

BY-LAWS

Revision Dated 12-14-2024

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ARTICLES OF INCORPORATION EXCERPTS

NAMES AND OFFICE

NAME

The name of the corporation shall be the IVANHOE PROPERTY OWNERS IMPROVEMENT ASSOCIATION, Inc. The IVANHOE PROPERTY OWNERS IMPROVEMENT ASSOCIATION, INC. is a Non-Profit Organization, Chartered in the State of Texas, County of Tyler, October 14, 1970, under Charter #00282744-01.

PRINCIPAL OFFICE

The office of the Association shall be located in a Subdivision in Tyler County, Texas incorporated as the City of Ivanhoe.

PURPOSE

- a. The IVANHOE PROPERTY OWNERS IMPROVEMENT ASSOCIATION, Inc. shall be representative of the property owners in Lake Charmaine, Section 1, and subsequent member sections in assisting in the preservation of property values and at the same time assuring to every purchaser(s) of land that the appearance, sanitation and permissive activities shall be controlled and safeguarded.
- b. Perform any other things necessary or desirable in the opinion of the Association to keep the property neat and in good order, or which it considers to be of general benefit to the owners and occupants of the subdivision member sections, it being understood that the judgment of said Association in the expenditure of such funds shall be final so long as such judgment is exercised in good faith.

POWERS AND FUNCTIONS

Such Association shall have the following powers and functions (but not by way of limitations):

- a. Collect and expend, in the interest of the subdivision member sections, the Maintenance Fund created in the various provisions contained in the contracts of sale and general warranty deeds, and other fees collected and funds raised.
- b. Enforce the applicable restrictive covenants by appropriate proceedings, but without having the sole obligation with respect to the enforcement of such restrictions.
- c. Enforce any lien imposed on any lot or any part of the subdivision member sections by reason of failure to pay the maintenance charges into the Maintenance Fund as provided in the contracts of sale and general warranty deeds.

**Excerpts below are from the Articles of Incorporation
filed with the Secretary of State on October 14, 1970.**

BY-LAWS

The following By-Laws stem from the Articles of Incorporation for the IVANHOE PROPERTY OWNERS IMPROVEMENT ASSOCIATION, INC. (Hereinafter referred to as the Association.) These By-Laws are set forth as guidelines to be applied in good faith for the continuing compliance with the Article of Incorporation and the laws of the State of Texas, regulating the operation of the Association wishing to maintain a non-profit, tax-free status.

ARTICLE I: MEMBERS

Article I: Section One: Members

The Association is to have as members the record owners of a lot or lots in the Ivanhoe Subdivision member sections. An individual(s) shall be deemed owner(s) when there is a properly completed contract between the purchaser(s) and the seller(s).

Article I: Section Two: Members in Good Standing

To be a member in “good standing” and to be entitled to vote in a general election, hold office either as a director or as an officer of the Association, a member must be current in the payment of the Annual Maintenance Fee provided in the Maintenance Fund Agreement applicable to “Ivanhoe, Land of Lakes” Subdivision member sections and any additional fee or assessment that has been approved by a majority of the votes cast at an election duly called for that purpose. To be current, a member must have paid the maintenance fee, and any other properly approved additional fee by January 31st of the current year, after which a member must be current thirty (30) days prior to voting on any official business.

Article I: Section Three: Voting Rights

In a general election a member in “good standing” and his/her partner, shall be entitled to vote on each matter submitted to a vote of the members. In the event that an individual, couple or corporation owns more than one lot, said owner will be allowed only one (1) vote and multiple owners a maximum of two (2) votes, regardless of number of properties owned. If a lot is owned by more than two (2) persons, no more than two (2) recorded owners shall be entitled to vote. The designated voter(s) of a corporately owned property must present a resolution signed by the Secretary of the

Corporation designating them as the authorized voter(s). Eligible names should appear on the Association records or verification of the ownership should be presented at the time of voting.

Ivanhoe residents /owners in Lake Ivanhoe sections 1, 2, 3 & 4 (who do not own property in other Ivanhoe sections) are not voting members of the IPOIA but are allowed to purchase permits to use the parks and lakes. They must pay the \$6 per lot maintenance fees, plus the cost of permits.

Article I: Section Three-A:

All property Owners are entitled to vote in elections concerning assessment increases. See Judgment by the Court of Appeals, cause number 06-00-00004-CV, dated 01/25/01 which is attached to and made a part of the By-Laws.

ARTICLE II: MEETING OF MEMBERS

Article II: Section One: Annual Meeting

An Annual Meeting of the members shall be held on the second Saturday of February of each year at 10 A.M. for the purpose of electing directors of the Association and for the transaction of any other business that may legally come before the meeting. If the Annual Meeting shall not be held on the day designated, the Board of Directors shall call a meeting for the purpose of electing directors within thirty (30) days.

There will be a general informational meeting held immediately after the regular Board meeting in December of each year. The proposed agenda, budget, assessments, and any other matters will be discussed informally. Candidates for the February election will be allowed to speak on their own behalf.

Article II : Section Two: Special Meetings

Special meetings of the members may be called by a majority of the Board of Directors or by not less than fifty (50) or more members having voting rights. If a special meeting is called by fifty (50) or more members having voting rights, they shall notify the President in writing of the calling of such meeting and the purpose(s) of the special meeting.

Twenty-five (25) members shall constitute a quorum for a Special Meeting. Notification of said meeting shall be considered given when posted at the IPOIA office and on the Marquee not less than three days (72 hrs.) prior to the date of such meeting.

Article II: Section Two: Informal Meeting

An informal meeting may be called by a majority of Directors or not less than fifty (50) or more members in “good standing”. If an informal meeting is called by fifty (50) or more members in “good standing”, they shall present their request, in writing, to the President of the Board at a regular Board meeting, stating in writing purpose(s) of such informal meeting. Upon verification, by the Audit Committee, the Informal Meeting must be held within thirty (30) days of the date of presentation to the Board. (No formal business may be conducted and no postal notification to the general membership is required.)

Article II : Section Three: Place of Meetings

All meetings of the membership shall be at the Buck Priest Community Center, or other public venue in the City of Ivanhoe, Tyler County, Texas.

Article II: Section Four: Notice of Annual Meetings

Notice of Annual Meetings shall be considered given when posted by IPOIA office and on the Marquee not less than twenty (20) nor more than fifty (50) days before the date of such meeting at the direction of the President to the Secretary or Treasurer.

Article II: Section Five: Quorum

Twenty-five (25) members shall constitute a quorum at annual meetings. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a future date, but the members not present at the meeting must be notified of the time, date, place and purpose(s) of future meetings as provided in Article II: Section Four.

ARTICLE III: BOARD OF DIRECTORS

Article III: Section One: General Powers

The affairs and responsibilities of the Association shall be managed by the Board of Directors as set forth in these By-Laws. Directors of the IPOIA must be over twenty-five (25) years of age, available for meetings, willing to assume responsibilities, and accept and perform duties whenever needed. An IPOIA Board member must be in “good standing” and a property owner of one of the sections of Ivanhoe, with the exception of Lake Ivanhoe Sections 1, 2, 3, & 4.

Article III: Section Two: Number and Tenure

The number of Directors shall be five (5). Each director shall hold office until his/her successor has been elected and qualified. A director shall be considered elected and qualified and his/her term of office shall begin immediately after the Election Chairman announces the election results. The directors shall hold staggered two (2) year terms.

No members of the City Council of the City of Ivanhoe may serve as a member of the Board of Directors of the IPOIA. Members running for positions in the City of Ivanhoe, if elected, will resign their position on the IPOIA Board as soon as their term with the City of Ivanhoe City Council begins. Their vacancy will be filled by appointment made by the Board of Directors for the unexpired term.

In order to maintain communication and in order to assure the cohesive functioning of both, the IPOIA and the City of Ivanhoe, a representative from the City Council of the City of Ivanhoe may serve as a liaison to the IPOIA Board of Directors.

Article III: Section Three: Regular Meetings

The Board of Directors shall meet monthly on the second Saturday of each month at the Buck Priest Community Center, or other public venue within the City of Ivanhoe at a time fixed annually by the Board of Directors. Monthly meeting time and location shall be posted at the office of the Association. The Board of Directors reserves the right to hold meetings on a quarterly basis if it deems appropriate. All Board meetings shall be open to any member of the Association, except Executive Sessions. Executive Sessions are for the purpose of discussing legal, personnel matters or other urgent or sensitive matters. The Board of Directors shall be required to post monthly meeting agendas at the Association office, and/or online via the Association Facebook Group page seventy-two (72) hours in advance of a regularly scheduled monthly meeting.

Article III: Section Four: Special Meetings

Special meetings of the Board of Directors may be called by the President or any two (2) directors.

Article III: Section Five: Notice of Special Meetings

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to the meeting. Notice shall be considered delivered when sent via text message or delivered in person to the Directors in writing. Any Director may waive notice of such meeting, except where a Director attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called

or convened. The business to be transacted at the meeting should be specified in the notice or waiver of notice of such meeting.

Article III: Section Six: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting until a later date. Written notice of such time and place of the later meeting shall be sent to each Board Member via text message and be posted for at least three (3) days on the Association bulletin board, online via the Association Facebook Group page and at the front entrance of the City of Ivanhoe.

Article III: Section Seven: Manner of Acting

The voting on Association business by a majority of the Directors present at meeting shall be the act of the Board of Directors.

Article III: Section Eight: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining directors. The appointed member will fulfill the remainder of the unexpired term. The selection of a new member to fill the vacancy will be made within ninety (90) days. Such appointments may not violate other provisions of these by-laws.

Article III: Section Nine: Compensation

Directors, as such, shall not receive any salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorneys' fees, actually incurred by him/her in connection with any claim asserted against him, by action in court or otherwise, by reason of his/her being or having been such director, except in relation to matter as to which he/she shall have been guilty of negligence or misconduct in respect to the manner in which indemnity is sought. If a spouse or other family member of a current Board member is selected for a particular job for which there is compensation, then said Board member is not to vote on anything related to the area of his or her family member's job.

A Board member may receive compensation for a particular job done within Ivanhoe, so long as this is not paid for with Ivanhoe Property Owners Improvement Association, Inc. money.

Article III: Section Ten: Legal Action

The Directors shall not have the authority to institute any lawsuits in any court except for the collection of maintenance fees and properly approved additional fees or assessments due to the enforcement of the maintenance fund liens, and to enforce the rules and regulations specified in the IPOIA Handbook. The power to institute any other lawsuit shall reside in the vote of the Association membership at a meeting called for that purpose. The Board of Directors has the authority to defend itself against any action brought against the Association and may institute a cross-action (countersuit) as part of its defense.

Article III: Section Eleven: Removal

The Board of Directors has the responsibility to inform another Board member in writing of his/her failure to attend three (3) consecutive Board meetings without just cause or to fulfill accepted responsibilities, and said notice must be given within five (5) days after the third consecutive meeting the Board member failed to attend, or twenty-five (25) days prior to the next monthly meeting after a failure to fulfill accepted responsibilities. Failure of the Board member to respond by the next monthly meeting will be considered the member's resignation.

A Board member may also be removed by a recall vote requested by a petition signed by sixty-seven (67%) percent of the total number of votes cast in the previous regular membership meeting (general election) by property owners in "good standing". The petition shall include a short summary of the reason for the request for recall.

Any such recall petition shall be presented to the President of the Board of Directors at a regularly scheduled Board meeting. The Board member targeted may provide a short rebuttal in his/her defense. The petition signatures must be certified by the Audit Committee acting in closed session within thirty (30) days. If the required number of signatures is certified, then the Board must accept the report of the Audit Committee, and action must be taken at a regularly scheduled Board meeting as required by the petition.

No names may be added or withdrawn after the petition has been submitted to the President of the Board of Directors. If the petition is valid, the Board of Directors shall announce a recall vote within sixty (60) days of receiving notification by the Audit Committee. A simple majority vote of the members voting in the recall election shall be required to remove the targeted Board member. Anyone removed by recall cannot hold a director's position for at least one (1) year (12 months).

The recall election shall be conducted in accordance with the Voting Procedures outlined in Article VII, Section 7.

ARTICLE IV: OFFICERS

Article IV: Section One: Officers

The officers of the Association shall be a President, one or more Vice Presidents, Secretary, Treasurer, and such other officers as may be appointed by the Board of Directors.

New officers may be created and filled by the Board of Directors. No officer may be elected who is not a member in “good standing” and over twenty-five (25) years of age, available for meetings and other duties as needed. No two offices may be held by the same person.

The Board of Directors shall establish open hours for the office of the association.

Office hours will be posted at the IPOIA office.

Article IV: Section Two: Election and Terms of the Office

The Officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board following the annual Board of Directors election. Each officer shall hold the office until his/her successor shall have been qualified. Board members will be limited to three (3) consecutive two (2) year terms. A one year term must then expire before application for a Board position will be accepted. In the event that a Board Member has reached the six (6) year term limit, and no candidates have applied for a Board position during the next election, the Board of Directors reserves the right to waive the term limitation and grant an additional two (2) year term to a term-limited Board Member.

Article IV: Section Three: Bonded Officers

All Directors and any other officer deemed necessary by the Board of Directors shall give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Association shall pay the premium cost of such bond.

Article IV: Section Four: Voting Rights

Should it occur that an officer of the Association is not a member of the official Board of Directors, the officer does not have a vote on Association business nor is the officer counted in the required number for a quorum.

Article IV: Section Five: Removal

Any officer elected by the Board of Directors may be removed by the Board of Directors meeting in Executive Session whenever in their judgment the best interest of the Association would be served. Any Board member found participating in unethical behavior, breach of confidentiality or obstructive behavior that prevents the Board from functioning effectively, may be suspended by the Board of Directors for no longer than ninety (90) days, pending a special membership meeting with 25 members in "good standing" in attendance. This removal may only be performed with adequate documentation proving claim of allegations.

Article IV: Section Six: Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the annual term, provided such appointments do not violate other provisions of these by-laws.

Article IV: Section Seven: President

The President shall be the principle executive of the Association and shall, in general, supervise and control all business and affairs of the Association. The President shall preside at all meetings of the members and the Board of Directors. The President may sign with the Secretary, Treasurer or any other proper officer of the Association authorized by the Board of Directors, and deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer of the Association. All instruments not signed according to this article shall be null and void. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Article IV: Section Eight: Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President(s) shall perform the duties of the President; when so acting, shall have all the powers of and be subject to all the restrictions on the President. In the event there

is more than one Vice President, Vice Presidents shall act in order of their election. The Vice President(s) shall perform such other duties assigned to him/her by the President or by the Board of Directors.

Article IV: Section Nine: Secretary

The Secretary shall assume the responsibilities of recording the Minutes of all members and the Board of Directors meetings, providing notification of meetings to the Board of Directors and the membership, and providing custody of Corporate (Association) records and the Corporate (Association) seal. In the absence of the President and Vice President(s) or in the event of their inability or refusal to act, the Secretary shall perform the duties of the President; when so acting, shall have all the powers of and be subject to all the restrictions on the aforementioned directors.

Article IV: Section Ten: Treasurer

The Treasurer shall assume the responsibilities of collecting and depositing of monies (maintenance fees, etc. as provided in the contracts of sale, the general warranty deeds, restrictions and the maintenance fund agreement(s) of Ivanhoe, "Land of Lakes" and maintain up to date records on ownership of property. In the absence of the President, Vice President(s) and Secretary, or in the event of their inability or refusal to act, the Treasurer shall perform the duties of the President; when so acting, shall have all the powers of and be subject to all the restrictions on the aforementioned directors.

Article IV: Section Eleven: Executive Secretary

If the Board of Directors elects an office of Executive Secretary, the term of office for the Executive Secretary shall be for one (1) year. The Executive Secretary is to be reappointed or appointed annually at the time new officers are elected. If the position for the Executive Secretary is to be salaried, the salary shall be determined by the Board of Directors. Should the Executive Secretary position not be salaried, the Executive Secretary may submit an itemized statement monthly for expenses incurred for the Association such as mileage that are reasonable and approved by the Board of Directors. The Executive Secretary shall be delegated responsibilities by the Board of Directors, as outlined in a contractual agreement between the Board of Directors and the Executive Secretary. Responsibilities will include the routine office functions as required by the Board of Directors to fulfill the obligations of the Association as outlined for a non-profit, tax exempt organization in the Articles of Incorporation.

ARTICLE V: COMMITTEES

Article V: Section One: Committees

The Board of Directors shall activate committees as needed and the Board shall appoint chairpersons for committees.

Article V: Section Two: Rules

Each committee may adopt rules for its own government, not inconsistent with these By-Laws or with rules adopted by the Board of Directors. No committee shall have the authority to act but shall be advisory in nature only. All official documents, including contracts are to be signed by the provisions of Article IV: Section Seven: President, and as specified in Article VI: Section Two: Contracts, as required in the By-Laws.

ARTICLE VI: RECORDS AND ACCOUNTING PROCEDURES

Article VI: Section One: Books and Records

Financial, recorded owners of property, and voter eligibility records shall be maintained in the office of the Association. Minutes of all official meetings of the membership and the Board of Directors shall be on record in the office of the Association. A member in good standing of the Corporation, in compliance with and under the rules of Article 1396-2.23A—Financial Records & Reports of the Texas Non-Profit Corporations Act, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

Article VI: Section Two: Contract

The President, or in the absence of the President, the Vice President, is authorized to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association as authorized by the Board of Directors, such instrument to be attested to by the Secretary or Treasurer.

No common areas or Real Property Improvements shall be conveyed or mortgaged by the Board without a simple majority vote of the eligible property owners voting at a regularly scheduled monthly Board meeting. The purpose of this vote shall be read at three (3) Board meetings spanning a minimum of at least thirty (30) days before conducting a vote of the membership.

Article VI: Section Three: Fiscal Year

The accounting year of the Association shall begin January 1, and end December 31, beginning January 1, 1996, and continuing each succeeding year thereafter. (This includes necessary changes to the By-Laws to conform to the new Fiscal Year.)

Article VI: Section Four: Checks, Drafts or Orders for Payment

All checks or orders for payment of money, notices or other evidence of indebtedness issued in the name of the Association shall be signed by a current member of the Board that has bank account authorization. The President, and the Secretary or Treasurer will be the preferred officer(s) to sign the above. Any indebtedness other than regular salaries and utilities shall be approved by the Board of Directors. The use of Association debit cards for online or in-person purchases is allowed.

Article VI: Section Five: Deposits

All funds of the Association shall be deposited to the credit of the Association in the Banks, Trust Companies, or other Depositories as the Board of Directors may select.

Article VI: Section Six: Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or any special purpose of the Association. Any fund raiser sponsored by the IPOIA and using IPOIA facilities shall deposit funds to the credit of the Association in the Banks, Trust Companies, or other Depositories as the Board of Directors may select. Any fund raiser specifically designated for the Men's Club, Civic Club, The Friends of Ivanhoe, or the Ivanhoe Volunteer Fire Department using the IPOIA facilities shall be designated for those organizations.

Gifts of Real Property must be researched in the County Appraiser's records to determine their value. The Board of Directors shall establish what practical use they might serve the community before the Board votes to accept. Acceptance of gifts of real property by the Board must be by unanimous vote.

Article VI: Section Seven: Budget

At the annual meeting, an annual financial statement of income and expenses, consistent with the accepted accounting procedures, shall be presented to the membership.

A budget for the coming year's operations shall be prepared by the Budget Committee and submitted to the Board of Directors, no later than the regular scheduled meeting in January of each year for their consideration and later approval. The proposed budget will then be presented for approval at the annual membership meeting. A majority of the votes cast will constitute approval.

Article VI: Section Eight: Expenditures

The Board shall abide by the Budget, as submitted to the membership and approved for each fiscal year. A contingency fund of not more than fifteen (15) percent of the total budget shall be included in the budget for cost overruns on budget items and unanticipated expenses.

No funds may be disbursed except for the purpose for which they are specified in the budget, except in an emergency. No funds may be transferred to another account in the budget, except in an emergency. An emergency may be declared by unanimous vote of at least three (3) Board Members other than the President. Funds collected for a specific purpose shall not be used for any other.

Any special assessment voted on and approved by majority vote of members constituting a quorum at a regular or special meeting, shall be binding on all property owners. The money shall be divided one assessment fee per household. The money shall be set aside for that explicit purpose and shall not be used otherwise. Monies must be collected and dispersed for that explicit purpose and shall not be used otherwise. Monies must be collected and dispersed for that explicit purpose within one calendar year.

The IPOIA board may make non-discretionary expenditures between the end of the fiscal year and the approval of the annual budget for the next fiscal year. Non-discretionary expenditures shall be payments for utilities, taxes, ongoing regular monthly / yearly expenses, and contractual agreements such as trash pickup and regular park maintenance.

Article VI: Section Nine: Audit

The Audit Committee shall be appointed by the Board of Directors for an audit of the financial records prior to the annual February meeting. (Not members of the Board of Directors or their spouses). The Secretary or the Treasurer will submit the financial records of the Association to the Audit Committee. The Audit report must be signed by all members of the Audit Committee and be presented at the annual meeting. The audit report will be available to any member upon request.

Article VI: Section Ten: Corporate (Association) Seal

The Board of Directors shall provide a Corporate (Association) Seal.

ARTICLE VII: ELECTIONS

Article VII: Section One: Filing

A member in “good standing” and over twenty-five (25) years of age may file as a candidate for a position on the Board of Directors by submitting a written resume by the filing deadline. The filing deadline is to be established and publicized by the Board of Directors not less than two (2) months prior to the election. Candidates will submit brief resumes in filing for the positions on the Board of Directors.

Article VII: Section Two: Voters List

The Board of Directors shall at all times guard the confidentiality of the membership list, which is also used as the Voter’s List. However, a member in “good standing”, presenting just cause and meeting certain requirements, will be entitled to communicate with the membership through a mailing. The requirement shall include furnishing envelopes with postage, providing cost of reproduction of mailing labels and pay any wages involved for the time spent by the Association for the reproduction and assembly of such material. A member of the Board of Directors is not excluded from these provisions.

Article VII: Section Three: Election Judge

An Election Judge, who is not a member of the Association or a resident of any subdivision member section under jurisdiction of the IPOIA, shall be employed by the action of the Board of Directors for the annual election and any special election. The Election Judge shall have possession of the only keys to the ballot box, and shall satisfy himself/herself that the box is empty and then locked before any balloting begins. The Election Judge shall retain control of the ballot box during the voting. The ballot box shall be opened by the Election Judge and all ballots tallied.

Article VII: Section Three-A: Election Supervisor

The Election Committee Chairperson will serve as the Election Supervisor. The Supervisor will administer/monitor all other details of the election procedure not covered by the Election Judge.

Article VII: Section Four: Election Clerk and Tallies

At each election, clerks and tallies shall be appointed by the Election Committee, but no candidate for office or their immediate relatives shall act as clerk or tally persons nor be present at the place where the ballots are counted.

Article VII: Section Five: Certification

The Election Judge shall, on a form provided for that purpose, certify to the President the results of the election, who will in turn announce the results. The Election Judge shall replace the counted ballots into the ballot box along with the copy of the Tally Sheet and the form provided by the President, and lock the ballot box. The Election Judge shall keep a copy of the tally sheet for his/her records and retain the locked ballot box for a period of forty-five (45) days. If at the end of the forty-five (45) days no challenge to the validity of the election has made, then the Election Judge shall destroy the ballots and return the ballot box to the office of the Association.

The President shall be responsible for informing the Election Judge of the By-Laws concerning an election.

Article VII: Section Six: Voter Eligibility

Member(s) eligible to vote shall be determined according to these By-Laws, Article I: Section Three (3). In order that the secrecy of the ballot election shall be assured, the eligibility of a voter shall be determined before a ballot is delivered and delivery of the ballot shall be conclusive as to such eligibility. Ballots shall bear the Corporate (Association) seal, but no number or other mark shall be placed on a ballot that would furnish a means of identifying the voter.

Article VII: Section Seven: Voting Procedures

In order that all persons eligible and desiring to cast a vote may do so, the following procedures shall be followed:

- a. The required notice of annual meeting or election shall be posted at the IPOIA office and on the Marquee (Article II, Section Four: Notice of Annual Meeting).
- b. Members who cannot attend the meeting/voting may visit the Association office during regular hours during the two weeks prior to the election week and pick up an official ballot to be mailed to the Election Judge in an addressed envelope provided by the Association. The Board shall provide the name and address of the voting judge to accept absentee ballots. A list of absentee ballots will be maintained; voters receiving absentee ballots will not be allowed to vote in person at the scheduled vote. All absentee ballots must be received by the voting judge prior to the scheduled election.
- c. Member(s) in “good standing” (Article I, Section 2: Members in Good Standing) who wish to vote by mail, may make written request for a ballot to the Association office. The request must include a self-addressed stamped envelope.

The election of new Board members will take place the day of the annual Membership Meeting as specified in Article II: Section One. Ballots will be passed out to all members in good standing who have not previously been issued a ballot.

- d. If candidate(s) running for the open position(s) on the IPOIA Board at Annual Meeting are running unopposed, no election will be necessary. At the Annual Meeting candidate(s) shall be considered elected and qualified and term of office shall begin immediately after the Election Supervisor/Chairman announces results. If a position on the Board is open at the Annual Meeting and no candidate submits a resume, the Board within ninety (90) days of Annual Meeting fills the open position.

Article VII: Section Eight: Political Advertising

At no time shall any Association funds be used for printing, postage, or mailing of any political advertising, support of any candidate, slate of candidates, or any special political issue. Nor shall any physical elements of IPOIA property be used for posting of any political advertising, support of any candidate, slate of candidates, or any special political issue.

Article VII: Section Nine: Petitions

Each petition shall be limited to one issue only. All petitions shall be presented to the President at a Board Meeting. The petitions presented shall contain original signatures of the petitioner's in pen or ink. Each of the second and subsequent pages of the petitioner's names shall be prefaced with a copy or summary of the purpose of the petition from the first page of the petition. A maximum of two property owners of record for each piece of property may sign a petition. The Board shall require the petitioners to pay for the cost of any notification of property owners required unless the proposed election coincides with the annual general election. This is to cover the cost of mailing materials, reproduction and labor. This notification of property owners shall be accomplished by the IPOIA office only.

ARTICLE VIII: AMENDMENTS

Article VII: Section One: Power of Members to Amend By-Laws

The By-Laws of the Association may be amended, repealed, added to, or new By-Laws may be adopted by the vote of a simple majority of the eligible property owners voting at the annual meeting or at a special meeting called for that purpose. Proposed changes to the By-Laws will be presented at the regularly scheduled Board meeting two months

prior to the said meeting. A copy of the changes will be available upon request at the Association office.

ARTICLE IX: PARLIAMENTARY PROCEDURES

Article IX: Section One: Parliamentary Authority

Any questions arising that are not covered by these By-Laws or the Laws of the State of Texas governing a non-profit, tax-exempt organization shall be governed by ***Roberts Rules of Orders***.

ARTICLE X: MISCELLANEOUS

Article X: Section One: Pets

Members of the Association are responsible for any action and/or damage caused by their pets.

Article X: Section Two: Common Areas

All of the recreational facilities of the Association which include all common areas such as Parks, Lakes are owned by the Association and are for the use of property owners in “good standing”, and their guest(s) and persons or organizations designated by the Board of Directors.

Article X: Section Three: IPOIA Rules and Regulations

Refer to Ivanhoe Land of Lakes Rules and Regulations Handbook current revised copy. (Exhibit A)

ARTICLE XI: DISSOLUTION

Article XI: Section One: Dissolution

Upon the dissolution of the Corporation (Association), all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C) of the Internal Revenue Code or shall be distributed to a non-profit corporation to be determined by a simple majority vote of members in “good standing” at the Annual Membership Meeting or a Special Meeting called for this purpose.

We, the undersigned, attest to the fact that this is a true and correct copy of the By-Laws of the Ivanhoe Property Owners Improvement Association, Inc. As of February 8, 2025.

Valerie Weber, President

Randy Friedrich, Vice President

Dean Bradley, Secretary

Georgia Moncrief, Treasurer

_____, _____

STATE OF TEXAS
COUNTY OF TYLER

BEFORE ME, the undersigned authority, personally appeared **Dean Bradley, Georgia Moncrief, Randy Friedrich and Valerie Weber**, known by me to be the persons whose names are subscribed to the forgoing instrument, and acknowledged to me that they are executing the same for the purpose and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____ 2025.

Notary Public in, and for TYLER County, Texas.

My Commission expires: _____