

BYLAWS OF LAS COLINAS RANCH PROPERTY OWNERS ASSOCIATION A NON-PROFIT CORPORATION

ARTICLE I NAME AND LOCATION

The name of the corporation is LAS COLINAS RANCH PROPERTY OWNERS ASSOCIATION. The principal office of the corporation will be located at residence of the association president, but meetings of members and directors may be designated by the board of directors.

ARTICLE II DEFINITIONS

Section 1. "Association" means and refers to Las Colinas Ranch Property Owners Association, its successors an assigns.

Section 2. "Common area" means all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "Declarant" means and refers to John A. Hime, III, and wife, Audrey B. Hime, as the Trustees of the Hime Living Trust, as well as its successors and assigns if such successors or assigns should require more than one undeveloped track from the declarant for the purpose of development.

Section 4. "Restrictions" means and refers to the declaration of covenants, conditions, and restrictions applicable to the subdivision and recorded on March 27, 1996, in the office of the county of clerk of Blanco County, Texas, in Vol. 170, Page 811, first amendment recorded on December 5, 1996, in the office of the county clerk of Blanco County, Texas, in Vol. 178, Page 847, second amendment recorded on June 4, 1997, in the office of the county clerk of Blanco County, Texas, in Vol. 183, Page 770-772, third amendment recorded on March 5, 2005, in the office of the county clerk of Blanco County, Texas, in Vol. 315, Page 526 and any subsequent amendments."

Section 5. "Tract" means and refers to any plot of land shown on the recorded subdivision plat with the exception of the common area.

Section 6. "Member" means and refers to those persons entitled to membership in the association as provided in the restrictions.

Section 7. "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any tract which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 8. "Subdivision" means and refers to that certain track of real property described in the restrictions, and such additions to that tract as may be brought within the jurisdiction of the association pursuant to the provisions of the restrictions.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of members will be held within one (1) year from the date of incorporation of the association or not later than thirty (30) days after fifty percent (50%) of the tracks have been sold, whichever first occurs. Subsequent annual meetings of members will be held on the Sunday before the Super Bowl at 2:00PM. The Board of Directors may change the meeting date by no more than plus or minus fifteen (15) days. The meeting shall be held at a location within the subdivision and available through remote access.

Section 2. Special meetings. Special meetings of the members may be called at any time by the president or by the board of directors, or on written request of a member to appeal a decision of the board of directors, or on written request of one-fourth (1/4) of the members.

Section 3. Notice of meetings. Written notice of each meeting of members will be given by, or at the direction of, the secretary or other person authorized to call the meeting. The notice will specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting. The notice shall be:

- (1) mailed to each owner not less than the 10th day or greater than the 60th day before such meeting; or
- (2) provided at least seventy-two (72) hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to association members:
 - (i) in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; and
 - (ii) on any Internet website maintained by the association or other Internet media; and

(B) sending the notice by e-mail to each owner who has registered an e-mail address with the association. It is an owner's duty to keep an updated e-mail address registered with the property owners' association.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes will constitute a quorum for authorization of any action, except as may otherwise be provided in the restrictions, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, up until a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies will be in writing, signed and dated by the member. Proxies must be filed with the secretary before the meeting. Proxies will be revocable, and the proxy of any owner will automatically terminate at the end of one year or on conveyance by such owner of his or her track.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of the Association will be managed by a board of three (3) directors, who will be members of the association. Declarant shall appoint the first three (3) members of the board of directors who shall each serve for the first year after the first annual meeting; thereafter, the board of director shall be elected as per Article IV. Section 3. A person may not serve as a director if the person cohabits at the same primary residence with another director.

Section 2. Nomination. Nomination for election to the board of directors shall be from the floor at any annual meeting of members.

Section 3. Election. Election to the board of directors will be by secret written ballot or open written ballot at the discretion of each member. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the restrictions. Persons receiving the largest number of votes will be elected. Cumulative voting is permitted in favor of candidates for fewer than all the vacancies, provided that any member who intends to accumulate his or her votes must give written notice of such intention to the secretary of the association before the election at which such members intend to accumulate his or her votes.

Section 4. Meetings.

- (a) Meetings. Meetings of the board of directors will be held when called by the president of the association, or by any two directors. Members shall be given notice of the date, hour, place, and general subject of the meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:
 - (1) mailed to each owner not less than the 10th day or greater than the 60th day before such meeting; or
 - (2) provided at least seventy-two (72) hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to association members:
 - (i) in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; and
 - (ii) on any Internet website maintained by the association or other Internet media; and
 - (B) sending the notice by e-mail to each owner who has registered an e-mail address with the association. It is an owner's duty to keep an updated e-mail address registered with the property owners' association.
- (b) Quorum. A majority of the directors will constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a dually held meeting in which a quorum is present will constitute the act or decision of the board.

Section 5. Powers. The board of directors will have power to:

- (a) Publish rules and regulations governing the use of the common areas and facilities, including the personal conduct of members and their guests in using them; and to enforce penalties for infractions of such rules and regulations;
- (b) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the restrictions, articles of incorporation, or by other provisions of these bylaws.

- (c) Declare the office of a member of the board of directors to be vacant in the event that such director is absent from three (3) consecutive meetings of the board of directors;
- (d) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.
- (e) Inspect and approve architectural plans and specifications; and
- (f) Expend funds not in excess of one hundred and ten percent (110%) of the budget approved by the members.

Powers reserved for the members of the association are:

- (a) Approve the annual budget;
- (b) Approve the annual assessment;
- (c) Approve any special assessment;
- (d) Approve any rules and regulations;
- (e) Approve a list of fines and penalties;
- (f) Approve or deny an appeal from a denial of architectural approval;
- (g) Approve or deny an appeal of a fine or penalty.
- (h) Adopt or amend the governing documents, including declarations, and bylaws of the association.

Section 6. Duties. It will be the duty of the board of directors to;

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement of such acts and affairs to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth (1/4) of the members entitled to vote at the meeting;
- (b) Supervised all officers, agents, and employees of the association and see to it that their duties are properly performed;
- (c) As more fully provided in the restrictions, to;
 - (1) Fix the amount of the annual assessment against each track at least thirty (30) days before the due date, or to bring an action at law against the owner personally obligated to pay the same;
 - (2) Prior to due date send written notice of each assessment to every owner subject to the assessment at least thirty (30) days prior to

the due date, or to bring an action at law against the owner personally obligated to pay the same;

- (d) Issue, or cause an appropriate officer to issue, on demand by any person and on imposition of a reasonable charge, a certificate setting forth whether or not any assessment has been paid, a statement in a certificate to the effect then an assessment has been paid constituting conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association (if economically feasible);
- (f) Cause all officers and employees having fiscal responsibilities to be bonded, if directed by a vote of the members; and
- (g) Cause the common area to be maintained.

Section 7. Term of Office. At the annual meeting, the members will elect three directors for term of one year each. The directors will hold office from the end of the annual meeting at which they are elected, until the end of the next annual meeting and until their successor is elected and qualified. The term of a director may not exceed three (3) consecutive years.

Section 8. Compensation. No director will receive compensation for any service he or she may render to the association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Section 9. Resignation and Removal. Any director may resign at any time by giving written notice to the remaining board members. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, or resignation of a director, his or her successor will be selected by the remaining directors and will serve for the unexpired term of his or her predecessor. In the event of removal of a director by a vote of the members, his or her successor will be selected by a majority vote of the members and will serve for the unexpired term of his or her predecessor.

ARTICLE V OFFICERS

Section 1. Enumeration of Officers. The officers of the Association will be a president, secretary and treasurer, who will at all times be members of the board of directors, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers will take place at the annual meeting of members after the election of directors. The members shall vote first for president, then secretary and last treasurer. If no director receives a majority vote, the director with the fewest votes will be eliminated and the members will vote for the remaining directors.

Section 3. Term. At the annual meeting, the members will elect officers for a term of one year each. The officers will hold office from the end of the annual meeting at which they are elected, until the end of the next annual meeting and until their successor is elected and qualified.

Section 4. Section Appointments. The board may elect such other officers as the affairs and the association may require, each of whom will hold office for a period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office by a majority vote of the member of the association at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation will take effect on the date of receipt of such notice or on any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by a majority vote of the members. The officer elected to such vacancy will serve for the unexpired term of the officer he or she replaces.

Section 7. Multiple Offices. No person will simultaneously hold more than one office, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The president will preside at all meetings of the board of directors, will see that orders and resolutions of the board are carried out, will sign all leases, mortgages, deeds, and other instruments, and will cosign all checks more than \$1,000.00 and promissory notes.
- (b) Secretary. The secretary will record the votes and keep the minutes of all meetings and proceedings of the board and of the members, keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members, keep appropriate current records showing the members of the association together with their addresses, and perform such other duties as may be required by the board or by law.

- (c) Treasurer. The treasurer will receive and deposit in appropriate bank accounts all funds of the association, and will disperse such funds as directed by resolution of the board of directors; will sign all checks and promissory notes of the association; will keep proper books of account; will cause an annual audit of the association books to be made by the finance committee at the completion of each fiscal year; and will assist the finance committee in the preparation of an annual budget and will prepare a statement of income and expenditures, a copy of which documents will be delivered to each member seven (7) days before the annual meeting of members, and a report on which would be given at the regular annual meeting of members.

ARTICLE VI COMMITTEES

There shall be one standing committee and the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

The standing committee shall be the finance committee. This committee shall meet at a time and date determined by the treasurer between the dates of January 7 and January 21 of each year. Membership in the committee will be open to any interested member. The committee members shall elect a chairman at the beginning of the meeting. The treasurer will submit to the committee a statement of income and expenditures, bank statements and any additional financial records of the association that the committee requests, a proposed budget, a proposed capital reserve requirement and a proposed annual assessment. The committee will then perform three tasks:

- (a) Perform an audit of the financial records of the association and prepare a report of the audit to be presented to the members at least seven (7) days before the next annual meeting.
- (b) Review and revise the budget as necessary for submission to the members at least seven (7) days before the next annual meeting.
- (c) Review and revise the capital reserve requirement for submission to the members at least seven (7) days before the next annual meeting.
- (d) Review and revise the annual assessment for submission to the members at least seven (7) days before the next annual meeting.

ARTICLE VII ASSESSMENTS

As more fully provided in the restrictions, each member is obligated to pay to the association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Assessments will be due 30 days after the vote of the members approving the assessment. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the due date at the U.S. Prime Rate plus three percent (3%) per annum, and the association may bring an action at law against the owner personally obligated to pay the same, and may foreclose the lien against his or her property. Interest, costs, and reasonable attorney fees of any such action would be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his or her track.

ARTICLE VIII BOOKS AND RECORDS; INSPECTION

The books, records, papers of the association will be subject to inspection by any member during ordinary business hours. The declaration, articles incorporation, and bylaws of the association will be available for inspection by any member at the principal office of the association, where copies would be made available for sale at the rates specified in the association's Records Production and Copying Policy.

ARTICLE IX CORPORATE SEAL

The Association will have a seal in circular form having within its circumference the words: "Las Colinas P.O.A.".

ARTICLE X FISCAL YEAR

The physical year of the Association will be the calendar year, except the first physical period will begin on the date of incorporation and will end on December 31st of the year of incorporation.

ARTICLE XI AMENDMENTS

These bylaws may only be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII
CONFLICT WITH ARTICLES OF
INCORPORATION OR RESTRICTIONS OF COVENANTS

In the case of any conflict between the articles of incorporation and these bylaws, the articles will control. In case of any conflict between the restrictions and these bylaws, the restrictions will control.

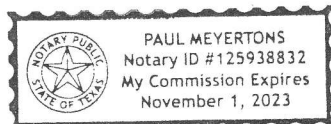
This is to certify that the foregoing Bylaws were adopted by the Association Members at a meeting of the same on March 12, 2021, and have not been modified, rescinded or revoked.

Date: 5/14/2021 Michael H Monaghan
President

STATE OF TEXAS §

COUNTY OF HAYS §

This instrument was acknowledged before me on this 14th day of May, 2021 by Michael H. Monaghan, President of Las Colinas Property Owners Association, Inc. a Texas non-profit corporation, on behalf of said corporation.



Paul Meyertons
NOTARY PUBLIC