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Liz Q. Gonzalez, Hays County Clerk, Texas Rec \$66.00 Deputy Clerk: PFLORES

AFTER RECORDING RETURN TO:  
Baker & Robertson  
Attention: Tom Robertson  
P.O. Box 718  
Dripping Springs, TX 78620

AMENDED BYLAWS OF  
STAGECOACH RANCH PROPERTY OWNERS ASSOCIATION  
Amended March 23, 2018

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STAGECOACH RANCH PROPERTY OWNERS ASSOCIATION



AMENDED MARCH 23, 2018

ARTICLE I: NAME AND LOCATION

The name of the corporation shall be STAGECOACH RANCH PROPERTY OWNERS ASSOCIATION. The principal office of the corporation shall be located at the address of the President, but meetings of members and directors may be held at such places within Travis or Hays Counties as may be designated by the Board of Directors.

ARTICLE II: PURPOSE

The purpose of the Association is to provide for the maintenance and preservation of the common areas and architectural control of the residential lots of the Subdivision.

ARTICLE III: DEFINITIONS

Section 1. "Association" shall mean and refer to Stagecoach Ranch Property owners Association, a Texas non-profit corporation, and its successors and assigns.

Section 2. "Subdivision" shall mean and refer to those certain tracts of real property described in Article V of the Articles of Incorporation, and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners, or over which the Association has rights and easements for maintenance.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Deed Restrictions applicable to the property described in the Articles of Incorporation.

Section 5. "Lot" shall mean and refer to any plot of land within the Subdivision, with the exception of the common area or areas.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

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

#### ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the membership of the Association shall be held in April each year. The time and place of such meeting will be set by the Board of Directors with due notice as proscribed in Section 3 of this Article.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of members who are entitled to vote one fourth of all votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of the Secretary or other person authorized to call the meeting, by mailing a copy of such notice at least thirty but not more than sixty days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of receiving notice. Such notice shall specify day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Voting Rights. All tract owners shall be entitled to one vote for each tract owned; when more than one person owns or holds an interest in a particular tract, the vote for such tract shall be exercised as such persons may determine among themselves.

Section 5. Quorum. Those members present at any properly called meeting, either in person or by proxy, shall constitute a quorum, provided proper notice of such meeting has been given.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing

and filed with the Secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate upon conveyance of the lot.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Term of Office. The affairs of the Association shall be managed by a Board of five Directors, who shall be members of the Association. The term of office for Directors shall be for three years, such term to begin at the close of the Annual Meeting at which election takes place.

Section 2. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 3. Nomination and Election. Election to the Board of Directors shall be by Place and shall be on a rotating basis so that Directors for Places 1 and 2 shall be one Year, Directors for Places 3 and 4 the next year, and Place 5 the next year. In order to reestablish the initial terms of office, Directors elected to Places 1 and 2 at a special meeting of members conducted on March 23, 2018, or an adjournment of such meeting, shall serve an initial term of office that shall expire upon the calling of the association's annual membership meeting in April of 2021; Directors elected to Places 3 and 4 at a special meeting of members on March 23, 2018, or an adjournment of such meeting, shall serve an initial term of office that shall expire upon the calling of the association's annual membership meeting in April of 2020; and the Director elected to Place 5 at a special meeting of members on March 23, 2018, or an adjournment of such meeting, shall serve an initial term of office that shall expire upon the calling of the association's annual membership meeting in April of 2019. Following the expiration of the initial terms of office specified above, all subsequently elected Directors shall serve full 3-year terms of office.

Nomination for election to the Board of Directors shall be by nominating committee; however, nominations may also be made from the floor at any Annual Meeting of members. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The committee shall be appointed by the Board of Directors prior to each Annual Meeting to serve from appointment until the close of the Annual Meeting. The nominating committee

shall make as many nominations for election to each Place to be filled as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled. Election to the Board of Directors shall be by secret written ballot if there is more than one nominee for the Place being voted on, or may be by voice vote if there is no more than one nominee for the Place. 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 Declaration. Persons receiving the largest number of votes in each Place shall be elected.

Section 4. Removal from Office. 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, resignation, or removal of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held monthly, at such place and time as may be fixed by resolution of the Board. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors after not less than three days notice to each Director. A majority of the Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

Section 6. Powers. The Board of Directors shall have power to:

a. Adopt and publish rules and regulations governing the use of any common areas and facilities including the personal conduct of the members and their guests thereon, and to establish penalties for infractions of such rules and regulations;

b. Suspend the voting rights of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty days, for infraction of Published rules and regulations;

c. 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

Declaration, Articles of Incorporation, or by other provisions of these Bylaws;

d. Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors; and

e. Employ a manager, independent contractors, and such other employees as they may deem necessary, and to proscribe their duties.

Section 7. Duties. It shall 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 thereof to the members at each Annual Meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the members entitled to vote thereat;

b. Supervise 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 Declaration, to:

(1) Fix the amount of the annual assessment against each lot at least thirty days in advance of each assessment period;

(2) Send written notice of each assessment to every owner subject thereto at least thirty days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty days after 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, a certificate setting forth whether or not an assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates;

e. Procure and maintain adequate liability and hazard insurance on all property owned by the Association;

f. Cause all officers or employees having fiscal responsibilities to be bonded, or not to be bonded, as the Board may deem appropriate in its sole discretion.

g. Cause the common areas to be maintained.

#### ARTICLE VI: OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, and a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of members.

Section 3. Term. All officers of the Association shall serve for a term of one year except for any officer who shall sooner resign, or shall be removed or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may appoint such other officers as the affairs in the Association may require, each of whom shall hold office for such period, and have 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 the Board 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 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 6. Vacancies. A vacancy in any office shall be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the officer replaced.

Section: 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 4 in this Article.

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

a. President. The President shall preside at all meetings of the Board of Directors and meetings of members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all promissory notes.

b. Vice-President. The Vice-President shall act in the place of the President in the event of absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

c. Secretary. The Secretary shall record the votes and keep 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.

d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign with another Board Member all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which will be made available to each member, and a report of the same will be given at the regular Annual Meeting of members.

#### ARTICLE VII: COMMITTEES

The Association shall have an Architectural Committee as provided in the Declaration. It shall be composed of any three members of the Board of Directors as selected by the Board.

There shall be a Nominating Committee as provided in Article V of these Bylaws. In addition the Board of Directors



may appoint such other committees as it may deem appropriate in the performance of its duties.

#### ARTICLE VIII: ASSESSMENTS

Section 1. Annual and Special Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by continuing lien on the property against which such assessments are made. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of up to twelve percent per annum as determined by the Board of Directors, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. Interest, costs, and reasonable attorneys fees of any such action shall be added to the amount of any assessment due, unless waived by the Board of Directors. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of property.

Section 2. Expenditures. Proceeds of the annual maintenance charge may be used for accomplishing the purposes of the Association and for necessary expenses for administration of the Association.

#### ARTICLE IX: BOOKS AND RECORDS

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours. The Declaration, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member of the Association, and copies shall be made available for sale at a reasonable price.

#### ARTICLE X: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Stagecoach Ranch Property Owners Association".

#### ARTICLE XI: FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE XII: INDEMNIFICATION

Every person who may have served as a Director or Officer of this Association shall be indemnified by the Association against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim made against them on any action, suit or proceeding to which they may be a party by reason of having been such Director or Officer, including such sums as independent counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding, and further including payments in settlement to avoid expenses of litigation; provided, however, that no Director or other Officer shall be indemnified with respect to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in performance of duty or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board shall not deem reasonable payment for avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such indemnification shall be in addition to any other rights to which Directors or Officers may be entitled.

ARTICLE XV: AMENDMENTS

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

ARTICLE XVI: CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ADOPTED: April 22, 1986

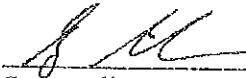
AMENDED: April 26, 1989

AMENDED: March 23, 2018

SECRETARY'S CERTIFICATION

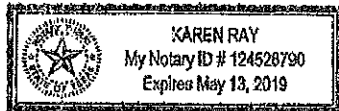
The undersigned Secretary of Stagecoach Ranch Property Owners Association (the "Association") hereby certifies that this Amendment to the Bylaws of Stagecoach Ranch Property Owners Association (the "Amendment") was approved by a majority of a quorum of members present in person or by proxy at a meeting of the Association's member conducted on March 23, 2018.

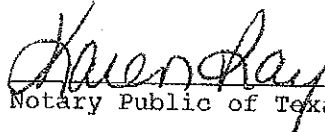
STAGECOACH RANCH PROPERTY OWNERS  
ASSOCIATION

  
\_\_\_\_\_  
Gary Gibson, Secretary

STATE OF TEXAS                    §  
  §  
COUNTY OF HAYS                §

THIS INSTRUMENT was acknowledged before me this 30 day  
of April, 2018 by Gary Gibson, Secretary of  
Stagecoach Ranch Property Owners Association.



  
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Notary Public of Texas