



The Homestead
@ Turtle Creek

BYLAWS

**AMENDED AND RESTATED BYLAWS OF THE HOMESTEAD @
TURTLE CREEK HOMEOWNERS ASSOCIATION
APRIL, 2018**

ARTICLE I

NAME AND LOCATION

Section 1.01. NAME OF THE CORPORATION

The name of the Corporation is THE HOMESTEAD @ TURTLE CREEK HOMEOWNERS ASSOCIATION. The principal offices and facilities of the Corporation shall be specified by the Directors, but meetings of Members and Directors may be held at such places within Kerr County, Texas as may be designated by the Board of Directors.

Section 1.02. ADDRESS OF CORPORATION

The Corporation shall maintain a registered office, and a registered agent in Texas as required by the Texas Non-Profit Corporation Act. The address of the Corporation is P.O. Box 290991, Kerrville, Texas 78029-0991. The Board of Directors may change the registered agent and the address of the registered office from time to time.

ARTICLE II

DEFINITIONS

Section 2.01. DEFINITIONS

The capitalized terms used in these Bylaws shall be as defined herein and also provided in the Declaration of Covenants, Conditions and Restrictions as amended ("Covenants"), and applicable to The Homestead @ Turtle Creek ("The Homestead") therein described recorded in Volume 872, Page 359, Real Property Records of Kerr County, Texas, and as the same may be amended from time to time. The terms and provisions of the Covenants are incorporated herein by this reference and made a part hereof for all purposes, unless a different meaning of intent clearly appears from the context hereof.

The following words when used in these Bylaws (unless the context shall prohibit) shall have the following meanings:

"ACC" or "Architectural Control Committee" shall mean the Architectural Control Committee established pursuant to the Covenants.

"Articles" shall mean the Articles of Incorporation of THE HOMESTEAD @ TURTLE CREEK HOMEOWNERS ASSOCIATION, as it may, from time to time, be amended.

"Assessments" shall mean a regular assessment, special assessment, or other amount a Property Owner is required to pay the Association under the dedicatory instrument or by law.

"Association" or **"The Corporation"** shall mean and refer to THE HOMESTEAD @ TURTLE CREEK HOMEOWNERS ASSOCIATION, a Texas non-profit Corporation, its successors and assigns as provided for herein.

"Board of Directors" or **"Board"** shall mean and refer to the governing body of the Association, the election and procedures of which shall be as set forth in these Bylaws.

"Common Facilities" shall mean and refer to all Property leased, owned, or maintained by the Association for the use and benefit of the Members of the Association. By way of illustration, Common Facilities may include, but not be limited to, the following: private streets, parkways, medians, islands, common entry gates, landscaping, walls, exterior boundary fences, safety lanes, trails, drainage easements and other similar or appurtenant improvements.

"Cumulative Voting" shall mean a method allowing more than one vote per Owner based on the number of candidates available or some other specified multiple voting mechanism.

"Living Unit" shall mean and refer to a single family residence and its attached or detached garage situated upon a Lot.

"Lot" shall mean and refer to any of the numbered Lots described on the Plat, as well as any portion of the Additional Property, whether platted or not.

"Member" shall mean and refer to all those Owners who are Members of the Association as provided herein.

"Owner" shall mean and refer to the Owner of record, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having interest merely as security for the performance of an obligation.

"Property" or **"Existing Property"** shall mean and refer to the above described properties known as THE HOMESTEAD @ TURTLE CREEK. **"Additional Property"** shall mean and refer to Property which is added to the Existing Property pursuant to Article 7 of the Covenants or any Amended or Supplemental Declaration.

"Property Code" references applicable sections of the Texas Property Code, as amended.

"Subdivision Plat" shall mean and refer to the map or plat of THE HOMESTEAD @ TURTLE CREEK, filed for record in Volume 6, Page 309, Plat Records of Kerr County, Texas, and any amendment thereof upon filing of same for record in the Plat Records of Kerr County, Texas.

ARTICLE III

MEMBERSHIP

Section 3.01. MEMBERS

Every person or entity who or which is now or hereafter becomes an Owner shall automatically be a Member of the Corporation, subject to the terms and provisions of the Covenants, including without limitation the obligation to pay assessments, as therein provided. Membership shall be appurtenant to and not

be separated from ownership of any tract, parcel or Lot in The Homestead as defined in the Covenants.

Section 3.02. RIGHTS AND DUTIES OF MEMBERSHIP

A. PAYMENT OF ASSESSMENTS (Property Code 209.0059)

Members are subject to the payment of assessments levied by the Corporation, the obligation of which assessments is imposed against the Owner of and becomes a lien upon each Lot against which such assessments are made as provided by the Covenants.

B. VOTING

1) NOTIFICATION TO MEMBERS (Property Code 209.0056)

For an election or vote taken at a meeting of the Owners, the Association will provide written notice to the Owners not later than the 10th day or earlier than the 60th day before the date of the election or vote.

For an election or vote of Owners not taken at a meeting, i.e. by electronic or absentee ballot, the Association shall give notice of the election or vote to all Owners entitled to vote on any matter under consideration not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

2) RIGHT TO VOTE (Property Code 209.0059)

No Property Owner shall be excluded from voting in the Association's election of Board Members or on any matter concerning the rights or responsibilities of the Owner.

3) RULES GOVERNING VOTING (Property Code 209.0058)

Except as provided by Subsection (d) of 209.0058 Texas Property Code, a vote cast by a Member of the Association must be in writing and signed by the Member if the vote is cast:

- A. outside a meeting;
- B. in an election to fill a position on the Board
- C. on a proposed adoption or amendment of a dedicatory instrument;
- D. on a proposed increase in the amount of a regular assessment or the proposed adoption of a special assessment; or
- E. on the proposed removal of a Board Member.

If the Association elects to use a ballot for a vote on a matter other than a matter described by Subsection (a) of 209.0058 Texas Property Code, the ballot must be in writing and signed by the Member.

One vote is allocated per single Lot and one vote is allocated for consolidated Lots. "Cumulative voting" is expressly prohibited.

4) QUORUM (Property Code 209.0056)

Sixty percent (60%) of the Members qualified to vote and present in person or represented by proxy shall constitute a quorum at all meetings of the

Members for the transaction of business, except as may be otherwise provided by law, the Articles of Incorporation, or the Covenants.

If the required quorum is not forthcoming at a meeting another meeting may be called, subject to the notice requirements set forth in these Bylaws. The required quorum at such subsequent meeting shall be one-half (1/2) of that required at the preceding meeting, provided that such reduced quorum requirement shall not be applicable to any such subsequent meeting held more than sixty (60) days following the preceding meeting. At any subsequent meeting as defined herein, any business may be transacted which might have been transacted at the meeting as originally notified.

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting by the vote of a majority of the votes represented at the meeting.

5) VOTING FOR ELECTION TO BOARD

Directors shall be elected by the Members present in person or represented by proxy or absentee ballot at the annual meeting. The candidate(s) receiving the most votes shall be elected to serve. Cumulative voting is expressly prohibited.

In the event of a tie vote, a run-off election shall be held at a meeting called by the Board as soon as practical and shall follow all proper meeting and election notices as outlined in these Bylaws. If a tie vote still remains after the run-off election, the President of the Board or other Officer shall immediately determine the winner of the run-off election by the toss of a coin in the presence of those assembled.

Candidates and their relatives are prohibited access to ballots during the election process. Any Owner may, not later than the 15th day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing to the Corporation President by certified mail, return receipt requested, at the Corporation's address as reflected on the latest management certificate filed on the official public records of Kerr County, Texas. The recount will be performed by a person agreed upon by the Corporation and the person(s) requesting the recount.

6) HOW VOTES ARE TO BE CAST (Property Code 209.00592)

A. The voting rights of an Owner may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot in accordance with this section.

B. An absentee ballot:

- (1) may be counted as an Owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
- (2) may not be counted, even if properly delivered, if the Owner attends any meeting to vote in person, so that any vote cast at a meeting by a Property Owner supersedes any vote submitted by absentee ballot previously submitted for that proposal; and
- (3) may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee ballot. A solicitation for votes by absentee ballot must include:
 - (a) an absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action;
 - (b) instructions for delivery of the completed absentee ballot, including the delivery location. The ballot, if delivered at the meeting, shall be delivered to the Officer presiding at the meeting before the business of the meeting begins; and
 - (c) the following language: "By casting your vote via absentee ballot, you will forego the opportunity to consider and vote on any action from the floor on these proposals if a meeting is held at which you do not attend. This means that if there are amendments to these proposals, your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case an in-person vote will prevail."

7) VOTING BY PROXY

A Member may vote in person or by proxy executed in writing by the Member or by his duly authorized attorney in fact. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

8) TABULATION OF AND ACCESS TO BALLOTS (Property Code 209.00594)

The Association shall comply with current law as stated in Section 209.00594 of the Texas Property Code.

C. RIGHT TO SERVE ON BOARD (Property Code 209.00591)

1) ELIGIBILITY TO SERVE

The Association shall comply with current law as stated in Section 209.00591 of the Texas Property Code. With the exception of the restriction specified in Section C 2, below, no Property Owner shall be restricted from running for election to or serving in a position on the Board of Directors of The Association.

2) CONDITIONS OF INELIGIBILITY TO SERVE

If the Association Board is presented with written, documented evidence from a database or other record maintained by a governmental enforcement authority that a Board Member has been convicted of a felony or crime involving moral turpitude, within the recent 20 years, that Member is ineligible to run for the Board. If such Member is already serving on the Board, such Member is automatically removed from the Board and prohibited from future service on the Board.

3) BOARD MEMBERS: ELECTION, APPOINTMENT AND FILLING OF VACANCIES

The Association shall comply with current law as stated in Property Code Section 209.00593.

- A. The replacement of any Board Member whose term has expired must be elected by Members of The Association.
- B. Any Director may be removed from the Board upon a vote of at least sixty-seven (67%) of the total votes allocated to the Membership present and voting in person or by proxy at a meeting at which a quorum is present.
- C. Any Director may resign at any time by giving written notice to the other Directors.
- D. If any vacancies occur on the Board of Directors, a majority of the Directors then in office, though less than a quorum, may choose a successor or successors, and the Directors so chosen shall hold office for the unexpired term of their predecessor with the following exception:
- E. If a Director is involuntarily removed from the Association's Board, the vacancy caused by such removal must be filled by election by the Association Members. In this case, the Board of Directors is not authorized to appoint a successor.

Section 3.03. REAL PROPERTY OWNED BY THE CORPORATION

The Corporation owns all real and personal property acquired by the Corporation, including all improvements located on the Property. A Member has no interest in specific Property of the Corporation. Each Member waives the right to require partition of all or part of the Corporation's Property.

Section 3.04. INSPECTION OF CORPORATION RECORDS, COPYING POLICY AND FEES (Property Code 209.005)

- A. The Association shall comply with current law as stated in Section 209.005 of the Texas Property Code. Any Member of the Corporation may inspect and receive copies of all the corporate books and records that are required to be kept under the Bylaws. (See Sections 10.02 and 10.03 of these Bylaws)
- B. A Member or Members requesting copies as referenced above in Section 3.04 (A) must reimburse The Association for copying and miscellaneous fees in conformance with The Association's Production and Copying Policy which has been filed as required with Kerr County, Texas.

Section 3.05. CHANGE IN MEMBERSHIP INFORMATION

To assist the Association, a Member involved in a transaction which will result in a change in Membership (such as the sale of a residence), shall furnish the Association with the names and addresses of the parties involved, the nature of the transaction, the Lot or Lots involved, filed copies of the documents reflecting the transaction, and such other information as the Association may reasonably request. Such notification is to be made to the Board Secretary.

ARTICLE IV

INDEMNIFICATION AND INSURANCE

Section 4.01. INDEMNIFICATION

Subject to any limitations set forth in the Texas Business Organizations Code, the Corporation shall have the full power to indemnify and advance or reimburse expenses to any person entitled to indemnification pursuant to and under the provision of the Texas Business Organization Code.

Section 4.02. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Member, Director, Officer or Agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, Trustee, or Agent, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation:

- A. create a trust fund;
- B. establish any form of self-insurance;
- C. secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation;
- D. establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the

Corporation or with any insurer or other person deemed appropriate by the Board.

In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE V

BOARD OF DIRECTORS RIGHTS AND RESPONSIBILITIES

Section 5.01. POWERS AND DUTIES OF THE BOARD

The management and control of the affairs, activities and Property of the Corporation shall be vested in the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts that are not by statute, by the Articles of Incorporation, by these Bylaws or by the Covenants prohibited. The power and authority of the Board of Directors shall include, but shall not be limited to, the power and authority to:

- A. Establish, levy, assess and collect the assessments referred to herein and in the Covenants;
- B. Employ independent contractors as it may deem necessary, and to prescribe their duties;
- C. Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the Membership by other provisions of the Bylaws, the Articles of Incorporation of the Corporation, or the Covenants.
- D. The power and duties of the Board shall be limited in that it shall not have the authority to spend more than 130% of the approved annual budget, or to acquire and pay for any capital additions to the Common Areas requiring an expenditure in excess of \$2,000 (exclusive of insurance proceeds) without the prior approval of the majority of the Members present and voting in person or by proxy at a meeting at which a quorum is present. These limitations shall exclude repairs to or maintenance of existing capital improvements that are otherwise approved by the Board; or any emergency repairs to the roads, streetlights, or common areas that the Board deems necessary for the safety and security of the Members and their property.

Section 5.02. ELECTION TO BOARD AND NUMBER OF DIRECTORS

A. NUMBER OF DIRECTORS COMPRISING THE BOARD

The number of Directors that shall constitute the whole Board shall be five (5).

At each annual meeting of the Association, held in November, the Members shall elect Directors, each for a term of three (3) years. Directors shall be elected in staggered terms of 2 directors, 2 directors, and one director over each three year period. The Director(s) receiving the greatest number of votes of the Members present in person or represented by proxy at the meeting at which a quorum is present shall be elected to serve.

Each Director shall hold office until his/her term has expired, and shall serve without compensation except for reimbursement for actual expenses incurred in the performance of the duties herein defined. A Director may be elected to successive terms as Director. The Board of Directors may appoint any Member to serve as a Director for the unexpired portion of the term of a Board position that is vacant.

- B. The first meeting of each newly elected Board of Directors shall be held as soon as practicable following the annual meeting of the Members.

Section 5.03. BOARD MEETINGS

The Association shall comply with current law as stated in Section 209.0051 (c) of the Texas Property Code.

A. QUORUM FOR BOARD OF DIRECTORS MEETINGS

At all meetings of the Board of Directors a majority for the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, these Bylaws or the Covenants. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

B. REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

(Property Code 209.00051(c))

Regular and special meetings of the Board must be open to all Members and subject to the right of the Board of Directors to adjourn the Board meeting and reconvene in closed Executive Session to consider actions involving:

- 1) personnel
- 2) pending or threatened litigation
- 3) contract negotiations
- 4) enforcement actions
- 5) confidential communications with the Corporation's attorney;
- 6) matters involving the invasion of privacy of individual Members or matters that are to remain confidential by request of the affected parties, with agreement of the Board.

C. EXECUTIVE SESSION (Property Code 209.0051(c))

Following an Executive Session, any decision made in the Executive Session

must be summarized orally upon reconvening the next open Board meeting and placed in the minutes for such meeting. The oral summary must be in general terms, without breaching the privacy of the individual Owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. This summary must include a general explanation of all expenditures approved in Executive Session.

D. RECONVENING OF RECESSED MEETING (Property Code 209.0051)

If the Board recesses a regular or special Board meeting to continue the following regular business day, the Board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent the Open Board Meeting section of the Texas Property Code Section 209.0051. If a regular or special Board meeting is continued to the following regular business day, and on that following day the Board continues the meeting to another day, the Board shall give notice of the continuation by posting the notice in a conspicuous manner reasonably designed to provide notice to the Members in a place located in the Common Area or on any internet website maintained by the Association within two hours after adjourning the meeting being continued.

Section 5.04. NOTICE TO MEMBERS (Property Code 209.0051)

Members shall be given notice of the date, hour, place and general subject of all regular or special Board meetings, including a general description of any matter to be brought up for deliberation in Executive Session. The notice shall be:

- A. mailed to each Property Owner no later than ten (10) days or earlier than sixty (60) days before the date of the meeting; or
- B. provided at least 72 hours before the start of the meeting by email or posting notice in a conspicuous manner in the Common Area or any internet website maintained by the Association.

Section 5.05. MEETING WITHOUT NOTICE TO MEMBERS (Property Code 209.0051 (h))

Directors may meet without prior notice to Members to consider a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to Members must be summarized orally at the next regular or special Board meeting, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, unless done in an open meeting for which prior notice was given to Members under Section 5.04 of these Bylaws, consider or vote on:

- 1) fines;
- 2) damage assessments;
- 3) initiation of foreclosure actions;
- 4) initiation of enforcement actions, excluding temporary restraining orders or violations involving threat to health or safety;
- 5) increases in assessments;

- 6) levying of special assessments;
- 7) appeals from a denial of Architectural Control approval;
- 8) a suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue;
- 9) lending or borrowing money;
- 10) adoption or amendment to dedicatory instrument;
- 11) approval of annual budget or approval of amendment of annual budget that increases budget more than 10%;
- 12) sale or purchase of real Property;
- 13) filling of vacancy on the Board of Directors;
- 14) construction of capital improvements other than repair, replacement or enhancement of existing capital improvements; or
- 15) election of an Officer or Officers

The gathering of a quorum of the Board at a social or other function as outlined in Section 209.0051 of the Texas Property Code does not constitute a Board meeting if formal action is not taken and any discussion of Corporation business is incidental to the function.

Section 5.06. MINUTES AND RECORDS (Property Code 209.0051)

The Board shall keep a record of each regular or special Board meeting and Executive Session, including electronic or telephonic meetings, in the form of minutes to be placed in the minute book of the Corporation. The minutes are available to Members by request made to Board Secretary or other Board Director in Secretary's absence.

Section 5.07. RULES GOVERNING CONTRACTS OR TRANSACTIONS AND CONFLICT OF INTEREST (Property Code 209.0052)

Contracts or transactions between Directors, Officers, or Members who have a financial interest in the matter are not void or voidable solely because the Director, Officer, or Member is present at or participates in the meeting that authorizes the contract or transactions, or solely because the interested party's votes are counted for the purpose.

However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest to the other Members of the Board authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

ARTICLE VI

MEMBERS

LAWS GOVERNING MEETINGS FOR MEMBER VOTING

Section 6.01. ANNUAL MEETING FOR ELECTION TO BOARD

The annual meeting of the Members of the Corporation for the election of Directors shall be held in November of each year at a place and time as shall be designated by the Board of Directors. Special meetings of the Members may be called by the President, the Board, or by Members having not less than one-tenth (1/10th) of the votes of the Members entitled to be cast at such meeting.

Section 6.02. WRITTEN NOTICE OF ANNUAL MEETING

Written notice of the annual meeting of the Members stating the place, day and hour of the meeting shall be sent to each Member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting. Written notice of all meetings shall include the purpose or purposes for which the meeting is called.

Section 6.03. MEETING NOTICES FOR MEETINGS REQUIRING A VOTE

The Board will fix in advance a date, not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice of, and to vote at, any such meeting, and any adjournment thereof. In such case, only such Members as shall be Members of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof.

ARTICLE VII

NOTICES

Section 7.01. HOW NOTICES ARE TO BE GIVEN

Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person it shall not be construed to require personal notice, but such notice may be given in writing, by mail, electronic facsimile, or email addressed to such person at such address as appears on the books of the Corporation. If mailed, a notice is deemed delivered when deposited in the United States mail properly addressed with postage thereon paid. If given by an electronic facsimile, a confirmation fax receipt is required. If given by email, the notice is deemed delivered when it is successfully sent with no error message of non-delivery having been returned to the sender. To the extent the Texas Property Code requires a specific form of notice, the terms of the Texas Property Code shall prevail over these Bylaws.

Section 7.02. WAIVER OF NOTICE

A. Whenever any notice is required to be given under the provisions of the Statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice,

whether before or after the time stated therein, shall be deemed equivalent thereto.

- B. Attendance of any Member or Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Member attends meeting for the express purpose of objecting to the transactions of any business on the grounds that the meeting is not lawfully called or convened.

Section 7.03. MEMBER CONTACT INFORMATION (Property Code 209.0051 (f))

It is the Member's duty to keep updated email and mailing addresses registered with the Treasurer of the Corporation.

Section 7.04. NOTICE OF ENFORCEMENT ACTION (Property Code Sections 209.006 and 209.007)

Any enforcement actions shall be initiated by the Corporation's Board of Directors in compliance with referenced Sections of the Texas Property Code.

ARTICLE VIII

OFFICERS

Section 8.01. APPOINTMENT OF CORPORATION OFFICERS

- A. The Officers of the Corporation shall be appointed by the Directors and consist of a President, a Vice President, a Secretary and a Treasurer. The same person may hold two or more offices, except the same person shall not hold the offices of President and Secretary. All Officers shall be Members of the Association.
- B. The Board may appoint such other Officers and agents as it shall deem necessary who shall exercise such powers and perform such duties for such term as shall be determined from time to time by the Board.

Section 8.02. BOARD OFFICERS

- A. The Officers of the Corporation shall be appointed by the Directors, shall serve without compensation, except for reimbursement of actual expenses incurred in the performance of their duties herein defined, and shall be appointed at such time and in such manner and for such terms not exceeding one (1) year as determined by the Board from time to time. An Officer may be elected to successive terms in the same office.
- B. The Officers of the Corporation shall hold office until replaced by their successors. Any Officer appointed by the Board may be removed at any time by the Board. If the office of any Officer becomes vacant for any reason, the vacancy may be filled by the Board.

Section 8.03. OFFICE OF PRESIDENT

The President shall preside at all meetings of the Board. The President shall have the power to call special meetings of the Directors, make and sign deeds,

mortgages, contracts and agreements in the name of and on behalf of the Corporation and shall generally do and perform acts incident to the office of the President, all of which will be subject to the direction and review of the Board. In addition to the power and duties of this section, the President shall perform such other duties as the Board shall prescribe.

Section 8.04. OFFICE OF VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the power of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as are delegated by the President and as the Board shall prescribe.

Section 8.05. OFFICE OF THE SECRETARY

The Secretary shall give all notices as provided in the Bylaws or as required by law, attend all meetings of the Members and the Board, and record all proceedings of the meetings of the Corporation in a book to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall keep in safe custody the seal for the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer (the signature may be a facsimile).

In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned by the Board or by the President.

Section 8.06. OFFICE OF THE TREASURER

The Treasurer shall be the financial Officer of the Corporation, shall have charge and custody of and be responsible for all funds of the Corporation and all securities owned by the Corporation; shall keep full and accurate accounts of receipts and disbursements in books and records belonging to the Corporation; and shall deposit all such funds and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board.

The Treasurer shall keep a register of the mailing and email address of each Member, Director, and Officer of the Corporation.

In general, the Treasurer shall perform all duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the Board or by the President. The Treasurer shall render to the President and the Board, when the Board so requires, an account of all transactions made as Treasurer and of the financial condition of the Corporation.

In case of death, resignation, retirement or removal from office, all books, papers, vouchers, money and other Property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation shall be returned to the Corporation.

ARTICLE IX

COMMITTEES

Section 9.01. THE ARCHITECTURAL CONTROL COMMITTEE (ACC)

The Board, by a majority vote, shall designate three (3) or more Members to serve, at the pleasure of the Board, on the Architectural Control Committee (ACC). No more than one person shall be a concurrent Member of both the Board and the ACC. The Board shall have the authority to replace, remove or add committee Members as it shall deem advisable.

Section 9.02. ELECTION COMMITTEE

The Election Committee shall consist of a chairperson and two (2) or more Members of the Corporation. The Election Committee shall be approved by the Board at least sixty (60) days prior to each annual meeting of the Members. The Board shall have the authority to replace, remove, or add committee Members, as it shall deem advisable.

Section 9.03. EXECUTIVE COMMITTEE

The Board may, by resolution passed by the majority of the Board, designate an Executive Committee, to consist of three (3) or more of the Directors of the Corporation. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Corporation, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

The Executive Committee shall keep regular minutes of its proceedings and report on its proceedings to the Board and to the Members at each regular and special Board meeting, as governed by the dedicatory instruments of the Corporation. The minutes of the proceedings of the Executive Committee shall be placed in the minute book of the Corporation.

Section 9.04. OTHER COMMITTEES

The President or the Board may designate one or more other committees, each to have the name, Membership, duties and responsibilities designed by the President or the Board. Such other committee shall consist of a chairman and other Members, none of whom need to be Members of the Board, except where otherwise directed at the time of the creation of any such committee. Committee Members shall serve without compensation except for reimbursement of actual expenses incurred in the performance of their duties herein defined.

Section 9.05. COMMITTEE RULES

Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board. All committees shall report to the Board when required. A majority of the members of any such committee shall constitute a quorum and questions shall be decided by a majority vote. All committees having the authority to act on behalf of the Board shall contemporaneously document all meetings and the actions taken.

Section 9.06. COMMITTEE MEMBERSHIP

Members of the committees shall hold office until their resignation or removal, or they are replaced by their successors. Vacancies in the Membership of any committee for any reason shall be filled by the party designating and appointing Members to such committee as provided by the Bylaws.

ARTICLE X

GENERAL

Section 10.01. DISBURSEMENT OF CORPORATE FUNDS

Disbursements of corporate funds and all checks or demands for money and notes of the Corporation shall be authorized by the Board and signed by the Treasurer, and drawn against the Association checking account in any amount, but not to exceed \$2,500.00.

Any checks in excess of \$2,500.00 shall be signed by both the Treasurer and the Association Board President. Should the Treasurer be unable to perform his duties, the President may individually prepare and sign checks in any amount until the situation resolves or the Board names a new Treasurer. Signatories shall obtain a completed request for payment form, and proper invoices, vouchers and receipts, etc. to substantiate legitimacy for all disbursements.

All checks issued within a calendar month shall be reflected in the monthly Treasurer's report along with the period matching bank statement.

Board acceptance of the Treasurer's report in open meeting shall constitute authorization of expenditures. All signatories shall be Board Members and designated as signatories by the Board. The number of signatories should be kept to a minimum; however, there shall be at least two signatories on each account at all times.

Section 10.02. BOOKS AND RECORDS (Property Code 209.005)

Per requirements of Section 209.005 of the Texas Property Code, the Corporation shall keep correct and complete books and records of account including, but not limited to, the items listed below. Document retention requirements for each item are shown in parentheses.

- A. A copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger and Articles of Consolidation (*permanent*);
- B. A copy of Bylaws and any amended versions or amendments to them (*permanent*);
- C. A copy of all Covenants and any amended versions or amendments to them (*permanent*);

- D. ACC documents including the check sheet, notice to builder, required construction specifications and drawings, and signed and approved construction agreements (*permanent*);
- E. Statement of change of registered office or registered agent (*seven (7) years*);
- F. Minutes of the proceedings of the Board and committees having any of the authority of the Board (*seven (7) years*);
- G. List of the names and addresses of the Members, Directors, Officers, and any Committee Members of the Corporation. (*seven (7) years*);
- H. Financial statements showing the Corporation's assets, liabilities, and net worth (*seven (7) years*);
- I. Financial statements showing the Corporation's income and expenses, and Treasurer's Reports (*seven (7) years*);
- J. Account records of current Members (*five (5) years*);
- K. Contracts with a term of one (1) year or more (*four (4) years after the expiration of the contract*);
- L. All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status (*seven (7) years*);
- M. The Corporation's federal, state and local tax information or income tax returns (*seven (7) years*).
- N. Additional items with retentions as the Board may decide.

The Corporation shall store all permanent records for The Homestead at Turtle Creek in a secure, dry environment, in a location approved by the Board of Directors. As records are digitized, electronic back-ups shall be stored within a fireproof container in an alternative location approved by the Board of Directors.

Section 10.03. INSPECTION OF CORPORATE BOOKS AND RECORDS

The Corporation shall comply with requirements of Section 209.005 of the Texas Property Code.

Section 10.04. REQUEST FOR AUDIT

Any Member may request an audit to be conducted of the Corporation's books. That Member shall bear the expense of the audit unless a majority of the Members present and voting in person or by proxy at a meeting at which a quorum is present, authorize payment of audit expenses by the Corporation. Those bearing the expense of the audit may select the accounting firm to conduct the audit. A Member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

Section 10.05. CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Texas," and may have inscribed thereon the year of its organization. The appropriate Officers shall cause such seal to be affixed to such documents as the Board may direct.

Section 10.06. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 10.07. CONFLICTS IN PROVISIONS BETWEEN DEDICATORY INSTRUMENTS

Any conflict between one or more provisions of these Bylaws and one or more provisions of the Articles of Incorporation shall be resolved in favor of the provisions set forth in the Articles of Incorporation. Any conflict between one or more provisions of these Bylaws and one or more provisions of the Covenants shall be resolved in favor of the provisions set forth in the Covenants.

Section 10.08. LENDING AND BORROWING OF CORPORATION FUNDS

The Corporation may not make any loan to a Director or Officer of the Corporation. A Member, Director or Officer of the Corporation may not lend money to, and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the Articles of Incorporation, the Covenants and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation.

The Corporation may not borrow money from, or otherwise transact business with a Member, Director or Officer of the Corporation unless the transaction is described in a legally binding instrument and is in the Corporation's best interest. The Corporation may not borrow money from, or otherwise transact business with a Member, Director or Officer of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of the person having a personal interest in the transaction. Members may be reimbursed for expenditures on behalf of the Corporation if at the Board's direction.

Section 10.09. VALIDITY OF INDIVIDUAL PROVISIONS OF THE BYLAWS

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 10.10. BINDING OF BYLAWS

These Bylaws will bind and inure to the benefit of the Members, Directors, Officers, Committee Members, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as the Bylaws otherwise provide.

Section 10.11. FILING OF DEDICATORY INSTRUMENTS

The Association shall conform to current law as specified in Section 202.006 of the Texas Property Code. All dedicatory instruments (e.g. Articles of Incorporation, Covenants and Bylaws) shall be recorded in the Real Property Records of Kerr County. A dedicatory instrument has no effect until the instrument has been filed.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 11.01. LAWS GOVERNING AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by a vote of at least sixty-seven percent (67%) of the Members present and voting in person or by proxy at a meeting at which a quorum is present, or by a vote of at least eighty percent (80%) of the Board. However, the following types of Bylaw amendments may not be adopted by the Board:

- A. setting or changing the authorized number of Directors;
- B. changing or extending the Directors' terms;
- C. changing the quorum for Membership meetings;
- D. changing Members' proxy rights;
- E. establishing or changing compensation for Directors, Officers and Committee Members;
- F. changing this section 11.01 on Amendment of Bylaws, unless amended to conform with State Law; and
- G. changing Bylaws in such a way as to conflict with the Covenants

Amendments shall be recorded in the Real Property Records of Kerr County, Texas.

Section 11.02. UPDATING OF BYLAWS TO COMPLY WITH TEXAS PROPERTY CODE

The Board of Directors has the authority to update the Bylaws from time to time as necessary to comply with the requirements of the Texas Property Code, as amended. All amendments to the Bylaws shall be reflected in an amended and restated set of Bylaws and promptly recorded in the Official Public Records of Kerr County, Texas.

I, April L. Iacopelli, President of THE HOMESTEAD @ TURTLE CREEK HOMEOWNERS ASSOCIATION, do hereby certify that this is a true and correct copy of the Bylaws approved and adopted by the Board of Directors on (date) 28 June 2018.

SIGNED this 28th day of June 2018.

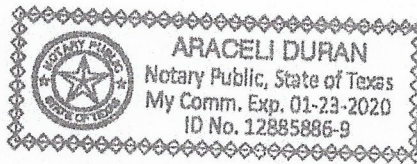
THE HOMESTEAD @ TURTLE CREEK
HOMEOWNERS ASSOCIATION

By: April L. Iacopelli
April L. Iacopelli, President

STATE OF TEXAS
COUNTY OF KERR

This instrument was acknowledged before me on the 28th day of

June, 2018 by Carol L. Sumner



✓ Filed by & Returned to:
April L. Iacopelli
540 Saddle Club Drive
Kerrville, TX. 78028