

## **BYLAWS**

### **BIG WOODS SPRINGS IMPROVEMENT ASSOCIATION**

#### **A Non-Profit Corporation**

#### **Article One**

##### **OFFICES**

###### **SECTION I PRINCIPAL OFFICE**

The Principal Office is located on the property of Big Woods Springs Improvement Association, adjacent to the Clubhouse, in Wood County, Texas.

###### **SECTION II OTHER OFFICES**

The Association may have additional offices as the Board of Directors deems necessary to perform the business of the Association. However, all records, books, property, etc., must remain within the boundaries of BWS.

#### **Article Two**

##### **MEMBERS**

###### **SECTION I MEMBERSHIP**

Any person who is the owner of legal or equitable title in any lot or living unit or any person who is a buyer under the pursuant to a contract for deed of any lot or living unit which is subject to present or future assessment by the Association by reason of the restrictions of record in Volume 1447, Page 445, of the Deed Records of Wood County, Texas, shall be a Member of the Association. Such person or persons must submit an Application for Association Membership to the Board of Directors prior to obtaining ownership of any lot or living unit. Any change of ownership by means other than sale, must include an Application for Association Membership to be submitted within ten days. No two Members of the same house hold can serve on the Big Woods Springs Improvement Association Board at the same time.

###### **SECTION II TERMINATION OF MEMBERSHIP**

By a majority vote, the Board of Directors may suspend or expel any Member for cause after an appropriate hearing. By a majority vote, the Board of Directors may terminate the membership of any Member for violation of the Restrictions set forth for the Big Woods Springs improvement Association, Inc. Any Member who has not paid their assessment fee (dues) for a period of three months automatically forfeits their Membership thereby losing all Membership privileges and may not use the BWS Lake (no fishing, swimming, or boating), the park areas, the dumpster, the Clubhouse, the apartment, fishing and swimming docks, or any other Association facilities. Such person and their family members are restricted to using the roads between their house and the main gate.

**MEMBERS continued...**

**SECTION III REINSTATEMENT**

A former Member may file a written request with the Secretary to be reinstated. By a majority vote, the Board of Directors may reinstate the former member on such term as the Board deem appropriate. If a Member is suspended for nonpayment of the assessment fee (dues), the Member will be automatically reinstated when the fee is paid in full.

**Article Three**

**MEETINGS OF ASSOCIATION MEMBERS**

**SECTION I ANNUAL MEETING**

The Annual Meeting shall be held the first Sunday of the month of June each year at the hour of 2 p.m. for the purpose of electing the Board of Directors and for transacting other business as may be presented. If the scheduled day of the meeting is a legal holiday, the Annual Meeting shall be held on the following Sunday at 2 p.m.

**SECTION II SPECIAL MEETINGS**

Special Meetings of the Association Members may be called by the Board of Directors as needed. Special Meetings may also be called by ten percent of the Association Members in good standing..

**SECTION III EMERGENCY MEETINGS**

Emergency Meetings of Association Members may be called by the Board of Directors as needed.

**SECTION IV NOTICE OF MEETINGS**

Not less than ten days prior to a Meeting, written notice of the time and place of Meeting of the Association Members will be mailed or delivered to each Member of record entitled to vote. Posting the notice to the last known address of the Member will be considered fulfilling this requirement. Notice of an Emergency Meeting may be telephoned to as many Members as possible; however, notice to the entire membership is not deemed necessary or required for Emergency Meetings as these are to handle last minute problems.

**SECTION V PLACE OF MEETINGS**

Meetings of the Association shall be held in the Clubhouse located on property of the Big Woods Springs Improvement Association, Inc. If the meeting cannot be held in the Clubhouse, another site located within BWSIA may be selected by the Board. Notice of the change of location shall be posted on the Clubhouse's outside bulletin board.

**SECTION VI QUORUM**

In order for any business to be conducted, a quorum must be present. A quorum shall be deemed to be present if ten percent (10%) of the Members in good standing and the qualified to vote are present.

**SECTION VII VOTING**

Members are entitled to one vote for each annual assessment fee (dues) paid. Only on class of membership exists. A Ballot with names of nominees for the Board of Directors shall be mailed with

**MEETINGS OF ASSOCIATION MEMBERS continued...**

notice of Annual Meeting to each Association Member in good standing and qualified to vote. This Ballot is the only method of voting for Officers.

**SECTION VIII MINUTES**

All actions taken at Meetings for Association Members shall be reported as Minutes. These Minutes shall be filed with the records of Wood County and each Board of Directors shall be bound by the decisions approved by the Membership.

**Article Four**

**BOARD OF DIRECTORS**

**SECTION I DUTIES**

It shall be the duty of the Board of Directors to conduct the affairs of the Association that do not require a vote by the Association Members as specified in these Bylaws. The Board of Directors shall not have the authority to amend or repeal these Bylaws without the approval of Association Members.

**SECTION II NUMBER OF DIRECTORS, TENURE, TITLE AND QUALIFICATIONS**

The number of Directors will be five (5): President, Vice President, Secretary, Treasurer, and Board Member at Large. Three of the Directors will be elected for a term of one year from the Annual Meeting. Two of the directors will service a two year term from the Annual Meeting. These two Directors are the two who receive the greatest number of votes. All Directors must be in good standings with the Association.

**SECTION III VACANCIES**

Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Directors. This appointment shall expire at the next Annual Meeting.

**SECTION IV COMPENSATION**

No Director shall receive a salary for their services on the Board of Directors; however, a Director may be reimbursed for expenses incurred transacting Association business provided such expenses were previously approved by a majority of the Board of Directors. No expenses shall be reimbursed when such expense results from the negligence or misconduct by the Director. No Director or immediate family member of a Director may be employed by the Association.

**SECTION V OFFICERS**

The Officers of the Association shall be President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same Director except the offices of President and Secretary.

**SECTION VI ELECTION**

The offices of the Association shall be elected by the Board of Directors following the Annual Meeting. If the election of officers is not held at this meeting, it will be held as soon thereafter as possible. Any Officer elected or appointed by the Board of Directors may be removed from that office at the discretion of the Board of Directors.

**BOARD OF DIRECTORS continued...**

**SECTION VII REMOVAL**

Any Director may be removed from the Board under the procedures established for Special Meetings of Association Members in Article Three, Section II.

**Article Five**

**MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION I REGULAR MONTHLY MEETING**

A Regular Monthly Meeting of the Board of Directors shall be held immediately following and at the same location as the Annual Meeting. Directors will also meet on the second Saturday of each month at 2 p.m. except in the month of June. The Regular Monthly Meeting may be rescheduled in case of holiday or lack of quorum at the discretion of the board.

**SECTION II SPECIAL MEETINGS**

Special Meetings of the Board of Directors may be called by or at the request of the President or any two board members.

**SECTION III EMERGENCY MEETINGS**

Emergency Meetings of the Board of Directors may be called by or at the request of the President or any two Board Members.

**SECTION IV NOTICE OF MEETINGS**

Notice shall be given to each Director three days in advance of any Special Meetings. For Emergency Meetings, every attempt will be made to notify each Director in advance of the Emergency Meeting. Notice to Association Members is not necessary for Special Meetings or Emergency Meetings of the Board of Directors.

**SECTION V LOCATION OF MEETINGS**

The Regular Monthly Meeting shall be conducted at the Association Clubhouse. If the Clubhouse is not available, another site located within BWS may be selected by the Board of Directors. Notice of the change of location shall be posted on the Clubhouse's outside bulletin board. The person or persons authorized to call the Special Meeting or the Emergency Meeting may designate any location, time, or date for conducting a Special Meeting of the Board.

**SECTION V QUORUM**

In order for any business to be conducted, a quorum must be present. A quorum shall be deemed to be present if a majority of the Board of Directors is present. Any action by the majority of Directors present at a meeting at which a quorum is present will be considered the act of the Board of Directors.

**SECTION VIII VOTING**

**MEETINGS OF BOARD OF DIRECTORS continued...**

Only Members of the Board of Directors are entitled to vote at the Regular Monthly Meetings of the Board of Directors. The President acts as Chair and does not vote except to break a tie. All other Directors are entitled to one vote. Those Directors who may hold more than one Office are entitled to only one vote.

**SECTION VI MINUTES**

All actions taken at Meetings of the Board of Directors shall be reported as Minutes .

**Article Six**

**DUTIES OF THE DIRECTORS**

**SECTION I PRESIDENT**

The President is the Chief Executive Office of the Association. The President exercises supervision over the Association and its activities. The President represents the Association in public and presides at Meetings. The President may sign letters and documents necessary to carry out the will of the Association. The President may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by legal statute to another Officer or Agent of the Association. The President serves as Chari of the Board of Directors and shall be an advisory member of all committees except the Nominating Committee. In general, the President shall perform all duties incident of the office and such other duties as may be prescribed by the Board of Directors.

**SECTION II VICE PRESIDENT**

The Vice President shall assume the duties of the President in case of the President's absence or incapacitation. When assuming the Office of President, the Vice President shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors. In the event the Office of President is vacated for any reason, the Vice President shall assume the Office of President until the next Annual Meeting.

**SECTION III SECRETARY**

The Secretary shall be responsible for taking and preparing accurate Minutes of all Meetings and shall maintain a file of committees and the members thereof. The Secretary shall record all terms of office and inform the Association Members when elections are due and shall prepare the Official Ballot. The Secretary shall insure that all notices are given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be responsible for maintaining the Associations records, which are to be filed in the Associations Office. The Secretary shall be the custodian of the Corporate Seal of the Association and is responsible for the Seal being affixed to all documents, the execution of witch on behalf of the Association under its seal is duly authorized in accordance with the provision of these Bylaws. The Secretary shall keep a record of the mailing addresses and telephone numbers of each Association member. In general, the Secretary shall perform all duties incident to that office and any other duties as may be assigned by the President of the Board of Directors.

**SECTION IV TREASURER**

The Treasurer shall be responsible for collecting, accounting for and handling all funds of the Association. The Treasurer shall insure that all funds are deposited in such financial institutions as the Board of Directors

**DUTIES OF THE DIRECTORS continued...**

may designate. The Treasurer shall insure that disbursements there from are made as is necessary and proper to meet the just and due obligations of the Association and as directed by the Board of Directors. The Treasurer shall present a financial report at every Meeting. The Treasurer shall make his/her records available for review by any Member in good standing with the Association. If required by the Board of Directors, the Treasurer shall be bonded in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer shall follow accepted accounting practices. In general, the Treasurer shall perform all duties incident to that office and any other duties as may be assigned by the President or the Board of Directors.

**SECTION V BOARD MEMBER AT LARGE**

The Board Member at Large shall perform all duties incident to that office and any other duties as may be assigned by the President or the Board of Directors.

**SECTION VI ASSISTANT SECRETARIES AND ASSISTANT TREASURERS**

If deemed necessary or expedient, Assistant Secretaries and/or Assistant Treasurers may be appointed by the Board of Directors. In general, these appointees shall perform such duties as assigned to them by the Secretary or the Treasurer or by the President or the Board of Directors. If required by the Board of Directors, Assistant Treasurers shall be bonded in such sum and with such surety or sureties as the Board of Directors may determine. Assistant Secretaries and Assistant Treasurers shall have no voting privileges on the Board of Directors.

**Article Seven**

**COMMITTEES**

**SECTION I ESTABLISHMENT AND TERM**

Committees may be established by the President or a majority of the Board of Directors to perform a specific function. No Committee shall be appointed to perform a function which is given to an Officer or standing committee by these Bylaws. The term of any Committee shall expire at the next Annual Meeting. Committees shall operate under the direction of the Board of Directors and may not assume any authority designated to the Board under the Articles of incorporation, statute, or these Bylaws. The President will appoint the Committee Chair subject to the approval of a majority of the Board of Directors. Any Committee may be disbanded by a majority of the Board of Directors.

**SECTION II NOMINATING COMMITTEE**

The Board of Directors at their first Regular Monthly Meeting shall appoint a Nominating Committee. Members of this Committee will service for a term of one year. Their nominations for Officers for the ensuing year must be submitted at the monthly May Meeting proceeding the Annual Meeting..

**SECTION III COMMITTEE MEMBERS**

The Chair of each Committee shall select two other Committee Members. The Members selected must agree to serve on the Committee and must be members in good standing with the Association. Any Committee Member may be removed by the Board of Directors or by the Chair of the Committee whenever it is deemed to best service the interests of the Association. The President is a member of all Committees in an advisory capacity.

**COMMITTEES Continued...**

**SECTION IV QUORUM**

Unless provided by the resolution of the Board of Directors, the majority of the Committee Members shall constitute a quorum. Actions of a majority of Committee Members present at a Meeting will be determined to the action of the Committee.

**SECTION V COMMITTEE RULES**

Each Committee may adopt rules for its own operation providing those rules do not conflict with these Bylaws or with rules adopted by the Board of Directors or with the instructions given to the Committee by the Board of Directors.

**Article Eight**

**GENERAL**

**SECTION I CORPORATION SEAL**

The Board of Directors shall provide a Corporate Seal which will be inscribed with these words: "BIG WOODS SPRINGS IMPROVEMENT ASSOCIATION, INC., TEXAS CORPORATE SEAL."

**SECTION II WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of incorporation, or by the Bylaws, a waiver in writing signed by the person or persons entitled to the notice will be deemed equivalent to giving such notice.

**SECTION III AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed at a Meeting of the Association Members where a quorum exists by the vote of a majority of the Members present. Voting Members must be in good standing with the Associations and qualified to vote.

**SECTION IV CAPITAL EXPENDITURES AND SALES**

Capital expenditures and sale of capital items in an amount greater than \$1,000 must be approved at a Meeting of the Association Members where a quorum exists by the vote of a majority of the Members present or by written ballot. Voting Members must be in good standing with the Association and qualified to vote.

**SECTION V ROBERT'S RULES OF ORDER**

The rules contained in *Robert's Rules of Order Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the Restrictions of BWSIA.

