

**ADDITIONAL DEDICATORY INSTRUMENT
FOR
CLEARWATER COVE PROPERTY OWNERS ASSOCIATION**

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

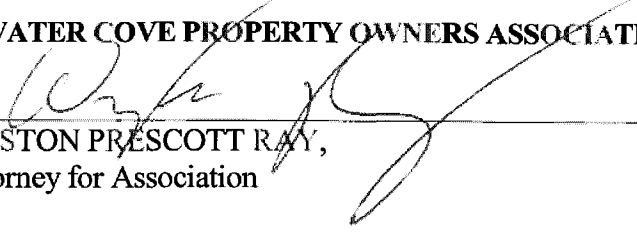
BEFORE ME, the undersigned authority, on this day personally appeared Weston Prescott Ray who, being by me first duly sworn, states on oath the following:

My name is Weston Prescott Ray, I am over twenty-one (21) years of age, of sound mind, capable of making this affidavit, authorized to make this affidavit, and personally acquainted with the facts herein stated:

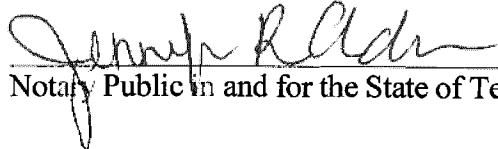
I am the Attorney for Association: **CLEARWATER COVE PROPERTY OWNERS ASSOCIATION** Pursuant with Section 202.006 of the Texas Property Code, the following documents are the originals, or true and correct copies of the originals, of the governing instruments of the Association:

- 1) Amended and Restated Bylaws

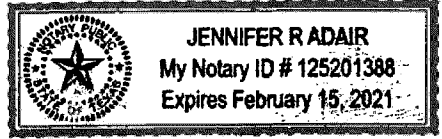
DATED this 2nd day of January, 2019.

CLEARWATER COVE PROPERTY OWNERS ASSOCIATION
BY: 
WESTON PRESCOTT RAY,
Attorney for Association

THIS INSTRUMENT was **acknowledged** before me on this the 2nd day of January 2019 by Weston Prescott Ray, Attorney for Association, **CLEARWATER COVE PROPERTY OWNERS ASSOCIATION** a Texas non-profit corporation, on behalf of said corporation.


Notary Public in and for the State of Texas

After Recording Return To:
Daughtry & Farine, P.C.
17044 El Camino Real
Houston, Texas 77058
281-480-6888- Telephone



AMENDED AND RESTATED BYLAWS
OF
CLEARWATER COVE PROPERTY OWNERS ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is **CLEARWATER COVE PROPERTY OWNERS ASSOCIATION**. The principal office of the corporation shall be located at 96 Beach Walk Blvd., Suite 207, Conroe, TX 77304, but members' and directors' meetings may be held at such places within the State of Texas, County of Montgomery, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1.

"Association" shall mean and refer to Clearwater Cove Property Owners Association, a Texas non-profit corporation, its successors and assigns.

Section 2.

"Common Properties" shall mean and refer to all real property which may now or hereafter be owned by the Association for the common use and enjoyment of the members of the Association.

Section 3.

"Lot" shall mean and refer to a plot of land located in Clearwater Cove, a subdivision in Montgomery County, Texas, as set forth on the map or plat of such subdivision of record in Montgomery County, Texas.

Section 4.

"Member" shall mean and refer to each lot owner from all sections of Clearwater Cove being that they are entitled to one vote per lot.

ARTICLE III
MEETINGS OF MEMBERS

Section 1.

Annual Meeting: The annual meeting of the members of the Association shall be held in January of each year. The Board of Directors shall designate the day, time, and place of such annual meeting.

Section 2.

Special Meetings: Special meetings of the members may be called at any time by the president of the Board of Directors, or upon the written request of fifteen percent (15%) of the members.

Section 3.

Notice of Meetings: Written notice of each Annual Meeting or Special Meeting of the members shall be given by, or at the direction of, the Board of Directors, the secretary or any person or persons authorized to call a meeting, by delivering a copy of such notice not more than 50 days but at least 30 days before such meeting to each address wherein resides at least one member entitled to vote thereat. Such notice may be delivered by mail and 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 paid. Such notice shall specify the place, day and hour of the meeting, as well as the purpose for such meeting.

Section 4.

Quorum

A. For Association business OTHER than Board of Director Elections. Members holding 25% of the votes entitled to be cast, represented in person, shall constitute a quorum. Should there be at any time during the meeting less than twenty-five percent (25%) of the members shall be present, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the quorum of twenty-five percent (25%) of the members shall be present or be represented. The vote of the majority of the votes entitled to be cast by the members present shall be the act of the members meeting.

B. For Board of Director Elections. If quorum is not present or represented, the meeting shall be adjourned without notice other than announcement at the meeting and immediately reconvened for the sole purpose of election of directors. At the reconvened meeting, quorum shall be all those members counted as present whether in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting as authorized by the Board of Directors. Directors shall be elected by a majority of those votes present in person and/or by proxy.

Section 5.

Voting of Members: Each member shall be entitled to one vote on each matter submitted at a meeting of members. A member may vote in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting as authorized by the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

Section 1.

Board of Directors: The affairs of this Association shall be managed by a Board of seven (7) persons, who must be members in the Association. The number of Directors may be increased from time to

time by amendment to these bylaws.

Section 2.

The Association shall move to staggered terms, in order to begin transition to staggered terms:

- A.** In the Board election for the year 2018, three (3) Directors shall be elected to the Board for a three (3) year term, three (3) Directors shall be elected to the Board for a two (2) year term, and 1 Director shall be elected for a one (1) year term.
- B.** The initial term of the Directors shall be determined by obtaining the highest number of votes, with the candidate receiving the most votes being assigned a three (3) year term, and so forth, ending with the elected candidate receiving the lowest number of votes being assigned the one (1) year term.
- C.** Upon the expiration of each term, each subsequent term shall be for three (3) years.
- D.** The intent is to insure that every year only some of the Directors are up for election thus keeping experienced Directors on the Board at all times.

Section 3.

Election: Election of Directors shall take place at the January Annual Meeting each year. Election to the Board of Directors shall be as per Art. III, Sec. 5, "Voting of Members." The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 4.

Removal: Any director may be removed from the Board, with cause, by two-thirds (2/3) vote of the directors or the members of the Association. In the event of removal of a director, his successor shall be selected by election by the members and shall serve for the unexpired term of his predecessor.

Section 5.

Vacancy: In the event of a Director's resignation, or any vacancy, except Removal above, the resulting vacancy shall be filled by a majority vote of the Board of Directors though less than a quorum of the Board. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of members called for that purpose.

Section 6.

Compensation: No Director shall receive compensation for any service he/she may render to the Association; provided, however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7.

Conflict of Interest: Conflicts will be handled in accordance with the Texas Property Code Section

209.0052, as it may be amended or as it may be further addressed in any policy or resolution of the Board.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1.

Regular Meetings: Regular meetings of the Board of Directors shall be held monthly, at such place and hours as may be fixed from time to time by the Board.

Section 2.

Special Meetings: Special Meetings of the Board of Directors shall be held when called by the president of the Association or by any two other Directors after not less than three (3) days' notice to each Director, which such notice may be waived at or prior to such meeting.

Section 3.

Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4.

Action without a Meeting: Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by consent in writing setting forth the action so taken is signed by all the members of the Board of Directors; said consent can be by electronic mail with each Director so indicating his or her approval. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as a unanimous vote taken at a meeting of the Directors.

ARTICLE VI
POWERS AND DUTIES OF THE ASSOCIATION

Section 1.

Powers: The Association by and through its Board of Directors, shall have the following rights and powers:

- (a) to construct, manage and maintain Common Properties and Facilities, and to make assessments and for other purposes;
- (b) to collect maintenance and/or other fees, to make, publish and enforce reasonable rules and regulations governing the use and enjoyment of the Common Properties and Facilities, or any part thereof. All of which reasonable rules and regulations shall be binding upon, complied with, and observed by each Member. These rules and regulations may include provisions to govern and control the use of the Common Properties and Facilities by guests and invitees of the Members, including, without limitation, the number of guests or invitees who may use the Common Properties and Facilities, or any part thereof, at the same time;

- (c) to suspend the rights of a Member and the rights of the members of his immediate family residing with him and his guests, to use any recreational Common Facility of the Common Properties during the period he is in default in excess of thirty (30) days in the payment of any maintenance charge assessment against his lot; and to suspend such rights for a period not to exceed sixty (60) days for any infraction of its published rules and regulations;
- (d) enforcement of all covenants and restrictions of the Clearwater Cove Subdivision;
- (e) to enter management and/or operating contracts or agreements relative to the maintenance and operation of the Common Properties and Facilities , in such instance and on such terms that the Board of Directors may deem appropriate ; to operate recreational facilities and related concessions located on the Common Properties; to enter lease agreements or concession agreements granting leasehold, concession, or other operating rights relative to recreational facilities located on the Common Properties in such instances and on such terms as the Board of Directors may deem appropriate;
- (f) to seek and retain legal counsel on behalf of the Association at the Board's discretion;
- (g) to engage in such business and activities, on a non-profit basis as may be required to establish and administer the programs of the Association; and
- (h) to exercise such other rights and powers granted to it under the Articles of Incorporation or these Bylaws.

Section 2.

Duties: It shall be the duty of the Association, by and through its Board of Directors, to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meetings of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members;
- (b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (c) fix the amount of the monthly maintenance charge of the members of the Association and take such actions as it deems appropriate to collect such maintenance charges;
- (d) procure and maintain such insurance including but not limited to liability and hazard insurance as it deems appropriate on any person, property or facilities which may be owned by the Association; and
- (e) cause any officers or employees having fiscal responsibilities to be bonded, as they may deem appropriate.

Section 3.

Indemnification: The Corporation shall at all times be bound by and shall act in accordance with the terms and provisions of the Texas Business Organizations Code and all amendments thereto.

Section 4.

Fiscal Responsibility: The Board shall not incur any expense, which together with any previously incurred expenses, shall exceed the amount of money owned by the Association, except with approval of the majority of the members present at a meeting.

ARTICLE VII
OFFICERS AND THEIR DUTIES

Section 1.

Qualification, Term and Enumeration of Offices: The officers of this Association, who shall be at all times members of the Board of Directors, shall be a president, one or more vice-presidents, a secretary and a treasurer. Each officer shall serve a term of one (1) year.

Section 2.

Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 3.

Authority to Sign Checks: The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Association, to sign checks of the Association. Such agents may be authorized to sign jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under this Section, the treasurer and President of the Association shall have sole authority to sign the Association's checks.

Section 4.

Multiple Offices: No person shall simultaneously hold both offices of president and secretary.

Section 5.

Election of Officers: All officers shall be elected annually by the Board of Directors at a regular or special meeting called for that purpose.

Section 6.

Duties: The duties of the officers of the Association are as follows:

President

- (a) The President shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall buy and sell goods, contract for services, and engage in such activities as may be required to carry out the Association's programs; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

- (b) The Vice-President shall preside at all meetings in the absence of the President, and shall perform such other duties as required by the Board.

Secretary

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours in accordance with Art. IX herein.

ARTICLE VIII **COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the Directors, designate or appoint the following committees and other committees as deemed appropriate to have and to exercise the authority of the Board in the management of the Corporation:

- (a) Architectural Control Committee whose purpose is to approve or reject all construction plans and specifications according to the restrictions of the Clearwater Cove Subdivision.
- (b) Deed Restriction Enforcement Committee whose purpose is to enforce the covenants and restrictions of the Clearwater Cove Subdivision.
- (c) Environmental Control Committee whose purpose is to beautify, preserve or improve the conditions that influence the quality of the surroundings in the Clearwater Cove Subdivision.
- Each such committee shall consist of two (2) or more persons, a majority of whom shall be Directors; the remaining members need not be Directors.

**ARTICLE IX
BOOKS AND RECORDS**

The books, records and papers of the Association shall be subject to inspection by any member in accordance with the Texas Property Code Section 209.005, as it may be amended or as it may be further addressed in any policy or resolution of the Board.

**ARTICLE X
AMENDMENTS**

Section 1.

Amendment: These Bylaws may be amended, at a regular or special meeting of the members, by a vote of fifty percent (50%) of the members.

Section 2.

Conflict: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In case of any conflict between these Bylaws and the Declaration of Covenants, Conditions and Restrictions, the Declaration shall control.

**ARTICLE XI
MISCELLENEOUS**


The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

CERTIFICATION

I, the undersigned, am the duly elected and acting Secretary of **CLEARWATER COVE PROPERTY OWNERS ASSOCIATION**, a non-profit corporation, and I do hereby certify:

That the within and foregoing Amended and Restated Bylaws of **CLEARWATER COVE PROPERTY OWNERS ASSOCIATION** was properly adopted as of the 16 day of October, 2018 that same do now constitute the Bylaws of said corporation.

IN WITNESS WHEREOF, I have executed this Amended and Restated Bylaws to be effective as of the date of its adoption.



(Signature)

Daniel Woodruff
(Print Name)
**Secretary, CLEARWATER COVE PROPERTY
OWNERS ASSOCIATION**

E-FILED FOR RECORD

01/02/2019 12:39PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was e-filed in the file number sequence on the date and time stamped herein by me and was duly e-RECORDED in the Official Public Records of Montgomery County, Texas.

01/02/2019



County Clerk
Montgomery County, Texas