

**BYLAWS**

**OF**

**ROYAL FOREST COLONY CLUB, INC.**

*(Amended and Restated December 2015 )*

**BYLAWS OF  
ROYAL FOREST COLONY CLUB, INC.  
(Amended and Restated December 2015)**

**TABLE OF CONTENTS**

**ARTICLE 1**

**Offices**

- 1.01 Principal Office
- 1.02 Other Offices
- 1.03 Change of Location

**ARTICLE 2**

**Definitions**

**ARTICLE 3**

**Qualifications for Membership**

- 3.01 Membership
- 3.02 Proof of Membership
- 3.03 No Additional Qualification
- 3.04 Use of Common Areas

**ARTICLE 4**

**Voting Rights**

- 4.01 Voting
- 4.02 Classes of Membership
- 4.03 Voting Methods
- 4.04 Quorum
- 4.05 Required Vote
- 4.06 Cumulative Voting

- 4.07 Recount Procedures
- 4.08 Election Vote Tabulators

## ARTICLE 5

### Meetings of Members

- 5.01 Annual Meetings
- 5.02 Special Meetings
- 5.03 Place
- 5.04 Notice of Meetings
- 5.05 Order of Business at Meetings
- 5.06 Action without Meeting

## ARTICLE 6

### Board of Directors

- 6.01 Number 6.02 Term
- 6.03 Removal
- 6.04 Vacancies
- 6.05 Compensation
- 6.06 Powers and Duties
- 6.07 Actions of Board of Directors

## ARTICLE 7

### Nomination and Election of Directors

- 7.01 Nomination of Directors
- 7.02 Election
- 7.03 Rules and Procedures

## **ARTICLE 8**

### **Meetings of Directors**

- 8.01 Regular Meetings**
- 8.02 Special Meetings**
- 8.03 Quorum**
- 8.04 Voting Requirement**
- 8.05 Open Meetings**
- 8.06 Executive Session**
- 8.07 Meetings with Notice to Members**
- 8.08 Meetings without Notice to Members**

## **ARTICLE 9**

### **Committees**

- 9.01 Appointed by Board of Directors**
- 9.02 Authority of Committees**
- 9.03 Discharge of Committees and Committeemen**
- 9.04 Compensation**

## **ARTICLE 10**

### **Officers**

- 10.01 Enumeration of Officers**
- 10.02 Term**
- 10.03 Resignation and Removal**
- 10.04 Multiple Offices**
- 10.05 Compensation**

## **ARTICLE 1**

### **OFFICES**

1.01 Principal Office. The principal office of the Association shall be located at 12876 Royal Lake, Conroe, Texas 77303.

1.02 Other Offices. The Association also may have offices at such other places within Montgomery County, Texas, as the Board of Directors may from time to time determine or the business of the Association may require.

1.03 Change of Location. The Board of Directors may change the location of any office of the Association.

## **ARTICLE 2**

### **DEFINITIONS**

2.01 "Association" shall mean and refer to Royal Forest Colony Club, Inc., its successors and assigns.

2.02 "Subdivision" shall mean and refer to that certain real property known as Royal Forest Subdivision, Section I, and Reserve A of Royal Forest Subdivision, as depicted on the maps or plats thereof, of record in Volume 9, Page 76, and Cabinet B, Sheet 61, of the Map Records of Montgomery County, Texas, and unrecorded portions of Royal Forest Subdivision known as Royal Forest Estates, Lakefront Section of Royal Forest, Reserve D of Royal Forest, Mobile Home Section of Royal Forest, and Permanent Home Section of Royal Forest, and such additions thereto as may hereafter be brought within the scheme of development of Royal Forest Subdivision and the jurisdiction of the Association, including future sections, if any, of Royal Forest.

2.03 "Common Area" shall mean all real property, if any, within the Subdivision, owned by the Association and dedicated for the common use and enjoyment of the Owners of property in the Subdivision.

2.04 "Lot" or "Lots" shall mean and refer to the numbered lots as shown on the plats of the Subdivision, any lot or tract resulting from the subdivision or re-subdivision of any Lot and any other tracts brought within the jurisdiction of the Association.

2.05 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Subdivision. In the

event of an executory contract for installment sale or contract for deed covering any Lot, the "Owner" shall be the purchaser named in the contract. "Owner" does not include those persons or entities having an interest merely as security for the performance of an obligation, persons or entities who own only an easement, or those having an interest in the mineral estate only.

2.06 "Developer" and/or "Declarant" shall mean and refer to the developer(s) of the Subdivision.

2.07 "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions set out in instruments recorded in the Montgomery County Deed Records or Public Records as shown in the table below together with any amendments or supplements thereto, and to any similar declaration applicable to other properties that may hereafter be brought within the scheme of development of Royal Forest Subdivision and subjected to the jurisdiction of the Association.

Section	Original Deed Restriction	Amendment	Amendment	Amendment	Amendment
Lakefront	7603763	7709188	8727025	9109848	
Mobile Home	7603765	7709189	8727024	9109849	
Permanent Home	7605331	7709187	8727023	9109850	
Reserve A	7733806		8735408	9109852	
Reserve D	7804496		8735409	9109854	
Royal Estates	7603764	7709190	8727026	9109853	
Section 1	274310		8727027	9109851	
RF Gen Warranty Deed	182814	7709191			182817

2.08 "Member" shall mean and refer to those persons entitled to membership in the Association.

2.09 "Club Fees" shall mean the fee of the Association as required by the Restrictions.

2.10 "Assessment" shall mean the maintenance assessment required by the Restrictions.

### ARTICLE 3

#### QUALIFICATIONS FOR MEMBERSHIP

3.01 Membership. The membership of the Association shall consist of all the Owners of the Lots within the Subdivision or brought within the jurisdiction of the Association pursuant to the provisions and authority of said Restrictions, including contract purchasers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, persons or entities who own only an easement, or those having an interest in the mineral estate only. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

3.02 Proof of Membership. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed, contract for deed or title insurance policy evidencing ownership of a Lot or Lots in the Subdivision. Such deed, contract for deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed, contract or policy.

3.03 No Additional Qualification. The sole qualification for membership shall be ownership of a Lot or Lots in the Subdivision. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Restrictions and these Bylaws.

3.04 Use of Common Areas. Only those members who owe no delinquent assessments, levies, and charges may use the Association common areas, such as the Royal Forest lake. Those members will be issued cards allowing use of the common areas. The cards must be produced when requested by another member, a member of the Board of Directors, or security personnel working for the Association.

## ARTICLE 4

### VOTING RIGHTS

4.01 Voting. Voting shall be on a one vote per Lot basis. The Owner or Owners of each Lot are entitled to one vote for each Lot owned in the Subdivision. However, under no circumstances shall an Owner be entitled to cast more than five votes, even if the owner owns more than five lots. If record title to a particular Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association but the voting rights appurtenant to each such Lot may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such Lot so owned at any meeting of the Members and such vote shall be binding and conclusive on all of the other co-owners of said Lot who are not present; provided, if one of the non-attending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Lot except upon notice of unanimous consent by all such co-owners being given to the Association. In the event more than one vote is cast for a single Lot by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

4.02 Classes of Membership. The Association shall have one class of voting membership.

4.03 Voting Methods. The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions



for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11 ) months from the date of its execution.

**4.04 Quorum.** The presence, either in person or by proxy, at any meeting, of eligible Members entitled to cast at least ten percent (10%) of the total eligible votes of the Association shall constitute a quorum for any action. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than (60) days following the preceding meeting. In the absence of a quorum at a meeting of Members, the meeting may be nevertheless convened for the sole purpose of conducting Director elections. The quorum required for election of Directors at such convened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

**4.05 Required Vote.** The vote of the majority of the votes entitled to be cast by the Members present, by absentee ballot, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of the Members, unless the vote of a greater number is required by statute, the Restrictions, the Articles of Incorporation or these Bylaws.

**4.06 Cumulative Voting.** Cumulative voting shall not be permitted.

**4.07 Recount Procedures.** A Member may, not later than the fifteenth (15<sup>th</sup>) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

**4.08 Election Vote Tabulators.** A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

## ARTICLE 5

### MEETINGS OF MEMBERS

5.01 Annual Meetings. The annual meeting of the Members of the Association shall be held at the hour of 7:00 p.m. on the third (3<sup>rd</sup>) Thursday in April of each year, if the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

5.02 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least ten (10%) percent of the total votes entitled to be cast by the Members.

5.03 Place. Meetings of the Members shall be held within the Subdivision or at a convenient meeting place as close thereto as possible as the Board may specify in writing.

5.04 Notice of Meetings. Written notice of the annual and special Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least ten (10) but not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address last appearing on the books of the Association with postage thereon paid.

5.05 Order of Business at Meetings. The order of business at all meetings of the Members shall be as follows and shall be conducted using "Robert's Rules of Order":

- (1) Roll call of attending Directors;
- (2) Reading of Minutes of preceding meeting;
- (3) Reports of officers;
- (4) Reports of committees;

(5) Election of directors, if applicable;

(6) Unfinished business; and

(7) New business.

5.06 Action without Meeting. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

## ARTICLE 6

### BOARD OF DIRECTORS

6.01 Number. The affairs of the Association shall be managed by the Board of Directors consisting of five (5) persons. All Directors must be Members of the Association. A quorum of Directors shall be a majority plus one.

6.02 Term. All Directors shall be elected from the membership, shall be elected at the annual meeting, and shall hold office for a term of two (2) years. There will be three (3) Directors in the first class; there will be two (2) Directors in the second class. The terms of the two classes of Directors shall be staggered.

6.03 Removal. Directors may be removed from office with or without cause, at an annual or special called meeting wherein a quorum is present, by a majority of the Members present, in person or by proxy.

6.04 Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting or at a special meeting of Members called for that purpose.

6.05 Compensation. No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

6.06 Powers and Duties. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in these Bylaws or in the

Restrictions or as set forth in the Articles of Incorporation of the Association. in addition, the Board of Directors shall have the following powers and duties:

- a. 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;
- b. supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- c. as more fully provided in the Restrictions to:
  - (1) adjust the amount of the Club fees against each lot;
  - (2) send written notice of each assessment and Club fee to every Owner subject thereto; and
  - (3) foreclose the lien against any property for which assessments or Club fees are not timely paid and/or bring an action at law against each Owner personally obligated to pay the same;
- d. issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment or Club fee has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment or Club fee has been paid, such certificate shall be conclusive evidence of such payment;
- e. procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f. procure and maintain adequate general liability and professional liability insurance;
- g. cause the Common Area to be maintained;
- h. cause the Restrictions of the Subdivision to be enforced and administered. Specifically, and without limitation, and as more fully set out in the Restrictions, the Association shall have the right to enter upon the Lot of any Owner without liability to the Owner or the Owner's occupant, in trespass, or otherwise, and cause to be cut weeds and grass, and to remove, or cause to be removed any garbage, trash, and/or rubbish, or do anything necessary to secure compliance with the Restrictions.

The Association may render a statement of charge to the Owner or occupant of such Lot for the cost of any such work. The Owner or occupant, as the case may be, shall pay such statement *within 30 days of the statement date.*

- i. cause the architectural control of the Subdivision as set forth in the Restrictions;
- j. employ such accountants, attorneys, contractors or other persons or entities as the Board deems necessary to manage and administer the affairs of the Association;
- k. manage the affairs of the Association;
- l. perform all acts and do all things provided for or contemplated to be done by the Association in the Restrictions and the Articles of Incorporation; and
- m. determine the amount of the Club fees.

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as directors of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all instances, the directors shall not take any action that they should reasonably believe would be contrary to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

**6.07 Association Contracts.** The Association may enter into an enforceable contract with a current Association board member, a person related to a current Association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT CODE, a company in which a current Association board member has a financial interest in at least 51 percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT CODE, has a financial interest in at least 51 percent (51%) of profits, if the following conditions are satisfied:

- a. the board member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not

associated with the board member, relative, or company, if reasonably available in the community; and

b. the board member:

- (1) is not given access to the other bids;
- (2) does not participate in any board discussion regarding the contract; and
- (3) does not vote on the award of the contract.

6.07 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

## ARTICLE 7

### NOMINATION AND ELECTION OF DIRECTORS

7.01 Nomination of Directors. At least ten (10) days before the Association disseminates absentee ballots to Association members for the purpose of voting in a board member election, the Association must provide notice to the Association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The notice must also state (a) the number of positions available on the board that will be filled at the upcoming election; (b) the phone number, fax number, email address and/or physical address at which the member may notify the Association that he or she wishes to have his or her name placed on the ballot for the election; and (c) any other information necessary to inform the members how to have their name listed on the ballot for the election. The deadline may not be earlier than the 10th day after the date the Association provides the notice required herein. The Association shall include on each absentee ballot for a board

member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot.

Candidates for the Board of Directors of the Association also may be nominated (i) by petition signed by eligible Members entitled to cast at least two (2) votes, provided such petition shall be received by the Secretary at least five (5) days before the annual meeting, or (ii) at the annual meeting by motion and second by eligible Members. No Member shall be eligible to serve on the Board of Directors if such Member has been convicted of a felony or moral turpitude within twenty (20) years before the date of election.

7.02 Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each directorship to be filled, as many votes as they are entitled to exercise under the provisions of the Bylaws. The nominees receiving the highest number of votes shall be elected. No Member may cumulate votes.

7.03 Rules and Procedures. The Board of Directors may adopt rules and procedures for the conduct of annual elections of Directors, provided that such rules and procedures are not inconsistent with these Bylaws.

## ARTICLE 8

### MEETINGS OF DIRECTORS

8.01 Regular Meetings. Regular meetings of the Board of Directors shall be held no less often than quarterly at such place and at such time as may be fixed from time to time by resolution of the Board. The first regular meeting of each new Board shall be held within twenty (20) days after the annual meeting of Members. Notice of the time and place of such meeting shall be mailed or delivered to each member of the Board of Directors not less than five (5) nor more than fifteen (15) days before the date of the meeting. No notice of regular meetings of the Board of Directors (except for first regular meeting of each new Board) shall be required.

8.02 Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President and Secretary of the Board of Directors or by any two Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting

must be given to each Director not less than five (5) days (except in the case of emergencies), or more than fifteen (15) days prior to the date fixed for such meeting by written notice delivered personally, sent by mail, or sent by email to each Director at his address as shown in the records of the Association.

8.03 Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority plus one of the numbers of Directors constituting the Board of Directors as fixed by these Bylaws.

8.04 Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Articles of Incorporation or these Bylaws requires the vote of a greater number.

8.05 Open Meetings. Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

8.06 Executive Session. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement with the board. The nature of any and all known business to be considered in executive session shall first be announced in open session. 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.

8.07 Meetings with Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10<sup>th</sup>) day or earlier than the sixtieth (60<sup>th</sup>) day before the date of the meeting; or (b) provided at least seventy-



two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

A board meeting may be held by electronic or telephonic means provided that (1) a 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) that 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 methods used or expected to be used by the board member to participate, and (3) notice of meeting includes instructions for owners to access any communication method required to be assessable hereunder.

**8.08 Meetings without Notice to Members.** A board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners as required herein, if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. The Board may not, unless done in an open board meeting for which prior notice was given to owners as required herein, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget or the approval of an amendment to an annual budget which raises the budget by more than 10%, sale of purchase of real property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

## ARTICLE 9

### COMMITTEES

9.01 Appointed by Board of Directors. The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint to such other committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all Members of each such committee must be a Member of the Association.

9.02 Authority of Committees. The Board of Directors may grant to any committee thus established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

9.03 Discharge of Committees and Committeemen. The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeman appointed to any committee.

9.04 Compensation. No person on a committee shall receive compensation for services. A person serving on a committee may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

## ARTICLE 10

### OFFICERS

10.01 Enumeration of Officers. The Officers of the Association (who shall at all times be members of the Board of Directors) shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02 Term. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for a term of one year, unless such officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03 Resignation and Removal. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any officer may be

removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal. If an officer resigns or is removed, the Board of Directors will choose a replacement to fulfill the original term of office.

10.04 Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

10.05 Compensation. Officers shall not receive compensation for services rendered to the Association. An Officer may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

## ARTICLE 11

### PRESIDENT

11.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members to act as President.

11.02 Duties. The President shall:

- a. Preside over all meetings of the Members and of the Board;
- b. Sign as President all deeds, contracts, and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;
- c. Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than five (5) days; and
- d. Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

## ARTICLE 12

### VICE PRESIDENT

12.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members to act as Vice President.

12.02 Duties. The Vice President shall:

- a. Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act; and
- b. Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

### **ARTICLE 13**

#### **SECRETARY**

13.01 Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

13.02 Duties. The Secretary shall:

- a. Keep a record of all meetings and proceedings of the Board and of the Members;
- b. Keep the seal of the Association, if any, and affix it on all papers requiring said seal;
- c. Serve such notices of meetings of the Board and the Members required either by law or by these Bylaws;
- d. Keep appropriate current records showing the members of this Association together with their addresses; and
- e. Sign as Secretary all deeds, contracts, and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

### **ARTICLE 14**

#### **TREASURER**

14.01 Election. At the first meeting of the Board immediately following the annual meeting of the members, the Board shall elect a Treasurer.

14.02 Duties. The Treasurer shall:

- a. Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;
- b. Be responsible for, and supervise the maintenance of, books and records to account for such funds and other Association assets;
- c. Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures; and
- d. Prepare and distribute the financial statements for the Association required by the Restrictions.

## **ARTICLE 15**

### **BOOKS AND RECORDS**

15.01 Maintenance. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the principal office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the principal office of the Association.

15.02 Records Production and Copying. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time per the Association "Records Production and Copying Procedure."

## **ARTICLE 16**

### **AMENDMENTS**

16.01 Amendments. The Board of Directors of this Association is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws of this Association, without any action on the part of the Members, by majority vote of a quorum of Directors.