

**BYLAWS OF  
TIMBERIDGE PROPERTY OWNERS ASSOCIATION, INC.,  
A NONPROFIT CORPORATION**

**ARTICLE I. NAME AND LOCATION**

The name of the corporation is Timberidge Property Owners Association, Inc. The principal office of the corporation shall be located at the home of the elected secretary/treasurer, Nacogdoches, Texas 75964, but meetings of members and directors may be held at such places within the State of Texas as may be designated by the board of directors.

**ARTICLE II. DEFINITIONS**

Section 1. "Association" shall mean and refer to Timberidge Property Owners Association, Inc., its successors and assigns.

Section 2. "Common area" shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. "Declarant" shall mean and refer to Bradshaw-Dunn, Inc., its successors and assigns.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the subdivision and recorded in Volume 533, Page 639, Real Property Records, Nacogdoches County, Texas.

Section 5. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 8. "Subdivision" shall mean and refer to that certain tract of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

**ARTICLE III. MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of members shall be held on March 15, 1986. Subsequent annual meetings of members shall be held in the 1<sup>st</sup> quarter of each year at a time and place designated by the board of directors.

Section 2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of members who are entitled to vote one-fourth of all votes.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of the secretary/treasurer or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the association, or supplied by such member to the association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. 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/treasurer. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him or his lot.

**ARTICLE 1V. BOARD OF DIRECTORS-  
TERM OF OFFICE; FIRST ELECTION;  
REMOVAL**

Section 1. Number. The affairs of the association shall be managed by a board of at least five (5) but not more than (7) directors, who shall be members of the association.

Section 2. Term of Office. At the first annual meeting, the declarant shall appoint two (2) directors who shall serve until June 1, 1987, and three (3) directors who shall serve until June 1, 1988. Upon the expiration of the terms of these appointed directors, or at the preceding annual meeting of members, the members shall elect replacement directors. All directors elected by the members shall serve for a term of two years.

Section 3. Removal. Any director elected by the members 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 the predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**ARTICLE V. BOARD OF DIRECTORS-  
NOMINATION AND ELECTION**

Section 1. Nomination. Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the board of directors, and two or more members of the association. The committee shall be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. Election to the board of directors shall be by open or secret ballot, verbal or written, at the discretion of the board of directors or by majority vote of the members voting. 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. Persons receiving the largest number of votes shall be elected. Cumulative voting is not allowed.

**ARTICLE VI. BOARD OF DIRECTORS-  
MEETINGS**

Section 1. Regular Meetings. Regular meetings of the board of directors shall be held annually without notice at such place and hour as may be fixed from time to time by resolution of the board.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the association, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

**ARTICLE VII. BOARD OF DIRECTORS-  
POWERS AND DUTIES**

Section 1. Powers. The board of directors shall have power to:

- (a) Suspend the voting rights of any member during any period in which such member is in default of the payment of any assessment levied by the association.
- (b) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;
- (c) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from two (2) consecutive regular and/or special meetings of the board of directors; and

(d) Employ independent contractors and such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the board of directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any such special meeting at which such a statement is requested.
- (b) Supervise all officers, agents and employees of the association and see to it that their duties are properly performed;
- (c) As more fully provided in the declaration to promote for the collection of assessments including foreclosure of the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;
- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Do all things as required by Article V of the declaration.

#### **ARTICLE VIII. OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of the association shall be a president, vice president, and secretary-treasurer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors held on or after June of each calendar year.

Section 3. Term. The officers of the association shall be elected biannually by the board. Each shall hold office for a term of two (2) years unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in 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.

Section 5. Resignation and removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary-treasurer. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7. 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 instruments, and shall cosign all checks and promissory notes.
- (b) Vice President. The vice president shall act in the place 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 by him by the board.
- (c) Secretary-Treasurer. The secretary-treasurer 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 members; keep appropriate current records showing the members of the association together with their addresses; receive and deposit in appropriate bank accounts all funds 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; shall cause an annual audit of the association books to be made by a certified public accountant at the completion of any fiscal year when so directed by the board; shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members; and perform such other duties as may be required by the board or by law; do all acts required by the Declaration.

#### **ARTICLE IX. BOOKS AND RECORDS; INSPECTION**

The books, records, papers of the association shall be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and bylaws of the association shall be available for inspection by any member at the principal office of the association, where copies shall be made available for sale at a reasonable price.

#### **ARTICLE X. AMENDMENTS**

These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.


**ARTICLE XI. CONFLICTS**

In the case of any conflict between the articles of incorporation and these bylaws, the articles shall control; in the case of any conflict between the declaration and these bylaws, the declaration shall control.

In witness whereof, we being all the directors of Timberidge Property Owners Association, Inc., hereunto set our hands this day May, 2009.

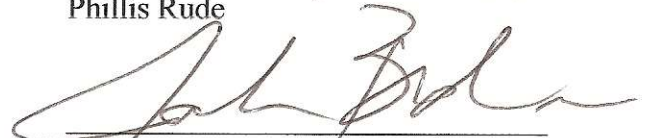
  
Bobby Hobbs

  
Malcolm Bales

  
Mark Pool

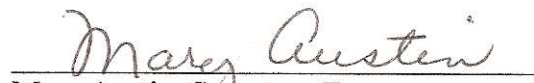
  
Phillis Rude

  
Ed Cantu

  
John Bradshaw

**CERTIFICATION**

I, the undersigned, do here certify that I am the duly elected secretary-treasurer of the Timberidge Property Owners Association, Inc., and that the foregoing bylaws constitute the original bylaws of said association as duly adopted at a meeting of the board of directors thereof held on the 3<sup>rd</sup> day of October, 1999, and amended for name change only by quorum vote at the annual meeting on April 18, 2009 to accurately represent the legal association name, Timberidge Property Owners Association, Inc. In witness whereof I have hereto subscribed my name this \_\_\_\_\_ day of May, 2009.

  
Mary Austin, Secretary-Treasurer