

**BY-LAWS of
SMITH RANCH PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME and LOCATION**

The name of the Corporation is Smith Ranch Property Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the Corporation shall be located at **the Smith Ranch Property of the President of the Association, (amended 06-03-2017)** but meetings of Members and Directors may be held at such places within the State of Texas, County of Lampasas, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

- Section 1. "Association"**
shall mean and refer to Smith Ranch Property Owners Association, Inc., its successors and assigns.
- Section 2. "Properties"**
shall mean and refer to that certain real property known as Smith Ranch being 8,190.2 Acres described in a deed from Mary E. Smith et al to Ben Tamney recorded in Vol. 175, page 195-300, Deed of Records of Lampasas County, Texas.
- Section 3. "Common Area"**
shall mean all real property, for the common use and enjoyment of the Owners.
- Section 4. "Lot"**
shall mean and refer to any lot or tract in Smith Ranch as described in Section 2 above.
- Section 5. "Owner"**
shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple or equitable title to any lot which is a part of the Properties within that certain tract of land conveyed by Mary E. Smith et al to Ben Tamney recorded in Vol. 175, page 195-300, Deed of Records of Lampasas County, Texas, but excluding those having such interest merely as security for the performance of an obligation. Where more than one person is the owner of a tract, they shall all be considered as one Member for purposes of voting and payment of dues. Regardless of the number of tracts owned by a single person or persons, his or their membership shall be limited to one and they shall receive only one vote without regard to number of tracts owned.
- Section 6. "Public Posting" (amended 06-04-2016)**
shall mean to post on any electronic or physical location available to Members. This includes any web site, social media account, email account or physical facility that may be inspected by Members and that is used or accepted by the Board of Directors or Officers for informational purposes.

ARTICLE III
MEMBERSHIP MEETINGS, QUORUM, PROXIES

Section 1. Annual Meetings

The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the

fourth Saturday of April **(amended 06-03-2017)**

of each year thereafter, at the hour of 2:00 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first Saturday following which is not 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 five of the Members who are entitled to vote.

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 seven votes (with a husband and wife counting only one vote for this purpose) shall constitute a quorum for any action. 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. For purposes of establishing a quorum only, persons represented by proxy shall not be counted.

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.

Section 6. Record of Meetings

Minutes of meetings of the Members shall be prepared within seven (7) days by the Secretary and submitted to the Board for review and acceptance. The minutes of meetings of the Members shall be reviewed by the Board and be made available to the Members by Public Posting not more than ten (10) days after each meeting of the Members. **(amended 06-04-2016)**

ARTICLE IV
BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number

The affairs of this Association shall be managed by a Board of seven (7) Directors, who shall be Members of the Association.

Section 2. Terms of Office

At the first annual meeting the Members shall elect one (1) Director, for a term of one (1) year, three (3) Directors for a term of two (2) years and three (3) Directors for a term of three (3) years, and at each annual meeting thereafter the members shall elect replacement successor directors for a term of three (3) years. There shall be no limitation on the number of terms served by any Director.

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 actual expenses incurred in the performance of his duties.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination

Nomination for election to the Board of Directors shall be made by the Membership from the floor at the annual meeting.

Section 2. Election

Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy one vote. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held upon notice, at such place and hour as may be fixed from time to time by resolution of the Board.

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.

Section 4. Meeting of the Board of Directors. (amended 06-04-2016)

Defined as a deliberation between a quorum of the Board, or between a quorum of the Board and another person, during which Association business is considered and the Board takes formal action. This includes electronic or telephonic deliberation and consideration.

Section 5. Notice of Meetings. (amended 06-04-2016)

Notice of meetings (regular or special) of the Board shall be made to the Members by method of public posting not less than seven (7) days prior to such scheduled meeting. This notice shall state the date, time and location of the meeting and shall include a tentative agenda for the meeting.

Section 6. Record of Meetings (amended 06-04-2016)

Minutes of meetings of the Board shall be prepared within seven (7) days by the Secretary and submitted to the Board for review and acceptance. The minutes of meetings of the Board shall be reviewed by the Board and be made available to the Members by public posting not more than ten (10) days after each meeting of the Board.

Section 7. Emergency Meetings (amended 06-04-2016)

Meetings of the Board to consider emergency items that require immediate consideration are exempt from Section 5 of this Article.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers

The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of any Association property and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, in the event any Association property shall be acquired.
- (b) 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 Articles of Incorporation.
- (c) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent without reasonable cause, from two (2) consecutive regular meetings of the Board of Directors.

- (d) 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 corporate 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 seven (7) 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) Fix the amount of the annual dues.
- (d) Send written notice of dues owed.
- (e) Designate two (2) Directors at large as authorized signatures on checks, in the absence of the Secretary.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices

The Officers of this Association shall be a President and Vice-President, who shall at all times be Members of the Board of Directors, a Secretary, and a Treasurer, and such Officers as the Board may from time to time by resolution create. The office of Secretary and Treasurer shall not be held by the same party.

Section 2. Election of Officers

The election 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 shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments

The Board may elect such other Officers 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 by 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 replaces.

Section 7 Multiple Offices

The offices of Secretary and Treasurer may not be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties

The duties of the officers are as follows:

(a) **President**

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 unless otherwise provided by resolution.

(b) **Vice-President**

The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **Secretary**

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.

(d) **Treasurer**

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 co-sign all checks and promissory notes of the Association; keep proper books of accounts; shall prepare an annual budget;

(amended 06-04-2016)

shall prepare and submit to the Board within thirty (30) days a statement of income and expenditures for each period ending June 30 and December 31 semi-annually and such report shall be made available to the Members by public posting not more than forty-five (45) days after each period end.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X
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 Articles of Incorporation 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 XI
AMENDMENTS

- Section 1.** These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.
- Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XII
MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.