

**JAMAICA BEACH
PROPERTY OWNERS'
BY-LAWS**

JAMAICA BEACH IMPROVEMENT COMMITTEE, INC
JBIC, INC
A Non-Profit Corporation

JBIC, INC.

Article 1
Offices

- 1.1 The Corporation may have offices at such places in the State of Texas as the Board of Directors may from time to time recommend.
- 1.2 The Board of Directors will hereafter be referred to as **The Board** in these by-laws.
- 1.3 The term, “JBIC”, refers to The Board and to members of the Board of Directors.
- 1.4 The term, “Members”, refers to the property owners, as described in Article 2.2, in the City of Jamaica Beach.

Article 2
Members

- 2.1 There will be one class of members who shall be owners of record of real property identified in Article 2.2 of these by-laws and subject to the deed restrictions in Jamaica Beach, Galveston County, Texas.
- 2.2 There shall be allowed one vote for each lot shown in the plats of Sections 1-14, 14A, 15-24, 26-27 and 29-31, and Jamaica Beach Riviera, in Jamaica Beach, as shown in the office of the County Clerk of Galveston County, Texas, and one vote for each of the several lots at the north end of Bob Smith Road subject to the Deed Restrictions recorded as Section 32. Further exceptions are the areas named “reserve”.
- 2.3 Annual meetings of members shall be held on a Saturday on or before the end of July of each year as determined by the Board on or before the April meeting immediately preceding.
- 2.4 Notice of the Annual Meeting, stating the place, date and time of the meeting shall be (1) published in the Jamaica Beach Newsletter or the

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Galveston Daily News, or other newspaper and 3) posted on the bulletin board at the Jamaica Beach City Hall.

Article 3
Special Meeting of Members

- 3.1 Special meeting of members for any purpose may be held at such time and place within Galveston County, Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
- 3.2 Special meeting of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or these By-laws, may be called by the Chairman of the Board, or by any three members of the Board, including one or more members from at least ten different sections of the subdivision.
- 3.3 Written or printed notice of a special meeting stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered to the membership not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by mail or by posting conspicuously on the bulletin board in the Jamaica Beach City Hall.
- 3.4 The business transacted at any special meeting of the members shall be limited to the purposes stated in the notice.

Article 4
Quorum and Votes

- 4.1 The presence of the owners of 100 lots or more, in person or by proxy or in any combination thereof, shall constitute a quorum at all meetings of members for the transaction of business.
- 4.2 If a quorum is present, the affirmative vote of a majority of the membership represented at the meeting shall be the act of the members unless the vote of a greater number of members is required by law or by The Articles of Incorporation or by these By-laws.

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- 4.3 In all elections for Director(s), each member, in good standing, is entitled to one vote for each lot owned for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed.
- 4.4 Any action required to be taken at a meeting of the members may be taken without a meeting if a single consent in writing, in single or multiple counterparts, setting forth the action so taken, shall be signed by a majority of the votes entitled to be cast, or such greater number as may be required by statute, by The Articles of Incorporation or by these By-laws, with respect to the subject matter thereof.

Election Procedures

- 4.5 Notification of Scheduled Election:
- a. Notification of all scheduled elections for Directors of The Board shall be mailed to all property owners, as enumerated in part 2.2, herein above, of record at that date, giving them the opportunity to become candidates. Notice shall be mailed to the last known address of members in May or June.
 - b. Members, in current good standing, who wish to become candidates shall respond in writing, giving their name, mailing address, telephone number, property description, and a resume of their qualifications. This must be received on or before the deadline stated in the notification.
- 4.6 Preparation of Ballot
- a. On the deadline date, a ballot shall be prepared using information received from the candidates. Candidates' names shall be listed in order by random drawing. Their qualifications shall be provided. Ample space for "write-in" candidates shall be provided.
 - b. In the event the number of candidates is equal to the positions being vacated or up for re-election, no election will be held. The

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declared candidate(s) will assume the position(s) on the Board vacant at that time.

- c. An explanation of rules governing the election shall be included with the ballot. A self-addressed envelope from The Corporation stamped "Ballot" will be the only official ballot to be counted by the election judge.
- d. One package shall be mailed to each property owner of record as enumerated in part 2.2 of these By-laws.
- e. The ballots shall be returned to the designated office personally or postmarked on or before July 31 so they can be counted in time for the newly elected Directors to be seated at the August meeting.
- f. As the returned ballots are received, they shall be accumulated, unopened, in a locked container. These ballots shall be held until the election judge makes the count and tallies the votes.

4.7 Counting The Ballots

- a. Concurrent with the mailing of the ballots to the property owners, an election judge and staff shall be appointed. The election judge shall not be a member of, or a candidate for the Board, nor shall any member of his staff. The election judge and staff shall be members of the JBIC as stated in Article 2.2.
- b. In open session the election judge and staff shall open and count all votes by making at least two tally sheets and checking them. At final count, these tally sheets must agree. When this check has been made and completed, the tally sheets shall be signed as true and correct by the election judge and staff. These ballots shall then be retained for at least one year following the election.
- c. The election judge and staff shall make a listing of all candidates in order, showing the one with the most number of votes first and progressing down to the candidate with the least number of votes last.

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4.8 Notification of Candidates

The election judge shall immediately post the listing on the bulletin board at Jamaica Beach City Hall and it shall be printed in the next issue of the Jamaica Beach Newsletter, or other newspaper. The election judge shall notify all candidates by letter or by telephone within one week of the election, telling them who has been elected and the position in which each placed based upon the number of votes tallied.

4.9 Eligibility For Voting

- a. Each property owner shall be entitled to one vote for each lot to which he (she) holds record title.
- b. A property owner is defined as one or more individuals, including husband and wife, who holds title to any one lot. This individual, or group of individuals, is entitled to one vote for each lot to which he (or they) hold record title (as enumerated in part 2.2, herein above.
- b. Property location for identification shall be separated from the ballot immediately before the vote tally and count.

4.10 Ballot Identification for Certification

Property owners shall mark each ballot, or ballot envelope, to show lot, block and section number to identify the lot for which the vote is cast.

Article 5
Directors

- 5.1 There shall be not less than three, nor more than five, Directors and they shall be the members of the Jamaica Beach Improvement Committee, elected and serving as stated in the Deed Restrictions for the City of Jamaica Beach as appears in the Deed Restrictions Sections as stated in Article 2.2, and Jamaica Beach Riviera for the Jamaica Corporation as appears in the Real Property Records of Galveston County.

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- 5.2 Directors' terms shall run from August 1 to July 31 two years from the date of election. Directors, other than the first Board, shall be elected as provided in these By-laws, and each Director shall serve until (s) he resigns, is relieved, dies, or until a successor is elected or appointed and qualified.
- 5.3 Any vacancy occurring on the Board may be filled by the remaining members of The Board. A member selected to fill a vacancy shall serve the remainder of the term for which the appointment was made.
- 5.4 The business affairs of the corporation shall be managed by The Board which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these By-laws directed or required to be exercised or done by the members.
- 5.5 The Board shall keep the records and documents of The Corporation at such place or places in the State of Texas as they by from time to time determine.
- 5.6 The Board, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to reimburse Directors and members for reasonable expenses made on behalf of or for the good of The Corporation and to establish reasonable compensation of employees for services to The Corporation. No person shall concurrently be a Director and an employee of The Corporation.
- 5.7 Any Director missing as many as three (3) consecutive monthly meetings or four (4) meetings in six (6) months without reasonable cause may be replaced by a vote of The Board.
- 5.8 Neither the mayor nor any council member, employee or agent of the City of Jamaica Beach shall serve concurrently as a Director or employee of this Corporation.

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Article 6
Meetings of the Board of Directors

- 6.1 Meetings of the Board may be held either within or without Galveston County, but must be held within one hundred airline miles of the City Hall at Jamaica Beach, Texas.
- 6.2 The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the vote of the Board at the Annual Meeting, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum of the newly constituted Board shall be present; or the newly convened Board may convene at such time and place as shall be fixed by the consent of all the Directors as constituted at that time.
- 6.3 Special meetings of the Board may be called by the Chairman of the Board on at least three days notice to each Director, either personally (including personal contact by telephone), or by mail or telegram; special meetings may also be called by any officer, also on at least three days notice to each Director, on the request of two or more Directors.
- 6.4 Attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, 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.
- 6.5 A majority of the Directors, present in person or by proxy held by a member who is present, shall constitute a quorum for the transaction of business unless a greater number is required by law, the Articles of Incorporation, or these By-laws. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

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Article 7
Notices

- 7.1 Whenever, under the provisions of the statutes or of the Articles of Incorporation, or of these By-laws, notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such a Director or member, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given on the second calendar day after it has been deposited in the United States Mail. Notice to Directors may also be given by telephone or telegram.
- 7.2 Whenever any notice is required to be given under the provisions of the statutes or Articles of Incorporation or of these By-laws, 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 8
Officers and Directors

- 8.1 The Chairman shall not hold any other office concurrent with being Chairman. Any other offices may be combined as the Board may decide from time to time.
- 8.2 The newly convened Board, at its first meeting after each Annual Meeting, shall elect a Chairman, one or more Vice-chairmen, a Secretary and a Treasurer. The Chairman and Vice-chairmen shall be, but are not required to be, Directors. In the event there is more than one Vice-chairman, each shall be elected and known as, First Vice-chairman, Second Vice-chairman, and so on.
- 8.3 The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

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- 8.4 The salaries of all employees and agents of the corporation shall be fixed by the Board. No officer or Director shall receive any compensation for his efforts as officer or Director.
- 8.5 The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board may be removed at the time by the affirmative vote of a majority of the Board. Any vacancy occurring in any office of the Corporation shall be filled by the Board.

The Chairman

- 8.6 The Chairman shall:
- ◆ be the chief executive officer of the corporation,
 - ◆ preside at all meetings of the members and of The Board.
 - ◆ have general and active management of the business of the corporation and,
 - ◆ see that all orders and resolutions of the Board are carried into effect.
 - ◆ appoint members to each committee of the Board and shall him(her)self, ex officio, be a member of each such committee.

The Chairman shall serve a maximum of two (2) consecutive one-year terms.

Vice-Chairman

- 8.7 The Vice chairman, or if there shall: be more than one, the vice-chairmen in numerical order shall:
- ◆ in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and,
 - ◆ perform such other duties and have such other powers as the Board may from time to time prescribe.

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The Secretary and Assistant Secretaries

8.8 The Secretary shall:

- ◆ attend all meetings of the Board and all meetings of the members and,
- ◆ record all the proceedings of the meetings of the Corporation and of the Board and perform like duties for the standing committees when required.
- ◆ give, or cause to be given, notice of all meeting of the members and special meetings of the Board, and,
- ◆ perform such other duties as may be prescribed by the Board or the Chairman, under whose supervision (s)he shall be.
- ◆ have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his(her) signature or by the signature of such assistant secretary. The Board may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his(her) signature.

8.9 The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary:

- ◆ perform the duties and exercise the powers of the Secretary and,
- ◆ perform such other duties and have such other powers as the Board may from time to time prescribe.

The Treasurer and Assistant Treasurer

8.10 The Treasurer shall have the custody of the corporate funds and the securities and:

- ◆ keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and,
- ◆ deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as the Board from time to time prescribes.

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- 8.10 He (she) shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and the Board, at its regular meeting, or when the Board so requires, an account of all transactions and of the financial condition of the corporation.
- 8.11 If required by the Board, (s)he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of this office and for the restoration to the Corporation, in case of his (her) death, resignation, retirement or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession or under his(her) control belonging to the Corporation. Payment for any required bond shall be an expense of the Corporation.
- 8.13 The Assistant Treasurer, or, if there shall be more than one, the Assistant Treasurers in the order prescribed by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise and have such other powers as the Board shall from time to time prescribe.

General Counsel

- 8.14 The Board may appoint a General Counsel for the Corporation. The General Counsel shall advise and represent the corporation generally in legal matters and proceedings as authorized by the Board. The General Counsel may sign and execute pleadings, powers of attorney pertaining to legal matters and any other documents in the normal course of his duties.

Article 9

General Provisions

- 9.1 There shall be no dividends of the Corporation. In the event the Corporation is dissolved, the Board shall insure that all expenses of the Corporation are paid or that funds sufficient to make such payments are set aside for that purpose. Excess funds are to be returned to the owners of each lot, except those which have delinquent maintenance or

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mowing fees, in the ration that the annual assessment for that lot bears to the total of all annual assessments for all lots in Jamaica Beach.

Checks

- 9.2 All checks or demands for money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate. There shall be at least two signatures required on each check drawn on corporate funds.

Fiscal Year

- 9.3 The fiscal year of the corporation shall be October 1 through September 30, unless otherwise fixed by resolution of the Board.

Annual Statement

- 9.4 An annual statement of income, revenue and expenses, and changes in fund balances, a statement of functional expenses and balance sheets for all funds will be prepared or approved by the Board as required by the Texas Non-Profit Corporation Act, Section 2.23A (B).

Inspection of Records

- 9.5 All such records, documents and annual reports of the financial activity of the Corporation shall be kept at the registered office or the designated office of the Corporation for not less than three years following the closing of each fiscal year and shall be available to the membership for inspection and copying during normal business hours, all as required by the Texas Non-Profit Corporation Act, Section 2.23A (C).

Limitation on Officer and Director Liability

- 9.6 An Officer and Director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer and a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for

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any transaction from which the director derived an improper personal benefit.

Roberts Rules Of Order

- 9.7 All formal meetings of the Board, of the members and of any committee or sub-committee shall be conducted in accordance with Roberts Rules of Order to the extent they do not conflict with the Articles of Incorporation or these By-Laws.

ARTICLE 10

By Law Changes

- 10.1 These by-laws may be altered, amended or repealed or new by-laws may be adopted at any regular or special meeting of members at which a quorum is present or represented, by the affirmative vote of a majority of the attending members entitled to vote, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.
- 10.2 The power to alter, amend or repeal the by-laws, and adopt new by-laws may be delegated to the Board by a similar vote at any such meeting. The power, when delegated, may be revoked by a similar vote at any meeting of the members.

End of By-Laws