

## AFFIDAVIT

STATE OF TEXAS

COUNTY OF BANDERA

KNOW ALL MEN BY THESE PRESENTS

We the undersigned current Board of Directors for Enchanted River Estates Property Owners Association do hereby record in the Bandera County Real Property Records the original Bylaws of E. R. E. PROPERTY OWNERS ASSOCIATION, INC. (a Texas Non-Profit Corporation), dated November 11<sup>th</sup>, 2008 attached as Exhibit "A".

Lawrence Tucker  
Lawrence Tucker, President

Frank Taylor  
Frank Taylor, Vice President

Mattie Cooper  
Mattie Cooper, Secretary

Pam Miller  
Pam Miller, Assistant Secretary

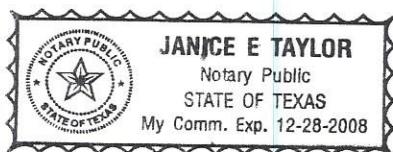
Janice Taylor  
Janice Taylor, Treasurer

Sheri Robin  
Sheri Robin, Assistant Treasurer

STATE OF TEXAS

COUNTY OF BANDERA

This instrument was acknowledged before me on the 11<sup>th</sup> day of November 2008, by Lawrence Tucker, President of Enchanted River Estates Property Owners Association on behalf of the Association.

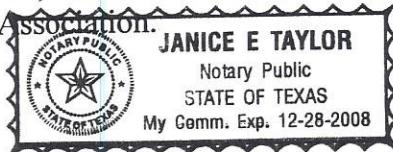


Janice E. Taylor  
NOTARY PUBLIC, STATE OF TEXAS

## STATE OF TEXAS

## COUNTY OF BANDERA

This instrument was acknowledged before me on the 11<sup>th</sup> day of November 2008, by Frank Taylor, Vice President of Enchanted River Estates Property Owners Association on behalf of the Association.

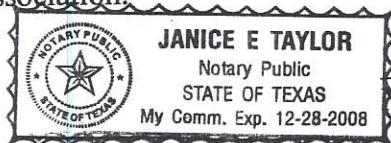


Janice E Taylor  
NOTARY PUBLIC, STATE OF TEXAS

## STATE OF TEXAS

## COUNTY OF BANDERA

This instrument was acknowledged before me on the 17<sup>th</sup> day of December 2008, by Mattie Cooper, Secretary of Enchanted River Estates Property Owners Association on behalf of the Association.

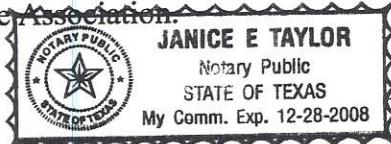


Janice E Taylor  
NOTARY PUBLIC, STATE OF TEXAS

## STATE OF TEXAS

## COUNTY OF BANDERA

This instrument was acknowledged before me on the 9<sup>th</sup> day of December 2008, by Pam Miller, Assistant Secretary of Enchanted River Estates Property Owners Association on behalf of the Association.



Janice E Taylor  
NOTARY PUBLIC, STATE OF TEXAS

## STATE OF TEXAS

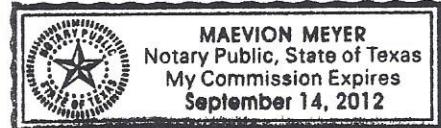
## COUNTY OF BANDERA

This instrument was acknowledged before me on the 17<sup>th</sup> day of December 2008, by Janice Taylor, Treasurer of Enchanted River Estates Property Owners Association on behalf of the Association.

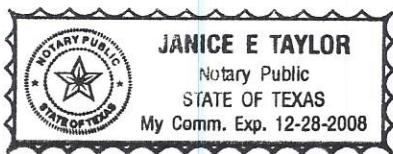
MaeVion Meyer  
NOTARY PUBLIC, STATE OF TEXAS

## STATE OF TEXAS

## COUNTY OF BANDERA



This instrument was acknowledged before me on the 11<sup>th</sup> day of November 2008,  
by Sheri Robin, Assistant Treasurer of Enchanted River Estates Property Owners Association  
on behalf of the Association.



Janice E Taylor  
NOTARY PUBLIC, STATE OF TEXAS

After recording return to:

EREPOA  
P.O. Box 1944  
Bandera, TX 78003

BYLAWS OF  
**E. R. E. PROPERTY OWNERS ASSOCIATION, INC.**  
**(A Texas Non-Profit Corporation)**

**ARTICLE I.**  
**NAME AND LOCATION**

The name of the corporation is **E. R. E. PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association". The principal office of the Association shall be located in Bandera County, Texas, but meetings of members and directors may be held at such places within the State of Texas, as may be designated by the Board of Directors. The Corporation shall not change the location of the offices or facilities without the concurrence of the entire Board of Directors.

**ARTICLE II.**  
**DEFINITIONS**

The terms used in these Bylaws shall be as defined as follows:

- (a) "Association" shall mean and refer to **E. R. E. PROPERTY OWNERS ASSOCIATION, INC.**, its successors and assigns.
- (b) "Restrictions" shall mean the Restrictions, Covenants and Reservations of Enchanted River Estates Property Owners Association. Applicable to the Properties therein described, recorded in Vol. 200, Pg. 143 of the Deed Records of Bandera County, Texas and as the same may be amended or supplemented from time to time as therein provided.
- (c) "Original Plats" shall mean and refer to those Plats filed for record in Volume 4, at page 23 and 24, of the Plat Records of Bandera County, Texas, designating the Enchanted River Estates tracts.
- (d) "ENCHANTED RIVER ESTATES" shall mean and refer to the land described in the Restrictions and that subdivision of Bandera County, Texas, names ENCHANTED RIVER ESTATES, recorded in the Deed Records of Bandera County, Texas, and designated according to the original plats.
- (e) "Common Areas" shall mean and refer to all of the real property and improvement thereon designated as such in the Original Plats, as set forth in the Restrictions, including the property, which is owned or acquired by the Association for the common use and enjoyment of the Members.

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(f) "Tract" shall mean and refer to any tract or parcel of land (with the exception of the Common Area) shown upon the Original Plats.

(g) "Board" shall mean and refer to the Board of Directors of the Association.

(h) "Member" shall mean and refer to the person or persons, entity or entities, who either own of record fee simple title to a tract or have entered, as an original party, successor or assignee, into a Contract for Deed for a tract. "Member" shall mean and refer to each party who shall, upon the acquisition of any such interest in a tract, automatically become a member be subject to these Bylaws; provided, however, that if there are two or more persons or entities owning or holding any such interest, said persons or entities shall be deemed, collectively, to be one "Member".

(i) "Person" shall mean and refer to any legal entity, including (but not limited to) an individual, partnership, corporation, association or trust.

### **ARTICLE III. PURPOSE OF THE ASSOCIATION**

**SECTION 1. RECREATIONAL AND CIVIC PURPOSES.** The non-profit purposes for this Association as formed are to (1) own, maintain and govern the Common Areas and to provide in conjunction therewith-recreational facilities for Members and (2) to maintain the roads within Enchanted River Estates.

**SECTION 2. ENVIRONMENT PRESERVED.** In pursuing the purposes set forth in Section 1 of this Article, the Association intents to preserve and enhance the natural and rustic beauty of the Association's Common Areas for the maximum enjoyment of the Members.

### **ARTICLE IV. RIGHTS AND PRIVILEGES OF MEMBERS**

**SECTION 1. USE OF COMMON AREAS.** Each Member may, with due respect and regard for all other Members, use the Common Areas as long as such use is consistent with the purposes for which the Association was created in accordance with these Bylaws and the Restrictions. A person within a Member's family unit must be present whenever the Association's Common Areas are used. A family unit is defined as a husband, his wife, their children and/or grandchildren. Each tenant of each Member who resided on a tract and each individual who resides with a Member or such tenant or who is the guest of either of them, respectively, shall be entitled to the use and enjoyment of the Common Areas in accordance with and subject to the terms and conditions set forth herein and in the Restrictions, subject to any applicable rules and regulations that may be

adopted from time to time by the Board of Directors of the Association in writing of the name of any guest of a Member or person or tenant residing on such Member's tract. The rights and privileges of any such persons are subject to suspension to the same extent as those of the Member.

**SECTION 2. SUSPENSION OF MEMBER.** The membership rights of any Member may be suspended by action of the Board of Directors during the period when any assessments remain unpaid, which suspension shall include and extend to the rights of every tenant of such member, each individual residing with such Member or tenant of such Member's and each guest of either of them; but, upon payment of such assessments, such right and privileges shall be automatically restored. If, at any time, the Board of Directors shall have adopted and published rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of Members and every tenant of every Member, each individual who resides with either of them or who is a guest of either of the, respectively, they may, in their discretion, for violation of such rules and regulations, suspend such rights, such suspension to continue for a period not to exceed sixty (60) days. Notwithstanding any provision herein contained to the contrary, the Board of Directors shall not deny the use of such of the Common Areas as is necessary for access to each tract including without limitation roads.

## **ARTICLE V. OBLIGATION OF MEMBERS (ASSESSMENTS)**

**SECTION 1. OBLIGATION TO PAY ASSESSMENTS.** All members shall be obligated to pay all assessments imposed upon them by the owning, maintaining and governing the Common areas and maintaining the roads in accordance with the Association's purposes set forth herein and the Restrictions. A Member shall be deemed to be in good standing and entitled to vote at any annual or any special meeting of Members, within the meaning of these Bylaws, if and only if he shall have fully paid all the assessments made or levied against him up to the date of such meeting.

**SECTION 2. EXPENSES OF THE ASSOCIATION.** The expenses of the Association for which assessments may be made shall include, among other things and without limitation of the provisions of the Restrictions, expenses of management, taxes and special assessment, insurance for casualty and public liability, insurance for personal injury, personal liability, fire, vandalism, etc., landscaping and care of grounds, fencing, repairs and renovations, trash and garbage collection, wages, legal and accounting fees, maintenance, preservations and beautification of the land owned by the Association or under the supervision of the Association, enforcement of the Restrictions, imposed on the Members by virtue of their ownership of a tract in ENCHANTED RIVER ESTATES, the construction, installation and maintenance of recreational facilities owned or

controlled by the association and creation of a reasonable contingency of other reserve and surplus fund.

**SECTION 3. MANNER OF ASSESSMENT.** The fiscal year of the Association shall be a calendar year. Assessments shall be made as follows:

- (a) The annual assessment shall initially be \$70 per lot per year. The assessment may be increased or decreased by the Board each year by no more than ten percent (10%) without the assent of two-thirds (2/3) of the votes represented, either in person or by proxy, at the annual meeting. (NOTE: This will not affect anyone who owned more than three (3) lots prior to October 2008. However, you will have to pay assessment fees on all lots purchased after October 2008.
- (b) The annual assessment shall be due on the first day of January each year and shall be delinquent if not paid on or before April 15 of such year. Written notice of the annual assessment shall be mailed to each member.
- (c) Special assessments for the purpose of defraying, in whole or in part the cost of construction, reconstruction, repair or replacement of roads or capital improvements on the Common Areas, including fixtures and Association property related thereto, may be levied by the Board upon the assent of two-thirds (2/3) of the votes, represented in person or by proxy, at a special meeting called for such purpose. Written notice of the special assessment shall be mailed to each Member.

## **ARTICLE VI.** **MEMBERSHIP, VOTING, QUORUM AND PROXIES**

**SECTION 1. MEMBERSHIP.** A person shall become a Member as provided herein and in the Restrictions. No certificates of stock shall be issued by the Association, but the Board may, if it so elects, issue one membership card to each Member with respect to each tract (one Member per tract and one card per Member). Other cards may be issued to family members, guests and tenants, as determined by the Board. Such membership shall be surrendered and terminated whenever ownership of the tract designated thereon shall terminate and each such card shall thereupon be surrendered to the Association.

**SECTION 2. VOTING.** Each Member shall have one (1) vote for each tract owned except that in no event shall any Member have more than three (3) votes regardless of the number of tracts owned. Each Member's voting rights are subject to suspension in accordance with the provisions of the Restrictions and these Bylaws.

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**SECTION 3. QUORUM.** Except where stated to the contrary herein, the representation in person or by proxy of any percentage of the total votes of all Members shall constitute a quorum. An affirmative vote of 51% of the votes represented, either in person or by proxy, shall be required to transact either in person or by proxy, shall be required to transact business and for the approval of any matter, except as otherwise expressly provided herein, the Articles of Incorporation or the Restrictions.

**SECTION 4. PROXIES.** Votes may be cast in person or by proxy. Proxies shall be in writing and the signature must be witnessed or acknowledged. Proxies must be filed with the Secretary at least three (3) days before the appointed time of each meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months from the date of its execution.

## **ARTICLE VII.** **ADMINISTRATION AND MEETINGS**

**SECTION 1. RESPONSIBILITY OF MEMBERS.** The Association shall be composed of the Members who shall have the responsibility of administering and carrying on the activities of the Association through the board.

**SECTION 2. PLACE OF MEETING.** Meetings of the Members of the Association shall be held at such place as the Board may determine.

**SECTION 3. ANNUAL MEETINGS.** An Annual Meeting of the Members shall be held on the second Saturday of October of each calendar year. At such Annual Meeting, there shall be elected by ballot of Members a Board in accordance with the requirements of these Bylaws. The Members may also transact such other business of the Association as may properly come before them.

**SECTION 4. SPECIAL MEETINGS.** The President of the Association or the Board of Directors may call a special meeting of the Members when so directed by resolution of the Board or upon presentation to the Secretary of the Association of a request therefore signed by members representing 25% of the total votes of all Members. When a quorum is present at any such meeting of the Members, a majority of the vote of all votes of the members qualified to vote and present or represented by proxy shall decide any question properly brought before such meetings, unless a greater number is required by law, the Restrictions, the Articles of Incorporation or of these Bylaws.

**SECTION 5. NOTICES.** Notices of annual and special meetings shall be given by the President or Secretary of the Association by regular mail

addressed to the registered addresses of the Members at least thirty (30) days prior to the date of such meeting. Any such notice shall state the date, time and place of such meeting and if the meeting is a special meeting, the purposes thereof, Waiver of notice, either in person or by proxy, and assigned either before, at or after any meeting, shall be a valid substitute for service of such notice of such meeting.

**SECTION 6. CONSENT.** Any action required by any statute to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting in a consent in writing, setting forth the action so taken, shall be signed by all of the Members required to vote affirmatively with respect to the subject matter thereof, and such consent shall have the same force and effect as the required affirmative vote of Members.

## **ARTICLE VIII.** **BOARD OF DIRECTORS**

**SECTION 1. NUMBER AND QUALIFICATION.** Beginning on October 8, 1988, the affairs of this Association shall be governed by a Board of seven (7) Directors. The initial Board which was named in the Articles of Incorporation of the Association and which shall serve until October 8, 1988 is:

Phonsie Pigott  
Bill Brunette  
Joe Dunn  
Oscar H. Davis  
Deborah Foster

**SECTION 2. ELECTION AND TERM OF OFFICE.** At the first annual meeting of the Member after January 1, 1988, and at each annual meeting of Members thereafter, Directors shall be elected by the Members for a term of two years. All directors shall be required to be a Member. All Directors shall hold office until their successors have been duly elected or qualified and shall serve without Compensation except reimbursement for actual expenses. Cumulative voting is expressly prohibited.

**SECTION 3. REMOVAL OF DIRECTORS.** At any official meeting called for such purpose, any one or more of the Directors elected may be removed with cause by Members representing either in person or by proxy 51% of all votes of all Member and a successor or successor or successors my then and thereby be elected to fill the vacancy or vacancies thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting prior to the vote being taken. A successor to any director removed in accordance wherewith shall serve as a Director for the remainder of the term or which such removed Director was elected.

**SECTION 4. VACANCIES.** Vacancies shall be filled by the remaining Directors; each such person so chosen shall fill such vacancy and be a Director until his successor is elected.

**SECTION 5. ORGANIZATIONAL MEETING.** The first meeting of a newly elected Board shall be held within ten (10) days after the Board's election. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the whole Board is present.

**SECTION 6. REGULAR MEETING.** Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by a majority of the directors. Notice of regular meetings of the Board shall be given to each Director, personally or by mail, telephone or telegram at least three (3) days prior to the day named for such meeting.

**SECTION 7. SPECIAL MEETINGS.** Special meetings of the Board may be called by the President of the Association on three (3) days notice to each Director, given personally or by mail, telephone or telegram which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary of the Association in like manner and on like notice on the written request of at least two (2) Directors.

**SECTION 8. WAIVER OF NOTICE.** Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by any Director at any meeting of the Board shall be a waiver of notice by him at the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all Members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

**SECTION 9. QUORUM.** At all meetings of the Board, five directors present shall constitute a quorum for the transaction of a business, and the act of the majority of such quorum shall be the act of the Board. If, at any meeting of the Board, there may be less than a quorum present, the majority of those present may, adjourn the meeting from time to time. At such adjourned meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in a minute book of the Association.

**SECTION 10. POWER AND DUTIES OF THE BOARD.** The Board shall have the powers and duties necessary for the administration of the affairs of

the Association and for the operation and maintenance of the Common Areas and roads, all in accordance with the purposes of the Association.

**SECTION 11. OTHER POWERS AND DUTIES OF THE BOARD.**  
Without limiting the provisions of Section 10, the Board shall be empowered and shall have the following duties:

- (a) To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations and all other provisions set forth in or accompanying the Original Plat.
- (b) To establish, make and enforce compliance with such reasonable rules as may be necessary for the operation of the Association in conjunction with its purposes, with the right to amend same from time to time. A copy of all such rules shall be delivered and mailed to each Member promptly upon the adoption thereof.
- (c) To keep order, condition and repair the Common Areas.
- (d) To fix, determine, levy and collect the assessment to be paid by each of the Members subject to an in accordance with these Bylaws and the Restrictions. To propose special assessments whenever in the opinion of the Board it is necessary to do so in order to meeting increased operations or maintenance expenses or costs, or additional capital expenses, or because of emergencies or as otherwise permitted and provided by these Bylaws and/or the Restrictions. The Board shall pay for out of the Maintenance Fund the following:
  - (i) Taxes, assessments and other charges which shall be properly assessed or charged against the Common Areas.
  - (ii) Maintenance of the Common Areas and roads.
  - (iii) Care and preservation of the Common Areas.
  - (iv) Legal and accounting services.
  - (v) A policy or policies of insurance insuring the Association against any liability incident to the operation of the Association.
  - (vi) Workmen's Compensation insurance to the extent necessary to comply with any applicable laws.

- (vii) Such fidelity bonds as may be required by these Bylaws or as the Board may determine to be advisable.
- (viii) Any such materials, supplies, insurance on Association owned property, furniture, labor, services, maintenance, repairs, structural alterations, taxes or assessments which the Board is required to obtain or pay for pursuant to the terms of the Restrictions or by law or which in its opinion shall be necessary or proper for the operation or protection of the Association or for the enforcement of the Restrictions.
- (e) To collect delinquent assessments by suit or otherwise.
- (f) To protect and defend the Common Areas from loss or damage by suit or otherwise.
- (g) To enter into contracts within the scope of the purposes of the Association.
- (h) To establish a bank account for all separate funds of the Association.
- (i) To keep and maintain full and accurate books and records showing all of the receipts, expenses and disbursements of the Association and to permit examination thereof at any reasonable time by each of the Members.
- (j) To prepare and deliver annually to each Member a statement showing in at least summary form all receipts, expenses or disbursements of the Association since the last such statement.
- (k) To meet at least annually for the purpose of reviewing assessments to be made on Members
- (l) To designate and employ the personnel necessary for the maintenance and operation of the Common Areas in accordance with the purposes of the Association.
- (m) To suspend the voting rights and right to use of the Common Areas of a Member (including those of a tenant of such Member, any persons residing with such Member as tenant and any guest of such Member or tenant) during any period in which such member shall be in default in the payment of any assessment. Such rights may also be suspended after notice and hearing, for a period not to

exceed sixty (60) days for infraction of published rules and regulations.

- (n) To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation of the Association or the Restrictions.
- (o) To borrow funds to pay the costs of operations.
- (p) To enter into contracts, maintain one or more bank accounts.
- (q) To make reasonable rules and regulations for the operation of the Common Areas and to amend them from time to time.
- (r) To adjust the amount, collect, and use any insurance proceeds to repair damage or replace lost property; and if proceeds are insufficient to repair damage or replace lost property, to assess the Members in proportionate amounts to cover the deficiency.
- (s) To enforce the provisions of the Restrictions and any rules made hereunder and to enjoin and seek damages from any Member for violation of such provisions or rules.
- (t) In general, to carry on the administration of the Association and to take all actions necessary and reasonable to carry out the purposes of the Association.

**SECTION 12. MANAGEMENT AGENT.** The Board of Directors may employ for the Association a Management Agent at a compensation established by the Board to perform such duties and services as the Board may authorize including but not limited to the duties listed in Section 11 thereof.

**SECTION 13. FIDELITY BONDS.** The Board may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

## **ARTICLE IX.** **OFFICERS**

**SECTION 1. DESIGNATION.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of who shall be elected by the Board. The Board of Directors may also appoint additional assistants for each position of the Board of Directors. The officers shall serve without compensation and shall be appointed at such time and in such manner and for

such terms not exceeding two (2) years as determined by the Board of Directors from time to time.

**SECTION 2. ELECTION OF OFFICERS.** The officers of the Association shall be elected annually by the Board at the organizational meeting of each new Board and shall hold office at the pleasure of the Board. One person may hold concurrently any two offices with the exception that the President and Secretary shall not be the same person. The office of Vice President need not be filled.

**SECTION 3. REMOVAL OF OFFICERS.** Upon the affirmative vote of the majority of the Directors, any officer may be removed with cause and his successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

**SECTION 4. PRESIDENT.** The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and the Board. He shall have all of the general powers and duties which are usually vested in the officer of the President of an Association, including but not limited to the power to appoint committees from among the Members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

**SECTION 5. VICE PRESIDENT.** The Vice President shall have all the powers and authority and perform all the functions and duties of the President, in the absence of the President, or in case of the President's inability for any reason to exercise such powers or functions and perform such duties.

**SECTION 6. SECRETARY.** The Secretary shall keep the minutes of meetings of the Board and minutes of meetings of the members of the Association; he shall have charge of such books and papers as the Board may direct; and he shall, in general, perform all the duties incident to the office of the Secretary. The Secretary shall comply and keep up to date at the principal office of the Association a complete list of Members and their registered mailing addresses. Such list shall also show opposite each Member's name the number or other appropriate designation of the tracts owned by such Member, and shall, in addition, show how many votes each such Member is entitled to cast at annual or special meetings of Members. Such list shall be open to inspection to Members and other persons lawfully entitled to inspect the same reasonable times during the Association's regular business hours.

**SECTION 7. TREASURER.** The Treasurer shall have the responsibility for the Association's funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in the books belonging to the Association. He shall be responsible for the deposit of all monies and other

valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board.

## **ARTICLE X.** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify every director or officer, his heirs, executors and administrators, against all loss, cost and expense including counsel's fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been a director or office of the Association, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of the duty of such director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights in which such officer or director may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association; provided, however that nothing in this Section shall be deemed to obligate the Association to indemnify any Member who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him as a Member.

## **ARTICLE XI.** **COMMITTEES**

The Board shall appoint those committees as deemed appropriate in carrying out its purposes. Each committee shall keep the regular minutes of their proceedings and all committees shall report to the Board of Directors when required. A majority of the Members of any such committee shall constitute a quorum and questions shall be decided by a majority vote. Members of committees shall hold office until their successors are chosen and qualify. Vacancies in the membership of any committee for any reason shall be filled by the party designating and appointing Members to such committee as herein provided except as provided in the Restrictions.

## **ARTICLE XII.** **GENERAL**

**SECTION 1. AMENDMENT OF BYLAWS.** These Bylaws may be altered, amended or repealed by the Members by a majority of the votes

represented at a duly constituted meeting called for such purpose. The notice of such meeting shall contain a summary of the proposed changes, or a copy of such proposed changes. Any alteration, amendment or substitute Bylaws shall be consistent in all respects with the Articles of Incorporation of the Association. The power to alter, amend or repeal the Bylaws may be delegated by the Members to the Board of Directors.

**SECTION 2. FAILURE TO COMPLY WITH BYLAWS.** Failure to comply with any of the provisions of these Bylaws shall be grounds for an action to recover sums due for damages or injunctive relief or both, maintainable by the Board in the name of the Association on behalf of its Members, or in a proper case, by an aggrieved Member.

**SECTION 3. CHECKS.** All checks or demand for money and notes of the Association shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.

**SECTION 4. SEAL.** The corporate seal shall have inscribed thereon the name of the Association and the words "Corporate Seal, Texas" and may have inscribed thereon the year of its organization. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

### **ARTICLE XIII.** **EVIDENCE OF MEMBERSHIP, REGISTRATION OF MAILING ADDRESS AND REQUIRED PROXIES**

**SECTION 1. PROOF OF MEMBERSHIP.** Any person on becoming a Member shall furnish to the Board, upon request, a photocopy or a certified copy of a recorded Deed or a Contract for Deed whereby that person becomes an owner and therefore a Member of the Association. This instrument shall remain in the files of the Association.

**SECTION 2. REGISTRATION OF MAILING ADDRESS.** Each Member shall have one and the same registered mailing address to be used by the Association for mailing of statements, notices, demands and all other communications and such registered address shall be the only mailing address therefore. On becoming an owner and therefore a member of the Association, each Member shall designate his registered address and file such address with the Secretary of the Association.

**SECTION 3. REQUIRED PROXIES.** If ownership of a tract is held by more than one person, or by a firm, corporation, partnership, association, or other legal entity, or any combination thereof, such parties shall execute a proxy appointing and authorizing one person or alternative persons to attend all annual and special meeting of Members and there at to cast the said Member's vote. Such proxy shall be effective and remain in force unless voluntarily revoked,

amended or terminated by operation of law; provided, however, that within thirty (30) days after such revocation, amendment or termination, the Member shall re-appoint and authorize one person or alternate person to attend an annual and special meetings as is provided here in. Prior to any person being entitled to vote as a Member in accordance with this Section, there shall be filed with the Secretary of the Association the proxy required pursuant to this Section designating such person. In any event there shall be but one Member per tract.

**SECTION 4. GOOD STANDING OF MEMBERS.** The requirements contained in this Article XIII shall be first met before a Member is considered in good standing and entitled to vote at any annual or special meeting of Members.

#### **ARTICLE XIV.** **NOTICES**

**SECTION 1. WHEN GIVEN.** Whenever under the provision 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 or telegram, addressed to such person at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail properly addressed with postage thereon paid.

**SECTION 2. WAIVER.** 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.

**SECTION 3. ATTENDANCE.** 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 a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**IN WITNESS WHEREOF,** the undersigned have hereunto set their hands as Directors this 11<sup>th</sup> day of November, 2008.

Lawrence Tucker  
Lawrence Tucker

Frank Taylor  
Frank Taylor

Mattie S. Cooper  
Mattie Cooper

Janice Taylor  
Janice Taylor

Pam Miller  
Pam Miller

Lucille Carter  
Lucille Carter

Deborah Waiting  
Deborah Waiting

Filed for Record in  
Bandera County

On: Jan 16, 2009 at 11:34A

As a  
Recording

Document Number: 00176957

Amount 34.00

Receipt Number - 79953  
By,  
Anne Ruthven

Any provision herein which restricts  
the sale, rental or use of the  
described real property because  
of color or race is invalid and  
unenforceable under Federal Law.

STATE OF TEXAS  
COUNTY OF BANDERA

I hereby certify that this  
instrument was filed on the date and  
time stamped hereon by me and was  
duly recorded in the volume and  
page of the official records of:  
Bandera County  
as stamped hereon by me.

Jan 16, 2009

Candy Wheeler, County Clerk  
Bandera County

AFTER RECORDING Return to:  
EREPDA  
PO BOX 1944  
Bandera, TX 78003