

BYLAWS  
OF  
GOVERNORS POINT PROPERTY OWNERS' IMPROVEMENT ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the  corporation is GOVERNORS POINT PROPERTY OWNERS' IMPROVEMENT ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at Block 12, Lot 8, 385 Sam Houston Loop, Point Blank, Texas, but the meeting of members and trustees may be held at such place within the State of Texas, and county of San Jacinto, as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1: "Association" shall mean and refer to GOVERNORS POINT PROPERTY OWNERS' IMPROVEMENT ASSOCIATION, INC., a Texas non-profit corporation, its successors, and assigns.

Section 2: "Properties" shall mean and refer to that certain property or properties described in the statements of restrictions for GOVERNORS POINT, Sections 1 and 2, an existing subdivision in San Jacinto County, Texas.

Section 3: "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association.

Section 4: "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 Properties subject to a maintenance charge assessment by the Association, including contract purchases, but excluding those having such interest merely as security for the performance of any obligation.

Section 5: "Restrictions" shall mean and refer to the recorded statements or restrictions for GOVERNORS POINT Sections 1 and 2, an existing subdivision in San Jacinto County, Texas.

Section 6: "Maintenance Fund Agreement" shall mean and refer to that certain Maintenance Fund Agreement pertaining to GOVERNORS POINT SUBDIVISION, Sections 1 and 2, recorded in Volume 115, page 531 of the Deed Records of San Jacinto County, Texas and any additions or supplements thereto.

Section 7: "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

ARTICLE III

MEETING OF MEMBERS

Section 1: Annual Meeting - The regular annual meeting of the members of the Association shall be held on the second Saturday in June of each year at 10:00 a.m. at the location designated by the Board of Trustees in close proximity to the subdivision. If such date for the annual meeting is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

**Section 2: Special Meetings** - Special meetings of the members may be called at any time by the President or by the Board of Trustees, or by written petition of one-fourth (1/4) of the members who are called to vote.

**Section 3: Notice of Meetings** - Written notice of each annual and special meeting of the members shall be given by, or at the direction of, the Secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least 15 days before such meeting to each member entitled to vote thereat, 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 the purpose of the meeting.

**Section 4: Quorum** - The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the total votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or the [Bylaws](#). If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meetings, until a quorum as aforesaid shall be present or represented.

**Section 5: Proxies** - At all meetings of members, each member may vote in person, [absentee ballot](#), or by proxy. All proxies shall be in writing and may be assigned to the Board or another member but, in either case, notice will be filed with the Secretary. The Election Committee at the beginning of each meeting shall announce proxy votes assigned to the Board or the other members of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV

#### BOARD OF TRUSTEES

**Section 1: Board of Trustees** - The affairs of the Association shall be managed by a Board of five (5) trustees, who must be members of the Association.

**Section 2: Term of Office** - Trustees shall be elected for a term of three years and shall serve for staggered terms with one or two to be elected each year. There are no term limits.

**Section 3: Nomination** - Nomination for election to the Board of Trustees [and the Architectural Control Committee](#) shall be made by a Nominating Committee. Nomination may also be made from the floor at the annual meeting. The Nomination Committee shall consist of three or more members of the Association and shall be appointed by the Board of Trustees prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Committee shall elect its own chairman. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, preferably no less than two for each vacancy to be filled. The Committee shall solicit nominations [from](#) the membership at large, by whatever means deemed necessary, prior to the annual meeting. Brief resumes of the nominees shall be made available in the notice of the annual meeting [and/or via the Association's website](#). Such nominations must be made from among members of the Association.

**Section 4: Election** - Election of the Board of Trustees shall be by written ballot [in person at the annual meeting, by proxy, or absentee ballot](#). At such election, of the members [\(in person or absentee ballot\)](#) or their proxies may cast, in respect to each vacancy, each member who is eligible to vote being entitled to one (1) vote for all lots owned in the [Governors](#) Point Subdivision. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

**Section 5: Removal** - Any trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a trustee, his

successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting at which time the vacancy shall be filled by election, for the remainder of the unexpired term.

Section 6: Compensation - No trustee shall receive compensation for any services he may render to the Association; provided, however, any trustee may be reimbursed for his actual expense incurred in the performance of his duties.

## ARTICLE V

### MEETINGS OF THE TRUSTEES

Section 1: Regular Meetings - Regular meetings of the Board of Trustees shall be monthly at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2: Special Meetings - Special meetings of the Board of Trustees shall be held when called by the President of the Association or by any trustee after not less than three (3) days' notice of each trustee, which such notice may be waived at or prior to such meeting.

Section 3: Quorum - A majority of number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1: Powers - The Board of Trustees shall have the following rights and powers:

- a) To construct, manage and maintain Common Properties and Facilities; and to make assessments annually thereof, and for other purposes, all pursuant to the Restrictions and Maintenance Fund Agreement;
- b) To charge reasonable admission and other fees for the use of the recreational facilities and storage located on the Common Properties, and to make, publish and enforce reasonable rules and regulations governing the use and enjoyment of Common Properties and Facilities, or any part thereof, all of which reasonable rules and regulations shall be binding upon, complied with, and observed by each Member. These rules and regulations may include provisions to govern and control the use of the Common Properties and Facilities by guests and invitees of the Members, including, without limitation, the number of guests or invitees who may use the Common Properties and Facilities, or any part thereof, at the same time;
- c) To assess a fine and/or suspend the (removed voting rights) rights of a Member and the rights of the members of his immediate family residing with him and his guests, to use any recreational Common Facility of the Common Properties during the period he is in default in excess of thirty (30) days beyond the close of the calendar year in the payment of any maintenance charge assessment against his Lot;
- d) To assess a fine and/or suspend the rights of a Member and the rights of the members immediate family residing with him and his guests, to use any recreational Common Facility of the Common Properties for a period to be determined by the Board (removed sixty days) for any infraction of its published rules and regulations;
- e) To enter management and/or operating contracts or agreements relative to the maintenance and operation of the Common Properties and Facilities, in such instances and on such terms as the Board of Trustees may deem appropriate; to operate recreational facilities and related concessions located on the Common Properties; to enter lease agreements or concession agreements granting leasehold, concession, or other operation rights relative to recreational facilities located on the

Common Properties in such instances and on such terms as the Board of Trustees may deem appropriate; and

- f) To exercise such other rights and powers granted to this Association and not reserved to the membership by the Restrictions, Maintenance Fund Agreement, or Articles of Incorporation, or other provisions of these Bylaws.

Section 2: Duties - It shall be the duty of the Board of Trustees to:

- (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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (c) Pursuant to the Restrictions and Maintenance Fund Agreement, fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) Issue, or cause an appropriate office 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 that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;
- (f) Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Shall keep members informed, as far as practical, of their actions, including major activities and expenditures and the names of officers and committee members.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers - The officers of this Association shall be a president, who shall at all times be a member of the Board of Trustees; a vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2: Election of Officers - The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 3: Term - The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4: Resignation and Removal - Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: Vacancies - A vacancy in any office may be filled by appointment of the Board. The office appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6: Multiple Officers - No person shall simultaneously hold both the offices of president and secretary.

Section 7: Duties - The duties of the officers of the Association are as follows:

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#### President

- (a) The President leads the Board and is responsible for overseeing and handling many of its procedural duties. The President serves as the authority on all Association rules and governing documents. The President calls meetings to order, sets the agenda, maintains attendee order, proposes questions, calls for votes, announces results, and recognizes other speakers on the floor.

#### Vice President

- (b) The Vice President shares many of the leadership and procedural duties with the President. These duties include assuming the leadership role when the President is unable to do so, maintaining order during board meetings and procedures, ensures a smooth transition of business, and serves as an informative resource in reference to association rules, bylaws, and governing documents.

#### Secretary

- (c) The Secretary is responsible for maintaining the Association's meeting minutes and official records, reviewing and updating documents as required, ensuring safe storage and accessibility of documents to the Association board members. The Secretary is also responsible for notification of meetings, as well as distribution of documents, such as official records, and the completion of timely meeting minutes and agendas to the Association board members or representatives. In addition, as the custodian of the Association's official records will be responsible that all documents meet legal requirements, such as annual filing deadlines.

#### Treasurer

- (d) The Treasurer is responsible for the Association's funds and financial records. The Treasurer oversees billing, collections, and distribution of funds. In addition, the Treasurer coordinates the development of the Association's proposed annual operating budget, provides a financial report monthly, and oversees year end reporting and audits. The Treasurer is also responsible to ensure that all Association funds are collected, distributed, and accurately reported in compliance at all times with G.P.P.O.I.A. bylaws and governing documents.

#### Member at Laroe

- (e) The Member at Large is responsible to fulfill any duties that do not fall under the scope of the officers or duties that officers do not have time to manage. The Member at Large will lead committees, special projects, or do research as needed for the Association.

#### Article VIII

#### COMMITTEES

Section 1. Nominating Committee - The **Board** shall appoint a Nominating Committee, as provided by the Bylaws. **The Nominating Committee shall solicit candidates for the Board of Trustees as well as the Architectural Control Committee (ACC).**

**At least thirty (30) days prior to the annual meeting, the Nominating Committee must notify the Association's Members of the vacancies and invite interested parties to submit their names for consideration. The notification may be sent by mail or electronically and must include**

instructions and a deadline, no sooner than ten (10) days from the date of notice.

Section 2: Architectural Control Committee (ACC)- The ACC will consist of three (3) property owners, elected by the Association at the Annual Meeting. ACC Members will serve one (1) year terms with no term limits. The ACC Members will review Member requests related to the architectural and/or improvement portions of the Restrictions. Unless specifically authorized, as outlined in Texas Property Code 209.00506, a Board Member shall not function as a member of the ACC. All plans and specifications for all construction and/or improvements on any properties under the jurisdiction of this Association must be first approved in writing by a two-thirds (2/3) vote of ACC members before any construction commences.

Section 3: Mediation - The Board shall act as the primary Mediator. The Board must hold a hearing within thirty (30) days of receiving written notice of the appeal by a property owner regarding the ACC's denial of their request. The Board may affirm, modify, or reverse, in whole or in part, the ACC's decision.

Mediator - The Board shall appoint a Mediator when the Board and Property Owner cannot reach an acceptable resolution. The Mediator will only serve in disputed cases involving the Architectural Control Committee. The Mediator does not have the authority to decide any issue for parties but will attempt to facilitate the voluntary resolution of the dispute of the parties. The Mediator is authorized to conduct a joint and/or a separate meeting with the parties and offer suggestions to assist the parties in achieving a settlement.

Section 4: Election Committee - The Board shall appoint annually an Election Committee. The Committee shall consist of three or more members of the Association and shall elect its own chairman. The Committee shall be appointed by the Board of Trustees at each annual meeting of the members to serve at and during such annual meeting and any special meeting during the year. The function of the committee will be to collect and tabulate all votes, including proxies and absentee ballots at all meetings and announce the results of the tabulation to the membership. Upon resignation by any member of the committee, the remaining members of the committee shall select a replacement by majority vote to complete the term of office.

Section 5: Other Committees - The Board of Trustees shall appoint other committees as deemed appropriate in the carrying out of its purposes.

## ARTICLE IX

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Declarations, the Articles of Incorporation and all amendments thereto, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

## ARTICLE X

### ASSESSMENTS

As more fully provided in the Restrictions and Maintenance Fund Agreement, each member is obligated to pay to the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear a late penalty of \$50.00 per month and interest from the date of delinquency at the rate of twenty-five

percent 25% per annum, and the Association may bring as action at law against the Owner personally obligated to pay the same of foreclose the lien against the property, and interests, costs, and reasonable attorney's fees of such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1: Amendment - These Bylaws may be amended, at a regular or special meeting of the members, by vote of a majority of a quorum of members present in person, by absentee ballot, or by proxy.

Section 2: Conflict - In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Restrictions and Maintenance Fund Agreement and the Bylaws, the Restrictions and Maintenance Fund Agreement shall control.

ARTICLE XIII

PARLIMENTARY AUTHORITY


The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all of the trustees of GOVERNORS POINT PROPERTY OWNERS' IMPROVEMENT ASSOCIATION, INC., have hereunto set our hands this 2<sup>nd</sup> day of June, 2018.



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Larry Bierstedt, President

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San Jacinto County

On: Jun 04, 2018 at 10:52A

As a  
Recording

Document Number: 20183375

Amount 45.00

Receipt Number - 25463

By  
Harna Gearhart

STATE OF TEXAS

COUNTY OF SAN JACINTO

I, Dawn Wright hereby certify that this instrument was filed in number sequence on the date and time hereon by me, and was duly recorded in the OFFICIAL PUBLIC RECORDS of San Jacinto County, Texas as stamped hereon by me on

Jun 04, 2018

Dawn Wright, County Clerk  
San Jacinto County, Texas