

BYLAWS OF 6463

ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

These Bylaws of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC. ("Bylaws") are hereby adopted as the initial bylaws of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation ("Association") and shall hereafter govern the affairs of the Association pursuant to the Certificate of Formation of the Association, as amended and/or supplemented, the provisions of the Texas Business Organizations Code (the "Act") and other laws applicable to property owners' associations in the State of Texas.

The Association is the authorized governing body of the property described in and the "Association", as that term is defined in, the Declaration of Restrictive Covenants of the Rolling Ridge Estates, recorded in Book 1402, Page 0055 *et seq.*, in the Official Records of Washington County, Texas, as same may be amended and/or supplemented (the "Declaration").

Capitalized terms used but not specifically defined herein shall have the meaning set forth in the Declaration.

SECTION I. MEMBERS

1.1. *Membership.* Every Owner of a Lot shall be a Member of the Association. If a Lot is owned by an entity, that entity may designate one or more real persons to serve as Members for the limited purpose of running for and holding director and/or officer positions. Lienholders shall not be considered Members. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to an assessment. When more than one person or entity is an owner of a Lot, all of such persons and/or entities shall be Members, however no more than one (1) vote may be cast for any single Lot. Said vote shall be exercised as the owners of each Lot amongst themselves determine.

1.2. *Place of Meetings.* Meetings of Members will be held at the Association's principal office or at any other reasonable location selected by the Board in Washington County, Texas.

1.3. *Annual Meetings.* Regular annual meetings of the Members will be held at a date, time and place determined by the Board in its sole discretion. The Association shall have an annual meeting at least once each calendar year.

1.4. *Special Meetings.* The President may call special meetings of the Members. Special meetings of the Members shall also be called if directed by the Board or by a petition signed by twenty-five percent (25%) of the Members presented to the Secretary of the Association and setting forth the reason(s) for such special meeting.

1.5. *Notice of Meetings.* Written notice stating the place, day, and hour of each meeting of the Members, other than a reconvened meeting, must be given to each Member not less than 10 nor more than 60 days before the meeting. Notices of special meetings of the Members must also state the meeting's purpose, and no business may be conducted except as

stated in the notice. Notice to a Member is deemed given when hand delivered or mailed. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, postage prepaid. IT IS THE OBLIGATION AND RESPONSIBILITY OF EACH OWNER TO FURNISH THE ASSOCIATION WITH THE OWNER'S PREFERRED MAILING ADDRESS IN WRITING IF SAME DIFFERS FROM THE ADDRESS OF THE LOT OR LOTS OWNED BY OWNER. In the event an Owner has failed to provide notice in writing to the Association of a mailing address other than the Lot(s) owned by Owner, the Association shall have no obligation to provide notice to the Owner at any address apart from the Lot owned by Owner.

1.6. *Waiver of Notice.* A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

1.7. *Quorum.* Ten percent (10%) or more of the Members—in person or by proxy or absentee ballot—authorized to vote shall constitute a quorum for any meeting of the Members. If a quorum is established at the beginning of any meeting of the Members, the quorum shall stand for the remainder of the meeting even if Members needed to constitute a quorum leave the meeting thereafter. If a Members' meeting cannot be held because a quorum is not present, a majority of the Members who are present may adjourn the meeting. At the reconvened meeting, five percent (5%) or more of the Members—in person or by proxy—authorized to vote shall constitute a quorum. If a quorum is not present, a majority of the Members who are present may adjourn the meeting. At the second reconvened meeting, a majority of the Board shall constitute a quorum. Any meeting adjourned as provided for herein must be reconvened not less than fifteen (15) minutes nor more than thirty (30) days from the adjournment.

1.8. *Voting.* Votes of Members may be cast in accordance with Sections 209.0058, 209.0059, and 209.00592 of the Texas Property Code, as same may be amended from time to time, or any other law of the State of Texas governing the votes of the Association.

1.9. *Proxies.* Members may vote by proxy. The Association reserves the right to promulgate a specific form of proxy for any vote and/or election, and if such a form is promulgated and made available to the Members, no proxy form other than that promulgated by the Association shall be counted.

1.10. *Conduct of Meetings.* The president will preside over Members meetings. The President may delegate this duty to the Association's managing agent. The Secretary will keep minutes of the meetings and will record the results of votes of the Members.

1.11 *Standing.* No Member shall have standing to bring a cause of action on behalf of the Association solely by virtue of that person or entity's status as a Member of the Association. The Association and it alone has standing to assert a cause of action against any party for any damage alleged by the Association or any damage to the Association alleged by a Member.

SECTION II. BOARD OF DIRECTORS

2.1. *Governing Body; Composition.* The affairs of the Association are governed by its board of directors (the "Board"). Each director must also be a Member of the Association. If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a director has been convicted of a felony or crime involving moral turpitude not more than 20 years before the date the Board is presented with the evidence, the director is immediately ineligible to serve on the Board, automatically considered removed from the Board, and prohibited from future service on the Board.

2.2. *Number of Directors.* The Board shall consist of not less than five nor more than nine directors. No decrease in the number of directors may shorten or end the term of a sitting director. The number of Directors at the time of adoption of this document is five.

2.3. *Term of Office.* Each elected director shall serve a term of three years, except as provided herein, and each director's term shall conclude upon the election of his/her successor. The terms of directors shall be staggered so that a majority of directors is not elected in any single year, unless same is necessary by reason of exigent circumstances. Two of the initial directors shall serve three year terms, two of the initial directors shall serve two year terms and one director shall serve a one year term. All directors elected thereafter shall serve three year terms. In the event the number of directors should be expanded or reduced as provided herein, the terms shall remain staggered so that a majority of directors is not elected in any single calendar year.

2.4. *Election.* At each annual meeting of the Members, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected.

2.5. *Removal of Directors and Vacancies*

- a. *Removal by Members.* Any director may be removed, with or without cause, by a vote of the majority of the Members. Any director whose removal is sought will be given notice of the proposed removal.
- b. *Removal by Board.* Any director may be removed at a Board meeting by a majority vote of the total number of other directors if the director—
 - i. fails to attend three (3) or more consecutive Board meetings;
 - ii. fails to attend forty percent (40%) of held Board meetings within a twelve month period; or
 - iii. takes such action, which, in the opinion of the Association's legal counsel, may jeopardize the Association and/or its individual officers and directors to liability to a third party.

- c. *Vacancies.* A director's position becomes vacant if the director dies, becomes incapacitated, resigns, is removed by the Members or the Board, or is no longer a Member.
- d. *Successors.* If a director's position is vacant for any reason, the remaining members of the Board may appoint a successor to fill the remainder of the term for the vacated position.

2.6. *Compensation.* Directors will not receive compensation. A director may only be reimbursed for expenses approved by the Board.

2.7. *Duties and Powers.* The Board shall have all powers necessary to administer the Association's affairs and all powers conferred to a property owners' association under Section 204.010(a) of the Texas Property Code. The Board may exercise all powers of the Association except those which are, by the laws of the state of Texas, the Certificate of Formation, the Declaration and/or these Bylaws, conferred upon or reserved to the Members. In addition to those powers provided by the Act and other applicable law, as well as by the Certificate of Formation and/or the Declaration, the Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas as defined in the Declaration;
- (b) Declare the office of a director to be vacant as described herein above;
- (c) Employ managers, independent contractors or such other employees as the Board of Directors deems necessary, and to prescribe their duties;
- (d) Supervise all officers, agents and employees of the Association, and see that their duties are properly performed;
- (e) Fix the amount of the annual and any special assessment against each Lot;
- (f) Send written notice of each assessment to every Member subject thereto in advance of each annual assessment period or special assessment date;
- (g) Collect all assessments owing on each Lot, including bringing an action at law against each Member personally obligated to pay such assessments and foreclosing the lien against the Lot for which such assessments are not paid;
- (h) Issue, or cause to be issued, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Association for the issuance of such certificates;
- (i) Procure and maintain adequate liability and hazard insurance on property owned by the Association as the Board of Directors deems appropriate;
- (j) Procure and maintain adequate liability insurance for directors and officers of the Association as the Board of Directors deems appropriate;

- (k) Operate, maintain and otherwise manage the Common Areas and Sites as defined in the Declaration, including landscaping thereon.
- (l) Cause lots to be maintained as called for in the Declaration; and
- (m) Enforce or cause to be enforced all provisions of the Declaration; and

Each director shall discharge the director's powers and duties in good faith, with ordinary care and in a manner the director reasonably believes to be in the best interest of the Association. No director shall be liable to the Association, any Member or any third party for any act or omission of the director unless the director did not act (a) in good faith; (b) with ordinary care and (c) in a manner the director reasonably believed to be in the best interest of the corporation. A director may in good faith and with ordinary care, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person and prepared or presented by an officer or employee of the Association, legal counsel, a certified public accountant or any other person who the director reasonably believes possesses professional expertise in the matter.

2.8. *Management.* The Board may employ a managing agent and may assign any responsibilities or duties of the Board to such managing agent except to the extent same must be performed by a director according to the Certificate of Formation, the Declaration, these Bylaws and/or the laws of the State of Texas.

2.9. *Accounts and Reports.* Accounting and controls must conform to good accounting practices. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

- a. An income statement reflecting all income and expense activity for the preceding period.
- b. A balance sheet as of the last day of the preceding period.

2.10. *Borrowing.* The Board may borrow money to maintain, repair, or restore the Common Area without the approval of the Members.

2.11. *Rights of Association.* With respect to the Common Area, and in accordance with the Declaration, the Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

2.12. *Enforcement Procedures.* The Board shall adhere to any and all notice requirements as set forth in Chapter 209 of the Texas Property Code as same may be amended from time to time.

2.13 *Indemnity.* The directors and officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by state and/or federal law and same shall not be held personally liable for any act, omission, debt, liability or other obligation of the Association.

SECTION III. BOARD MEETINGS

3.1. *Regular Meetings.* Regular meetings of the Board will be held at such time and place as determined by the Board, but such meetings will be held at least once per quarter during each fiscal year. Notice of the time and place of the meetings will be given to directors not less than 7 days before the meetings, except for special or emergency meetings of the Board, as may be deemed necessary in the sole discretion of the Board. Board meetings must be noticed and held as provided for in Chapter 209 of the Texas Property Code or any similar statute, as same may be amended from time to time.

3.2. *Special Meetings.* Special meetings will be held when called by written notice signed by the president or by a simple majority of directors. The notice will specify the time and place of the meeting and the matters to be covered at the meeting. Special meetings shall be conducted pursuant to the provisions of Chapter 209 of the Texas Property Code or any similar statute, as same may be amended from time to time.

3.3. *Waiver of Notice.* The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either proper notice of the meeting was given to each director or a written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

3.4. *Quorum of Board.* At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board. If the Board cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than two (2) nor more than ten (10) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

3.5. *Conduct of Meetings.* The president will preside at Board meetings. The Secretary or managing agent will keep minutes of the meetings.

3.6. *Proxies.* Directors may vote by written proxy.

SECTION IV. OFFICERS

4.1. *Officers.* The officers of the Association are a President, Vice President, Secretary, and Treasurer, to be elected by the Board. The Board may appoint other officers having the authority and duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2. *Election, Term of Office, and Vacancies.* Officers will be elected annually by the Board at the first meeting of the Board following each annual meeting of the Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

4.3. *Removal.* The Board may remove any officer whenever, in the Board's judgment, the interests of the Association will be served thereby.

4.4. *Powers and Duties.* Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The President is the chief executive officer of the Association. The Treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, managing agent, or both.

4.5. *Resignation.* Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

SECTION V. COMMITTEES

5.1 The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

SECTION VI. MISCELLANEOUS

6.1. *Fiscal Year.* The Board may establish the Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Association's fiscal year is a calendar year.

6.2. *Rules for Meeting.* The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

6.3. *Conflict.* The Declaration controls over these Bylaws.

6.4. *Inspection of Books and Records.* Members may inspect the book and records of the Association after making a proper request for same pursuant to the laws of Texas and pursuant to any records inspection policy adopted by the Association, as amended and/or supplemented from time to time.

6.5. *Notices.* Any notice required or permitted by the Governing Documents must be in writing. Notice is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to (a) a Member at the Member's last known address according to the Association's records and (b) the Association, the Board, or a managing agent at the Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Governing Documents, actual notice, however delivered, is sufficient.

6.6. *Amendment.* These Bylaws may be amended at any time by the vote of the majority of the Board at a meeting of Board which has been properly noticed pursuant to the laws of the State of Texas. These Bylaws may also be amended by a vote of not less than sixty-seven percent (67%) of the Members eligible to vote.

CERTIFICATION OF ADOPTION

The Bylaws of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC. are hereby unanimously adopted and made effective as of the 26 day of July, 2018, by the Board of Directors of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC., at a meeting of the Board duly noticed and called.

Megan Pape
Megan Pape

Walter B. Jackson
Walter Jackson

Kyle Priesmeyer
Kyle Priesmeyer

Ashley Sulik
Ashley Sulik

Christine Goodman
Christine Goodman

I, Megan Pape, Secretary of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC., do hereby certify that the Bylaws of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC. were adopted by the Board of Directors of the Association on the 06 day of August, 2018.

THE STATE OF TEXAS §
 §
COUNTY OF BEAZOS §

BEFORE ME, the undersigned authority, on this day personally appeared MEGAN PAPE, Secretary of ROLLING RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed same as the act of said corporation for the purposes therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 6 day of August, 2018.

[Signature]
Notary Public in and for the State of Texas

