

**COPPER POINTE  
BYLAWS OF COPPER POINTE OWNERS'  
ASSOCIATION**

**ARTICLE ONE - DEFINITIONS**

**Subdivision Defined**

- 1.01 *Subdivision* shall mean all of the real property located in Copper Pointe subdivision in the City of Lumberton, County of Hardin, State of Texas, and shall include all Phases of said Subdivision, as may be included or incorporated into the Subdivision from time to time in accordance with the terms of the Restrictions.

**Restrictions Defined**

- 1.02 *Restrictions* shall mean the Restrictions, Covenants, and Conditions applicable to the Subdivision and filed in the office of the County Clerk of Hardin, State of Texas, initially being 17.773 acres out of the 189.258 acre tract recorded in the Official Public Records of Real Property of Hardin County, Texas Volume 1367, Page 869 of the R.C. Rogers Survey, Abstract 46, including any amendments to the Restrictions, but also to include all Phases of the Subdivision, as may be included, made a part of, or incorporated into the Subdivision from time to time as permitted by the Restrictions.

**Other Terms Defined**

- 1.03 Other terms used in these Bylaws shall have the meaning given them in the Restrictions, which are incorporated by reference into and made a part of the Bylaws and which control over these Bylaws.

**Development Period Limitations.**

- 1.04 During the Development Period as described in the Restrictions:
- (a) No amendment to the certificate of formation of the Association, these Bylaws, or any rules or regulations, may affect the rights of Developer (identified in the Restrictions) without the prior written consent of Developer; and
  - (b) Until the Applicable Deadline as defined below, Developer will appoint all members of the Board, and any members selected to fill any vacancies during an unexpired term; and
  - (c) Until the Applicable Deadline as defined below, Developer will also have the right to remove any Board member for the grounds for removal set out in these bylaws.

**ARTICLE TWO – APPLICABILITY OF BYLAWS**

**NOTWITHSTANDING ANY PROVISION OF THESE BYLAWS OTHERWISE, THESE BYLAWS ARE INTENDED TO BE SUBJECT TO, LIMITED BY, AND IN ALL RESPECT SHALL BE DEEMED MODIFIED TO COMPLY WITH APPLICABLE TEXAS LAW, INCLUDING BUT NOT LIMITED TO CHAPTER 209 OF THE TEXAS PROPERTY CODE, AS**

**AMENDED FROM TIME TO TIME. NO VOTE SHALL BE DENIED AND NO LIMITATION OR REQUIREMENT IMPOSED WHICH MAY CONTRADICT SUCH APPLICABLE LAW**

**Corporation**

- 2.01 The provisions of these Bylaws constitute the Bylaws of the non-profit corporation known as Copper Pointe Owners' Association, referred to as the "Association."

**Subdivision Applicability**

- 2.02 The provisions of these Bylaws are applicable to the Subdivision as defined in Paragraph 1.01 of the Bylaws. In the event of a conflict between the Restrictions and these Bylaws, the Restrictions shall control.

**Personal Application**

- 2.03 All present or future owners, and their successors, heirs, and assigns are subject to the regulations set forth in these Bylaws.

**ARTICLE THREE – OFFICES**

**Principal Office**

- 3.01 The principal office of the Association shall be located in the City of Lumberton, County of Hardin, State of Texas.

**Registered Office and Registered Agent**

- 3.02 The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office shall be identical with the registered office, as may be required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors. At the time of the adoption of these Bylaws, the registered agent shall be:

John J. Boykin, Jr.  
300 South Main  
Lumberton, Texas 77657

**ARTICLE FOUR – MEMBERSHIP, DUES AND ASSESSMENTS**

**Membership**

- 4.01 The membership of the Association shall consist of all of the Owners of Lots within the Subdivision as specified, and subject to the limitations contained in, the Restrictions.

### **Proof of Membership**

- 4.02 The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot in the Subdivision. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

### **No Additional Qualifications**

- 4.03 The sole qualification for membership shall be the ownership of a Lot in the Subdivision. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Restrictions.

### **Certificates of Membership**

- 4.04 The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association or Council and maintained by the Secretary at the registered office of the Association.

### **Annual Assessments and Transfer Fees**

- 4.05 Annual assessments will be due and owed by each Owner. Initially, annual assessments are \$300.00 per year, per Lot, due by January 31 of each year. The Board of Directors may adjust the amount of annual assessments as deemed necessary to meet the reasonable needs of the Association. If an Owner sells or transfers Lot(s) to another person or entity, a transfer fee of \$50.00 must be paid to the Association at the time of the transfer. The Board of Directors may adjust the amount of the transfer fee as deemed necessary to meet the reasonable expense of changing the Association's records to account for the transfer. Notwithstanding the foregoing, the Developer of the Subdivision and its affiliates are exempt from the transfer fee, and are exempt from the annual assessments and special assessments for the Developer's (and its affiliates) unsold Lot(s) to the extent set forth in the Restrictions.
- 4.06 Any assessment, of whatever kind of character, not paid within 30 days of the due date thereof shall be delinquent. Any delinquent assessment or other amounts owed to the Association by an owner shall bear interest from the due date thereof at the rate of ten percent (10%) per annum. To evidence the amount owed for any lien or assessment in favor of the Association, the Association may, but shall not be required to, prepare and file for record in the office of the County Clerk of Hardin County, Texas, a written notice, signed by an officer of the Association, setting forth the amount of unpaid assessments, interest, costs, fees, or other charges, the name of the Lot owner, and a description of the Lot upon which such assessments or amounts are unpaid.
- 4.07 The Association may bring an action at law against the Lot owner personally obligated to pay the same and/or foreclose judicially or non-judicially on the lien upon such Lot in the manner provided in the Restrictions. No owner may exempt himself or otherwise escape liability for the assessments herein provided by non-use or waiver of use of the common area of the addition. Suit to recover a money judgment against a defaulting owner shall be maintainable without

foreclosure or waiving the contractual lien securing the assessment owed by such defaulting owner.

## ARTICLE FIVE – VOTING RIGHTS

### Voting

- 5.01 Voting shall be as provided in the Restrictions. Current payment of all assessments, dues and other amounts owed by an owner to the Association is a prerequisite to the right to vote.

### Proxies

- 5.02 At all meetings of members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Lot or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

### Quorum

- 5.03 The presence, either in person or by proxy, at any meeting of Members entitled to cast at least 50 percent (50%) of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Documents. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days or more than thirty (30) days from the meeting date.

### Required Vote

- 5.04 The vote of the majority of the votes entitled to be cast by the Members present or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of Members, unless the vote of a greater number is required by statute or by the Restrictions, by the Articles of Incorporation of the Association, or by these Bylaws.

### Cumulative Voting

- 5.05 Cumulative voting is not permitted.

## ARTICLE SIX – MEETING OF MEMBERS

### Annual Meetings

- 6.01 The first meeting of the Members of the Association shall be held within forty-five (45) days after the closing of the sale of the Lot that represents the 51<sup>st</sup> percentile (51%) interest or within two (2) years after the closing of the sale of the first Lot within the Subdivision, whichever is earlier. After the first meeting, the annual meeting of the Members of the Association shall be held on the second Tuesday of October of each succeeding calendar year at the hour of 6:00 p.m. If the day

for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following that is not a legal holiday, Saturday or Sunday.

#### **Special Meetings**

- 6.02 Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least twenty (20) percent of the total voting power of the Association, such Members must provide a written document expressing the desire for such a meeting, signed by those Members requesting the special meeting.

#### **Place**

- 6.03 Meetings of the Members shall be held within the Subdivision or at a meeting place as close to the Subdivision as possible, as the Board of Directors may specify in writing.

#### **Notice of Meetings**

- 6.04 Written notice of all Members meetings shall be given by or at the direction of the Secretary of the Association or such other persons as may be authorized to call the meeting by the Board of Directors, by mailing or personally delivering a copy of such notice at least ten (10) but not more than sixty (60) days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the registration books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of special meetings, the nature of the business to be undertaken.

#### **Order of Business**

- 6.05 The order of business at all meetings for the Members shall be as follows:
- (a) Roll call;
  - (b) Proof of notice of meetings or waiver of notice;
  - (c) Reading of the minutes of the preceding meeting;
  - (d) Reports of officers;
  - (e) Reports of committees;
  - (f) Election of directors (subject to limitations imposed by the Restrictions);
  - (g) Unfinished business; and
  - (h) New business.

#### **Action Without Meeting**

- 6.06 Any action required by law to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

## ARTICLE SEVEN – BOARD OF DIRECTORS

### Number

- 7.01 The affairs of the Association shall be managed by a Board of Directors consisting of at least three (3) persons.

### Term

- 7.02 During the Development Period and until December 12, 2025 or any earlier date established under the Texas Property Code, as amended from time to time, as a date by which any specified portion of the Board Members must be elected by owners other than Developer (the “Applicable Deadline”), the Board of Directors shall be designated by the Developer. At the first meeting of the Association, which shall be held at the earlier to occur of (a) the Applicable Deadline or (b) the expiration of the Development Period:
- a. the Members shall elect the Directors who shall hold office until the next annual election of Directors by the Members; and
  - b. only persons owning one or more Lots are thereafter eligible to be candidates for Director.
- At the first annual meeting of the Association after the expiration of the earlier to occur of (a) the Applicable Deadline or (b) the expiration of the Development Period, Directors shall be elected at the meeting of the Members and shall hold office for a term of one year or until their successors are elected and qualified.

### Removal

- 7.03 During the Development Period and until the Applicable Deadline, Directors may be removed by the Developer for any reason; thereafter, Directors may be removed from office by a majority vote of all Members of the Association.

### Vacancies

- 7.04 After the earlier to occur of the Applicable Deadline or the expiration of the Development Period, in the event of a vacancy on the Board caused by death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

### Compensation

- 7.05 Directors receive no compensation. However, a Director may be reimbursed by the Board of Directors for actual expenses incurred by the Director in the performance of the Director’s duties.

### Powers and Duties

- 7.06 The Board of Directors shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Governing Documents of the Subdivision.

## ARTICLE EIGHT – NOMINATION AND ELECTION OF DIRECTORS

### Nomination

- 8.01 After the earlier to occur of (a) the Applicable Deadline or (b) the expiration of the Development Period, nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

### Election

- 8.02 After the earlier to occur of (a) the Applicable Deadline or (b) the expiration of the Development Period, Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Restrictions. The nominees receiving the highest number of votes shall be elected.

## ARTICLE NINE – MEETING OF DIRECTORS

### Regular Meetings

- 9.01 Regular meetings of the Board of Directors shall be held quarterly at a place and at a time as may be fixed from time to time by resolution of the Board of Directors. Notice of the time and place of regular meeting shall be posted at a prominent place or places within the Common Areas of the Subdivision.

### Special Meetings

- 9.02 Special meetings of the Board of Directors shall be held when called by written notice, signed by the President of the Association or by any two (2) Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director not less than three (3) days or more than fifteen (15) days prior to the date fixed for such meeting by written notice either delivered personally, sent by mail, or sent by telegram to each Director at the Director's address as shown in the registry of the Association. A copy of the notice shall be posted in a prominent place or places in the Common Areas of the Subdivision not less than three (3) days prior to the date of the meeting.

### Quorum

- 9.03 A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors as fixed by these Bylaws.

### Voting Requirement

- 9.04 The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Restrictions, the Articles of Incorporation of this Association, or these Bylaws requires the vote of a greater number.

### Open Meetings

- 9.05 Regular and special meetings of the Board shall be open to all Members of the Association; provided however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board of Directors.

#### **Executive Session**

- 9.06 The Board of Directors may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, contract negotiations, enforcement actions, other business of a confidential nature involving a Member, and matters requested by the involved parties to remain confidential. The nature of any and all business to be considered in executive session shall first be announced in open session.

### **ARTICLE TEN – OFFICERS**

#### **Enumeration of Officers**

- 10.01 The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

#### **Term**

- 10.02 The officers of the Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year, unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

#### **Resignation and Removal**

- 10.03 Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified by the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal. Such a removal required a majority vote of all Directors currently serving on the Board of Directors.

#### **Multiple Offices**

- 10.04 Any two or more offices may be held by the same person.

#### **Compensation**

- 10.05 Officers shall receive no compensation for services rendered to the Association. However, an Officer may be reimbursed by the Board of Directors for actual expenses incurred by the Officer in the performance of the Officer's duties.

### **ARTICLE ELEVEN – PRESIDENT**

#### **Election**

- 11.01 At the first meeting of the Board of Directors immediately following the annual meeting of the Members, the Board of Directors shall elect one of their number to act as President.

**Duties**

- 11.02 The President shall perform the following duties:

- (a) Preside over all meetings of the Members and of the Board of Directors;
- (b) Sign as President all deeds, contracts and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution has authorized the signature of another Officer;
- (c) Call meetings of the Board of Directors whenever he or she deems it necessary in accordance with the rules and on notice agreed to by the Board of Directors. The notice period shall, with the exception of emergencies, in no event be less than three (3) days; and
- (d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.

**ARTICLE TWELVE – VICE-PRESIDENT**

**Election**

- 12.01 At the first meeting of the Board of Directors immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

**Duties**

- 12.02 The Vice-President shall perform the following duties:

- (a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to discharge his or her duties;
- (b) Exercise and discharge such other duties as may be required of the Vice-President by the Board of Directors. In connection with any such duties, the Vice-President shall be responsible to the President.

**ARTICLE THIRTEEN – SECRETARY**

**Election**

- 13.01 At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

**Duties**

- 13.02 The Secretary shall perform the following duties:

- (a) Keep a record of all meetings and proceedings of the Board and of the Members;
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal;

- (c) Serve notices of meetings of the Board of Directors and the Members required either by law or by the Bylaws;
- (d) Keep appropriate records or registries showing the Members of the Association together with their addresses; and
- (e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board of Directors has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

#### **ARTICLE FORTEEN – TREASURER**

##### **Election**

- 14.01 At the first meeting of the Board immediately following the annual meeting of the Members, the Board of Directors shall elect a Treasurer.

##### **Duties**

- 14.02 The Treasurer shall perform the following duties:
- (a) Receive and deposit in a bank or banks, as the Board of Directors may from time to time direct, all of the funds of the Association;
  - (b) Be responsible for and supervise the maintenance of books and records to account for the Association funds and other Association assets;
  - (c) Disburse and withdraw funds as the Board of Directors may from time to time direct, in accordance with prescribed procedures;
  - (d) Prepare and distribute the financial statements for the Association required by the Restrictions.

#### **ARTICLE FIFTEEN – BOOKS AND RECORDS**

##### **Maintenance**

- 15.01 Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees (if so enacted) shall be kept at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

##### **Inspection**

- 15.02 The Governing Documents of the Subdivision, the membership register, the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

#### **ARTICLE SIXTEEN – ARCHITECTURAL CONTROL COMMITTEE**

##### **Number**

- 16.01 An Architectural Control Committee ("ACC"), composed of a representative of Developer designated by Developer from time to time during the Development Period, and after the expiration of the Development Period composed of no fewer than three (3) owners selected by the Members of the Association.

#### **Purpose**

- 16.02 The purpose of the ACC shall be to review and approve all building plans for Copper Pointe subdivision to insure compliance with the Covenants, Conditions, and Restrictions governing the subdivision.

#### **Policies**

- 16.03 The ACC shall review each proposal of improvements upon each Lot in Copper Pointe subdivision. The ACC shall provide an "approved" or "disapproved" ruling upon such proposals within no more than ten (10) working days. Should the ACC fail to "disapprove" such a proposal within this time frame, the proposal is considered "approved."

#### **Proposals**

- 16.04 Each proposal shall be provided in writing to the ACC, together with the appropriate drawings, blueprints, or other plans for the said improvement.

#### **Election, Removal and Vacancies**

- 16.05 After the Development Period, the officers of the ACC shall be elected at the annual meeting of the Members and shall hold the office for a term of one year or until their successors are elected and qualified. After the Development Period, ACC officers may be removed from office by a majority vote of all Members of the Association. In the event of a vacancy on the ACC caused by death, resignation, or removal of an officer after the Development Period, the Board of Directors for the Association shall, by majority vote, elect a successor who shall serve for the unexpired term.

#### **Compensation**

- 16.06 ACC officers shall receive no compensation for services rendered to the Association. However, an officer may be reimbursed by the Board of Directors for actual expenses incurred by the officer in the performance of the officer's duties.

### **ARTICLE SEVENTEEN – GENERAL PROVISIONS**

#### **Amendment of Bylaws**

- 17.01 After the Development Period, these Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of Members representing a majority of a quorum of the Association. Notwithstanding the above, the percentage of affirmative votes necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

**Attestation**

17.02 Adopted by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Attest: \_\_\_\_\_  
Secretary