

**BYLAWS**  
**OF**  
**SHELTER COVE PROPERTY OWNERS'**  
**ASSOCIATION**  
**A NONPROFIT CORPORATION**  
**P O Box 321**  
**Livingston, Texas 77351**

**ARTICLE I**

**NAME OF THE CORPORATION**

1.01 The corporation shall be called the "SHELTER COVE PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation having all the powers specified in the Texas Non-Profit Corporation Act, hereinafter referred to as "corporation",

**ARTICLE II**

**OFFICES**

2.01 The principal office of the corporation In the State of Texas shall be in the County of Polk. The corporation may have other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2.02 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 III

### MEMBERS

3.01 The corporation shall have one (1) class of members. The qualifications and rights of the members of such class shall be as follows:

3.02 Each member shall be entitled to one vote for each "lot" owned by the member in Shelter Cove Subdivision on each matter submitted to a vote of the members. As used herein, the term "lot" shall refer to any residential unit comprising not more than two (2) of the lots as shown on the recorded plot of Shelter Cove Subdivision, for which the owner pays a separate assessment, as provided in Paragraph (14) of the Restrictions for Shelter Cove, recorded in the Office of the County Clerk, Polk County, Texas at Volume 270, page 333 et seq; Paragraph 15 of the Restrictions for Shelter Cove recorded in the Office of the County Clerk, Polk County, Texas at Volume 267, page 835 et seq; and Paragraph 26 of the Restrictions for Shelter Cove - Section IV, recorded in the Office of the County Clerk, Polk County, Texas at Volume 283, page 127 et seq; and Paragraph 14 of the Restrictions for Shelter Cove - Section Five, recorded in the Office of the County Clerk, Polk County, Texas, at Volume 283, page 136 et seq

- 3.03 Membership in this corporation is personally not transferable or assign-able. Membership shall run with the ownership of lots in Shelter Cove, subject to the conditions provided in the above terms and reference Restrictions for Shelter Cove.

#### ARTICLE IV MEETINGS OF MEMBERS

- 4.01 An annual meeting of the members shall be held on the second Saturday in June at the hour of 1:00 pm, beginning in 2023, for the purpose of electing Directors, approving the annual budget, and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held at the designated annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the members as soon thereafter as possible.
- 4.02 Special Meetings of the members may be called by the President, the Board of Directors, or by members holding not less than twenty percent (20%) of the voting control of the corporation.

4.03 The Board of Directors may designate any place, within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If all the members shall meet at any time and place, either within or without of the State, the consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

4.04 Written or printed notice stating the place, day, and hour of the annual meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling meeting. In case of a special meeting or when required by statute or these bylaws, the purpose of purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting 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 thereon prepaid.

4.05 Any action required by law to be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter hereof.

4.06 The presence of 1/10 of the members entitled to vote, including proxies entitled to vote, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

4.07 At any meeting of members, a member entitled to vote may vote 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.

4.08 When Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## ARTICLE V BOARD OF DIRECTORS

5.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas or members of the corporation.

5.02 The number of Directors shall be determined by the Board with a minimum of 3. Each Director shall hold office for 2 years until the next annual meeting of members and until his successor shall be elected and qualified.

5.03 The regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

5.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings shall be the place for holding any special meetings of the Board called by them.

5.05 Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice by mail or email address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid.

If notice be given by email, such notice shall be deemed to be delivered when the email is delivered to the email address provided by each Board member. Notice of said meeting shall be posted on all entrance signs of the subdivision. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall

constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business to transact at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

5.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.07 The act of 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 the act of a greater number is required by law or by these bylaws.

5.08 Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the membership a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

05.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE VI OFFICERS

- 6.01 The officers of the corporation shall be a President, any number of Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 6.02 The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors at the regular annual - meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
- 6.03 Any officer 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 officer so removed.
- 6.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 6.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He 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, except in cases where

the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or the stature to some other office or agents of the corporation; 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.

- 6.06 In the absence of the President or in the event of his inability or refusal to act, the vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election, unless otherwise specified by the Board) 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 duties as from time to time may be assigned to him by the President or Board of Directors.
- 6.07 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 determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for all 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 in accordance with the provisions of Article 7 of these bylaws; and 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 President or by the Board of Directors.
- 6.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep (or have access to) a register of the 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 assigned to him the President or by the Board of Directors.

- 6.09 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistants Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or the President or the Board of Directors.

## ARTICLE VII

### COMMITTEES

- 7.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

- 7.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof.
- 7.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.
- 7.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the member thereof.
- 7.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.06 Unless otherwise provided in the resolution of the Board of Directors, designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 7.07 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII  
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 8.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- 8.02 All checks, drafts, or orders for the payment of money, notes, or other evidence 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 shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President.
- 8.03 All funds of the corporation 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.
- 8.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation

## ARTICLE IX

### BOOKS AND RECORDS

9.01 The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and any committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office (or authorized digital space) a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X

### FISCAL YEAR

10.01 The fiscal year of the corporation shall begin on the first day of July and end on the last day in June in each year.

## ARTICLE XI

### FEES, ASSESSMENTS, AND BUDGET

11.01 The corporation shall assess and collect the assessments and fees, and to enforce liens therefor, to carry out the purposes of the corporation, as provided in the above referenced Restrictions for Shelter Cove.

11.02 All assessments and fees shall be payable according to the provisions of the above referenced Restrictions for Shelter Cove and according to the direction of the Board of Directors.

- 11.03 The Board of Directors at the annual meeting of the members shall propose the assessment rate for the year in a manner it deems sufficient and appropriate to meet the obligations of the corporation for the year, including contingent reserves for emergencies. The Board shall have the authority to make special assessments, as provided in the referenced Restrictions for Shelter Cove.
- 11.04 At the annual meeting of the members, the members shall approve the Budget and Plan for the Year and vote on the amount to be assessed for Maintenance fees for the fiscal year. Any additional expenditure exceeding ten percent (10%) of the approved budget must be approved by the members.

ARTICLE XII  
WAIVER OF  
NOTICE

- 12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII  
AMENDMENTS TO BYLAWS

13.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XIV  
SALE OF PROPERTY

14.01 Property owned by Shelter Cove Property Owners Association can only be sold by a vote of 51% of its members. The vote will be held at the Association's Annual Meeting or any special called meeting as defined in Article IV paragraph 4.01 or 4.02 respectively.

ARTICLE XV  
MOWING OR BRUSHCUTTING

- 15.01 The accessible rights-of-way in Shelter Cove will be mowed or brush cut at least every quarter, unless more frequency is required as determined by the Board, during the growing season of the year. Boat ramps will be mowed every 2 weeks during the growing season.
- 15.02 The areas around the entrances to the subdivision should be maintained such that the entrance signs to the Subdivision sections can be clearly seen from the roadway.
- 15.03 The fence on the right of way next to Stevens Lane entrance should be sprayed with a defoliant to prevent the growth of grass and weeds as necessary. Defoliant shall be used to control growth around all entrance signs except where trimming is more expedient.