

**AMENDED AND RESTATED BYLAWS  
of the  
RED OAK RANCH PROPERTY OWNERS' ASSOCIATION**

These Amended and Restated Bylaws of the Red Oak Ranch Property Owners' Association (the "Bylaws") are adopted by the Board of Directors of the Association (defined hereinafter) on **February 7, 2022** and shall replace in their entirety all previously adopted bylaws, including but not limited to the Amended and Restated Bylaws of the Red Oak Ranch Property Owners' Association recorded under Clerk's File No. 2019110896 in the Official Public Records of Real Property of Montgomery County, Texas on November 25, 2019.

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**AMENDED AND RESTATED BYLAWS  
of the  
RED OAK RANCH PROPERTY OWNERS' ASSOCIATION**

**ARTICLE I. INTRODUCTION**

**Section 1.01 Name.**

The name of the Association is Red Oak Ranch Property Owners' Association (the "**Association**") and is comprised of the following property:

- a. **RED OAK RANCH SECTION ONE**, a subdivision in Montgomery County, Texas according to the map or plat thereof recorded under File No. 9720706 in Cabinet I, Sheet 201 of the Map Records of Montgomery County, Texas, and all amendments to or replats of said maps or plats, if any.
- b. **RED OAK RANCH SECTION ONE ANNEX**, property described by metes and bounds in Exhibits A-Y to "Statement of Annexation of Properties into Red Oak Ranch, Section One" recorded under Clerk's File No. 9735087 on June 11, 1997, of the Real Property Records of Montgomery County, Texas.
- c. **RED OAK RANCH SECTION TWO**, a subdivision in Montgomery County, Texas according to the map or plat thereof recorded under File No. 9933022 in Cabinet J, Sheet 57 of the Map Records of Montgomery County, Texas, and all amendments to or replats of said maps or plats, if any.

"Property" shall also include any and all other subdivisions that have been annexed or will be annexed into or otherwise fall under the jurisdiction of the Association, if any, that are not included above.

**Section 1.02 Membership.**

Owners of one or more lots in Red Oak Ranch Subdivision, Section One, Section One Annex, and/or Section Two, are Members of the Red Oak Ranch Property Owners' Association ("**Members**") as set forth in the following:

- a. **ARTICLES OF INCORPORATION OF RED OAK RANCH PROPERTY OWNERS' ASSOCIATION**, filed with the Secretary of State of Texas, file number 146754501, on November 19, 1997 (the "**Articles**"), and
- b. Collectively, (the "**Declarations**"):
  - i. **FIRST AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RED OAK RANCH, SECTION ONE**, recorded under Clerk's File No. 9735086 on June 11, 1997, of the Real Property Records of Montgomery County, Texas
  - ii. **DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RED OAK RANCH, SECTION TWO**, recorded under Clerk's File No. 9735088 on June 11, 1997, of the Real Property Records of Montgomery County, Texas

If a Member is a Trust, their representative(s) may be a beneficiary or trustee of such Trust; or if a Member is a corporation, partnership, limited liability company, or other separate legal entity, their representative may be an officer, owner, or employee of such entity. It is the responsibility of such a Member to submit to the Association, in writing, the name, contact information and mailing address of their designated representative.

**Section 1.03 Definitions/ Gender.**

Capitalized terms used herein, but not defined, shall have the same meaning as set in the Declarations. Pronouns, whenever used in these Bylaws, include all persons regardless of gender.

**ARTICLE II. MEMBERS**

**Section 2.01 Place of Meetings.**

Meetings of the Association shall be held at a place designated by the Board of Directors of the Association (the “**Board**”) and as convenient to the Members as possible and practical.

**Section 2.02 Annual General Meeting of the Members.**

The Annual General Meeting of the Members of the Association (“**AGM**”) will be held on a date and at a time and location designated by the Board for the purpose of electing the Directors of the Association and for the transaction of other business as may properly come before the meeting.

**Section 2.03 Special Member Meetings.**

“Special Meetings” of the Members may be called by the President, by a majority of a quorum of the Board, or upon a petition signed by Members representing at least fifty-one percent (51%) of the total votes of the Members eligible to vote at the time of the meeting. Notice of any Special Meeting shall state the date, time, and place of such meeting and the purpose thereof. No business may be transacted at a Special Meeting except as set forth in the notice. A Special Meeting called by petition of the Members shall be held within sixty (60) days of receipt of the petition by the Board.

**Section 2.04 Notice of Member Meetings.**

Notices may be delivered either personally, by mail, or electronically to a Member at the postal or e-mail address given to the Board for such purpose or at the last known address if no subsequent address has been provided to the Association. Notice must be given not less than ten (10) nor more than sixty (60) days before a meeting. For an election or vote of Members not taken at a meeting, the Association must give notice of the election or vote to all Members entitled to vote on any matter under consideration. The notice must be given not later than the twentieth (20th) day before the latest date on which a ballot may be submitted to be counted.

The Board may use any other means to deliver a notice of a meeting that may become available with advancements in technology if notice by such means is authorized by statute. Notwithstanding anything contained herein to the contrary, the Association may use an alternative method to properly notify a Member if that Member has affirmatively opted to allow the Association to use the ‘Alternative Method of Providing Notice’ as referenced in the Texas Property Code (the “**TPC**”) §209.0042. Members are responsible for providing current contact information to the Association for the sake of notification.

If mailed via USPS, the notice of a meeting is deemed to be delivered when deposited in the US Mail, first class postage prepaid, addressed to the Member. If sent by electronic message, the notice is deemed to be delivered as provided by applicable statute.

**Section 2.05 Waiver of Notice.**

Waiver of notice of a meeting of the Members is deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person, by absentee ballot, or by proxy, is deemed waiver of notice of the time and place thereof unless such Member specifically objects to lack of proper

notice at the time the meeting is called to order. Attendance at a Special Meeting is also deemed waiver of notice of all business transacted at such meeting unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

#### **Section 2.06 Quorum of the Members.**

Except as otherwise provided in these Bylaws or in the Declarations, the presence in person, by absentee ballot, or by proxy of at least thirty percent (30%) of the total votes of the Members eligible to vote at the time of the meeting constitutes a quorum at all meetings of the Association. At the time of this writing, the Association has 120 platted lots; three (3) are non-voting (Reserve A, B, C). The status of Consolidated Building Sites (“**CBS**”) shall be considered as prescribed herein for the purposes of voting and representation (see Section 2.08 “Voting” herein).

#### **Section 2.07 Adjournment of Member Meetings.**

If any meeting of the Association requiring a Membership vote cannot be held because a quorum is not present, either in person, by absentee ballot, or by proxy, the presiding Officer may adjourn the meeting and reconvene at a time not less than five (5) days and not more than thirty (30) days from the time the original meeting was called. If a time and place for reconvening the meeting is fixed by those in attendance at the adjourned meeting, further notice of the time and place for reconvening the meeting is not required to be given although the Board will make a good-faith effort to advise the Members. If a time and place for reconvening the meeting is not fixed by those in attendance at such an adjourned meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting must be given to Members in the manner prescribed herein for a first-called meeting. A Member who cast a vote on an issue by proxy or by any means authorized in these Bylaws may change that Member’s vote at any time prior to the time that a call for a vote on the issue is made at the reconvened meeting at which a quorum is present. A Member may change his vote by attending the reconvened meeting in person, by submitting a proxy at the reconvened meeting which either directs or authorizes the proxy holder to vote in a different manner, or by changing the Member’s vote by any means for voting authorized in these Bylaws.

At the reconvened meeting (i.e. the second attempt to obtain a quorum of the Membership), a quorum shall constitute thirty percent (30%) of the total eligible votes of the Association, either in person, by absentee ballot, or proxy. If such number of votes are present, any business which might have been transacted at the meeting originally called (i.e. first meeting) may be transacted. If the required quorum is not present, the presiding Officer may adjourn the meeting and reconvene at a time not less than five (5) days and not more than thirty (30) days from the time the reconvened meeting was called.

At the third meeting (i.e. the second reconvened meeting), a quorum shall constitute five percent (5%) of the total eligible votes of the Association, either in person, by absentee ballot, or by proxy. Notice for time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings. Only the business which might have been transacted at the meeting originally called may be transacted.

#### **Section 2.08 Voting.**

The voting rights of the Members are set forth in the Articles, Declarations, and these Bylaws, providing that all Members have the right to vote in the election of Directors and on any matter concerning the rights or responsibilities of Members.

Votes will be apportioned by Lots. There will be one vote per Lot, regardless of the number of co-owners of each Lot. Co-owners must decide among themselves how to cast their vote, which may not be split. Members with approved Composite Building Site (“**CBS**”) Applications, as referenced in the Declarations §3.02, are entitled to one vote. However, in voting matters that may result in the collection of a Special Assessment from all Lots, a CBS Member shall have one vote per Lot.

Voting will take place at the Annual General Meeting or a Special Meeting called for such purpose. Ballots will be issued by the Board. Members may vote in person, by proxy or, if implemented by the Association, by absentee or electronic ballot. If more than one form of ballot is cast by a Member, then the ballot bearing the most recent date will be counted. An in-person vote at the meeting will render any prior ballot or proxy null and void.

- a. **In-Person Voting:** Votes must be in writing and signed by the Member if the vote is cast (i) in an election to fill a position on the Board; (ii) on a proposed adoption or amendment of a dedicatory instrument; (iii) on a proposed increase in the amount of the annual assessment charge or proposed adoption of a special assessment (if required); or (iv) on the proposed removal of a Director. If a lot is co-owned, only one signature is required when voting in person. In the case of elections that are uncontested, written and signed ballots are not required.
- b. **Absentee Ballots:** If applicable, Members may vote by Board-issued absentee ballots prior to the meeting and, if submitted timely, by mail or electronically to the Association. Absentee ballots shall be issued for a vote allowed under Section 2.10 herein ('Action Without a Meeting').

If a meeting is held, Absentee Ballots will be counted as a Member present and voting for the purpose of establishing a quorum for the items appearing on the ballot. Modifications to the language of the proposal shall require a vote of the Members present at the meeting, by which a majority shall be required to trigger a subsequent vote on the new proposal. If the proposal is substantively modified, proper notice shall be required to allow re-issuance of ballots to the exact language proposed for the sake of Members not present.

As of this drafting, TPC §209.0052(c) requires that a solicitation for votes by Absentee Ballot must contain:

- (1) each proposed action and provide an opportunity to vote for or against each proposed action;
- (2) instructions for delivery of the completed absentee ballot, including the delivery location; and,
- (3) the following language: *"By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an Absentee Ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."* (This language does not pertain to mail-in ballots issued when meetings are waived by the Membership).

As it pertains to a proposal requiring a vote of all Members of the Association, failure to submit a vote will be considered a vote against the proposal since approval from the Member has not been obtained. Once a proposal has failed, a similar proposal shall not be brought to vote by the Members for a period of twelve (12) months from the date of the last vote deadline.

- c. **Proxy:** Unless a Member meeting has been waived under the provisions herein, Members may vote by proxy and deliver such proxies under the terms permitted by the Texas Business Organizations Code (the "TBOC") §22.160.

Whenever a vote by Members at a meeting is required, the Board shall issue a proxy for use by Members. All proxies must be submitted to the Association before the meeting has been called to order. In the event a Member executes more than one (1) proxy, the proxy with the most current date will be valid. If a meeting is held, proxies will be counted as a Member present and voting for the purpose of establishing a quorum for the items appearing on the ballot.

Every proxy is revocable and will automatically cease upon: (i) conveyance by the Member of the

Member's interest in a Lot; (ii) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation; or, (iv) expiration of eleven (11) months from the day of the proxy.

- d. **Electronic Ballot:** The Board is vested with the authority to determine, in its sole discretion, if Members may vote on any issue to be voted upon by the Members under these Bylaws by means of electronic ballots. Electronic ballot means a ballot given by e-mail, facsimile or posting on an Internet website for which the identity of the Member submitting the ballot can be confirmed and for which the Member may receive a receipt of the electronic transmission and receipt of the Member's ballot. If an electronic ballot is posted on an internet website, a notice of the posting shall be sent to each Member that contains instructions on obtaining access to the posting on the website. The Board has the authority to adopt an electronic voting policy.

To be valid, any vote cast by a Member by absentee ballot or electronic ballot must be received by the Association by the date and time specified in the notice of meeting or, if no date and time is specified as to receipt of such ballots, by midnight of the day before the date of the scheduled meeting.

In the case of absentee ballots and proxies, all owners listed on the title to the real property must sign and date the documents in order for the documents to be valid. If a Member is a trust, their signatory may be a beneficiary or trustee of such trust; or if a Member is a corporation, partnership, limited liability company, or other separate legal entity, their signatory may be an officer, owner, or employee of such entity. It is the responsibility of such a Member to submit to the Association, in writing, the name, contact information and mailing address of the designated representative eligible to vote on their behalf.

Following the deadline for submittal, impartial non-Member(s) designated by the Board shall verify and tabulate the votes and provide the results to the President of the Board. Ballots shall not be considered Open Records and the identities of voters will be kept confidential unless applicable law requires otherwise. A numerical tabulation of the results may be published at the Board's discretion or provided to a Member making a request in writing.

After tallying, ballots shall be retained in a sealed envelope in order to comply with any requests for recount or document retention policies, then subsequently destroyed.

Any Member may request a recount of the votes as set out in the TPC §209.0057. The recount will be at the sole cost of the Member requesting the recount. The request for a recount must be submitted not later than the fifteenth (15th) day after the date of the meeting of the Members at which an election or vote was held, or the date of the announcement of the results of the election, or deadline for vote if no meeting was held. For purposes of this section, the term "submitted" means the date on which the recount request is postmarked by the USPS, or delivered electronically in accordance with the requirements of this section. A demand for a recount must be submitted in writing either: (i) by verified mail to the Association's mailing address as reflected on the last recorded Management Certificate; or (ii) to the email address from which absentee ballots were electronically mailed.

### **Section 2.09 Conduct of Meetings.**

The President, or a Director designated by the President, shall preside over all meetings of the Association. The Secretary, or another person designated by the Secretary, will keep the minutes of the meeting and record proceedings, motions, decisions, and authorizations for expenditures occurring at the meeting. Although the minutes of the AGM meeting are formally approved by the Members at the following year's AGM, a draft shall be prepared within thirty (30) days, approved by the Board, and made available to the Membership.

### **Section 2.10 Action Without a Meeting.**

Whenever the vote of Members is required or permitted by any provision of these Bylaws or other statutes,

the meeting and vote of Members may be dispensed with, and matters in question may be voted upon by a mail-in ballot provided by the Board, if Members representing a simple majority of the total votes eligible to be voted by all of the Members of the Association consent in writing to dispense with the meeting and to vote upon the matter(s) in question by mail-in ballot. Mail-in ballots may accompany the required consent of Members and may be completed and returned simultaneously therewith (i.e. successfully obtaining a waiver does not necessarily have to precede ballot distribution, however, failure to obtain a waiver may require a Special Meeting be called). Executed documents may be returned electronically or by USPS and postmarked by the established deadline.

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 3.01 Governing Body Composition.**

The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote. Each Director must be a Member or resident spouse of a Member; provided, however, no person and their spouse may serve on the Board at the same time. Not more than one (1) representative of a corporation or other entity that is a Member may serve on the Board at a given time. Co-owners of the same Lot may not serve on the Board simultaneously. A person may not serve on the Board if the person cohabits at the same primary residence as another member of the Board. If a Member is a trustee of a trust owning the property, a Director may be a beneficiary or trustee of such trust; or if Member is a corporation, partnership, limited liability company, or other separate legal entity, a Director may be an officer, partner, owner, or employee of such Member. It is the responsibility of such a Member to submit to the Association, in writing, the name, contact information and mailing address of their designated representative.

If an elected Director shall cease to meet such qualifications during their term, they shall thereupon cease to be a Director and their place on the Board shall be deemed vacated. If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Director was convicted of a felony or crime involving moral turpitude not more than 20 years before the date the Board is presented with the evidence, the Director is immediately ineligible to serve on the Board, automatically considered removed from the Board, and prohibited from future service on the Board.

#### **Section 3.02 Number of Directors.**

The Board is presently comprised of five (5) persons. The number of Directors may be increased or decreased by amendment of the Bylaws (as provided in the Articles, Article IX). The number of positions on the Board of Directors may not be less than three (3), and any change in the number of positions must result in an odd number. Furthermore, a decrease in the number of positions on the Board may not shorten the term of an incumbent Director.

#### **Section 3.03 Candidates for Election to the Board.**

With respect to any position on the Board of Directors to be filled by a vote of the Members, all Members have the right to run for election to the Board, except for limitations identified in Section 3.01 above. Each year, prior to the AGM, the Association must send notice to all Members of the number of positions on the Board to be filled by election at the upcoming AGM. The notice must specify a date by which a Member must submit their name as a candidate for election to the Board; the date may not be earlier than the tenth (10th) day after the date the Association sends the notice.

Members interested in running for a position shall receive an application provided by the Board, including a deadline for submittal of the application. By that deadline, eligible candidates must complete and submit, in writing, the application provided by the Board in order to be placed on the ballot. Nominations for election to the Board are not permitted from the floor at the AGM or Special Meeting. "Write-ins" on the ballot shall not be counted.



Each year, the Association will provide notice of the AGM, as required by law. All Members who meet the stipulated deadlines will be candidates whose names and biographical information will be included in the notice of the AGM and on the absentee ballot provided by the Board. Candidates who do not apply before the deadline will not be considered. The Board may choose, but is not obligated, to extend the deadlines for candidates to apply. Candidates are not required to attend a meeting in order to apply or be successfully elected.

#### **Section 3.04 Election and Term of Directors.**

Directors shall serve a term of three (3) years. Open positions due to expiring terms shall be filled by an election at the Annual General Meeting or a Special Meeting called for that purpose.

#### **Section 3.05 Removal of Directors.**

Any Director, duly elected by the Members, may be removed from the Board, with Cause, by the affirmative vote of a majority of the total number of votes of the Members of the Association, at a Special Meeting called for that purpose, or at an AGM, with proper notice given. "Cause", as it relates to a basis for the removal of a Director, means a failure to comply with a material provision in the governing documents of the Association after notice and a demand for compliance from the Board. The determination of non-compliance must be approved by not less than a majority of the remaining Directors.

A Director whose removal is proposed must be given at least ten (10) days written notice of the meeting and the purpose of the meeting. The Director whose removal is proposed must be given the opportunity to be heard at the Meeting. If a Director becomes ineligible to serve as defined by the qualifications above, they will be given notice they are ineligible, no longer on the Board, and will be immediately removed.

#### **Section 3.06 Resignation of Directors.**

A Director may resign at any time by providing written notice to the Board, citing the effective date of their resignation.

#### **Section 3.07 Vacancy of a Director Position.**

Any vacancy caused on the Board by an elected Director not completing their term will be filled by a majority vote of the remaining Directors. A Director appointed to fill a vacancy on the Board will serve the unexpired term of their predecessor. The Board, in its sole and absolute discretion, may elect to operate with the vacancy until the next regular election.

#### **Section 3.08 Voting Procedure to Elect Directors.**

The election of Directors will be conducted at the AGM or a Special Meeting called for that purpose. At the election, the Members shall vote, with respect to each open position, as many votes as they are entitled to vote in person, by absentee ballot, or by proxy. Voting for Directors must be by written and signed ballots. The voting shall comply with Section 2.08 herein.

In the event of an open position and no qualified candidates at the time of the election, the Board shall appoint a Director to the position for the unexpired term. At any election where there are an equal number of nominees as there are positions to be filled, the Board may determine that election by ballot or vote is not required and may declare that the nominees are elected by unanimous consent or acclamation.

Those candidate(s) receiving the greatest number of votes will be elected to fill such position(s), regardless of the number of votes cast. In the case of a tie, the candidates receiving the same number of votes will draw straws to determine who will be elected. The candidate drawing the short straw will be elected to office.

### **Section 3.09 Recount of Votes.**

Recounts shall comply with the terms of the TPC §209.0057 (see Section 2.08 herein).

### **Section 3.10 Regular Meetings of Directors.**

Meetings of the Board may be held at such time and date as determined and considered necessary and appropriate by a majority of the Directors. Notice of each Regular Meeting must be given to all Members as required by statute. Meetings of the Association shall be held at a place designated by the Board and as convenient to the Members as possible and practical.

### **Section 3.11 Special Meetings of Directors.**

Special Meetings of the Board may be held when called by the President or by a majority of the Board. The notice must specify the time and place of the meeting and the nature of any special business to be considered. The notice may be given to each Director by any of the following methods: (i) personal delivery; (ii) written notice by first class mail, postage prepaid; (iii) electronically; or (iv) telephone communication. Notices shall be given at least five (5) days before the time set for the meeting, unless otherwise waived by the Director.

### **Section 3.12 Meetings of Directors by Remote Communications Technology.**

In accordance with TBOC §22.002, a Board meeting may be held by a remote electronic communications system, including video-conferencing technology or the internet, as long as: (i) each Director consents to the meeting being held by means of that system; and (ii) the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other.

Except for any portion of the meeting conducted in Executive Session, all Members in attendance at the meeting may hear all Directors; Members are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director; and the notice of the meeting includes instructions for Members to access that communication method.

Participation in such a meeting constitutes presence, except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Provided that, without prior notice to the Members, the Board may take action only on routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next Board Meeting. Further, the Board may not take action without proper notice to the Members on any matter prohibited by law to be taken without prior notice to the Members.

### **Section 3.13 Notice of Board Meetings.**

The Board of Directors must give notice to Members of the time and place, and general subject(s) of a Regular or Special Board Meeting, including a general description of any matter to be brought up for deliberation in Executive Session, and instructions for Members to access any communication method utilized for the Board Meeting. The notice shall be:

- a. mailed to Members at least ten (10) days before and not earlier than sixty (60) days before the date of the meeting; or
- b. provided at least one hundred forty-four (144) hours before the meeting by being:
  - i. posted in a conspicuous location, either in a Common Area or on the Association's website;

- and,
- ii. e-mailed to all Members who have registered their email addresses with the Association. It is a Member's duty to keep an updated e-mail address registered with the Association.

Referenced in Section 2.04 herein, the Association may use an alternative method to properly notify a Member if that Member has affirmatively opted to allow the Association to use the 'Alternative Method of Providing Notice' as referenced in the TPC §209.0042. Members are responsible for providing current contact information to the Association for the sake of notification.

#### **Section 3.14 Waiver of Notice of Meetings of Directors.**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, will be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### **Section 3.15 Quorum of Board of Directors.**

At all meetings of the Board, a majority of the Directors constitutes a quorum for the transaction of business, and the votes of the majority of the Directors present at a meeting at which a quorum is present constitutes the decision of the Board. If, at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting to a subsequent time and place. At the reconvened meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice,

#### **Section 3.16 Compensation of Directors.**

No Director shall receive any compensation from the Association for acting as such provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

#### **Section 3.17 Conduct of Meetings of Directors.**

The President, or a Director designated by the President, will preside over the meetings of the Board. The Board shall keep a record of each Regular or Special Board Meeting in the form of written minutes of the meeting, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

The Board shall make meeting records (with the exception of specific proceedings and transactions occurring in closed Executive Session as referenced in Section 3.19 herein), available to a Member upon written request to the Association under the terms of TPC §209.005 "Association Records".

#### **Section 3.18 Open Meetings of Directors.**

Under the terms of TPC §209.0051, "Open Board Meetings", the meetings of the Board, with some exceptions provided herein, must be open to all Members or their pre-authorized personal representative. (as defined in TPC §209.005: a person designated in writing signed by the Member as the Member's agent, attorney or CPA). The attendance of any non-Members must be authorized by a majority of a quorum of the Directors during the introduction of the meeting. The Board has the authority to cause any non-Member to be removed from the meeting.

Audio recording, photography or video devices being used in the meeting must be disclosed prior to the meeting start, subject to approval by a majority of a quorum of the Directors. The Board further reserves

the right to record the meeting after disclosing such a recording to the attendees.

At all Meetings of the Board, expectations are that attendees conduct themselves in a businesslike manner so the Board can complete the work of the Association (i.e. administration of the Association to maintain and improve property values.) Attendees, other than Directors, may not participate in any discussion or deliberation unless expressly authorized by a majority of a quorum of the Board. Provided that, if a Member unreasonably disrupts a meeting of the Board or repeatedly interrupts the discussion between Directors, the Board has the authority, after an initial warning, to cause that Member to be removed from the meeting.

If the Board recesses a Regular or Special Board Meeting to continue the following regular business day, the Board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section.

### **Section 3.19 Executive Session of Directors.**

In compliance with TPC §209.0051, the Board may adjourn an Open Meeting and reconvene in a closed Executive Session to consider actions involving:

- a. personnel;
- b. pending or threatened litigation;
- c. contract negotiations;
- d. enforcement actions;
- e. confidential communications with the Association's attorney;
- f. matters involving the invasion of privacy of individual Members; or
- g. matters that are to remain confidential by request of the affected parties and agreement of the Board.

Following an Executive Session, any decision made must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual Members, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in Executive Session.

### **Section 3.20 Action by Directors Without a Formal Meeting.**

A Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if each Director is given a reasonable opportunity to express their opinion to all other Directors and to vote.

Any action taken without notice to Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next Regular or Special Board Meeting.

The Board may not, unless done in an Open Meeting for which prior notice was given to Members, consider or vote on:

- a. fines;
- b. damage assessments;
- c. initiation of foreclosure actions;
- d. initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- e. increases in assessments;
- f. levying of special assessments;
- g. appeals from a denial of Architectural Control Committee approval;
- h. a suspension of a right of a particular Member before the Member has an opportunity to attend a Board Meeting to present the Member's position, including any defense, on the issue;

- i. lending or borrowing money;
- j. the adoption or amendment of a dedicatory instrument;
- k. the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent (10%);
- l. the sale or purchase of real property;
- m. the filling of a vacancy on the Board;
- n. the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- o. the election of an Officer.

### **Section 3.21 Powers of the Board of Directors.**

The Board of Directors is responsible for the affairs of the Association and has all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Articles, Declarations, or these Bylaws directed to be done and exercised exclusively by the Members.

In addition to the duties imposed by these Bylaws or by any resolution of the Association which may hereafter be adopted, the Board of Directors has the power to, and is responsible for the following (by way of explanation, but not limitation):

#### **a. Governance:**

- i. Carrying on the administration of the Association and doing those things necessary and/or desirable to carry out the governance and operations of the Association;
- ii. Administering the affairs and attaining the purposes of the Association;
- iii. Making, amending, and enforcing rules and regulations for the Association;
- iv. Exercising all powers and duties of the Board of Directors referred to in these Bylaws;
- v. Adopting policies and procedures deemed necessary and appropriate for the administration of the Association and the conduct of the Directors, Officers, Employees (if any), and persons serving on behalf of the Association in volunteer capacities;
- vi. Enforcing, by legal means if necessary, the provisions of the Articles, the Declarations, these Bylaws, and the Rules and Regulations adopted by the Association;
- vii. Electing and removing the Officers of the Association as hereinafter provided;
- viii. Appointing "**Committees**" of the Board and delegating to such Committees the Board's authority to carry out certain duties of the Board;

#### **b. Administration/ Maintenance/ Operations:**

- i. Entering into contracts and agreements relating to maintenance, management, and operational services as the Board may deem advisable;
- ii. Providing for the operation, care, usage, upkeep, replacement and maintenance of all of the Common Area, including the Recreational Easement;
- iii. Making, or contracting for the making of, repairs, additions, and improvements to, or alterations of, the common area in accordance with the other provisions of the Declarations and these Bylaws, after damage or destruction by fire or other casualty;
- iv. Providing for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and engaging or contracting for the services of others and to delegate any such powers necessary for the maintenance, operation, repair, improvement and replacement of the Association's property, and the Common Area as appropriate to a managing agent (and any such employees or other personnel who may be the employees of a managing agent);
- v. Obtaining and carrying all insurance coverage as may be deemed advisable by the Board of Directors;

**c. Financial:**

- i. Preparing and adopting an annual budget, which will be the basis of each Member's annual assessment charge;
- ii. Increasing or decreasing from year-to-year the maintenance fees and assessments described in the Declaration;
- iii. Levying annual and special assessment charges, establishing the means and methods of collecting such charges, and establishing the period of the installment payments, if any, of assessments and charges. Unless otherwise determined by the Board of Directors, the annual assessment charge will be collected annually in advance;
- iv. Collecting all assessments and charges, depositing the proceeds in a bank depository, which it approves, and using the proceeds to administer the Association;
- v. Paying the cost of all services rendered to the Association or its Members and not directly chargeable to Members;
- vi. Keeping books with detailed accounts of receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. All books and records must be kept in accordance with generally accepted accounting practices and be available for review by Members as required by Texas Law;
- vii. Opening and closing bank accounts on behalf of the Association and designating the signatories required;
- viii. Determining the fiscal year of the Association and changing the fiscal year as the Board deems advisable;
- ix. Accepting no remuneration from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any financial or other interest which the management agent or manager may have in any firm providing services to the Association must be disclosed promptly to the Board of Directors;

**Section 3.22 Management Agent.**

The Board may employ for the Association a professional Management Agent, or similar, at a compensation rate established by the Board, to perform such duties and services as the Board may authorize. The Managing Agent shall be accountable to all Directors, but the President, or their delegate, has the authority to act on behalf of the Board on all matters relating to the duties and conduct of any Managing Agent in between meetings of the Board.

The Managing Agent will be participatory, consensus oriented, accountable, transparent, responsive, effective, equitable, inclusive, and follow the laws of the State of Texas, and governing documents of the Association. The duties of the Managing Agent may include (by way of explanation, but not limitation):

**a. Governance:**

- i. Serving as the primary interface to the Association for the Members; maintaining accessibility and open communication with the Board and Members;
- ii. Ensuring the compliance of the Association with current law, particularly if it differs from any dedicatory instruments, the Declarations, Articles, Resolutions, Policies, Guidance Documents of the Association, etc., (the "**Governing Documents**");
- iii. Notifying the Board of any deficits in the Governing Documents due to changes in the law;
- iv. Maintaining the books and records for the Association in compliance with the Records Retention Policies approved by the Board; responding to Records Production Requests as required by TPC;
- v. Informing, in a timely manner, the President of the Board, or other Officer, of matters of immediate importance to the Association;
- vi. Performing all other duties as required to support the Association.

**b. Administration/ Maintenance/ Operations:**

- i. Keeping a **“Communications”** or similar log, accessible by the Board, which documents communications with Members and other persons related to the administration of Association matters, including the date, form, and subject of the communication;
- ii. Keeping an up-to-date **“Membership Directory”**, accessible by the Board, readily accessible as a voting registry. The Directory shall contain Lot Owners’ names, contact information such as phone(s), email(s), alternate addresses, etc.;
- iii. Actively soliciting contact information following property closings), assisting in setting up website access; obtaining Alternative Form of Communication authorizations;
- iv. Maintaining the Association website (either personally or by third party as determined by the Board); verifying the correctness of website information;
- v. Supporting and attending all Board, Executive, and Member Meetings of the Association (as required by the Board of Directors); complying with TPC meeting notification requirements, preparing and distributing proper agendas, providing requested meeting documents, obtaining attendance records, recording, preparing, and gaining approval of the minutes of the meeting;
- vi. Performing monthly drive-through inspections with the VP Deed Restrictions or other appointed Officer of the Board; advising the Board of any violations that have not been deemed significant enough by any accompanying Officer of the Board (to eliminate arbitrary enforcement of violations);
- vii. Notifying Members of violations, timely progression of the notification process for ongoing violations, and advising the Board when notifications have progressed to the point that a TPC 209 letter and hearing is required, including a Board vote on the potential imposition of fines;
- viii. Keeping a **“Deed Restrictions”** or similar log, accessible to the Board, which reflects observed violations, the dates and types of notifications, and the safeguarding of copies of all written correspondence made available upon request by the Board;
- ix. Ensuring any ACC Applications for Property Improvements include all requirements needed for consideration by the ACC; submitting completed applications to the Chairperson of the ACC; and serving as a notification liaison between the ACC and the Members;
- x. Keeping an **“ACC”** or similar log, accessible by the Board, that reflects submittal and status of ACC Applications; ensuring ACC compliance with deadlines for response; and providing annual review and notifications to support VP-ACC and chairperson in closing out applications.
- xi. Ensuring appropriate documents are filed with the County as required by statute, including any variances to real property issued by the Board or ACC;
- xii. Maintaining Horse Arena records, billings, collections and Horse Arena Membership records as requested; obtaining applications and waivers; interfacing with eligible Horse Arena Members; cooperating with the Horse Arena Committee Chair and advising the Board of any issues pertaining to the Horse Arena.

**c. Financial:**

- i. Providing the administrative support required for the financial operation(s) of the Association; including the maintenance of bank accounts, paying expenses and premiums, collecting assessments and other charges, and providing all financial records and reports as required by the Directors, Members, Bankers or CPAs;
- ii. Ensuring that two (2) or more persons be responsible for handling cash, or its equivalent, in order to maintain adequate financial control procedures; and the cash accounts of the Association not be commingled with any other accounts;
- iii. Ensuring the issuance of an annual tax return, review by CPA;
- iv. Presenting options to the Board for annual insurance renewal(s), processing application(s), obtaining certifications, and paying all premiums necessary to maintain insurance coverage in accordance with recommended practices;

- v. Maintaining a “**Delinquency Report**”, accessible by the Board upon request, listing all Members who have been delinquent during the preceding three (3) month period in paying their Association invoices (who remain delinquent at the time of the report) and describing the status of any action(s) to collect such charges;
- vi. Conducting vendor investigations or negotiations as needed;
- vii. Accepting no remuneration from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any financial or other interest which the management agent or manager may have in any firm providing services to the Association must be disclosed promptly to the Board of Directors;
- viii. Providing, upon request, information to Members, mortgagees and prospective purchasers of Lots concerning, by way of example and not in limitation, the status of the Association, the status of payment of annual assessments and related charges on a Lot, and the status of compliance with the provisions of the Declarations, and charging a reasonable fee sufficient to cover the expense associated with providing such; and
- ix. Charging a reasonable fee sufficient to cover the expense associated with changing the records of the Association upon the transfer of title to a Lot or filing other Dedicatory instruments.

## **ARTICLE IV. OFFICERS**

### **Section 4.01 Officers.**

The Officers of the Association, as set out below, must be Directors serving on the Board. Each Director shall be responsible for accepting and executing the Officer role to which they are elected by the Board, subject to change by a majority vote of all Directors.

- a. **President:** Responsible for presiding over all meetings of the Board and of the Members, unless designating another Officer in their stead, and serves as the Chief Executive Officer of the Association;
- b. **Secretary:** Responsible for overseeing the Governing Documents, records (electronic and otherwise), website and website security; ensuring compliance with the Records Retention Policy; maintaining original signed and executed documents and confirming they are posted appropriately; overseeing the adequate completion of any document requests; complying with approved processes; and performing other duties incidental to the administration and operations of the Association;
- c. **Treasurer:** Responsible for the preparation of the annual budget and tracking variances; overseeing financial records, books of accounts, and the manner in which such records and books are kept and reported; and ensuring compliance with annual review, insurance renewals, tax filings, and signatories on accounts. With approval of the Board, any part of the duties of the Treasurer can be delegated to a Finance Committee, should one be established, or a Management Agent.
- d. **Vice President: Architectural Control Committee (VP- ACC):** Serves as a consultant to the ACC; responsible for ensuring appropriate ACC membership; gaining approval by the Board of each member of the ACC; the effective functioning of the ACC; and maintaining the standards and procedures for the ACC; and
- e. **Vice President: Deed Restrictions (VP- DR):** Responsible for monitoring and enforcing the standards set by the Governing Documents of the Association; proactively ensuring follow-up regarding communication with residents in violation; and bringing specific concerns to the Board.

### **Section 4.02 Election, Term, and Vacancies of Officers.**

The Officers of the Association will be elected annually from within and by the Board of Directors for a



term of approximately one (1) year. At the first Open Meeting of the Board held after the AGM, the Election of Officers is the first item of business. This meeting constitutes the start and end dates for Officer terms.

A Director who is elected during the AGM becomes Director-elect and is without portfolios or responsibilities until the Election of Officers. Directors who are vacating their positions will do so after the Election of Officers. Outgoing Directors are expected to perform their duties up to this time and to be prepared with relevant information and guidance to support a meaningful handover.

A vacancy in any office arising because of death, resignation, removal, or otherwise, may be filled by the Board for the unexpired portion of the term. The Board shall agree, by majority vote, to appoint a replacement to fill the vacancy. In this event, the handover will be conducted at the next meeting of the Board, as timing and circumstances allow.

#### **Section 4.03 Removal of Officers.**

Any officer may be removed by a majority vote of the Board, whenever, in the Board's judgment, the best interests of the Association will be served thereby.

#### **Section 4.04 Powers and Duties.**

The Officers of the Association each have such powers and duties as generally pertain to their respective offices and may, from time-to-time, have powers and duties conferred upon, imposed, or limited by the Board.

#### **Section 4.05 Resignation of Officers.**

Any officer may resign at any time by giving notice to the Board of Directors. Such resignation will be effective on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

#### **Section 4.06 Execution of Agreements, Contracts, Deeds, Leases, etc.**

All Board-approved agreements, contracts, deeds, leases, and other instruments of the Association must be executed by at least one (1) Officer or by such other person or persons as may be designated by resolution of the Board of Directors.

#### **Section 4.07 Authority to Sign Checks.**

The Board of Directors has determined that delegating spending authority to specific officers is necessary and convenient for the day-to-day operations of the Association. The President, Treasurer and Secretary of the Association are delegated the authority to expend up to \$450.00 per purchase for goods and services for the repair, replacement or maintenance of the real property, including easements for which the Association has responsibilities, and the assets of the Association without further approval from the Board; provided that such expenditures are contained within the annual budget or revised annual budget of the Association and that such expenditures do not cause the budgeted amount to be exceeded.

Otherwise, all checks must be signed by at least two (2) Directors or by such other person or persons as to be designated by the Board of Directors.

#### **Section 4.08 Compensation of Officers.**

No Officer may receive any compensation from the Association for acting in such capacity. However, Officers may be reimbursed for out-of-pocket expenses incurred in Association business and pre-approved by the Board, as well as serve the Association in any other capacity and receive compensation as agreed to by a majority vote of the Members at a Regular or Special Meeting of the Members.

## ARTICLE V. COMMITTEES

### Section 5.01 Committee Formation

Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Committees will perform such duties and have such powers as may be provided in the resolution creating same. Each Committee must be composed of and operate in accordance with the terms of the resolution of the Board of Directors designating the Committee or with rules/ protocols approved by the Board of Directors.

Each Committee Chair must be approved by a majority vote of a quorum of the Board and must be Members. Only Board-approved Committee Chairs may represent the Association. Ad hoc members may be added to Committees but may only represent the Association by a resolution of the Board to do so for a specific duration.

All committees of the Board will be vested with advisory powers only and are not authorized to act on behalf of the Board, unless otherwise specifically authorized by the Board or the Association's governing documents.

### Section 5.02 Architectural Control Committee (ACC)

The ACC is a standing committee provided for in the Declarations §4.02, and consists of three (3) Members and up to two (2) alternate Members approved by the Board. The VP ACC serves as the consultant to the ACC and operates under protocols approved by the Board. In accordance with the TPC, a person may not be appointed or elected to serve on the ACC if the person is (i) a current Board member, (ii) the spouse of a current Board member, or (iii) a person residing in the same household as a current Board member.

### Section 5.03 Horse Arena Members Committee

The Horse Arena (“HA”) is, by motion duly approved on November 1, 2008, an asset of the Association. The HA Members Committee has been authorized by resolution of the Board, with a Chair approved by the Board that shall act as a liaison and report to the Board. The Chair shall further be responsible for making maintenance recommendations to the Board pertaining to the Horse Arena; complying with and updating, as needed, the “Horse Arena Policy of Red Oak Ranch” and gaining approval from the Board of such policy changes.

### Section 5.04 Drainage Committee

The subdivision is not governed by nor pays assessments to a Municipal Utility District (“MUD”). A Drainage Committee has been created to advise the Board in matters related to maintaining a functioning system to drain surface water.

The **Resolution For Drainage System Maintenance**, duly approved in 2006, details the division of responsibility between the county, individual property owners and the Association. It provides that the Association will monitor the maintenance of detention areas located on Lots and work cooperatively with Members regarding such maintenance. In regard to maintenance of the approved drainage system feeder ditches (not maintained by the County), the Association has assumed the mowing of the ditches and will assume, when and as needed, the regrading and repair of the approved ditches, using funds collected by the Association.

### Section 5.05: Welcome Committee

The Board has approved a Welcome Committee to prepare and deliver gifts and Association information to new Members of Red Oak Ranch as appropriated in the annual budget.

## ARTICLE VI. MISCELLANEOUS

### Section 6.01 Fiscal Year.

The fiscal year of the Association begins on September 1st of each year and ends on the last day of August of the subsequent year.

### Section 6.02 Parliamentary Rules.

Robert's Rules of Order (current edition) governs the conduct of Association proceedings when not in conflict with Texas law, or the Governing Documents of the Association.

### Section 6.03 Conflicts and Conduct.

If there are conflicts or inconsistencies among the provisions of the laws of Texas and the governing documents of the Association, the following hierarchy shall prevail: 1) applicable law; 2) Articles; 3) Declarations; 4) Bylaws; and 5) any other approved policies, resolutions, rules, regulations, and governing documents adopted by the Association.

Regarding conduct of Members, Directors, Managers, Residents and Vendors, all. Harassment is defined under Texas law as a "communication that is designed to harass, annoy, alarm, abuse, torment, or embarrass another person". Persons conducting harassment campaigns are subject to State Law and may be subject to the Association's "**Code of Conduct Policy**".

### Section 6.04 Books and Records.

Books and records of the Association must be retained by the Association in accordance with the Association's "**Records Retention Policy**" and TPC §209.005. Each Member or Member's designated representative has a right to either inspect the requested books and records before obtaining copies or to have the hard copies of the requested books and records in accordance with the Association's recorded "**Document Production Policy**". Provided that, this provision does not require the Association to release or allow inspection of books and records that are not required by law to be released or inspected. All copying costs will be at the Member's expense.

As of the time of this writing, under the Texas Business and Commerce Code, a non-profit organization receiving no government funding is only required to give financial or accounting records 'as they relate to a particular matter' and is 'not subject to the provisions of the Texas Open Records Act'.

Every Director has the absolute right at any reasonable time to inspect all books, records, and documents of the Association. The right of inspection by a Director includes the right to make copies of documents at the reasonable expense of the Association; the Association is not obligated to bear the expense of providing more than one (1) copy of any document to a Director.

### Section 6.05 Annual Accounting Review.

In accordance with the Declarations §8.06, an unaudited review of the accounts of the Association must be performed annually by a qualified, independent party and made available to Members upon request and payment of reasonable copying costs. Each review must be in accordance with generally accepted standards to obtain reasonable assurance that the Association's financial statements are free of material misstatement, to assess accounting principles used, and to evaluate the overall financial statement presentation. A more comprehensive audit may be performed in any given year as deemed necessary or appropriate by the Board.

**Section 6.06: School-Sponsored Animal Husbandry.**

The Declarations allow for certain animals which are normally prohibited, provided that they are being kept temporarily in accordance with a verifiable school sponsored 4-H or FFA program and do not become a nuisance. The Board has approved a **4-H / FFA School Sponsored Program Project Notification Form**, which outlines details and duration of the project, to be sent to the Managing Agent prior to the animals being brought to the property. This allows confirmation of the legitimacy of the project, and answers any questions that may arise from the community with respect to the animals. Any violations shall be reported and subject to fines.

**Section 6.07 Amendment.**

These Bylaws may be amended at a Regular or Special Meeting of the Board by a vote of the majority of a quorum of the Board Members present in person; and the provisions of these Bylaws which are covered by the Articles may not be amended except as provided in the Articles or applicable law.

**Section 6.08 Tax Exempt Status.**

The Association receives tax exempt status under Internal Revenue Service Code 528 (IRC 528)— the Association has not sought or received a 501(c)(3), 501(c)(4) or 501(c)(7) designation.

**Section 6.09 Governing Documents.**

In accordance with TPC §207.006(b), effective September 1, 2021, the current version of Association's dedicatory instruments filed in the real property records of Montgomery County shall be made available on an internet website.

As of this drafting, the governing documents of the Association include, but may not be limited to, the following:

- a. **Prevailing Laws, including**
  - i. **Texas Property Code**, as amended by the State Legislature from time to time;
  - ii. **Texas Business Organizations Code**, as amended from time to time;
- b. **Articles of Incorporation for Red Oak Ranch Property Owners' Association** (filed with the Secretary of State of Texas, filing number 146754501 on November 14, 1997) which, among other things, establishes the Association; provides for its perpetual duration; sets out its purposes, powers, and membership; empowers the Board of Directors; allows for the adoption and amendment of Bylaws; and limits the liability of Directors, Officers, and Committee Members;
- c. **RED OAK RANCH SECTION ONE PLAT**, recorded under File No. 9720706 in Cabinet I, Sheet 201 of the Map Records of Montgomery County, Texas.
- d. **STATEMENT OF ANNEXATION OF PROPERTIES INTO RED OAK RANCH, SECTION ONE**, described by metes and bounds in Exhibits A-Y and recorded under Clerk's File No. 9735087 on June 11, 1997, of the Real Property Records of Montgomery County, Texas.
- e. **RED OAK RANCH SECTION TWO PLAT**, recorded under File No. 9933022 in Cabinet J, Sheet 57 of the Map Records of Montgomery County, Texas.
- f. **Declarations**, which, among other things, establishes and authorizes use restrictions, prohibitions, and enforcement; the Architectural Control Committee (ACC); maintenance charges and other assessments; liens and personal obligations; duties and powers of the Association; and further require that any amendments to the Declarations be approved by 2/3rds of the Members of the Association;

- i. **FIRST AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RED OAK RANCH, SECTION ONE**, recorded under Clerk's File No. 9735086 on June 11, 1997, of the Real Property Records of Montgomery County, Texas.
  - ii. **DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR RED OAK RANCH, SECTION TWO**, recorded under Clerk's File No. 9735088 on June 11, 1997, of the Real Property Records of Montgomery County, Texas.
- g. **Bylaws**, as established in this document; which may be altered, amended, or rescinded by a vote of the Board of Directors (as authorized by the Articles, Article VI); and sets out governance and operation of the subdivision, provided it is not in conflict with the aforementioned documents.
  - h. **Management Certificates** (as required by TPC §209.004);
  - i. **Collection Policy** filed April 7, 2021;
  - j. **Code of Conduct for Directors, Committee Members, Managing Agents** filed September 24, 2021;
  - k. **Animal Husbandry: 4H Project Application Form** filed February 18, 2016;
  - l. **Horse Arena Policy** filed September 24, 2021;
  - m. **Horse Arena Release of Liability and Assumption of Risk** filed July 28, 2021;
  - n. **Payment Plan Policy** (as required by the TPC §209.0062) filed July 28, 2017;
  - o. **Property Owners' Guide for Property Improvement Projects** filed December 9, 2020;
  - p. **Property Owners' Guide for Lot Use and Maintenance** filed May 30, 2013;
  - q. **Records Retention Policy** (as required by TPC §209.005) filed December 21, 2011;
  - r. **Records Production Policy** (as required by the TPC §209.005) filed December 21, 2011;
  - s. **Resolution for Adopting Fine Schedule** filed August 2, 2011;
  - t. **Resolution for Adopting a Composite Building Site Application** filed September 20, 2013;
  - o. **Resolution for Drainage System Maintenance**: adopted 2006, filed December 21, 2011; and
  - p. **Additional Documents and Clarifications** (date last updated, not filed with the County):
    - i. **Recreational Easement** (March, 2018);
    - ii. **Dog Complaints: Nuisance, Lack of Restraint, Threats and Attacks** (June, 2017);
    - iii. **Authorization for Alternative Method of Notice** (2017);
    - iv. **Red Oak Ranch Emergency Plan/ Community Emergency Response Team** (2018);
    - v. **Red Oak Ranch Emergency Information** (2018).

[ Signature Page Follows ]

**CERTIFICATION**

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that, at a Regular Meeting of the Board of Directors of the Association duly called and held on the **7th day of February, 2022**, the foregoing "**Amended and Restated Bylaws of Red Oak Ranch Property Owners' Association**" was approved by not less than a majority of the Board and now appears in the books and records of the Association, to be effective upon recording in the Official Public Records of Montgomery County, Texas.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the date shown below.

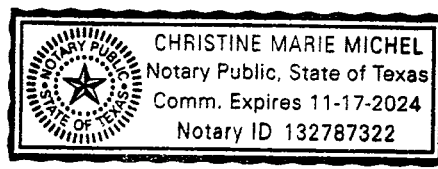
**RED OAK RANCH PROPERTY OWNERS' ASSOCIATION**

Date: 2/9/2022

By: *Maryann Fox*

Printed Name: Maryann Fox

Secretary of the Association



THE STATE OF TEXAS      §  
   §  
COUNTY OF MONTGOMERY   §

BEFORE ME, the undersigned notary public, on this 9 day of February, 2022 personally appeared Maryann Fox, Secretary of Red Oak Ranch Property Owners' Association known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purpose and in the capacity therein expressed.

*Christine Michel*  
Notary Public - State of Texas

**E-FILED FOR RECORD**

**02/10/2022 11:30AM**



COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,  
COUNTY OF MONTGOMERY

I hereby certify that this instrument was e-filed in the file number sequence on the date and time stamped herein by me and was duly e-RECORDED in the Official Public Records of Montgomery County, Texas.

**02/10/2022**



County Clerk  
Montgomery County, Texas