

# Holiday Shores Property Owners Association, Inc.

380 Marina Trail ~ Coldspring, Texas 77331

## Constitution

Revised April 25, 2020

### ARTICLE I

#### NAME AND DOMICILE

SECTION 1. The name of this organization shall be “Holiday Shores Property Owners, Association, Inc.” and hereinafter referred to as “Association”, a non-profit organization incorporated under the laws and statutes of the State of Texas.

SECTION 2. The domicile of the Association shall be within San Jacinto County, Texas.

### ARTICLE II

#### PURPOSE

SECTION 1. This Association shall be a non-profit organization for the purpose of promoting civic pride, establish public unity, to obtain needed improvements, and assist in all economic, civic, and social enterprises or activities that are for the good of the community. It shall also administer the control and maintenance of subdivision ONE of Holiday Shores and section ONE of Hideaway Hills, as specified in the deed restrictions recorded as Document 20204641 pages 23968 - 23975 of San Jacinto County, Texas Public Records.

SECTION 2. Membership in the Association results from ownership of at least one plotted lot in either Holiday Shores, subdivision ONE or Hideaway Hills, section ONE, located in San Jacinto County, Texas. Members shall pay assessments to the Association as stipulated, in order to exercise voting privileges at business meetings. A member whose assessments are not in arrears may exercise one vote per lot owned when he/she is present at business meetings. Assessments shall be considered in arrears on the thirty first day following the date of the statement notifying them of assessments due. Non-receipt of a statement shall not change this rule since all annual assessments are due June first of each year.

## ARTICLE III

### OFFICERS AND DIRECTORS

SECTION 1. The voting membership shall be the supreme governing body of this Association. Duly called membership meetings shall be the true and legitimate source of all authority, and shall be the final decision-making body of the Association. Officers of the Association shall be; President, Vice-President, and Secretary/Treasurer. There shall be EIGHT Directors. The Officers together with the Directors shall be designated the "BOARD" and shall direct the affairs of the Association in accordance with this Constitution and By-Laws. The BOARD shall be responsible for carrying out the mandates of the membership meetings. The immediate past President shall be a voting member of the BOARD for one year following expiration of his term as President.

SECTION 2. Four Directors shall be elected every two years by the voting membership of the Association for a term of four years in the manner set forth in the By-Laws. The President, Vice-President, and Secretary/Treasurer shall be elected by the voting membership of the Association for a term of two years in the manner set forth in the By-Laws.

## ARTICLE IV

### MEETINGS AND QUORUM

SECTION 1. Meetings of the membership and the Board shall be as prescribed by the By-Laws. For all purposes of the Association, a quorum consisting of a majority of the Board members will be required to conduct business at Board meetings, and TWENTY-FIVE (25) voting members of the Association at general meetings will constitute a quorum. A majority vote of members of the Board or of the Association, at called meetings having a quorum of voting members present, shall be the official position of the Board or Association unless otherwise specified in this Constitution or the By-Laws of this Association.

## ARTICLE V

### AMENDMENTS

SECTION 1. This Constitution may be amended from time to time by resolution presented in writing at a duly called meeting of the Association, read and approved by a two-thirds vote of the general membership at which a quorum is present. The membership shall be given written notice of such amendment not less than fifteen days prior to the date set for the vote.

# Holiday Shores Property Owners Association, Inc.

380 Marina Trail ~ Coldspring, Texas 77331

## By-Laws

### ARTICLE I

#### MANAGEMENT

SECTION 1. The management and administration of Holiday Shores Property Owners Association, Inc., hereinafter referred to as "Association", shall be vested in the Board, constituted as provided by and subject to Article III of the Constitution of this Association and subject to Section I, Article IX of these By-Laws.

### ARTICLE II

#### MEETINGS AND ELECTIONS

SECTION 1. There shall be an annual meeting of this Association which shall be held on the last Saturday in April of each year for the purpose of electing new officers. Other meetings are provided for in Section 2 and 3 of Article II of these By-Laws. The meeting for the election of officers may be postponed for not more than thirty days at the discretion of the Board.

SECTION 2. Regular meetings of the Board of Directors shall be called on the third Saturday of June, September, January and March. Each committee shall meet as designated by its Chairman or as stipulated by the Board.

SECTION 3. Any meeting may be called by the following persons and in the following manner:

- (a) The President may in case of an emergency, to be determined by him/her, call a meeting of the full membership of the Association by written notice, stating the purpose of the meeting. The written notice shall be posted on the Community Center bulletin board and/or the community sign.
- (b) It shall be the duty of the President to call a meeting of the full membership of the Association upon written request of fifteen or more members in good standing. The request shall state the objective of the called meeting.
- (c) Notices of meetings of the Association under (a) and (b) shall be posted by the Secretary/Treasurer not later than one week after receipt of a written request as provided in (a) and (b) above. The notice shall state the objective, the date and

the hour of the meeting, and said meeting shall be held not earlier than ten nor later than thirty days from the date of the notice. Business transacted at such meetings shall be confined to the purpose or purposes stated in the notice.

SECTION 4. At least ninety days before the annual meeting for the election of officers, the Board of Directors shall appoint a nominating committee composed of at least three members of the Association whose assessments are not in arrears, no more than one of which may be a member of the Board. The nominating committee shall, within thirty days of the election meeting, present to the membership by posting their slate of nominated candidates for the office of President, Vice-President, Secretary/Treasurer and for each Board position becoming vacant. The posting shall be available on the Community Center Bulletin Board. Nothing in these By-Laws shall be construed to prevent nominations from the floor at the election meeting. At each election for Officers and Directors, every member entitled to vote at such election shall have the right to vote for as many persons as there are Officers and Directors to be elected.

SECTION 5.

- (a) Four Directors shall be elected biennially at the annual meeting by the general voting membership for a period of FOUR years.
- (b) All voting for election of Officers or Board members will be by a simple majority being necessary for election. Elected candidates will take office June 1 following the election.

SECTION 6. The President of the Association shall also be the Chairman of the Board and as Chairman will preside at all meetings. It shall be his/her duty to generally perform all the duties pertaining to his/her office and he/she shall decide all questions of procedure and order at the meetings of the Board.

SECTION 7. Special meetings of the Board may be called by the following persons and in the following manner:

- (a) The Chairman of the Board may, in case of an emergency to be determined by him/her, call a meeting of the Board.
- (b) It shall be the duty of the Chairman of the Board to call a meeting of the Board when requested to do so in writing by FOUR (4) members, stating the purpose of the meeting.
- (c) Notice of any special meeting of the Board may be given to all members thereof by telephone, in person, or by posted notice. Such notice to be given at least three days prior to any such meeting. The posting shall be available at the Community Center Bulletin Board.

SECTION 8. In the absence or removal of the Chairman of the Board, as contemplated in Article V, Section 1 of the By-Laws, the Vice-President of the Association shall perform the duties of such position and in the absence of the Chairman and the Vice-President, the remaining members by a majority vote may elect one of their members as temporary Chairman to preside over the meeting.

SECTION 9. If any Director shall fail to attend two successive regularly called meetings of the Board without good and valid reasons for his or her absence in the judgment of the Board, such Director shall automatically cease to be a member of the Board, and the vacancy shall be filled as provided in Article IV, Section 1 of these By-Laws.

### ARTICLE III

#### QUALIFICATIONS OF OFFICERS AND DIRECTORS

SECTION 1. No persons shall be eligible to hold any office or be a member of the Board of Directors if their assessments are in arrears.

### ARTICLE IV

#### VACANCIES

SECTION 1. All expired terms or vacancies in the offices of the President, Vice-President, Secretary/Treasurer, or from the Board of Directors shall be filled by appointment by the Board.

### ARTICLE V

#### REMOVAL OF OFFICERS AND DIRECTORS

SECTION 1. Any Director or Officer elected by the Association or appointed by the Board may be removed from office by a three-fourths vote of the members in good standing present at a special meeting called for such purpose at which a quorum is present.

### ARTICLE VI

#### PLACE OF MEETING

SECTION 1. Meetings of Officers, Board of Directors or the general membership of this Association may be held at such place or places as designated by the Board. General

and committee meetings should be held at a place most convenient to and agreeable with a majority of the membership.

## ARTICLE VII

### DUTIES AND/OR POWERS OF THE PRESIDENT

SECTION 1. It shall be the duty of the President to preside at all meetings of the Association; to enforce the By-Laws; to preserve order and decorum; to require all Officers and members of the committees to perform their duties; to appoint all committees not otherwise provided for; to sign all official documents. He/she shall be an ex-officio member of all committees and generally perform all the duties pertaining to his/her office and shall decide all questions of procedure and order not provided in this Constitution and By-Laws. He/she shall not be required to vote at meetings of the Association except in case of a tie.

## ARTICLE VIII

### EXPENDITURES

SECTION 1. The Board of Directors will present a budget to the membership at the annual meeting. This budget will present a proposal to the membership for their consideration, which includes the plans the Board wishes to institute during the year.

SECTION 2. All expenditures of Association funds shall be authorized by the Board. The Board may delegate to the Treasurer to pay all monthly utility bills incurred and monthly installments on bank loans and other recurring type expenses such as stamps and costs of holding meetings. The aforementioned expenses may be paid online by automatic bank draft or other such electronic payment as is available. All other Association expenses must be approved by the Board of Directors prior to payment. The Board of Directors is authorized to spend up to \$1,000.00 (One-Thousand Dollars) for any given reason which has not been presented as a budgeted item provided for in Article VIII, Section 1 of these By-Laws or specifically approved by the membership.

SECTION 3. Authorized Bank Signatures include the President, Vice-President and the Treasurer. All checks must be countersigned by TWO authorized signatures.

## ARTICLE IX

### RIGHTS OF MEMBERS

SECTION 1. Members of the Association shall have the right to call meetings as provided in Article II, Section 3 of these By-Laws and to initiate resolutions, plans, policies and projects which, when passed by a majority of those present, and voting at any meeting at which a quorum is present, shall be binding upon the Association and upon the Board.

SECTION 2. No member shall be considered in good standing who is in arrears in payment of assessments. He or she shall not be entitled to vote, nor shall he or she be eligible to be an Officer or Director of this Association, nor be entitled to any other privileges.

SECTION 3. Every member in good standing (whose assessments are not in arrears) shall have all rights and privileges of membership, including the right to vote and hold office in the Association provided, however, that husband and wife shall not hold office at the same time; nor can a Director or Officer be re-elected or re-appointed for longer than two consecutive terms for the same office, but may be re-elected to the same office after one term has expired. A previous Director or Officer who has not held a position in two consecutive years may be once again eligible for another two terms for the same office.

## ARTICLE X

### COMMITTEES

SECTION 1. There shall be, in addition to such committees as the Board shall determine the following standing committees, with such duties as the Board may designate. Such committees are:

- (a) Improvement, Beautification and Maintenance
- (b) Building, Restrictions and/or Architectural Control
- (c) Finance

SECTION 2. Members of Committees shall be appointed by the President with the approval of the Board.

ARTICLE XI  
ORDER OF BUSINESS

SECTION 1. Order of business includes:

- (a) Roll Call (Board of Directors Meeting)
- (b) Reading of the minutes of the last meeting
- (c) Treasurer's report
- (d) Committee reports
- (e) Unfinished business
- (f) New business
- (g) Program or miscellaneous items
- (h) Notification of next meeting
- (i) Adjournment

SECTION 2. ROBERTS RULE OF ORDER, revised, shall determine the conduct of business in all meetings of the Association, its governing bodies and committees, except where inconsistent with the Constitution and these By-Laws.

ARTICLE XII  
AMENDMENTS

SECTION 1. The By-Laws may be amended, from time to time, by resolution in writing presented at an announced meeting of the Association, read and approved by a two-thirds majority vote at a called meeting at which a quorum is present. For purposes of amending these By-Laws, notice shall be posted and available to the membership at least thirty days prior to the meeting. Such posting shall be available at the Community Center Bulletin Board.

## ARTICLE XIII

### NOTICES

SECTION 1. Whenever, under the provisions of these By-Laws, notice is required to be given to any Officer, Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the Post Office or Letter Box, in a postpaid sealed wrapper or on a postpaid post card, addressed to such Officer, Director or members at such address as appears on the books of the Association or on the records of the Secretary or, in default of any such address, then to such Officer, Director or members at the office of the Association, considered to be in the home of the President. Such notice shall be deemed to have been given at the time when the same shall have been posted, with the exception as provided in Article II, Section 7(c) of these By-Laws.

SECTION 2. Any notice required to be given under these By-Laws may be waived in writing, signed by the person or persons entitled to give such notice, whether before or after the time stated therein, and such waiver in every instance shall be deemed equivalent to notice to the person or persons who executed the same.