



STATE OF TEXAS §
COUNTY OF TRAVIS §

**BYLAWS OF
ESTATES AT EANES CREEK HOMEOWNERS ASSOCIATION, INC.**

Document reference. Reference is hereby made to that certain Declaration of Covenants, Conditions and Restrictions for The Estates at Eanes Creek filed as Document No. 2008098800 in the Official Public Records of Travis County, Texas (together with all subsequent amendments, the "Declaration").

WHEREAS the owners of residential lots subject to the Declaration are automatically made members of the Estates at Eanes Creek Homeowners Association, Inc. (the "Association"); and

WHEREAS the Association is governed in accordance with its bylaws and the Association desires to file of record a copy of such bylaws as required by Section 202.006 of the Texas Property Code;

THEREFORE the Association does hereby affirm that the document attached hereto as Exhibit "A" is a true and correct copy of the bylaws of the Association.

ESTATES AT EANES CREEK
HOMEOWNERS ASSOCIATION, INC.


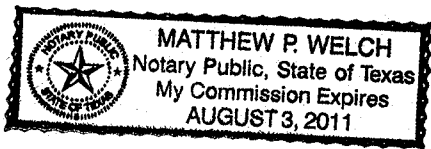

By: William M. Heyer
Title: Attorney-in-Fact

Exhibit "A": Bylaws

Acknowledgement

STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was executed before me on the 3rd day of November, 2008, by WILLIAM M. HEYER in the capacity stated above.




Notary Public, State of Texas

**BYLAWS
OF
ESTATES AT EANES CREEK HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I: NAME

1.01. *Name.* The name of the Association is Estates at Eanes Creek Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II: DEFINITIONS

2.01. *Definitions.* The capitalized terms used herein shall have the definitions prescribed herein or in the Declaration of Covenants, Conditions and Restrictions for The Estates at Eanes Creek, recorded as Document No. 2008098800 in the Official Public Records of Travis County, Texas (together with all amendments thereto, the "Declaration").

ARTICLE III: MEETING OF MEMBERS

3.01. *Annual Meetings.* The annual meeting of the Members shall be held in November or December each calendar year at such place and hour as selected by the board or directors (the "Board").

3.02. *Special Meetings.* Special meetings of the members may be called at any time by the president acting alone, by vote of the Board, or by the president upon receipt of a written request for such a meeting from three or more Members.

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 any person authorized to call the meeting, by mailing or emailing a copy of such notice, postage prepaid (if applicable), at least fourteen (14) days but no more than sixty (60) days prior to such meeting, to each Member entitled to vote, addressed to the Member's physical or email 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. Mailed notices shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member. Emailed notices shall be deemed delivered upon confirmation to the sender that the email has been sent to the email address of record. 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 Area at least fourteen (14) days prior to the meeting.

3.04. *Quorum.* The presence at the meeting, in person or by proxy, of Members entitled to cast twenty percent of the votes in the Association shall constitute a quorum for any action, except as expressly provided otherwise by the Certificate of Formation, the Declaration, these Bylaws, or state statute. If a quorum of votes shall not be present at any meeting, the Members present shall have the power to recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.05. *Proxies.* At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, signed and dated, and filed with the secretary. Every proxy shall be revocable, shall automatically cease upon conveyance by the Member of his Lot, and shall automatically terminate 11 months after the proxy is granted.

3.06. *Voting.* Each Member shall have the number of votes ascribed to such Member in the Declaration.

ARTICLE IV: BOARD OF DIRECTORS

4.01. *Number.* The affairs of the Association shall be managed by a board of directors. The Board shall be composed of three (3) directors, who shall at all times be Members of the Association, excepting directors nominated by the Declarant.

4.02. *Election.* Directors shall be elected by vote of the Members at the annual meeting, with candidates nominated from the floor. Members desiring to serve are permitted to self-nominate. Votes in director elections shall be by secret written ballot if requested by any Member. Members, personally or through their proxy holders, may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the Declaration. The candidates receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

4.03 *Terms.* The initial directors designated in the Certificate of Formation shall serve until the first annual meeting. After such time, the directors shall serve three-year, staggered terms, and otherwise until a successor has been elected. In order to institute the stagger, at the first annual meeting, the candidate elected with the fewest number of votes shall serve an initial one-year term, the candidate elected with the second fewest votes shall serve an initial two-year term, and the candidate elected with the most votes shall serve a full, three-year initial term. Thereafter, all directors shall be elected to full, three-year terms. In the event of a tie vote that makes it impossible to determine who has been elected or the length of a specified term, the issue shall be settled by one or more flips of a coin.

4.03. *Removal; Vacancies.* Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. If so removed, the Members shall immediately thereafter vote to elect a new director to serve for the unexpired term of his predecessor. In the event of death, resignation, disqualification, or any vacancy on the Board other than one resulting from removal, the remaining directors, even if less than a quorum, shall appoint a new director to 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 and reasonable expenses incurred in the performance of his duties.

4.05. *Limited Liability and Indemnification.* The directors shall be entitled to the limited liability and indemnification provisions contained in the Declaration, the Certificate of Formation, and state statute.

ARTICLE V: MEETINGS OF DIRECTORS

5.01. *Regular Meetings.* Regular meetings of the Board of Directors shall be held quarterly, without notice, at such place and hour as may be fixed from time to time by the Board. Any member desiring to attend a quarterly meeting shall contact the president or the Association's management company and shall be entitled to receive notice of the time and place of the next quarterly meeting.

5.02. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the president or by any two directors, after not less than three days notice to each director.

5.03. *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 the act of the Board.

5.04. *In Person or By Telephone.* Meetings of the Board may be attended by a director in person or by telephone.

5.05. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting that 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. As used herein, "written approval" shall include consents received by email, facsimile, or other such media by which a printed record can be obtained.

ARTICLE VI: POWERS AND DUTIES OF THE BOARD

6.01. *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 expressly reserved to the Members by other provisions of these Bylaws, the Certificate of Formation, or the Declaration.

The Board's powers shall include, without limitation, the power to make reasonable rules governing the operation of the Association and the use and occupancy of the Property, including the conduct of Members and third parties thereon, to the extent same do not conflict with the Declaration and these Bylaws. This shall include the authority to 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 credit all amounts received from a Member first to any outstanding non-assessment items before crediting to assessments owed, regardless of instructions or notations to the contrary.

6.02. *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 twenty-five percent 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 Association 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 and hazard insurance on the Common Area and related facilities;

(e) to cause the Common Area to be maintained as per the Declaration; and

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

ARTICLE VII: OFFICERS AND THEIR DUTIES

7.01. *Officers.* The officers of this Association shall be a president, who shall at all times be a director, a secretary and a treasurer.

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

7.03. *Term.* The officers shall serve one-year terms and shall be elected annually by the Board, unless a vacancy earlier occurs as a result of resignation, death, removal, disqualification, or otherwise.

7.04. *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 determine from time to time.

7.05. *Removal and Resignation.* Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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.

7.06. *Vacancies.* A vacancy in any office shall 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.

7.07. *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 7.04 of this Article.

7.08. *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; and shall preside at meetings of the Members.

(b) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall serve notice of meetings of the Board and of the Members; shall 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's management company. The Secretary shall also fulfill all duties of the president in the event of his absence or incapacity.

(c) 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; shall keep proper books of account; 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 the 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.

(d) Temporary Chair: In the absence of the president and Secretary, the Board members attending a Board meeting may elect, by majority vote, a temporary chair for that meeting.

ARTICLE VIII: COMMITTEES

The Board of Directors shall appoint any committees, including the Architectural Control Committee, required by the Declaration or these Bylaws, subject to any conditions therein. 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 IX: 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 state statute. The Declaration, the Certificate of Formation 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 X: 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 XI: CORPORATE SEAL

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

ARTICLE XII: AMENDMENTS

These Bylaws may be amended majority vote of the Board of Directors.

ARTICLE XIII: MISCELLANEOUS

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

10/22/08

Date of Adoption

Certification

I Douglas E. Clark, in my capacity as Secretary of the Estates at Eanes Creek Homeowners Association, Inc., do hereby certify and affirm that these Bylaws were properly and lawfully adopted and approved by unanimous written consent of the Board of Directors on the 22nd day of OCTOBER, 2008.



Name: Douglas E. Clark
Title: SECRETARY

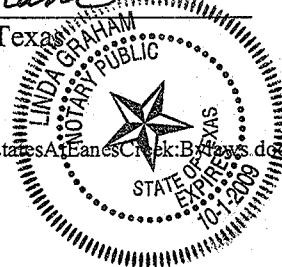
Acknowledgement

STATE OF TEXAS

COUNTY OF TRAVIS

This instrument was acknowledged before me on October 22, 2008, by Douglas E. Clark.

Linda Graham
Notary Public, State of Texas



Fileserver:CLIENTS:EstatesAtEanesCreek:Bylaws.doc

After recording, please return to:
Niemann & Niemann, L.L.P.
Attorneys At Law
Westgate Building, Suite 313
1122 Colorado Street
Austin, Texas 78701

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FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

2008 Nov 06 04:27 PM 2008183239

PEREZTA \$44.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS