

Bylaws



Revised
April 21, 2018

**BYLAWS
of
THE FORT CLARK SPRINGS ASSOCIATION
A Texas Non-Profit Corporation**

Preamble

These Bylaws govern the Fort Clark Springs Association, Inc. (Association); a Texas nonprofit Homeowners' Association governed by Title II, Chapter 209 of the Texas Property Code and related Texas laws.

These Bylaws are subordinate to the *Revised Declaration of Protective Restrictions (Declaration)* and all amendments thereto, affecting the real property described in the exhibits attached to the *Declaration*.

These Bylaws supersede and replace all previous Bylaws, resolutions, and amendments thereto of record.

**ARTICLE I
Offices**

- 1. PRINCIPAL OFFICE:** The principal offices for the transaction of business of the Association is hereby fixed and located at Fort Clark Springs, Kinney County Texas.

**ARTICLE II
Definitions**

As used in these Bylaws, the following words and phrases shall have the meaning here set forth, unless the context otherwise requires.

- 1. Association** means Fort Clark Springs Association, Inc., which is a Texas non-profit corporation and property owners' association governed by the Texas Property Code and other related Texas Laws.
- 2. Board** means the Board of Directors which serves as the Association's governing body. Board Member and Director are synonymous.
- 3. Capital Improvements** are the addition of permanent structural improvements or the restoration of some aspect of a property that will either enhance the property's overall value or increase its useful life.
- 4. Common Property**, formerly "club grounds," means the property managed by the Association that all Association members may use. Common Property is that part of Real Property up to the whole thereof that the Association intends to make available to members to exercise membership privileges. The Common Property shall consist of 1600 acres, more or less, unless the *Declaration* is modified.
- 5. Declaration** means The *Revised Declaration of Protective Restrictions*, including any amendments hereafter made and recorded in the records of Kinney County, Texas.
- 6. Lot Owner** means a person who holds record title to a Specialty Lot or to Real Property in a residential subdivision in the Association. A Lot Owner must be a member.

7. **Lot(s)** shall mean all parcels of land initially sold by the Association, the predecessor to the Association, or the Declarant, located in the Association subdivisions and subject to these Bylaws. Lots shall also include other parcels of real property located in the Association subdivisions sold by someone other than the Association, predecessor to the Association or Bylaws and not including the Common Property.
8. **Member** is an owner of a membership in the Association as defined in Article III.
9. **Off-Site Improvements** mean all water, sewer, solid waste, landfill and other utility systems installed outside the boundaries of lots owned or to be offered to Lot Owners, and all streets, curbs and gutters, sidewalks, and alleyways in a residential subdivision in the Association.

ARTICLE III Memberships

The Association recognizes three classes of memberships defined below:

Lot Owner Memberships are those based on the Lot Owner's ownership of a lot in the Association with a recorded deed. A deed may have an Association Charter Number attached to it. A Lot Owner membership enjoys all privileges and duties of Association membership, including the right to vote in Association elections. *Only one vote shall be allowed per lot.* Membership may not be voluntarily separated from ownership of a lot.

Charter Memberships are those defined as having an Association Charter Number without corresponding ownership of a lot in the Association subdivisions with a recorded deed. Holders of a Charter Membership have the option to exchange their membership for a Lot Owner Membership by selecting a lot owned by the Association and recording the deed. This exchange shall be subject to the availability of lots. *Charter Members do not have the right to vote in Association elections* but are entitled to the privileges of access, use and enjoyment of the Common Property in the same manner as individuals holding Family Recreation Memberships and subject to assessments and regulations as determined by the Board at its sole discretion. Charter Memberships may be canceled for failure to pay assessments or maintain current contact information with the Association. No new Charter Memberships shall be sold by the Association, but all current charter memberships will be honored.

Family Recreation Memberships are those that give members the privileges of access, use and enjoyment of the Association's Common Property, provided their dues or subscriptions (ie. assessments) are current. *Family Recreation Memberships do not have any ownership interest in the Association's Property and do not have the right to vote in Association elections.* Family Recreation Memberships are governed by a separate contract. Unless stated otherwise, they are not subject to the rights and remedies contained in the *Revised Declaration* and Bylaws. Family Recreation Memberships may be canceled for failure to pay assessments or maintain current contact information with the Association. These memberships may continue to be sold provided they do not adversely affect the Association's Common Property, as may be determined by the Board of Directors.

The Board of Directors may designate other memberships or other forms of access to the Association's Common Property subject to other rules, regulations or obligations.

ARTICLE IV
Board of Directors

1. **POWERS:** Subject to limitations imposed by the *Revised Declaration of Protective Restrictions* and the Bylaws, the power of the Association shall be under the authority of, and shall be controlled by, the Board of Directors. The Board shall have the following powers, duties and responsibilities.
 - a. To select and remove all other officers, agents and executive employees of the Association.
 - b. To conduct, manage and control the affairs and business of the Association.
 - c. To change the principal office for the transaction of the business of the Association from one location to another within Kinney County, Texas.
 - d. To borrow money and incur debt for the purposes of the Association
 - e. To appoint executive and other committees.
 - f. Without limiting the general powers of the Board of Directors, the Board shall have the following additional powers and duties:
 1. To enforce each provision of the *Declaration*.
 2. To maintain the Common Property and to repair, improve and restore the facilities thereon, including utilities, landscaping and other services benefitting such property.
 3. At its discretion, to employ personnel to perform the services herein provided to be performed by the Board, including but not limited to engineers, lawyers and accountants.
 4. To pay taxes and assessments that would otherwise be a lien upon any of the Common Property.
 5. At its discretion, to delegate authority to others to perform specific tasks.
 6. At its discretion, to execute and record reasonable building and other restrictions affecting specified portions of the property.
 7. To obtain an annual independent audit of all accounts held by or for the Association with copies made available to the Lot Owners.
 8. At its discretion, to execute all papers relating to the creation, alteration and dissolution of utility and improvement districts, and all governmental and quasi-public entities.
 9. To formulate, amend or repeal bylaws containing provisions for the regulation and management of the Association consistent with Texas and Federal Law and the *Revised Declaration*, which shall be recorded in the records of Kinney County, Texas, maintained in the office of the Association and made available to all Lot Owners and/or their agents.
 10. To sell and market individual lots or parcels owned by the Association and which are adequate building sites and to that end engage such marketing agencies as the law may permit to render such services. The sale of Common Property must be approved by the affirmative vote of a majority of the votes cast by Lot Owners.

11. To sell and market Family Recreation Memberships that do not contain the right or privilege to acquire any real property or vote in the Association elections, and to that end engage such marketing agencies as the law may permit to render such services.
12. To contract for and to make capital improvements.
13. At its discretion, to permit or deny access to the Real Property or any portion thereof for the safety, health, welfare and preservation of landscape and improvements on the Association's Real Property, and to make reasonable charges for any entry on or use of the Common Property by Lot Owners, other members and visitors.
14. At its discretion, to execute grants to any governmental unit, public or quasi-public entity or utility, and to grant easements and rights-of-way to facilitate the further development of the Property. The Association, as grantor, will join in all such reasonable grants to the extent of the Association's interest.
15. To enact rules and regulations governing Board procedures and privileges and responsibilities of Lot Owners and other members and visitors, which shall be consistent with the other provisions hereof.
16. To levy assessments as provided for in the Revised *Declaration*.

2. **NUMBER OF DIRECTORS:** The authorized number of Directors of the Association shall be five (5), all of whom must be Lot Owners of the Association.

3. **ELECTION AND TERM OF OFFICE:** Members of the Board of Directors of the Association shall be elected as provided herein to serve a term of three (3) years. If the number of directors is increased, the initial term of office for the additional positions may be fewer than three (3) years, as determined by the Board of Directors.

The three (3) Director positions on the Board of Directors expiring in March of 2021 shall be filled as follows:

The candidate receiving the highest number of votes shall be elected to a three (3) year term. The candidate receiving the second highest number of votes shall be elected to a three (3) year term. The candidate receiving the third highest number of votes shall be elected to a two (2) year term. Thereafter all expired terms shall be filled by election of candidates to a regular three (3) year term.

A director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified. Any director may be removed by a majority vote of the members at either an Annual Membership Meeting or a Special Meeting held for such purpose, provided notice of such removal proposition shall be given to Lot Owner Members with the notice of such meeting. Directors shall be elected as follows:

a. Qualifications of candidates for the Board of Directors

1. Shall be a Fort Clark Springs Association Lot Owner.
2. Shall be willing to serve if elected.
3. Shall be willing to adhere to the Board of Directors Code of Ethics.

4. Shall disclose any situation which violates, may violate, or could appear to violate the intent of the Board of Directors' Code of Ethics.
5. Shall not serve as a voting member of any committee appointed by the Board of Directors, except for an executive committee, while serving concurrently on the Board of Directors.
6. Shall not have a felony conviction for a criminal offense or a crime of moral turpitude
7. Shall be 18 years of age at the time of the published deadline referred to herein.

b. Election Committee

1. At its regular September meeting, the Board of Directors shall appoint an Election Committee comprised of five (5) Lot Owner Members. The committee's purpose is to encourage Association Members to run for the Board, to accept applications, to certify that those who wish to run have met the qualifications described herein, and be responsible for the security, preparation of and mailing of the ballot.
2. Qualifications of Election Committee Members.
 - (a) Shall be a Lot Owner Member at the time of appointment.
 - (b) Shall be willing to serve.
3. Duties of Election Committee Members.
 - (a) Search for and accept all applications from persons thought to be interested in and qualified to serve on the Association Board of Directors.
 - (b) Certify that each candidate meets the qualifications necessary under Texas State Law to serve on the Board.
 - (c) Accept all such certified candidates who meet the **published deadline** for completion of applications to appear on the ballot.
 - (d) Establish reasonable deadlines for applications and submission of materials to be mailed with the ballot.
 - (e) Submit the list of certified candidates' names to the Board of Directors at its regular January meeting. The order in which the candidates will appear on the ballot will be determined by lot at the January meeting.
 - (f) Establish a deadline when ballots must be received by the election auditing firm.

c. Election Notification Requirements

1. Association members shall be notified each year on or before **November 10** either by letter or by a publication that is sent to the membership of any change to:
 - (a) Election Procedures.
 - (b) Definition of the eligibility of candidates for the Board and/or voters.

2. The Board is authorized to set a record date in compliance with Texas law to establish a membership list of members eligible to vote in Association elections.

d. Election Procedures

1. All elections shall be determined by mailed ballot.
2. There shall be no proxy vote since all votes are by mail.
3. Each Lot Owner Membership in the Association shall be entitled to one vote per membership by mail.
4. Each Lot Owner Membership may vote for as many directors as there are openings on the Board of Directors at the time of the election.
5. Each Lot Owner Membership may vote on each proposal or ballot question as directed on the ballot.

e. Annual Election - Tabulation and certification of the mailed votes shall be handled by an impartial auditing firm designated by the Board of Directors.

1. The election auditing firm's address shall be the return address for all ballots mailed.
2. Ballots returned as undeliverable shall be held by the election auditing firm until the Annual Meeting then returned to the Executive Officer.
3. The Association Board of Directors Secretary shall serve as election monitor. If this individual is running for reelection, an alternate Board member shall serve.
4. Two (2) representatives appointed by each candidate will assist the Election Committee with preparation of the ballots for mailing.
5. The Executive Officer shall prepare, certify the accuracy of, and furnish to the Election Committee by February 5 the following:
 - (a) Lot Owner Membership list as of the record date set by the Board.
 - (b) Mailing labels for each Lot Owner Membership.
6. After lots have been drawn for ballot placement at the January Board of Directors meeting, the Executive Officer shall by February 5, have ballots, candidates' resumes, and pros and cons for any proposals printed. This material along with mailing labels and envelopes addressed to the election auditing firm shall be provided to the Election Committee.

Mailing labels shall be affixed to the back of each ballot. Each ballot is to be sealed before leaving the ballot mailing preparation room and delivered the same day to the Brackettville, Texas Post Office.

7. Prior to February 14 the Election Committee shall prepare all materials described above for mailing. The committee shall also mail the certified list of eligible memberships to the election auditing firm.
8. Voters returning ballots to the auditors:
 - (a) Must sign each ballot returned. (Texas Property Code 209.0058(a))

(b) Must return only one (1) ballot per envelope.

9. The election auditing firm will compare the mailing label attached to the ballot to the certified list of memberships to verify a legal ballot.
10. If a member does not receive part or all of their allotted ballots, the member may submit in writing to the Secretary of the Board of Directors a replacement request. The Secretary will oversee the replacement ballot issuing process and will furnish a hand receipt to document how many replacement ballots were issued and to whom. The auditing firm will validate the ballots received, and if a member has sent more than the allotted ballots allowed, **ALL** of the member's ballots will be deemed invalid.
11. Members may vote for other than those whose names appear on the ballot by writing in names of qualified individuals who have agreed to serve if elected.
12. The results, as certified by the election auditing firm, shall be presented at the Annual Membership Meeting by a representative of the auditing firm. At that time the newly elected Directors shall be sworn in by an officer of the Association and the outgoing Directors shall step down. The new Board of Directors shall then choose and elect the officers of the Association in compliance with these Bylaws.
13. A plurality of the votes cast by those entitled to vote and voting shall constitute an election. The candidates receiving the most votes shall be elected. In case of a tie, choice shall be by lot.
14. A vacancy for an unexpired term shall be filled by the first runner up of the winners of the annual election. In the event there is more than one unexpired term to be filled, the longest unexpired term shall be awarded to the first runner up and the next longest unexpired term to the second runner up and so forth. Write-in votes do not count toward filling vacant positions.

4. VACANCIES: A vacancy or vacancies in the Board of Directors shall be deemed to exist in the following cases:

- (a) Death or incapacity
- (b) Resignation
- (c) Disqualification by reason of a director ceasing to be a Lot Owner
- (d) Removal. Any director may be removed by majority vote of the members at a special meeting held for such purpose, provided notice of such removal is given to all members and the Director with the notice of such meeting. The Association will at all times when required by the Board, or by petition from not less than one-tenth (ten percent) of the Lot Owners, call a special meeting of the members for the purpose of voting on the removal of one or more directors. A certified list of Lot Owner Memberships and mailing labels for each membership which is eligible to vote will be prepared by the Executive Officer. The notice of the meeting and the agenda for the meeting shall be prepared by the Board of Directors and shall state the time, date, place and purpose of the meeting. Whether for an Annual Membership Meeting or Special Meeting, the notice will state any, and all reasons given by the petitioners for the removal and any rebuttal comments the Director(s) subject to the removal petition may care to make. All voting for such removal election will be by mailed ballots, with no proxy voting. Written notice of the meeting, along with the ballot and literature will be sent by the Association to all no earlier than 60 days nor later than 10 days prior to the meeting. (Texas Property Code 209.0056). The ballots will be counted, and the results

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reported to the Association at the meeting by an auditing firm contracted for the purpose, in the same manner for either an Annual Membership or Special Meeting, following the same procedures as the annual election of directors.

(e) Increase in the authorized number of directors.

(f) Any member of the Board who is absent during any one (1) annual term of office from three Regular Meetings without cause acceptable to the Board may, at the discretion of a majority of the authorized number of directors acting during that annual term of office, be removed from the Board, thereby creating a vacancy. Anytime a member of the Board is absent from a regular meeting, and then at the next regular meeting a determination of whether the cause is acceptable to the Board shall be made by a majority vote of the directors present.

(g) Vacancy in the Board of Directors at a time other than at an annual election may only be filled by the affirmative vote of the remaining members of the Board of Directors if the vacancy was caused by a resignation, death, or incapacity of the former Director.

(h) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

5. PLACE OF MEETING(S): Regular meetings of the Board of Directors shall be held at any place within Kinney County, Texas that has been designated by resolution of the board or by written consent of all directors of the board. In the absence of such designation, regular meetings shall be held at the principal office of the Association. Special Meetings of the board may be held either at a place so designated or at the principal office.

6. ORGANIZATIONAL MEETING: Immediately following each Annual Membership Meeting, the Board of Directors shall meet for the purpose of organization and the election of officers. Notice of such meetings is hereby dispensed with.

7. REGULAR MEETINGS: Regular Meetings of the Board of Directors shall be held once each month. The time and date shall be determined by the Board.

8. SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or Secretary. If both the President and Secretary are absent or unable to or refuse to act, then the meeting may be called by any Director. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by First Class Mail or other form of written or electronic communication at least 72 hours prior to the time of the meeting, or as allowed by law. Such mail or electronic delivery of the above provided mailing or electronic delivery shall be considered timely, legal and personal notice to the director.

9. ENTRY OF NOTICE: Whenever any director has been absent from any Special Meeting of the board, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice of such Special Meeting was given to such director, as required by law and the Bylaws of the Association.

10. WAIVER OF NOTICE: The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though transacted at a Regular Meeting duly held after regular call and notice, if a quorum be present, and if the motions are approved by a majority of the total number of directors on the Board of Directors

- 11. QUORUM:** A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors unless a greater number be required by law, the *Revised Declaration of Protective Restrictions* or the Bylaws.
- 12. ADJOURNMENT:** A quorum of the board may adjourn any board meeting to meet again at a stated time, place and hour, provided that in the absence of a quorum, the directors present at any directors' meeting, either regular or special, may adjourn until a time fixed by the directors present. Notice of the time and place of reconvening an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.
- 13. ACTION WITHOUT MEETING:** Any action required or permitted to be taken by the Board of Directors under any provision of law or these Bylaws may be taken without a scheduled meeting if a majority plus one (1) of the Board of Directors individually or collectively consent in a written or electronic vote to such action(s). Such vote shall have the same force and effect as a majority vote of said directors. The results of such a vote or action shall be presented at the next Regular Board Meeting. Any certificate or other document(s) which relates to action so taken shall state that the action taken was by a majority plus one (1) vote of the directors without a scheduled meeting and that the Bylaws authorized the Board to so act and such statement shall be prima facie evidence.
- 14. FEES AND COMPENSATION:** Directors shall not receive any salary for their services as directors.
- 15. INDEMNIFICATION:** The Association indemnifies its officers and directors pursuant to Declaration of Protective Restrictions and the Texas Non-Profit Corporation Act.
- 16. CODE OF ETHICS:** Members of the board shall hold themselves to the following standards of ethical conduct:
- (a) Listen carefully to board colleagues.
 - (b) Respect the opinion of fellow board members.
 - (c) Respect and support majority decisions of the board.
 - (d) Recognize that all authority is vested in the full board only when it meets in legal sessions.
 - (e) Stay well informed about developments relevant to issues that may come before the board.
 - (f) Participate in board meetings and actions.
 - (g) Bring to the attention of the board any issues believed to have potential adverse effect on the Association or the membership the board serves.
 - (h) Refer member complaints to the Executive Officer
 - (i) Recognize a director's duty is to ensure that the Association is well-managed, not to manage the Association.
 - (j) Represent all the membership that the Association serves, not just a special interest group.
 - (k) Consider themselves "trustees" of the Association and always operate in the best interests of the Association.

- (l) Work to learn how to better perform the responsibilities of a director.
- (m) Declare conflicts of interest between their personal life and their position on the board and abstain from voting or discussion when appropriate.
- (n) Board members shall not:
 1. Show disrespect for fellow directors or their opinions, in or out of the board room.
 2. Use the Association for personal advantage or that of friends or relatives.
 3. Discuss the confidential proceedings of the board outside the board room.
 4. Directors shall not discuss how they will vote on the Agenda prior to a meeting.
 5. Interfere with the duties of the Executive Officer or undermine the Executive Officer's authority with staff members.

17. CONFLICT OF INTEREST POLICY: Disclosure of potential conflict of interest and/or duality.

- (a) Any possible conflict of interest on the part of any director must be disclosed to other directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.
- (b) Any board member having a possible conflict of interest on any matter should not vote or use his/her personal influence on the matter.
- (c) The foregoing requirements should not be construed as preventing the director from briefly stating his/her position in the matter, nor from answering pertinent questions from other directors, since his/her knowledge may be of assistance.

**ARTICLE V
Officers**

1. OFFICERS: The Officers of the Association shall be duly elected directors:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

The Association may also have, at the discretion of the board, one or more additional vice presidents, one or more assistant secretaries, one or more assistant treasurers, or other officers as may be appointed in accordance with the provisions of Section 3 of Article V. One person may hold two or more offices, except those of the President and the Secretary.

2. ELECTIONS: Election of board officers is held after each Annual Membership Meeting. Officers serve at the pleasure of the Board of Directors who may, at a Regular or Special Meeting, remove an officer and appoint a successor.

- 3. SUBORDINATE OFFICERS:** The Board of Directors may appoint other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the board determines.
- 4. REMOVAL AND RESIGNATION:** Any board officer or subordinate officer may be removed, either with or without cause, by a majority of the board at the time in office, at a Regular or Special Meeting of the board. A subordinate officer appointed by the board may be removed by any officer upon whom such power of removal may be conferred by the board.

Any board officer may resign at any time by giving written notice to the board, the President, or the Secretary of the Association. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

- 5. VACANCIES:** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.
- 6. PRESIDENT:** President shall if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned to him or her by the board as prescribed by the Bylaws. He or she shall be an ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management vested in the office of President of a non-profit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- 7. VICE PRESIDENT:** In the absence of the President, the Vice-President, in order of their rank as fixed by the board, or if not ranked, the Vice-President designated by the board, shall perform all the duties of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed for him/her respectively by the Board of Directors or the Bylaws.
- 8. SECRETARY:** The Secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order of all meetings of directors and members. The minutes shall include the meeting time and place, whether Regular or Special, and if Special, how authorized, the notice given, and the names of directors and members present. Annual Membership Meeting minutes shall include the number of memberships present or represented.

The Secretary shall keep or cause to be kept at the principal office of the Association, a register of memberships, or a duplicate register, showing the names of the members and their addresses; the number of memberships held by each, the date of contracts, transfers, and conveyances issued for the same and the date of cancellation of every membership cancelled. All minutes shall be posted on the Fort Clark Springs website.

The Secretary shall give or cause to be given notice of all meetings of members and the Board of Directors, as required by the Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

- 9. TREASURER:** The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; and shall make or cause to be made, such financial reports as required by law.

The Treasurer shall deposit or cause to be deposited, all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors and shall render to the President and directors, when they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VI Membership Meetings

- 1. PLACE OF MEETING:** All meetings shall be held in Kinney County, Texas as specified in the written notice of each meeting.
- 2. MEETINGS:**
 - (a) Annual Membership Meeting: The Annual Membership Meeting shall be held the last Saturday in March of each year.
 - (b) Special Membership Meetings: The Association will, when required by the Board or by petition of not less than one-tenth (ten percent) of the Lot Owner Memberships, call a Special Meeting of the members for the purpose stated in the petition.
- 3. VOTING:** Items for the agenda of the Membership Meeting requiring a vote of the membership shall be done by mailed ballot as the most effective method to establish a quorum of members. No proxy voting is authorized. The voting procedure will be the same as that for the election of directors as stated in Article IV, Section 3 of these Bylaws.
- 4. AGENDA:** The agenda for the Membership Meetings shall be prepared by the Board of Directors and include any and all items requested by members.
- 5. ADJOURNED MEETINGS AND NOTICE THEREOF:** Any Membership Meetings, Annual or Special, whether or not a quorum is present, may be adjourned by a vote of a majority of the memberships present in person. In the absence of a quorum, no other business may be transacted at such Lot Owner Membership meeting.

ARTICLE VII MISCELLANEOUS

- 1. DUTIES OF THE EXECUTIVE OFFICER:** The Executive Officer shall have that authority as granted by the Board of Directors in the management and the conduct of the normal and day to day business and affairs of the Association, except for the following, which would need Board of Directors approval:
 - a. Any single total purchase over \$2,500, other than day to day operational supplies, defined as office supply items for resale, gasoline, diesel fuel, maintenance repair supplies, etc.; purchases over \$1,500 shall be reported to the Board of Directors.
 - b. Changes to Bylaws or Rules and Regulations.

- c. Enter into lease or sale agreement for the Association property, other than memberships and lot selections or equipment.
- d. Grant easements and rights-of-way.
- e. Borrow money and incur long-term indebtedness.
- f. Bring legal action.
- h. Appoint committees

2. EXPECTATIONS OF THE EXECUTIVE OFFICER: The board will negotiate and update the Executive Officer's position description with each contract or change in circumstance. The following are expected of the Executive Officer:

- (a) The Executive Officer will inform all directors of critical issues.
- (b) Create and maintain the *Employment Manual*.
- (c) Create or cause to be created and maintain job descriptions for advertising, hiring, termination, promotion and all other human resource requirements.
- (d) Maintain and recommend changes to the *Rules and Regulations*.
- (e) Deliver a State of the Association Report at the Annual Membership Meeting.
- (f) Prepare an operational budget for board approval.
- (g) The Board of Directors may authorize and assign additional duties.
- (h) Ensure the orderly and efficient day to day routine operation of the Association.

3. INSPECTION OF ASSOCIATION RECORDS: The membership register or duplicate register, the books of account, minutes of proceedings of the members, and minutes of open meetings of directors shall be available for inspection upon the *written demand* of any member at any reasonable time, and for a purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of ten (10) percent of the memberships represented at any Annual Membership Meeting. Such inspection may be made in person and/or by an agent or attorney and shall include the right to make copies to such an extent as is found reasonable by the Board of Directors. Determination of this privilege to make copies shall not be delegated by the board to others. Demand of inspection other than at a Membership Meeting shall be made *in writing by Certified Mail* upon the President, Secretary or Assistant Secretary of the Association

4. CHECKS, DRAFTS, ETC: All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed or endorsed by such person or persons and in such manner, as determined by resolution of the Board of Directors,

5. ANNUAL AUDIT REPORT: The Board of Directors of the Association shall make available to the members an Annual Audit Report at the Annual Membership Meeting.

6. CONTRACTS, ETC., HOW EXECUTED: The Board of Directors may authorize in writing any officer or officer's agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association and such authority must be confined to specific instances. Unless authorized in

writing by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association to any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

7. INSPECTION OF BYLAWS: The Association shall keep in its principal office and on the Association's website the original or a copy of the Bylaws as amended or otherwise altered to date and certified by the Board Secretary. The Bylaws shall be available for inspection by the members or their agents at all reasonable times during business hours.

**ARTICLE VIII
Amendments**

Amendments to the Bylaws: The Bylaws may be amended at any Regular Meeting of the Board of Directors by a majority vote of the directors, the proposed Amendment having been submitted in writing. The Bylaws and Amendments shall be filed with the District Clerk, Kinney County, Texas.

CERTIFICATE OF FORT CLARK SPRINGS ASSOCIATION, INC.

I the undersigned do hereby certify:

- 1. That I am the duly elected and acting Secretary of FORT CLARK SPRINGS ASSOCIATION, INC, a Texas Corporation, and;
- 2. That the foregoing Bylaws comprised of 14 pages, were ratified and adopted by a resolution of the Board of Directors, Fort Clark Springs Association, Inc., and;
- 3. That all Bylaws and Amendments to these Bylaws that were in effect on this 21 April 2018 are declared null and void.

Maria Perkins
MARIA PERKINS, SECRETARY

ATTEST:

PASSED AND APPROVED by the Board of Directors of the Fort Clark Spring Association, Inc. acting in regular session on this 21 day of April, 2018.

Maria Perkins
Secretary of the Board of Directors

William Heenan
Vice President of the Board of Directors

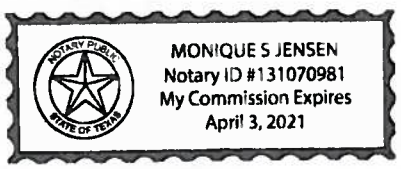
[Signature]
Member of the Board of Directors

Daniel J. Sullivan
President of the Board of Directors

Deborah [Signature]
Treasurer of the Board of Directors

Doc# 00000072630
#Pages 14
4/23/2018 3:43:32 PM
Kinney County
Isela
\$78.00
District Clerk

This instrument was acknowledged before me on this 23 day of April, 2018.



Monique S. Jensen
Notary Public, State of Texas

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**Kinney County & District Clerk
Honorable Isela Ramon
501 South Ann Street
Brackettville, TX 78832-0009**

Original

Receipt Number: 0000012893	Name: Fort Clark Springs
Status: Active	
Date Entered: 4/23/18 3:43 pm	Notes:

<u>Category</u>	<u>Product</u>	<u>Quantity</u>	<u>Pages</u>	<u>NF Pages</u>	<u>Document Number</u>
OPR	DEED	1	14	0	00000072630

<u>Fee</u>	<u>Sub Amount</u>	<u>Sub Total</u>
REC ARCHIV	\$10.00	
REC MANAGE	\$10.00	
RECORDING1	\$57.00	
SECURITY	\$1.00	

\$78.00

Total Transactions: \$78.00

Cash:	\$78.00
Checks:	\$0.00
Credit:	\$0.00
Charges:	\$0.00
Direct Deposit:	\$0.00
Refund Check:	\$0.00

Total Paid: \$78.00

Change Due: \$0.00

