

BYLAWS OF PERDIDO POINTE CIVIC ASSOCIATION

Article I – NAME AND LOCATION

Section 1.1 The name of the corporation is Perdido Pointe Civic Association (hereinafter referred to as the “Association”).

Section 1.2 The principal office of the corporation will be located at PO BOX 176, FANNIN, TEXAS 77960, but meetings of the members and directors may be held at the places within Goliad County, Texas, as designated by the Board of Directors.

Article II – DEFINITIONS

Section 2.1 Each of the following terms has the meaning assigned to it:

“Association” means the Perdido Pointe Civic Association, a Texas nonprofit corporation, its successors and assigns.

“Declaration” means the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded at Volume 2, Pages 33, 34 and 35 of the Official Public Records of Goliad County, Texas.

“Developer” means the Perdido Pointe Partnership, Ltd., its successors and assigns.

“Lot” means any single lot restricted to single family residential use only shown on the subdivision plat of Perdido Pointe Estates which plat is recorded at Volume 2, Pages 33, 34 and 35 of the Map and Plat Records of Goliad County, Texas to which reference is here made for all purposes. Multiple Lots shall not be counted as a single Lot absent amendment to the abovementioned plat.

“Member” means any person or entity entitled to membership in the Association as provided in the Declaration.

“Owner” means the legal title holder of record, whether one or more persons or entities, of a Site or Lot, any person or entity holding legal title as trustee but excluding those merely as security for the performance of an obligation, any heirs, executors, personal representatives, administrators, devisees and assigns of any Owner, and all persons, firms, or corporations acquiring or succeeding to the title of the Owner by sale, grant, will, foreclosure, execution, by any legal process or by operation of law.

“Property” means the real property described as Perdido Pointe Estates a subdivision in Goliad County, Texas according to the map or plat therefor duly recorded in Vol. 2, page 33, 34, and 35 of the Map and Plat Records of Goliad County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

“Site” means any portion of Property consisting of contiguous land under one ownership or combination of several owner-relationships, such as co-tenancy, joint tenancy, tenancy in common, and may be comprised of estates, servitudes, and interests in real estate, such as fee simple, located within the property, and such term is synonymous with the commonly used terms “reserve,” “tract,” “premises,” and “parcel of land” but excludes “Lot,” which is defined above.

Article III – MEMBERS

Section 3.1 Every Owner of a Lot is a Member of the Association. Every Owner shall be a Member of the Association and shall remain a Member throughout the entirety of their ownership until the Owner ceases to be an Owner; in the event of liquidation, dissolution, or the winding up of the Association, whether voluntary or involuntary, any monetary interest or assets

will be distributed equally among the Owners of the Association, and any legal ramifications under **Article XII – ASSESSMENTS** of these Bylaws will be taken into account. Membership is appurtenant to and may not be severed or separated from ownership of a Lot.

Section 3.2 The person or entity who meets the definition of Owner and Member at the date and time of a meeting convened under these Bylaws, whether regularly scheduled or called by an officer of the Association, shall have the power and authority to cast a vote at an Association meeting that requires a vote; votes shall be limited to one (1) vote per Lot. In the event that a Lot has more than one person or entity that satisfies the definition of both Owner and Member, only one (1) vote shall be counted for the entire Lot, and this single vote will represent the vote of the entire group of persons or entities that satisfy the definition of both Owner and Member of a Lot at the requisite time period.

Article IV – MEETING OF MEMBERS

Section 4.1 The first “Annual Meeting” of the Members shall be held within ninety (90) days from the date of incorporation of the Association for the purpose of electing officers and other business that may properly come before the meeting, and each subsequent regular meeting of the Members shall be held approximately every ninety (90) days on a weekend voted on by the Members at the meeting.

Section 4.2 “Special Meetings” of the Members may be called by the president, the officers, or upon written request of Members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting.

Section 4.3 Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or his or her designee, by email or by regular mail, postage paid, not less

than fourteen (14) nor more than thirty (30) days before the date of such meeting, addressed to each Member's address last appearing on the books of the Association.

Section 4.4 A Member may, in writing, waive notice of a meeting; attendance at a meeting is a waiver of notice of the meeting, unless the Member attends the meeting solely to object to having the meeting take place because of a lack of notice with respect to the meeting, and verbally objects when the meeting is called to order.

Section 4.5 The officers may designate any place, within a twenty (20) mile radius of the Property as noted in **Article II – DEFINITIONS** of these Bylaws as the place of meeting for any regular meeting or any special meeting called by the officers.

Section 4.6 A majority of the votes entitled to be cast of those present or by proxy at any meeting shall constitute a quorum at such meeting; in the event that the required quorum is not present at any such meeting, a subsequent meeting may be called no more than (60) days following the preceding meeting where the required quorum shall be one-half (1/2) of the required quorum at the preceding meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present and entitled to vote shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 4.6 At all meetings of the Members, each Member may vote in person or by proxy executed in writing by the Member, or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.7 The president will preside over Members' meetings. The secretary will keep minutes of the meetings and will record in a minute's book the votes of the Members.

Article V – OFFICERS

Section 5.1 The affairs of the Association shall be managed by duly elected officers. The number of officers may be changed by amendment to these Bylaws.

Section 5.2 At the first meeting, the Members shall elect officers and annually at the first meeting of the year thereafter.

Section 5.3 Any vacancy occurring in the officers shall be filled by the affirmative vote of the majority of the Association. Any officer may be removed from office only with cause by a majority vote of the Members of the Association. The following is a list that includes illustrations of cause:

- (i) misconduct;
- (ii) unless prescribed by a licensed physician or doctor, using or possessing controlled substances on the Perdido Pointe Estate's community property;
- (iii) using, possessing, selling or distributing intoxicants or illegal drugs on the Perdido Pointe Estate's community property;
- (iv) dishonesty or deceit;
- (v) conduct punishable as a felony under state or federal law.

Section 5.4 In the event of death, resignation, or removal of an officer, his or her successor shall be selected by a majority vote of the Members of the Association, and shall serve for the unexpired term of his or her predecessor.

Section 5.5 No officer or Member shall receive compensation for any service he or she may render to the Association. However, any officer or Member may be reimbursed for his or her actual expenses incurred in the performance of his or her duties or requested task.

Section 5.6 The officers of the Association, having been duly elected, may take action at a meeting or as a group at times when the Association has approved said action but cannot meet and vote on such action; actions taken by the officers shall be written and submitted at the next meeting of the group. Actions shall be controlled by the amounts as required under these Bylaws as they may be amended from time to time.

Article VI – NOMINATION AND ELECTION OF OFFICERS

Section 6.1 Nomination for the election of officers may be made in writing by any Members of the Association. Nominations may also be made from the floor at the annual meeting.

Section 6.2 Election of the officers shall be made by secret written ballot at the annual meeting. At such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes shall be elected; cumulative voting is not permitted.

Article VII – MEETING OF THE OFFICERS

Section 7.1 Regular meetings of the officers may be held quarterly, as deemed necessary by the officers, without notice, at such place and hour as may be fixed from time to time by resolution of the officers. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day, which is not a legal holiday.

Section 7.2 Special meetings of the officers shall be held when called by the president of the Association, or by any two officers, after no less than three (3) days' notice to each officer.

Section 7.3 A majority of the number of officers shall constitute a quorum for the transaction of business. Every act or decision performed or made by a majority of the officers

present at a duly held meeting at which a quorum is present shall be regarded as an act of the officers.

Article VIII – POWERS AND DUTIES OF THE OFFICERS

Section 8.1 The officers shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the community property and any facilities located thereupon, and the personal conduct of the Members or their guests thereon, and to establish penalties for the infraction thereof;
- (b) in the event of a violation of these Bylaws by the Member in question, suspend the voting rights of the Member with exception to the election of Association board members or matters concerning the rights and responsibilities of the Owner;
- (c) suspend the right of use of the recreational facilities of a Member during any period in which such Member shall be delinquent in the payment of any assessment levied by the Association. Such rights may also be suspended for a period not to exceed sixty (60) days for any infraction of published rules and regulations;
- (d) exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration. There shall be a limit of fifteen hundred dollars (\$1500) paid to any one person or business for Committee operating expenses, and any higher amounts need to be approved by a majority of the Members;
- (e) declare the office of an officer to be vacant in the event such officer, after having received actual notice of the scheduled regular meetings, is absent from three (3) consecutive regular meetings of the officers; and
- (f) employ and prescribe the duties of any manager, independent contractor, or other such employee as the officers deem necessary.

Section 8.2 It shall be the duty of the officers 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 of the Association;

- (b) supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, send written notice of each assessment to every Owner subject thereto, and foreclose on liens levied against any property for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same;
- (d) issue or to cause an appropriate officer to issue, upon demand by any person, a receipt setting forth whether or not any assessment has been paid. A reasonable charge may be made by the officers for the issuance of these receipts. If a receipt states an assessment has been paid, such receipt shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause the community properties to be maintained; and
- (g) perform the other duties of the Association as set forth in the Declaration.

Article IX – OFFICERS AND THEIR DUTIES

Section 9.1 The officers of this Association shall be comprised of a president, a vice president, a secretary/treasurer, and such other officers and assistant officers as may be elected in accordance with the provisions of this Article.

Section 9.2 The election of officers shall take place at the annual meeting of the members. There will be no limit on how long a person may hold office, but each person must be elected to office each year.

Section 9.3 The officers of the Association shall be elected annually and shall hold office for one year unless he or she shall sooner resign, be removed, or should otherwise be disqualified to serve.

Section 9.4 Any officer may be removed from office only with cause by the officers. The following is a list that includes illustrations of cause:

- (i) misconduct;
- (ii) unless prescribed by a licensed physician or doctor, using or possessing controlled substances on the Perdido Pointe Estate's community property;
- (iii) using, possessing, selling or distributing intoxicants or illegal drugs on the Perdido Pointe Estate's community property;
- (iv) dishonesty or deceit;
- (v) conduct punishable as a felony under state or federal law.

Section 9.5 Any officer may resign at any time by giving written notice to the other officers; 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 9.6 A vacancy in any office shall be filled through selection by a majority vote of the Members of the Association, and shall serve for the unexpired term of his or her predecessor. If no one is selected the position may be filled through appointment by the remaining officers. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 9.7 Any two (2) or more offices may be held by the same person except the offices of president and secretary. A person may not serve as an officer if that person cohabits at the same primary residence as another officer of the Association. In the event that two (2) or more cohabiting persons each run for an officer position of the Association, and two (2) or more of said persons are elected as officers, only one (1) of the cohabiting persons may accept the office that he or she ran and was elected for and the other cohabiting person(s) shall refuse the office that he

or she was elected for; who accepts and denies the officer position shall be within the discretion of the cohabiting persons elected as officers.

Section 9.8 The duties of the officers are as follow:

PRESIDENT

The president shall preside at all meetings; shall see that orders and resolutions of the officers are carried out; and in conjunction with the treasurer, shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

VICE PRESIDENT

The vice president shall act in the place of the president in the event of absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by these Bylaws.

SECRETARY

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the officers and Members, serve notice of meetings of the officers and Members, keep appropriate, current records showing the Members of the Association together with their addresses, and shall perform such other duties as may be required by the officers.

TREASURER

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the officers; the treasurer shall sign all checks and promissory notes of the Association, keep proper books of account, and when requested by the officers, cause an audit of the Association's books to be made by a public accountant at the completion of each fiscal year. The treasurer shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Article X – COMMITTEES

Section 10.1 In the event the duties and powers of the Architectural Review Committee have passed to the Association as set forth in the Declaration, the officers as a whole may exercise such duties and powers or may appoint an architectural control committee composed of such number of Members, as shall be deemed necessary, to exercise such duties and powers. In addition, the officers may appoint other committees as it deems appropriate in carrying out its purposes.

LANDSCAPE COMMITTEE DUTIES:

- 1) Keep gate area maintained
- 2) Make necessary repairs to the common areas of the subdivision
- 3) Mow, edge, water, landscape, and otherwise maintain the common areas of the subdivision
- 4) Duties are to be rotated quarterly

Article XI – BOOKS AND RECORDS

Section 11.1 The books, records, and documents of the Association shall at all times during reasonable hours of operation be subject to inspection by any Member, provided that written notice has been given to the officers within a reasonable period of time prior to the date of inspection, which written notice shall, to the extent possible, specify the books, records &/or other documents requested for inspection. The Declaration, the Articles of Incorporation, 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 reasonable cost.

Article XII – ASSESSMENTS

Section 12.1 As more fully provided in the Declaration, each Lot Owner is obligated to pay the Association an annual assessment of five hundred dollars (\$500) per year on a per Lot basis; the assessment fee imposed under these Bylaws shall be considered an Association Fee. The payment schedule may be annually or biannually. The payment schedule is at the discretion of the Lot Owner. Annual payment is scheduled for January 1st and biannual payments are scheduled for January 1st and July 1st. Any Association Fee, which is not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date of the Association Fee, the assessment shall bear interest of six percent (6%) from the due date. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose on the lien against the property as provided above, including costs and reasonable attorney's fees of any

such action incurred by the Association. No Owner may waive or otherwise escape liability for the assessments provided for in the Declaration by not using the community properties or abandoning his Site or Lot.

Article XIII – LANDSCAPING

Section 13.1 Developed property needs to be maintained to the standard of the neighborhood. Undeveloped property shall be shredded at least two (2) times a year. Complaints should be turned in to officers and the officers will be in charge of handling these situations. If property is not taken care of in a timely manner, officers can hire someone to take care of the property for them and the Owner is liable for the cost.

Article XIV – AMENDMENTS

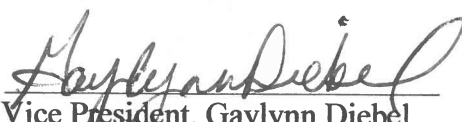
Section 14.1 These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.


Section 14.2 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the declaration shall control.

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, except that the first fiscal year shall begin on the date of incorporation.

EXECUTED THIS 28 DAY OF March, 2022 BY THE PROPERTY OWNERS' ASSOCIATION OF PERDIDO POINTE ESTATES.

BY 
President, Darrell Kovar

BY 
Vice President, Gaylynn Diebel

BY 
Treasurer, Vivian Janysek

BY 
Secretary, Henry Hosek