

Bylaws of Rockport Country Club Estates Home Owner's Association Incorporated  
(with amendments enacted at Annual Meeting, Feb 25, 2011 included)

## **Article I**

The Rockport Country Club Estates Home Owner's Association (RCCHOA) is hereby established as a non-profit Corporation. The Principal office shall be established and maintained with the address of the principal office being the address in Rockport, Texas of the then current President of the RCCHOA.

## **Article II** **Objectives**

- a. Uniform action by members to maintain a high quality subdivision and to monitor the Protective Restrictions and Covenants as outline in the landowner's Agreement, Rockport Country Club Estates, Unit 1, Unit IA, Unit II, Unit IIA and Unit 3 as recorded in the County Clerk's Office, Aransas County, Texas. Any future areas designated as part of Rockport Country Club Estates would also come under the jurisdiction of this organization.
- b. Membership on and eventual control of the Rockport Country Club Estates Architectural Control Committee.
- c. To represent Rockport Country Club Estates property owners at all relevant local governmental meetings.
- d. To act on any project or problem associated with this subdivision which may arise which this Association could and should give special emphasis and attention.

## **Article III**

**Section 1: MEMBERSHIP** - Persons owning a lot or property located within Rockport Country Club Estates are eligible for membership in the association. Persons owning more than one property are restricted to one membership. Persons acquiring property within Rockport Country Club Estates after July 9, 2010, are required to be members of the Rockport Country Club Estates Homeowner's Association, Inc.

**Section 2: MEMBERSHIP FEE** - The membership fee for each member may be determined by the Directors of the Rockport Country Club Estates Homeowner's Association, Inc. Such fee shall not exceed the sum of one hundred dollars per year for each membership unless a different maximum fee is hereby enacted by a majority vote of the membership.

**Section 3: ANNUAL DUES** - Annual dues may be established by the Board of Directors if and when they deem them necessary.

**Section 4: SPECIAL ASSESSMENTS** - With proper notice, the members may at any annual or special meeting vote and establish special assessments and/or dues for projects associated with Rockport Country Club Estates. Separate account records shall be maintained for monies received from special assessments and/or dues. A default for more than 90 days in payment of such special assessments and/or dues shall render a member ineligible to vote until default is corrected; but such default would not make a member subject to lien action.

**Section 5: PLACE OF MEETING** - The annual meeting of members shall be held in Aransas County, Texas at the place therein determined by the Directors and set forth in the notice thereof, but other meetings of the members may be held at such place or places as shall be fixed by the Directors and stated in the notice of the meeting.

**Section 6: ANNUAL ELECTION OF DIRECTORS** - The annual meeting of members for the election of Directors, approval of an annual budget and the transactions of other business shall be held each year, commencing in 1988, on the third Saturday of April at 2 P.M. At each annual meeting the members entitled to vote shall elect a Board of Directors and they may transact such other corporate business as shall be stated in the notice of the meeting. In the event of a change of the time or place of a meeting for the election on Directors, as fixed by the Bylaws, such change shall be made within

thirty (30) days next preceding the day on which such election is to be held. At which time, notice of any change in such time or place for such election of Directors shall be given to each member entitled to vote, in person, or by letter mailed to his last known post office address.

**Section 7: VOTING** - Each paid membership shall be entitled to one vote. Multiple or joint property owners are entitled to one membership and one vote. All elections for Directors shall be decided by plurality vote: all other questions shall be decided by a majority of the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting.

A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after the eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable in less expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

**Section 8: VOTING LISTS** - The officer or agent having charge of the corporations' membership books shall make, at least ten (10) days prior to such meeting of members, a complete list of the membership entitled to vote at such meeting or any adjournment thereof. Such list shall be arranged in alphabetical order, with the address of each member, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time of the meeting. Such list shall also be produced and kept open at the time of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership books shall be prim-facie evidence as to who are the members entitled to examine such list or membership book and to vote at any meeting of the membership.

**Section 9: QUORUM** - Paid up members present, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

**Section 10: SPECIAL MEETINGS** - Special meetings of the members for any purpose or purposes may be called by the President of the Board of Directors, and shall be called upon a requisition in writing therefore, stating the purpose or purposes thereof, delivered to the President or Board of Directors, signed by ten (10) percent of the members entitled to vote at such meeting.

**Section 11: NOTICE OF MEETING** - Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Board of Directors, or the person or persons calling the meeting, to each member eligible to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage prepaid thereon. Such notices may also be given by a sign posted at any entrance to the Rockport Country Club Estates. Such notices may be further delivered by Internet communications to the email addresses of the members. Such notices may also be given by a sign posted at any entrance to the Rockport Country Club Estates. Such notices may be further delivered by Internet communications to the email addresses of the members.

To the extent applicable, Robert's Rules of Order shall govern the conduct and procedure at all members' meetings.

**Section 12: ACTION WITHOUT MEETING** - Any action required may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by one hundred (100) percent of the members entitled to vote with respect to the subject matter thereof and then delivered to the Secretary of the corporation for inclusion in the minute book of the corporation.

## **ARTICLE IV DIRECTORS**

Section 1: MANAGEMENT - The business and affairs of the corporation shall be managed by a Board of Directors who will be responsible for carrying out the objectives of the Association.

Section 2: QUALIFICATIONS - to qualify as a Director of the Association the person must be a property owner, member of the Association, current in all special assessments and dues, and be a legal resident of Rockport Country Club Estates. Husband and wife may not serve as a Director at the same time.

Section 3: NUMBER - The number of Directors shall be seven (7). The directors shall be elected at the annual meeting of the members and each director shall be elected to serve until his successor shall be elected and shall qualify. Directors and officers shall serve without compensation.

Section 4: VACANCIES - If the office of any Director or other officers becomes vacant, the remaining Directors in office, by a majority vote, will appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen, The vacancy will be filled within thirty (30) days after the position becomes vacant.

Section 5: RESIGNATIONS - Any Director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 6: REMOVAL - Any director may be removed from his position as Director, either with or without cause, at any time by the affirmative vote of a majority of all members entitled to vote, at a special meeting of the membership called for that purpose.

Section 7: INCREASE OF NUMBER - In the event of the creation of one or more new Directorships by amendment of these bylaws, then any Directorship to be filled by reason of such an increase in the number of Directors shall be filled by election at an annual meeting of the members or a special meeting of the membership called for that purpose.

Section 8: QUORUM - A majority of the number of Directors shall constitute a quorum for the transaction of business. An act with agreement by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise specifically required by law or by these Bylaws.

Section 9: MEETINGS - A regular meeting of the Board of Directors shall be held without other notice than this Bylaws immediately after and at the same place as the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the Directors not later than during the third day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing, signed by the person or persons entitled to such notice, such waiver may be executed at any time specified in such notice for the holding of such special meeting. Attendance of a Director at a special meeting shall constitute a waiver of notice of such special meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting is not lawfully called or convened.

Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of the notice of such meeting.

Section 10: PLACE OF MEETING - Unless otherwise specifically provided in these Bylaws, all meetings of the Board of Directors shall be held at the principal place of business of the corporation; provided, however, this provision of these Bylaws may be waived as to any particular meeting by written waiver signed by all of the Directors before the holding of such meeting, and this provision shall be considered as waived as to any particular meeting by the attendance of all of the Directors as such

meeting without objection by any one of them at the time of convening of such meeting that such meeting is not being convened and held at the principal place of business of the corporation.

## **ARTICLE V OFFICERS**

Section 1: NUMBER - The officers of the corporation shall be a President, a Vice President, and a Secretary-Treasurer, or other officers as may be elected by the Board of Directors. No two or more offices may be held by the same person, except the offices of Secretary and Treasurer may be combined.

Section 2: ELECTION AND TERM OF OFFICE - The office of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the membership or as soon thereafter as vacancies may be filled or new office filled at any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided. Term of office will be two years with four Directors being elected on even numbered years and three Directors on odd numbered years.

Section 3: REMOVAL - Any officer or agent or member of the executive committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: VACANCIES - A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: DUTIES OF OFFICERS - The duties of the officers of the corporation shall be as follows:

**PRESIDENT** - The president shall be the principal executive officer of the corporation and shall be in general supervision and control of all of the business and the Board of Directors. He shall sign, with the secretary or an assistant secretary, contracts or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time, including the appointment of committees.

**VICE-PRESIDENT** - 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 powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**TREASURER** - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determined. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors: (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors. The Treasurer shall present a detailed accounting of all receipts and disbursements for the past year at each annual meeting.

**SECRETARY** - The Secretary shall: (a) keep the minutes of the members' and the Board of Directors' meeting in one or more books provided for that purpose; (b) see that all notices are duly given in

accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

ASSISTANT TREASURER AND ASSISTANT SECRETARIES - If appointed, Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned by the Treasurer or the Secretary respectively, or by the President or the Board of Directors.

## **ARTICLE VI MISCELLANEOUS**

Section 1: CONTRACTS The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. ALL checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: DEPOSITS ALL funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: BUDGET The annual budget is an estimate of funds to be expended in the categories identified and after approval by majority vote of the membership. The Board of Directors shall be empowered to contract for and pay for services described in the budget. All contracts and disbursements must be approved by a majority vote of the Board of Directors. All expenditures in excess of budgeted amounts must be identified to the membership at the next annual meeting.

Section 5: AUDIT the Board of Directors shall take necessary action to arrange for an annual audit of the Association's books.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January in each year and end on the 31st day of December in each year.

## **ARTICLE VII AMENDMENT OF BYLAWS**

These Bylaws may be amended by the membership at any annual meeting if the membership, or at any special meeting of the membership called for the purpose of amending said Bylaws with notice given as to the manner in which said Bylaws are to be amended.