

Bylaws

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- 5.1 Amendments

BAHIA BAY PROPERTY OWNERS ASSOCIATION, INC.

AMENDMENTS TO THE BYLAWS OF

BAHIA BAY SUBDIVISION OF

ARANSAS COUNTY, TEXAS

In accordance with Section 5.1 of the Bahia Bay Bylaws, a majority of the owners represented at the February 11, 2006, Bahia Bay Property Owners Association meeting voted approval for the Board of Directors to Change the Bylaws to read as follows:

BYLAWS

BAHIA BAY PROPERTY OWNERS ASSOCIATION

SECTION 1

INTRODUCTION

The following are the Bylaws for Bahia Bay Property Owners Association (the "Association"), which apply to the Association's conduct of its affairs with respect to the "Property" as that term is defined in the Association's Articles of Incorporation.

MEMBERS

1.1 ANNUAL MEETING. An annual meeting of the members of the Association shall be held on or about the first Saturday in February of each year at such place in Aransas County, Texas, as shall be designated for such purpose in a notice of the meeting; but if no notice be given, or if no other place be designated, then such meeting shall be held at Bahia Bay Subdivision, Aransas County, Texas.

1.2 SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President, Vice President, Director, Secretary or Treasurer, or by two (2) or more members of the Bahia Bay Property Owners' Association Board of Directors (the "Board"), or upon written request of the members who have a right to vote ten percent (10%) of the votes entitled to be cast at the time of such call. Any business which may properly be conducted at an annual or regular meeting of the members may also be conducted at any special meeting.

1.3 PROXIES. A member may vote in person or by proxy; however, no proxy shall be valid eleven (11) months after the date of execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months.

1.4 NOTICE. No notice of any annual or regular meeting of the members of the Association shall be required, but notice of any such meeting may be given as the Board may deem advisable. Notice of special meetings shall be given not less than fifteen (15) nor more than fifty (50) days prior to the date of any such meeting. Any notice which shall be given to a member of the Association with respect to any meeting or for any other purpose shall be deemed to have been properly given if addressed to "Owner," in care of the street address of the Lot or tract located in the Property with respect to the ownership of which the member is entitled to vote.

1.5 QUORUM. The owners of at least twenty percent (20%) of the Lots located in the Property, present in person or by proxy, shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members of the Association except when a greater number is required by Article 6.5 of the Declarations. Any meeting of members may be adjourned from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. When a quorum is present at any meeting the vote of the owners of a majority of the Lots represented at such meeting in person or by proxy shall decide any question brought before such meeting, unless a greater number is required by statute or by a provision in the Association's Articles of Incorporation.

SECTION 2

DIRECTORS

2.1 NUMBER . The Board shall be made up of five directors: President, Vice President, Secretary, Treasurer, and Director, as described below, and the term of office of each director shall be three years.

2.2 QUALIFICATIONS. Directors shall be natural persons of the age of eighteen (18) years or over, and must be members of the Association.

2.3 VACANCIES AND REMOVAL. Any director may be removed with or without cause by the unanimous vote of the remaining members of the Board (excluding the director to be removed). Upon the death, removal, resignation, or incapacity of any member of the Board, the then-remaining directors shall elect his successor for the un-expired term.

2.4 MEETINGS.

(a) Scheduling. A meeting of the Board shall be held each year after the annual meeting of the members. Special meetings of the Board may be called by any director or by the President and shall be held at such time and place as shall be specified in the notice of such meeting. No particular form of notice shall be required for the calling and holding of a special meeting of the Board, provided that actual notice thereof shall have been given to each director in advance of the time of such meeting. Proper notice of any special meeting of the Board shall be deemed to have been given if notice in writing, or by telephone or electronic mail, shall have been sent to either the usual business or residence address of the person entitled to receive notice not less than five (5) days preceding the time of the meeting.

(b) Proxy. A director may vote in person or by proxy. No such proxy shall be valid after three (3) months from the date of its execution; and each shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than three (3) months.

2.5 MANAGEMENT.

(a) General. The affairs and assets of the Association shall be managed and controlled by the Board. The Board shall have authority to cause the Association to own, acquire, develop, construct, maintain, operate, repair and replace, on a non-profit basis, common areas of the Property, including but not limited to greenways, recreation areas, canals, bulkheads, seawalls, sea gates, lighting, parks, roads, streets, curbs, gutters, and drainage facilities for the use, enjoyment, protection, security, recreation, and benefit of the members of the Association and other parties designated by the Board, as the Board may deem appropriate. The Board shall have full powers not inconsistent with these Bylaws, the Articles of Incorporation of this Association, applicable provisions of law and the restrictions and other similar covenants filed of record with respect to the Property (hereinafter referred to as "Declarations") to accomplish such purposes, including the power to acquire, purchase and lease any such facilities and to transfer the management responsibilities for any such facilities

to others in order to provide for the maximum enjoyment of such facilities by the members and such other designated persons.

It shall further be the duty of the Board to use its best efforts to attempt in every way to support the enforcement of the provisions of the Declarations covering any portion of the Property.

(b) Powers. The Board of Directors shall also have power to:

(i) adopt and publish rules and regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(ii) suspend the voting rights and the rights to the use of the recreational facilities of a member during any period in which such member shall be in default in the payment of sums owed to the Association by such member. Such rights may also be suspended for infraction of published rules and regulations for a period not to exceed 60 days after notice and hearing;

(iii) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations;

(iv) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties; and

(v) contract with any other entity similar in purpose to the Association for the exercise of the rights, powers and duties of the Association.

(c) Duties. It shall be the duty of the Board of Directors to:

(i) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

(ii) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(iii) as more fully provided in the Declarations:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every member subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any Lot for which assessments shall not have been paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(iv) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(v) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(vi) cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(vii) cause the common areas to be maintained.

2.6 COMMITTEES. The Board shall have the authority to create committees by appropriate resolutions (which resolutions may set forth any or all matters concerning the administration of any such committee including but not limited to the membership thereof, chairman, terms of office and termination date of the committee) and delegate to any such committee so much of its authority as it shall deem advisable, and the Board shall specify the duties of any committee so created. Not less than the majority of the members of any such committee having and exercising any of the authority of the Board of Directors in the management of the Association shall be directors of the Association. No required percentage of the membership of any committee not exercising such authority need be directors of the Association.

2.7 EMPLOYEES. The Board shall have responsibility and authority to employ such employees as the affairs of the Association shall require and may delegate to any such employee so much of its authority as it shall deem advisable. The Board shall likewise have power, with or without cause, to discharge any or all employees of the Association and may delegate its authority to do so to any officer of the Association.

2.8 INDEMNIFICATION. Each director, officer, former director, and former officer of the Association shall be indemnified by the Association against

expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of this Association, except in relation to matters as to which he shall be finally judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as a director or officer. Such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled as a matter of law or under any provision of the Articles of Incorporation, Bylaws, vote of members or otherwise; and the Association shall exercise the power to indemnify any such officer or director to the fullest extent to which such power of indemnification is permitted to be exercised under the laws of the State of Texas, including advancing funds to any such director or officer to cover any such expenses.

SECTION 3

OFFICERS

3.1 COMPOSITION. The officers of the Association shall consist of a President, a Vice President, Director, a Secretary and a Treasurer, plus such assistant officers as the Board may deem appropriate, each of whom shall be elected by the Board at its annual meeting. The Board shall have full authority to remove any officer of the Association from office by the vote of a majority of the members of the entire Board at any time; and the election of each officer of the Association shall be subject to such power of the Board. If any office shall become vacant, the Board shall select an individual to fill such office for the un-expired term thereof. Any two offices may be held by the same person except the offices of President and Secretary.

3.2 DUTIES. The duties of the officers of the Association shall be as follows:

(a) **President.** The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members and directors and be responsible for carrying out their decisions in the administration of the affairs of the Association. The President shall also execute contracts, conveyances and other documents on behalf of the Association.

(b) **Vice President.** In the absence of the President, or when it is inconvenient for the President to act, the Vice President shall perform the duties and exercise the powers of the President. At any time when the Vice President is performing

a duty or exercising a power of the President, any third party dealing with the Association may presume conclusively that the President was absent and that the Vice President was authorized to act in the President's place.

(c) Secretary. The Secretary shall issue notices of directors' and members' meetings, if so directed by the party calling the meeting, and shall be responsible for the Association minutes and records, determine the membership of the Association as of the record date of any meeting using any method which is deemed to be reasonable to determine the ownership of Lots in the Property, and provide for the repository and archiving of all Association records. Notwithstanding the foregoing, the Secretary shall follow any instructions given by the Board of Directors to use a specific method in determining the membership of the Association. The Board may, if it deems advisable, from time to time, designate one or more persons as Assistant Secretary, who may perform the duties and exercise the powers of the Secretary when the Secretary is absent or where it is inconvenient for him to act. Any third person dealing with the Association may presume conclusively that any Assistant Secretary acting in the capacity of the Secretary was duly authorized so to act.

(d) Treasurer. The Treasurer shall be responsible for the custody of corporate funds and securities and the keeping of adequate books of account. The Board may, from time to time, if it deems advisable, designate one or more persons as Assistant Treasurer who may perform the duties and exercise the powers of the Treasurer when the Treasurer is absent or when it is inconvenient for him to act. Any third person dealing with the Association shall be entitled to presume conclusively that any Assistant Treasurer acting in the capacity of the Treasurer was duly authorized to do so. The Treasurer shall prepare a roster of the members and the assessments applicable thereto and a record of the payment of such assessments, and such records shall be kept at the principal offices of the Association and shall be open to inspection by any member at any reasonable time during business hours.

SECTION 4

ASSESSMENTS

4.1 **COLLECTION.** Pursuant and subject to the conditions and limitations of the Declarations which have been or shall be filed of record for the various

portions of the Property and which provide for assessments to be paid by all members hereof to a fund administered by this Association or its designated agent, the Board is hereby authorized and given full power and authority to assess and collect from the members of the Association such assessments required by the Association for the performance of its objectives and purposes and to meet its obligations, subject to the provisions of these Bylaws and the Declarations which shall have been filed of record for any portion of the Property authorizing or limiting the amount of such assessments. Each assessment shall be due and payable by each member at the time and in the manner determined by the Board of Directors subject to the provisions of the Declarations. The Association may designate an individual or entity as its agent to administer the fund, including the payment of expenditures from such fund and the collection and enforcement of the assessments herein described, and to carry out such other duties as shall have been specifically designated by the Association. Neither this Association nor its designee shall be liable for the failure of any member to pay any assessment.

4.2 **LIEN.** The Association and its successors in interest shall have an express lien against each Lot to secure all obligations of the owner or owners of each such Lot to the Association. The terms of such lien shall be as stated and provided in the Declarations covering the specific Lot.

4.3 **RELEASE AND SUBORDINATION.** The Association may, by instrument executed by its President or Vice President and authorized by its Board, release or subordinate such lien of the Association or any other right of the Association created under such Declarations in whole or in part with respect to any Lot for any reason whatsoever and upon such terms as it shall deem advisable, but any such release or subordination shall not affect such lien or rights insofar as they may apply to any other Lot in the Property.

4.4 **DELINQUENCY.** No member who is delinquent in the payment of any assessment, charge, fee or other sum due from such member to the Association, shall be entitled to vote upon any matter unless and until all such delinquent sums shall have been paid to the Association in full.

SECTION 5

AMENDMENTS

5.1 These Bylaws may be amended at any regular or special meeting of the members, provided that no amendment inconsistent with the provisions of the Articles of Incorporation, applicable law, the applicable Declarations, or any covenant or restriction applicable to the Property, shall be valid. The members may delegate to the Board of Directors the power to amend the Bylaws of the Association.

END OF BYLAWS

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