

Sherwood Shores Association

Legal Documents

Sherwood Shores Association of Grayson County, Inc.

Constitution updated November 16, 2019

Filed with the State of Texas Secretary of State

Articles of Incorporation

CONSTITUTION
SHERWOOD SHORES ASSOCIATION OF GRAYSON COUNTY, INC.

ARTICLE 1

Sec. 1 NAME: This organization shall be officially known as Sherwood Shores Association of Grayson County, formerly known as Sherwood Shores Property Owners Association. Throughout the area and this constitution, it will be referred to as the Association.

The Association is a voluntary non-profit organization of residents and property owners of an area known as Sherwood Shores who are drawn by a common interest to band together to develop and improve the community for the good of this portion of Grayson County.

Sec. 2 ADDRESS: The mailing address of the Association shall be that of PO Box 745, Gordonville, TX 76245.

ARTICLE 2

Sec. 1 OBJECTIVES: The objective of the Association is to set up an organization through which the members can reach each other individuals with common interests. The Association does not obligate itself to accomplish the following aims, but may attempt to help accomplish them through collective efforts.

Sec. 2 AIMS: The Association aims to:

- a) Work with various agencies in order to derive maximum improvements for the area though the allocation of funds, materials and labor granted by the agencies.
- b) Assist the property owners in improving areas of common interest in the vicinity of Lake Texoma and Sherwood Shores.
- c) To encourage fire protection and elimination of fire hazard, within the area of Sherwood Shores through the cooperation with the Sherwood Shores Voluntary Fire Department, Inc.
- d) To promote and encourage sanitation within the area of Sherwood Shores and adjoining picnic areas.
- e) To encourage the beautification of the area of Sherwood Shores.
- f) To assist in protecting the property, rights, privileges, safety and security of residents, property owners and visitors in the area of Sherwood Shores.
- g) To assist in carrying out other aims as are set up by the Association at various times.

ARTICLE 3

Sec. 1 MEMBERSHIP: There shall be two classes of members:

- a) The first class of members shall consist of dues paying residents, property owners and business owners in the area known as Sherwood Shores, which is more specifically defined as Units 1 through 4, and Units 1 South and 2 South along with the area known as Cedar Bayou identified in map 31 and Wright Acres, identified in map 20, located West of Highway 377, and the Hillcrest Shores Subdivision, shown in map 20, on the official plats of the subdivision on file in the Grayson County Clerk's office.
- b) The second class of members shall be lifetime members. They will consist of the former surviving members of the Sherwood Shores Woman & Man's Club, Inc. These members will

not pay the annual membership dues and will retain all the rights and benefits of dues paying members. The membership list will include Lifetime Member's contact information and be kept on file with the Secretary and Treasurer.

- Sec. 2 DUES: Dues shall be twenty-five dollars per household per year, and shall be due and payable on or before May 1 of each year, and shall expire on May 1 of the following year. However, should someone wish to join the Association at some other date then the dues paid shall expire upon the one year anniversary of payment.
- Sec. 3 VOTING: On all issues brought before membership, if the member is in good standing then the member shall have one vote per residence at the regular or any special meetings of the Association.
- Sec. 4 MEMBER IN GOOD STANDING: In order to be a member in good standing, a member must:
- a) Have paid his or her current annual dues.
 - b) Not have been voted out of the Association by members in good standing.
- Sec. 5 REMOVING MEMBERSHIP: Any member who deliberately and willfully violates the aims and objectives of the Association may be voted out of the Association by the same procedure as given for the impeachment of an officer or director under Article 4 of this Constitution. Any member voted out by this method shall forfeit the remainder of his or her annual dues.
- Sec. 6 ASSESSMENTS: The membership fee shall be the only assessment, and any additional monies shall be paid into the Association voluntarily, and shall be set aside in funds for the execution of the specific proposed aim. Any money left over after the completion of the aim shall go into the General Fund, unless a second aim is so specified by the Association when setting up the original or prime aim.

ARTICLE 4

- Sec. 1 OFFICERS AND BOARD MEMBERS OF DIRECTORS: The Board of Directors shall consist of a President, Vice President, Secretary and a Treasurer, plus five (5) standing board members and a board member at large as needed. All Board Members shall be members in good standing. The President may, at his/her option, appoint a Sergeant-at-Arms and a Parliamentarian if deemed necessary, for the five standing Board Members.
- Sec. 2 ELECTION OF OFFICERS AND DIRECTORS: Officers and directors shall be elected at either a regular or special meeting of the Association. Nominees for any of these offices, to be elected must receive a majority of the votes cast and counted for the purpose of filling the office in question. Should no nominee receive this majority on the first round of voting the two nominees receiving the highest number of votes shall be in a runoff, and the nominee receiving the majority of votes shall be elected to the office.
- Sec. 3 TIME OF ELECTION:
- a) The President, the Treasurer and three (3) Directors shall be elected in odd numbered years at the second quarterly meeting.

- a) The Vice-President, Secretary and two (2) Directors shall be elected in even numbered years at the second quarterly meeting.
- b) All officers and directors shall serve two-year terms.
- c) A nominating committee appointed by the President shall interview all prospective candidates for all offices, including the board of directors, before placing their names on the ballot; also, nominations will be accepted from the floor, but they too must have approval from the person nominated before their name is presented.

Each candidate shall have the duties of the office explained to him or her. They shall have ample time to consider all aspects of the duties and responsibilities of the office before giving their consent to being placed on the list of prospective candidates, and no person shall be voted on who has not given his or her prior consent to render loyal and conscientious service to his or her duties as a member of the governing body in the event he or she is elected.

All board members shall pledge to attend each Board of Director's meeting without fail, unless some emergency or circumstance beyond his or her control prevents, and in that case he or she pledges to notify the Secretary or President of his or her inability to attend the current meeting.

Members of the Board of Directors who fail to comply with this pledge for more than two meeting, without good cause and without notifying the proper parties of his or her inability to attend, shall be considered to have violated his or her trust as a Board of Directors member and shall be replaced by appointment by the President, until the next regular or special meeting.

Attendance at all board meetings and conscientious efforts to carry out all duties and responsibilities is very important if this is to be an impartial governing body for the Sherwood Shores Association.

Sec. 4 QUALIFICATIONS OF OFFICERS AND DIRECTORS:

All officers and directors must be members in good standing, and should any officer or director disqualify themselves as a member, they shall automatically disqualify themselves as an officer or director, and shall be replaced without their consent.

Sec. 5 DUTIES OF THE PRESIDENT:

- a) Preside at all meetings of the members of the Association, and at the officers and directors meetings.
- b) Be responsible for the execution of the duties of the other officers.
- c) Countersign checks with the Treasurer.
- d) Fill vacancies in office temporarily by appointment until the next meeting of the membership, special or regular.

- e) Call special meetings for the purpose of filling vacancies and other business that cannot be delayed until the next regular meeting.
- f) Call upon various chairmen and officers to report to the members the activities of their respective committees and their responsibilities.
- g) Serve in an advisory capacity to all members.
- h) Appoint committee membership from members present at the regular or special meeting, with the first member selected serving as chairmen of the committee. An absent member can be appointed to a committee if his or her consent to serve on the committee has been obtained prior to the time of appointment.
- i) Become familiar with the rules of order.
- j) Appoint auditor or auditing committee to audit books of the Treasurer upon the change of the Treasurer's position or when deemed necessary.
- k) May appoint a Parliamentarian and a Sergeant-at-Arms if he or she deems necessary.
- l) As ex-officio, a member of all committees.
- m) May appoint the Immediate Past President as an Honorary Board Member, to serve in an advisory (no-voting) capacity during the transition period after new officers are elected and for a period of time he or she deems necessary.

Sec. 6 DUTIES OF THE VICE PRESIDENT:

- a) Shall be the same as the President's during the absence of the President.
- b) Inform the President of activities of meetings, which are not attended by the President.

Sec. 7 DUTIES OF THE SECRETARY:

- a) Keep the minutes of the Association meetings.
- b) Write letter of correspondence relating to the Association business at the request of the officers and committee chairmen.
- c) Maintain files of the Association, except financial records.
- d) Make the business files of the Association available to the officers, directors and committee chairmen, to aid in the execution of their duties.

Sec. 8 DUTIES OF THE TREASURER:

- a) Receive all of the money from the Secretary, the Membership Committee, and all donations.
- b) Deposit all receipts in a bank designated by members of the Association.
- c) Countersign all checks with the President.
- d) Maintain a record of each appropriated fund, each donated fund, and the general fund, of dues, with receipts of expenditures and cash of each fund.
- e) Make the record available to the President and other officers to aid in the execution of their duties.
- f) Make the financial records available for audit when requested by an auditor or auditing committee.
- g) Report the financial condition of the Association at the regular quarterly meetings of the Association each year.
- h) With the assistance of the other officers, file the income tax report, if any, of the Association each year.

Sec. 9 COMMON DUTIES OF ALL OTHER OFFICERS AND DIRECTORS:

- a) Attend all regular and special meetings of the Association.
- b) Attend all impeachment proceedings.

- c) Attend all directors meetings.

Sec. 10 IMPEACHMENT OF OFFICERS AND DIRECTORS:

- a) An officer or director may be impeached for not fulfilling the duties of the office to which elected.
- b) Any officer or director, with impeachment pending, shall be temporarily relieved of his or her official duties.

Sec. 11 IMPEACHMENT PROCEEDINGS:

- a) A closed hearing of officers, directors, members or committeemen, bringing the complaint, the defendant, and his or her representative, shall be held.
- b) The officers and directors, sitting as an impeachment investigation or board, shall hear the complaint and the defense, and by secret ballot shall vote as to bringing the proceedings before the members. A two-thirds affirmative vote shall be necessary to continue the proceedings, with a negative result killing the charge.
- c) Any officer or director refusing to attend his or her impeachment proceedings, held at an equitable time and in a fair manner, shall automatically disqualify his or herself from office, and shall be replaced in accordance with the provisions of Section 12 of this article.
- d) In the event of a positive vote by the impeachment hearing board at the closed hearing, the President, or Vice President if the proceedings are against the President, shall call a special meeting of the membership of the Association within thirty (30) days, provided a regular meeting is not scheduled within that time.
- e) The Association members shall, at this special meeting, sitting as a jury; hear the charges and the defense, and shall render a verdict by a majority vote of those present. An affirmative vote sustains the charge and results in removing the defendant from office. A negative vote restores the defendant to all the rights and responsibilities of the office to which he or she was elected.

Sec. 12 FILLING VACANT OFFICES:

The President, or in his or her absence the Vice President, shall appoint a member of the Association to fill any vacancy arising from any cause on an interim basis until the next regular election meeting.

ARTICLE 5

Sec. 1: LOCATION OF MEETINGS:

- a) Regular meeting of the Association shall be held within the area of Sherwood Shores, including the adjoining government land. The specific location of the meeting shall be selected by the officers but are usually held at the Community Center (36 Mohawk Drive, Gordonville, Texas 76245).
- b) The location of the special meeting shall be as determined in the same manner provided for regular meetings.
- c) The members of a committee shall select a meeting place for their committee by a majority vote.
- d) The director's meetings shall be held within the bounds of Sherwood Shores at a location to be agreed upon among the directors but are usually held at the Community Center (36 Mohawk Drive, Gordonville, Texas 76245).

Sec. 2: TIME OF MEETING:

- a) The times of regular quarterly meetings of the Association each year shall be the first Saturday in February, May, August, and November at 11:00am.
- b) The time of the special meetings shall be set by the President. The Secretary shall notify members of the time and place.
- c) The time of the committee meetings shall be established by a majority vote of the members of the committee.
- d) Directors meetings shall be held monthly, on a date and at a time and place to be determined by the President.
- e) All regular and special meetings are open to all members of the Association. The monthly Board meetings, being work sessions and usually held at the home of one of the Board members, do not lend themselves to a large audience, and are therefore limited to Board members.

However, members wishing to appear before the Board of Directors or any committee on matter relating to Association objectives shall contact the President at least thirty (30) days prior to the next regular meeting date of the Board or committee, and submit in written description of the matter he or she wished to be considered by the Board or committee. The concerned member will be notified as to the date of his or her meeting with the Board or committee, which meeting shall not exceed thirty (30) days after the date of request. The meeting shall be in a suitable place provided by the property owner, at the date and time set by the board or committee.

Sec. 3 NOTIFICATION:

- a) This article shall serve as notification to members, officers and directors as to the time and date of the regular quarterly meetings.
- b) Members shall be notified by mail and/or email and/or public electronic posts of the purpose, time and place for special meetings called by the President.

Sec. 4 QUARUM:

Regular and special meetings shall consist of members of the Association holding one-tenth of the votes entitled to be cast to constitute a quorum and include a minimum of 3 Officers. If the secretary is absent the President may appoint one of the members present to serve in that capacity for that meeting. Such a temporarily appointed Secretary may be counted as one of the 3 Officers required for a quorum.

ARTICLE 6

Sec. 1 APPOINTMENT OF COMMITTEES:

The members of the standing committees as provided for by the membership and listed in Section 2 or Article 6 shall be appointed by the President.

Sec. 2 STANDING COMMITTEES:

- a) The Fire Prevention Committee shall cooperate with the Sherwood Shores Voluntary Fire Department in fire protection measures for the community.
- b) The Road and Street Committee shall confer with the Grayson County Commissioners in order to obtain road and street improvements.

- c) The Sanitation Committee shall act as liaison between the Association and the various utility companies serving Sherwood Shores, as well as government agencies dealing with health and environmental problems.
- d) The Safety and Security Committee shall promote and encourage personal and property security within the Sherwood Shores areas.
- e) The Membership Committee shall contact potential members and solicit them as new members of the Association. Money collected for dues by the Committee shall be turned over to the Treasurer for deposit in the General Fund.
- f) The Public Relations Committee shall secure favorable publicity for the Sherwood Shores area in local newspaper and other media, and shall serve as liaison between the Association and the public.
- g) The Park Committee oversees the cleanup, mowing and general maintenance of the Sherwood Shores Park in accordance with the Army Corp of Engineer regulation.
- h) The Community Assistance Committee may cooperate with any programs, designated as assistance to the elderly and disabled in our region.
- i) The Fund Raising Committee will initiate and perform all fund raising on behalf of the Sherwood Shores Association.

Sec. 3 OTHER STANDING COMMITTEES:

Other standing committees may be created by amendment to this Constitution.

Sec. 4 SPECIAL COMMITTEES:

The President may appoint a three member emergency committee to assist him or her on special situations arising for which the President feels him or herself not qualified to handle alone.

Sec. 5 COMMITTEE PERSON:

All standing committees shall consist of a chairperson and as many committee persons as he or she may require, but in no case less than two, including the chairperson.

Sec. 6 TEMPORARY COMMITTEES:

Other temporary committees may be appointed by the President as authorized by the Association. Their terms to expire upon submittal of their report at the next regular meeting of the membership.

Article 7

Sec. 1 PARLIMENTARY AUTHORITY

The rules and procedures contained in "Robert's Rules of Revised" shall govern proceedings of the Association in LO which they are applicable, and in which they are not inconsistent with this Constitution of the Association.

Article 8

Sec. 1 AMENDMENTS:

This Constitution and/or by-laws adopted by the Association may be amended at:

- a) All regular meetings of the Association provided, it is submitted to the Secretary of the Association in writing thirty (30) days prior to the meeting at which it will be considered.
- b) At special meetings called by the President, if members have been notified by the Secretary by way of mail and/or email of the intent to amend at the special meeting; notification shall be mailed and/or emailed at least ten days before the meeting is held.

Sec. 2 VOTE:

The vote to amend the Constitution and/or by-laws shall be by hand count, and two-thirds affirmative vote by the membership present is required to pass the amendment.