

**BY-LAWS OF
THE SPRINGS AT REBECCA CREEK OWNERS ASSOCIATION
SECTIONS 1, 2, 2A, 3 & 3A
Revision 5 – August 5, 2021**

**ARTICLE ONE
CORPORATE NAME AND REGISTERED OFFICE**

This CORPORATION has been issued a Certificate of Incorporation by the Secretary of State of the State of Texas under the name of The Springs at Rebecca Creek Owners Association, Charter Number 01216895; such Certificate to remain in force until altered, amended or dissolved by the Board of Directors and/or action of the membership. The registered office of the CORPORATION is located at 561 Brookside Drive, Spring Branch, Texas 78070. The name of the registered agent of the CORPORATION at that address is the individual specified as the contact individual named in Management Certificate required by Texas Law and filed with the Comal County Clerk's office.

**ARTICLE TWO
PURPOSES**

The primary purpose for which the CORPORATION is established is to organize, obtain, manage, develop and maintain any and all common areas, alleyways, parks, lakes, or otherwise generally accessible areas in THE SPRINGS and to assess, collect and hold assessments collected from the property OWNERS in THE SPRINGS and to disperse these funds when and as necessary to assure compliance with these By-Laws including sub-division deed restrictions, by all persons owning property in THE SPRINGS. The CORPORATION is also organized for the following additional purposes:

1. To promote a spirit of community and neighborly welfare and cooperation among all of the OWNERS/residents of THE SPRINGS, and to cause OWNERS to take such steps as may be necessary or appropriate for the protection and care, to include appearance and retention of the monetary value, of all property located within THE SPRINGS whether occupied or unoccupied.
2. To supervise, enforce, and cause compliance with all the restrictive covenants and conditions which are or may be imposed upon any OWNER(S) of lot(s) located in THE SPRINGS, including all property owned or controlled by the CORPORATION.
3. To enter into any such agreements, documents, or things whatsoever, as may be incidental or appropriate to carrying out the foregoing purposes including hiring of

any and all employees, agents, security guards, accountants, attorneys or parties as may be necessary or appropriate.

ARTICLE THREE DEFINITIONS

As used in these by-laws, the following definitions shall apply:

1. **THE SPRINGS:** The Springs at Rebecca Creek to include all lots in Sections 1, 2, 2A, 3 and 3A of said sub-division as all lots are recorded in the Map and Plat Records of Comal County, Texas.
2. **MEMBER:** Ownership of any lot in THE SPRINGS that is properly documented and recorded in the Map and Plat Records of Comal County, Texas shall entitle the OWNER thereof to one membership in THE CORPORATION. There shall be no initiation fees for membership in THE CORPORATION. NOTE: For purposes of these provisions, those persons which have purchased a lot or lots in THE SPRINGS under the provision of any Contracts of Sale and Purchase with the Veteran's Land Board of the State of Texas shall be recognized as MEMBER(S) of THE CORPORATION, and the State of Texas shall not be recognized as a MEMBER of THE CORPORATION.
3. **ENTITY:** Any group of individuals, (husband and wife excluded), which owns or may own a lot or lots within THE SPRINGS.
4. **OWNER:** A person or ENTITY shall be considered an OWNER of a lot in THE SPRINGS only after such person or ENTITY has received legal title to such lot or lots and such title is properly recorded in the Map and Plat Records of Comal County, Texas. For purposes of these By-Laws, a lot(s) owned by a married couple shall be considered as being owned by one person.
5. **GOOD STANDING:** MEMBERS who are in arrears for more than thirty (30) days in the payment of any assessments as provided for hereunder, or in the payment of any other assessments or accounts of THE CORPORATION, or those of the County, State or any other recognized governmental body, or in litigation with THE SPRINGS in the performance of any of the obligations contained in any of the sub-division or deed restrictions affecting THE SPRINGS are considered not in good standing. No MEMBER shall be considered to be in default in the payment of any accounts due to THE CORPORATION, or to the County, State or any governmental body, unless such MEMBER has been notified of such default by a written statement and such arrearage has existed for at least thirty (30) days after notice is given. Notice shall be deemed as having been conclusively given if the notice has been deposited in the U. S. Mails, with postage properly paid, addressed to the last known address of the MEMBER as shown by the records of THE CORPORATION. Further, a MEMBER shall be considered in default if the MEMBER is in violation of any local, State, or Federal law, order, rule, or

regulation and has been notified of such violation and has not corrected such violation within thirty (30) days after such notice was sent.

ARTICLE FOUR VOTING

On all matters properly presented to the membership of THE CORPORATION for determination, each MEMBER shall be entitled to one vote for each lot in THE SPRINGS owned by that MEMBER, provided that:

1. Each ENTITY that owns a lot or lots in THE SPRINGS has designated one person as the person eligible for membership and that person only shall be authorized to vote in the name of said ENTITY.
2. Any MEMBER may execute a written proxy granting to another MEMBER the right to cast such MEMBER'S vote at any meeting. Such proxy must be presented to the secretary of THE CORPORATION for validation prior to commencement of voting on any matter.
3. Ten percent of all MEMBERS eligible to vote shall constitute a quorum for transaction of business. In accordance with Texas Law, proxies will be permitted to establish a quorum. Once the presence of a quorum has been confirmed, business may be continued despite any failure to maintain a quorum during the remainder of that meeting.
4. In accordance with Texas Law, voting will be conducted by written ballot and must be signed by the MEMBER, unless it is an uncontested election or is an electronic ballot.

ARTICLE FIVE MEETINGS

There shall be a minimum of two meetings of the MEMBERS of THE CORPORATION each calendar year. The specific calendar dates, the time and place for such meetings will be established by the President of THE CORPORATION. Additional meetings of the membership may be scheduled as determined necessary by the President and/or the Board of Directors when such meetings are necessary to conduct the urgent business of THE CORPORATION.

There shall be one general meeting of the membership of THE CORPORATION annually. Such meeting shall be held during the second calendar quarter of each year at the time and place designated by the Board of Directors and when stipulated by the

President, may also serve to satisfy one of the two required meetings of the MEMBERS of the CORPORATION during each calendar year.

Special meetings of the membership for any specific purpose or purposes whatsoever may be called at any time by the Board of Directors or by the President, after the President has advised the Board of Directors of particulars concerning such meeting.

Special meetings of the membership may also be called by written petition filed with the President, such petition being signed by not less than one-third of the total membership of the CORPORATION. All special meetings must be called by the President in accordance with procedures herein for specific purposes and such purposes must be identified in the call and the notice of the meeting.

The President is responsible for issuing the call and notice of any and all general membership meetings stating the place, date, and time of each specific meeting and the issues that will be discussed at such meetings. The President may delegate this authority to any other Corporate Officer. Such notices in writing, to each MEMBER, shall be issued at least twenty (20) but not more than thirty (30) days before the date of the meeting by mail or other means of written and/or electronic communication addressed to the MEMBERS at the address of each individual MEMBER as it appears on the records of THE CORPORATION.

All meetings of the membership shall be presided over by the President of THE CORPORATION and shall be conducted in accordance with Roberts' Rules of Order.

A regular meeting of the Board of Directors shall be held immediately following the annual spring meeting of the membership of THE CORPORATION. Other meetings of the Board of Directors may be called as the Directors may deem necessary, however, notice of such meetings must satisfy requirements of Article 6 concerning notification of Board of Directors of such meetings. Regular and special meetings of the SPRINGS Board of Directors are open to MEMBERS subject to the limited right of the Board of Directors to meet in executive session.

Any action required to be taken at a meeting of the Directors, whether such action is required by law or otherwise, may be taken at any meeting of the Directors or without such meeting, if a consent, in writing, setting forth the action taken is signed by all of the Directors.

ARTICLE SIX MANAGEMENT

Total management and control of THE CORPORATION is vested in a Board of Directors consisting of three (3) directors elected from the membership of THE CORPORATION at the association's second quarter general meeting, by a majority

vote of the members. Each Director shall serve a three (3) year term, except that following their election in 2004, on a one-time basis only, one (1) of the two (2) newly elected Directors shall be chosen by lot to serve a two (2) year term. The lot to select the newly elected MEMBER of the Board who will serve a two (2) year term will be cast in the presence of the membership immediately after the election of Board MEMBER'S is completed. Thus, there will be one (1) vacancy on the Board of Directors to be filled each subsequent year.

Board of Director MEMBERS may serve no more than two (2) consecutive three (3) year terms after which they must be out of office for at least one (1) year before serving again as a member of the Board.

When specific cause(s) exists, the Board of Directors, by majority vote, may remove any Board of Director MEMBER from office. Vacancies on the Board of Directors from any cause whatsoever, except expiration of the term of office, shall be filled by vote of the remaining member(s) of the Board. Members thus elected to the Board will serve only the unexpired term of the person vacating the position. Board Members may be removed by a majority of the total membership in a vote using written ballots.

The Board of Directors shall have full power and authority to carry out the purposes of THE CORPORATION and to do any and all lawful acts necessary or profitable to THE CORPORATION and/or its membership. The Board of Directors is authorized to approve new project expenses up to \$1,500 without prior approval of the MEMBERS. The Directors shall act only as a Board. Individual Directors shall have no power or authority as such; neither shall an individual Director be liable to THE CORPORATION or to individual members or to the total membership for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by statutes of the State of Texas.

The powers of THE CORPORATION shall be exercisable by the Board of Directors or under its delegated authority. The Board of Directors may, by contract or other written document, give general or limited special power and authority to THE CORPORATION'S officers and/or employees of THE CORPORATION to transact the general business or any special business of THE CORPORATION, and may give Powers of Attorney to agents of THE CORPORATION to transact any specific business required by such authorization.

At the meeting of the Board of Directors that convenes immediately following the annual spring meeting of the membership, the Directors, by majority vote, shall elect one of their number to serve as Chairman of the Board and another of their number to serve as Vice-Chairman. The Chairman and Vice-Chairman shall have no power or authority different from the other Directors except as appropriate they shall chair all meetings of the Board and issue calls and notices of such meetings. Written notices of all meetings of the Board stating the date, time and place of meetings and in general terms the purpose(s) thereof shall be delivered in person, by telephone, electronic media or

posting a copy of the notice to the bulletin board located at the community mail box area.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision taken by a majority of the Directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

THE CORPORATION shall not pay dividends or other corporate income to its Directors or Officers, nor shall they permit the accrual or distribution of profits or permit the realization of private gain.

ARTICLE SEVEN CORPORATE OPERATIONS

Day to day operation of THE CORPORATION shall be vested in a Corporate President supported by a Vice-President, Secretary and Treasurer, all of which shall be elected by the majority vote of the Board of Directors. Officers of THE CORPORATION shall have the authority and duties generally ascribed to the respective offices and such additional or lesser authority or duty as may from time to time be established by the Board of Directors.

The President, Vice-President, Secretary and Treasurer shall serve at the discretion of the Board of Directors. The Board of Directors shall elect all corporate officers at a meeting following the election of newly elected directors of the board in even numbered years.

A MEMBER serving on the Board of Directors may also serve as Corporate Secretary or Treasurer, but not as Corporate President or Vice-President. Actions of the President of THE CORPORATION shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation and these By-Laws.

The President shall manage the day-to-day operations of THE CORPORATION in accordance with these By-Laws, deed restrictions and other laws or covenants applicable to any lot(s) in THE SPRINGS and in accordance with directions of the Board of Directors. Issues confronted by the President which are external to, or beyond the scope of the regulatory documents cited above shall be referred by the President to the Chairman of the Board of Directors for consideration and solution. All conflicts between these By-Laws and any other document (s) or law(s) shall be referred by the President to the Board of Directors for resolution

ARTICLE EIGHT STANDING COMMITTEES

Architectural Control Committee

As required by the sub-division Deed Restrictions and other applicable covenants, architectural review and approval of all structures planned to be moved on to or constructed on lots within THE SPRINGS, including modifications thereto and/or location on the effected lot(s) shall be vested in an Architectural control Committee. Such Committee shall be staffed by three (3) MEMBERS who are qualified to perform the architecturally related tasks assigned to the committee and who shall be elected by a majority vote of the members at the association's second quarter general meeting. Each member shall serve a three (3) year term, except that following their election in 2006, on a one-time basis only, one (1) of the two (2) newly elected members shall be chosen by lot to serve a two (2) year term. The lot to select that newly elected member of the Committee who will serve a two (2) year term will be cast in the presence of the membership immediately after election of the Committee members is completed. Thus, there will be one (1) vacancy on the Architectural Control Committee filled each year in the years after the 2006 election, thus assuring continuity of the Committee membership.

The Architectural Control Committee shall develop and maintain current, a document containing procedures OWNER'S must use to obtain architectural review as required by sub-division Deed Restrictions and these By-Laws. A copy of such document shall be provided to any OWNER of property in THE SPRINGS upon request.

The Architectural Control Committee shall, by majority vote, fill all vacancies on the Committee originating from any cause except expiration of term of office. Such appointees shall serve only the unexpired term of the person vacating the position.

Compliance Committee

Authority to determine the degree of compliance with any and all restrictions and/or covenants applicable to property within THE SPRINGS shall be vested in a Compliance Committee. Only those areas of responsibility specifically assigned to the Architectural Control Committee shall be outside the purview of this Committee. The Compliance Committee shall be staffed by three (3) MEMBERS who are qualified to serve on such Committee and who are elected by a majority vote of the members at the association's second quarter general meeting. Each member shall serve a three (3) year term, except that following their election in 2006, on a one-time basis only, one (1) of the two (2) newly elected members elected shall be chosen by lot to serve a two (2) year term. The lot to select that newly elected member of the Committee who will serve a two (2) year term will be cast in the presence of the membership immediately after election of the Committee members is completed. Thus, there will be one (1) vacancy on the Code

Compliance Committee filled each year in the years after the 2006 election, thus assuring continuity of the Committee membership.

All vacancies on the Compliance Committee resulting from any cause except expiration of term in office shall be filled by the Board of Directors. Such appointees shall serve only the unexpired term of the person vacating the office.

The Compliance Committee shall function under the general direction and control of the Corporate President who shall provide general direction to the Committee and who shall determine, within the legal authority of THE CORPORATION, action to be taken by THE CORPORATION to cause correction and/or compliance with the aforementioned restrictions and covenants.

ARTICLE NINE ASSESSMENTS

The Board of Directors may increase or decrease annual assessments and assign special assessments as needed as described in their subdivision restrictions, restrictive covenants, and the regulations affecting any lot in THE SPRINGS as shown by recorded instrument filed for record in Comal County, Texas so long as such assessments are utilized for the enforcement of the restrictive covenants and the maintenance of the public areas. Special assessments for improvements within the subdivision must be approved by a majority of the voting members at a duly convened meeting of the membership. All provisions relating to such assessments, which are shown by recorded instruments affecting any lot in The Springs at Rebecca Creek are hereby incorporated herein by reference as if stated in full.

The Board of Directors shall be authorized to take such action as the Board shall deem necessary to collect delinquent assessments, to include reasonable costs of collecting amounts due on delinquent accounts. The Board shall assess late payment fees and enforce any liens THE CORPORATION may legally obtain and hold against property in THE SPRINGS. The Board of Directors may use any reasonable procedures to collect funds due to THE CORPORATION.

Any and all funds received by THE CORPORATION, whether from assessments or other sources, shall be deposited in a bank account owned by THE CORPORATION. All demand withdrawal instruments and checks on such bank account(s) shall bear the signature of the Corporate Treasurer, or (2) signatures from persons authorized by the Board of Directors. All withdrawal instruments and checks exceeding \$500.00 shall require the signature of an additional member appointed and authorized by the Board of Directors for such purpose.

All books and records of THE CORPORATION provided for by statute or other regulatory documents shall be open to inspection by the MEMBERS at any reasonable

time. Copy and any other such associated handling and mailing fees may be assessed the OWNER requesting such documents and are due in advance of receiving such documents, and a reasonable time must be allowed the CORPORATION to produce such documents.

ARTICLE TEN AMENDMENTS

The power to alter, amend, or repeal these By-Laws is vested in the Board of Directors. Any action of the Board of Directors regarding the By-Laws is subject to repeal by a majority vote of the MEMBERS of THE CORPORATION in a vote using written ballots.

The undersigned Directors of The springs of Rebecca Creek OWNER'S Association, hereby certify that the above is the complete set of By-Laws of said Corporation adopted at a meeting of the Board of Directors held on August 5, 2021.

Phillip Layton, Chairman

Anthony Otremba

Kathryn Pisciotta