



**THE ESTATES OF BARTON CREEK PROPERTY OWNERS ASSOCIATION, INC.**

**SECRETARY'S CERTIFICATE**

STATE OF TEXAS                   §  
  §  
COUNTY OF TRAVIS           §

The undersigned hereby certifies that she is the duly elected, qualified and acting Secretary of The Estates of Barton Creek Property Owners Association, Inc., a Texas non-profit corporation ("Association") and that:

Attached hereto is a true and correct copy of the Amended and Restated Bylaws of the Association which have been duly approved.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 8 day of December, 2014.

By: *Pamela Yeaman*  
Pamela Yeaman, Secretary  
Board of Directors

STATE OF TEXAS                   §  
  §  
COUNTY OF TRAVIS           §

This instrument was acknowledged before me on the 9th day of December, 2014, by Pamela Yeaman, Secretary of the Board of Directors of The Estates of Barton Creek Property Owners Association, Inc. on behalf of said non-profit corporation.



*Rebecca L. Jones*  
Notary Public, State of Texas  
My Commission Expires: 01.19.16

**AFTER RECORDING RETURN TO:**

Bill Flickinger  
Willatt & Flickinger  
Attorneys at Law  
2001 North Lamar  
Austin, Texas 78705

## AMENDED AND RESTATED BYLAWS

OF

### THE ESTATES OF BARTON CREEK PROPERTY OWNERS ASSOCIATION, INC.

These Amended and Restated Bylaws were approved by a majority of the Members of the Association, as certified by the Association's CPA on December 1, 2014, in accordance with Article VIII of the "Bylaws of The Estates of Barton Creek Property Owners Association, Inc." dated November 10, 1994, and as amended by that certain "Amendment to Bylaws of The Estates of Barton Creek Property Owners Association, Inc." dated November 9, 2001 (collectively herein referred to as the "Original Bylaws"). The Original Bylaws are hereby superseded and replaced in their entirety by the provisions set forth below effective upon the recording of these Amended and Restated Bylaws in the Official Public Records of Travis County, Texas.

#### ARTICLE I NAME, LOCATION AND APPLICABILITY

**Section 1.1. Name and Location.** The name of the corporation is The Estates of Barton Creek Property Owners Association, Inc. The principal office of the Association shall be located in the County of Travis, State of Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors. The Amended and Restated Articles of Incorporation for the Association were filed in the Office of the Secretary of State of the State of Texas on February 8, 1995.

**Section 1.2. Applicability of Bylaws.** The provisions of these Bylaws are applicable to the affairs of the Association, the Association Property and the use thereof.

#### ARTICLE II DEFINITIONS

Unless the context otherwise specifies or requires, the following words and phrases when used in these Bylaws shall have the meanings hereinafter specified:

**Section 2.1. Architectural Review Committee.** "Architectural Review Committee" shall be the committee responsible for review and approval of improvements and alterations as specified and defined in the Declaration.

**Section 2.2. Articles.** "Articles" shall mean the Amended and Restated Articles of Incorporation of The Estates of Barton Creek Property Owners Association, Inc. which were filed in the office of the Secretary of State of the State of Texas on February 8, 1995 and as the same may be amended from time to time.

**Section 2.3. Assessment.** "Assessment" or "Assessments" shall mean assessment(s) levied by the Association under the terms and provisions of the Declaration.

**Section 2.4. Association.** “Association” shall mean and refer to The Estates of Barton Creek Property Owners Association, Inc, a Texas non-profit corporation.

**Section 2.5. Association Property.** “Association Property” shall mean all real or personal property now or hereafter owned by the Association, including without limitation, all easement estates, licenses, leasehold estates and other interests of any kind, in and to real or personal property which are now or hereafter owned or held by the Association.

**Section 2.6. Association Restrictions.** “Association Restrictions” shall mean the Declaration as the same may be amended from time to time, together with the Articles, Bylaws, and Association Rules from time to time in effect.

**Section 2.7. Association Rules.** “Association Rules” shall mean the rules and regulations adopted by the Board or Architectural Review Committee, as the same may be amended from time to time.

**Section 2.8. Board.** “Board” shall mean the Board of Directors of the Association.

**Section 2.9. Bylaws.** “Bylaws” shall mean the Bylaws of the Association which may be approved and adopted as provided herein, and as may be amended from time to time.

**Section 2.10. Declaration.** “Declaration” shall mean the "Amended and Restated Declaration of Covenants, Conditions and Restrictions, The Estates Above Lost Creek, Phase I" recorded in Volume 12862, Page 1088, Real Property Records of Travis County, Texas, as amended.

**Section 2.11. Lot.** “Lot” shall have the meaning specified in the Declaration.

**Section 2.12. Manager.** “Manager” shall mean the person, firm, or corporation, if any, employed by the Association pursuant to the Declaration and delegated certain duties, powers, or functions of the Association.

**Section 2.13. Member .** “Member” or “Members” shall mean any person(s), entity or entities holding membership privileges in the Association as provided in the Declaration.

**Section 2.14. Owner.** “Owner” or “Owners” shall have the meaning specified in the Declaration.

**Section 2.15. Private Cul de Sac.** “Private Cul de Sac” shall have the meaning specified in the Declaration.

**Section 2.16. Property.** “Property” shall mean and refer to that tract or parcel of land situated in Travis County, Texas which is more fully described in the Declaration as the Subdivision or Property.

### ARTICLE III MEETINGS OF MEMBERS

**Section 3.1. Annual Meetings.** An annual meeting of the Members shall be held during the month of November each year at such time and place as the Board shall determine.

**Section 3.2. Special Meetings.** Special meetings of the Members may be called at any time by the President or the Board, or upon written request of the Members who are entitled to vote 20% or more of the votes of the Association.

**Section 3.3. Notice of Meetings, Elections and Votes.** It shall be the duty of the Secretary of the Board to mail or cause to be delivered to each Member, being the Owner of record of each Lot, a notice of each annual or special meeting of the Association stating the purpose of the special meeting, as well as the time and place where it is to be held, if a Member wishes notice to be given at an address other than his or her Lot, he or she shall have designated by notice in writing to the Secretary such other address. The mailing or delivering of a notice of meeting in the manner provided in this Section shall be considered service of notice. In addition, notices of any elections or votes shall be provided in a similar manner and if the election or vote will be held at a meeting, the meeting notice shall include a notice of the election or vote. Notices shall be served no later than the tenth day or earlier than the 60<sup>th</sup> day before the date of the meeting, election or vote. Such notices shall comply with Section 209.0056, Texas Property Code and any applicable law.

**Section 3.4. Quorum and Voting.** Except as otherwise provided in the Declaration or these Bylaws, the presence in person or by proxy of 75 votes of the Members shall constitute a quorum at all meetings of the Association, and the votes of a majority of the Members present at a meeting at which a quorum is present shall constitute the decision of the Members. If a quorum is not established at a called meeting of Members, the meeting may be adjourned and rescheduled with the same notice requirements as the first called meeting and provided such second called meeting is held within sixty (60) days of the first called meeting, the quorum required at the second called meeting shall be the presence in person or by proxy of 38 votes of the Members. The same quorum and voting requirements apply to votes by absentee or electronic ballots in accordance with applicable state law

**Section 3.5. Order of Business at Annual Meetings.** The order of business at all annual meetings of the Members shall be as follows:

- (a) Call to Order and confirm presence of a quorum;
- (b) Proof of Notice of Meeting;
- (c) Approve Minutes of Preceding Meeting;
- (d) Appointment of Voting Inspectors (when so required unless previously appointed by the Board);
- (e) Election of Directors (when so required);
- (f) Reports of Officers;
- (g) Reports of the Board;
- (h) Reports of Committees;
- (i) Unfinished Business (For Discussion Only, unless specified in the meeting notice as a matter which may be voted upon); and
- (j) New Business (For Discussion Only, unless specified in the meeting notice as a matter which may be voted upon).

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 4.1. Qualifications.** All Directors must be Owners.

**Section 4.2. Number.** The affairs of this Association shall be managed by a Board of seven (7) Directors.

**Section 4.3. Term of Office.** Directors shall serve for terms of two (2) years with terms expiring at the annual Member meeting held two years after election of the Director.

**Section 4.4. Removal, Death & Resignation of Directors; Vacancies.** A Director may be removed from office prior to the expiration of his or her term for any reason by the votes of two-thirds of the Members. If a Director is removed by such vote of the Members, his or her successor shall be elected by the Members. Should a vacancy on the Board occur due to any reason including failure to elect a successor, death or resignation of a Director, his or her successor shall be selected by a majority of the remaining Directors and shall serve for the unexpired term of the predecessor.

**ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS; VOTING**

**Section 5.1. Nomination.** Nominations for Director shall be made in accordance with procedures adopted by the Board from time to time, which may include deadlines to facilitate absentee or electronic voting. Such procedures when adopted by the Board shall prevail over any conflicting procedure in this Section. In the absence of such procedures adopted by the Board, nomination of Directors for election to the Board shall be made by the Nominating Committee, either prior to or at the annual member meeting, and by any Member from the floor at the annual Member meeting. The Nominating Committee shall consist of a chairman, who shall be a Director, and two Members of the Association. The Nominating Committee and its chairman shall be appointed by a majority of the Board prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations of individuals to serve as Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

**Section 5.2. Election.** Election to the Board of Directors shall be by written and signed ballots (except in the case of an uncontested Director election at a Member meeting, which will not require ballots) in compliance with Section 209.0058, Texas Property Code, or any applicable state law. The Board by resolution may establish procedures for absentee and electronic ballots in accordance with Section 209.00592, Texas Property Code, or any then-applicable state law. At each Director election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

**Section 5.3. Proxies.** All proxies shall be in writing and shall be filed with the Secretary (or such other person designated by the Board) prior to the call to order of the meeting in which such proxy shall be utilized, or in the case of a Member vote without at meeting, prior to the commencement of such vote. Each proxy shall only be valid for such meeting or subsequent adjourned meetings thereof, or Member vote. Each proxy remitted to the Secretary (or such other person designated by the Board) shall be filed with the records of the meeting or records of the vote. General proxies, not naming a specific individual as proxy, shall include a provision to designate by default the Secretary, or in his or her absence, the President, who in either case shall vote as instructed by a majority of the members of the Board who are present at the meeting of the Members, or in the case of a vote without a meeting, as the Board shall determine, in accordance with rules established from time to time by the Board. The form of

proxy may also include a special proxy directive, providing optional specific voting instructions for election of directors or any other issue deemed appropriate by the Board. If the Board by resolution adopts procedures for voting by absentee or electronic ballot, pursuant to Section 209.00592, Texas Property Code, or any then-applicable law, it shall include in such procedures the form, filing and use of proxies in connection with absentee or electronic ballots. To the extent such procedures of the Board conflict with the foregoing provisions of this Section, the Board procedures shall control.

**Section 5.4. Voting Inspectors.** The Board, in advance of any vote of the Members, may appoint two or more persons, who need not be Owners or Members, to act as voting inspectors. Such voting inspectors must not be disqualified pursuant to the provisions of Section 209.00594, Texas Property Code. If voting inspectors are not appointed prior to the meeting at which a member vote will be held, the person presiding at such meeting may appoint two or more voting inspectors. In case any person appointed fails to appear or act as a voting inspector, the vacancy may be filled in advance of the meeting or vote, by the Board or at any meeting by the person presiding at a meeting where a vote will be held. The voting inspectors shall: (i) determine the persons or entities entitled to vote at the meeting; (ii) determine the existence of a quorum and the validity and effect of proxies; (iii) receive ballots or determine votes or consents; (iv) hear and determine any challenges or questions arising in connection with any right to vote; (v) count and tabulate all votes or consents and determine the result thereof; and (vi) do such other acts as may be proper to conduct an election or vote with fairness to all Owners. In addition all voting inspectors shall comply fully with the provisions of Section 209.00594, Texas Property Code.

## **ARTICLE VI MEETINGS OF DIRECTORS**

**6.1. Organization Meetings.** The first meeting of the Board following an election of Directors shall be held at such time and place as shall be determined by the Board. At such meeting, the Board shall elect from their membership a President, Vice President, Secretary and Treasurer of the Association.

**6.2. Regular Meetings.** Regular meetings of the Board may be held at such a time and place as shall be determined from time to time by the President or a majority of the Directors. Notice of the time and place of each meeting shall be communicated to Directors not less than ten (10) days prior to the meeting; provided, however, notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting. In addition notice of all regular meetings of the Board shall be provided to the Members of the Association and such meetings shall be open to Members, except for executive sessions, in accordance with Section 209.0051, Texas Property Code and any applicable state law.

**6.3. Special Meetings.** Special meetings of the Board shall be held when called by written notice signed by the President, Vice President, or Secretary of the Association, or by any two (2) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) by facsimile; or (e) by electronic mail. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the special meeting. Notices given by other listed methods shall be delivered at least seventy-two (72) hours before the time set for the meeting. In addition notice of all special meetings of the Board shall be provided to the Members of the Association and such meetings shall be open to Members, except for executive sessions, in accordance with Section 209.0051, Texas Property Code and any applicable state law.

**6.4. Waiver of Notice by Director.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Notwithstanding the foregoing, notice of all meetings of the Board shall be provided to the Members of the Association and such meetings shall be open to Members, except for executive sessions, in accordance with Section 209.0051, Texas Property Code and any applicable state law.

**6.5. Quorum of Board of Directors; Voting.** At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. Directors may not participate or vote by proxy. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice. Notice to the Members of the Association in connection with any adjourned meeting shall be given as required by Section 209.0051(h), Texas Property Code and any applicable state law.

**6.6. Conduct of Meetings.** The President shall preside over all meetings of the Board, and the Secretary shall keep a minute book of the Board, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

**6.7. Open Meetings.** All meetings of the Board, except for executive sessions shall be open to all Members in accordance with Section 209.0051, Texas Property Code and any applicable state law. However, Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board.

**6.8. Executive Session.** The Board may, with approval of a majority of a quorum of the Board, adjourn a meeting and reconvene in executive session to discuss and vote upon such matters as authorized by Section 209.0051(c), Texas Property Code or any applicable state law. An oral summary of any decision made in executive session shall be made and placed in the minutes which complies with Section 209.0051(c), Texas Property Code or any applicable state law.

**6.9. Action without a Formal Meeting.** The Board shall only take action without a formal meeting or by unanimous written consent, on matters specifically permitted by Section 209.0051(h), Texas Property Code or applicable state law. Any such action shall be orally summarized at the next formal meeting of the Board and placed into the minutes of such meeting, in accordance with Section 209.0051(h) or any applicable state law.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD**

**Section 7.1. Powers.** The Board shall have the following powers:

(a) adopt and publish the Association Rules, except to the extent the adoption of such rules is delegated to the Architectural Review Committee in the Declaration, and including regulations governing

the use of the Association Property and facilities, and the personal conduct of the Members and their guests thereon;

(b) suspend the right to use of the Association Property during any period in which such Member shall be in default in the payment of any Assessment levied by the Association, or for any period during which an infraction of the Association Rules exists, and provided all requirements of any applicable law, including Chapter 209, Texas Property Code, have been satisfied;

(c) exercise for the Association all powers, duties and authority vested in or related to this Association and not reserved to the membership by other provisions of the Association Restrictions;

(d) employ such employees as they deem necessary, and to prescribe their duties;

(e) as more fully provided in the Declaration, to:

(1) fix the amount of the Assessments against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and

(2) foreclose the lien against any property for which Assessments are not paid within 30 days after due date and to bring an action at law against the Owner personally obligated to pay the same, provided all requirements of any applicable law, including Chapter 209, Texas Property Code, are satisfied;

(f) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment);

(g) procure and maintain adequate liability and hazard insurance on Association Property and directors and officers liability insurance providing coverage for all Directors, officers, committee members and designated employees, if any, as well as any other insurance deemed appropriate and commonly available;

(h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(i) exercise such other and further powers as provided in the Declaration and the Texas Business Organizations Act or any other applicable law.

**Section 7.2. Duties.** It shall be the duty of each Director, in the discharge of his or her duties as a Director, committee member or officer, to act in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Association. Directors individually have no authority to act on behalf of the Association unless such authority has been specifically delegated in writing by the Board to such individual.

It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs of the Association;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed; and



(c) adopt policies, procedures and rules governing conduct of the Association's business and affairs.

**Section 7.3. Manager.** The Board may engage a Manager for the Association at a compensation and on such terms and conditions established by the Board to perform such duties and services as the Board shall authorize.

**Section 7.4. Compensation.** Directors shall not receive any compensation or salary for their services as Directors; however, any Director may be reimbursed for his or her actual reasonable expenses incurred in the performance of his or her duties providing prior approval has been granted by resolution of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor provided that all provisions of Texas Property Code Section 209.0052 and any other applicable law are fully complied with including the following:

The Association may enter into an enforceable contract with a current Director, a person related to a current Director within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, a company in which a current Director has a financial interest in at least 51 percent of profits, or a company in which a person related to a current Director within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest in at least 51 percent of profits only if the following conditions are satisfied:

(A) the Director member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the Director member, relative, or company, if reasonably available in the community;

(B) the Director:

- (i) is not given access to the other bids;
- (ii) does not participate in any Board discussion regarding the contract; and
- (iii) does not vote on the award of the contract;

(C) the material facts regarding the relationship or interest with respect to the proposed contract are disclosed to or known by the Board of Directors and the Board of Directors, in good faith and with ordinary care, authorizes the contract by an affirmative vote of the majority of the Board members who do not have an interest governed by this subsection; and

(D) the Board of Directors certifies that the other requirements of this section have been satisfied by a resolution approved by an affirmative vote of the majority of the Board members who do not have an interest governed by this section.

**Section 7.5. Agreements, Contracts, Deeds, Checks and Other Instruments.** All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any two officers of the Association, or by such other person or persons as may be designated by the Board. The initial term of all contracts for goods or services or both shall be limited to a maximum of three years.

**ARTICLE VIII  
OFFICERS AND THEIR DUTIES**

**Section 8.1. Enumeration of Offices.** The officers of this Association shall be a President and one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as the Board may from time to time create by resolution. All officers shall be Directors.

**Section 8.2. Election of Officers.** The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

**Section 8.3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he or she resigns sooner, or shall be removed, or otherwise disqualified to serve.

**Section 8.4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, not to exceed one year, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 8.5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving a manually signed written notice, delivered in person, by mail or facsimile transmission, to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 8.6. Vacancies.** A vacancy in any office may be filled through appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 8.7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4.

**Section 8.8. Duties.** Each officer, in the performance of his or her duties on behalf of the Association, shall act in good faith, with reasonable care, and in a manner such officer reasonably believes to be in the best interest of the Association. Unless such authority has been delegated in writing by the Board or otherwise provided by these Bylaws, no officer is authorized to expend funds of the Association.

The duties of specific officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; and except as otherwise designated in accordance with Section 7.5 of these Bylaws, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) **Vice President.** Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President or the Board. Each Vice President may also act in the place and stead of the President in the event of his or her absence, inability or refusal to act.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

(d) Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him or her by the Secretary, the President, the Board or any committee of the Board.

(e) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; and except as otherwise designated in accordance with Section 7.5 of these Bylaws, shall sign all checks and promissory notes of the Association; keep proper books of account in appropriate form such that they could be audited by a public accountant whenever ordered by the Board or the membership; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the Members.

**Section 8.9. Compensation of Officers.** No officer shall receive any compensation from the Association for acting in his capacity as an officer; however, any officer may be reimbursed for his actual reasonable expenses incurred in the performance of his duties as an officer providing prior approval has been granted by resolution of the Board. An officer who serves the Association in any other capacity, however, may receive compensation there for if otherwise entitled to compensation, provided that such officer fully complies with all provisions of Section 7.4 above.

## ARTICLE IX COMMITTEES

**Section 9.1. Committees of the Board.** The President may designate one or more Directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board and of carrying out and implementing any instructions or any policies, plans, programs and rules theretofore approved, authorized and adopted by the Board. The President shall also appoint the chairman of each such committee. This Section 9.1 does not apply to the standing committees and other committees that may be constituted under Section 9.2 below.

**Section 9.2. Standing Committees.** In addition to the Nominating Committee established under these Bylaws, the standing committees of the Association shall be the Architectural Review Committee, the Budget Committee, the Welcoming Committee, the Communications Committee, and such other committees as the Board shall deem desirable. Except for the Nominating Committee, the Architectural Review Committee and the Budget Committee, the President shall appoint all members and the chairman of each of the foregoing standing committees, which members may consist of Members, Directors, Officers of the Association, or any combination thereof, except as may be otherwise required by the Declaration. The Nominating Committee and its chairman shall be appointed in accordance with Section 5.1 above. The Architectural Review Committee and its chairman shall be appointed as provided in the Declaration. The Budget Committee shall be appointed by the President, but the Treasurer shall always be a member of that committee and serve as its chairman.

The duties of the foregoing committees are generally as follows or as otherwise set forth in these Bylaws, and as may be specified in more detail by resolutions adopted from time to time by the Board:

(a) The Nominating Committee shall perform the duties describe in Section 5.1 above.

(b) The Architectural Review Committee shall perform the duties set forth in the Declaration.

(c) The Budget Committee shall develop draft budgets, review financials, and coordinate audits.

(d) The Welcoming Committee shall welcome new neighbors.

(e) The Communications Committee shall produce the community newsletter and advise the Board on other matters concerning communications to the Owners.

**Section 9.3. Rules.** Each committee may adopt rules for its own governance not inconsistent with the foregoing or terms of the resolution of the Board designating the committee, or with Association Rules.

## **ARTICLE X BOOKS AND RECORDS**

**Section 10.1. Inspection by Members.** The Membership register, books of account, financial statements, and minutes of meetings of the Members, the Board, and committees shall be made available for inspection and copying by any Member of the Association or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a Member, at such place as the Board shall provide and in accordance with the policies adopted by the Board from time to time.

**Section 10.2. Rules for Inspection.** The Board shall establish reasonable rules and policies consistent with Section 209.005, Texas Property Code, or any applicable state law, with respect to:

- (a) notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) hours and days of the week when such an inspection may be made; and
- (c) payment of the cost of reproducing copies of documents requested by a Member,

**Section 10.3. Inspection by Directors.** Every Director shall have an absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copies of Association documents at the expense of the Association.

## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association Assessments which are secured by a continuing lien upon the property against which the Assessments are made. Assessments shall be due and payable in accordance with the Declaration.

**ARTICLE XII  
CORPORATE SEAL**

The Association may, but shall have no obligation to, have a seal in a form adopted by the Board.

**ARTICLE XIII  
AMENDMENTS AND CONFLICTS**

**Section 13.1. Amendments.** These Bylaws may be amended, by a vote of the Members of the Association provided that such amendment has been approved by Members entitled to cast at least 25% of the total number of votes of the Association. In addition, these Bylaws may be amended by a majority vote of the Board of Directors, except that the Board of Directors may not amend Sections 3.4, 4.1, 4.2, 4.3, 4.4, 7.4, 8.9 and 13.1.

**Section 13.2. Conflicts.** In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the case of any conflict between the Texas Business Organizations Act (the "Act") and these Bylaws, the Act shall control. In the case of any conflict between the Texas Property Code (the "Code") and these Bylaws, the Code shall control.

**ARTICLE XIV  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS**

The Association shall indemnify every Director, officer and committee member of the Association against, and reimburse and advance to every Director, officer and committee member for, all liabilities, costs and expenses incurred in connection with such directorship, office or membership and any actions taken or omitted in such capacity to the greatest extent permitted under the Texas Business Organizations Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.

**ARTICLE XV  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

Dec 31, 2014 12:32 PM

2014194071

PEREZTA: \$74.00

Dana DeBeauvoir, County Clerk

Travis County TEXAS