

Bylaws of Selkirk Maintenance---Sections I, II, and Addition A
Improvement Committee
A Non-profit Corporation
P.O. Box 303
Wadsworth, Texas 77483

THE FOLLOWING BYLAWS SUPERSEDE IN THEIR ENTIRETY ANY AND ALL PRIOR BYLAWS OF THE CORPORATION, INCLUDING, BUT NOT LIMITED TO THE BYLAWS DATED JUNE 9, 1996, WHICH SUCH BYLAWS ARE HEREBY REPLACED IN THE ENTIRETY WITH THE FOLLOWING.

ARTICLE 1
OFFICES

Principal Office

1.01 The principal office of the Corporation in the State of Texas shall be located in the County of Matagorda. Selkirk Island Subdivision (known as Selkirk Maintenance Section I, II and Addition A, Inc.), P.O. Box 303 Wadsworth, Texas 77483. The Corporation may have other offices which may be determined by the Board of Directors as the affairs of the Corporation require from time to time.

1.02 The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
MEMBERS

Class of Members

2.01 The Corporation shall have one class of members which shall consist of owners of real property in the subdivision known as Selkirk Island, (Selkirk Maintenance) Section I, II, and Addition A, located in Matagorda County, Texas.

Rights of Membership

2.02 The rights of each of the members shall be subject to payment of maintenance charges levied according to the Deed Restrictions for Selkirk Island subdivision (Selkirk Maintenance section I, II, and Addition A). The obligation to pay maintenance charges is imposed upon each of the members and becomes a lien upon property against which such maintenance fund is charged, as provided for by the Deed Restrictions.

Voting Rights

2.03 Each member shall be entitled to one vote for each lot owned by such member in the subdivision. For voting purposes, the member shall be the person who holds the fee title to the real property, as shown by the records of the Association, as of the last day of the month preceding the meeting of the members. When more than one person shall hold title to any lot, all such persons shall be members of the Association; however, the vote for such lot shall be exercised as they among themselves determine and in no event shall more than one vote be cast with respect to any lot, and the smallest fractional vote shall be one-half (1/2) of a vote.

Suspension of Voting Rights

2.04 Legislative Property Rule #209.0059 states that "Owners may not be disqualified from voting for any reason. Provisions in dedicatory instruments that disqualify an owner's right to vote are void."

Elections

2.05 The nominations for new Board Members shall be held at a regular meeting on the second Sunday of October for those Board Members of the Board of Directors whose term will expire. Nomination ballots for new Board Members will be mailed out by the secretary and/or bookkeeper, on December 1st, with the members' annual statement. Ballots should be signed and returned to Board of Directors no later than January 1st or by meeting date if delivered. Election held at Annual Meeting.

ARTICLE 3 MEETING OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held each and every year on the second Sunday of January, beginning with the year 2015, at the Matagorda Volunteer Fire Department Selkirk Annex, 1203 CR 243, Bay City, Texas at two o'clock, for the purpose of counting votes by a volunteer tabulator, and election of Board Members with the ceremonial seating of the new members, so as to introduce them to the community and to also transact business as may be presented before the members and the Board of Directors. All members are invited to all Board Meetings.

Regular Meeting

3.02 Regular meetings called by the Board of Directors shall be held, with notice, by the posting on the large sign at the entrance into Selkirk Subdivision on CR 239. The chronological order for these meetings will be as follows:

- January: Annual meeting, with the Election and seating of new Board Members;
Conduct business
- March: Regular meeting to conduct business; Election of Board Officers.
- June: Regular meeting to conduct business
- October: Regular meeting; discuss balloting for new Board Members.

Place of Meeting

3.03 All four Regular meetings will be held at the Matagorda Volunteer Fire Station Selkirk Annex on the second Sunday of each month if possible. The Board of Directors may designate any place within Matagorda County, as the place of meeting for a Called meeting by the Board of Directors. Such meeting shall be valid and at such meeting, any corporate action can be taken.

Notice of Annual Meeting

3.04 Written notice including date, time and location of the annual meeting will be included on the members Annual Dues Statement mailed no later than December 1st. (10-60 day notice) Notice for meetings will also be posted on the sign at the entrance into subdivision (CR 239). In addition, Email notices will be sent, if on file.

ARTICLE 4 BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure, and Qualifications

4.02 The Board Member serves as a representative for a specific section of the Selkirk Subdivision and is elected by the members of the Corporation. The number of Board Members shall be nine (9), three (3) from each section. Each Board Member shall hold office for one (1) year, starting from the second Sunday in January to the following January. A Board Member shall not be under the influence of drugs or alcohol at any meetings. A Board Member shall try to attend all meetings, regular or special called by the Board. If a Board Member fails qualifications by being convicted of a felony or crime involving moral turpitude, action and evidence will be determined by the other Board Members and that director would be removed immediately. Newly elected Board Members shall take office at the Annual meeting in January.

Regular Meetings

4.03 Regular meetings called by the Board of Directors shall be held, with notice, by posting on sign at entrance of Selkirk Subdivision on CR 239. Email notices will be sent if on file.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Members. The person authorized to call special meetings of the Board of Directors may fix any place, as the location for the special meeting called by them.

Notice

4.05 Notice of any special meeting by the Board of Directors should be given at least 72 hours prior to meeting. Exceptions are made for telephone or electronic meetings where all directors can speak and be heard.

Quorum

4.06 A quorum of the Board of Directors shall require three Board Members, provided that each section is represented. If less than a quorum of Board Members is present, the Members present may adjourn said meeting without further notice.

Vacancies

4.07 A vacancy in the Board of Directors because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Compensation

4.08 No Board Member shall receive any stated salaries for their services, by resolution of the Board of Directors. However, this does not preclude any Board Member from serving the Corporation in any other capacity and receiving compensation.

Liability Insurance

4.09 The Corporation may purchase liability insurance on behalf on the Board Members and officers of the Corporation. The insurance may protect the Board Members and /or Officer against liability for which indemnification by the Corporation is not authorized by these bylaws.

ARTICLE 5 OFFICERS

5.01 From the nine member Board of Directors, four (4) officers shall be elected. Any Board Member may serve as an Officer. The Officers of the Board of Directors shall be a President, Vice-president, a Secretary, and a Treasurer. Any two offices may be held by the same person except the office of President.

Election and Term of Office

5.02 Officers of the Board of Directors and/or Corporation shall be elected every two (2) years by the Board of Directors. Election of officers shall be held at the first meeting on second Sunday of March. Each Officer shall hold office until his/her successor has been duly qualified and elected.

Removal of Officers

5.03 Any Officer elected or appointed by the Board of Directors may be removed by the Board Members when, in its best judgment, the interests of the Board of Directors and/or the Corporation would be served. Taken from the Texas Property Code: " If a board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude, the board member is immediately ineligible to serve on the board of the property owners' association, automatically considered removed from the board, and prohibited from future service on the board."

Office Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by Board of Directors for the unexpired portion of the term.

Action Taken Without Meeting

5.05 Board Members shall have the right to take any action in the absence of a meeting which they would take at a meeting by obtaining the verbal approval and consent of all of the Board Members to such action. Any action so approved shall have the same effect as though taken at a meeting of the Board Members.

This action without meeting would most likely be in the form of a phone vote or email vote on an issue that may occur before the next regularly scheduled special meeting or regular meeting. In the event that the phone or email vote is used, all actions or decisions agreed upon by Board Members will be recorded by the Secretary as an addition to the previous minutes of the meeting.

President

5.06 The President shall be the principal executive officer of the Board of Directors and shall, in general, supervise and control all affairs and business of the Board of Directors and/or the Corporation. He/She shall preside at all meetings of the Board of Directors and/or the Corporation. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed. The President shall also be the registered agent of the Corporation and the registered office shall follow the President. The Management Certificate will be filed with the Matagorda County Clerk's office.

Vice President

5.07 In the absence of the president or in the event of his/her 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. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

Treasurer

5.08 The Treasurer shall have custody and responsibility of the Corporation funds and securities; maintain full and accurate accounts and receipts; handle Board-approved disbursements and transactions in books belonging to the Corporation; deposit all monies and other valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors. The Treasurer shall disperse the funds of the Corporation, as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, an account of all transactions regarding the financial condition of the Corporation, upon request.

Secretary

5.09 The Secretary should keep the minutes of the meetings of the members and of the Board of Directors; give all notices in accordance with the provisions of these bylaws or as required by law; should be custodian of the Corporation records and the seal of the Corporation; affix the seal of the Corporation to all documents, on behalf of the Corporation under its seal as duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time, may be assigned to him/her by the President or by the Board of Directors.

ARTICLE 6 COMMITTEES

6.01 A Committee shall be made up of members of the Board of Directors. The purpose of a Committee would be to (1) gather information to assist the Board of Directors on a decision or, (2) to represent the Board of Directors at other group meetings. The first type, called a Special Committee, shall have no authority to make a decision on the behalf of the Board of Directors and may be disbanded at any time by the Board. The second type, called a Standing Committee, shall have its own authority and autonomy (with approval by the Board) and may continue to exist even after the current seated Board of Directors has been seated with new board members. Presently, the Board of Directors recognizes only the Boat Committee, as the only existing Standing Committee (as described above) to date, however, more Standing Committees may be created by the Board as needed in the future. The Architectural Improvement Committee, as called, is a committee of the nine (9) Board Members to consider all additions or improvements to the properties in Selkirk Maintenance Section I, II and Addition A, in the Selkirk Island Subdivision as described in the Deed Restrictions. This committee members change as Board Members are elected yearly. As a Board of Director, serving on this committee is part of his/her duties to the Board and/or Corporation.

ARTICLE 7
BOOKS AND RECORDS

7.01 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of directors, and committees having authority of the Board of Director and shall keep at the registered or principal office a second set of complete accounting/business records of the Corporation actions.

ARTICLE 8
FISCAL YEAR

8.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 9
FEES AND ASSESSMENTS

Payment of Maintenance Fees and Assessments

9.01 The Board of Directors of this corporation does hereby adopt the maintenance fees and/or assessments set forth in the Deed Restrictions as they apply to Selkirk Island Maintenance Section I, II, and Addition A. The maintenance fees and/or assessments shall be due and payable for all members in advance on the first day of January of each and every year.

Default and Termination

9.02 When any member shall fail to make payment of the annual maintenance fund for one fiscal year from the beginning of the fiscal year for which such maintenance funds are due, he/she shall NOT lose voting rights. (Leg. Rules #209.0059) However, late fees and other legal actions may be taken. In the event a Board Member or Officer of the Corporation failing to make payments of annual maintenance He/she may lose such position.

ARTICLE 10
AMENDMENTS TO THE BYLAWS

10.01 These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the board members of the Board of Directors present at any regular meeting or special meeting.

ON October 12, 2014, the Board approved these revisions to Bylaws reflecting the Legislative Rules for HOA Property Codes Chapter 202 and 209 to ARTICLES:

- #2.04 Suspension of Voting Rights
- #2.05 Elections
- #3.01 Annual Meeting
- #3.02 Regular Meeting
- #3.04 Notice of Meeting
- #4.02 Number, Tenure, and Qualifications
- #4.03 Regular Meeting
- #4.05 Notice
- #5.05 Action Taken Without Meeting
- #5.06 President
- #6.01 Committees
- #9.02 Default and termination
- #10.01 Seal (removed)
- #11.01 Amendments to the Bylaws (numbering changed)

IN WITNESS THEREOF, we being the Board of Directors of Selkirk Island Maintenance, Sections I, II,
and Addition A, have been hereto set our hands this 12th day in October

Of 2014.

Celeste Hagaman

Ronald J. Graham

Linda J. Patterson

Patrick N. Jessup

Ann Schoenewolf

Marty Hardy

Debbie Pilcik
