

**RESOLUTION REGARDING
AMENDED AND RESTATED BYLAWS OF
SELKIRK MAINTENANCE – SECTIONS 1, 2, AND ADDITION A, INC.**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF MATAGORDA §

WHEREAS, Selkirk Maintenance – Sections 1, 2, and Addition A, Inc. (“the Association”) is charged with administering and enforcing those certain covenants, conditions and restrictions contained within the Association’s Bylaws and the respective Declaration of Covenants, Conditions, and Restrictions for Selkirk Island Subdivision encumbering all properties governed by the Association;

WHEREAS, Article 10 of the Bylaws of the Association states that the Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the board members of the Board of Directors present at any regular meeting or special meeting;

WHEREAS, a meeting of the Board of Directors was held on June 8, 2025;

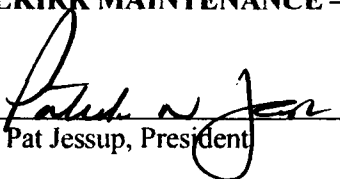
WHEREAS, during the meeting of the Board of Directors held on June 8, 2025, in which a quorum was present, a vote of the Board members was taken to amend and restate the Bylaws of the Association;

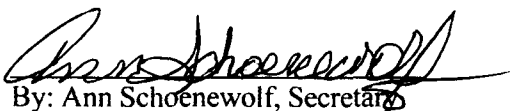
WHEREAS, the majority of the members of the Board of Directors meeting held on June 8, 2025, in which a quorum was present, voted in favor of adopting and approving the attached Amended and Restated Bylaws; and

WHEREAS, the Association desires to adopt the attached Amended and Restated Bylaws, to become effective upon the recording of this document in the office of the County Clerk of Matagorda County, Texas.

NOW, **THEREFORE**, BE IT RESOLVED that the attached Amended and Restated Bylaws are adopted **on behalf** of the Association. These Amended and Restated Bylaws shall fully replace and supersede **all** other Bylaws of the Association.

SELKIRK MAINTENANCE – SECTIONS 1, 2, AND ADDITION A, INC.

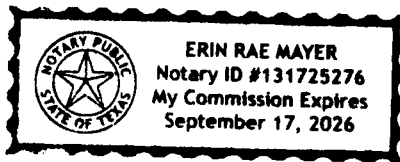

By: Pat Jessup, President


By: Ann Schoenewolf, Secretary

[NOTARY PAGE TO FOLLOW]

BEFORE ME, the undersigned authority, on this day personally appeared Pat Jessup, President of Selkirk Maintenance – Sections 1, 2, and Addition A, Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the foregoing instrument for the purposes and consideration therein expressed, and in the capacity therein stated.

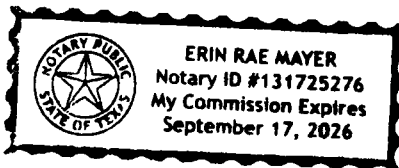
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of June, 2025.



Erin Mayer
NOTARY PUBLIC - STATE OF TEXAS

BEFORE ME, the undersigned authority, on this day personally appeared Ann Shoenewolf, Secretary of Selkirk Maintenance – Sections 1, 2, and Addition A, Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the foregoing instrument for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of June, 2025.



Erin Mayer
NOTARY PUBLIC - STATE OF TEXAS

**AMENDED AND RESTATED BYLAWS OF
Selkirk Maintenance—Sections 1, 2, and Addition A, Inc.**

THE FOLLOWING AMENDED AND RESTATED BYLAWS SUPERSEDE IN THEIR ENTIRETY ANY AND ALL PRIOR BYLAWS OF THE CORPORATION, INCLUDING, BUT NOT LIMITED TO THE BYLAWS DATED JUNE 9, 1996, AND THE BYLAWS DATED OCTOBER 12, 2014, WHICH SUCH BYLAWS ARE HEREBY REPLACED IN THEIR ENTIRETY WITH THE FOLLOWING.

**ARTICLE 1
OFFICES**

Principal Office

1.01 The principal office of Selkirk Maintenance—Sections 1, 2, and Addition A, Inc. (“the Association”) in the State of Texas shall be located in the County of Matagorda, Selkirk Island Subdivision, P.O. Box 2101, Bay City, Texas, 77404, or such other place that may be designated. The Association may have other offices which may be determined by the Board of Directors as the affairs of the Association may require from time to time.

Registered Office and Registered Agent

1.02 The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2
MEMBERS**

Class of Members

2.01 The Association shall have one class of members which shall consist of owners of real property in the subdivision known as Selkirk Island, Sections I, II, and Addition A, located in Matagorda County, Texas.

Rights of Membership

2.02 Every person or entity who is a record owner of a fee, or undivided fee, or holds interest in any lot which is subject by covenants or record to assessment by the Association, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performant of an obligation shall not be a Member. The obligation to pay maintenance charges is imposed upon each of the members and becomes a lien upon the property against which such maintenance fund is charged, as provided for by the deed

restrictions.

Voting Rights

2.03 Each member shall be entitled to one vote for each lot owned by such member in the subdivision. For voting purposes, the member shall be the person who holds the fee title to the real property, as shown by the records of the Association, as of the last day of the month preceding the meeting of the members. When more than one person shall hold title to any lot, all such persons shall be members of the Association; however, the vote for such lot shall be exercised as they among themselves determine and in no event shall no more than one vote be cast with respect to any lot.

Nomination and Elections

2.04 Nomination for election to the Board of Directors may be accepted from Members of the Board of Directors. Nominations shall be accepted from amongst the Members prior to the Annual Meeting, in conjunction with a formal solicitation of candidates, which shall be provided to the Members as follows: At least 10 days before the date the Association disseminates absentee ballots or other ballots to Association members for purposes of voting in a board member election, the Association must provide notice to the Association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the required notice. The notice must be mailed to each owner, or provided by posting the notice in a conspicuous manner reasonably designed to provide notice to Association members:

(i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or

(ii) on any Internet website available to members that is maintained by the Association or by a management company on behalf of the Association;

and sending the notice by e-mail to each owner who has registered an e-mail with the Association.

Nominations may also be made from the floor at the annual Meeting of Members. Service on the Board of Directors is limited to Members of the Association. Election to the Board of Directors shall take place at the annual Meeting of Members, and shall be by written ballot or absentee ballot, or by electronic ballot, should the Association and/or its managing agent possess the equipment, technology and personnel necessary to conduct such election by electronic means. At such Meeting, the Board shall submit to the Members of the Association nominees for each position on the Board of Directors occupied by Directors whose term is to expire at the end of the then current year. The nominees submitted by the Board shall be those nominated by other Members, in response to the solicitation of candidates. The Members or their proxies may cast, with respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. In the event there are no more candidates for the Board than there are positions to be filled, the balloting process

shall not be necessary, and in such event, those candidates will be placed into office by acclamation, without the need for a vote.

ARTICLE 3 MEETING OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held the second Sunday of January, at the Matagorda Volunteer Fire Department Selkirk Annex, 1203 CR 243, Bay City, Texas, at two o'clock, for the purpose of the ceremonial seating of the new board members, so as to introduce them to the community and to also transact business as may be presented before the members and the Board of Directors.

Regular Meeting

3.02 Regular meetings called by the Board of Directors shall be held, with notice as follows:

- | | |
|-----------------|---|
| <u>January:</u> | annual meeting to conduct business, with the election to officially seat the new Board of Directors. |
| <u>March:</u> | regular meeting to conduct business, with the election and seating of the new Officers of the Board of Directors. |
| <u>June:</u> | regular meeting to conduct business. |
| <u>October:</u> | regular meeting to discuss balloting for new Board Members and other business. |

All four meetings will be held at the Matagorda Volunteer Fire Department Selkirk Annex, on the second Sunday of each month.

Place of Meeting

3.03 The Board of Directors may designate any place within Matagorda County, as the place of meeting to hold any meeting called by the Board of Directors. Such meeting shall be valid, and at such meeting, any corporate action can be taken.

Notice of Annual Meeting

3.04 Written notice including date, time and location of the annual meeting will be included on the members Annual Dues Statement mailed no later than December 1st. (10-60 days notice). Notice for meeting will also be posted on the sign at the entrance into subdivision (CR239). In addition, Email notices will be sent, if on file.

ARTICLE 4
BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure, and Qualifications

4.02 A Board Member serves as a representative for a specified section of the Selkirk Subdivision and is elected by the members of the Corporation. The number of Board Members shall be no less than three and no more than nine (9), consisting of one to three (3) Board Members from each section. Each Board Member shall hold office until his successor has been qualified and elected. A Board Member shall hold office for one (1) year, starting from the second Sunday in January to the following January. A Board Member shall not be under the influence of drugs or alcohol at any of the meetings. A Board Member shall not miss over two of the regular meetings per year and should try to make any special meetings called by the Board. Newly elected Board Members shall take office at the first annual meeting in March.

Regular Meetings

4.03 Regular meetings called by the Board of Directors must be open to the members, subject to the right of the board to adjourn and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communication with the property owners' Association's attorney, matters involving the invasion or privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Members shall be given notice of the date, hour, place and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

(1) mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting, or

(2) provided at least 144 hours before the start of a regular board meeting and at least 72 hours before the start of a special board meeting by:

(A) posting the notice in a conspicuous manner reasonably designated to provide notice to members:

(i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; **or**

(ii) on any Internet website available to members that is maintained by the Association or by a management company on behalf of the Association; **and**

(B) sending the notice by e-mail to each member who has registered an e-mail address with the Association.

Special Meetings

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

Notice

4.05 Notice of any special meeting by the Board of Directors should be given at least 72 hours previously, in accordance with Section 4.03 above.

Quorum

4.06 A quorum of the Board of Directors shall require at least three Board Members, provided that each section is represented. If less than quorum of Board Members are present, the Board Members present may adjourn said meeting without further notice.

Vacancies

4.07 A vacancy in the Board of Directors because of death, resignation disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Compensation

4.08 No Board Members shall receive any stated salaries or compensation for their services, by resolution of the Board of Directors.

Liability Insurance

4.09 The corporation may purchase liability insurance on behalf of the Board Members and officers of the Corporation. The insurance may protect the Board Member and/or Officer against liability for which indemnification by the Corporation is not authorized by these bylaws.

ARTICLE 5 OFFICERS

5.01 From the nine-member Board of Directors, four (4) officers shall be elected. Any Board Member may serve as an Officer. The Officers of the Board of Directors shall be a President, a Vice- President, a Secretary, and a Treasurer. Provided that each section of the Selkirk subdivision is represented, any two (2) offices may be held by the same person, except the office of the President.

Election and Term of Office

5.02 The Officers of the Board of Directors and/or Corporation shall be elected every two (2) years by the Board of Directors. Election of officers shall be held at the first meeting, on the second

Sunday in March. Each Officer shall hold office until his/her successor has been duly qualified and elected.

Removal

5.03 Any Officer elected or appointed by the Board of Directors may be removed by the Board Members when, in its best judgment, the interests of the Board of Directors and/or the Corporation would be served. In accordance with Chapter 209 of the Texas Property Code, if the Board of Directors is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member has been convicted of a felony or crime involving moral turpitude, such Board member is immediately ineligible to serve on the Board and is automatically considered removed from the Board, and prohibited from future service on the Board.

Vacancies

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

Action Taken Without Meeting

5.05 Board Members may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting. The Board may not, unless done in an open meeting for which prior notice was given to owners, consider or vote on:

- fines;
- damage assessments;
- initiation of foreclosure actions;
- initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- increases in assessments;
- levying of special assessments;
- appeals from a denial of architectural control approval;
- a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue;
- lending or borrowing money;
- the adoption or amendment of a dedicatory instrument;
- the approval of an annual budget or the approval of an amendment of an annual budget;
- the sale or purchase of real property;
- the filling of a vacancy on the board;
- the construction of capital improvements; or

the election of an officer.

President

5.06 The President shall be the principal executive officer of the Board of Directors and shall, in general, supervise and control all affairs and business of the Board of Directors and/or the Corporation. He/she shall preside at all meetings of the Board of Directors and/or the Corporation. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed. The President shall also be the registered agent of the Corporation and the registered office shall follow the President.

Vice President

5.07 In the absence of the president or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

Treasurer

5.08 The Treasurer shall have custody and responsibility of the Corporation funds and securities; maintain full and accurate accounts and receipts; handle Board-approved disbursements and transactions in books belonging to the Corporation; deposit all monies and other valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation, as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, an account of all transactions regarding the financial condition of the Corporation, upon request.

Secretary

5.09 The Secretary should keep the minutes of the meetings of the members and of the Board of Directors; give all notices in accordance with the provisions of these bylaws or as required by law; should be custodian of the Corporation records and the seal of the Corporation; affix the seal of the Corporation to all documents, on behalf of the Corporation under its seal as duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time, may be assigned to him/her by the President or by the Board of Directors.

ARTICLE 6 COMMITTEES

6.01 A Committee shall be made up of members of the Board of Directors. The

purpose of a Committee would be to (1) gather information to assist the Board of Directors on a decision or, (2) to represent the Board of Directors at other group meetings. The first type, called a Special Committee, shall have no authority to make a decision on behalf of the Board of Directors and may be disbanded at any time by the Board. The second type, called a Standing Committee, shall have its own authority and autonomy (with approval by the Board) and may continue to exist even after the current seated Board of Directors has been seated with new board members. Presently, the Board of Directors recognizes only the Boat Committee, as the only existing Standing Committee to date, however, more Standing Committees *may* be created by the Board as needed in the future.

The Architectural Control Committee shall consist of non-Board members. A person may not be appointed or elected to serve on the Architectural Control Committee if the person is a current board member, a current board member's spouse, or a person residing in a current board member's household.

ARTICLE 7 BOOKS AND RECORDS

7.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors

ARTICLE 8 FISCAL YEAR

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

ARTICLE 9 FEES AND ASSESSMENTS

Payment of Maintenance Fees and Assessments

9.01 The Board of Directors of this Corporation does hereby adopt the maintenance fees and/or assessments set forth in the deed restrictions as they apply to Selkirk Island, Sections I, II, and Addition A. The maintenance fees and/or assessments shall be due and payable for all members in advance on the first day of January of each and every year.

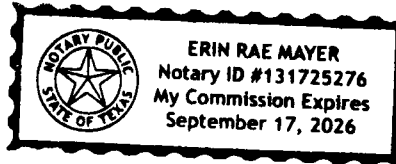
ARTICLE 10 AMENDMENTS TO THE BYLAWS

10.01 These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the board members of the Board of Directors present at any regular meeting or at any special meeting.

IN WITNESS THEREOF, we being the Board of Directors of Selkirk Island Maintenance, Sections I, II, and Addition A, Inc., have hereto set our hands this 16th day of June, 2025.

Board of Directors:

[Signature]



Erin Mayer

[Signature]

[Signature]

Sharon Mayer

[Signature]

[Signature]

[Signature]



VG-1788-2025-3178

**Matagorda
County
Stephanie Wurtz
Matagorda County
Clerk**

***** THIS PAGE IS PART OF THE INSTRUMENT *****

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.

File Information:

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TREECE LAW FIRM, P.C.
1020 BAY AREA BLVD, SUITE 200

HOUSTON TX 77058



STATE OF TEXAS
COUNTY OF MATAGORDA

I hereby certify that this Instrument was FILED In the File Number sequence on the date/time
printed hereon, and was duly RECORDED in the Official Records of Matagorda County, Texas.

Stephanie Wurtz
Matagorda County Clerk
Matagorda County, TX

A handwritten signature in black ink that reads "Stephanie Wurtz".