

## COTTONWOOD CREEK PROPERTY OWNERS, INC. BYLAWS

### ARTICLE I. Name and Purpose

1. NAME. The name of this organization shall be the Cottonwood Creek Property Owners, Inc. ("CCPOI"), operating within Cameron County, Texas. The corporate office ("Clubhouse") is located at 1001 South Ed Carey Drive, Harlingen, TX 78552.
2. PURPOSE. These Bylaws shall govern the CCPOI in its responsibility for the management and maintenance of its real property within Cottonwood Creek No. 1 Subdivision and The Fairways at Cottonwood Creek Subdivision ("Subdivisions").

### ARTICLE II. Membership and Election Voting Rights

1. MEMBERS. The property owners of record within the Subdivisions shall be Members of the CCPOI.
2. VOTING RIGHTS. In any and all elections held by the CCPOI, each lot shall be entitled to one vote.

### ARTICLE III. All Other Voting

1. WRITTEN BALLOTS. Written ballots shall be required to:
  - a. Elect any Member to the Board of Directors. Such election shall be by plurality voting.
  - b. Make changes to the Bylaws.
  - c. Make amendments to the Subdivision Declaration of Covenants, Conditions, and Restrictions ("CC&R's").
  - d. Have CCPOI take title to real property.
  - e. Removal of a Director from the Board.
2. VOTING. Ballots for voting that require written ballots shall be prepared by the Board and mailed by United States (U.S.) Mail and/or electronic mail to Members at their addresses on record with the CCPOI. Written ballots must be signed and

returned by the date specified. Electronic votes constitute written and signed ballots.

3. PROXIES. A Member may vote either in person or by valid proxy. The proxy may also be used to establish a quorum. The proxy must be in writing, executed by the delegating Member(s) and recorded with the Secretary prior to commencement of the meeting.

#### ARTICLE IV. Meetings of Members

1. NOTICES OF MEETINGS. At least 15 days prior to each Member meeting, written notice of the meeting, including the agenda, place, day, and hour of the meeting shall be mailed, by U.S. Mail and/or electronic mail, to all Members.
2. PLACE OF MEETINGS. Meetings of the Members shall be held at the Clubhouse, or such location within Harlingen city limits, as specified in the written notice of meeting.
3. QUORUM. The quorum for any and all properly called meetings of the Members shall be a majority of the total voters. A quorum may be achieved by Members present plus those represented by valid proxy. If a quorum is not present at any meeting of the Members, the meeting shall be adjourned.
4. CONDUCT OF MEETINGS. All meetings of the CCPOI shall be presided over by the senior officer present, who shall, while being mindful to ensure courteous and equal treatment of all Members present, conduct meetings in accordance with "Robert's Rules of Order."
5. ANNUAL MEETINGS OF THE MEMBERS. The Board of Directors is required to call two meetings of the Members each calendar year, during the month of January. The first, a Nomination Meeting shall be held the first week of January. The Annual Meeting shall be held during the last

10 days of January to conduct business and announce the newly elected Board members.

At the Annual Meeting, in the event of a tie for the last Board vacancy to be filled by an election, a vote of the Members present at the meeting shall be taken. The candidate receiving the majority of the votes of the Members present shall be elected.

6. SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the Members may be called by the President, by a majority of the Board, or by not less than 20% of the voters. The notice of such meeting shall include the agenda. Only those items included on the agenda may be discussed and/or acted on.

#### ARTICLE V. Board of Directors

1. ELIGIBILITY. Only Members of the CCPOI are eligible to run for and serve on the Board of Directors of the CCPOI.
2. LIMITS ON AUTHORITY. No Director shall have the power or authority to bind the CCPOI by contract or engagement; or to render it liable monetarily, for any purpose, unless so authorized in a Board meeting where minutes are kept and posted.

Decisions by a single Director to hire, discipline, or terminate an employee are not permitted.

3. MANAGEMENT. The Board of duly elected or appointed Directors shall, in accordance with statute, Articles of Incorporation, and these Bylaws, assume responsibility for the management of the CCPOI for the benefit of the Members.
4. TERM OF MEMBERSHIP ON THE BOARD. The term of office for a member of the Board elected by the Members

shall be two years. No Director may serve consecutively for more than one elected term.

5. FILLING OF BOARD VACANCIES OCCURRING DURING AN UNEXPIRED TERM. Vacancies on the Board may be filled by Board appointment. A Director who is appointed may be elected for a two year term.
6. NUMBER. The number of Directors shall be five, who shall be elected by the Members or appointed in accordance with these Bylaws.
7. REGULAR BOARD MEETINGS. The Board shall hold monthly Board meetings. A written notice of each meeting, stating the place, day, and hour of the meeting, shall be posted and emailed by the Secretary at least ten days prior to the meeting. Minutes of all meetings shall be prepared and posted at the Clubhouse within two business days following the meeting. Regular Board meetings shall be open to all Members. Members wishing to address the Board during a regular Board meeting must submit a request to be added to the agenda at least 24 hours prior to the meeting. Such request, which shall be honored, shall state the subject matter to be presented.
8. QUORUM. A majority of the Board members shall constitute a quorum for the transaction of business. Board members present at a meeting by proxy shall not, however, be counted for purposes of establishing a quorum.

#### ARTICLE VI. Officer of the CCPOI

1. OFFICERS. Officers of the CCPOI shall be elected following each Annual Meeting by a majority vote of the Board. The term of office shall be for the current year. The Officers of the CCPOI shall be:
  - a. President
  - b. Vice President
  - c. Secretary

- d. Treasurer
2. DUTIES OF THE OFFICERS. Each Officer shall act in accordance with statute, the Articles of Incorporation, and these Bylaws in performing the following duties:
    - a. PRESIDENT. The President presides at all meetings of the Board and the Members; shall see that orders and resolutions of the Board are carried out; and, performs any other duties, as assigned by the Board.
    - b. VICE PRESIDENT. In the absence of the President, or in the event of his/her inability to act, or refusal to act, the Vice President shall perform the duties of the President. S/he shall also perform any other duties, as assigned by the Board.
    - c. SECRETARY. The Secretary shall keep the minutes of all meetings; maintain a repository for all minutes; maintain an accurate address register (summer and winter) of all the Members; and, at the end of their term, transfer to their successor all records, documents, and materials pertaining to the office. S/he shall also perform other duties, as assigned by the Board.
    - d. TREASURER. The Treasurer shall oversee the management and reporting of CCPOI finances; collect assessments and initiate assessment reminders when delinquencies occur; make timely deposit of all monies and other valuable effects in the name of and to the credit of the CCOPI in the depository designated by the Board; make timely payment of bills in accordance with the orders of the Board and these Bylaws; maintain proper financial records by keeping full and accurate account of receipts and disbursements; reconcile bank statements; prepare and present monthly financial statements; prepare and present written financial reports at the Annual Meeting; serve on the Budget

Committee; and perform other duties as, assigned by the Board.

## ARTICLE VII. Committees

1. COMMITTEES. The Committees of the CCPOI, which are appointed by the Board, may include:
  - a. Architectural
  - b. Ballot
  - c. Budget
  - d. Golf Course
  - e. Internal Review
  - f. Nominations
2. COMMITTEE ORGANIZATION. It is encouraged that each committee consist of five members.
3. ARCHITECTURAL. The Board shall appoint a committee to uphold the architectural provisions of the CC&Rs.
4. BALLOT. The Ballot Committee will be responsible for the production, distribution, receipt, counting, and security for all events requiring a written ballot.
5. BUDGET. The Board shall appoint a budget committee which shall include the Treasurer. The committee, with input, shall prepare and submit a proposed budget to the Board for approval.
6. GOLF COURSE. The Board may appoint a committee to be responsible overseeing the golf course.
7. INTERNAL REVIEW. Prior to the Annual Meeting, the Board shall appoint an Internal Review Committee. The committee shall review all accounts supported by CCPOI funds during the preceding fiscal year. The fiscal year shall be January 1 through December 31.

8. NOMINATING. The Board shall appoint a nominating committee to develop and submit to the Board and Members, a slate of candidates. In addition, nominations from the floor by Members shall be accepted. The committee should submit a list of no less than one candidate for each vacant position. The Board shall validate the eligibility of the nominees.
9. ADDITIONAL COMMITTEES. Other committees may be appointed by the Board, as deemed necessary to carry out the mission of the CCPOI.
10. DIRECTORS SERVING ON COMMITTEES. Directors are allowed and encouraged to serve on at least one CCPOI committee.

#### ARTICLE VIII. Compensation

1. COMPENSATION. No Member may receive compensation or remuneration from the CCPOI. A Member may be reimbursed for out of pocket expenses provided prior Board approval for the expenditure is obtained.

#### ARTICLE IX. Bylaws Amendments

1. ADMENDMENT TO BYLAWS. Amendments to these Bylaws will require an approval vote of 67% of members. Proposed amendments to Bylaws shall be submitted as an agenda item for any Annual or Special meeting.