

BYLAWS OF UNION CREEK MEADOWS PROPERTY OWNERS ASSOCIATION (MAY 21, 1995)

ARTICLE I — Name, purpose and location

We, the people of Onion Creek Meadows, establish the Onion Creek Meadows Property Owners Association, hereinafter referred to as the "Association", to further the quality of life through the betterment of our civic condition, environment, health, safety and general welfare. The principal office of the Association shall be located at the residence of the elected secretary and treasurer of said Association, but meetings of members and directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors.

ARTICLE II — Definitions

Section 1

"Association" shall mean and refer to Onion Creek Meadows Property Owners Association, its successors and assigns.

Section 2

"Properties" shall mean and refer to any real property owned, purchased, dedicated, donated, etc., with the conditions of the declarations and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3

"Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5

"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 Properties, including contract seller but excluding those having such interest merely as security for the performance of an obligation.

Section 6

"Declarant" shall mean and refer to any lot owner of Onion Creek Meadows, its successors and assigns.

Section 7

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Deed of Records of Travis County, Texas.

Section 8

"Member" shall mean and refer to any lot owner entitled to membership as provided in these Bylaws and whose dues are currently paid.

Section 9

"Duplex" shall mean any multifamily dwelling.

ARTICLE III — Membership and Voting Eligibility

Section 1 (Membership)

Each person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to dues by the Association, including contract sellers, shall be eligible for membership in the Association.

Section 2 (Voting)

Each Association member is eligible for one vote per lot owned, provided he is a member in good standing. When multiple owners of a lot exist, they shall collectively cast no more than one vote for that lot.

ARTICLE IV — Meetings

Section 1

The regular annual meeting of the members shall be held on or within ten days of May 7 (the anniversary date of the Association) each year.

Section 2 (Special meetings)

Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of one-fourth (1/4) of all of the members who are entitled to vote.

Section 3 (Notice of Meeting)

Written notice of each meeting of the members shall be given by or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) 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 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.

Section 4 (Quorum)

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the vote of the members shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting until a quorum as aforesaid shall be present or be represented.

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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE V -- Board of Directors

Section 1 (Number)

The affairs of this Association shall be managed by a Board of Directors consisting of nine members.

Section 2 (Term of Office)

At the first meeting of the Association, the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years. At each annual meeting thereafter, the members shall elect three directors for a term of three years,.

Section 3 (Removal from Office)

Any director 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 Directors of the Board and shall serve for the unexpired term of his 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.

Section 5 (Action Taken Without a Meeting)

The directors shall have the right to take any action in the absence of a meeting which 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.

ARTICLE VI -- Nomination and election of directors

Section 1 (Nominations)

Nominations for election to the Board of Directors may be made by an appointed Nominating Committee of three members. In addition to the nominees by the Committee, nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board of Directors and two members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee may make as many nominations for election to the Board of Directors as it may in its discretion determine but not less than the number of vacancies that are to be filled.

Section 2 (Election)

Election to the Board of Directors shall be by secret written ballot. 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 Article III of these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII -- Meetings of DirectorsSection 1 (Regular Meetings)

Regular meetings of the Board of Directors shall be held quarterly at such place and hour as may be fixed 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 directors, after not less than three days notice to each director.

Section 3 (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 regarded as the act of the Board.

ARTICLE VIII -- Powers and Duties of the Board of DirectorsSection 1 (Powers)

- (A) Adopt and publish rules and regulations governing the use of any Common Area and facilities, the personal conduct of the members and their guests thereon and to establish penalties for the infraction thereof.
- (B) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Declaration.
- (C) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors, and
- (D) Employ an independent contractor or such other persons as they deem necessary, and to prescribe their duties with the assent of two-thirds (2/3) of the members entitled to cast a vote.

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 the annual meeting of the members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.