

BY - LAWS  
OF  
WHARF AT CLEAR LAKE SLIP  
MAINTENANCE ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is THE WHARF AT CLEAR LAKE SLIP MAINTENANCE ASSOCIATION, INC. The principal address of the corporation shall be P.O. Box 1494, League City, Texas, 77573, but meetings of members and directors may be held at such places within the State of Texas, County of Harris or Galveston, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to THE WHARF AT CLEAR LAKE SLIP MAINTENANCE ASSOCIATION, INC., a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, including but not limited to those defined in the Declaration and plats, as amended or property under contract for use by the Association or Owners.

Section 4. "Slip" shall mean and refer to each of the individual tracts of land into which the Property (including any added or annexed property), excepting the Common Area, has been divided for individual use and ownership in connection with the berthing of a boat as defined and designated in the Declaration.

Section 5. "Owner" shall mean and refer to the owner of record, as reflected in the books of the Association, whether one or more persons or entities, of the fee simple title to any Slip which is a part of the Properties, excluding contract sellers, but including contract buyers, excluding those having such interest merely as security for the performance of an obligation. It is the duty of the new owner to notify the Association in writing when title has changed and to provide a tax identification number and address and phone number.

Section 6. "Declarant" shall mean and refer to 3200 CORPORATION, a corporation organized and existing under the laws of the State of Texas, its successors and assigns, if such successors and assigns have been designated in accordance with Article I, Section 19 of the Declaration.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Galveston County, Texas, as the same may be amended from time to time, and annexations thereto.

Section 8. "Member" shall mean and refer to each owner of record.

### ARTICLE III

#### VOTING, MEMBERS AND ORGANIZATION

Section 1. Voting and Members. A member shall be entitled to one (1) vote for each slip owned. A member who is delinquent in paying assessments, interest, or cost of collection, shall not be eligible to vote.

Section 2. Annual Meetings. An annual meeting of the members shall be held during the month of July in each year, in League City, Texas. Exact date, time and meeting place shall be established by the Board of Directors then serving.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-quarter (1/4) of the members who are entitled to vote.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) but not more than thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by the owner. The place, day, hour and purpose of the meeting shall be stated in the notice.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of membership provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to time set for the start of the meeting and shall be notarized. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Slip.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who shall be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

Section 2. Term of Office. Directors shall be elected for a term of two (2) years and serve in a manner to ensure continuity. A year shall be from annual meeting to annual meeting.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board even if less than a quorum, and shall serve for the unexpired term of his predecessor. Any director who is delinquent in paying assessment, penalty or cost of collection shall automatically be removed from the Board, if not cured within fourteen (14) days after written notice is sent, by certified mail, return receipt requested postage prepaid.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, a director may be reimbursed for his actual expenses incurred in the performance of his duties as approved by the Board.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors or by holding a meeting via telephone conference call. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members. The Nominating Committee

shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. A committee of one (1) director, and two (2) non-board members elected by a show of hands from the floor of the meeting shall count the ballots and certify the election. The Secretary shall certify the proxies and eligibility of voters and candidates. After the election meeting is adjourned, the ballots may be destroyed, but the count shall be made part of the minutes.

#### ARTICLE VI

##### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meeting of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of 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 directors, after not less than three (3) days notice to each director.

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 an act of the Board.

#### ARTICLE VII

##### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to but shall not be obligated to:

(a) adopt and publish rules and regulations governing the use of Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish fines and penalties for the infraction thereof. All fines shall become a part of the assessments payable by the member;

(b) suspend the voting rights of a member who is delinquent in assessments and the right to use any recreational facilities owned, operated, leased or otherwise made available by the Association. Such rights may also be suspended after notice and hearing, for a period of sixty (60) days for any infraction of published rules and regulations, which suspensions may be cumulative for multiple infractions:

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, independent contractors, agents or such other employees as they deem necessary, and to prescribe their duties, including but not limited to exercising the power of sale by nonjudicial foreclosure as provided in the Declaration;

(f) indemnify the directors, officers, managers, agents, independent contractors or employees as allowed by law.

Section 2. Duties. It shall be the duty of the 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 meeting of the members, or at any special meeting at which such statement is requested in writing by one-half (1/2) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each slip in advance of each annual assessment period; and

(2) send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;  
and

(g) cause the Common Area and facilities to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. 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 5. Resignation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.



Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes and be an authorized signer on Association checking account except as may be otherwise approved by the Board of Directors.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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 reimburse 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; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members who request the same. Certain of these responsibilities may be assigned to a paid management service and monitored by the treasurer.

#### ARTICLE IX

##### COMMITTEES

The Board of Directors shall appoint a Marina Control committee, as provided in the Declaration, and a Nominating Committee, provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X

##### RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member and copies may be purchased at reasonable cost.

#### ARTICLE XI

##### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which

The assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen (15%) per cent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his slip. From and after foreclosure each former owner and all parties in possession shall be tenants at sufferance of the purchaser at foreclosure who will be entitled to evict the same by forcible entry and detainer in Justice of the Peace Court. Any personal property not removed from the property within seven (7) days after the foreclosure sale shall be presumed abandoned and the purchaser shall be entitled to remove and dispose of the same without liability.

#### ARTICLE XII

##### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: THE WHARF AT CLEAR LAKE SLIP MAINTENANCE ASSOCIATION, INC.

#### ARTICLE XIII

##### UNAUTHORIZED MOORING

Any boat not moored with permission of the Association, or slip owner may be removed and stored, at the owner's expense, by the Association, who shall post signs at reasonable locations warning of this power and providing a 24-hour phone number where information may be obtained as to the place of storage.

ARTICLE XIV

AMENDMENTS

The By-Laws of this Association were adopted by the Board of Directors and shall be amended or altered by a vote of members holding a majority of the membership votes of this Association.

ARTICLE XV

MISCELLANEOUS

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, except that the first year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of THE WHARF CLEAR LAKE SLIP MAINTENANCE ASSOCIATION, INC., a nonprofit corporation, and,

THAT the foregoing By-Laws of said Association, as duly adopted at a Board of Directors meeting, held on the 20TH day of July, 1989.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Association this 28TH day of JULY, 1989.

William R. Ellis

Secretary