

Lake
Country
Property
Owners
Association,
Inc.

By
Laws

By Laws of the Lake Country Property Association, Inc. amended from the By Laws of February 12, 2008. Motions presented at the December 5, 2013 LCPOA Board Members meeting. Ratified by the General Membership at the February 11, 2014 Annual General Meeting.

Ratified
February 18,
2014

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Article I. Name

The name of the organization shall be Lake Country Property Owners Association, Inc., hereinafter referred to as the "Association." The registered office of the Association shall be determined as necessary by the Board of Directors. The registered agent of the Association shall be the President of the Association. The Boundaries of the Association shall be determined as necessary by the Board of Directors.

Article II. Purpose

This Association shall be an organization for the purpose of promoting the community welfare and pride among the resident property owners of Lake Country Estates and Secret Harbor, Fort Worth, Texas, hereinafter jointly referred to as "Lake Country"; of encouraging actions conducive to good planning, sustainment of property values here and in contiguous areas, enforcement of deed restrictions as written in the Lake Country dedication and restrictions, securing desirable improvements and benefits for the community, and to foster and assist in the general civic and social activities which may be beneficial to the community, and to promote neighborhood unity.

Article III. Membership

Section 3.01 All homeowners in Lake Country shall be eligible for active membership in this Association. An active membership unit shall consist of homeowners within Lake Country defined and grouped as follows, to wit:

Husband and wife, widow or widower, unmarried person, or two or more joint homeowners (as reflected by the Deed Records of Tarrant County, Texas).

Section 3.02 All homeowners in Lake Country shall be eligible for active membership by paying the dues required for active membership.

Section 3.03 Each active membership unit shall be entitled to two votes as follows, to wit:

Husband and wife homeowners shall each be entitled to one vote; however, in the absence of one, the other shall be entitled to cast two votes.

A single person, widow or widower homeowner shall be entitled to two votes.

In the event a person or persons jointly own homes in Lake Country, such joint ownership shall be entitled in the aggregate to only two votes.

In the event two or more persons jointly own property in Lake Country, such joint owners shall be entitled in the aggregate to only two votes.

Section 3.04 Corporate property owners within Lake Country will not be entitled to active membership.

Section 3.05 No person shall be entitled to participate in the administrative activities of this Association or hold office therein, unless such person is an active member in good standing as to the payment of his dues.

Section 3.06 The following are entitled to Associate Membership by paying the dues required for associate membership:

- (a) Any single person or married couple residing within Lake Country but not owning their home.
- (b) Individuals residing in other property developments within and adjacent to Lake Country.
- (c) Any commercial enterprise in the immediate vicinity of Lake Country.

Section 3.07 The dues for all associate members shall be determined by the Board of Directors.

Section 3.08 Associate members shall not be entitled to vote on matters presented to the membership of this Association, nor shall associate members be entitled to hold the position of Officer or Director of this Association. Associate members shall be entitled to participate in all functions or other activities of the Association and to serve on any committee established by the Association at the discretion of the President.

Section 3.09 All members and associate members will have full access to common use areas to include boat ramp facilities and green belts upon payment of dues and applicable fees. However, access to common use areas may be suspended for any member who does not follow the published rules and procedures that have been approved by the Board.

Article IV. Dues

The amount of annual dues shall be established by the Board of Directors. The sum shall include dues for all persons eligible in the membership unit. Such annual dues shall be payable on January 1 of each calendar year and maybe prorated at the determination of the Board of Directors

Article V. Fiscal Year

Section 5.01 The fiscal year of the Association shall begin on January 1 of each year and extend through December 31 of that year.

Section 5.02 The budget will coincide with the fiscal year. The proposed budget shall be presented to the Board at the regular meeting in December and voted on at that meeting or no later than the regular meeting in January. Committee chairmen shall be responsible for adhering to the budget approved by the Board.

Article VI. Officers

The Officers of this Association shall consist of a President, Vice-President, Recording Secretary, Treasurer, and Parliamentarian. The officers shall be elected by the membership at the February General Meeting. No active member may be nominated or elected to or serve in an officer position unless such person shall currently reside within Lake Country and shall have resided within Lake Country for no less than two years immediately preceding the date of the election and shall have served at least one year as a Director of this Association. No active member may be nominated or elected or serve as a Director unless such person shall currently reside within Lake Country and shall have resided within Lake Country for no less than one year immediately preceding the date of the election.

Article VII. Duties of Officers

Section 7.01 The President shall:

- (a) Preside at all meetings of the Association, preserve order, enforce the By-Laws and exercise supervision of the Association's affairs.
- (b) With the advice and consent of the Board of Directors, appoint all committees.
- (c) Be an ex-officio member of all such committees, except the nominating committee.
- (d) Perform such other additional duties as are customarily performed by such officer.

Section 7.02 The Vice-President shall:

- (a) Assist the President.
- (b) Perform the duties of the President during the latter's absence.
- (c) Perform duties, which may be delegated by the President or Board of Directors.

Section 7.03 The Recording Secretary shall:

- (a) Keep a full and correct record of all proceedings of the Association and Board of Directors.
- (b) Have charge of all records of the Association, except those to be maintained by the Corresponding Secretary and the Treasurer.
- (c) Perform duties as may be delegated by the President or Board of Directors.

Section 7.04 The Treasurer shall:

- (a) Receive all dues and funds belonging to the Association.
- (b) Deposit such funds in the bank designated by the Board of Directors.

- (c) Maintain important documents such as Certificates of Deposit, in Safety Deposit Box at bank designated by the Board of Directors.
- (d) Draw all checks on the Association's funds in accordance with the budget approved by the Board of Directors. Expenses in excess of \$50 that have not been budgeted shall require the approval of the Board. Emergency expenditures may be authorized by the President.
- (e) Keep a record of all funds and financial transactions of the Association Treasurer Reports shall be given at each Board Meeting.
- (f) Complete and file the Federal Income Tax Return each year for the Association along with all the required forms.
- (g) Render a complete financial report to the Association at its Annual meeting, or more often as required by the President or the Board of Directors.
- (h) H. Submit records for annual audit in January each year. A CPA or audit committee shall be appointed by the President.

Section 7.05 The Parliamentarian of this organization is the officer charged with ruling on matters of procedure concerning the organization, its By-Laws and any other official regulations to which the organization shall subscribe. The Parliamentarian shall base rulings on Robert's Rules of Orders or as called for by the By-Laws of this Association. The Parliamentarian shall retain all voting rights and shall be counted in the quorum.

Article VIII. Board of Directors

Section 8.01 The Board of Directors shall consist of sixteen (16) Directors, and the five (5) elected officers of the Association.

Section 8.02 The members shall elect Directors at the February General Meeting for a term of two years. Directors terms shall be staggered so that each year only one-half (1/2) of the Directors will leave office by expiration of their terms.

Section 8.03 Any vacancy occurring on the Board of Directors shall be filled as soon as possible by the President with the approval of the Board. The director appointed to fill a vacancy shall serve for the term of said office or director.

Section 8.04 The Board of Directors shall be the governing body of the Association with full rights and authority to determine policy; to outline, plan and execute all business activities and policy, to enter into and execute all necessary agreements and instruments incident thereto, in the name of the Association.

Section 8.05 The Board of Directors, individually and collectively, shall incur no liability when acting on behalf and consent of the Board. None of the Directors of the Association shall be liable to the Association or its members (if any) for monetary damages for an act or omission in

such individual's capacity as a director or trustee, except to the extent such individual is found liable for:

- (a) a breach of the director's duty of loyalty to the Association or its members (if any);
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the individual received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

Section 8.06 Board members and officers shall not be compensated for their services.

Section 8.07 Board members and officers shall be sworn in with the following oath of office prior to becoming a board member; "I solemnly pledge that I will uphold the By-Laws of Lake Country Property Owners Association, that I will serve in my official elected position or official appointed position and carry out its responsibilities to the best of my ability, that I will faithfully work for the maintenance and improvement in Lake Country and Secret Harbor, that I will uphold the enforcement of all Deed Restrictions in the respective areas of Lake Country Estates and Secret Harbor."

Article IX. Meetings

Section 9.01 Membership meetings:

- (a) A general meeting of the membership shall be held each year during the month of February at the time and place designated by the Board of Directors. Notification of the members of the meeting shall be by mail and/or email, the Association's Web Site (elcpoa.org) and/or by newsletter not less than 15 days prior to such meeting. The meeting shall also be announced on the Association's Message Board at the North entrance at least one (1) week prior to such meeting.
- (b) Special meetings of the membership may be called by the President, the Board of Directors, by written request of at least three (3) Directors, or by written request made by not less than ten percent (10%) of the total membership. Such written request shall be presented to the President, who shall call a special meeting in not more than forty-five (45) days. Notification of members of such meetings shall be by mail and/or email and the Association's Web Site at least ten (10) days in advance and on the Association's Message Board at least three (3) days in advance of such meeting.
- (c) In the event a membership list is requested by a member in good standing, for the sole purpose of contacting members regarding a meeting, such a request must be submitted in

writing to the President at least twenty(20) days prior to the meeting. As per 196-2.11B of the Non-Profit Corporation Act, a membership list must be available for inspection 2 days after the date notice is given of a meeting for which a list was prepared. The list may be made available at the meeting. The membership list shall be provided to the member after the members have been notified of the meeting.

- (d) A quorum for all membership meetings shall be comprised of those members in attendance. Any votes taken at General or Special meetings, other than for election of officers or ratification of changes to the By-Laws, shall be in the form of a recommendation to the Board of Directors.

Section 9.02 Board of Directors Meetings:

- (a) Regular meetings of the Board of Directors shall be open to all members and shall be held every month on the first Thursday of each month. In the event of a scheduling conflict, the dates of the monthly meetings may be changed at the discretion of the Board. Location and arrangements for Board Meetings shall be the responsibility of the President. Announcements of Board Meetings shall be made on the Association's Message Board at least seven (7) days in advance of each meeting.
- (b) Excessive absences by a Board member (over 50% in a six-month period) or failure to uphold the oath of office by a Board member shall result in a review by the Board and he/she may be subject to removal by a majority vote of the Board.
- (c) Special Meetings of the Board of Directors may be called by the President or by any three (3) Directors, and such special meetings shall be held at the time and place designated. Directors will be notified not less than 24 hours before such meetings.
- (d) Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.
- (e) Any new business that a Board member wants to place on the agenda, must be submitted in writing to the President at least five(5) days prior to the meeting.

Article X. Elections

Section 10.01 Each year, a Nominating Committee chaired by the Parliamentarian and composed of five (5) members, at least two of whom shall be neither a current officer or Director of the Association, shall be recommended by the Parliamentarian and approved by the Board of Directors at their November meeting. The Nominating Committee shall select a slate of consenting, eligible nominees for the elective offices and Directors of the Association and shall file a written report thereof with the Board of Directors at their December meeting.

Section 10.02 The mail, e-mail, Web Site and/or newsletter notification of members of the February General Meeting shall include the slate of nominees approved by the Board of

Directors. The mail, e-mail, Web Site and/or newsletter notification shall be done at least fifteen (15) days prior to the February General Meeting.

Section 10.03 Nomination of eligible and consenting candidates for any office or as a member of the Board of Directors may be made from the floor at the February General Meeting by any member in good standing as to payment of dues.

Section 10.04 The election of officers and directors shall be held at the February General Meeting by the membership by voice vote or show of hands, or if nominations exceed the authorized limit for the Board (21), by written ballot. The nominees receiving a majority of the votes cast at the meeting shall be declared elected and sworn into office. Terms for new officers and directors shall commence March 1.

Article XI. Committees

Section 11.01 The President shall establish standing and/or special committees and appoint members to such committees with duties as determined by the President. Committees shall be approved by the Board of Directors.

Section 11.02 Standing Committees shall include: Events, Main Entrances, Greenbelt, Boat Launch, Deed Restrictions, Membership, Budget, Audit, and Communications.

Section 11.03 The majority of each committee shall be Directors with the remainder being members or associate members of the Association.

Article XII. Procedures

Section 12.01 The Revised Edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association and its Board of Directors. Voting on committee level motions by email is permitted by an approved Board process.

Section 12.02 In the event of the dissolution of the Association, any funds or other assets shall be utilized for the improvement and betterment of Lake Country or for charitable causes. This action shall be undertaken by the existing Board prior to the dissolution of the Association.

Article XIII. Records Retention

The following records will be retained as follows:

Minutes of Meetings – 5 years

Correspondence – 5 years

General Files – 5 years

Tax Records – 7 years

Article XIV. Amendments

Section 14.01 These By-Laws may be revised or amended by the general membership. Notification of the proposed revision, change or amendment shall be made available for review on the Association's Web Site and newsletter at least fifteen (15) days prior to the Board Meeting in which it will be considered. Suggested changes to the new By-Laws may be e-mailed to the President for consideration at the next Board Meeting. The new By-Laws shall be ratified at the following general meeting by a simple majority of those members present.

Section 14.02 A copy of these By-Laws shall be presented to each new officer or director at the time of their election to office.

Section 14.03 These By-Laws shall be reviewed for possible revision by a committee appointed by the President at least once every two years.

As Amended & Ratified on February 18, 2014 at the Annual General Meeting

Attest:

Bill McCallum 02/18/2014
LCPOA President, 2013

Bill Hughes 02/18/2014
LCPOA Recording Secretary, 2013

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president

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three (3) Directors

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