

8212547

002-21-0168

Deed

STATE OF TEXAS X
COUNTY OF GALVESTON X KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, BAY HARBOR, INC., a Texas corporation with principal office and place of business in Galveston, Texas, acting herein by and through its duly authorized officers, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations to it in hand paid by the Grantees hereinafter named, the receipt and sufficiency of which is hereby acknowledged, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY unto H. ROWLAND CLIFTON and W. C. WALTER of The Woodlands, Montgomery County, Texas, but subject to the hereinafter stated restrictions, conditions, requirements, easements, reservations, option to repurchase, rent or lease and right of reversion, the SURFACE ONLY of the following described property located and being situate on Galveston Island, Galveston County, Texas:

Out of that certain property located in Division #1, in the subdivision of Section or Survey No. 13 of the Hall & Jones Subdivision on the westerly part of Galveston Island, Galveston County, Texas, described as part of abstract 121, patent 1, Vol. 1, dated November 28, 1840, which was conveyed to Harry I. Melcer by C. E. Nelson, et al, by general warranty deed dated May 22, 1954, which deed is of record in Vol. 1045, pages 489-492 of the deed records in the office of the County Clerk of Galveston County, Texas, to which deed and the record thereof reference is here made for all purposes, a tract of land more particularly described as follows:

Beginning at a point where the west boundary line of the aforesaid property intersects the north right-of-way line of public road leading to San Luis Pass;

THENCE, North 33° West, a distance of 1566.78 feet to a point for a corner;

THENCE, North 57° East, a distance of 179.63 feet to a point for the Northwest corner of the tract herein conveyed;

THENCE, North 57° East, a distance of 64.63 feet to a point for the Northeast corner of the tract herein conveyed;

THENCE, South 33° East, a distance of 106.12 feet to a point for the Southeast corner of the tract herein conveyed;

THENCE, South 57° West, a distance of 64.63 feet to a point for the Southwest corner of the tract herein conveyed;

THENCE, North 33° West, a distance of 106.12 feet to a point for the Northwest corner of the tract herein conveyed and the PLACE OF BEGINNING;

together with the right of ingress and egress over Grantor's property, at the roadways designated thereon by Grantor, to and from the property herein conveyed and the Gulf of Mexico and West Galveston Bay.

TO HAVE AND TO HOLD the above described property, together with all and singular, the rights and appurtenances thereto in anywise belonging unto the Grantees aforementioned, their heirs, successors and assigns forever, and Grantor does hereby bind itself, its successors and assigns to warrant and forever defend all and singular the said property unto the said Grantees aforementioned, their heirs, successors and assigns, against every person whomsoever lawfully claiming, or to claim, the same or any part thereof.

Ad valorem taxes for the current year have been prorated to date of sale and payment thereof is assumed by Grantees.

This conveyance is made subject to the following restrictions, conditions, requirements, easements, reservations, option to repurchase, rent or lease and right of reversion, each of which shall be a covenant running with the land:

a) For the purpose of installing, reinstalling and repairing water lines and other utilities to serve the property herein conveyed, together with other property in the vicinity thereof, Grantor reserves and retains a perpetual easement 5 feet in width and 50 feet in height, contiguous to each of the boundary lines of the property herein conveyed.

b) Other than fences, no building or structure shall be erected nearer than 25 feet to the boundary line of the property herein conveyed which fronts on any street or roadway, nor nearer than 7½ feet to any of the other boundary lines of said property.

c) The property herein conveyed shall be used for residential purposes only; not more than one single family residence may be erected on said property and any such residence shall face the street or roadway upon which the property fronts.

d) No livestock, swine or poultry shall be raised or kept on the property herein conveyed.

e) No business of any kind shall be conducted on or from the property herein conveyed.

f) Adequate septic tanks for the disposal of sewage shall be installed before use is made of any residence constructed or erected on the property herein conveyed, and said septic tanks, and the installation thereof, shall conform to all lawfully enacted statutes and ordinances and regulations issued pursuant thereto.

g) Grantee shall keep the property herein conveyed clean and free of trash and debris at all times other than during the course of construction of improvements thereon. Except for the period commencing 60 days prior to the beginning of any such construction and terminating 30 days subsequent to the completion thereof, lumber, bricks, pipe, steel or other building materials shall not be kept or stored on said property other than in closed buildings. Grantee shall mow said property at least once every 60 days during the period April 1 to November 1 of each year. Grantee shall not burn grass, debris, foliage, trash or waste on said property except in covered containers and only then when the smoke emanating therefrom will not inconvenience adjoining property owners.

h) Neither Grantee, nor anyone acting with the permission of Grantee, shall hunt on or from the 220 acre tract, of which the property herein conveyed is a part, said 220 acre tract being more particularly described in deed recorded in Vol. 1045, pages 489-492 of the Deed Records of Galveston County, Texas, nor on or from the 375 acre tract adjoining said 220 acre tract on the west, said 375 acre tract being more particularly described in deed recorded in Vol. 1079, pages 175-179 of the Deed Records of Galveston County, Texas, nor on or from that portion of West Galveston Bay contained within a projection northward into said Bay for a distance of 5,000 feet of the east boundary line of said 220 acre tract and the west boundary line of said 375 acre tract, nor shall Grantee interfere or permit his invitees to interfere with others who, during the established hunting season, are lawfully exercising the right to hunt on or from said property, or that portion of West Galveston Bay within the projection of the property lines aforesaid.

i) If at any time Grantee should desire to sell, lease or rent the property herein conveyed, or any part thereof, Grantee shall first offer the same to Grantor, which shall have the prior option to purchase, lease or rent the same at the same price and upon the same terms as Grantee is willing to make a bona fide sale, lease or rental of such property to others, and if Grantor fails or refuses to exercise said option within thirty (30) days after receipt of written notice thereof from Grantee, it will be presumed that Grantor did not elect to do so as to that particular offer of sale, lease or rental. Failure or refusal of Grantor to exercise its option as to any offer of sale, lease or rental shall not constitute a waiver of its right to exercise said option as to any or all future offers of sale, lease or rental of said property.

j) In the event Grantee makes default in any of the covenants above set forth, other than the covenant numbered h), and should fail or refuse to remedy said default within sixty (60) days after receiving written notice thereof from Grantor, the latter shall have the right, upon written notification to Grantee and the filing of a written declaration in the Deed Records of Galveston County, Texas, to have said property and all improvements thereon revert to Grantor and upon the giving of such notice and the filing of such declaration, said property shall thereupon revert to and become the property of Grantor. In the event Grantee makes default in the provisions of covenant h), Grantor shall have the right to revert said property without any notice to Grantee, merely by filing a written declaration in the Deed Records of Galveston County, Texas.

k) This conveyance is made subject to all recorded utility and drainage easements and to the reservations contained in the aforesaid deed from C. E. Nelson, et al, to Harry I. Melcer, recorded in Vol. 1045, Pages 489-492 of the Galveston County Deed Records.

EXECUTED AND DELIVERED this 16th day of March, 1983.

BAY HARBOR, INC.

By: [Signature]
Vice President

ATTEST:

[Signature]
Secretary

STATE OF TEXAS X
 X
COUNTY OF HARRIS X

BEFORE ME, the undersigned authority, on this day personally appeared E. H. THORNTON, JR., Vice President of BAY HARBOR, INC., known to me to be

002-21-0171

the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said BAY HARBOR, INC., a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of March, 1983.

Marcia L. Angel
Notary Public in and for
The State of Texas
My commission expires: 5-1-85

MARCIA L. ANGEL
Notary Public in and for: the State of Texas
My Commission Expires 5-1-85

Grantees' Address
17 Hornbill Ct.
The Woodlands, Texas 77380

PAID

STATE OF TEXAS COUNTY OF CALHOUN
I hereby certify that this instrument was filed on the
date and time stamped herein by me and was duly recorded
in the Official Public Records of said Property of Calhoun
County, Texas, on

APR 14 1983



Mary Jane Blanton
COUNTY CLERK, Calhoun County, Texas

FILED FOR RECORD
APR 14 11 26 AM '83

Mary Jane Blanton
COUNTY CLERK, Calhoun County, Texas

BAY HARBOR IMPROVEMENT ASSOCIATION, INC.

GALVESTON, TEXAS

BY-LAWS AS AMENDED: JUNE 9, 2007

ARTICLE 1: Meetings of Membership:

1. PLACE: Meetings of the membership shall be held at the Bay Harbor Subdivision in the County of Galveston, State of Texas.

2. TIME OF MEETING: An annual meeting of the membership shall be held no later than the last day of June. Such date and time to be set by the incumbent Board of Directors at least sixty (60) days in advance of said meeting.

3. SPECIAL MEETINGS: Special meetings of the membership may be called by the President, The Board of Directors, or by petition of not less than fifty percent (50%) of the membership entitled to vote at the meeting so called. No questions may be voted upon at the special meeting of the membership except those specifically outlined in the notice.

4. NOTICE OF MEETINGS: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than twenty (20) days nor more than thirty (30) days before the date of the meeting, at the direction of the President, Secretary-Treasurer or the officer or persons calling the meeting, to each member entitled to vote at such meeting. When mailed, such notice shall be deemed to be delivered when deposited in the United States Postal service mail addressed to the member at his address as it appears on the membership books of the Corporation, with postage thereon paid.

5. DEFINITION OF A MEMBER: A member is a property owner in Bay Harbor, Bahia Azul, Bahia Azul-Orner or Bee-Gee Bay Subdivision who is current in his dues to the Association. Only one vote per membership shall be allowed. Members are entitled to use all services/facilities of the Association.

A. REINSTATEMENT: Property owners who are in arrears in dues shall be reinstated.

1. BAY HARBOR or BEE-GEE - By payment of dues for present or current year.

2. BAHIA AZUL and BAHIA AZUL/ORNER - By payment of back dues to present or current year.

B. BOAT BASIN: the boat basin is the private property of this Association and is for the use of its members. Keys to the launching docks are the property of the Association and must be returned annually to obtain a new key. Fee for a lost key is twenty-five (\$25.00) dollars. Boat slips are for temporary use only. No boats or barges shall be permanently moored in any slip belonging to this Association. Compliance will be enforced by the Board of Directors.

6. VOTING LIST: The officer or agent having charge of the Corporation's transfer books shall maintain a current list of all current members at all times.

7. QUORUM: Forty of the members entitled to vote, representing in person or by proxy, shall constitute a quorum at a meeting of the membership. The vote of a majority of the members entitled to vote and thus represented at the meeting at which a quorum is present shall be the act of the membership meeting.

8. METHOD OF VOTING: Voting on any question or in any election may be by voice or show of hands unless the presiding officer shall order that voting be by ballot.

9. RULES OF PROCEDURE: To the extent applicable, Robert's Rules of Order shall govern the conduct of any procedure at all membership meeting.

ARTICLE II. DIRECTORS:

1. MANAGEMENT: The business and affairs of the Corporation shall be managed by a Board of Directors.

2. NUMBER: The number of directors of the Corporation shall be at least ten (10). The number of directors may be increased or decreased at the will and pleasure of the Board.

3. QUALIFICATION: In order to be a director, a person must have the following qualifications; he shall, at the time of his election, be a property owner and be a member of the Association.

4. NOMINATING COMMITTEE: The board of Directors will constitute the nominating committee and shall present a list of names in nomination for the Board of Directors at the annual meeting. Additional nominations may be taken from the floor.

5. ELECTION: At the annual meeting of the membership and at each annual meeting, the membership shall elect the necessary number of directors each year for a term of two years.

6. TERM OF OFFICE: Unless removed in accordance with the By-Laws, each director shall hold office for a term of two (2) years or until his successor shall have been elected.

7. REMOVAL: Any director may be removed from his position as director, either with or without cause, at any special meeting of members, if notice of intention to act upon the question or removing such director shall have been stated as one of the purposes for the calling of such meeting.

8. NEW OFFICERS: The new Board of Directors shall meet as soon as possible after their election for the purpose of confirming their acceptance and should elect from the current board of directors a President, Vice President, Secretary-Treasurer and Chairmen of known working committees.

9. VACANCY: A particular directorship shall be considered to be vacant upon the happening of any one of the following events:

A. Death of the person holding such directorship.

B. Resignation of the person holding such directorship.

C. Refusal of a person elected to be a directorship to manifest his assent to serve.

D. Removal of a director at a special membership meeting as provided in Section 6 of this ARTICLE II of these By-Laws.

E. Sale or transfer of his property in Bay Harbor, BAHIA AZUL, or Bee-Gee Subdivisions.

10. FILLING OF VACANCY: Any vacancy occurring in the Board of Directors shall be addressed at the next meeting of the Board of Directors following the occurrence of such vacancy; or, if a vacancy occurs while a Board of Directors' meeting is in progress, such vacancy may be filled at such meeting. Such a vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship.

11. ELECTION OF NEW DIRECTORSHIP: In the event of the creation of one or more new directorships by amendment of these By-Laws, then any directorship to be filled by reason of such an increase in the number of directors shall be filled by election at any annual meeting of the membership or a special meeting of the members called for that purpose.

12. QUORUM: Six (6) members of the Board of Directors constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

13. VOTE BY THE PRESIDENT: Only in the case of a split vote would the President be entitled to vote for a decision.

14. REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution. The President will set the time and place of all special, regular meetings and the directors will be notified in writing. Board of Directors meetings should be held at least once every ninety(90) days.

15. PLACE OF MEETING: Unless otherwise specifically provided in the By-Laws, meetings of the Board of Directors shall be held at a place mutually agreed upon by the Board members.

16. NO STATEMENT OF PURPOSE OF MEETING REQUIRED: Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

ARTICLE III. OFFICERS:

1. NUMBER: The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of Directors), a Secretary-Treasurer and other officers as may be elected by the Board of Directors. Any two(2) or more offices may be held by the same person, except the President and Secretary-Treasurer shall not be the same person. The President and Secretary-Treasurer shall both be full members of the Board of Directors for the year of their respective elections.

2. ELECTION AND TERM OF OFFICE: The principal officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the board of Directors held after each annual meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided.

3. PRESIDENT: The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the membership and of the Board of Directors. He shall sign, with the Secretary-Treasurer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, he shall perform all duties incidental

to the office of President and such other duties as may be described by the Board of Directors from time to time.

4. VICE PRESIDENT: In the absence of the President, 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 restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5. SECRETARY-TREASURER: If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such safety or sureties as the Board of Directors shall determine. He shall (A) have charge and custody of and be responsible for all funds and securities of the Corporation; (B) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors; (C) keep the minutes of the annual meetings of the membership and of the Board of Directors meetings in one or more books provided for that purpose; (D) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (E) be custodian of the Corporate records and of the seal of the Corporation; (F) keep a register of the mailing address of each membership; (G) in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE IV. FISCAL YEAR:

1. The fiscal year of the Corporation shall begin on January 1st of each year and end at 11:59PM on December 31st of each year.

ARTICLE V. SEAL.

1. The Board of Directors shall provide a Corporation seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE VI. AMENDMENT OF BY-LAWS:

1. These By-Laws may be amended by the membership at the annual meeting of the membership, or if notice of a proposal to amend these By-Laws and the respect in which they are proposed to be amended is given in any call of a special meeting of the membership for such special meeting.

Bylaws

BAY HARBOR IMPROVEMENT ASSOCIATION, INC.

GALVESTON, TEXAS

BY-LAWS AS AMENDED: JUNE 11, 2016

ARTICLE 1: Meetings of Membership:

1. PLACE: Meetings of the membership shall be held at the Bay Harbor Subdivision in the County of Galveston, State of Texas.
2. TIME OF MEETING: An annual meeting of the membership shall be held no later than the last day of June. Such date and time to be set by the incumbent Board of Directors at least sixty (60) days in advance of said meeting.
3. SPECIAL MEETINGS: Special meetings of the membership may be called by the President, The Board of Directors, or by petition of not less than fifty percent (50%) of the membership entitled to vote at the meeting so called. No questions may be voted upon at the special meeting of the membership except those specifically outlined in the notice.
4. NOTICE OF MEETINGS: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than twenty (20) days nor more than thirty (30) days before the date of the meeting, at the direction of the President, Secretary-Treasurer or the officer or persons calling the meeting, to each member entitled to vote at such meeting. When mailed, such notice shall be deemed to be delivered when deposited in the United States Postal service mail addressed to the member at his address as it appears on the membership books of the Corporation, with postage thereon paid.
5. DEFINITION OF A MEMBER: A member is a property owner in Bay Harbor, Bahia Azul, Bahia Azul-Orner or Bee-Gee Bay Subdivision who is current in his dues to the Association. Only one vote per membership shall be allowed. Members are entitled to use all services/facilities of the Association. Current by-laws amended to include membership in Bay Harbor

Improvement Association for the four homes in The Reserve of Bay Harbor if they wish to join.

6. REINSTATEMENT: Property owners who are in arrears in dues shall be reinstated.
7. BAY HARBOR or BEE-GEE – Reinstatement by payment of dues for present or current year.
8. BAHIA AZUL and BAHIA AZUL/ORNER – Reinstatement by payment of back dues to present or current year.
9. BOAT BASIN: the boat basin is the private property of this Association and is for the use of its members. Keys to the launching docks are the property of the Association and must be returned annually to obtain a new key. Fee for a lost key is twenty-five (\$25.00) dollars. Boat slips are for temporary use only. No boats or barges shall be permanently moored in any slip belonging to this Association. Compliance will be enforced by the Board of Directors.
10. VOTING LIST: The officer or agent having charge of the Corporation's transfer books shall maintain a current list of all current members at all times.
11. QUORUM: Forty of the members entitled to vote, representing in person or by proxy, shall constitute a quorum at a meeting of the membership. The vote of a majority of the members entitled to vote and thus represented at the meeting at which a quorum is present shall be the act of the membership meeting.
12. METHOD OF VOTING: Voting on any question or in any election may be by voice or show of hands unless the presiding officer shall order that voting be by ballot.
13. RULES OF PROCEDURE: To the extent applicable, Robert's Rules of Order shall govern the conduct of any procedure at all membership meetings.

ARTICLE II. DIRECTORS:

1. MANAGEMENT: The business and affairs of the Corporation shall be managed by a Board of Directors.
2. NUMBER: The number of directors of the Corporation shall be at least ten (10). The number of directors may be increased or decreased at the will and pleasure of the President or Board.

3. **QUALIFICATION:** In order to be a director, a person must have the following qualifications; he/she shall, at the time of his/her election, be a property owner and be a member of the Association.
4. **NOMINATING COMMITTEE:** The board of Directors will constitute the nominating committee and shall present a list of names in nomination for the Board of Directors at the annual meeting. Additional nominations may be taken from the floor.
5. **ELECTION:** At the annual meeting of the membership and at each annual meeting, the membership shall elect the necessary number of directors each year for a term of two years.
6. The President of Bay Harbor Improvement Association is elected for a two year term, as is the President Elect otherwise known as the Vice President. The President Elect will automatically serve as President after a two year term as President Elect and a new President Elect is elected to serve a two year term. If, for any reason, an elected member is unable to or unwilling to complete his/her term, the board of directors will elect replacement(s).
7. **TERM OF OFFICE:** Unless removed in accordance with the By-Laws, each director shall hold office for a term of two (2) years or until his successor shall have been elected.
8. **REMOVAL:** Any director may be removed from his position as director, either with or without cause, at any special meeting of members, if notice of intention to act upon the question or removing such director shall have been stated as one of the purposes for the calling of such meeting.
9. **NEW OFFICERS:** The new Board of Directors shall meet as soon as possible after their election for the purpose of confirming their acceptance and should elect from the current board of directors a President, President Elect, Secretary-Treasurer and Chairmen of known working committees.
10. **VACANCY:** A particular directorship shall be considered to be vacant upon the happening of any one of the following events:
 11. Death of the person holding such directorship.
 12. Resignation of the person holding such directorship.
 13. Refusal of a person elected to a directorship to manifest his/her assent to serve.
 14. Removal of a director at a special membership meeting as provided in Section 6 of this ARTICLE II of these By-Laws.
 15. Sale or transfer of his/her property in Bay Harbor, Bahia Azul, Bahia Azul-Orner, or Bee-Gee Subdivisions.

16. FILLING OF VACANCY: Any vacancy occurring in the Board of Directors shall be addressed at the next meeting of the Board of Directors following the occurrence of such vacancy; or, if a vacancy occurs while a Board of Directors' meeting is in progress, such vacancy may be filled at such meeting. Such a vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in such directorship.
17. ELECTION OF NEW DIRECTORSHIP: In the event of the creation of one or more new directorships by amendment of these By-Laws, then any directorship to be filled by such a reason as an increase in the number of directors shall be filled by election at any annual meeting of the membership or a special meeting of the members called for that purpose.
18. QUORUM: Six (6) members of the Board of Directors constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
19. VOTE BY THE PRESIDENT: Only in the case of a split vote would the President be entitled to vote for a decision.
20. REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution. The President will set the time and place of all special, regular meetings, and the directors will be notified in writing. Board of Directors meetings should be held at least once every ninety(90) days.
21. PLACE OF MEETING: Unless otherwise specifically provided in the By-Laws, meetings of the Board of Directors shall be held at a place mutually agreed upon by the Board members.
22. NO STATEMENT OF PURPOSE OF MEETING REQUIRED: Neither the business proposed to be transacted, nor the purpose of any regular or special meeting of the Board of Director s need be specified in the notice or waiver of notice of such meeting.

ARTICLE III. OFFICERS:

1. NUMBER: The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of Directors), one being a President Elect, a Secretary-Treasurer and other officers as may be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except the President and Secretary-Treasurer shall not be the same person. The President and Secretary-Treasurer shall both be full members of the Board of Directors for the year of their respective elections, thus bringing the minimum membership of the Board to ten.
2. ELECTION AND TERM OF OFFICE: The principal officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the board of Directors held after each annual meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, until his death, or until he shall resign or shall have been removed in the manner herein provided.
3. PRESIDENT: The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the membership and of the Board of Directors. He/she shall sign, with the Secretary-Treasurer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, he/she shall perform all duties incidental to the office of President and such other duties as may be described by the Board of Directors from time to time. The President of Bay Harbor Improvement Association is elected for a two year term as is the "President Elect," otherwise known as the Vice President.
4. VICE PRESIDENT (President Elect): In the absence of the President, 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 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 by the Board of Directors. The President Elect (Vice President) will automatically serve as President after a two year term as President Elect, and a new President Elect is elected to serve a two year term.
5. SECRETARY-TREASURER: The Secretary-Treasurer shall be appointed by the currently elected Board of Directors and shall be paid an amount agreed upon by that Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful

discharge of his/her duties in such sum and with such safety or sureties as the Board of Directors shall determine. He/she shall (A) have charge and custody of and be responsible for all funds and securities of the Corporation; (B) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors; (C) keep the minutes of the annual meetings of the membership and of the Board of Directors meetings in one or more books provided for that purpose; (D) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (E) be custodian of the Corporate records and of the seal of the Corporation; (F) keep a register of the mailing address and other contact information of each member; (G) in general, perform all duties incident to the office of Secretary-Treasurer 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 IV. FISCAL YEAR:

1. The fiscal year of the Corporation shall begin on January 1st of each year and end at 11:59 PM on December 31st of each year.

ARTICLE V. SEAL:

1. The Board of Directors shall provide a Corporation seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE VI. AMENDMENT OF BY-LAWS:

1. These By-Laws may be amended by the membership at the annual meeting of the membership, if notice of a proposal to amend these By-Laws and the respect in which they are proposed to be amended is given in any call of a special meeting of the membership for such special meeting purpose.