

**BY-LAWS  
OF  
WILLIAMSBURG 1 HOMEOWNERS ASSOCIATION,  
an unincorporated non-profit association**

**ARTICLE I  
NAME AND LOCATION**

The name of the Association is WILLIAMSBURG 1 HOMEOWNERS ASSOCIATION, an unincorporated non-profit association, hereinafter referred to as the "Association." The principal office of the Association shall be located at 2308 Knickerbocker, Nederland, Texas 77627, but meetings of members and directors may be held at such places within the State of Texas, County of Jefferson, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Association" shall mean and refer to WILLIAMSBURG 1 HOMEOWNERS ASSOCIATION, an unincorporated non-profit association, its successor and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Dedication of Williamsburg Park Section One, Nederland, Texas as of record at Jefferson County Clerk No. 1084711 as amended of record under Jefferson County Clerk No. 1089460.

Section 3. "Declaration" shall mean Declaration of Covenants, Conditions and Restrictions as are of record under County Clerk's File No. 1084710 in the Real Property Records of Jefferson County, Texas.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III  
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the effective date of the establishment of the Association, and each

subsequent regular annual meeting of the members shall be held on the same day of the same month of each thereafter, at the hour of 5:00 p.m. If the day for the annual meeting of the members is Saturday, Sunday or a legal holiday, the meeting will be held at the same hour on the first day following which is not a Saturday, Sunday or a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of a majority of the members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (10th) of the votes of all of the members shall constitute a quorum for any action except as otherwise provided in Articles of Formation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors composed of Three (3) persons, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years. Annually thereafter, the members shall elect one director for the term of three years for a successive term in accordance with the foregoing pattern to the end that the terms of service will be in staggered order.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.     Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5.     Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval by a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1.     Nomination. Nomination for election to the Board of Directors shall be made by any Member in good standing.

Section 2.     Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3.     Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act of decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.     Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2.     Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and Association affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
  - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; or
  - (2) File an assessment lien as permitted by the Texas Property Code with respect to unpaid assessment amounts; or
  - (3) Seek foreclosure sale relief as to any lien rights held by the Association with respect to unpaid assessment amounts including any rights of redemption permitted by the Texas Property Code; or
  - (4) Bring an action at law against the owner personally obligated to pay the full assessed amount; or
  - (5) Enforce by legal means the restrictions of the Covenants imposed by Article VII, Section 8 thereof with respect to the parking and storage of boats or trailers on any part of the Common Area, either permanently or temporarily.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area to be maintained; and
- (h) Procure the insurance coverages specified in Article IV, Section 11 of the Declaration of Covenants.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumerations of Officers. The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary, and treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Elections of Officers. The elections of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such persons as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in this case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

### PRESIDENT

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all

leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The books, records and papers of the Association shall at all times, during reasonable business hours be maintained at the principal office of the Association.

#### VICE-PRESIDENT

- (b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, shall exercise and discharge such other duties as may be required of him/her by the Board.

#### SECRETARY

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### TREASURER

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

#### ARTICLE VIII COMMITTEES

The Association shall appoint an Architectural Control committee, as provided in the Declaration, and a Nominating Committee, as provided by these By-Laws. In addition, the Board of Directors shall appoint other Committees as deemed appropriate in carrying out its purpose.

#### ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Formation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X  
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) per annum and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape the liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XI  
AMENDMENTS


Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present in person or by proxy.

Section 2. In the case of the any conflict between the Articles of Formation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII  
MISCELLANEOUS

The fiscal year of the Association shall commence on January 1 and end on December 31 of each year of the existence of the Association.

IN WITNESS WHEREOF, we, being all of the elected and acting directors of the WILLIAMSBURG 1 HOMEOWNERS ASSOCIATION, an unincorporated non-profit association, have hereunto set our hands to these By-Laws this the 29 day of October, 2015.

  
Trent Ryan, Director

  
Jennifer Rich, Director

  
Roberto "Bob" Mayor, Director