

## Bylaws of Edgewater Hickston Home Owners Association

### Basic Information

Property Owners Association: Edgewater Hickston Home Owners Association, a Texas nonprofit association, which is an unincorporated organization

Principal Office: P.O. Box 1700, Gonzales, Texas 78629. The Property Owners Association may have other offices.

Declaration: Restrictive and Protective Covenants for Edgewater Hickston, Gonzales County, Texas, recorded in Volume 1397, Page 529 of the Official Records of Gonzales County, Texas.

Definitions: Capitalized terms used but not defined herein have the meaning set forth in the Declaration.

Voting Members: Members entitled to vote or their proxies.

#### A. Members

*A.1. Membership.* Every Owner is a Member of the Property Owners Association. Membership is appurtenant to and may not be separated from ownership of a Lot. The Property Owners Association has two classes of voting Members:

*A.1.a. Class A.* Class A Members are all Owners, other than Declarant. Class A Members have one vote per Lot. When more than one person is an Owner, each is a Class A Member, but only one vote may be cast for a Lot.

*A.1.b. Class B.* The Class B Member is Declarant and has two votes for each Lot owned. The Class B membership ceases and converts to Class A membership on the earlier of—

- i. when the Class A Members' votes exceed the total of Class B Member's votes; or
- ii. the date specified in the Declaration.

*A.2. Place of Meeting.* Members meetings will be held at the Property Owners Association's Principal Office or at another place designated by the Board.

*A.3. Annual Meetings.* The first Members meeting will be held within one month after the formation of the Property Owners Association. Subsequent regular annual Members meetings will be held on the second Sunday in January.

A.4. *Special Meetings.* The president may call special meetings. The president must call a special meeting if directed by the Board or by a petition signed by Sixty-Two and one half Percent (62.5%) of the Class A Voting Members.

A.5. *Notice of Meetings, Election, and Vote.* Written notice stating the place, day, and hour of each Members meeting, other than a reconvened meeting, must be given to each Member not less than ten nor more than sixty days before the meeting. For voting not at a meeting, notice must be given not later than the twentieth day before the latest day on which a ballot may be submitted to be counted. The special Members meeting notices must also state the meeting's purpose, and no business may be conducted except as stated in the notice. Notice to a Member must state the purpose of an association-wide election or vote and is deemed given when hand delivered or mailed. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, postage prepaid.

A.6. *Waiver of Notice.* A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

A.7. *Quorum.* A majority of the Voting Members is a quorum. If a Members meeting cannot be held because a quorum is not present, either in person, by proxy, by absentee ballot, or by electronic ballot, a majority of the Voting Members who are present may adjourn the meeting. At the reconvened meeting, Sixty-Two and one half Percent (62.5%) of the Voting Members is a quorum. If a quorum is not present, a majority of the Voting Members who are present may adjourn the meeting. At the second reconvened meeting, a majority of the Board is a quorum. Written notice of the place, date, and hour of each reconvened meeting must be given to each Member not more than fourteen nor less than seven days before the reconvened meeting.

A.8. *Majority Vote.* Voting by Members may be at a meeting or outside of a meeting. Voting must be as required by law. Votes representing more than 50 percent of the Voting Members present at a meeting at which a quorum is present are a majority vote.

A.9. *Voting Methods.* Voting Members may, at the option of the Board, vote in person, by proxy, by absentee ballot, by electronic ballot, or by any other process approved by the Board. A Member must be allowed to vote by absentee ballot or proxy, but the Board is not required to provide a Member with more than one voting method.

A.10. *Conduct of Meetings.* The president will preside over Members meetings. The secretary will keep minutes of the meetings and will record in a minutes book the votes of the members.

## **B. Board**

B.1. *Governing Body; Composition.* The affairs of the Property Owners Association are governed by the Board. Each director has one vote. The initial Board is composed of the directors appointed in the certificate of formation. Each director must be a Member or, in the case of an entity Member, a person designated in writing to the secretary.

*B.3. Number of Directors.* The Board shall consist of three or more directors. Within those limits, the Board may change the number of directors. No decrease may shorten the term of a director.

*B.4. Term of Office.* The initial directors serve until the first annual meeting of Members.

The terms of directors will be staggered. At least one-third of the Board will be elected each year. The initial Board will determine the initial term, not to exceed three years, of each director. At the expiration of the initial term of a director, each successor will have a term of one year. Directors may serve consecutive terms.

*B.5. Election.* At the first annual meeting of Members, the Voting Members will elect directors to succeed the initial directors. At subsequent annual Members meetings, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The directors elected by the Voting Members will hold office until their respective successors have been elected.

*B.6. Removal of Directors and Vacancies*

*B.6.a. Removal by Members.* Any director may be removed, with or without cause, by a majority of the Voting Members. Any director whose removal is sought will be given notice of the proposed removal.

*B.6.b. Removal by Board.* Any director may be removed at a Board meeting if the director misses two meetings in a row.

*B.6.c. Vacancies.* A director's position becomes vacant if the director dies, becomes incapacitated, resigns, or is no longer a Member.

*B.6.d. Successors.* If a director is removed or a vacancy exists, a successor will be elected by the remaining directors for the remainder of the term.

*B.7. Compensation.* Directors will not receive compensation. A director may be reimbursed for expenses approved by the Board.

*B.8. Powers.* The Board has all powers necessary to administer the Property Owners Association's affairs.

*B.9. Management.* The Board may employ a managing agent. Declarant, or an affiliate of Declarant, may be the managing agent.

*B.10. Accounts and Reports.* Accounting and controls must conform to good accounting practices. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

*B.10.a.* An income statement reflecting all income and expense activity for the preceding period.

*B.10.b.* A statement reflecting all cash receipts and disbursements for the preceding period.

*B.10.c.* A variance report reflecting the status of all accounts in an “actual” versus “approved” budget format.

*B.10.d.* A balance sheet as of the last day of the preceding period.

*B.10.e.* A delinquency report listing all Owners who are delinquent by more than sixty days in paying any Assessment and describing the status of any action to collect those delinquent Assessments.

*B.11. Borrowing.* The Board may borrow money to maintain, repair, or restore the Common Area without the approval of the Members. If approved in advance by the Members in the same manner as approving a Special Assessment, the Board may borrow money for any other purpose.

*B.12. Rights of Association.* With respect to the Common Area, and in accordance with the Declaration, the Property Owners Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

*B.13. Enforcement Procedures*

*B.13.a. Notice.* Before the Board may (i) suspend an Owner’s right to use a Common Area, (ii) file a suit against an Owner other than a suit to collect any Assessment, (iii) foreclose the Property Owners Association’s lien, (iv) charge an Owner for property damage, or (v) levy a fine for a violation of the Dedicatory Instruments, the Property Owners Association or its agent must give written notice to the Owner as required or permitted by law. The notice must describe the violation or property damage that is the basis for the suspension action, charge, or fine and state any amount due the Property Owners Association from the Owner. The notice must also (i) inform the Owner that if the violation is curable and does not pose a threat to public health or safety, which means it could not materially affect the health or safety of an ordinary resident, the Owner is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the Owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months; (ii) indicate that the Owner may request a hearing in accordance with Texas Property Code section 209.007 on or before the thirtieth day after the date the notice was mailed to the Owner; (iii) state that the Owner may have special rights if the Owner is serving on active military duty, and (iv) state the date by which the Owner must cure a curable violation that does not pose a threat to public health and safety.

*B.13.b. Hearing.* If the Owner is entitled to an opportunity to cure the violation, the Owner has the right to submit a written request for a hearing to discuss and verify facts and resolve the matter in issue before a committee appointed by the Board or before the Board if the

Board does not appoint a committee. If a hearing is to be held before a committee, the notice must state that the Owner has the right to appeal the committee's decision to the Board by written notice to the Board.

The Property Owners Association must hold a hearing under this section not later than the thirtieth day after the date the Board receives the Owner's request for a hearing and must notify the Owner of the date, time, and place of the hearing not later than the tenth day before the date of the hearing. The Board or the Owner may request a postponement, and, if requested, a postponement will be granted for a period of not more than ten days. Additional postponements may be granted by agreement of the parties. The Owner or the Property Owners Association may make an audio recording of the meeting.

The hearing will be held in executive session affording the alleged violator a reasonable opportunity to be heard. Before any sanction hereunder becomes effective, proof of proper notice will be placed in the minutes of the meeting. Such proof will be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered the notice. The notice requirement will be satisfied if the alleged violator appears at the meeting. The minutes of the meeting will contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board may, but will not be obligated to, suspend any proposed sanction if the violation is cured within a [number]-day period. Such suspension will not constitute a waiver of the right to sanction violations of the same or other provisions and rules by any person.

*B.13.c. Appeal.* Following hearing before a committee, if any, the violator will have the right to appeal the decision to the Board. To perfect this right, a written notice of appeal must be received by the managing agent, if any, president, or secretary within [number] days after the hearing date.

*B.13.d. Changes in Law.* The Board may change the enforcement procedures set out in this section to comply with changes in law.

## **C. Board Meetings**

*C.1. Meetings.* Except as permitted by law, all regular and special meetings of the Board must be open to the Owners. Except for a meeting held by electronic or telephonic means, a Board meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county. A Board meeting may be held by electronic or telephonic means, provided all Owners and Board Members have access to the communication at the meeting as required by law.

*C.2. Notice.* Owners and Board Members must be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. Notice must be given as required by law.

*C.3. Waiver of Notice.* The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either proper notice of the meeting was given to each director or a

written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

*C.4. Quorum of Board.* At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board. If the Board cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than [number] nor more than [number] days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

*C.5. Conduct of Meetings.* The president will preside at Board meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the directors. The Board meeting will be conducted as required by law.

*C.6. Proxies.* Directors may vote by written proxy.

#### **D. Officers**

*D.1. Officers.* The officers of the Property Owners Association are a president, vice president, secretary, and treasurer, to be elected from the Members. The Board may appoint other officers having the authority and duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

*D.2. Election, Term of Office, and Vacancies.* Officers will be elected annually by the Board at the first meeting of the Board following each annual meeting of the Voting Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

*D.3. Removal.* The Board may remove any officer whenever, in the Board's judgment, the interests of the Property Owners Association will be served thereby.

*D.4. Powers and Duties.* Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The president is the chief executive officer of the Property Owners Association. The treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

*D.5. Resignation.* Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

#### **E. Committees**

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

## **F. Miscellaneous**

*F.1. Fiscal Year.* The Board may establish the Property Owners Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Property Owners Association's fiscal year is a calendar year.

*F.2. Rules for Meeting.* The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

*F.3. Conflict.* The Declaration controls over these Bylaws.

*F.4. Inspection of Books and Records*

*F.4.a. Inspection by Member.* After a written request to the Property Owners Association, a Member may examine and copy, in person or by agent, any Property Owners Association books and records relevant to that purpose. The Board may establish rules concerning the (i) written request; (ii) hours, days of the week, and place; and (iii) payment of costs related to a Member's inspection and copying of books and records.

*F.4.b. Inspection by Director.* A director has the right, at any reasonable time, and at the Property Owners Association's expense, to (i) examine and copy the Property Owners Association's books and records at the Property Owners Association's Principal Office and (ii) inspect the Property Owners Association's properties.

*F.5. Notices.* Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given as required or as permitted by law. All other notices may be given by regular mail. Notice by mail is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to (a) a Member at the Member's last known address according to the Property Owners Association's records and (b) the Property Owners Association, the Board, or a managing agent at the Property Owners Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered, is sufficient.

*F.6. Amendment.* These Bylaws may be amended at any time by the vote of Sixty-Two and One-Half Percent (62.5%) of the Voting Members in the Property Owners Association. This provision will not be construed as limiting the Board's power to amend the enforcement procedures to comply with changes in law.

*F.7. Common Area.* The common area is defined as the private roads and the utility easements in the subdivision.

*F.8. Adopt.* The initial Board of Directors consists of William A. Tinker, Joseph Shuffield, Susan Shuffield, Paul Candelaria, and Ashley Candelaria (the sole owners of all of the lots in the subdivision), who hereby adopt these Bylaws and agree to be bound by their terms.

Edgewater Hickston Homeowners Association

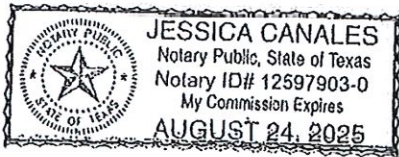
By [Signature]  
William A. Tinker, Initial Director

STATE OF TEXAS

COUNTY OF GONZALES

Before me, the undersigned authority on this day personally appeared William A. Tinker, known to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on the capacity therein stated.

Given under my and seal of office this 4 day of February, 2022.



[Signature]  
Notary Public, State of Texas

Edgewater Hickston Homeowners Association

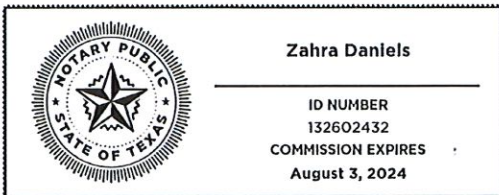
By Joseph Shuffield, Initial Director  
Joseph Shuffield, Initial Director

STATE OF Texas

COUNTY OF Harris

Before me, the undersigned authority on this day personally appeared Joseph Shuffield, known to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on the capacity therein stated.

Given under my and seal of office this 7th day of February, 2022.



[Signature] Zahra Daniels  
Notary Public, State of Texas

Notarized online using audio-video communication



Edgewater Hickston Homeowners Association

Susan Shuffield, Initial Director

By \_\_\_\_\_

Susan Schuffield, Initial Director

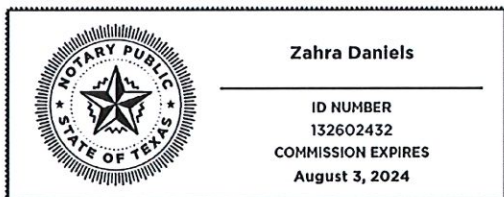
Shuffield SS

STATE OF Texas

COUNTY OF Harris

Before me, the undersigned authority on this day personally appeared Susan Schuffield, known to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on the capacity therein stated.

Given under my and seal of office this 7th day of February, 2022.



*Zahra Daniels*  
Zahra Daniels  
Notary Public, State of

Texas

Notarized online using audio-video communication  
Edgewater Hickston Homeowners Association

By *Paul Candelaria* 02/07/2022  
Paul Candelaria, Initial Director

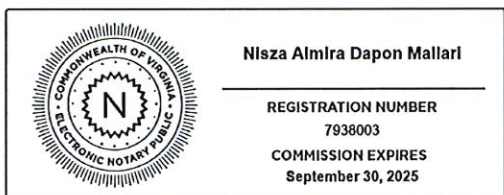
STATE OF Virginia

Notarized online using audio-video communication

COUNTY OF Virginia beach

Before me, the undersigned authority on this day personally appeared Paul Candelaria, known to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on the capacity therein stated.

Given under my and seal of office this 7th day of February, 2022.



*Nisza Almira Dapon Mallari*  
Notary Public, State of Virginia #7938003

My comm. Exp.: 09/30/2025

Edgewater Hickston Homeowners Association

By Ashley Candelaria 02/07/2022  
Ashley Candelaria, Initial Director

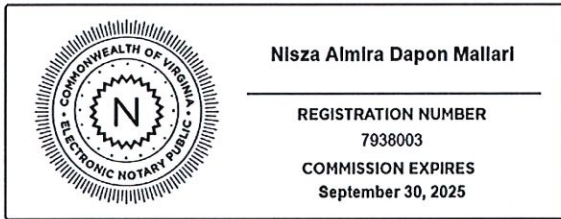
STATE OF Virginia

Notarized online using audio-video communication

COUNTY OF Virginia beach

Before me, the undersigned authority on this day personally appeared Ashley Candelaria, known to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on the capacity therein stated.

Given under my and seal of office this 7th day of February, 2022.



Nisza Almira Dapon Mallari  
 Notary Public, State of Virginia #7938003  
 My comm. Exp.: 09/30/2025

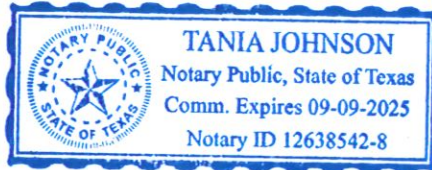
DECLARATION OF AUTHENTICITY

State of Texas  
County of Gonzales

The attached document, Bylaws of Edgewater Hickston HOA  
(title of document) dated February 7, 2022 and containing  
10 pages, is a true and correct copy of an electronic record printed by me or under  
my supervision. At the time of printing, no security features present on the electronic record  
indicated any changes or errors in an electronic signature or other information in the electronic  
record after the electronic record's creation or execution. This declaration is made under penalty  
of perjury.

Signed this 7 day of February 2022.

Tania Johnson  
(signature of notary public or other officer)  
(seal of office)



Tania Johnson (printed name of notary public or other officer)  
My commission expires: 9.9.25

## FILED AND RECORDED

Instrument Number: 22312090 V: 1397 P: 730

Filing and Recording Date: 02/07/2022 03:40:08 PM Pages: 12 Recording Fee: \$66.00

I hereby certify that this instrument was FILED on the date and time stamped hereon by me and was duly RECORDED in the OFFICIAL PUBLIC RECORDS of Gonzales County,



Lona Ackman, County Clerk  
Gonzales County, Texas

***DO NOT DESTROY - Warning, this document is part of the Official Public Record.***

Returned To:  
RESSE & ESCOBAR LLP