

**BY- LAWS OF  
THE ARBORS IMPROVEMENT ASSOCIATION, INC.**

**ARTICLE I**

NAME AND ORGANIZATION

Section 1. Name. The name of this Corporation is The Arbors Improvement Association, Inc.

Section 2. Location. The location and principal office of the Corporation shall be 1015 Main Street, Bastrop, Texas 78602. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 3. Object. The object of the Corporation is set forth in its Articles of Incorporation filed under the Texas Non-Profit Corporation Act. This Corporation is not organized for business purposes or pecuniary profit, and no part of the net earnings shall inure to the benefit of any member or officer thereof, but shall inure exclusively to the benefit of the Corporation for the accomplishment of its purpose.

Section 4. Seal. The Corporation shall have no seal.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin and end as the Board of Directors may from time to time determine.

Section 6. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a Registered Office, and a Registered Agent whose office is identical to such Registered Office, as required by the Texas Non-Profit Corporation Act. The Registered Office may be, but need not be, identical with the principal office of the Corporation in the State of Texas.

Section 7. Change of Address of the Registered Agent. The location of the registered office in this State for a corporation may be changed from one address to another by filing in the office of the Secretary of State a statement setting forth:

- (1) the name of the corporation represented by the registered agent;
- (2) the street address at which the registered agent has maintained the registered office for that corporation;

- (3) the new street address at which the registered agent will maintain the registered office for that corporation; and
- (4) a statement that notice of the change has been given to the corporation in writing at least ten (10) days before the date of the filing.

The statement shall be signed by the registered agent or, if the agent is a corporation, by an officer of the corporate agent on its behalf. If the registered agent is simultaneously filing statements for more than one corporation, each statement may contain facsimile signatures in the execution. The original and one copy of the statement shall be delivered to the Secretary of State. If the Secretary of State finds that the statement conforms to the Texas Miscellaneous Corporation Laws Act, the Secretary of State shall:

- (1) endorse on the original and the copy the word "Filed," and the month, day, and year of the filing;
- (2) file the original in the Secretary of State's office; and
- (3) return the copy to the registered agent.

The registered office of the corporation named in the statement shall be changed to the new street address of the registered agent on the filing of the statement by the Secretary of State.

## **ARTICLE II**

### **MEMBERSHIP**

Section 1. Classes. The membership shall be of the classes as defined in the Declaration of Covenants for The Arbors at Dogwood Creek Section 1, by Sabine Investment Company of Texas, Inc. dated July 14, 1997, recorded in Vol. 0861, Page 196, and dated January 25, 1999, recorded in Vol. 959, Page 322, Official Public Records of Bastrop County, Texas, reference to which is here made for a more complete description, or as hereafter amended. Sabine Investment Company of Texas, Inc., or its successors in interest, as the developer shall have the right to add additional properties to be subject to the Improvement Association by the subsequent filing of Declaration of Covenants so stating.

Section 2. Voting Rights. The members shall have the voting rights set forth in the Declaration of Covenants referred to in Section 1 above.

## **ARTICLE III**

### MEMBERSHIP MEETINGS

Section 1. Place. Meetings of the members shall be at 1015 Main Street, Bastrop, Texas 78602, or at such other place as shall be designated in the Notice of Meeting.

Section 2. Annual Meeting. An annual meeting of the members shall be held on the 1<sup>st</sup> Saturday of May in each year, beginning with the year 2005, at the hour of 10:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of other business that may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the date designated herein for any annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 3. Special Meetings. Special meetings of the members shall be called by the President or two (2) members of the Board of Directors, or members having not less than one-tenth (1/10<sup>th</sup>) of the votes which may be cast at any meeting.

Section 4. Place of Meeting. The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Registered Office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 5. Notice. Annual Meeting - no notice of the annual meeting is required. Special Meeting - written or printed notice stating the place, day and hour of any special meeting of members shall be delivered, either personally or by mail 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, by the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by Statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears in the records of the Corporation, with postage thereon prepaid.

Section 6. Quorum. The members holding thirty three percent (33%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to

vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy will be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where Directors or Officers are to be elected by members such election may be conducted by mail in such manner as the Board of Directors shall determine.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, sometimes referred to in the Declaration of Covenants, Conditions and Restrictions of The Arbors at Dogwood Creek as the The Arbors Improvement Committee (AIC). Directors need not be members of the Corporation.

Section 2. Number, Tenure and Qualifications. There shall be a minimum of three (3) Directors. Each Director shall hold office until the next annual meeting of time members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than this By-Law, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by Resolution the time and place for the holding of additional regular meetings of the Board without other notice than such Resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Sections. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, the Directors present, by unanimous action, may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. 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 of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director for serving the Corporation in any other capacity receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 11. Nomination. The Board of Directors shall appoint a Nominating Committee composed of members of the Corporation, and it shall be the duty of the Nominating Committee to nominate and have placed before the annual membership meeting a list of at least three (3) nominees for the Board of Directors to be voted on at the Annual Meeting. Nominations may be made from the floor at the annual meeting by any member.

Section 12. Election. Each member of the Corporation shall cast the number of votes held by him for three (3) of the persons nominated and the three (3) nominees receiving the highest number of votes shall be elected as Directors.

Section 13. Interpretation. In the event of any uncertainty in the meaning or application of these By-Laws, the aforesaid Declaration of Covenants or of any other document, rule or regulation governing The Arbors improvement Association, Inc., the Directors, insofar as possible under applicable law, shall interpret the language in question and such interpretation shall be binding upon the Corporation and its members.

## **ARTICLE V**

### **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by Statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President Any Vice President

shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall have a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a Plan of Merger or adopting a Plan of Consolidation with other corporation; authorizing the sale, lease, exchange, or

mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present Except as otherwise provided in such resolution, members of each such Committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Sections. Term of Office. Each member of a Committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each Committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 7. Rules. Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## **ARTICLE VII**

### **CONTRACTS. CHECKS. DEPOSITS. AND FUNDS**

Section 1. The Board of Directors may authorize any officer or officers,

agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VIII**

### BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the Registered or Principal Office in this State a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE IX**

### DUES

The members of the Corporation shall be subject to such assessments as provided in the above mentioned Declaration of Covenants which assessment shall be paid as is also provided in said Declaration of Covenants.

## **ARTICLE X**

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the By-Laws of the Corporation, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI**

### AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of an intention to alter, amend, or repeal these By-Laws or to adopt new By-laws at such meeting.