

BYLAWS of Cedar Hills Civic Association, INC.
March 2016

The Cedar Hills Civic Association INC. (CHCA), of Elgin, Texas, shall be governed and operated in accordance with its Articles of Incorporation and these bylaws.

ARTICLE ONE: PURPOSE

The purpose of the CHCA is to operate a residential real-estate-management association intended to qualify as a tax exempt association under section 528 of the Internal Revenue Code of 1954, as it now exists or may be hereafter amended. It is organized and operated to provide for the acquisition, construction, management, maintenance, and care of the association property in the certain unincorporated area of Bastrop County, Texas, known as Cedar Hills. Included in the functions of the CHCA are promotion of the common good of all the landowners within the subdivision, operation of the Architectural Control Committee, and maintenance of the CHCA public use development properties of the parks, pool, pond, and other common areas.

ARTICLE TWO: MEMBERSHIP and VOTING RIGHTS

Section 1: Members

- A. The membership of the CHCA shall be limited to the residential household occupants and vacant lot owners within the subdivision. Membership qualification for voting is determined by the number of annual CHCA dues assessments paid. Members must be adults 18 years of age or older. A voting card or signature page will be handed or mailed to each eligible household or lot owner either in attendance at any meeting of the membership or by mailed proxy vote. In no case shall any registered address, entity, surname, corporation, developer, investment company, etc. attain more than one vote per dues assessments paid.
- B. Persons renting and leasing households shall be designated as non-voting associate members of the Association. Owners shall be responsible for notifying the Board of Directors of the name and address of renters and lessees so that a copy of the bylaws and other notices may be provided.
- C. Members who are delinquent in their annual dues and fees forfeit their voting rights until those dues and late fees or penalties are paid in full.

Section 2: Membership Fee

- A. Each lot owner is subject to an annual membership fee of \$180.00 per lot. (Amended Dec 2013). The membership fee is due and payable to the Cedar Hills Civic Association, Inc., on January 1 each year.
- B. Households that occupy multiple adjacent lots will be levied only one membership fee.

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- C. The annual membership fee is due and payable to the Cedar Hills Civic Association, Inc. on January 1st, but no later than April 30th, each successive year.
- D. When one association member in a household reaches age 65 or becomes legally disabled, the membership fee shall remain at the amount in effect on January 1st of that year as long as that resident remains an owner. To invoke this clause, it is the member's responsibility to notify the current treasurer of said eligibility in writing and provide an ID or appropriate disability documents that serve to substantiate their claim.

Section 3: Change in Membership Fee

The Board of Directors has the authority to raise or lower membership fees by a maximum of 10% per year accumulative to a maximum of three years. Any other change in membership fees will be subject to a vote of the membership as described in Article Six, Section 5. Any increase shall be effective on January 1 of the following year.

Section 4: Past Due Fees

The Treasurer shall notify members two months in arrears, and shall send a final notice to members three months in arrears. Those members in arrears on May 1, having been notified as prescribed above, shall forfeit all rights to use of common areas and other benefits of membership until all fees are paid. Legal action may be initiated by the Board of Directors after May 1.

A late fee of \$75 shall be assessed members in arrears on May 1. Fifteen dollars per month will be added for each additional month the maintenance fee remains unpaid (Amended Nov. 2015).

ARTICLE THREE: BOARD OF DIRECTORS

The day-to-day business and affairs of the Cedar Hills Civic Association shall be managed and controlled by its Board of Directors. The Board shall consist of at least 7 and not more than 15 directors. The number shall be decided by vote of the Board and elected by the membership in accordance with Article Six, Section 5. Each Board member shall be at least twenty-one years old.

Section 1: Term of Office

Each Director shall serve a term of two years (or its closest approximation) with all elections to be held at the annual meeting. Directors are not limited to how many terms they may serve. Director elections shall be staggered every year so that half of the Board is elected every year. Each officer may serve no more than 4 years (or two terms) in that position without approval by a membership vote on a case-by-case basis (amended Dec 2013).

Section 2: Vacancy

If a vacancy occurs prior to the term's expiration, the remaining Directors, by majority vote, may appoint a replacement candidate at the next regularly scheduled Board meeting. Notice to all Board members must be provided 5 days prior that a vacant position on the Board is to be filled and the name or names of persons nominated to serve.

Section 3: Meetings of the Board of Directors

The President or any three combined members of the Board may schedule meetings of the Board as necessary given reasonable notice to all Board members and officers of at least 10 days, except in the case of emergency meetings. Written waivers may be submitted by any Board members unable to attend.

Section 4: Nominations

In the September quarterly meeting, the Board of Directors will solicit volunteers that will be willing to serve on the Board. These volunteers will be added to a list of nominees that will be presented to the general meeting in November for confirmation to serve. If insufficient volunteers are obtained to fill out the Board for the coming year, the President may enlist a nominating committee from members of the Board to develop a list of others within the community that would be willing to serve.

Section 5: Budget

The Board of Directors shall prepare and submit for membership approval at the November annual meeting each year, a balanced budget (i.e. where annual expenses may not exceed annual income). This budget and balance summary will include any remaining surpluses from prior years. The budget year begins January 1st each successive year. The proposed and actual budget's formats and controls shall follow the format described in Article Three, Section 6. Should the required majority vote fail to ratify the budget as presented at the November annual meeting, special all membership meetings will be held at least each successive month or more frequently until the proposed budget passes a majority vote of the membership.

Section 6: Funds

The CHCA and Board shall maintain 4 separate funds: Operations, Maintenance (encompassing all existing CHCA properties or amenities), Legal, and Special. The President and Treasurer may disperse up to \$500 without Board approval for operations. Expenses between \$500 and \$1500 may be approved by a majority Board vote. All other expenditures of more than \$1500 will require a full membership vote.

Operating: Shall manage daily operation of the CHCA. It shall include a section to cover unforeseen expenses and or emergency repairs.

Maintenance: A separate fund established to fund the ongoing maintenance and upkeep of the CHCA common areas.

Legal: Liens and owner property maintenance and enforcement actions, as well as required legal actions required for restriction enforcement or delinquent dues, penalties, and fees requires adequate funds to ensure Board actions for the common good of all residents can and will be able to be enforced.

Special: A fund established to finance one-time projects, requiring membership approval, for the purpose of enhancing the quality of life and social atmosphere of Cedar Hills. An annual audit of the Treasurer's expenditure of funds shall be conducted by an audit committee (minimum of three members) appointed by the Board of Directors. The committee will generate a written report of the audit findings, and the report shall be made available to all members of the CHCA for inspection.

Section 7: New Members

The Treasurer shall be responsible to ensure any new residents have received copies of the then current Reservations and Restrictions and Bylaws of the CHCA and shall administer pool access keys and fees concurrently.

Section 8: Quorum of the Board of Directors

The quorum of the Board of Directors necessary to conduct business shall be a majority of the Directors present at a duly called (Article Three, Sections 2 and 3) Board meeting.

ARTICLE FOUR: OFFICERS

The Board of Directors shall elect among itself the officers of the CHCA. Directors shall not serve as an officer more than four years in the same position (amended Dec 2012). There shall be a President, a Vice President, a Secretary, a Treasurer, and an Ombudsman (amended Dec 2012). The duties of the Officers shall be as follows:

- A. President: Presides over the corporations as its chief strategic planning and communications officer. Duties include disseminating membership communications of approved minutes and newsletters; guides and assists establishing all Board strategic functions; is an ex-officio member of all standing or special committees; ensures compliance with all Texas regulations pertaining to home owners associations (HOA); ensures all covenants and restrictions are actively monitored and enforced; ensures orderly transition after all elections to ensure any new board members and incoming officers are brought up to current events and have defined responsibilities communicated.
- B. Vice president: Presides in the absence of the President and is the Chair of the Architectural Control Committee.
- C. Secretary: Keeps minutes of all CHCA meetings; notifies membership of scheduled meetings; provides drafts minutes of meetings to President and Board members for review prior to acceptance and publication; archives approved minutes and records all necessary documents to satisfy all legal requirements and documentation to satisfy all Texas HOA records regulations.

- D. Treasurer: Manages the funds of the CHCA and its financial affairs; develops and publishes proposed budgets; collects annual dues and all fees, penalties, and accrued interest on delinquencies; files liens and small court claims as needed to protect membership funds; administers key system for pool access; prepares audit documents for the audit committee and assists the committee in performing the audit; signs subordination agreements as required by title companies when property ownership changes.
- E. Ombudsman: Investigates member complaints or restriction violations of the Reservations and Restrictions for Cedar Hills or the Bylaws of the CHCA; coordinates actions to resolve violations with the President and Architectural Control Committee; provides final reports on such actions to all participants; mediates efforts to resolve violation issues; maintains records of actions in the archives of the CHCA.

ARTICLE FIVE: COMMITTEES

Section 1: Architectural Control Committee

- A. An Architectural Control Committee shall be appointed from time to time as needed, by the president, with the vice president serving as chairman. It shall be the purpose of such Committee, to review plans, specifications and plat plans in order to ensure compliance with deed restrictions and the harmony of external and structural design and quality (Amended Nov 2012).
- B. Requests for review of plans, specifications, and plat plans shall be submitted by the property owner to the vice president in writing. The vice president shall notify the property owner in writing of the approval or disapproval of plans and maintain records of all submissions (Amended Nov 2012).

Section 2: Other Committees

Such other committees, standing or special, shall be appointed by the President or as the Board of Directors shall deem necessary to carry on the work of the CHCA. The President shall be an ex-officio member of all committees except for the Nominating Committee.

ARTICLE SIX: MEETINGS

Section 1: Annual Meeting

The CHCA shall hold its annual meeting in November of each year on a day fixed by the Board of Directors. Notice shall be given to the entire Board of Directors and the membership at least 15 days prior to the meeting. The purpose of the meeting shall be to elect Board members, approve budgets for the coming year, and conduct the annual business meeting.

Section 2: Quarterly Meetings

The Board shall schedule joint quarterly meetings of the directors and members. All meetings shall be held at the principal facility in Elgin, Texas as all or most all of the

previously known general meetings have been held, at such times and dates as the Board may designate.

Section 3: Special Meetings

Special meetings of the CHCA may be called by the President, by at least 3 members of the Board, or upon written request of nine (9) members of the CHCA. The purpose of the meeting shall be stated in the call or announcement. Except in the cases of emergency, at least two (2) weeks notice shall be given. Whenever practical, electronic mail will be used to reduce costs for voting events and notices.

Section 4: Quorum

The members present shall constitute a quorum at Association meeting (Amended May 4, 1998).

Section 5: Special Issues

A vote by mail or by absentee vote will be used for the election of members of the Board of Directors, amendments to the bylaws, or changes in membership fees. A specific issue of importance, designated by a majority vote of the members present at a meeting of the Association, may be voted on by mail at the next regular or special meeting, or at any specific meeting so decided. Ballots will be mailed to all members at least 15 days prior to the meeting at which absentee voting is to be permitted. Any specific issue of importance to be decided by mail will be clearly stated in an impartial manner, giving both points of view if possible (Amended Nov 2012).

ARTICLE SEVEN: FISCAL YEAR

The fiscal year of the CHCA shall begin on January 1st and end on December 31st each year.

ARTICLE EIGHT: AMENDMENT OF THE BYLAWS

These Bylaws can be amended at the annual meeting or a scheduled special Board meeting abiding by the vote by mail procedures for all owners established in these Bylaws, of the CHCA by a two-thirds vote of the ballots cast by members present and to include mailed votes or proxies returned on time. All voters must be validated and recorded by member voting address or lot number pursuant to membership and voting rights articles and sections previously enumerated. There shall be provided at such meetings a sign in registration or other recording mechanism to identify addresses and/or lot numbers of members in attendance whose votes shall be counted. The Board and Secretary shall maintain permanent records of all votes taken, the outcome of each vote, and the eligible members' voting records by address and/or lot number. In addition, any proxy vote (mailed and signed as such) submitted to the Board must be recorded in the same manner as attendee voting records.

ARTICLE NINE: SUPERSEDED PREVIOUS BYLAWS

These Bylaws, once approved by membership vote, supersede all previously approved bylaws of the corporation once filed and recorded at the Bastrop County offices.

ARTICLE TEN: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the CHCA meetings in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

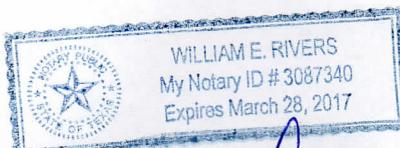
ARTICLE ELEVEN: GOVERNING LAW

As to all matters not covered by these Bylaws, the Texas Non-Profit Corporation Act and its successor statutes shall govern.

~~Jeanette Shelby – President~~

THE STATE OF TEXAS
COUNTY OF BASTROP

This instrument was subscribed, sworn to and acknowledged before me on the 2 day of March, 2017, by Seannett Spelly.

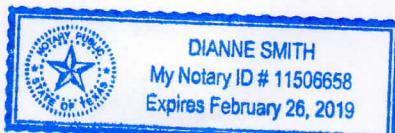


**NOTARY PUBLIC STATE OF
TEXAS**

Amanda Carter – Vice President

THE STATE OF TEXAS
COUNTY OF BASTROP

This instrument was subscribed, sworn to and acknowledged before me on the 15th day of MARCH, 2017, by AMANDA CARTER.

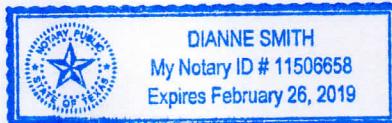


Dianne Amodeo
NOTARY PUBLIC STATE OF
TEXAS

Linda Walicek
Linda Walicek – Secretary

THE STATE OF TEXAS §
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COUNTY OF BASTROP §

This instrument was subscribed, sworn to and acknowledged before me on the 13th day of MARCH, 2017, by LINDA WALICEK.

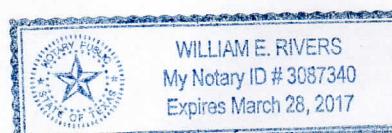


Dianne Smith
NOTARY PUBLIC STATE OF
TEXAS

Ross Fisher
Ross Fisher - Treasurer

THE STATE OF TEXAS §
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COUNTY OF BASTROP §

This instrument was subscribed, sworn to and acknowledged before me on the 28 day of February, 2017, by Ross Fisher.



William E. Rivers
NOTARY PUBLIC STATE OF
TEXAS

Jeff Ormsby
Jeff Ormsby - Ombudsman

THE STATE OF TEXAS §
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COUNTY OF BASTROP §

This instrument was subscribed, sworn to and acknowledged before me on the 10 day of March, 2017, by Jeff Ormsby.



Jennifer L. Locke
NOTARY PUBLIC STATE OF
TEXAS