

Adopted 9/5/1992 Semi-Annual Membership Meeting  
Amendment References on page 5

BY-LAWS OF  
LAKE MEDINA SHORES OWNER'S ASSOCIATION

ARTICLE ONE  
MEMBERSHIP

Section 1. Each owner of one or more lots and each purchaser under a contract to purchase one or more lots (with such contract then being in force) in Lake Medina Shores Subdivision (hereinafter called the "Subdivision") is eligible for membership provided, however, that commencing the third Saturday in May, 1990, Medina Development Company shall not be eligible for membership.

Section 2. Each member shall be entitled to one vote regardless of the number of lots owned, provided that members who are joint or common owners or purchasers of the same property shall collectively have only one vote.

All members of the Association regardless of whether their dues are current or not shall have the right to vote on all matters concerning LMSOA. Member's name must be included on the ballots. LMSOA must allow Proxy voting. However; if the matter being voted upon is modified, in any way, the Proxy votes will become void and can not be counted.

Section 3. All paid-up members, their families and authorized guests shall have the right to use all of the Association's facilities, including its swimming pool, parks and recreational area, to the extent permitted by and in accordance with terms and conditions that may be set out in the Association's rules which may from time to time be established by its Board of Directors. As to each membership that is held by other than a single individual, that is, a membership held by two or more persons, by a corporation, or by a firm partnership, the use of the Association's facilities shall be only by an individual person and the family of such individual person named by such member. In respect of any lot which is covered by a bona fide contract of sale, the purchaser (s) rather than the seller (s) of such lot shall be entitled to membership.

Section 4. Upon the termination of membership for any cause, whether by resignation, death, expulsion or otherwise, all the rights and interests of the member in the privileges, rights, properties, funds, assets of the Association shall cease, ipso facto.

Section 5. Membership shall be evidenced by such card, certificate or other writing, as the Board of Directors shall authorize.

Section 6. A member may be expelled for good cause only by a unanimous vote of all of the Board of Directors of the Association, which expulsion and determination of good cause shall be at the sole discretion of the Board of Directors. In no event shall expulsion operate to discharge the expelled member's indebtedness to the Association.

11/14/1999 – LMSOA BY- LAWS adopted 9/5/1992 Semi-Annual Membership Meeting Amended 5/4/1996 and 11/13/1999 General Membership Meetings.

## ARTICLE TWO

There shall be no initiation fees. Members shall be bound to pay assessments to the Association in accordance with the restrictions for the Subdivision now and hereafter recorded.

An owner of property in LMSOA, selling their property is required to obtain from LMSOA documents stating the By-Laws and deed restrictions and provide them to the buyer. The sale of property within LMSOA must be recorded in the real property records of the county of Bandera.

## ARTICLE THREE Board of Directors

Section 1. The affairs and management of the Association shall be conducted by a Board of Directors consisting of five (5) Directors, of which three (3) shall be full-time residents of the Subdivision. The Board shall have full power and authority to carry out the purposes of the Association and to do any and all lawful acts necessary or proper thereto.

Section 2. Except as otherwise provided in Section 3 of Article three, the Directors shall be elected at the August or September semi-annual meeting of the members and shall serve a term of three years and thereafter until their successors are elected and qualified. Any Director may succeed himself and serve as many consecutive terms to which he may be elected. Directors must be paid-up members of the Association.

Section 3. The initial Directors named in the Articles of Incorporation shall act as the first duly qualified Board of Administration and shall serve until the first annual meeting of the members and until their successors are elected and have qualified. Directors to fill vacancies caused by resignations, death or removal may be elected by majority vote at a meeting of a quorum of the remaining Directors; provided, however, that if there are fewer than three remaining Directors, such vacancies shall be filled by election at an annual or special meeting of members. Directors to fill positions created by an increase in the number of Directors may be elected at an annual or special meeting of the members. In order to retain Directors with previous experience as of September 5<sup>th</sup>, 1992, there will be one Director elected for a term of three (3) years, two (2) Directors for two (2) years, and two (2) for a one (1) year term. The Directors shall elect from among themselves the Chairman of the Board, a Vice-Chairman, a Secretary and Treasurer. (The last two positions, however may be held by one Director).

Section 4. Directors elected at an annual or special meeting of members shall be elected by a plurality of the voted cast in person or by proxy at such meeting. If directed by resolution adopted by the existing Board of Directors, any election of Directors may be held by ballots distributed by mail or similar methods rather than votes cast at a meeting. Before the expiration of the term of any Director, nominees for such position may be selected by a nominating committee of three members appointed by the Chairman or by such other method as is approved by or acceptable to the Board of Directors.

LMSOA BY-LAWS adopted 9/5/1992 Semi-Annual Membership Meeting  
Amended 5/4/1996 and 11/13/1999 Semi-Annual Membership Meetings.

Section 5. A majority of the Directors shall constitute a quorum at any meeting, and a majority of those present shall be sufficient to determine any question, except in regard to expulsion of members as hereinbefore

provided. Meetings of Board of Directors may be held at any place within the bounds of Lake Medina Shores Subdivision.

Three or more Directors are permitted to attend purely social events so long as no LMSOA business is discussed.

## ARTICLE FOUR Officers

Section 1. The Board of Directors may carefully select and hire a Project Manager, who is in charge of and oversees all paid employees. He should devise proper job descriptions for each one. He must work closely with the Treasurer in selecting those to be employed and the amount of their compensation, in view of living within the proposed budget. Only with the approval of the Board of Directors, can the Project Manager dismiss a paid employee, unless for theft.

In addition, an "officer," (approved by the Board), who serves on a voluntary basis (without pay), may be secured to assist the Project Manager in the area of enforcing architectural restrictions. Such an officer becomes a non-voting member of (mainly, an advisor to) the Board of Directors. If need be, other such officers may be appointed by the Board. If an officer resigns, or fails to carry out his duties, the Board of Directors may appoint his/her successor to fill out the term. All Board Members and officers shall be paid-up Association members.

Section 2. The Chairman of the Board of Directors shall be the chief executive officer of the Association and shall preside over the meetings of the Board of Directors and meetings of the membership.

Section 3. The Vice-Chairman shall exercise the functions of the Chairman in his absence and shall perform such other duties as the Board of Directors may prescribe.

Section 4. The Secretary shall keep, or cause to be kept, the minutes of all meetings and complete list of all members and their addresses, shall give the notices required therein, and shall perform all duties of a Secretary.

Section 5. The Treasurer, working in close cooperation with the Project Manager shall be responsible for handling and dispersing of all money. If he seriously questions that he is right in authorizing a payment, the Treasurer may appeal to one or more of the Directors for a ruling. He/she shall be responsible for the proper accounting of the Association's financial matters and shall prepare such reports as may be specified by the Board of Directors. If required by the Board of Directors, the Treasurer will be bonded at the expense of the Association. In addition, two voting members of the Board shall be authorized to sign checks with the signature of one Board member required on all checks.

11/14/1999 LMSOA By-Laws adopted 9/5/1992 Semi-Annual Membership Meeting- Amended 5/4/1996 and 12/13/1999 Semi-Annual Membership Meetings.

## ARTICLE FIVE Committees

Section 1. The Board of Directors or the Chairman may appoint such committees from time to time, and delegate to such committees, as it or he may deem proper.

Section 2. The appointments of the nominating committee shall be made by the Chairman as provided above.

## ARTICLE SIX Meetings

Section 1. The semiannual meeting of the members of the Association shall be held at the pavilion in the Subdivision or at such other places as shall be determined by the Chairman of the Board of Directors. The date will only be posted on the bulletin board in the recreation area. Such meetings will be held on the second Saturday of February and on the Saturday immediately prior to Labor Day each year, (commencing with the year 1993), at 10:00 A.M. Special meetings may be called by the Chairman or by a majority of the Board of Directors.

Section 2. Except as otherwise provided in the By-Laws, the vote of a majority of the total votes cast by qualified voting members present shall decide any question brought before such meeting, the respective members to have such number of votes as hereinbefore provided in ARTICLE ONE.

Section 3. There will be a monthly meeting of the Board of Directors, with one such meeting held on the same day and at the same place as the semiannual meeting in August or September. Other such meetings of the Directors should include Officers (also known as Supervisors). Their attendance is mandatory unless excused due to unavoidable circumstances. Special meetings of the Board of Directors shall be called at any time by the Chairman or by any three members of the Board of Directors.

Board Directors attendance is mandatory at monthly and special called Board meetings unless excused due to unavoidable circumstances. Board members with three consecutive unexcused absences or a total of four unexcused absences during the calendar year from either a monthly or a special called board meeting may be removed from the board by a majority vote at a meeting of a quorum of the remaining board of directors. The board may appoint a director to complete the balance of the removed director's term in accordance with Article Three, Section 3.

Section 4. No notice shall be required in respect to any semiannual meeting of members nor regular meeting of the Board of Directors.

Section 5. All meetings shall be conducted in accordance with Robert's Rules of Order.

11-14-1999- LMSOA By-Laws Adopted 9/5/1992 Semi-Annual Membership Meeting- Amended 5/4/1996 and 11/13/1999 Semi-Annual Membership Meeting

## ARTICLE SEVEN

### Miscellaneous

Section 1. Any notice required to be given shall be deemed to be personal notice, but may be orally given by the Chairman. The Chairman may provide that the notice be posted upon any bulletin board at the recreational area in the Subdivision.

Section 2. All provisions contained in the Articles of Incorporation, in the restrictions for the Subdivision now or hereafter recorded and in all state and federal statutes shall have precedence and shall control over any conflicting provisions contained in these by-laws.

Section 3. After the General Membership Meeting of September 5<sup>th</sup>, 1992, an amendment to these by-laws may be made only in the following manner: A) A proposed amendment must be in writing by the author proposing it, presented and read a regular meeting, at which time it may be discussed and amended if desired. B) At the next regular meeting, it shall be considered and voted on without further amendment, and upon approval of two-thirds (2/3) majority of the votes cast by members present and voting, shall become part of these By-Laws.

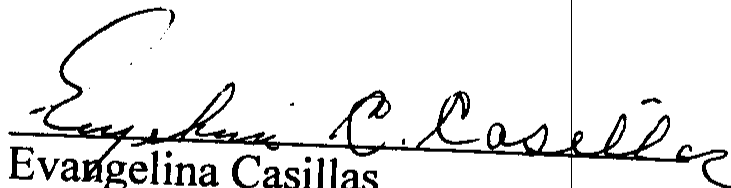
Section 4. The Association shall not enter into any contract to pay, and shall not pay, any salary or other remuneration to any Officer, Director nor committee member of the Association for any services.


#### Amendment References:

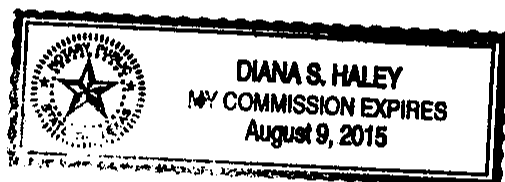
1. May 4, 1996- General Membership Meeting- Page 3- Article Four, Section 1, First Sentence "Shall" is amended to read "May".
2. November 13, 1999-General Membership Meeting- Page 4- Article Six Section 2, "nor by proxy" deleted from third line of this section.
3. November 13, 1999-General Membership Meeting-Page 4- Article Six, Section 3, "quarterly" amended to read "monthly".

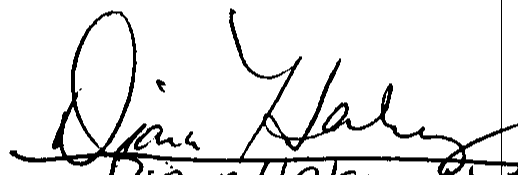
4. November 13, 1999-General Membership Meeting-Page 4- Article Six, Section 3, second paragraph added pertaining to Board Members meeting attendance and removal.

Adopted by the General Membership on 09/05/1992 and ratified on 03/29/2012.

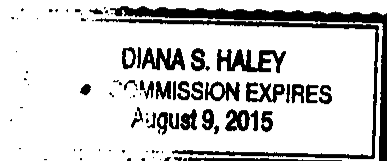
  
Evangelina Casillas  
Secretary, LMSOA

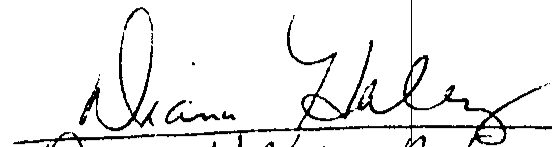
  
Ed Durham  
Registered Agent, LMSOA



  
DIANA HALEY, Notary Public  
State of TEXAS  
County of BANDERA

Before me Evangelina Casillas and  
Ed Durham appeared in Person on  
the 25th day of April 2012.



  
Diana Haley, Notary Public  
State of Texas County of  
Bandera.



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By:  
Tandie Mansfield

Any provision herein which restricts  
the sale, rental or use of the  
described real property because  
of color or race is invalid and  
unenforceable under Federal Law.

STATE OF TEXAS  
COUNTY OF BANDERA

I hereby certify that this  
instrument was filed on the date and  
time stamped hereon by me and was  
duly recorded in the volume and  
and page of the official records of:  
Bandera County  
as stamped hereon by me.

May 09, 2012

Candy Wheeler, County Clerk  
Bandera County

Hand Delivered To:

Ed Durham