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201 W Bridge Street
PO BOX 339
Granbury Texas, 76048
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BY-LAWS

Grantor: ROCK HARBOR POA

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I hereby certify that this instrument was filed and duly recorded in the Official Records of Hood County, Texas

Mary Burnett
County Clerk
Hood County, Texas



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516 ROCK HARBOR DR
GRANBURY, TX 76048**



ROCK HARBOR PROPERTY OWNERS ASSOCIATION

(A NONPROFIT CORPORATION)
ROCK HARBOR ADDITION

Granbury, Texas 76048

BY-LAWS

OF

ROCK HARBOR PROPERTY OWNERS ASSOCIATION

By unanimous vote the Board of Directors of the Rock Harbor Property Owners Association does hereby amend and restate the by-laws of the Association, to be effective on and after May 2, 1987.

WHEREAS, the by-laws of the Association were adopted by the initial Board of Directors and approved by all members at a special meeting on January 11, 1975, and were amended and restated by the Board of Directors on July 26, 1981; and March 16, 1986 and May 2, 1987.

WHEREAS, the present by-laws provide at Article XVI for amendment thereof by official act of the Board of Directors; and,

WHEREAS, the directors have determined that additional amendments are necessary and desirable at this time for the efficient management and operation of the Association:

NOW, THEREFORE, the by-laws of the Rock Harbor Property Owners Association are restated in full as follows and to the extent that the present by-laws, as previously amended, are inconsistent herewith, they are amended.

ARTICLE I. OFFICERS

The principal office of the corporation shall be located in Hood County, Texas. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

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 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 II. MEMBERS

SECTION I. (Membership) The Association shall have only one (1) class of members which shall consist of all dues-paying owners or approved rental occupants of lots in Rock Harbor Estates, an addition to Hood County, Texas. No dues-paying lot owner may be excluded, suspended or expelled from membership for any reason and no application for membership or initiation fee shall be required.

SECTION II. (Transfer of Membership) Membership in the Association is not transferrable or assignable. A member shall automatically cease to be a member upon the sale of all lots he may own in Rock Harbor Estates, and the new owner of any lot shall automatically become a member of the Association upon payment of current dues.

ARTICLE III. MEETINGS OF MEMBERS

SECTION I. (Annual Meetings) An annual meeting of the members shall be held on the first Saturday in the month of May in each year, beginning with the year 1986 for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any 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 conveniently may be.

SECTION II. (Special Meetings) Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION III. (Place of Meeting) The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the recreation area within the Rock Harbor Estates Addition; but if all of the members shall meet at any time and place, and 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.

SECTION IV. (Notice of Meetings) Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or 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.

ARTICLE IV. BOARD OF DIRECTORS

SECTION I. (General Powers) The affairs of the corporation shall be managed by the Board of Directors. Directors need not be residents of Rock Harbor Estates Addition but must be dues paying property owners of property within the addition.

SECTION II. (Number, Tenure, and Qualifications) The number of Directors shall be six (6). Each Director shall hold office for three (3) years and until his successor shall have been elected and qualified with two (2) directors being elected each year.

SECTION III. (Regular Meetings) A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, 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 for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION IV. (Special Meetings) 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 of the Board may fix the place for holding any special meeting of the Board called by them.

SECTION V. (Notice) Notice of any special meetings of the Board of Directors shall be given at least two days previous thereto either by written notice, personal contact, or by telephone. If by telephone, a record will be maintained by the caller as to the Director's response and such response will be reported to the board in the event a Director is not present. 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 the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notices or waiver of notice of such meeting, unless specifically required by these by-laws.

SECTION VI. (Quorum) 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.

SECTION VII. (Manner of Acting) 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 by-laws.

SECTION VIII. (Vacancies) 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 this predecessor in office.

SECTION IX. (Compensation) Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors 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.

SECTION X. (Informal Action by Directors) 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 V. OFFICERS

SECTION I. (Officers) The officers of the corporation shall be a President, one or more 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, at 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. Officers need not be residents of Rock Harbor Subdivision but must be dues-paying owners of property within the addition.

SECTION II. (Election and Term of Office) The officers of the corporation shall be elected annually by 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 possible. New offices 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.

SECTION III. (Removal) 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.

SECTION IV. (Vacancies) Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION V. (President) 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 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 by-laws or by statute to some other officer or agent 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.

SECTION VI. (Vice President) 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 the order of their election) 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 other duties as may from time to time be assigned to him by the President or by the Board of Directors.

SECTION VII. (Treasurer) 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 may determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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 VII of these by-laws; and in general he shall 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.

SECTION VIII. (Secretary) 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; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general he shall perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION IX. (Assistant Treasurers and Assistant Secretaries) 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 assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the

President or the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION I. (Committees of Directors) 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 provided, however, that no such committee shall have the authority of the Board of Directors in reference in amending, altering, or repealing the by-laws; 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, or any responsibility imposed upon it or him by law.

SECTION II. (Other Committees) 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. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION III. (Term of Office) 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.

SECTION IV. (Chairman) One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION V. (Vacancies) 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.

SECTION VI. (Quorum) 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.

SECTION VII. (Rules) Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION I. (Contracts) 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 by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION II. (Checks, Drafts, etc.) All checks, drafts, or orders for the payment of money, notes, or other evidences 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 as 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 a Vice President of the Corporation.

SECTION III. (Deposits) 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.

SECTION IV. (Gifts) 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 VIII. CERTIFICATES OF MEMBERSHIP

SECTION I. (Issuance of Certificates) Upon an owner of property in Rock Harbor Estates paying the current dues to the Association and becoming a member of such Association, a Recreation Area Permit shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of such permits.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office 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

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

ARTICLE XI. DUES

SECTION I. (Annual Dues) The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of such corporation, and may adjust (increase or decrease) dues from time to time as they see fit.

SECTION II. (Payment of Dues) Dues shall be payable in advance on the first day of ~~June~~^{1st} beginning ~~June 1, 1986~~^{January 2009} and will be considered late on ~~March 1st~~^{1st}.

SECTION III. (Default and Termination of Membership) When any member shall be in default in the payment of dues, his membership is thereupon terminated.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have ascribed thereon the name of the corporation.

ARTICLE XIII. WAIVER OF SERVICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provision of the Articles of Incorporation or the by-laws 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 XIV. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws by adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal, or to adopt new by-laws at such meeting. Any changes in the by-laws by the Board of Directors must be ratified by the members at the next annual meeting following the date of such changes.

Teresa Helms
Secretary
Teresa Helms
Teresa Helms, Secretary

Rock Harbor Owners Association

516 Rock Harbor Drive
Granbury, Texas 76048
Phone: 817-896-3453 Fax: 817-279-6322
Email: countrymanagement@live.com

Teresa Helms
Teresa Helms

Acknowledgment

STATE OF TEXAS
COUNTY OF HOOD

This instrument was acknowledged before me on the 30th day of December, 2011 by Teresa Helms.



Sue Hoffman
Sue Hoffman, Notary Public, State of Texas
My commission expires: 03-19-2013