member serving a three (3) year term. While the members of the ACC are appointed by the Board, the ACC is not a committee of the Association. Rather it is a committee established by a Declaration, not the Board of Directors. It is generally established as a group separate and independent from the Association with its own exclusive powers and authority to approve proposed construction or modification of Improvements within the Subdivision. The ACC is vested with exclusive discretion to determine whether proposed construction of new Improvements or modification of existing Improvements is in compliance with the Restrictive Covenants applicable to the community and is attractive and harmonious with the other structures.
5. Employment of Management Agent. The Board of Directors may employ for the Association, a management agent at a compensation established by the Board of Directors and such management agents shall perform such duties and services as the Board of Directors shall authorize. The Board of Directors may employ as management agent the Developer, its



subsidiaries of affiliates, provided that the compensation to the Developer, its subsidiaries or affiliates shall not exceed the fair market rate for such services.

6. Meeting Minutes. Minutes of Committee Proceedings. All Committees shall keep regular minutes of their proceedings and shall report the same to the Board when required.

#### **ARTICLE X – Officers**

1. Officers Elected by Board. The officers of the Association shall be elected by the Directors and shall be a President, A Secretary, and a Treasurer. The Board of Directors may also choose one or more Vice Presidents. Any two or more offices may be held by the same person except that the office of President and Secretary shall not be held by the same person.
2. Election at Annual Meeting of Board. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, a Secretary, and a Treasurer, any one or all of whom may be a member of the Board. A Board of Directors may also elect such Vice Presidents, Assistant Secretaries and Assistant Treasurers as it may determine.
3. Additional Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise powers and perform such duties as shall be determined from time to time by the Board of Directors.
4. Compensation of Officers and Agents. The salaries (if any) of all officers and agents of the Association shall be fixed by Board of Directors.
5. Term of Office. Each officer of the Association shall hold office until the annual meeting of the Board of Directors next following his election and there after until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office.
6. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed from office at any time by the affirmative vote of a majority of the entire Board of Directors whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
7. Vacancies. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors for the unexpired portion of the term.
8. President. The President shall be the Chief Executive Officer of the Association, and shall in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the business and affairs of the Association, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as the Board of Directors shall from time to time prescribe. He may sign, with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks drawn against the Association, 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, or by these Bylaws, or by statute to some other officer or agent of the Association. Any contract which exceeds \$50,000.00 requires a solicitation of bids or proposals according to the current Board Resolution on bid proposals.

9. Vice-President. Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may delegate to him. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the power of, and be subject to all the restrictions upon the President.
10. Secretary. The Secretary shall attend all sessions of the Board of Directors and all meeting of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. He shall give, or cause to be given, notice of all meeting of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate him.
11. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and account so receipts and disbursements and shall deposit all moneys 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. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and Directors, at their regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the Association a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, paper, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

#### ARTICLE XI - Meetings of the Members

1. Annual Meetings. The annual meeting of the Members shall be held on the FIRST Saturday of the month of May in each year commencing in 2012, at 10 o'clock A.M. If the day for the annual meeting of the Members shall fall upon a holiday, the meeting may be held at the same hour on the first Saturday following which is not a holiday, at the designation of the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Association.
2. Failure to Hold Annual Meeting. The following Bylaw is intended to comply with Section



209.014, Texas Property Code.

- (a) In the event the Board of Directors does not call an annual meeting of the association members, an owner may demand that a meeting of the association members be called not later than the 30<sup>th</sup> day after the date of the owner's demand.
- (b) The owner's demand must be made in writing and sent by certified mail, return receipt requested, to the registered agent of the property owners' association and to the association at the address for the association according to the most recently filed management certificate. A copy of the notice must be sent to each property owner who is a member of the association.
- (c) If the board does not call a meeting of the members of the property owners' association on or before the 30<sup>th</sup> day after the date of a demand under Subsection (b), three or more owners may form an election committee. The election committee shall file written notice of the committee's formation with the county clerk of each county in which the subdivision is located.
- (d) A notice filed by an election committee must contain:
  - (1.) A statement that an election committee has been formed to call a meeting of owners who are members of the property owners' association for the sole purpose of electing board members;
  - (2.) the name and residential address of each committee member; and
  - (3.) the name of the subdivision over which the property owners' association has jurisdiction under a dedicatory instrument.
- (e) Each committee member must sign and acknowledge the notice before a notary or other official authorized to take acknowledgments.
- (f) The county clerk shall enter on the notice the date the notice is filed and record the notice in the count's real property records.
- (g) Only one committee in a subdivision may operate under this section at one time. If more than one committee in a subdivision files a notice, the first committee that files a notice, after having complied with all other requirements of this section, is the committee with the power to act under this section. A committee that does not hold or conduct a successful election within four months after the date the notice is filed with the county clerk is dissolved by operation of law. An election held or conducted by a dissolved committee is ineffective for any purpose under this section.
- (h) The election committee may call meetings of the owners who are members of the property owners' association for the sole purpose of electing board members. Notice, quorum, and voting provisions contained in the bylaws of the property owners' association apply to any meeting called by the election committee.



3. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President; or by a majority of the Board of Directors, or upon written request of the Members who have a right to vote one-tenth (10<sup>th</sup>) of the votes entitled to be cast at a membership meeting.
4. Notice of Meetings. Written notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association. Notice of any meeting, regular or special, be mailed not less than ten (10) not more than sixty (60) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action governed by the Article of Incorporation or by the Restrictions, notice of such meeting shall be given or sent as therein provided.
5. Member Contact Information. Each member shall register his address with the secretary, and notices of meetings, regular or special, shall be mailed to him at such address. It is the responsibility of the Member to provide the Association with current mailing and email addresses, and the Association assumes no responsibility should any notices not be received be the Member provided that the Association forwards such notice to the address provided the Association by the Member.
6. Notice by E-mail. Any Member may request that notice be transmitted electronically by providing the Association's Secretary a valid e-mail address. Upon providing such e-mail address the Association may transmit any and all notices to such member at such e-mail address. Members are encouraged to provide an e-mail address to help reduce the operational cost of postage and mail-out required by these Bylaws and Texas Law.
7. Waiver of Notice. Notice 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 holding of such meeting Attendance at a meeting shall constitute a waiver of notice, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
8. Location of Meetings. Meetings of members shall be held at the office of the Association, or any other location within the subdivision, as maybe stated in the notice. A change of venue within the subdivision may be allowed with a 72-hour notice posted in accordance with Texas Property Code Sec. 209.051(e)(2)(A)(i)(ii). Meetings may also be held at such other place, within or without the State of Texas, as may be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
9. Quorum. The presence at the meeting of Members entitled to cast two (2%) of the votes entitled to be voted at such meeting, shall constitute a quorum for any action governed by these Bylaws.
10. Action Required. At a meeting at which a quorum is present, the vote of the majority of the members in person or represented by proxy shall decide any question brought before the meeting, unless the question is one upon which the vote of a greater number is required by law,



the Articles of Incorporation, or these Bylaws. The members present or represented at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

#### ARTICLE XII – Notices

1. Type of Notice. Whenever under the provisions of the statute, the Articles of Incorporation, these Bylaws or the Restrictions, notice is required to be given to any Directors or Member and no provision is made as to how such notice may be given in writing, electronic message (i.e. e-mail), by mail, postage prepaid, addressed to such Directors or Member at such address as appears on the records of the Association. Any notice required or permitted to be given by mail shall be deemed to be given the time the same is deposited in the United States mail as aforesaid.
2. Waiver of Notice. Whenever any notice is required to be given to any Member or Directors of the Association under the provisions of any applicable statute, the Articles of Incorporation, these Bylaws or the Restrictions, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XIII – Special Assessments

1. Establishment of Special Assessment for Capital Projects. In addition to the Maintenance Fee assessment set forth in the Restrictions, the members of the Association may adopt a special assessment for capital projects, in such amount as may be established by the Association at a special or annual meeting at which notice for an election for the assessment of said Special Assessment is given. Should the special assessment be approved by a two-third (2/3) vote of the members, represented in person or by proxy, of the Property Owners Association at the annual or Special meeting of the Property Owners Association, then the Special Assessment shall become effective on the date noticed, with the proceeds from such special assessment being ear-marked for the specific purpose set forth in the notice of such election. Said Special Assessment shall be secured by a lien against said lot, and failure to pay said Special Assessment shall constitute a foreclosure lien against said lot. This lien is in the form of an assessment to run with the ownership of said lots. The Special Assessments shall be deemed delinquent if not paid within thirty (30) days of the date set forth in the notice as being the date the Special Assessment is due.
2. Purpose of Special Assessment. The Special Assessment shall be used for only the following purposes:
  - (a) To defray, in whole or in part, the cost, whether incurred before or after the assessment of any construction or reconstruction, repair, or replacement of a capital improvement in the Common Areas, including but not limited to the streets and roads in the Subdivision, owned by the Association, including the necessary fixtures and personal property related to such Common Areas, to the extent such expense is not sufficiently provided for with Regular Assessment funds;



- (b) For maintenance and improvement of Common Areas owned by the Association; and/or
- (c) For such other purposes of the property owners' association as stated in the Association's Certificate of Formation or the dedicatory instrument for the Subdivision.

**ARTICLE XIV - Books and Records**

1. The Association adopts The November 7, 2016 Board Resolution Concerning Book and Records to comply with Section 209.005, Texas Property Code. In event of a conflict between this Article XIV, the Board Resolution Concerning Books and Records and Section 209.005, Section 209.005 shall control.
2. The Association shall make the books and records of the Association, including financial records, open to and reasonably available for examination by an owner, or a person designated in writing signed by the owner or the owner's agent, attorney, or certified public accountant, in accordance with this section. An owner is entitled to obtain from the Association copies of information contained in the books and records, except as provided herein.
3. An owner or the owner's authorized representative described by Section 2 of this Bylaw must submit a written request for access or information under Section 2 by certified mail, with sufficient detail describing the Property Owners' Association's books and records requested, to the mailing address of the Association or authorized representative as reflected on the most current management certificate filed with the County Clerk. The request must contain an election either to inspect the books and records before obtaining copies or have the Property Owners' Association forward copies of the requested book and records and if an inspection is requested, the Association, on or before the 10<sup>th</sup> business day after the date the Association receives the request, except as otherwise provided by this section. Compliance thereafter shall be in accordance with the November 7, 2016 Board Resolution Concerning Books and Records.

**ARTICLE XV – Miscellaneous Fiscal Matters**

1. Charges. The Board of Directors shall compute, assess, collect and enforce the payment of all charges to which the Subdivision is subjected or may be subjected under or by virtue of the Restrictions and Bylaws.
2. Dividends. No dividends shall be paid and no part of the income of the Association shall be disbursed to its Members, Directors, or Officers. The Association may pay compensation in a reasonable amount to its Members or Officers for services rendered, but only as permitted by the applicable statutes.
3. Checks. All check or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
4. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.
5. Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed



or reproduced or otherwise.

6. Indemnification. Except as may otherwise be provided by Article 1396-2.22A, Texas Non-Profit Corporations Act, and/or Section 8.051, Texas Business Organizations Code, or as may be ordered by a court pursuant to Section 8.052, Texas Business Organizations Code, or by Article 1396-2.22A, Texas Non-Profit Corporations Act, the Association shall indemnify any Directors, Officer, committee member or employee of the Association against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceedings, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, Officer, committee member or employee (whether or not a Director, Officer, committee member or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be judged in such action, suit, or proceedings to be liable for gross negligence or willful misconduct in the performance of duty. The Association may also reimburse to any Director, Officer, committee member or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter in controversy, whether or not a quorum, that it was in the interest of the Association that such settlement be made and that such Director, Officer committee member or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer, committee member or employee may be entitled by law or under any Bylaw, agreement, vote of Members or otherwise. Nothing in this Section shall prevent permissive indemnification as theorized by Section 8.001 through 8.152, Texas Business Organizations Code, or by Article 1396-2.22A, Texas Non-Profit Corporations Act.
7. Online Subdivision Information. The Association shall make dedicatory instruments relating to the association or subdivision and filed with the County Clerk records available on a website if the association has, or a management company on behalf of the association maintains, a publicly accessible website. (Source: Section 207.006, Texas Property Code).
8. Texas Property Code Controls. To the extent that any of these Bylaws conflict with the provisions of the Texas Property Code and/or the Texas Non-Profit Corporations Act and/or the Texas Business Organizations Code, as may be amended from time to time by the Texas Legislature, the Texas Property Code and/or the Texas Non-Profit Corporations Act and/or the Texas Business Organizations Code shall control.

#### **ARTICLES XVI -Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted (a) by a majority of the Directors present at any meeting or special meeting of the Directors, where a quorum is present, if at least ten (10) days written notice or notice in accordance with Texas Property Code 209.0051(e) and Article VIII 8.(e) of these By-Laws is given of the intent to alter, amend, repeal, or adopt at such meeting, and/or (b) by a majority of the members entitled to vote, present at any annual meeting or any special meeting called for that purpose, where a quorum is present, if at least ten (10) days written notice is given on the intent to alter, amend, or repeal, or adopt new Bylaws at such meeting.

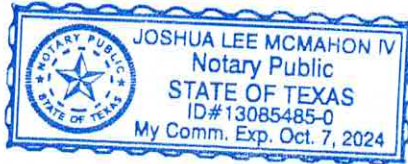
THESE BYLAWS have been amended, voted on by the Board of Directors of the Association at a meeting of the Board on February 6, 2024.

HP OWNERS ASSOCIATION, d/b/a  
HARBOR POINT PROPERTY OWNERS  
ASSOCIATION

*Juanelle Harris*  
\_\_\_\_\_  
JUANELLE HARRIS, President

THE STATE OF TEXAS    §  
  §  
COUNTY OF POLK       §

This instrument was acknowledged before me on the 28<sup>th</sup> day of February, 2024 by Juanelle Harris, President of Harbor Point Property Owners Association, on behalf of said Association.



*John Lee McMahon IV*  
\_\_\_\_\_  
Notary Public, State of Texas

AFTER FILING RETURN TO:  
Skelton Slusher Barnhill Watkins Wells PLLC  
Joshua L. McMahon IV  
1616 S. Chestnut Ave  
Lufkin, Texas 75901

**FILED**  
at 11:00 o'clock A M

**MAR 08 2024**

SHASTA BERGMAN  
COUNTY CLERK, TRINITY CO., TEXAS  
BY: *Shasta Bergman*

THE STATE OF TEXAS  
COUNTY OF TRINITY

I hereby certify that the instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Records of Trinity County, Texas in the Volume and Page as noted hereon by me.

Shasta Bergman  
County Clerk, Trinity County

By: *Shasta Bergman* Deputy

