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BYLAWS

LAKE JACKSONVILLE ASSOCIATION, INC.

PREAMBLE

The purpose for which this Corporation is organized is to act as a non-profit organization to promote and protect the interest of the members; to serve as an advisory agency to all governmental agencies regulating the Lake Jacksonville properties; to conduct various lawful activities for the benefit of the leaseholders; to discuss with the landlord all matters pertinent to leaseholders' interest, whether contained in lease agreements or otherwise; to assist the landlord in enforcement of lease provisions; and to generally promote and enhance the Lake Jacksonville area and leased grounds, and provide such services as deemed lawful and necessary to that end.

ARTICLE I

Section 1. NAME. The name of this Corporation shall be the Lake Jacksonville Association, Inc.

ARTICLE II

Section 1. OFFICE. The principal office of this Corporation shall be that address designated by each President of this Corporation for the period corresponding with his term of office.

ARTICLE III

Section 1. MEMBERS. The Corporation shall be composed of one class of membership. The only requirement for membership in this Corporation shall be that the applicant for membership is shown to be a leaseholder or the owner of property located on or in the vicinity of Lake Jacksonville Cherokee County, Texas by the records of the City Secretary of Jacksonville, Texas, the Lake Jacksonville Concessionaire, or the county Clerk. Property owners other than leaseholders may become members by a two-thirds vote of the Board of Directors.

Section 2. DUES. The initial fee to become a member shall be payable at the time of application. Annual dues shall be payable on January 1 of each year. Any member having failed to pay by April 1 shall be dropped from the rolls.

Section 3. LEASEHOLDER OF MORE THAN ONE LEASE. No individual may possess more than one membership regardless of how many leases held.

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Section 4. VOTES. Each membership is entitled to one vote on the election of any officer or any issue presented for consideration. No member may vote unless the member is shown to be in good standing on the membership rolls. Proxy voting is permitted. A proxy form is to be included with the call to the annual meeting.

Section 5. DROPPING OF MEMBERS. For reasons of misconduct or misrepresentation, members may be dropped from membership by a majority vote of the Board of directors upon three weeks prior written notice to the member-being-considered. Failure to pay the membership fee or annual dues shall be cause for automatic dismissal as a member, as prescribed in Section 2 of this Article. Any dropped member shall have the right to appeal the action of the Board at the next general membership meeting, and should a majority of the members in attendance vote to revoke the action of the Board, the member shall be reinstated.

Section 6. MEETINGS. The general membership meeting shall be held on the second Thursday of January of each year. At least three-weeks written or personal notice shall be required prior to the annual meeting.

Either written or personal notice shall be given not less than ten (10) nor more than fifty (50) days prior to a special meeting. Special meetings may be called by the President, a majority of the Board of Directors or by at least one-tenth (1/10) of the total membership.

The vote of the majority of eligible voting members present at the general membership meeting or any special meeting shall be sufficient for any action taken, except amendments to the Articles of Incorporation and reversal of a Board of Directors decision.

ARTICLE IV

Section 1. BOARD OF DIRECTORS. The Corporation shall be governed by a Board of Directors consisting of three Officers and a maximum of 11 Directors. The President shall preside over all Board Meetings and shall vote only in case of a tie. Decisions made by the Board of Directors can be reversed by a two-thirds (2/3) vote of the general membership.

A. Duty of the Board. The Board shall be charged with the responsibility of representing the interests and opinions of the Lake Jacksonville Association

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members by interface with the city of Jacksonville and any and all agencies that may be required. All issues referred to the Board shall be investigated to determine each issue's validity and, when appropriate, refer it to a standing committee or create a special committee to study the issue and make a written opinion which shall be placed on the agenda of the next Board meeting or membership meeting for consideration.

B. Meeting of the Board. The Board of Directors shall meet at least twice each year with one meeting just prior to the general membership meeting; however, a meeting of the Board may be called at any time by the President or any six (6) Directors upon ten (10) days advance written notice.

ARTICLE V

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, and Secretary/Treasurer. The officers shall be active members in good standing and be elected by the general membership at its annual meeting and shall serve a two-year term.

Section 2. PRESIDENT. The President shall be the presiding officer of the Corporation. He/she shall preside at all membership meetings and Board of Directors meetings. He/she shall direct all business of the Corporation under the Articles of Incorporation, Bylaws and instructions from the Board of Directors.

Section 3. VICE PRESIDENT. The Vice President shall be the presiding officer in the absence of the President and perform such other duties delegated to him/her by the President.

Section 4. SECRETARY/TREASURER. The Secretary/Treasurer shall keep the minutes of the general membership meetings and Board Meetings, perform all necessary tasks of correspondence, and have custody of the seal and records of the Corporation. In addition, the Secretary/Treasurer shall be the custodian of the funds of the corporation; attend to the collection of all dues and fees owing to the Corporation; pay the expenses of the Corporation; keeping account of such collections and expenses; have custody of all financial records and membership rolls of the Corporation, and make an annual financial statement available to the general membership at each general meeting.

Section 5. VACANCY. Any vacancy occurring within the officers shall be filled by the Board of Directors for the remainder of the officer's term, except that the Vice President shall be the successor to the President.

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Section 6. NOMINATIONS. Thirty (30) days prior to the annual membership meeting, the President shall appoint a Nominating Committee composed of at least three (3) Directors, which shall prepare a slate of nominees for all officers and Board of Directors positions that are expiring. The report of said Nominating Committee shall be received at the annual general membership meeting. Additional nominations may be made from the floor in all elections.

Section 7. VOTING. All voting on any issue or election of officers and directors will be conducted in the manner chosen by the President or the presiding officer, except that on the request of twenty (20) percent of the eligible voters present, a secret ballot may be used .

Section 8. TERM OF OFFICE.

A. OFFICERS. The term of office for officers shall be two years from the close of the annual meeting at which they are elected until the close of the annual meeting two years hence or until their successors are elected and installed. No officer shall be eligible for more than two consecutive two-year terms in the same office, but may be re-elected after one or more terms out of office.

B. DIRECTORS. The term of office for directors shall be two years. No director shall be eligible for more than two consecutive terms, but may be re-elected after one or more terms out of office.

C. TERM ROTATION. In the interest of management continuity, half of the directors and officers shall be elected in alternate years. The three officers and four directors shall be elected one year and seven directors shall be elected the next year.

ARTICLE VI

COMMITTEES. The Corporation shall have the following committees composed of not less than three (3) active members.

A. NOMINATING COMMITTEE as detailed in Article V, Section 6.

B. AUXILIARY COMMITTEES are such other committees as the President or Board of Directors may deem appropriate. The President or Board of Directors may define or re-define the duties of all Auxiliary Committees.

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ARTICLE VII

FINANCIAL. The signature of either the President or the Secretary/Treasurer shall be sufficient to conduct any financial transactions in the amount of one hundred dollars (\$100) or less. All financial transactions over \$100 shall require the approval of the Board of Directors and all instruments evidencing financial transactions over \$100 shall be signed jointly by the President and Treasurer.

ARTICLE VIII

AMENDMENTS TO THE BYLAWS. All proposed amendments shall gain adoption by a majority vote of the general membership. This vote may be taken at either the annual meeting or a called meeting.

ARTICLE IX

AMENDMENTS TO THE ARTICLES OF INCORPORATION. shall be proposed at the annual meeting of the general membership, submitted to the Board of Directors in writing at least thirty (30) days before the meeting, and approved by a vote of two-thirds of the members eligible to vote at the meeting.

REVISED at Annual Membership Meeting 1/12/12 [Article V, Section 8 A (two consecutive two-year terms)]