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BY-LAWS
OF
THE PARK AT EANES CREEK CONDOMINIUM OWNERS ASSOCIATION, INC.

ARTICLE I - DEFINITIONS

1.01 *PROJECT DEFINED*

"Project" shall mean all of the real property located in the City of West Lake Hills, County of Travis, State of Texas, including the land; all improvements and structures on the land; and all easements, rights and appurtenances to the land locally known as THE PARK AT EANES CREEK, and more particularly described as Lot 1, 4407 Bee Cave Road Subdivision, City of West Lake Hills, Travis County, Texas.

1.02 *DECLARATION DEFINED*

"Declaration" shall mean the Declaration applicable to the project and filed in the office of the County Clerk of Travis County, State of Texas on December 1, 1997, in the Condominium Records, Book No. 13071 at Page 2437, including any amendments to the Declaration as may be made from time to time in accordance with the terms of the Declaration.

1.03 *OTHER TERMS DEFINED*

Other terms used in these Bylaws shall have the meaning given them in the Declaration, incorporated by reference and made a part of these Bylaws.

ARTICLE II - APPLICABILITY OF BYLAWS

2.01 *CORPORATION*

The provisions of these Bylaws constitute the Bylaws of the non-profit corporation known as The Park at Eanes Creek Condominium Owners Association, Inc. referred to as the "Association".

2.02 *PROJECT APPLICABILITY*

The provisions of these Bylaws are applicable to the project as defined in paragraph 1.01 of these Bylaws.

2.03 *PERSONAL APPLICATION*

All owners, tenants, their employees, or other persons that use the facilities of the project in any manner are subject to the regulations set forth in these Bylaws. Owners are responsible for all violations (of any governing document) committed by their tenants, guests or invitees.

ARTICLE III - OFFICES

3.01 *PRINCIPAL OFFICE*

The principal office of the Association shall be located at a location designated by the Board.

ARTICLE IV - QUALIFICATIONS FOR MEMBERSHIP

4.01 *MEMBERSHIP*

The membership of the Association shall consist of all of the Owners of the units within the Project.

4.02 *PROOF OF MEMBERSHIP*

The Secretary of the Association shall have the right to require satisfactory proof of ownership before a member may exercise any rights of membership. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a unit in the Project. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4.03 *NO ADDITIONAL QUALIFICATIONS*

The sole qualification for membership shall be the ownership of a unit in the Project. No initial fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Declaration.

ARTICLE V - VOTING RIGHTS

5.01 *VOTING*

Voting rights shall be allocated among the members on the basis of the formulas and allocations set forth in the Declaration.

5.02 *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 of the Association. Every proxy shall be revokable and shall automatically cease on conveyance by the member of the member's unit. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

5.03 *QUORUM*

The presence, either in person or by proxy, at any meeting, of members entitled to cast at least one-third (1/3) of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the governing instruments. In the absence of a quorum at a meeting of members, a majority of those members present in person or by proxy may adjourn the meeting to not less than five (5) days nor more than thirty (30) days from the meeting day. At said reconvened meeting those individuals present, either in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members who appear either in person or by proxy, at the reconvened meeting, shall be the act of the Association. Owners delinquent in any amount due the association shall not be entitled to vote or counted toward the quorum requirement.

5.04 *REQUIRED VOTE*

The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of members, unless the vote of a greater number is required by statute or by the Declaration, by the Articles of Incorporation of this Association or by these Bylaws.

5.05 *CUMULATIVE VOTING*

Cumulative voting is not permitted.

ARTICLE VI - MEETINGS OF MEMBERS

6.01 *ANNUAL MEETINGS*

The annual meeting of the members of the Association shall be held in February each year at a time and place to be determined by the Board.

6.02 *SPECIAL MEETINGS*

Special meetings of the members may be called by the President, the Board of Directors, or by members representing at least twenty percent (20%) of the total voting power of the Association.

6.03 *PLACE*

Meetings of the members shall be held within the Project or at a meeting place as close to the Project as possible, as the Board may specify in writing.

6.04 *NOTICE OF MEETINGS*

Written notice of all members' meetings shall be given by or at the direction of the Secretary of the Association or such other persons as may be authorized to call the meeting by mailing or personally delivering a copy of such notice at least ten (10) days before the meeting to each member entitled to vote at the meeting. The notice must be addressed to the members' address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

6.05 *ORDER OF BUSINESS*

Unless otherwise agreed by the Board, the order of business at all meetings of the members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.

6.06 *ACTION WITHOUT MEETING*

Any action required by law to be taken at a meeting of the members or any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members and filed with the Secretary of the Association.

ARTICLE VII - BOARD OF DIRECTORS

7.01 *NUMBER*

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons, all of whom must be members of the Association.

7.02 *TERM*

At the first meeting of the Association, the members shall elect three (3) Directors. The first shall hold office for one (1) year, the second for two (2) years, and the third for three (3) years. When a fourth Director is elected his term shall be for a period of one (1) year from date of election and when a fifth Director is elected his term shall be for a period of two (2) years from date of election. After the first meeting of the Association, Directors shall be elected at the annual meeting of the members and shall hold office for a term of two (2) years and until their successors are elected and qualified.

7.03 *REMOVAL*

Directors may be removed from office with or without cause by a majority vote of the members of the Association.

7.04 *VACANCIES*

In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall elect a successor who shall serve for the unexpired term of the predecessor.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

7.05 *COMPENSATION*

A Director may not receive compensation for services rendered to the Association in his or her capacity as board member or officer. A Director may be reimbursed by the Board for actual expenses incurred by the Director in performance of the Director's duties.

7.06 *POWERS AND DUTIES*

The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the governing instruments of the Project and the Texas Non Profit Corporations Act. Included in this power is the power to make and amend rules and regulations governing the Project.

ARTICLE VIII - NOMINATION AND ELECTION OF DIRECTORS

8.01 *NOMINATION*

Nomination for election of the Board of Directors shall be made from the floor at the annual meeting of the members.

8.02 *ELECTION*

Directors are elected at the annual meeting of members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

ARTICLE IX - MEETING OF DIRECTORS

9.01 *REGULAR MEETINGS*

Regular meetings of the Board of Directors shall be held at least annually at a place within the Project and at a time as may be fixed from time to time by resolution of the Board. Notice of the time and place of the regular meetings shall be delivered via hand delivery, mail or email to each director at least 5 days before the date of the meeting. Notice of the time and place of the regular meetings shall also be given to each member by email to the member's last known email address as maintained in the association's records.

9.02 *SPECIAL MEETINGS*

Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director at least 5 days prior to the date fixed for such meeting. Notice must be given in the same manner as notice of regular meetings.

9.03 *QUORUM*

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors as fixed by the Bylaws.

9.04 *VOTING REQUIREMENTS*

The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Declaration, the Articles of Incorporation of this Association, or these Bylaws requires a vote of a greater number.

9.05 *OPEN MEETINGS*

Regular and special meetings of the Board shall be open to all members of the Association, provided, however, that Association members who are not on the Board may not

participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board.

9.06 *EXECUTIVE SESSION*

The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene an executive session to discuss and vote on personnel matters, litigation which the Association is or may become involved, contract negotiations, enforcement actions, other business of a confidential nature involving a member, and matters requested by the involved parties to remain confidential. The nature of any and all business to be considered in executive sessions shall be first announced in open session.

ARTICLE X - OFFICERS

10.01 *ENUMERATION OF OFFICERS*

The Officers of this Association shall be a President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02 *TERM*

The Officers of this Association shall be elected annually by the Board of Directors, and shall hold office for one (1) year unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03 *RESIGNATION AND REMOVAL*

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interest of the Association would be served by such removal.

10.04 *MULTIPLE OFFICES*

Any two (2) or more offices may be held by the same person except for the offices of President and Secretary.

10.05 *COMPENSATION*

Officers may not receive compensation for services rendered to the Association in their capacity as officers.

10.06 *DELEGATION*

The duties of officers may be delegated to a managing agent or other party approved by the Board.

ARTICLE XI - PRESIDENT

11.01 *ELECTION*

At the first meeting of the Board immediately following the annual meeting of the members, the Board shall elect one (1) of their number to act as President.

11.02 *DUTIES*

The President shall perform the following duties:

- (a) Preside over all meetings of the members and of the Board.
- (b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of another Officer or representative.
- (c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board.
- (d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.
- (e) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

ARTICLE XII - SECRETARY

12.01 *ELECTION*

At the first meeting of the Board immediately following the annual meeting of the members, the Board shall elect a Secretary.

12.02 *DUTIES*

The Secretary shall perform the following duties:

- (a) Keep a record of all meetings and proceedings of the Board and of the members.
- (b) Serve notice of meetings of the Board and the members required either by law or by these Bylaws.

- (c) Keep appropriate current records showing the members of the Association together with their addresses.
- (d) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.
- (e) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

ARTICLE XIII - TREASURER

13.01 *ELECTION*

At the first meeting of the Board immediately following the annual meeting of the member, the Board shall elect a Treasurer.

13.02 *DUTIES*

The Treasurer shall perform the following duties:

- (a) Receive and deposit in a bank or banks, as the Board may from time to time direct, all of the funds of the Association.
- (b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.
- (c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.
- (d) Prepare and distribute the financial statements for the Association as may be required by the Declaration.

ARTICLE XIV - BOOK AND RECORDS

14.01 *MAINTENANCE*

Complete and correct records of account and minutes of proceedings of meetings of members, Directors and committees shall be kept at the registered office of the Association. A record containing the names and addresses of all members entitled to vote shall be kept at the registered office or principal place of business of the Association.

14.02 *INSPECTION*

The governing instruments of the Project, the membership register, the books of account, and the minutes of proceeding shall be available for inspection and copying by any member of the

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Niemann & Niemann
1122 Colorado St.
Austin, TX 78701

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

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DANA DEBEAUVOIR COUNTY CLERK
TRAVIS COUNTY TEXAS