

# **Afton Village Homeowners Association, Inc.**

## **BYLAWS**

*[Adopted July 29, 1996]*

### **1. Identity**

The name of this organization shall be Afton Village Homeowners Association, Inc. (**Association**), formerly known as Afton Village Civic Club, Inc. The Association is a property owners association authorized by the "Modification to Restrictive Covenants Afton Village Sections I and II" (**Restrictions**).

### **2. Purpose**

The purpose of the Association is to: administer the affairs of the subdivision; enforce the Restrictions affecting the subdivision; adopt regulations, reasonable standards and interpretations to implement the Restrictions; collect and spend income; acquire, improve and maintain common area (if any); and, in general, to act on behalf of owners (**Owners**) of property in the subdivision as a property owners association. The Association shall have and may exercise all the powers of a nonprofit corporation chartered in the State of Texas and granted a property owners association in Texas Property Code Chapters 202 and 204.

### **3. Membership**

1. **Members.** All Owners shall be members (**Members**) of the Association. Membership is automatic and mandatory.
2. **Voting Rights.** Each platted lot shall receive one vote on all matters of the Association coming to a vote. A lot physically divided between two Owners shall have no vote. Multiple lots used for one building site shall have one vote. The unanimous decision of the Owners of a lot shall be required in order to cast the vote for that lot. The Board (defined in Paragraph 4) may require an Owner to provide a copy of the recorded deed to the subdivision lot, a mailing address and a telephone number as a condition precedent to such Owner's right to vote.

### **4. Board of Directors**

The Association shall be managed by a Board of Directors (**Board**) composed of four Officers and ten Block Representatives. Each of these Directors must be a Member.

1. **Officers.** The Officers shall be a President, Vice President, Secretary and Treasurer who shall be elected by the Members at large. An Officer shall not also be a Block Representative.
  1. *President.* The duties of the President shall be to: supervise the Association; preside at Board and Association meetings; appoint all chairmen and committees as needed, with the approval of the Board; and call Board and Association meetings.

2. *Vice President.* The duties of the Vice President shall be to: assist the President; and preside at the Board and Association meetings in the President's absence.
3. *Secretary.* The duties of the Secretary shall be to: record minutes of all Board and Association meetings; prepare and mail, or otherwise deliver, meeting notices, proxy forms and ballots; maintain Association minutes book; and prepare assigned correspondence.
4. *Treasurer.* The duties of the Treasurer shall be to: collect all Association money; pay all bills by check signed by the Treasurer and one other Officer; make regular financial reports to the Board; submit an annual budget to the Board for approval no later than December 31; never exceed approved annual budget line items without Board approval; and keep a complete set of financial records.

1. **Block Representatives.** The Block Representatives shall consist of one representative from each of the ten blocks elected by Members on that block. The ten blocks are:

1. Shavelson [West] from Antoine to Afton
2. Shavelson [East] from Afton to Coldstream
3. Northampton [West] from Antoine to Afton
4. Northampton [East] from Afton to Coldstream
5. Hartland [West] from Antoine to Afton
6. Hartland [East] from Afton to Coldstream
7. Alderney [West] from Antoine to Afton
8. Alderney [East] from Afton to Coldstream
9. Blandford [West] from Antoine to Afton
10. Blandford [East] from Afton to the Dead End

5.

The duties of the Block Representatives shall be to: attend Board meetings; make and maintain a roster of all residents on the Representative's block; contact residents on the block to obtain opinions on specific issues and circulate petitions; visit and welcome new residents on the block and furnish information about the community, the Association, and the Restrictions; report any noted new construction on the block to the Architectural Review Committee; report any noted infractions of the Restrictions to the Board; accept any comments from residents on the block and report relevant comments to the Board; inform residents on the block of scheduled Association meetings and special events; and promote participation by the residents.

1. **Term of Office.** All Directors shall be elected to a one year term. The President can serve only two consecutive years. Director terms shall begin at the close of the Annual meeting.
2. **Elections.**

1. *Nominating Committee.* A Nominating Committee of at least three Members shall be appointed by November 1. This Nominating Committee shall present a list of consenting candidates to the Secretary by January 1.
2. *Notice and Proxies.* The Secretary shall prepare a notice of the election and a proxy designation form listing the proposed candidates with space for write-ins; said notice and proxy designation form shall be mailed or otherwise delivered to all Members at least 10 days before the Annual Meeting.
3. *Nominations.* Nominations may be made from the floor at the Annual Meeting.
4. *Voting.* Voting shall take place at the Annual Meeting. If there is only one candidate for any office, the presiding officer may conduct that office's election by voice vote. Otherwise, the election shall be by ballot.
5. *Tallying the Votes.* A Tellers Committee of three Members shall verify the voters' register before tallying the votes. The candidate receiving the greatest number of votes for an office is elected. In the event of a tie, Members shall vote again until one candidate wins.

6.

1. **Removal.** The Board may remove a Director from office for nonperformance of duties.
2. **Vacancies.** If the office of a Director, except for the President, is vacated, the unexpired term shall be filled by appointment by the President with Board approval. If the office of President is vacated, the unexpired term shall be filled by appointment by the Board with the Vice President presiding. Block Representative appointees shall be from the block office vacated.

## 5. *Committees*

Committee Chairmen and other members shall be appointed by the President and approved by the Board. The President shall be an ex officio member of all committees except the Nominating Committee.

## 6. *Meetings*

### 1. **Association Meetings.**

1. *Annual Meeting.* An Annual Meeting shall be held during the last two weeks of January. A report of the Association's activities and financial status shall be made, the Annual

Budget presented and the election of Directors held.

2. *Special Meetings.* Special Association Meetings may be called by the President, the Board or at least thirteen Members for discussing and acting on important business.
3. *Proxies.* Any Member who will be absent from an Association meeting may appoint a proxy to represent them at the meeting; the appointment must be designated in a written document signed by the Member and delivered to the Secretary prior to the meeting.
4. *Quorum.* When a vote of the Members is required at any Association meeting, a quorum shall consist of 25 Members, including proxies. If a quorum is not present, the Board may conduct a vote by ballot mailed or otherwise delivered to the Members; the Members shall be given a minimum of three working days to vote and return their ballot to the Secretary. A majority vote of the ballots returned shall decide the issue.
5. *Notice.* Notice of Association meetings shall be mailed or otherwise delivered to all Members by the Secretary at least 10 days in advance and shall state the business matters to be considered.

#### 1. **Board Meetings.**

1. *Regular Meetings.* There shall be a minimum of six Regular Board Meetings scheduled each year. **Members may attend board meetings and may be allowed the privilege of the floor.**
2. *Special Meetings.* **Special Board Meetings may be called at any time by the President or three other Directors** for discussing and acting on important business.
3. *Alternates.* A fully informed alternate (**Alternate**) may be selected by any Director unable to attend a meeting. The nonattending Director must notify the President, in writing, of the selection. The Alternate shall be a Member, and in the case of a Block Representative, a resident of the block represented. The Alternate shall have all the rights and privileges of a Director for that meeting.
4. *Quorum.* **A total of eight Directors and Alternates shall constitute a quorum.** Each Director and each Alternate present at a Board meeting shall have one vote; a majority of those present and voting shall decide an issue.
5. *Notice.* Notice of Board meetings shall be given to all Directors at least one day in advance and shall state the business matters to be considered.

6.

1. **Agenda.** The agenda for Board and Association meetings shall include approval of the minutes of the last meeting; a report by the Treasurer on the financial status of the Association; and committee reports.
2. **Parliamentary Authority.** All business at Board and Association meetings shall be conducted according to Robert's Rules of Order (Newly Revised), latest edition.

7. ***Fiscal Policy***

1. **Fiscal Year.** The Association shall operate on a calendar year basis.
2. **Funding.** The Board shall annually request funds from Members to meet the Association's financial needs. The requested amount shall be set by the Board and shall be the same for all Members. The Board may seek additional funds from other sources.
3. **Borrowing.** The Board shall not borrow money in the name of the Association unless approved by a majority vote of the Members at a duly called Association meeting.
4. **Bonding.** The Treasurer shall be bonded at the expense of the Association.

8. ***General***

1. **Governance.** In the case of any conflict between the Restrictions and these Bylaws, the Restrictions shall govern.
2. **Liability.** To the maximum extent allowed by law, the Association shall indemnify Directors, committee members and other volunteers from liability relating to their actions taken in good faith in their official capacity for the Association. The Owners intend that no Director, committee member or other volunteer have personal liability for any action taken in good faith in their official capacity for the Association except for gross negligence or willful misconduct. The Board may purchase officers and directors liability insurance.
3. **Dissolution.** Upon dissolution of the Association for any reason, after collection of all debts owed to the Association and payment of all debts owed by the Association, the remaining surplus (if any) shall be given to a nonprofit organization(s) designated by the Board.
4. **Adoption.** These Bylaws shall replace any and all previously adopted constitutions, bylaws and amendments, and shall be considered officially adopted if they are approved by a majority of those Members present at an Association meeting.