

**BYLAWS  
OF  
PAGE CREEK TRAIL HOMEOWNERS' ASSOCIATION**  
a Texas unincorporated non-profit association

**ARTICLE I- NAME AND PURPOSES**

1.1 Name. The name of the Association is "Page Creek Trail Homeowners' Association," a Texas unincorporated non-profit association, hereinafter referred to as the "Association."

1.2 Purposes. The Association does not contemplate gain or profit to the members thereof, and the Association is specifically organized as the homeowners' association for the purpose of administering and managing the affairs of Page Creek Trail Subdivision as provided in the Declaration; collecting, expending and managing the common expenses; and enforcing and carrying out the provisions of the Declaration. The Association shall exercise all of the powers and privileges and shall perform all of the duties and obligations of the Association as set forth in the Declaration, which Declaration is incorporated herein by this reference as if set forth at length, and may also transact any and all lawful business for which a non-profit association may transact under Texas law. Nothing contained in these Bylaws shall be construed to authorize the Association to carry on any activity for the profit of its members.

1.3 Declaration. The Declaration of Covenants, Conditions and Restrictions for Page Creek Trail Subdivision, Unit 1 are dated August 10, 2017 and recorded under County Clerk's File No. 2017-000007767, Official Public Records, Harrison County, Texas (the "Declaration").

**ARTICLE II - DEFINITIONS**

2.1 Definitions. All capitalized terms used herein and not defined herein shall have the meanings attributed thereto in the Declaration.

**ARTICLE III - MEMBERS**

3.1 Membership. Every Owner is a Member of the Association. Membership is appurtenant to and may not be separated from ownership of a Lot. Each Member has one vote per Lot and in the event of more than one Owner of a Lot, the joint Owners of the Lot have one vote. Membership in the Association is not transferable or assignable except with a change of property ownership.

3.2 Voting Rights. The Association shall initially have two classes of voting membership.

- (a) Class A. Class A members shall be all those Owners as defined in the Declaration, with the exception of the Developer. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article III of the Declaration. When more than one person holds such interest in any Lot, all such persons shall be members,

and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any Lot.

- (b) Class B. The Developer, or its successors and assigns, shall be the sole Class B member and shall be entitled to three (3) votes per Lot until one hundred percent (100%) of all Lots in The Properties have been sold and Residential Units constructed thereon. At such time Class B membership shall be dissolved, and thereafter there shall only be Class A voting membership in the Association. The Developer shall have the authority to dissolve the Class B membership at such other time as it may elect.

3.3 Annual Membership Meetings. Regular annual meetings of the Members shall be held each year in January or February of each calendar year or such other date as determined by the Board as long as at least one general Member meeting is held each year at the Association's principal office or at another place designated by the Board. Individual Members may request the consideration of certain items at the Annual Meeting of Members by filing a request in writing with the Secretary of the Association a minimum of fifteen (15) days prior to the date of the Annual Meeting of Members.

3.4 Special Membership Meetings. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by law or these Bylaws, may be called by the president of the Association, the majority of the Board of Directors, or upon written request of the holders of at least fifty-one percent (51%) of the total votes of Members entitled to vote at a meeting of Members. The request for a Special Meeting should go before the Board first. If the Special Meeting is called by Members without the approval of the Board of Directors, the expense for mailing out meeting notices will be the responsibility of those calling the meeting. Business transacted at any Special Meeting of Members shall be confined to the items stated in the Notice of the Meeting. The place of the meeting shall be as stated in the notice.

3.5 Notice of Membership Meetings. Unless provided otherwise in the Declaration, written notice of each meeting of the members shall be given by providing the secretary a copy of such notice not less than ten (10) days or more than sixty (60) days before such meeting to each Member of record entitled to vote at such Meeting of Members, in the manner provided in Section 14.3. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

3.6 Waiver of Notice. A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

3.7 Quorum for Membership Meetings. Except as otherwise provided by statute or these Bylaws, the Members holding one-tenth (1/10) of the votes entitled to be cast, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all Meetings of Members for the transaction of business.

3.8 Proxies at Membership Meetings. At all meetings of Members, each Member may vote in person or proxy. All proxies shall be in writing, indicate the meeting for which it is given, and be filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Residential Unit.

3.9 Majority Vote. Votes representing more than fifty percent (50%) of the votes entitled to be cast by the Members present at a meeting at which a quorum is present are a Majority Vote.

3.10 Voting at Membership Meetings. At all meetings of Members, each Owner present or duly represented by proxy shall be entitled to cast his total number of votes, as calculated in the manner provided in the Declaration. Secret ballots shall be utilized upon the request of any Member. Except as otherwise provided in the Declaration, these Bylaws, or applicable law, all votes shall be determined by majority vote of those present, in person or by proxy, and voting.

3.11 Voting Procedure. A Member vote on any matter may be conducted in person at a meeting, by proxy, by mail, by facsimile transmission, by electronic mail with read receipt requested, or by any combination of such methods. Such voting method, however, must be approved by the Board at a meeting and communicated to the Members by Notice as provided herein.

3.12 Conduct of Meetings. The president will preside over Member meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the Members.

3.13 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken is signed by a sufficient number of Members as would be necessary to take that action at a meeting of the Members. Such consent shall have the same force and effect as a majority vote of the Members and may be stated as such in any document. Additionally, majority consent votes may be collected through email exchanges initiated by the president to all of the Members that clearly describes the action requested, provided that a response is received from each Member that clearly indicates such Member's assent or dissent to the proposed action within seven (7) days of the request. Provided, however, an indication from any Member that he or she would prefer that a meeting be called so that the matter may be discussed shall require that the subject be placed on the agenda for the next meeting of the Members, rather than being approved by majority email consent as provided herein.

## **ARTICLE IV – BOARD OF DIRECTORS**

4.1 Governing Body/Composition. The business and affairs of the Association shall be conducted and managed by its Board of Directors. Each director has one vote. Except for the initial directors appointed by the Developer, each director must be a Member or, in the case of an entity Member, a person designated in writing to the secretary.

4.2 Number of Board Members. The Board of Directors shall consist of not less than three (3) or more than five (5) directors. The number of members of the Board may be changed from time to time by amendment of these Bylaws.

4.3 Term of Office of Board Members. The terms of directors will be staggered. Approximately one-third of the Board will be elected each year. The initial Board will determine the initial term, not to exceed three years, of each Director. At the expiration of the initial term of a director, each successor will have a term of three (3) years. Directors may serve consecutive terms.

4.4 Removal; Resignations from the Board. Any member of the Board may be removed from membership on the Board with or without cause, by a majority vote of the Members at a meeting specially called to consider such action or at an annual meeting of the Members. If a vacancy in the Board exists for any reason, the vacancy shall be filled by a vote of the Members. If the Members fail to elect a Board member for the vacancy at the first meeting at which the Members have an opportunity to do so, the vacancy shall be filled by appointment by the remaining Board Members.

4.5 Compensation of Board Members. No director shall receive compensation for any service he or she may render for the Association in his or her capacity as a director. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

4.6 Limited Liability and Indemnification of Board Members. The Board shall be entitled to the limited liability and indemnification to the maximum extent provided by law.

## **ARTICLE V – ELECTION OF BOARD MEMBERS**

5.1 Nomination of Board Members. Nominations for election to the Board may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of members. If appointed, the Nominating Committee shall consist of a Chairman, who shall be a member of the Board and two or more members of the Association. The Nominating Committee may be appointed by the Board prior to each annual meeting of the Members. The Nominating Committee may make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members or non-Members of the Association may be nominated for the Board.

5.2 Election of Board Members. The initial members of the Board shall be the persons elected at the Association's organizational meeting. Thereafter, elections of Directors shall be conducted at the annual meeting of Association Members. Each Association Member shall be entitled to cast his total number of votes, as calculated in the manner provided in Article III of the Declaration. No Member may cast for any one candidate more than the total number of votes that Member has. The candidates receiving the highest number of votes up to the number of vacancies shall be deemed elected. All votes shall be cast by written ballot. Election to the Board of Directors shall be by secret written ballot if requested by any Member.

## ARTICLE VI – MEETINGS OF THE BOARD

6.1 Regular Meetings of the Board. A meeting of the Board shall be held each year promptly after the annual meeting of the Members, at the place of such annual meeting of members for the election of officers and the consideration of any other business that may properly be brought before such meeting. Additional regular meetings of the Board shall be held at such time and place as the Board shall determine. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by the Board. Any member desiring to attend Board meetings shall contact the president or secretary of the Association who shall in return notify such member of the time and place of the next meeting.

6.2 Special Meetings of the Board. Special meetings of the Board shall be held when called by the president of the Association, or by any two Board members, after not less than two (2) days' notice to each Board member. Provided however, each Board member may waive such notice requirement.

6.3 Quorum of the Board. The presence of a majority of Board members at a meeting of the Board shall constitute a quorum for the transaction of business. The action of a majority of the Board members present at a meeting at which there is a quorum shall be the act of the Board.

6.4 Voting by the Board. Secret ballots shall be utilized upon request of any Board member.

6.5 In Person, Telephone, Fax, or Email. Meetings of the Board may be in person, telephone, fax, or email unless a non-board member of the Association wishes to attend the meeting. In that case, a meeting must either be in person or teleconference call in which the person so requesting may participate.

6.6 Action Taken Without a Board Meeting. Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of the Board or any action which may be taken at any annual or special meeting of the Board, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of the Board as would be necessary to take that action at a meeting of the Board. Such consent shall have the same force and effect as a majority vote of the Board and may be stated as such in any document. Additionally, majority consent votes may be collected through email exchanges initiated by the president to all of the Board that clearly describes the action requested, provided that a response is received from each Board of Director that clearly indicates such Director's assent or dissent to the proposed action within seven (7) days of the request. An indication from any Director that he or she would prefer that a meeting be called so that the matter may be discussed shall require that the subject be placed on the agenda for the next meeting of the Directors, rather than being approved by majority email consent as provided herein. Any such written consent (which shall include electronic transmissions as defined in, and to the extent permitted by, the Texas Business Organizations Code) shall be signed, dated, and filed with the Association.

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

7.1 Powers of the Board. The Board shall have power to exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members of the Association by other provisions of these Bylaws or the Declaration.

7.2 Duties of the Board. It shall be the duty of the Board:

- (a) to cause to be kept a complete record of all its acts and corporate affairs and to present a report thereof to the members at the annual meeting of the members, or at any special meeting when such report is requested in writing by one-fourth of the members,
- (b) to supervise all officers, contractors, agents and employees of this Association, and to see that the duties are properly performed;
- (c) to (1) fix the amount of the regular assessment of each Lot pursuant to the procedure in the Declaration; (2) send written notice of assessments to every Owner, and (3) collect assessments and enforce assessments, all pursuant to procedures and limitations set forth in the Declaration;
- (d) to issue, upon written request of any Owner or any lienholder, prospective purchaser or lienholder of a Unit and upon payment to the Association of a reasonable fee calculated to reimburse the Association or the cost of providing same, the Association through its treasurer shall issue a certificate setting forth whether or not any sum due to the Association by the Owner is unpaid or whether any violation by the Owner exists with respect to the Owner's Lot, the amount of the current Special Assessments, and other sums due, the date the next of such Special Assessments and other sums become due and payable. If a certificate signed by the treasurer states that there are no delinquent sums due or that no violation exists, such certificate shall be conclusive evidence of same, through the date such certificate was issued.
- (e) to procure and maintain insurance as required by the Declaration; cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;
- (f) to cause the common areas to be maintained; and
- (g) to carry out all other duties of the Association or Board under the Declaration.

## **ARTICLE VIII – OFFICERS AND THEIR DUTIES**

8.1 Officers. The officers of this Association shall be a president and a vice president, who shall at all times be members of the Board, a secretary, and a treasurer.

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. The initial election of officers shall take place at the organizational meeting of the Board.

8.3 Term of Officers. Each officer of this Association shall be elected annually by the Board and each shall hold office for approximately one year until the election of his successor, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 Special Appointment of Officers. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.5 Resignation and Removal of Officers. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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, the acceptance of such resignation shall not be necessary to make it effective.

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

8.7 Holding 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 of this Article.

8.8 Duties of Officers. The duties of the officers are as follows:

- (a) President: The president shall preside at all meetings of the Board and the Members; shall see that order and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, tax returns, and other legal instruments; shall appoint committee chairs and members of committees with the concurrence of the Board and shall perform such other duties as may be required by the Board of Directors.
- (b) Vice-President: The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, as well as other records of the Association; serve notice of meetings of the Board and of the Members of the Association; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

- (d) 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; shall sign all checks and promissory notes of the Association; keep proper books of accounts; if required by the Board, cause an annual audit or review of the Association books to be made by a public accountant or certified public accountant at the completion of each fiscal year; and shall prepare an annual budget for the forthcoming year and a statement of income and expenditures for the previous year, to be presented to the membership at its regular annual meeting. The Treasurer shall also be responsible for supervising billings. All cash reserve withdrawals or transfers must be signed by an officer of the Association.

## **ARTICLE IX - COMMITTEES**

9.1 Appointment of Committees. The Association shall create any committees useful for the administration of or deemed appropriate for carrying out the purposes of the Association. The President shall appoint committee members and chairs as provided herein.

## **ARTICLE X – BOOKS AND RECORDS**

10.1 Inspections of Books and Records. The books, records, and papers of the Association shall at all times be subject to inspection as follows:

- (a) Inspection by Member. After a written request to the Association, a Member may examine and copy, in person, or by agent, any Association books and records relevant to that purpose. The Board may establish rules concerning the (1) written request; (2) hours, days of the week, and place; and (3) payment of costs related to a Member’s inspection and copying of books and records.
- (b) Inspection by Director. A Board director has the right, at any reasonable time, and at the Association’s expense, to (1) examine and copy the Association’s books and records at the Association’s principal office and (2) inspect the Association’s properties.
- (c) Chapter 209, Texas Property Code. Chapter 209 of the Texas Property Code including Section 209.005 shall govern inspection and examination of the Association’s books and records.

## **ARTICLE XI - ASSESSMENTS**

11.1 Assessments and Liens. As more fully provided in the Declaration, each member is obligated to pay to the Association regular and special assessments that are secured to the full extent provided by law, by a continuing lien upon the property against which the assessment is made. The collection and enforcement procedures shall be as set forth in the Declaration.



## ARTICLE XII- AMENDMENTS

12.1 Amendments. These Bylaws may be amended by a Majority Vote of the Members at a regular or special meeting of the Members. Thirty (30) days' advance written notice to Members is required for Bylaws changes. This provision will not be construed as limiting the Board's power to amend the enforcement procedures to comply with changes in law. Changes in the Declaration shall be pursuant to the amendment procedures in the Declaration.

## ARTICLE XIII – OFFICES

13.1 Principal Office. The principal office of the Association shall be located at 1201 NW Loop 281, Suite 100, Longview, Texas 75604.

13.2 Additional Offices. The Association may also have offices at such other places as may be designated by the Board.

13.3 Registered Agent and Registered Office. The Association may appoint and maintain in the state of Texas a Registered Agent whose office shall be the Registered Office. The name of the Registered Agent and the address of the Registered Office may be changed from time to time by the Board of Directors.

## ARTICLE XIV – MISCELLANEOUS

14.1 Conflict. The Declaration controls over these Bylaws.

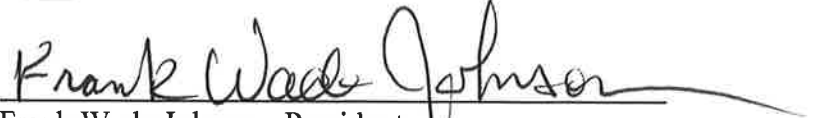
14.2 Fiscal Year. The Board may establish the Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Association's fiscal year is a calendar year.

14.3 Notices. Any notice required or permitted by the Governing Documents must be in writing. Notices regarding enforcement actions must be given by certified mail, return receipt requested. All other notices may be given by (i) personal delivery, (ii) recognized overnight courier service, (iii) electronic mail at the address provided by the Member to the Secretary of the Association, or (iv) in writing by postage prepaid United States mail, addressed to the Member at the Member's last known address (including e-mail addresses) according to the Association's records and the Association, the Board, or at other such address designated in a notice from a Member. Notices shall be effective upon actual receipt unless delivery is refused or impossible, in which case notices shall be effective upon deposit in the mail as aforesaid.

14.4 Rules for Meetings. The Board may adopt rules for the conduct of meetings of Members, Board, and committees by resolution. Absent a Board resolution establishing rules otherwise, meetings shall be conducted according to Robert's Rules of Order Revised.

**ADOPTED:**

I, Frank Wade Johnson, President of the Association do hereby certify that these Bylaws of Page Creek Trail Homeowners' Association were duly adopted at the initial Board organizational meeting of the Board on March 13<sup>th</sup>, 2018.

A handwritten signature in cursive script that reads "Frank Wade Johnson". The signature is written in black ink and extends across the width of the page.

Frank Wade Johnson, President  
Page Creek Trail Homeowners' Association,  
a Texas unincorporated non-profit association

Date of Adoption: March 13<sup>th</sup>, 2018