

**FILED AND RECORDED
OFFICIAL PUBLIC RECORDS**



Michelle Reynolds

Michelle Reynolds, County Clerk
Somervell County Texas

April 12, 2024 08:23:30 AM

CHENRY

FEE: \$57.00

BYLAWS

20240676

TUSCAN VILLAGE HOMEOWNERS ASSOCIATION



BYLAWS

Adopted by Membership of Tuscan Village Homeowners Association
Original: July 21, 2018 | Revised: April 5, 2024
Revision filed April 12, 2024

**BYLAWS OF
TUSCAN VILLAGE HOMEOWNERS ASSOCIATION
A TEXAS NONPROFIT CORPORATION**

**ARTICLE I
NAME AND MEMBERSHIP**

Section 1 NAME

The name of the Corporation is TUSCAN VILLAGE HOMEOWNERS ASSOCIATION (the "Association").

Section 2 MAILING ADDRESS

The Association mailing address is: P.O. Box 2656, Glen Rose, Texas 76043

Section 3 MEMBERSHIP

The membership of the Association shall consist of those persons who are a record owner of a fee simple interest in any lot having an existing residential structure suitable for occupancy in the recorded plat of the "Tuscan Village Addition", each such lot shall have one vote. The Association membership also included owners of unimproved lots (a lot without a residential structure suitable for occupancy), however, such owners are not entitled to a vote.

A General Meeting of Members will be held in the 4th quarter of each year. A General Meeting of Members shall be called by decision of the Board of Directors with 30 days' advance notification to the Members. At such meeting, the Officers and Directors will be elected by the Members of the Association eligible to vote, present in person or by written proxy. For all HOA meetings, a quorum shall be declared when two-thirds ($\frac{2}{3}$) of the eligible voting membership, including proxies and absentee ballots, are present.

**ARTICLE II
NONPROFIT PURPOSES**

Section 1 PURPOSE

The purposes of the Association are:

- To preserve, protect, and advance the interests of homeowners residing in the non-gated Tuscan Village development, through compliance with Covenants and Restrictions of Tuscan Village Homeowners Association.
- To disseminate information of interest to and promote fellowship among all homeowners.
- To operate as a nonprofit corporation and be both non-partisan and non-political; therefore, the Association shall not engage in lobbying, influencing legislation, or campaigning on behalf of a candidate for public office.
- All "Common Areas" as defined in the Association's Covenants and Restrictions are held for the use, benefit, and enjoyment of all Members of the Association equally. "Monthly Assessments", as defined by the Covenants and Restrictions, cover all costs associated with the "Common Areas."

Section 2 CONFLICTS OF INTEREST

The Association shall not enter into any transaction or arrangement that might benefit the private interest of any officer, director, or member of this Association (subject to full disclosure to and approval of the Board of Directors) or that violates any applicable state and federal laws governing conflict of interest application to nonprofit corporations. The Board of Directors shall adopt policies and procedures as appropriate and necessary to ensure the Association operates in a manner consistent with its nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status.

ARTICLE III BOARD OF DIRECTORS

Section 1 QUALIFICATIONS

The Board of Directors will be elected by Members eligible to vote and in good standing with the Association. The Board of Directors shall consist of four Officers (President, Vice President, Treasurer, and Secretary) plus three additional directors (for the Pond, Pool/Clubhouse, and Landscaping).

Section 2 POWERS

Subject to the provisions of the laws of the State of Texas and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3 DUTIES

It shall be the duty of the Directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

Section 4 TERM OF OFFICE

Each director shall hold office from January 1 to December 31. The President, Secretary, and one (1) Director shall be elected in odd-numbered years, and the Vice President, Treasurer, and two (2) Directors shall be elected in even-numbered years. The term of office shall not exceed three (3) consecutive term periods unless there is no resident volunteering to serve in that position. The membership may, at the time of the vote, approve an additional term.

Section 5 COMPENSATION

Directors shall serve without compensation, except that reasonable expense reimbursement relating to the operation of the Association may be authorized by the Board of Directors.

Section 6 PLACE OF MEETINGS

Meetings shall be held at such a place and time convenient to the membership as may be determined by the Board of Directors.

Section 7 REGULAR MEETINGS

Regular meetings will normally be held monthly but never less frequently than quarterly at such a time and place that the Board of Directors shall determine. Minutes of regular meetings shall be furnished to all Members within 30 days, either on the website at www.tuscanvillagehoa.com or via email.

Section 8 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any officer or director. Such meetings shall be held at the place designated by the person or persons calling the special meeting. Minutes of special meetings shall be furnished to all Members within 30 days, either on the website at www.tuscanvillagehoa.com or via email.

Section 9 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

1. Regular Meetings - At least 144 hours prior to a regular meeting, notice shall be given by the Secretary of the Association to each Director and Member. Notices shall be provided by e-mail (utilizing the email address on file with the Secretary) and shall state the place, date, and time of the meeting and the agenda with the matters proposed to be acted upon at the meeting.
2. Special Meetings - At least 72 hours prior, notice of a special meeting shall be given by the Secretary of the Association to each Director and Member. Notices shall be provided by email (utilizing the email address on file with the Secretary) and shall state the place, date, and time of the meeting and the agenda with the matters proposed to be acted upon at the meeting.
3. Notices to Association Members - All notices of regular or special meetings of the Board of Directors shall be given to Association Members by email notice to each owner who has registered an email address with the Association. Notice will also be posted on the front door of the Community Clubhouse. Members may attend meetings to observe the proceedings, but may only participate or comment if they sign up prior to the meeting's start on the registration form provided on site.
4. Waiver of Notice - Whenever any notice of a meeting is required to be given to any director of this Association under the provisions of the Articles of Incorporation, these Bylaws, or the law of the State of Texas, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 10 BOARD QUORUM FOR MEETINGS

A quorum shall exist when a majority of the Board is present. All decisions will be by majority vote of those Board Members present at the meeting. Proxy voting is not permissible at any time. No business shall be considered by the Board at any meeting at which the required quorum is not present.

Section 11 CONDUCT OF MEETINGS

Meetings shall be chaired by the President of the Association or, in their absence, by the Vice President or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Association shall act as a secretary of all meetings of the Board provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rule of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 12 VACANCIES

Any vacancy on the board caused by the death, resignation, removal, disqualification, or otherwise of a board member, this vacancy may be filled by approval of a majority of the Directors then in office. A person appointed or elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until their death, resignation, or removal from office.

Section 13 REMOVAL

Any individual Director, or the entire Board, may be removed from office, either with or without cause, by a vote of a majority of Members of the Association.

Section 14 NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for debts, liabilities, or other obligations of the Association.

Section 15 INDEMNIFICATION BY ASSOCIATION OF DIRECTORS

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the State of Texas.

Section 16 D&O INSURANCE AND SURETY BOND

The Association shall maintain D&O Insurance on behalf of the Officers and Directors and a Surety Bond covering all Officers and Directors with coverage and amounts thereof sufficient as determined by the Board of Directors.

ARTICLE IV OFFICERS

Section 1 DESIGNATION OF OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, plus three additional Directors (for the Pond, Pool/Clubhouse, and Landscaping). Such Officers are members of the Association Board of Directors.

Section 2 QUALIFICATIONS

Any person who is a member in good standing of the Association may serve as officer of this Association.

Section 3 ELECTION

Officers shall be elected by the Members eligible to vote and in good standing of the Association at the General Meeting of Members held each year in the 4th quarter by a majority vote of Members present, whether in person or represented by proxy, provided there is a Quorum.

Section 4 RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 VACANCIES

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy of any office, such vacancy may be filled temporarily by appointment by the Board of Directors.

Section 6 DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the Members. Except as otherwise expressly provided by law, by Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7 DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers, and be subjected to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 8 DUTIES OF THE SECRETARY

Certify and keep the original, or a copy, of these Bylaws as amended.

Keep a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, and the proceeding thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Keep membership records containing the name and address of each member and other contact information, as directed by the Board of Directors.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Maintain a calendar for Clubhouse and Pool reservations.

Section 9 DUTIES OF THE TREASURER

Have charged custody of, and be responsible for, all funds of the Association, and deposit all such funds in the name of the Association in such banks and other depositories as shall be selected by the Board of Directors.

Receive moneys due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts for the Association's business transactions.

Render to the Board of Directors, monthly, and to Members, quarterly, a report which summarizes all transactions as Treasurer and the financial condition of the Association.

Prepare, or cause to be prepared, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10 COMPENSATION

The Officers shall serve without compensation except that reasonable expense reimbursement relating to operation of the Association, as may be authorized by the Board of Directors.

ARTICLE V COMMITTEES

Section 1 COMMITTEES

The Association shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may not consist of persons who are not also Members. Current Board Members, their spouses and/or persons cohabiting with a Board Member may not participate in the Architectural Review Committee or the Financial Committee. Committees shall act in an advisory capacity to the Board.

Section 2 MEETINGS AND ACTIONS OF COMMITTEES

Committee members shall be given appropriate notice of committee meetings, and all committee decisions and recommendations must be ratified by the Board of Directors.

ARTICLE VI EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1 EXECUTION OF INSTRUMENTS

Unless authorized by the Board of Directors, no officer or director shall have any power or authority to bind the Association by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 EXPENDITURE APPROVAL

Any expenditure exceeding ten thousand dollars (\$10,000) must be approved by a majority of Members (51.0%), either in person, by proxy, or by absentee ballot.

Section 2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, or orders for the payment of money of the Association shall be signed by the authorized check signers approved by the Board of Directors.

Section 3 DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 CONTRIBUTIONS AND GIFTS

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequest, or devise for the nonprofit purposes of this Association.

ARTICLE VII CORPORATE RECORDS AND REPORTS

Section 1 FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31 of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2 MAINTENANCE OF CORPORATE RECORDS

The Association shall prepare, maintain, and preserve (in accordance with the Record Retention Policy of the Association adopted by the Board of Directors).

- A. Minutes of all meetings of Directors and Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the proceedings thereof.
- B. Adequate and correct books and records maintained on a cash basis, to account for all of the Association's business transactions.
- C. A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during normal business hours.

Section 3 DIRECTORS AND MEMBERS INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect any other assets of the Association and shall have such other rights to inspect the books, records and assets of the Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

The Board of Directors shall honor any reasonable written request of an Association member in good standing to inspect the books, records, or assets of the Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

ARTICLE VIII AMENDMENT OF BYLAWS

Section 1 AMENDMENT

These Bylaws may be amended by the Members in good standing, eligible to vote, of the Association at its regular meetings by affirmative vote of the Owners of legal title to at least 51.0% of the Lots having an existing residential structure suitable for occupancy (as shown by the Deed Records of Somervell County, Texas), voting in person or by proxy.

ARTICLE IX CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed, as required, with any officer of the State of Texas and used to establish the legal existence of this Association.

ADOPTION OF BYLAWS

We, the undersigned, the President and Secretary of this Association, are authorized to execute these Amended Bylaws, consisting of eight (8) preceding pages, as the Bylaws of this Corporation. These Amended Bylaws have been approved, at a duly called and properly posted meeting of the Tuscan Village Homeowners Association held 5th of April, 2024 by Association Members eligible to vote.

Date Executed 12 April 2024,
TUSCAN VILLAGE HOMEOWNERS ASSOCIATION
A Texas non-profit organization

By Larry Wilson
Larry Wilson, President

Attest: Christine Matson

Christine Matson, Secretary

ACKNOWLEDGEMENT

THE STATE OF TEXAS
COUNTY OF SOMERVELL

This instrument was acknowledged before me on this date, the 12th day of April, 2024, by Larry Wilson, President of Tuscan Village Homeowners Association, a Texas Corporation, on behalf of said corporation.

Evelina Ramos

Notary Public

My commission expires: Dec 14, 2027

THE STATE OF TEXAS
COUNTY OF SOMERVELL

This instrument was acknowledged before me on this date, the 12th day of April, 2024, by Christine Matson, Secretary of Tuscan Village Homeowners Association, a Texas Corporation, on behalf of said corporation.

Evelina Ramos

Notary Public

My commission expires: Dec 14, 2027

