

BYLAWS OF
BELLA STRADA HOMEOWNERS ASSOCIATION, INC.

Article I: NAME AND LOCATION

1.0 *Name.* The name of the Association is "Bella Strada Homeowners Association, Inc.," hereinafter referred to as the "Association."

Article II: DEFINITIONS

2.0 *Definitions.* The definitions of all terms herein shall be the same as those in the Declaration of Covenants, Conditions and Restrictions for Bella Strada, in Travis County, Texas.

Article III: MEETING OF MEMBERS

3.01. *Annual Meetings.* The annual meeting of the members shall be held each year at a place designated by the Board.

3.02. *Special Meetings.* Special meetings of the members may be called at any time by the president or by the Board of Directors, upon written request of three or more members, or upon one member's request where a change in the exterior of a building or improvement is requested by anyone. The place of the meeting shall be as stated in the notice.

3.03. *Notice of Meetings.* Written notice of each meeting of the members shall be given by, or at the discretion of, the secretary or person authorized to call the meeting, by mailing or emailing a copy of such notice, postage prepaid (if applicable), at least 14 days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association for the purpose of notice. 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. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as set out above. In lieu of mailing or emailing, notice of each meeting of members may be given by posting notice of such meeting in a conspicuous place on the Common Properties at least 14 days prior to the meeting.

3.04. *Quorum.* The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one fifth of the Owners' votes shall constitute a quorum for any action except as otherwise provided by the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members present shall have power to recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

3.05. *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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

3.06. *Voting.* Secret written ballots shall be utilized upon the request of any member.

Article IV: BOARD OF DIRECTORS

4.01. *Number.* The affairs of this Association shall be managed by a Board of three directors, who shall be members of the Association and who are elected annually.

4.02. *Term of office.* The members shall elect all directors for a term of approximately two years, beginning from the date of their election to the date of the election of their successor at the next annual meeting. The terms shall be staggered so that each year only a portion of the Board is elected.

4.03. *Removal; resignations.* 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, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.04. *Compensation.* No director shall receive compensation for any service he may render to the Association in his capacity as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.05. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

4.06. *Voting.* Secret ballots shall be utilized upon request of any Board member.

4.07. *Limited liability and indemnification.* The directors shall be entitled to the limited liability and indemnification provisions contained in the Declaration and Articles of Incorporation.

Article V: ELECTION OF DIRECTORS

5.01. *Nomination.* Nominations may be made from the floor at an annual or special meeting of the Association.

5.02. *Election.* Election to the Board of Directors shall be by secret written ballot if requested by any 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI: MEETINGS OF DIRECTORS

6.01. *Regular Meetings.* Regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place and hour as may be fixed from time to time by the Board. Any member desiring to attend monthly meetings shall contact the president or the Association's management company who shall in return notify such member of the time and place of the next monthly meeting.

6.02. *Special Meetings.* 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.

6.03. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

6.04. *In person or by telephone.* Meetings of the Board may be in person or by telephone.

Article VII: POWERS AND DUTIES OF THE BOARD

7.01. *Powers.* The Board of Directors shall have power: to exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

The Board's powers shall include without limitation the power to make reasonable rules governing the Association (including the Lots and Common Properties) and its members and establish penalties, including fines, late fees, collection fees, use right suspension, voting right suspension, damage assessment, assessment of attorney's fees associated with any enforcement action, and other enforcement actions for the violation of such rules, the bylaws, the Declaration, or any other governing document of the Association. The Board shall also have the power to apply all amounts received from members first to any outstanding delinquency owed by the member to the association, regardless of instructions otherwise or notations on checks.

7.02. *Duties.* 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 (1) fix the amount of the Assessments for 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 as set forth in the Declaration;

c. to issue resale certificates, loan eligibility certificates, and verification certificates setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates and other written documents provided by the Association. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

d. to procure and maintain adequate liability insurance on common area facilities and on property owned by the Association; cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;

e. to cause the Common Properties to be maintained as per the Declaration; and

f. to carry out all other duties of the Association or Board under the Declaration.

Article VIII: OFFICERS AND THEIR DUTIES

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

8.02. *Election.* The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.03. *Term.* 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.

8.04. *Special Appointments.* 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.

8.05. *Resignation and Removal.* 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.

8.06. *Vacancies.* 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.

8.07. *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 8.04 of this Article.

8.08. *Duties.* The duties of the officers are as follows:

a. *President:* The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other legal instruments.

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; serve notice of meetings of the Board and of the members; 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. These duties, with approval of the Board, may be delegated to the Association management company.

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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit or review by a third-party accountant or bookkeeper of the Association books to be made 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. These duties, with approval of the Board, may be delegated to the Association management company.

e. Temporary Chair: In the absence of the president and vice-president, the Board members attending a Board meeting may elect, by majority vote, a temporary chair for that meeting.

Article IX: COMMITTEES

The Board of Directors shall appoint any committees, including the Architectural Control Committee, required by the Declaration or these Bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out the purposes of the Association. All committees and committee members shall serve at the pleasure of the board.

Article X: BOOKS AND RECORDS

The financial books and financial records of the Association shall at all times be subject to inspection by any member during reasonable business hours in accordance with the Texas Nonprofit Corporations Act. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article XI: ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association regular and special assessments which are secured to the fullest 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: CORPORATE SEAL

The issuance of a corporate seal shall be unnecessary and is not required under Texas law.

Article XIII: AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the members, by a majority vote of members present in person or by proxy and entitled to cast votes. Thirty days advance written notice to members is required for Bylaws changes. Changes in the Declaration shall be pursuant to the procedures set forth therein.

Article XIV: MISCELLANEOUS

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

5/30/2006
Date of Adoption
Doug Clark, VP/Sec
Secretary, Bella Strada Homeowners Association, Inc.

STATE OF TEXAS
COUNTY OF TRAVIS

This instrument was acknowledged before me on May 30, 2006, by Doug Clark.

Linda Graham
Notary Public, State of Texas

After recording, please return to:
Niemann & Niemann, L.L.P.
1122 Colorado St., Suite 313
Austin, Texas 78701

