

Bylaws
Foxfire Homeowners Association
Approved by residents January 23, 2006
Amended by residents January 26, 2009

HISTORY

Foxfire Subdivision in College Station, Texas, consists of 321.346 acres developed by the Foxfire Development Corporation. On February 26, 1987, Foxfire Homeowners Association was established with approval by property owners of the Articles of Incorporation and Bylaws. Foxfire Subdivision was developed in four individual phases-

Phases 1 and 2 in 1976; Phase 3 in 1981; Phase 4 in 1984. At that time, each phase had its own set of governing Deed Restrictions. The plats of Foxfire Phases 1, 2, 3, 4 are recorded in the Deeds Records of Brazos County, Texas and are identified at the Brazos County District Appraisal office.

These 2006 Bylaws will be the governing document for all four phases of the Foxfire Subdivision and will go into affect upon acceptance by the membership. This document will replace all previously written governing Bylaws.

MISSION STATEMENT of the ASSOCIATION

The Foxfire Homeowners Association's mission is to enhance the quality of life and rural atmosphere within Foxfire Subdivision.

ARTICLE I. Name and Location

The name of the Corporation is Foxfire Homeowners Association, to be referenced hereafter as the "Association". The principal office of the Corporation shall be located in College Station, Texas. Meetings of members and directors will be held within College Station, Texas, at places designated by the Board of Directors.

ARTICLE II. Purpose of Bylaws

The purpose of these Bylaws is to serve as a statement of structure, policies, and procedures for the Association.

ARTICLE III. Definitions (in alphabetical order)

Section 1. Architectural Control Committee is elected by the Members of the Association. Each of its three Members must be a member of the Association. The Committee is responsible for the approval of plans prior to new construction and/or modifications to existing property. This Committee is identified by and empowered by the Deed Restrictions and is responsible to the Board of Directors.

Section 2. Articles of Incorporation

On February 26, 1987, the Articles of Incorporation of Foxfire were filed with the office of the Secretary of State of the State of Texas.

Section 3. Association

The "Association" means and refers to Foxfire Homeowners' Association, its successors and assigns. It is a nonprofit organization that has authority and responsibility as defined in these Bylaws for the Foxfire Subdivision.

Section 4. Board of Directors or Board

The "Board" is a representative group of nine homeowners elected by the membership to make decisions in an official capacity for the Foxfire Homeowners Association. The Board manages the affairs of the Association.

Section 5. Dues

Membership in the Foxfire Homeowners Association is required of all Foxfire property owners. Annual dues are to be paid by property owners as a requirement for membership in the Association. A specific date will be established after which dues will be considered delinquent.

These ownership dues and the delinquency date will be established at the Annual Meeting and /or properly called special meeting and will be approved by a majority of the members present at the meeting. Proxies are permitted as stated in Art. III, Section 9.

Section 6. Lot

A 'lot' means and refers to property (i.e. plot of land) shown in the legal map of the Foxfire Subdivision filed and duly recorded in Brazos County, Texas.

Section 7. Member

A 'member' is a property owner(s) of one or more lots who has no delinquent dues. Property owners who are delinquent in their dues will be denied the benefits of membership. Property owners who pay all delinquent dues will be reinstated to membership.

Section 8. Property Owner

A property owner means and refers to the record owner holding simple fee title in any lot in the Subdivision, including contract sellers, according to the real property records in the Brazos County Clerk's office but excludes those having an interest merely as a security for the performance of an obligation. One or more persons or entities owning the same lot shall be considered a single Property Owner.

Section 9. Voting

Voting is a privilege of membership. A property owner has one vote per household, regardless of the number of lots owned. Members may vote by proxy or in attendance at meetings.

ARTICLE IV. Fiscal Year

The fiscal year of the Association shall be a regular calendar year.

ARTICLE V. Board of Directors

The Board will consist of nine members elected from the membership of the Association.

Section 1. Nomination and Election of the Board of Directors

Nominations for election to the Board of Directors will be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting of the Association's membership. The Nominating Committee consists of a Chairman, who is a member of the Board of Directors, and a committee of two or more members of the Association. The Nominating Committee will be appointed by the Board prior to each annual meeting of the members. The Nominating Committee will make as many or more nominations for election to the Board of Directors as there are vacancies. Two (2) weeks prior to the annual meeting, nominations are to be posted on the Foxfire website or other means of disseminating information. Election to the Board of Directors will be by proxy, or by secret written ballot(s) which are submitted by the members in attendance at the Annual Meeting in January. The persons receiving the greatest number of votes will be elected.

Section 2. Term of Directors

Each Director will be elected to a three-year term. Each year, three new Directors will be elected to replace those completing their terms. No director may serve consecutive terms.

In the event that a Director does not complete his/her term of office, the remaining members of the Board will appoint an interim successor a Member of the Association) to fulfill service for that year. At the next annual meeting, nominations will be accepted and an election held for replacement of the balance of that predecessor's term, if any.

No Director receives compensation for services rendered to the Association; however, the Board may reimburse actual and incidental expenses incurred for Association related business.

Section 3. The powers of the Board of Directors

The Board will exercise for the Association those powers and duties authorized by a majority of the Members as expressed in the covenants of these Bylaws and the Deed Restrictions. It may employ independent contractors or employees, as necessary, and prescribe their duties. The Board may authorize expenditures from the Association's treasury for the benefit of the Association. Fundraisers will also be permitted by recommendation and approval of the Board.

Section 4. The duties of the Board of Directors

- A. Keep a complete record of all acts and corporate affairs and present a statement thereof to the members at the Association's annual meeting, or at any special meeting when such a statement is requested in writing by 10 percent (10%) of the members;
- B. Supervise all officers and employees of the Association to see that their duties are properly performed;
- C. Require all officers or employees having fiscal responsibilities to be bonded, as deemed appropriate.
- D. Appoint committees to fulfill directives of the Board and to address requests from the membership.
- E. Appoint a Nominating Committee

Section 5. Meetings of the Board of Directors

A majority of directors (5) constitutes a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as official. The President or presiding officer will not vote except in the case of a tie vote.

- A. Regular meetings of the Board of Directors will be held at least quarterly with notice of a place and hour as may be fixed by resolution of the Board.
- B. Special meetings of the Board of Directors will be held when called by the President of the Association or by any two (2) directors with a minimum of one week's notice to each director.
- C. In the absence of a meeting, conduct business by obtaining the written response of two-thirds (2/3) of the Directors. This approval may be accomplished by either U.S. mail or electronic mail, having the same effect as though granted at a meeting of the Directors.

Section 6. Officers and their Duties

- A. Duties - The duties of the officers are as follows:

(1) **President** - The president will preside at all meetings of the Board of Directors and all meetings of the Association; will see that orders and resolutions of the Board are carried out; will act in an official capacity while representing the Association and Board; will sign business

documents, checks and other written instruments as needed; will appoint committees as directed by the Board for specified purposes; and will cause the development and dissemination of an annual report to the membership.

(2) Vice President - The vice-president will act in the place and stead of the president in the event of absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

(3) Secretary - The Secretary will keep the minutes at all meetings and proceedings of the Board and of the Association; will record all motions and accompanying votes in the minutes of each meeting; will serve notice of meetings of the Board and of the Association; will collect proxies, and ballots; and will report election results and other business to the Association. The Secretary will serve as the official record keeper for archival purposes of the association and will be in charge of transferring all records to the next Secretary in line on an annual basis. The Secretary will perform other duties as required by the Board.

(4) Treasurer - The treasurer will receive and deposit in an appropriate bank all monies of the Association and will disburse these funds as directed by resolution of books of account; will cause an annual audit of the Association's books to be made by a committee of Association members each fiscal year; will prepare an annual statement of income and expenditures to be presented to the Association at its annual meeting; will keep current records of the membership of the Association with their addresses. The Treasurer will perform other duties as required by the Board.

B. Election of Officers - The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the membership. The President of the previous year will call the meeting to conduct the business of electing new officers.

C. Enumeration of Offices - The officers of the Association consist of a president, vice president, secretary, and treasurer. Officers are, at all times, qualified members of the Board of Directors. The Board may also create by resolution other offices as deemed necessary.

D. Multiple Offices - The offices of secretary and treasurer may be held by the same person as determined by a majority of the Board. No person can simultaneously hold more than one of any of the other offices, except in the case of special offices that may be created.

E. Resignation and Removal - Any officer may be removed from office by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board's president or secretary. The resignation will take effect on the receipt of the notice or at any time specified therein.

F. Special Appointments - The Board may elect other officers as the affairs of the Association may require. Such an officer will serve a term designated by the Board and have authority to perform duties determined and specified by the Board.

G. Term - The officers of the Association will be elected annually by the Board and each will hold the office for one (1) year unless he/she resigns, is removed from office, or is otherwise disqualified to serve. Officers will commence their terms at the time of election.

H. Vacancies - A vacancy in any office may be filled by appointment of the Board. The member appointed to the vacancy shall serve for the remainder of the term of the office which was vacated, unless indicated otherwise herein.

ARTICLE VI. Election of Members - Architectural Control Committee (ACC)

Members of this Committee serve three-year-terms, on a staggered basis, with one new member elected each year.

Nominations for election to the ACC will be made by the Nominating Committee which will make as many, or more, nominations as there are vacancies on the ACC. Election to the ACC will be by a majority of those members in attendance at the Annual Meeting in January of each year.

Should any member of the ACC resign or decline further service, the Board of Directors will appoint a replacement to fulfill service for that year. At the next annual meeting, nominations will be accepted and a vote will be taken to fill the vacated position for the duration of the term of service. The most senior member of this Committee, a voting member, will serve as chair.

The votes of two (2) members will control the action of the ACC. The ACC will designate a representative to attend each meeting of the Board of Directors and to apprise the Board of Directors of the Committee's activities. Members of the ACC are not entitled to any compensation for services performed pursuant to this covenant, nor are they entitled to vote on issues at Board of Directors' meetings. No ACC member may serve consecutive terms.

ARTICLE VII. Architectural Control and Appeal Process

A property owner must submit a standardized set of documents (identified in the Deed Restrictions as Item # 1. Architectural Control) in writing to the Committee for each proposed construction project that alters the overall footprint or exterior appearance of the property. The ACC's written opinion must be rendered within fifteen (15) calendar days from the date of receipt by any member of the ACC. All construction on any property must comply with all the requirements of the Association's Deed Restrictions and city codes. Any variances allowed by the ACC or the Board of Directors must be duly filed and recorded in Brazos County, TX.

A property owner may appeal, in writing to the Board of Directors, the ACC's decision to disapprove plans for construction or property improvement(s). Any appeal to the Board of Directors of the ACC's decision must have a written response within fifteen (15) calendar days from the date of receipt by the Board. The Board of Directors makes the final decision.

ARTICLE VIII. Financial Books and Records

The financial books, records, and papers of the Association will be subject to examination by any member at any time during reasonable business hours and with reasonable advance notice. The Bylaws, Deed Restrictions, and minutes of meetings of the Board will be publicly posted.

An audit committee of three members of the Association will be appointed by the President to review and approve the financial records of the Association, prior to the Annual Meeting.

ARTICLE IX. Meetings of the Membership

Annual meetings of the members will be held in January. Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of 10 percent of the Association's membership.

For all meetings, notice by posted mail, email, website, or other appropriate means must be given fifteen (15) calendar days before such meeting to each member entitled to vote. The notice will specify the place, date, and hour of the meeting. In the case of a special meeting, the purpose of the meeting will be stated.

Members at a duly called meeting or their proxies will constitute a quorum.

At all meetings of the Association, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy is valid for only the specified meeting for which it is filed. A member may revoke his proxy by conveyance to the Secretary.

ARTICLE X. Amendments

Section 1. Proposed changes to the Bylaws must be sent electronically or in hard copy to each Association member and be placed on the Association's Web page or other publically available information site where the Association's business is available at least one month before the meeting at which the proposed changes will be put to the membership for a vote. The Bylaws may be changed by a majority vote of members in attendance at a regular or special meeting of the Association's membership.

Section 2. Any amendment or invalidation of any one of these specific Articles will in no way affect any of the other remaining Articles in these Bylaws which will remain in full force and effect.

Section 3. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.