

BYLAWS OF THE ESTATES OF OAK BLUFF HOMEOWNERS ASSOCIATION, INC.  
A NON-PROFIT CORPORATION

Round Rock, Williamson County, Texas 78664

**ARTICLE 1  
OFFICES**

**Principle Office**

1.01 The principal office of the corporation in the State of Texas shall be located in the OAK BLUFF ESTATES, a subdivision in Williamson County, Texas. According to the map of plat thereof as recorded in Cabinet F, Slides 125-127 and Re-subdivision of Lots 11, 12, 13, 14, Block "A" as recorded in Cabinet "F", Slide 271 of the Plat Records of Williamson County, Texas, hereafter referred to as the OAK BLUFF ESTATES I, City of Round Rock, County of Williamson.

**Registered Office and Registered Agent**

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office will be identical with the principle office of the corporation in the State of Texas, and the address may be changed from time to time at the direction of the Board of Directors.

**ARTICLE 2  
MEMBERS**

**Classes of Members**

2.01 The corporation shall have one (1) class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

Any person, upon becoming an owner of a lot in OAK BLUFF ESTATES, a subdivision in Williamson County, Texas, according to the map of plat thereof as recorded in Cabinet F, Slides 125-127 and resubdivision of Lots 11, 12, 13, 14, Block "A" as recorded in Cabinet "F", Slide 271 of the Plat Records of Williamson County, Texas, shall become a member of this organization subject to 2.02 below.

**Election of Members**

2.02 The legal owner of a lot shall become a member upon delivery of a recorded copy of the Deed vesting title to said owner.

**Voting Rights**

2.03 Each member shall be entitled to one (1) vote for each lot owned in OAK BLUFF ESTATES, a subdivision in Williamson County, Texas, according to the map or plat thereof as recorded in Cabinet F, Slides 125-127 of the Plat Records of Williamson County, Texas; and the resubdivision of Lots 11, 12, 13, 14, as well as any resubdivision of any of the above described lots, in accordance with the Deed Restrictions as hereinafter referred to, on each matter submitted to a vote of the members. Members voting rights vest upon, and only may be exercised upon, the sale of the last lot by OAK BLUFF JOINT VENTURE anytime prior to the sale of the last lot.

### **Termination of Membership**

2.04 Termination of membership occurs upon the sale of the member's OAK BLUFF ESTATES property, as determined by the delivery of a recorded copy of the Deed vesting title to a new owner. Such termination of membership shall not relieve or release any such former Owner or Member from any liability or obligation incurred under or in any way connected with OAK BLUFF ESTATES during the period of such Ownership or Membership in this association, or impair any rights or remedies which the Board of Directors of the Corporation may have against such former Owner or Member arising out of or in any way connected with such Ownership or Membership and the covenants and obligations incident thereto.

2.05 The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 11 of these bylaws.

### **Reinstatement**

2.06 Upon written request signed by a former suspended or expelled member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

### **Transfer of Membership**

2.07 Membership in this corporation is not transferable or assignable, but shall run with the legal ownership of a lot in OAK BLUFF ESTGATES as recorded in Cabinet "F" Slides 125-127, the Resubdivision of Lots 11, 12, 13, and 14, as recorded in Cabinet "F" Slide 271 of the Plat Records of Williamson County, Texas.

## **ARTICLE 3 MEETING OF MEMBERS**

### **Annual Meeting**

3.01 An Annual meeting of the members shall be held on or before the last day of November and after the first day of September, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

### **Special Meeting**

3.02 Special meetings of the members may be called by the President, the Board of Directors or not less than one-sixth (1/6) of the members having voting rights.

### **Place of Meeting**

3.03 The Board of Directors may designate any place within Williamson County or its contiguous counties as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made the place of the meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, within Williamson County, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

### **Notice of Meetings**

3.04 Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than twenty (20) days nor more than fifty (50) days before the date of such meeting. By or at the direction of the President, or the Secretary, or the officers of persons calling the meeting. In the case of a special meeting or when required by statute of these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

### **Informal Action by Members**

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

### **Quorum**

3.06 The members holding FIFTY-ONE PERCENT (51%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

### **Proxies**

3.07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

### **Voting by Mail**

3.08 Members may vote on any and all matters by mail. When voting by mail, member's signature must be witnessed by any two members of the Board of Directors or any other two members.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **General Powers**

4.01 The affairs of the corporation shall be managed by its Board of Directors of the Corporation. Directors must be members of the Corporation.

### **Number, Tenure, and Qualifications**

4.02 The number of Directors shall be a minimum of five (5) and will be composed of the officers of the corporation. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

### **Regular Meetings**

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, within Williamson County or any of its contiguous counties, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Special Meetings**

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within Williamson County or any of its contiguous counties, as the place for holding any special meetings of the Board called by them.

### **Notice**

4.05 Notice of any meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally, by telephone, or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is delivered by telephone, such notice shall be deemed to be delivered when any member of the Director's family takes the message or when notice is left by voice recorder to the Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meeting of the Board should be specified in the notice or waiver to notice of such meeting, and must be specified if specifically required by law or by these bylaws.

### **Quorum**

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Manner of Acting**

4.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Vacancies**

4.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### **Compensation**

4.09 Directors shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

### **Informal Action by Directors**

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting provided the action to be taken is fully documented and signed by all of the Directors.

## **ARTICLE 5 OFFICERS**

### **Officers**

5.01 The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### **Election and Term of Office**

5.02 The officers of the corporation shall be elected annually by board of directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

### **Removal**

5.03 Any officer elected or appointed may be removed by a majority vote of the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contracts rights, if any, of the officer so removed.

### **Vacancies**

5.04 The vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **President**

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by the statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Vice President**

5.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

### **Treasurer**

5.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **Secretary**

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors.

### Assistant Treasurers and Assistant Secretaries

5.09 If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

## **ARTICLE 6 COMMITTEES**

### Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of the corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking the proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

### Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

### Term of Office

6.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Chairman

6.04 One member of each committee shall be appointed by the person or persons authorized to appoint the members thereof.

### **Vacancies**

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Quorum**

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Rules**

6.07 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND REFUNDS**

### **Contracts**

7.01 The Board of Directors may authorized any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **Checks and Deposits**

7.02 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by resolution by the Board of Directors, such instruments may be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

### **Deposits**

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

### **Gifts**

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.



**ARTICLE 8  
CERTIFICATE OF MEMBERSHIP**

**Certificate of Membership**

8.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President, or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall be come lost, mutilated or destroyed, a new certificate may be issued thereof on such terms and conditions as the Board of Directors may determine.

**Issuance of Certificates**

8.02 When a member has paid any dues that may be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 8.01 of this Article 8.

**ARTICLE 9  
BOOKS AND RECORDS**

9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members entitle to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE 10  
FISCAL YEAR**

10.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 11  
DUES**

**Annual Dues**

11.01 The Board of Directors may determine from time to time the amount of the annual dues payable to the corporation by members. The Board of Directors will include as an agenda item for the annual meeting a vote on the annual dues for the upcoming year. A two-thirds majority of Association members at the meeting will be required to change dues from the previous amount collected. The proposed dues for the upcoming year will be included in the meeting notice mailed to the membership prior to the annual meeting.

**Payment of Dues**

11.02 Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

### **Default and Termination of Membership**

11.03 When any member shall be in default in the payment of dues for a period of two (2) months, the Board of Directors will take direct action to collect payment from the member. If, upon written notice, the member remains in default for more than six (6) months, the Board of Directors will take action as allowed by law to collect the dues in arrears, either directly or through a lien on the member's OAK BLUFF ESTATES property. Monetary penalties may be assessed to members in default. Notice of default may be delivered by an officer of the association, by U.S. Mail, or Telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Membership of members in default may be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws. As provided by these bylaws, no member in default of dues, may vote on any action proposed by the Board of Directors or action presented at the annual meeting.

### **ARTICLE 12**

#### **SEAL**

12.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of The Estates of Oak Bluff Homeowners Association, Inc."

### **ARTICLE 13**

#### **WAIVER OF NOTICE**

13.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation of the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE 14**

#### **AMENDMENTS TO BYLAWS**

14.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of 75% of the eligible homeowners, by person or proxy, present at any regular meeting or at any special meeting. At least ten days written notice must be given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws. All members of the corporation shall be notified of the proposed changes and notified of the date and place of the regular or special meeting.