

**THE BAL HARBOUR ASSOCIATION**

**AMENDED AND RESTATED BYLAWS**

ADOPTED February 2, 2026

TABLE OF CONTENTS

| <u>Article</u>                                | <u>Page</u> |
|-----------------------------------------------|-------------|
| I. General Provisions and Definitions         | 1           |
| II. Functions of the Association              | 2           |
| III. Members                                  | 4           |
| IV. Board of Directors                        | 6           |
| V. Officers of the Association                | 9           |
| VI. Committees                                | 11          |
| VII. Contracts, Checks, Drafts, Bank Accounts | 13          |
| VIII. Miscellaneous Provisions                | 13          |
| IX. Indemnification                           | 14          |
| X. Amendment and Supplementation              | 15          |

**ARTICLE I  
GENERAL PROVISIONS, REFERENCES AND DEFINITIONS**

Section 1. Reference is made for all purposes to the following:

1.1. The plats of the SUBDIVISION known as "Bal Harbour" which plats are recorded in the Map Records of Harris County, Texas.

1.2. "Covenants and Restrictions" for Bal Harbour dated May 1986, recorded in Harris County, TX (herein called the "RESTRICTIONS") along with all amendments and supplements thereto, as such RESTRICTIONS may be supplemented or amended from time to time.

Section 2. This corporation is the identical non-profit corporation (which is referred to as "The Bal Harbour Association") in the Articles of Incorporation, adopted August 16, 1974, and the aforesaid recorded RESTRICTIONS of Bal Harbour. This corporation has all the rights, powers, privileges and authority vested in it under said RESTRICTIONS, as well as its Articles of Incorporation and

RP-2026-40831

pertinent state laws, and shall carry out all of the functions and responsibilities therein reserved to the Association, as well as those which may hereafter be accepted by the ASSOCIATION. The Association is also referred to as "The Bal Harbour Association, Inc." within the original Bylaws.

Section 3. The following terms, when used in these Bylaws, shall have the same meanings associated with them as set forth within the RESTRICTIONS:

- ASSOCIATION
- COMMON PROPERTIES
- LOT
- LIVING UNIT
- OWNER
- MORTGAGE
- MEMBER
- DEVELOPER

The following terms, when used in these Bylaws shall have the meanings set forth below:

- SUBDIVISION shall mean the aforesaid Bal Harbour, as shown on the aforesaid plat (and including all sections or replattings thereof and/or which may be hereafter platted and developed).
- ASSOCIATION PROPERTY MANAGER shall mean that person or entity which the Board of Directors may, in its discretion, hire to carry on and manage the day-to-day operations of the ASSOCIATION. Such ASSOCIATION PROPERTY MANAGER may be given such authority as the Board deems to be in the best interest of the ASSOCIATION.

In General, all terms which are defined in the RESTRICTIONS shall, when used herein, have the same meaning as that set forth in the RESTRICTIONS unless such term is expressly defined differently herein.

Section 4.

In the event of any conflict or inconsistency between the provisions of these Bylaws and provisions of the RESTRICTIONS, the provisions of the RESTRICTIONS shall control and govern.

## **ARTICLE II FUNCTIONS OF THE ASSOCIATION**

Section 1. Purposes:

The purposes for which the ASSOCIATION is formed are to promote the recreation, health and welfare of the residents in the SUBDIVISION, to support and seek to enhance property values throughout the subdivision, and for the improvement, operation and maintenance of the COMMON PROPERTIES, services and facilities devoted to this purpose. The ASSOCIATION shall have all powers necessary and proper to carry out its operations. Such powers shall include but not be limited to the following:

- 1.1. The ASSOCIATION, for the benefit of OWNERS, may:

RP-2026-40831

- acquire by gift, purchase or otherwise own, hold, enjoy, lease, transfer, mortgage, or otherwise dispose of real property including streets and COMMON PROPERTIES and/or personal property in connection with the business of the ASSOCIATION.
- endorse charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which the ASSOCIATION has jurisdiction;
- pay all expenses incidental thereto;
- enforce the decisions and rulings of the ASSOCIATION and/or the Board of Directors;
- pay all of the expenses in connection therewith;
- own, lease, provide, control, maintain and operate recreational facilities and private park areas.
- arrange for and provide refuse collection.
- construct and maintain rights-of-ways and easements.
- if deemed appropriate by the Board of Directors, provide for the employment of security personnel and/or obtain same through appropriate vendors.

1.2. The ASSOCIATION may do any other thing necessary or desirable in the opinion of the Board of Directors to keep the property, both private and common, in the SUBDIVISION in neat and good order, or which it considers of general benefit to the OWNERS or occupants of the LOTS, it being understood that the judgment of the Board in the expenditure of said funds shall be final and conclusive so long as such judgment is exercised in good faith.

1.3. The ASSOCIATION shall perform all duties and functions required by its Articles of Incorporation, Declaration of Covenants, Conditions and Restrictions, and applicable state Laws. Additionally, the Association shall:

- do all things necessary for the upkeep, repair and maintenance of all COMMON PROPERTIES and the replacement of improvements, fixtures and equipment.
- maintain the landscaping of the COMMON PROPERTIES to provide a uniform scheme of landscaping for the whole SUBDIVISION.
- pay ad valorem taxes and other assessments levied or imposed against the COMMON PROPERTIES.
- pay legal and other expenses incurred in connection with the enforcement of all recorded charges, covenants, restrictions and conditions affecting property to which MAINTENANCE FEE charges apply.
- pay all reasonable and necessary expenses in connection with the collection and administration of the MAINTENANCE FEE.

RP-2026-40831

- To the extent funds are available, provide approved planned and budgeted exterior maintenance of community residences, as set forth within the RESTRICTIONS and may send invoices or take other necessary action to collect the cost of such exterior maintenance from the OWNER of the LOT or LIVING UNIT for maintenance or repairs other than normal wear and tear.
- set and establish the amount of the MAINTENANCE FEE as provided in the RESTRICTIONS;
- hold and administer the MAINTENANCE FEES so collected (as defined in said RESTRICTIONS) and expend such MAINTENANCE FEES for the purposes contemplated by and in accordance with the terms and provisions of said RESTRICTIONS and these Bylaws;
- take such action as it deems appropriate, in its discretion, to enforce the collection of the MAINTENANCE FEES, and to enforce the provisions of the Declaration, as well as all Rules and Regulations which are promulgated by the Board.

1.4. The ASSOCIATION may contract with other entities to operate and/or administer the recreational and/or social facilities of the Association and to collect fees and charges for the use of recreational and/or social facilities of the ASSOCIATION, which shall serve as a source of revenue to the ASSOCIATION.

Section 2. Area:

The activities of the ASSOCIATION shall be limited to the area known as "Bal Harbour", the aforesaid SUBDIVISION in Harris County, Texas, (and including all sections thereto which may hereafter be platted and developed and/or annexed in accordance with the Declaration).

### **ARTICLE III MEMBERS**

Section 1. Annual Meeting:

The Annual Meeting of the MEMBERS shall be held on the first Monday in May of each successive year at 6:00 P.M. at the office of the ASSOCIATION in Bal Harbour, Nassau Bay, Texas, or at such other date, time and location as deemed appropriate by the Board of Directors. Notice shall be provided to MEMBERS in accordance with applicable statutes. The notice shall also be posted on the public bulletin board (if any) located at the property of 123 Lakeside Lane, Nassau Bay, Texas. Such notice shall be published and posted not less than 30 days prior to the meeting date and shall include:

- the date of the meeting;
- the time of the meeting;
- the location of the meeting; and,
- the agenda for the meeting.

In accordance with applicable State statutes, the Association may conduct meetings by using a conference telephone or similar communications equipment, or another suitable electronic

RP-2026-40831

communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at such virtual / remote meeting, the Association shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and, the Association shall keep a record of any vote or other action taken.

Special Meetings of the MEMBERS may be called by a majority action of the Board of Directors, or by a petition signed by not less than one third (1/3) of the MEMBERS eligible to vote. Notice of such Special Meeting must be as specified above.

At the Annual Meeting of the MEMBERS as well as any Special Meeting of the MEMBERS, only those items that are on the agenda can be acted on by the MEMBERS. Other items may be discussed at the option of the Chairperson, but MEMBERS shall not take action on any item not specifically on the published and posted agenda for said meeting. Motions from the floor shall not be allowed, nor entertained.

#### Section 2. Quorum:

Except as provided in the RESTRICTIONS for specific items, any number of the MEMBERS eligible to vote, present in person or by proxy, shall constitute a quorum for all purposes at the Annual or any Special Meeting(s) of the MEMBERS.

#### Section 3. Organization:

The President of the ASSOCIATION or in the event of his or her absence, the Vice President of the ASSOCIATION, shall call meetings of the MEMBERS to order and shall act as Chairperson of such meetings. In the absence of the President and the Vice President of the ASSOCIATION, the other Board members present may, by simple majority vote, appoint a Chairperson, to serve in such capacity for such meeting only. The Secretary of the ASSOCIATION or in his or her absence, an Assistant Secretary shall act as Secretary of all meetings of the MEMBERS, but in the absence of the Secretary and an Assistant Secretary, the Chairperson may appoint any person to act as Secretary of the meeting for the sole purpose of preparing Minutes of such meeting.

#### Section 4. Qualifications:

Those persons defined to be MEMBERS in the RESTRICTIONS shall be MEMBERS of the ASSOCIATION.

#### Section 5. Voting:

MEMBERS shall be entitled to one (1) vote for each LOT or LIVING UNIT in which they hold the interest required for MEMBERSHIP in the RESTRICTIONS. In instances whereby a LOT or LIVING UNIT is owned by multiple persons or entities, such interest or interests in any LOT or LIVING UNIT shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such LOT or LIVING UNIT. No fractional votes shall be permitted, and no cumulative voting shall be permitted. In the event that such multiple owners cannot determine how a vote is to be cast upon an issue, then such LOT or LIVING UNIT shall not vote on such issue. Each MEMBER may vote in person or by proxy appointed by instrument in writing and subscribed by the MEMBER or by the duly authorized attorney-in-fact of such MEMBER. At all Annual or Special Meetings of MEMBERS all questions properly before the assembly, except those the manner of which is otherwise expressly governed by statute, the

RP-2026-40831

RESTRICTIONS of the ASSOCIATION or by these Bylaws, shall be decided by a majority of votes received from the MEMBERS of the ASSOCIATION either present in person or by proxy and entitled to vote. All voting shall be by voice vote, except that, upon the determination of the Chairperson of the meeting or upon demand of any MEMBER or his or her proxy, voting on any further questions at any meeting shall be by ballot. The election of Directors is governed by state statute, and shall be by secret written ballot. At all meetings of Members, each Member may vote: (i) in person, by written ballot, or (ii) by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period; or (iii) by absentee ballot in accordance with Section 209.00592 of the Texas Property Code; or (iv) by electronic ballot in accordance with Section 209.00592 of the Texas Property Code, provided the Association and/or its managing agent possess the equipment, technology and personnel necessary to conduct such election by electronic means. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. All ballots shall be in writing and signed by the Member. Electronic ballots, if utilized, shall be subject to verification and identification of the Member casting such ballot. Except as hereinafter provided, all Members of this Association shall have a right to vote on any matter duly submitted to a vote of the Membership, in keeping with applicable State statutes. The foregoing is subject to the following exceptions: (a) not more than one Member from any single household or lot situated in the Association shall be entitled to vote on any matter submitted to a vote of the Membership; and (b) all rights and privileges of the Members shall be subject to the terms of the Articles of Incorporation and By-Laws of the Association and such other reasonable rules and regulations as may be promulgated by the Board of Directors, as well as applicable State statutes.

#### **ARTICLE IV BOARD OF DIRECTORS**

##### **Section 1. Organization:**

The business and property of the ASSOCIATION shall be managed and controlled by the Board of Directors and subject to the restrictions imposed by applicable laws, by the RESTRICTIONS, or by these Bylaws. The Board of Directors shall exercise all the powers of the ASSOCIATION. All action taken by the Board, except as specifically specified elsewhere in the RESTRICTIONS or these Bylaws, shall require a majority vote of the Directors present, a quorum being present, for approval. The Board may appoint committees as herein after provided to assist in the management of the various activities of the ASSOCIATION, but the Board shall retain control of all operations. No ASSOCIATION funds may be spent without the approval of the Board of Directors. The Board may, if it is believed to be in best interest of the MEMBERSHIP, hire an ASSOCIATION PROPERTY MANAGER and such other persons or entities as deemed necessary to oversee the day-to-day operations of the ASSOCIATION.

##### **Section 2. Number and Eligibility:**

The affairs of the ASSOCIATION shall be managed by not less than five (5) and not more than nine (9) Directors. All Directors must be MEMBERS of the ASSOCIATION and must be the OWNER of record of a LOT or LIVING UNIT. The Board shall seek nominations to the Board of Directors by way of candidate solicitation to the MEMBERS, as required by applicable statutes.

##### **Section 3. Term of Office:**

RP-2026-40831

The term of office for a Director shall be three years. There shall be no limit to the number of terms that an individual may seek to serve on the Board and/or be reelected as a Director. At each annual meeting, the ASSOCIATION MEMBERS shall elect three (3) individuals as Directors to fill vacancies resulting from the completion and/or expiration of three-year terms.

**Section 4. Vacancy:**

Any Director or Audit Committee Member may be removed from the Board of Directors or Audit Committee respectively, 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 or Audit Committee Member, his or her successor shall be selected by the remaining members of the Board of Directors, the timing of which selection is at the discretion of the Board, and shall serve in his or her predecessor's place until the next Annual Meeting. The above vacancy will then be filled, to complete the term of the original Director or Audit Committee Member, by a vote of the MEMBERSHIP.

**Section 5. First Meeting:**

Each year the Board of Directors shall hold its first regular meeting for the purpose of organization and transaction of business not later than the first Monday at 6:00 P.M. of the first month following the Annual Meeting of the ASSOCIATION. This first meeting will be called by the Chairperson or acting Chairperson of the Annual Meeting. Until such first meeting is called and the transition to the new Board of Directors has occurred, the preceding Board of Directors and its officers shall remain in office, and fully functional, save and except those Directors whose terms have expired. In the event a Special Meeting is required to conduct the affairs of the ASSOCIATION prior to the new Board of Directors first meeting, the preceding Board of Directors may call a Special Meeting in accordance with Section 8, Special Meetings. Newly elected Board members may attend such Special Meetings and they shall have full Board member privileges, including but not limited to the right to vote.

**Section 6. Election of Officers:**

At the First Meeting of the Board of Directors as set forth in Section 5, at which a quorum is present, the Board of Directors shall proceed to the election of a President, Vice President, Secretary and Treasurer from among the voting members of the Board as their first order of business. The offices of President and Vice President shall be filled by members of the Board who have served on the Board for a least one (1) full year.

**Section 7. Regular Meetings:**

The Board of Directors shall meet regularly on the first Monday of each month at 6:00 P.M, unless such date falls on a holiday, in which instances the meeting shall be moved to the second Monday of the month. Notwithstanding the foregoing, the Board of Directors meeting for the month of May may take place on the day following the Annual Meeting of the Members. A Regular Meeting may be rescheduled by a majority vote of those Board Members present, in which case a minimum 14 days notice shall be provided to the MEMBERS.

**Section 8. Special Meetings:**

Special Meetings of the Board of Directors shall be held whenever called by the joint act of any three of the Directors then in office. The Directors calling the Special Meeting shall notify the Secretary and the Secretary shall give notice of the Special Meeting by mail, telephone, e-mail, or personal delivery to each Director at his or her residence or usual place of business at least seventy-two hours prior to the meeting. Only the business stated in the notice thereof may be transacted at a Special

RP-2026-40831

Meeting. The ASSOCIATION PROPERTY MANAGER shall notify the ASSOCIATION MEMBERS of the time, date, place and agenda of such Special Meeting at least 72 hours prior to the meeting, in accordance with applicable statutes. The minutes of all Special Meetings will be published to the MEMBERSHIP.

Section 9. Agenda:

At all meetings of the Board of Directors the agenda for said meeting shall be written and distributed to all homeowners prior to said meeting. At such meeting only those items that are on the agenda may be acted upon. Other items may be discussed, at the option of the President (or Chairperson), but the Board shall not take action on any item not specifically on the agenda. All Regular and Special meetings of the Board of Directors shall be open to all members, subject to the Board's right to adjourn and reconvene in closed executive session, per applicable state statutes.

Section 10. Quorum:

The majority of the voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, then the meeting shall be rescheduled within the following 14 days. The act of a majority of all of the Board of Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors except as otherwise provided by law, the RESTRICTIONS of the ASSOCIATION, or by these Bylaws. At such time as a quorum is established, it is presumed that a quorum is present throughout the duration of such meeting, without regard to whether any Director leaves such meeting prior to adjournment.

Section 11. Order of Business:

At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President and in the absence of both, a Chairperson shall be chosen from the Directors present. The Secretary of the ASSOCIATION shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting for the sole purpose of preparing Minutes of such meeting, it being expressly understood that only members of the Board may vote at such meetings. The Agenda of the Board of Directors meetings may include a MEMBER comment session (no Board response required) in order for MEMBERS attending such Board meetings in person, to speak for a limit of two minutes per MEMBER on any matter under consideration, unless time constraints require a lesser period of speaking time. MEMBERS attending a Board meeting by Zoom or other online platform, shall not be permitted to speak during the MEMBER comment session.

Section 12. Services:

No Director or Officer of the ASSOCIATION shall be required to devote his or her time or render services exclusively to the ASSOCIATION. Each Director and Officer of the ASSOCIATION shall be free to engage in any and all other business and activities without liability to the ASSOCIATION. Likewise, each and every Director and Officer of the ASSOCIATION shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a trustee or officer of any other corporation or corporations, entity or entities, without breach of duty to the ASSOCIATION or its MEMBERS. No contract or other transaction of the ASSOCIATION shall ever be affected by the fact that any Director or Officer of the ASSOCIATION is interested in, or connected with any party to such contract or transaction, or is a party to such

RP-2026-40831

contract or transaction, provided that such contract or transaction shall be approved by a majority of the Board of Directors. In such instances, such interested Director shall be recused from, and shall not in any manner participate in, any discussion or voting in connection with such transaction. No Director or Officer of the ASSOCIATION shall, however, directly contract with the ASSOCIATION for personal services.

## **ARTICLE V OFFICERS OF THE ASSOCIATION**

### Section 1. Titles and Terms of Office:

The Officers of the ASSOCIATION shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time determine. One person may not hold more than one office except that the Secretary and Treasurer may be one person if the Board believes such arrangement to be in the best interest of the ASSOCIATION. All Officers shall be subject to removal with or without cause, at any time, by a vote of a majority of all the members of the Board of Directors. A vacancy occasioned by affirmative action of the Board shall be filled by a majority vote of all the members of the Board of Directors.

### Section 2. Powers of the President:

The President shall be in general charge of the affairs of the ASSOCIATION in the ordinary conduct of its business and shall preside at all regular meetings of the Board of Directors. The President may enter into any contract or execute and deliver any instrument as is authorized and/or controlled by the Board of Directors and as provided in Article VII, Sections 1 through 4 of these Bylaws.

### Section 3. Vice President:

It shall be the duty of the Vice President to assist the President, and in the President's absence, or upon his or her inability to act, the Vice President shall have and exercise the powers of the President.

### Section 4. Treasurer:

If the duties of the Treasurer have not been delegated as set out below, then the Treasurer shall have the responsibility to manage all the funds and securities of the ASSOCIATION. When necessary and proper, he or she may:

- endorse, on behalf of the ASSOCIATION, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the ASSOCIATION in such bank or banks, or depositories as shall be designated in the manner described by the Board of Directors;
- sign all receipts and vouchers for payments made to the ASSOCIATION, or jointly with such Officer as is designated by the Board of Directors.
- review and authorize payments made by the ASSOCIATION, either independently or in conjunction with an Officer designated by the Board of Directors. The Treasurer may delegate this authorization, including the signing of payments, to the ASSOCIATION PROPERTY MANAGER within prescribed spending limits and types of payments as outlined within an annually reviewed and/or updated Guidelines Governing Delegation of Financial Authority and Delegation of Financial Authority Table. This Delegation of Financial Authority Table must be

signed by the Treasurer, Board President, and the Association Property Manager, with the approved spending limits and types of payments documented and retained for review or audit purposes. This delegation of authority may be amended or retracted at any time by the Treasurer or affirmative vote of the Board of Directors.

Whenever required by the Board of Directors, he or she shall:

- Fully review all statements and other documentation provided by banks and/or other financial institutions. Such review shall be shared with all members of the Board, in order that all Board members may review them;
- regularly review the books of the ASSOCIATION, as to be kept by the Association Management, providing full and accurate accounts of all moneys received and paid out on account of the ASSOCIATION;
- perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors;

If the Board of Directors deems it necessary and appropriate, any officer may be required to provide a bond to guarantee they will properly perform their duties. The Board will set the bond's type, amount, and conditions. The Association will pay for the cost of the bond.

The Board of Directors may delegate the duties of the Treasurer of the ASSOCIATION to any competent person (including the ASSOCIATION PROPERTY MANAGER), bookkeeping firm, accounting firm or property management firm for such period(s) and upon such terms as the Board of Directors may deem appropriate.

Section 5. Secretary:

The Secretary shall:

- keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the MEMBERS, in books provided for that purpose;
- assist with the preparation and service of all notices;
- sign with the President or Vice President in the name of the ASSOCIATION or otherwise attest to all contracts, conveyances, transfers, assignments, authorizations and other instruments of the ASSOCIATION;
- oversee the maintenance, keeping and storage of the books and records of the Association as the Board of Directors may direct, which shall be open to the inspection by any MEMBER, save and except such books and records which are exempt by statute from inspection and/or production, upon proper request in accordance with applicable statutes, which inspection may take place at the office of the ASSOCIATION, during regular business hours or at such other location as may be determined necessary by the Board of Directors;

- in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.
- be responsible for publication of the minutes of all Board meetings and MEMBERSHIP meetings in the official publication of the ASSOCIATION.
- use his or her best efforts, following the close of each session of the Texas Legislature, to report to the Board on any duly enacted legislation which may require changes to the Bal Harbour properties, policies, procedures and/or the general business of the Association.

If an ASSOCIATION PROPERTY MANAGER is actively employed by the Association, the Secretary may allow such ASSOCIATION PROPERTY MANAGER to maintain the above-described records, issue required notices and perform the above-described functions, and shall endeavor to assist the ASSOCIATION PROPERTY MANAGER in such matters.

## **ARTICLE VI COMMITTEES**

### **Section 1. Finance Committee:**

A Finance Committee, composed of the President, Vice President, Treasurer (who shall be Chairperson), Secretary and one Director, who shall be appointed by the Board of Directors, shall prepare the annual budget and recommend the necessary expenditures to the Board of Directors.

### **Section 2. Audit Committee:**

An Audit Committee consisting of two members from the general MEMBERSHIP who are neither Officers nor Directors, shall be elected by the MEMBERSHIP to serve staggered two-year terms. At each Annual Meeting one member shall be elected to serve a two-year term. This committee shall be responsible to report to the Board of Directors and the general MEMBERSHIP at the next annual meeting, their review, audit findings, and recommendations concerning financial matters of the ASSOCIATION. The committee shall, with the approval of the Board, have the power to employ a third party, independent accounting firm for the purpose of audit and review. The expense of such audit shall be an expense of the ASSOCIATION.

### **Section 3. Architectural Control Committee:**

An Architectural Control Committee shall be composed of three members, who shall be seated on such Committee in accordance with the Association's Policy Governing Service on Architectural Control Committee, as such Policy is adopted by the Board and modified from time to time in keeping with current statutes.

### **Section 4. House and Grounds Committee:**

A House and Grounds Committee, composed of one Director, who shall serve as Chairperson, and at least two members of the ASSOCIATION shall be appointed by the Board of Directors and shall make recommendations on the operations of the clubhouse, swimming pools and common properties not specifically assigned to another committee.

### **Section 5. Tennis Committee:**

RP-2026-40831

The Tennis Committee shall consist of at least two members, being one Director, who will serve as Chairperson, and one or more additional members shall be appointed by the Board of Directors from the MEMBERS of the ASSOCIATION. The Tennis Committee shall make recommendations for the personnel, operations, and policies concerning the Tennis Pro Shop and Tennis Courts as well as policies concerning membership in the Racket and Swim Club.

Section 6. Yacht Committee:

The Yacht Committee shall consist of three (3) or more members of the ASSOCIATION, being one Director, who will serve as Chairperson, and at least two additional members shall be appointed by the Board of Directors from the MEMBERS of the ASSOCIATION. The Yacht Committee shall make recommendations for activities, improvements, personnel, operations, and policies concerning the marina and canals.

Marina: The Yacht Committee shall recommend proper allocation and leasing policies for boat slips, operational activities of the Marina and other boat facilities of Bal Harbour. Particular attention shall be given to the safety and security aspects of those facilities.

Canals: The Yacht Committee shall establish and maintain proper marking and draft maintenance of canals giving access to Bal Harbour from the Clear Lake Channel.

Section 7. Social Committee:

The Board of Directors may appoint a Social Committee or Committees from time to time as in its discretion it believes to be in the best interest of the MEMBERSHIP. Such Social Committee may act alone or may assist the Yacht Committee in the planning of social activities.

Section 8. Emergency Preparedness & Security Committee:

An Emergency Preparedness Committee composed of three or more MEMBERS of the ASSOCIATION may be appointed by the Board of Directors, one of which shall be a Board member who shall act as Chairperson, and shall have the responsibility of developing emergency plans of action. These plans would include guidelines to remove or secure building materials and trash, secure boats and equipment, set up communications, and other such guidelines as deemed necessary to cope with local emergencies; also, to maintain coordination and communications with local community preparedness organizations. The intent of such plans is to promote coordination and effectiveness amongst MEMBERS and other persons who seek to minimize anticipated damage to property in connection with any anticipated event. It is expressly understood that the ASSOCIATION and its Board of Directors shall not actually perform the plans, nor cause to be performed, the above-mentioned emergency preparation efforts, and shall have no liability in connection with same.

Section 9. Communications Committee:

The Board of Directors may appoint a Communications Committee which shall consist of a Chairperson appointed by the Board, the ASSOCIATION PROPERTY MANAGER and one or more additional MEMBERS of the ASSOCIATION as appointed by the Chairman of the Communications Committee. The Committee will assist the ASSOCIATION PROPERTY MANAGER in the publication of the official Bal Harbour Publication for the purpose of keeping MEMBERS of the ASSOCIATION informed of official notices and matters as required by the Bylaws and other items of interest to the residents of Bal Harbour. The Committee will also be responsible to the Board to provide all new OWNERS, with a copy of current Bylaws, RESTRICTIONS, and other information necessary to familiarize themselves with policies and regulations of the ASSOCIATION. Special

RP-2026-40831

effort will be made to meet all new residents of Bal Harbour by this Committee. If no specific committee is appointed, then the ASSOCIATION PROPERTY MANAGER will assist with the above activities.

**Section 10. Special Committees:**

The Board of Directors may provide for other committees as it deems advisable. On appointment of a committee, the Board shall be responsible for defining the Committee's function and specific activities.

**ARTICLE VII  
CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

Section 1. The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of the ASSOCIATION, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the Bylaws, no officer or agent or employee shall have any power or authority to bind the ASSOCIATION by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. No loan shall be contracted on behalf of the ASSOCIATION, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3. All checks, drafts and other orders for the payment of money out of the funds of the ASSOCIATION, and all notes or other evidence of indebtedness of the ASSOCIATION shall be signed by the ASSOCIATION PROPERTY MANAGER and counter signed by an Officer on behalf of the ASSOCIATION in such manner as shall be determined through a Delegation of Financial Authority from the Treasurer and approved by the Board of Directors. The Association Treasurer may delegate this payment authority to the ASSOCIATION PROPERTY MANAGER at prescribed limits and payment types allowing payments to be signed without additional counter signature restrictions of the Board of Directors. These Guidelines Governing Delegation of Financial Authority and Delegation of Financial Authority Table will be reviewed or updated annually by the Treasurer and subject to review of the Board of Directors. This Delegation of Financial Authority may be retracted at any time by the Treasurer or an affirmative vote of the Board of Directors. A list of all payments signed by the Association Property Manager under this delegation of authority will be provided to the Board of Directors for review in the monthly financial reporting package.

Section 4. All funds of the ASSOCIATION not otherwise employed shall be deposited from time to time to the credit of the ASSOCIATION in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, Vice President, Treasurer, Secretary or any other officer or agent or employee of the ASSOCIATION to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the ASSOCIATION.

**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

RP-2026-40831

Section 1. Offices:

The principal offices of the ASSOCIATION shall be at 123 Lakeside Lane, Houston, Texas 77058.

Section 2. Fiscal Year:

The fiscal year of the ASSOCIATION shall begin on November 1<sup>st</sup> and end at midnight on October 31<sup>st</sup> of each calendar year. Maintenance fees for each year commence at the start of each fiscal year.

Section 3. Notice and Waiver of Notice:

Unless otherwise governed by statute, whenever any notice whatsoever is required to be given under the provisions of these Bylaws, said notice shall be sufficient if published in the official publication of The Bal Harbour ASSOCIATION and posted on the bulletin board so designated in the office of the ASSOCIATION or mailed, post paid, to the last known address of intended recipient.

Section 4. Resignations:

Any Director or Officer or Audit Committee Member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the notice of such resignation.

Section 5. Rules of Order of Meetings:

All meetings of the Board and the MEMBERSHIP shall be conducted in accordance with the latest edition of "Robert's Rules of Order".

## ARTICLE IX INDEMNIFICATION

Section 1. Liability of Directors and Officers in Certain Cases:

To the fullest extent permitted by law, each Director and/or Officer of the ASSOCIATION shall, in the performance of any duty imposed by or in the exercise of any power conferred upon him or her by the ASSOCIATION or by applicable law, be fully protected and excused from liability if, in the exercise of ordinary care, he or she acted in good faith, and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION. In case of a lawsuit or similar action against an Officer and/or Director, the ASSOCIATION shall indemnify such Director and/or Officer, including indemnification for expenses, attorney's fees and amounts paid in settlement, actually and reasonably incurred by such Officer or Director in connection with the defense or settlement of such action. This provision shall not apply in the case of a suit brought against any Director by the Association. This indemnification shall be cumulative of, and not in lieu of, any other rights to which an Officer and/or Director may be entitled by law, agreement, vote of MEMBERS or disinterested Directors, or otherwise. This indemnification shall continue as to an Officer's or Director's estate, as well as his or her heirs, executors and administrators. The ASSOCIATION shall purchase and maintain insurance on behalf of the Officers and Directors against any liability incurred by them in such positions or arising out of their status as such, and such insurance may extend beyond the indemnification provisions hereof.

Section 2. Ratification by MEMBERS or Directors of Certain Acts:

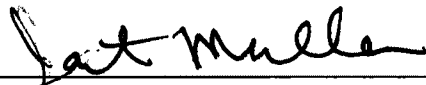
RP-2026-40831


In addition to the Board's ability to ratify actions, as provided by applicable state statutes, the Directors, in their discretion, may submit any contract, transaction or act for approval or ratification in any MEMBER'S meeting, and any contract, transaction or act of the ASSOCIATION or of the Board of Directors which is approved or ratified by vote of the majority of the MEMBERS present in person or by proxy at a MEMBER'S meeting at which there is a quorum present shall be valid and binding upon the ASSOCIATION and all MEMBERS thereof, as if it had been approved and ratified by every MEMBER; but the fact that any contract, transaction or act is not so submitted to the MEMBERS for ratification, or any failure of the MEMBERS to approve or ratify such contract, transaction or act, when submitted, shall not be deemed in any way to invalidate the same or to deprive the ASSOCIATION, its Directors or Officers of the power and authority to proceed with the execution and/or performance of such contract, transaction or act.


**ARTICLE X  
AMENDMENT AND SUPPLEMENTATION**

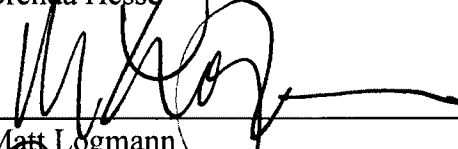
Section 1. In accordance with the applicable provisions of the Texas Business Organizations Code, these Bylaws may be supplemented, altered, amended, or repealed by the affirmative vote of a majority of the Directors, at any Regular or Special Meeting of such Board of Directors.

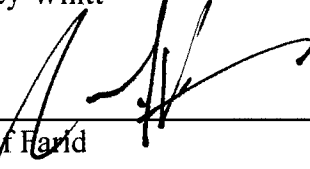
ADOPTED by the Board of Directors this 2nd day of February 2026.

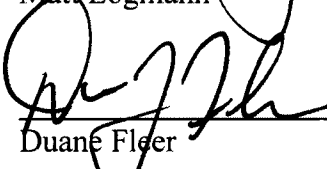
  
\_\_\_\_\_  
Janet Mullen

  
\_\_\_\_\_  
Brenda Hesse


  
\_\_\_\_\_  
Jeffrey Whitt


  
\_\_\_\_\_  
Matt Logmann

  
\_\_\_\_\_  
Raouf Farid

  
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Duane Fleer

  
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Suzzane Sanders

  
\_\_\_\_\_  
Mark Widaski

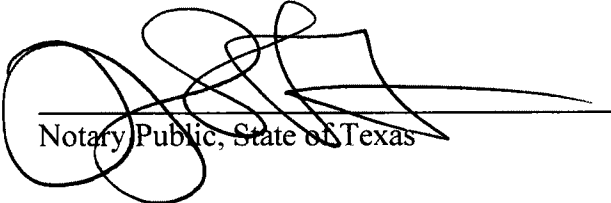
  
\_\_\_\_\_  
Fred Martin

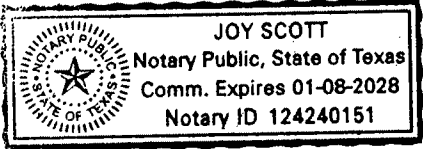
RP-2026-40831

STATE OF TEXAS           §  
                                          §  
COUNTY OF HARRIS       §

Before me, the undersigned authority, on this day personally appeared Janet Mullen, Matt Logmann, Brenda Hesse, Duane Fleeer, Raouf Farid, Suzanne Sanders, Mark Widaski, Fred Martin, and Jeffrey Whitt, each a Director of The Bal Harbour Association, Inc., a Texas non-profit corporation, each known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he/she had executed the same as the act of said entity for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 2<sup>nd</sup> day of February, 2026.

  
\_\_\_\_\_  
Notary Public, State of Texas



RP-2026-40831

RP-2026-40831  
# Pages 17  
02/04/2026 08:32 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
TENESHIA HUDSPETH  
COUNTY CLERK  
Fees \$85.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

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.

THE STATE OF TEXAS  
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



*Teneshia Hudspeth*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

RP-2026-40831