

ROCK HARBOR PROPERTY OWNERS ASSOCIATION
(A NONPROFIT CORPORATION)
ROCK HARBOR ADDITION
GRANBURY TEXAS 76048

BY-LAWS

OF

ROCK HARBOR PROPERTY OWNERS ASSOCIATION

By unanimous vote, and in accordance with Chapter 22 of the Texas Business Organizations Code, the Board of Directors of the Rock Harbor Property Owners Association does hereby repeal any and all prior by-laws and adopt as the by-laws of the Association, those so stated herein, to be effective on and after May 15, 2021.

WHEREAS, the by-laws of the Association were believed adopted by the initial Board of Directors and approved by all members at a special meeting on January 11, 1975, and were amended and restated by the Board of Directors on July 26, 1981, March 16, 1986 and May 2, 1987, and

WHEREAS, the by-laws adopted by the initial Board of Directors and approved by all members at a special meeting on January 11, 1975 and subsequently amended as stated above have come in to question in legal action in the Honorable Courts of Hood County, Texas, and

WHEREAS, the directors have determined the need to firmly establish the By-Laws, and quell any dispute thereof, by and for the membership of the Rock Harbor Property Owners Association, the owners of real property within the Rock Harbor Additions, within Hood County, Texas, and the Courts of Jurisdiction within Hood County and the State of Texas, and

WHEREAS, the directors have unanimously adopted the by-laws of the Rock Harbor Property Owners Association herein on May 15, 2021, and

WHEREAS, the membership of the Rock Harbor Property Owners Association, have adopted the by-laws herein stated, by a vote of 38-0 of a total voting membership of 48;

NOW THEREFORE, the by-laws of the Rock Harbor Property Owners Association are adopted in full as follows.

ARTICLE I. OFFICES

The principal office of the corporation shall be located in Hood County, Texas. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of Texas; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

SECTION I. (MEMBERSHIP). The Association shall have only one (1) class of members which shall consist of all dues-paying owners of lots in Rock Harbor Estates, an addition to Hood County, Texas. No dues-paying lot owner may be excluded, suspended or expelled from membership for any reason and no application for membership or initiation fee shall be required.

SECTION II. (TRANSFER OF MEMBERSHIP). Membership in the Association is not transferrable or assignable. A member shall automatically cease to be a member upon the sale of all lots he may own in Rock Harbor Estates. The new owner of any lot shall automatically become a member of the Association upon payment of current dues.

ARTICLE III. MEETINGS OF MEMBERS

SECTION I. (ANNUAL MEETINGS). An annual meeting of the Rock Harbor Property Owners Association members shall be held on the third Saturday in the month of May in each year, beginning with the year 2022, for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the them members as soon thereafter as conveniently may be.

SECTION II. (SPECIAL MEETINGS). Special meetings of the members may be called by the President, the Board of Directors, or by members having not less than one-tenth (1/10th) of the votes entitled to be cast as the meeting.

SECTION III. (PLACE OF MEETING). The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the recreation area within the Rock Harbor Estates Addition.

SECTION IV. (NOTICE OF MEETINGS). Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, by facsimile, or electronic message to each member entitled to vote as such meeting, not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President of the Board of Directors, the Board of Directors, or membership calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Post, addressed to the member at his address as it appears on the records of the corporation, with ch postage thereon prepaid. If transmitted by facsimile or electronic message, the notice is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

ARTICLE IV. BOARD OF DIRECTORS

SECTION I. (GENERAL POWERS). The affairs of the corporation shall be managed by the Board of Directors. Directors need not be residents of Rock Harbor Estates Addition but must be dues paying property owners of property within the addition.

SECTION II. (NUMBER, TENURE, AND QUALIFICATIONS). The number of Directors shall be seven (7). Each Director shall hold office for three (3) years and until his successor shall have been elected and qualified with three (3) directors being elected in 2022, two (2) in 2023, and two (2) in 2024, and repeating every three years. A member with a conviction of a felony or a crime involving moral turpitude may not serve as a member of the board. Documented evidence from a database or other record maintained by a governmental law enforcement authority of the conviction must be provided.

SECTION III. (REGULAR MEETINGS). A regular annual 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 annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION IV. (SPECIAL MEETINGS). Special meetings of the Board of Directors may called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called. by them.

SECTION V. (NOTICE). Notice of any special meetings of the Board of Directors shall be given at least two days previous thereto by written notice, either personally, by mail, by facsimile, or electronic message to each member of the Board of Directors. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Post, addressed to the member at his address as it appears on the records of the corporation, with eh postage thereon prepaid. If transmitted by facsimile or electronic message, the notice is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice. Any director my waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, not the purpose of any regular or special meeting of the Board need be specified in the notices or waiver of notice of such meeting, unless specifically required by these by-laws.

SECTION VI. (QUORUM). A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a

SECTION IV. (Gifts) The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. RECORDING OF MEMBERSHIP

Upon an owner of property in Rock Harbor Estates paying the current dues to the association and becoming a member of such association, the secretary of the corporation shall record the owner in the corporations record of dues paying membership together with the date paid.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. DUES

SECTION I. (ANNUAL DUES). The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of such corporation, and may adjust (increase or decrease) dues from time to time. Any change to annual dues requires a two-thirds vote of the Board of Directors.

SECTION II. (PAYMENT OF DUES). Dues shall be payable in advance on the first day of January, beginning January 1, 2022, and shall be considered late if not paid by March 1st of the year in which the dues are due.

SECTION III. (DEFAULT AND TERMINATION OF MEMBERSHIP). When any member shall be in default in the payment of dues, his membership is thereupon terminated.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have ascribed thereon the name of the corporation.

ARTICLE XIV. AMENDMENTS TO BY-LAWS

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provision of the Articles of Incorporation or the by-laws of the

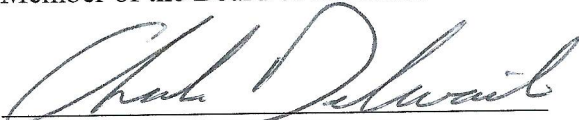
corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

AMEDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal, or to adopt new by-laws at such meeting. Any changes in the by-laws by the Board of Directors must be ratified by the members at the next annual meeting following the date of such changes.



Member of the Board of Directors



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