



## BY-LAWS OF LA REATA RANCH PROPERTY OWNERS ASSOCIATION

### ARTICLE ONE

#### REGISTERED OFFICE

1.01 The registered office of the La Reata Ranch Property Owners Association (hereinafter called "Corporation") is located at 107 La Reata Trail, Smithville, TX 78957.

### ARTICLE TWO

#### DEFINITIONS

2.01 As used in these by-laws, the following definitions shall apply:

A. La Reata Ranch Subdivision:

Those portions of the property included in any section of the La Reata Ranch Subdivision, Bastrop County, Texas as such sections are shown by plat presently on record or are hereinafter to be recorded among the plat records of Bastrop County, Texas, so long as such properties are bound by La Reata Ranch restrictions promulgated by the La Reata Ranch Property Owner's Association, its successors or assigns, which restrictions provide for the payment of assessments (maintenance fee) to the La Reata Ranch Property Owners Association.

B. Members:

1. Ownership of each lot in La Reata Ranch Subdivision shall entitle the owner thereof to one membership in the Corporation. Members of the Corporation shall include all those persons or entities who are voting members, non-voting members, or advisory members of the Corporation as provided below.

2. For purposes of these provisions, those persons who have purchased any of the lots in La Reata Ranch Subdivision under the provisions of any contracts of sale and purchaser with the Veterans Land Board of the State of Texas shall be considered as "members" of the Corporation, The State of Texas however shall not be considered as a member of the Corporation. In the case of any lots owned by one or more entities or two or more persons, the owner or owners thereof may designate one person in writing as the person eligible for memberships.

3. A person shall be considered as an owner of a lot in the La Reata Ranch Subdivision only after such person has received legal title to such lot, or after legal title to such lots has been transferred to the individual, the entity, or the Veterans Land Board of the State of Texas.

C. Voting Members:

Voting members shall be those persons or entities owning a lot or lots in La Reata Ranch, Bastrop County, Texas. A member owning multiple lots shall be entitled to one vote for each owned lot.

## ARTICLE THREE

### MEMBERS MEETINGS

3.01 All meetings of the members shall be held at any location within Bastrop County as may be designated for that purpose from time to time by the Board of Directors.

3.02 Bi-Annual meetings of the members shall be held in the Spring and Fall. The specific dates, locations and times of the meetings shall be determined by the Board of Directors.

3.03 Quorum. Twenty percent (20%) of the voting members constitute a quorum for transaction of business at a Bi-Annual Meeting. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

3.04 Voting. Only persons listed as voting members on the date of the meeting shall be entitled to vote at such meeting. Votes shall be apportioned by lots, i.e., each lot shall be entitled to one vote, and therefore, any voting members owns two or more lots, shall be entitled to the same number of votes as lots owned. There shall be no fractional voting, but rather, if a lot is owned by two or more persons, that lot shall be entitled to only one vote and shall not be entitled to split that vote, and the owners of such lot must, in writing, designate one of their members to be the voting member of the Corporation. Proxy votes that are determined to be eligible in accordance with Texas Property Code, Title 11, Chapter 209 may be accepted.

3.05 Presiding Officer. All meetings of the membership shall be presided over by the President or Vice President of the Corporation, and shall be conducted in accordance with Roberts Rules of Order.

## ARTICLE FOUR

### BOARD OF DIRECTORS

4.01 The management of the Corporation shall be vested in a Board of Directors consisting of three directors, which board shall have full power and authority to carry out the purposes of the Corporation and to do any and all lawful acts necessary or profitable thereto. The directors shall act only as the board, and an individual director shall have no power as such. The powers of the Corporation shall be exercisable by the Board of Directors or under its authority, and the action of the President of the corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, the By-Laws, the Codes, Covenants and Restrictions, or other dedicatory instrument as to the actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited special power and authority to the officers and employees of the Corporation to transact the general business, or any special business of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business required by such authorization.

4.02 The Board of Directors shall be elected for a term of one year at the Fall Bi-Annual Meeting of the membership voting in accordance with section 2.01 of this document. Special meetings can be called to replace a Board member should it be deemed necessary by the remaining Board members. The notice and conduct of the election shall be held in accordance with the Texas

Property Code, Title 11, Chapter 209. The authorized number of directors of this Corporation shall be three. The directors shall be members of the Corporation. The number of directors may be increased or decreased from time to time by amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at a B-Annual meeting or at a special meeting of the members called for that purpose.

4.03 Vacancies of the Board of Directors may be filled by a majority of the remaining directors, or by the sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the remaining directors. The entire Board of Directors or any individual director may be removed from office with or without cause by a vote of the majority of the voting members at any regular or special meeting of the members.

4.04 All meetings of the Board of Directors shall be held at such location within Bastrop County as may be designated from time by resolution of the board or by written consent of all of the members of the board. The Board of Directors shall meet at an interval determined by the Board of Directors, the annual schedule of dates of which shall be posted on the La Reata Ranch Property Owner's Association website no later than the end of January for the calendar year. The Board may choose to administratively cancel regular meetings or schedule additional meetings at it's discretion but shall post such on the website no less than 10 days prior to the meeting.

4.05 Special meetings of the Board of Directors for any specific purpose shall be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice-President or by any two directors. Notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be posted on the website no less than 10 days prior to the meeting.

4.06 A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

4.07 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as the unanimous vote of the Directors, if all members of the board individually consent to the action.

4.08 A quorum of the directors may adjourn any directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

4.09 The President, or in the President's absence, any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

4.10 Directors and members of the committee shall not receive any compensation for their services. They may receive reimbursement for actual expenses incurred only upon the submission of appropriate written evidence of such expenses incurred.

4.11 The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, present or former Directors, officers, or employees of the Corporation as provided by the Miscellaneous Corporation Act of the State of Texas.

#### ARTICLE FIVE

##### OFFICERS

5.01 The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer.

5.02 The Board of Directors shall be elected for a term of one year at the Fall Bi-Annual Meeting of the membership voting in accordance with Title 11, Section 209 of the Texas Property Code.

#### ARTICLE SIX

##### EXECUTION OF INSTRUMENTS

6.01 The Board of Directors may, in its discretion, authorize an officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporation name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Corporation.

#### ARTICLE SEVEN

##### MISCELLANEOUS

7.01 The Board of Directors, on behalf of the Corporation, shall have the authority to employ such agents or employees as the Board of Directors shall deem appropriate for carrying out the purposes of this Corporation.

7.02 The Board of Directors shall have discretion over the disposition of any and all assessments paid as provided for in any of the subdivision covenants, restrictions, and requirements imposed on any lot in the La Reata Ranch Subdivision in accordance with section 7.03 of this document. Subject to the approval of the majority of the voting members, the Board of Directors may increase or decrease the assessments described in the subdivision Codes, Covenants, and Restrictions affecting any lot of the La Reata Ranch Subdivision, Bastrop County, Texas. All of the provisions relating to such increases and decreases, and to such assessments, which are shown by recorded instruments affecting any lot of the La Reata Ranch Subdivision, or which may be hereinafter filed as to any subsequently created section of the La Reata Ranch Subdivision are hereby incorporated herein by reference as if stated in full.

7.03 The Board of Directors shall have the authority to approve expenditures from the funds of the Corporation in any calendar year for normal or routine repair, recurring expenses (i.e. accounting

fees, management fees) and capital improvement expenses not to exceed the amount of the Annual Maintenance Fee collected in the prior calendar year with the following exceptions:

a. The Board of Directors may authorize capital improvement expenditures in excess of the amount identified above with the approval of a majority of all POA members. The Capital Improvement must be proposed by the Board at an announced Bi-Annual meeting or special meeting of the membership.

b. The Board of Directors may authorize expenditures which are defined for long term maintenance and legal defense costs, only as listed in the "Reserve Fund". Any expenditure for either long term maintenance or legal defense costs required above the specific amounts listed in the "Legal Reserve" (section 7.03c) require the approval of a majority of all POA members. The additional expense must be proposed by the Board at an announced Bi-Annual meeting or special meeting of the membership.

c. The Association shall maintain a "Reserve" of no less than \$60,000 to be utilized by the Board of Directors for long term maintenance or legal expenses related to defense of the Association. Following expenditures from the "Reserve", the Board of Directors shall act to replace the spent reserve in no more than 3 years by way of a special assessment or transfer of funds from the existing Association account balance.

7.04 The Board of Directors may propose an adjustment of the Annual Assessment (maintenance fee) with the approval of a majority of all members of the POA. The proposal must be presented by the Board at the Fall Bi-Annual meeting or special meeting of the membership.

7.05 The Board of Directors shall have the authority to appoint such committees to assist it in the managing of the Corporation as it shall deem appropriate, and to appoint to such committees either members or non-members of the Corporation. Such committees shall be of such number and serve such functions as the Board of Directors may determine; however, there shall always be created an Architectural Control Committee as is described in the subdivision Codes, Covenants, and Restrictions affecting any and all units of the La Reata Ranch Subdivision, Bastrop County, Texas.

7.06 The Corporation shall not enter into any contract to pay and shall not pay, any salary or other remuneration to any officer, directors, or committee member for their services as such, or in any other capacity regardless of the capacity in which they may act. However, nothing in this section shall prevent the Corporation from reimbursing any officer or director for actual expenses incurred by such director or officer in the performance of his duties.

7.07 Any and all funds of the Corporation shall be deposited in a bank account owned by the Corporation. All demand withdrawal instruments and checks on such bank account shall bear the signature of at least two authorized persons, the identity of whom shall be made by the Board of Directors, and who may, but do not have to be members of the Corporation.

7.08 The fiscal year of the corporation shall start January 1 each year. Assessments (maintenance fee) for the fiscal year shall be due December 31st of each year with extensions permitted until January 31st of the new fiscal year.

7.08 All books and records provided for by statute shall be open to inspection by the members at any reasonable time.

7.09 Henceforth, the power to alter, amend, or repeal these by-laws is vested in the members of the corporation and requires the approval of a majority of all the POA members, and must be proposed by the Board at an announced Bi-Annual meeting or special meeting of the membership.

ADOPTED by the Directors on this the 13<sup>th</sup> day of Dec, 2018

*[Handwritten Signature]*

President

*[Handwritten Signature]*

Vice-President

*[Handwritten Signature]*

Secretary-Treasurer

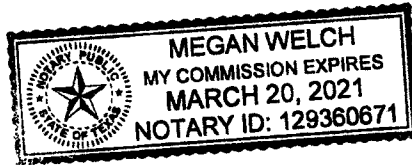
ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF BASTROP

This instrument was acknowledged before me on this the 13<sup>th</sup> day of Dec, 2018 by Robert Siddall, Pete Whitely, and Dennis Weber.

*[Handwritten Signature]*  
Notary Public, State of Texas



FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS

*[Handwritten Signature]*

December 14, 2018 10:46:10 AM  
LUCINDAMOSLEY FEE: \$46.00  
ROSE PIETSCH, County Clerk  
Bastrop, Texas  
201817809

BYLAWS

La Reata Ranch Property Owners Association By-Laws, December 13, 2018

Initials *cp*