

AMENDED AND RESTATED BYLAWS OF THE MEADOW LAKE NOLTE DAM ASSOCIATION, INC.

ARTICLE I. NAME OF ORGANIZATION

The name of the Texas Non-Profit Corporation is MEADOW LAKE NOLTE DAM ASSOCIATION, INC, herein referred to as the “Corporation.”

ARTICLE II. CORPORATE PURPOSE

The purpose of the Corporation is to unite its members and others within the local community in preserving Meadow Lake and Nolte Dam for sustainable long term use.

The specific objectives and purpose of this organization shall be: Prevention of or elimination of pollution, growth of noxious vegetation, silting and other environmental threats; and the preservation of the shoreline of the lake, and nearby areas, for residential and recreational purposes; and the encouragement of fishing, safe boating and other recreational activities on the lake; and the protection of the lake from exploitation by utilities, political subdivisions, waste treatment facilities, and others which would constitute an environmental threat to the lake; and to cooperate with river authorities in maintaining the lake in a safe condition; and to assist in flood and natural disaster warnings and environmental cleanups.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to all that support the purpose statement in Article II. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board of Directors of the Corporation (referred to herein as the “Board of Directors” or the “Board”). All members shall abide to the bylaws contained here-in.

Section 2. Annual Dues

The Board of Directors may determine from time to time the amount of the annual contributions and assessments to be paid by members. Contributions shall be payable in advance upon original membership and on the first day of September in each fiscal year. Discounts may be given to new members who join during a calendar or fiscal year. Members

shall be notified about any changes in annual dues by email and/or other public means such as web postings, etc. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Voting Rights of Members

All members shall be entitled to one vote. Members owning more than one parcel of land along the shores of Meadow Lake may vote multiple times based on the number of parcels owned. A parcel of land is defined as a tract, lot or plot of land owned or meant to be owned by some owner(s). Each vote requires annual membership dues.

Section 4. Resignation and Termination of Membership

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Any member can have their membership terminated by a two-thirds (2/3) vote of the Board of Directors. Members will be provided written notice prior to termination. The member is entitled to request a hearing before the Board and be heard for re-instatement by the Board.

Section 5. Non-Voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall be held on a date and at a time and place designated by the Board of Directors. At the annual meeting the members shall elect directors, receive information on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 2. Special Meetings

Special meetings of the members may be called by the President or a simple majority of the Board of Directors. Upon receiving a petition signed by ten percent (10%) of voting members in good standing, the President shall call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member, by email, not later than the 10th day and not earlier than the 60th day prior to the date of the meeting or as required by the Texas Business Organization Code, if different. Notice of meetings may also be delivered by mail, web postings, etc.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the voting membership present in person or by proxy.

Voting members shall be entitled to vote by proxy. Methods for voting by proxy shall be determined by the Board of Directors and informed to membership.

Section 5. Voting

All issues to be voted on shall be decided by a majority of members present at a meeting, in person or by proxy, at which a quorum is present.

Section 6. Cumulative Voting

Every voting member may vote for as many persons as there are directors to be elected. No cumulative voting shall be permitted.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The executive authority of the Corporation shall be vested in its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Composition

The Board shall be composed of members in good standing as defined in Article III. The Corporation shall have two (2) categories of Directors. The designation and qualifications of the Directors of each category shall be as follows:

- a. Property Directors – Members who are land owners abutting the shore of Meadow Lake.
- b. Associate Directors – Other members who are interested in the objectives of the Corporation, who pay prescribed dues and who abide by the bylaws and support the purposes of the Corporation.

A minimum of two-thirds of the members of the Board of Directors shall consist of Property Directors. All directors shall be in good standing.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Section 3. Number

The number of Directors shall be fixed from time-to-time by the Board but shall consist of no less than five (5) nor more than fifteen (15).

Section 4. Zones

Meadow Lake shall be divided as equally as possible into three (3) to six (6) zones with two members from each zone having precedence for election to the Board of Directors. These elected members must be Property Directors, as defined in Article V, Section 2.

The number of zones may be changed from time to time by amendment of the Bylaws in accordance with Article XIV. Should the Board of Directors increase or decrease the number of zones, such revisions shall be effective at the next annual meeting.

Zones are determined by the attached map, contained herein in Appendix A. Zones may be changed by updating the attached map and approval by the Board of Directors.

Section 5. Election

The members of the Corporation shall elect the Board of Directors at the annual meeting of members. No voting on members of the Board of Directors shall be held unless a quorum of the members of the Corporation is met, as provided in Article IV, Section 4.

Precedence for electing members of the Board of Directors shall be as follows:

- a. Two members from each Zone as provided in Article V, Section 4. Two members from each zone are not mandatory, but will be given precedence over other Board members during election.
- b. Two-thirds (2/3) majority of members of the Board qualified as Property Directors as defined in Article V, Section 2.

After above requirements are met, remaining candidates receiving next highest vote totals shall fill the other Board positions.

Section 6. Tenure

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

The terms of Board members shall be staggered into three classes in nearly equal number of directors in each class so that at the time of each annual meeting of members the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Section 7. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held promptly after the annual meeting of the membership as provided in Article IV, Section 1. The Board of Directors may provide by

resolution the time and place for the holding of additional regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, email or by written notice. 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. Notice of the meeting shall include the business to be transacted and the purpose of the meeting.

Section 9. Quorum; Action

The presence in person (and not by proxy) of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business; a lesser number shall have power to adjourn to a specified later date without notice.

The act of a majority of directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board.

Section 10. Vacancies; Newly-Created Directorships

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. A director appointed to fill a vacancy is appointed for the unexpired term of his predecessor in office. Qualifications and requirements for directors in accordance with Article V, Section 2, shall be met.

If the Board increases the number of directors pursuant to Article V, Section 3, such newly-created directorship shall be filled by election by the members of the Corporation at an annual or special meeting called for that purpose.

Section 11. Compensation

Members of the Board of Directors or officers shall not receive any compensation for their services. Officers or board members incurring expenses on behalf of the Corporation, authorized by the Board, shall be reimbursed.

Section 12. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting provided unanimous written consent of all of the Directors is obtained following notice of the intended action to all members of the Board of Directors.

Section 13. Confidentiality

Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Section 14. Conduct of Business

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 15. Resignation and Removal

A member of the Board of Directors may resign by filing a written resignation with the secretary. Resignation shall not relieve such Board member of performance of duties up to the date such resignation becomes effective.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. The director in question is entitled to a hearing before the Board, if requested. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE VI. OFFICERS

Section 1. Officers and Qualifications

The officers of this Corporation shall be the President, one or more Vice-Presidents, Secretary and Treasurer. All officers must have the status of active members of the Board. An Associate Director, as defined in Article V, Section 2, may serve as an officer.

Section 2. President

The President shall be the principal executive officer of the Corporation, and shall perform the duties incident to the office of President.

The President's duties shall consist of:

- a. He/She shall carry out the policies and directives of the Board.
- b. He/She shall preside at all meetings of the Board and membership.
- c. He/She shall sign, with the Secretary or other authorized officer, any instruments which the Board of Directors authorize.
- d. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties shall consist of:

- a. He/She shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 4. Secretary

The Secretary's duties shall consist of:

- a. He/She shall keep the minutes of the meetings of the membership and the Board of Directors; and shall be the custodian of the books and records of the Corporation; and shall maintain a current roster of the names, addresses, telephone numbers, and email addresses of the membership.
- b. He/She is responsible for giving notices to Board members and the membership, as appropriate.
- c. He/She shall perform the usual duties of a secretary, and may be assisted by such assistant secretaries as may be authorized by the Board of Directors.
- d. He/She shall perform such other duties as may be directed by the President or Board of Directors.

Section 5. Treasurer

The Treasurer's duties shall consist of:

- a. He/She shall perform the usual duties of a treasurer and keep the financial books and records of the Corporation.
- b. He/She is responsible for managing the bank deposits and securities of the Corporation, and shall make such investments of corporate funds as directed by the Board.
- c. He/She shall collect dues and other receipts of the Corporation and shall promptly deposit them in the appropriate bank accounts or other depositories as directed by the Board.

- d. He/She shall periodically report the financial condition of the Corporation to the Board of Directors and to the membership annually.
- e. He/She shall give a bond, if required by the Board of Directors, with such sureties as the Board may direct.
- f. He/She shall promptly notify the Secretary of the Corporation when a member pays dues and shall provide required information to Secretary for roster keeping.
- g. He/She shall perform such other duties as may be directed by the President or Board of Directors.

Section 6. Additional Vice Presidents

Additional Vice Presidents shall have such duties as are given to them by the Board of Directors.

Section 7. Assistant Secretaries

Assistant Secretaries who are not Board members may be selected by the Board of Directors to serve in a secretarial capacity, but such assistant secretaries shall not be entitled to vote at Board meetings.

Section 8. Election of Officers

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Officers shall serve for one year. New offices may be created and filled at any meeting of the Board of Directors, and each officer shall hold office until their successor shall have been duly elected and qualified.

Section 9. Removal of Officer

Any officer elected or appointed by the Board of Directors may be removed by majority vote of the Board, whenever, in the Board's judgment, the best interests of the Corporation would be served thereby.

Section 10. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired term of office of the one vacating the office or post.

Section 11. Delivery of Records

Upon termination of any office, or expiration of a term of office, each officer shall deliver to the successor in office, or to such officer or director designated in writing by the Board of Directors: all the books, records, accounts, writings and documents of any kind belonging to the Corporation.

ARTICLE VII. COMMITTEES

Section 1. Qualification

Board of Directors may designate and appoint one or more committees to perform tasks assigned to them and make reports to the Board as directed. The Board shall appoint the members of each such committee. Non-members of the Corporation or the Board may be appointed to a committee if the Board of Directors so determines, but a majority of the committee must be composed of members of the Board. 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, of any responsibility imposed upon them by law.

Section 2. Term of Office

Each member of a committee shall serve until the next annual membership meeting, unless sooner removed by the Board. Members may be re-appointed to a committee for successive terms.

Section 3. Chair

One member of each committee shall be appointed Chair by the Board of Directors and shall be a Board member. A member of the Corporation or a non-member can serve as Co-Chair of the same committee.

Section 4. 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.

ARTICLE VIII. CONFLICT OF INTEREST

The Corporation shall produce a Conflict of Interest Policy and distribute to Board members. All Board of Directors shall sign and agree to abide by the policy prior to or upon being elected to the Board. Refer to Conflict of Interest Policy.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Texas Business Organization Code, the Corporation shall indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another entity (each of the foregoing directors officers and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit or proceeding in which

that indemnitee is made a party by reason of being or having been such director or officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, if authorized by the Board of Directors, upon receipt of a written undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and committees.

All books and records of the Corporation may be inspected by the members in good standing for any proper purpose and at any reasonable time.

ARTICLE XI. DEPOSITS, FUNDS AND CONTRACTS

All funds in the Corporation shall be deposited in a federally insured bank in the name of the Corporation, and all withdrawals shall be by check and shall require the signature of the President and Treasurer. The Board of Directors may authorize other officers wherever necessary to enter into a contract or execute or deliver any instruments in the name of and on behalf of the Corporation.

ARTICLE XII. FISCAL YEAR

The fiscal year of this Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII. OFFICES

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon the appropriate filing with the Secretary of State of Texas.

ARTICLE XIV. AMENDMENTS

Section 1. By Board of Directors

These Bylaws may be altered, amended or repealed and new Bylaws adopted by two-thirds (2/3) vote of the Board of Directors present at any regular meeting or at any special meeting at which a quorum is present, if at least five (5) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws, in such meeting. In the event such changes are made and ratified by the Board of Directors, the membership of the Corporation shall receive notice that such changes have been made and copies of new Bylaws provided electronically.

Section 2. By Members

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of all the members of the Corporation, at any annual or special meeting at which a quorum is present, provided the text of such proposed alteration, amendment or new Bylaws is included in the written notice of such meeting.

ARTICLE XV. MEETINGS

A meeting of the members of the Corporation, the Board or any committee designated by the Board may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Corporation must: (a) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and (b) keep a record of any vote or other action taken.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do adopt the foregoing Amended and Restated Bylaws as the Bylaws of this Corporation and certify the Amended and Restated Bylaws were adopted by the Board of Directors of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 14th day of October, 2020.

Jacy Robbins
Jacy Robbins, President - Meadow Lake Nolte Dam Association, Inc.

Sydney Burton
ATTEST: Sydney Burton, Secretary - Meadow Lake Nolte Dam Association, Inc.

Michael Meskill
ATTEST: Michael Meskill, Vice President - Meadow Lake Nolte Dam Association, Inc.

APPENDIX A:
MEADOW LAKE ZONING MAP FOR ELECTION OF
BOARD OF DIRECTORS

