

AFTER RECORDING RETURN TO:



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AMENDED AND RESTATED BYLAWS
OF
PINE FOREST PROPERTY OWNERS' ASSOCIATION, INC.
(a Texas non-profit corporation)

2018 Amended and Restated Bylaws of Pine Forest Property Owners' Association A Non-Profit Corporation Bastrop, Texas

NOTE: Text appearing in boxes does not constitute substantive bylaw provisions but, rather, is included for statutory reference purposes.

Article 1. Offices

Principal Office

1.01 The name of the Association is Pine Forest Property Owner's Association, Inc., a Texas non-profit corporation, hereinafter referred to as the "Association". The principal office of the Association in the State of Texas shall be located in Bastrop County, Texas.

1.02 The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be but need not be identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article 2. Members

Classes of Members

2.01 The Association shall have one class of members ("Members"). The qualifications and rights of the Members shall be as follows: Every person or entity who is the owner of a lot of Pine Forest shall be a Member of the Association. Membership and ownership for purposes of inclusion in the Association and the applicability of restrictive covenants may be further defined in any declaration of covenants, conditions, and restrictions that applies to lots in Pine Forest.

Voting Rights

2.02 Members shall be all the owners as defined in Section 2.01 of this Article. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for ownership by Section 2.01 as shown by the records of the Association as of the last day in the third month preceding the next Membership annual meeting or any lot for which they present evidence of ownership at the meeting. When more than one person holds such interest or interests in any lot, all such persons shall be Members and the vote for such lot shall be exercised as they shall among themselves determine and agree, but in no event shall more than one (1) vote be cast with respect to any such lot.

Membership and voting rights shall be determined by one or more Board Members upon check in by owners at an owners meeting. The check in shall be accomplished by reference to the Owner's name on the spreadsheet of owner's names and addresses maintained by the

Board and by reference to any document or evidence he or she might present as described below:

For purposes of applying the requirement of agreement among multiple owners holding interest in a lot on how the lot is to be voted, the following rules apply:

(a) In the case of a married couple, or other arrangement in which two people lodging at the same address are owners of a lot agreement by both owners shall be presumed if one such owner signs a proxy or appears at a meeting and votes, and such presumption shall be overturned only if the other owner of the same lot appears at the meeting and protests the vote or the other owner revokes the proxy of such other spouse or residence sharing partner by subsequent letter or email to the Board.

(b) In every other case of multiple owners, whether they be individuals, corporations, partnerships, LLCs, trust or governments, a proxy or vote cast by an individual purporting to represent multiple owners must be evidenced by a written instrument, presented upon check in, which sets forth the name of each owner and is signed by each owner or its chief executive officer or trustee and clearly indicates consent to vote in a particular way on a particular agenda issue, or otherwise grants proxy power to a particular stated owner or representative of that owner.

Article 3. Meetings, Quorum, Voting

Annual Meeting

3.01 An annual meeting of Members shall be held on the first Saturday of February in each year at a time determined by the Board of Directors for the purpose of electing directors and for the transaction of other business as may come before the Association. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding Saturday. If the election of directors shall not be held on the day designated herein for any annual meeting, or any recess or adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible. Any candidate nominated to fill a Board seat must accept the nomination and agree to serve either in person at the meeting or by affidavit filed in advance of the meeting if absent.

Special Meeting

3.02 Special meetings of the Members may be called by the President, the Board of Directors, or by a written signed petition of not less than one-tenth (1/10th) of the Members having voting rights.

Quorum

3.03 Except as provided in these Bylaws or in an applicable declaration, the presence of Members representing ten percent (10%) of the total votes in the Association shall constitute a quorum at all Association meetings. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the departure of enough Members to leave less than a quorum, provided that Members representing at least five percent (5%) of the total votes in the Association remain in attendance, and provided that any action taken is approved by at least a majority of the votes present at such adjourned meeting.

Texas Bus. Org. Code § 22.159. QUORUM OF MEMBERS. (a) Unless otherwise provided by the certificate of formation or bylaws of a corporation, members of the corporation holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.

Place of Meeting

3.04 The Board of Directors may not designate any place other than Bastrop County as the place of meeting for any annual meeting of Members or for any special meeting of Members called by the Board of Directors.

Notice of Meetings

3.05 Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally, by email, or by mail, to each Member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Members at the address as it appears on the records of the Association, with postage thereon prepaid.

Proxies

3.06 At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. A proxy form will be provided by the Board in its notice of the annual meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting

3.07 The voting rights of a Member may be cast or given: (a) in person or by proxy at a meeting of the Association; (b) by absentee ballot; or (c) by electronic ballot. The Association is only required to provide one method in addition to in-person voting (e.g., in-person voting and

proxy voting). Any vote cast in an election or vote by a Member of the Association must be in writing and signed by the Member. Electronic votes constitute written and signed ballots. In an Association election, written and signed ballots are not required for uncontested races. Votes shall be cast as provided in this Section.

Absentee and Electronic Ballots.

3.08 An absentee or electronic ballot: (1) may be counted as an Member present and voting for the purpose of establishing a quorum only for items appearing on the ballot; (2) may not be counted, even if properly delivered, if the Member attends any meeting to vote in person, so that any vote cast at a meeting by an Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and (3) may not be counted on the final vote of a proposal if the proposal was amended at the meeting to be different from the exact language on the absentee or electronic ballot. For the purposes of this Section, a nomination taken from the floor in a Board Member election is not considered an amendment to the proposal for the election. Currently, the Association utilizes paper ballots and does not use Absentee or Electronic Ballots.

3.09 "Electronic ballot" means a ballot: (a) given by email, facsimile or posting on a website; (b) for which the identity of Member submitting the ballot can be confirmed; and (c) 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 a website, a notice of the posting shall be sent to each Member that contains instructions on obtaining access to the posting on the website.

Tabulation of and Access to Ballots.

3.10 A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree by consanguinity or affinity may not tabulate or otherwise be given access to the ballots cast in that election or vote except such person may be given access to the ballots cast in the election or vote as part of a recount process. A person tabulating votes in an Association election or vote or who performs a recount may not disclose to any other person how an individual voted. Notwithstanding any provision of these Bylaws to the contrary, only a person who tabulates votes pursuant to this Section 3.09 or performs a recount pursuant shall be given access to any Association ballots.

Article 4. Board of Directors

General Powers

4.01 The affairs of the Association shall be managed by its Board of Directors. Except as herein specified, the decision of the majority of the directors at a meeting in which a quorum exists shall be binding.

Number, Tenure, and Qualifications

4.02 The number of Directors shall be five (5). The number of Directors may be increased or decreased from time to time by the vote of the Membership to modify the Bylaws. Directors can be removed from office, with or without cause, by a majority vote of the Members at the annual meeting or at any special meeting of the Members. The term of the Directors shall be for a period of two (2) years. The terms of office will be staggered. No more than one (1) member of a family unit may serve as a Director. A member of a family unit is a member of the same household located in the Pine Forest Subdivision, and would further exclude, without regard to household, more than one (1) member of a family from serving as a director, including spouses, siblings, and children.

Regular Meetings

4.03 A regular annual meeting of the Board of Directors may be held immediately after and at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

4.04 Notice of all additional Board Meetings, to include the general subject of a regular or special Board Meeting, including a general description of any matter to be brought up in deliberation in executive session, will be provided at least 72 hours before the start of the meeting by posting the written notice in a conspicuous manner at a place reasonably designed to provide notice to property Members, OR posting the notice on an internet site maintained by the Association or its agent, and sending the notice by email to each Member who has registered an email address with the association. The Association shall maintain on its internet site a place for residents to register their email address.

4.05 Members are hereby advised that the Texas Property Code requires them to update any e-mail address registered with the Association. Failure to do so may result in said member not receiving notice of meetings.

Tex. Prop. Code § 209.0051 OPEN BOARD MEETINGS (f) It is an owner's duty to keep an updated e-mail address registered with the property owners' association under Subsection (e)(2)(B).

Executive Sessions

4.06 Regular and special meetings must be open to owners, subject to the right of the Board to adjourn a Board Meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' associations attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an

executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, 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.

Tex. Prop. Code § 209.0051 OPEN BOARD MEETINGS (c) Regular and special board meetings must be open to owners, subject to the right of the board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board.

Quorum

4.07 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Vacancies

4.08 In the event of a vacancy on the Board prior to expiration of the term of office for a Director, the Board may appoint an interim Director. A board member appointed by the Board to fill a vacant position shall serve for the remainder of the unexpired term of the position.

Compensation

4.09 Directors shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Appeals from Decisions of the Architectural Control Committee

4.10 A Member may appeal any action or decision of the Architectural Control Committee ("ACC") pertaining to such Member's lot(s) to the Board by sending an Email to the President or Vice President of the Board at the email address set forth for such purpose on the Association's web site, or by an oral or written request made to the Chairman of the ACC. A developer of lots within Pine Forest shall be considered a Member for this purpose during the development period, as defined in the applicable Declaration on file with Bastrop County.

4.11 All such appeals shall be heard by the Board, at a scheduled regular Board meeting or a Special Meeting may be called for the purpose of hearing the appeal. No appeal shall be granted on any request received more than thirty (30) days after the ACC action or decision complained of.

4.12 The Member requesting the appeal and the Members of the ACC shall appear at the hearing and present their plans, evidence, concerns and views. The decision of the Board shall be final. The Board shall have the sole power to enforce the decisions of the ACC and any decision on appeal through fines, assessments, or litigation in conformity with the requirements of Chapter 209 of the Texas Property Code.

4.13 The Chairman of the ACC may, at his or her initiative, bring before the Board at any regularly scheduled meeting any novel question or problem for an advisory opinion prior to taking action but need not be bound by such opinion in taking such action.

Article 5. Officers

Officers

5.01 The officers of the Association shall be a President, one Vice President, a Secretary, and a Treasurer. The same person may not hold more than one office.

Tex. Bus. Org. Code § 22.231. OFFICERS (a) The officers of a corporation shall include a president and a secretary and may include one or more vice presidents, a treasurer, and other officers and assistant officers as considered necessary. Any two or more offices, other than the offices of president and secretary, may be held by the same person.

Election and Term of Office.

5.02 The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Removal

5.03 Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors. A board member may be appointed by the board to fill a vacancy on the board. A board member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position.

President

5.05 The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she may sign, with the Secretary, Treasurer, or any other proper officer of the Association authorized by the Board of Directors any deeds, mortgages, bonds, contracts, releases of lien for Pine Forest Property Members Association, Inc. fees that are paid, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06 In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Treasurer

5.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. His or her duties will include the monitoring and management supervision of all income and expenditure of monies being managed by the Association's assigned financial agent or the receipt of funds being sent directly to the Association by home builders, developers, title companies, attorneys or property owners. All monies will be deposited in the name of the Association in accordance with the provisions of Article 8, Section 8.02 and 8.03 of the bylaws, and in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned him or her by the President or the Board of Directors.

Secretary

5.08 The Secretary shall keep the minutes of the meeting of the Members and of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Article 6. Committees

6.01 Committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, Members of each such committee shall be Members of the Association, and the President of the Association shall appoint the members thereof. Any members thereof may be removed by the person or person authorized to appoint such Member whenever in his or her judgment the best interests of the Association shall be served by such removal.

Tex. Bus. Org. Code § 22.219. OTHER COMMITTEES. (a) The board of directors of a corporation, by resolution adopted by the majority of the directors at a meeting at which a quorum is present, or the president, if authorized by a similar resolution of the board of directors or by the certificate of formation or bylaws of the corporation, may designate and appoint one or more committees that do not have the authority of the board of directors in the management of the corporation. (b) The membership on a committee designated under this section may be limited to directors.

Term of Office

6.02 Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such Member shall cease to qualify as member thereof.

Chairs

6.03 One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Vacancies

6.04 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.05 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.06 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Reporting Requirements

6.07 Each committee shall report to the Board of Directors as directed.

Article 7. Architectural Control Committee

7.01 The ACC will be composed of not more than five (5) persons who will review improvements proposed to be made on any Lot or property within the Pine Forest Sub-Division. The Board of Directors will have the right to appoint and remove all Members of the ACC. The Board of Directors will have the right to employ or contract with consultants and advisors as it deems necessary or appropriate for the ACC.

Tex. Bus. Org. Code § 22.218. MANAGEMENT COMMITTEE. (a) If authorized by the certificate of formation or bylaws of the corporation, the board of directors of a corporation, by resolution adopted by the majority of the directors in office, may designate one or more committees to have and exercise the authority of the board in the management of the corporation to the extent provided by: (1) the resolution; (2) the certificate of formation; or (3) the bylaws. (b) A committee designated under this section must consist of at least two persons. Except as provided by Subsection (b-1), the majority of the persons on the committee must be directors. If provided by the certificate of formation or bylaws, the remaining persons on the committee are not required to be directors.

Article 8. Contracts, Checks, Deposits, and Funds

Contracts

8.01 By a majority vote, the Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance.

Checks and Drafts

8.02 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be monitored by the Association Treasurer. Any changes to any Association's checking accounts, saving accounts or money market accounts must be presented to the Board of Directors for review and approval.

Deposits

8.03 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select or assigned by the approved management company. All banks, trust companies or other depositories must be approved by a majority of Board Members present at any regular Board Meeting or Special Meeting. Any changes to banks, trust companies, depositories or financial institutions currently in use must be presented to the Board of Directors for review and approval.

Gifts

8.04 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Article 9. Books and Records

Records

9.01 The Treasurer shall monitor all books and records being maintained by the Association's property management company and the Secretary shall keep minutes of the proceedings of its Members, Board of Directors, and committees having any authority of the Board of Directors. The Secretary or Treasurer shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his or her agent or attorney for any proper purpose at any reasonable time. The books, records, and minutes shall be delivered to the newly elected officers at the annual meeting.

Retention

9.02 The following records shall be maintained for the periods of time indicated below:

- (a) Formation documents, bylaws, CCRs – permanently
- (b) Financial – 7 years

- (c) Member account records – 5 years
- (d) Contracts with a one year term or more – 4 years from the date of termination
- (e) Board meeting minutes – 7 years
- (f) Tax returns and audit – 7 years
- (g) ACC permits – 7 years

Production and Copying

9.03 Upon receipt of a written request by certified mail from a Member or the Member's authorized representative describing the information or records to be inspected or copied and conforming to the requirements of Property Code § 209.005, the Association shall make the records requested available pursuant to the terms thereof, within the time allotted therein, and shall otherwise comply with such provisions of Texas Property Code § 209.005, including the withholding of certain confidential Member information described therein.

9.04 Further, the Association itself or by and through its agent or manager, shall charge as follows when it is required to produce records accordingly:

- (a) \$25 per hour if clerical staff performs the compilation/production task;
- (b) \$75 per hour if a manager performs the compilation/production task;
- (c) The prevailing billing rate for an attorney, CPA or other third party profession if they perform the compilation/production task;
- (d) A minimum hourly charge for compilation/production task shall be two hours;
- (e) \$.10 per photocopy;
- (f) \$.50 per PDF or other image file; (g) \$1.00 per CD or \$3.00 for DVD; and
- (h) Any required postage.

Members may be required to pay an estimated cost in advance of the compilation/production and copying process with a final reconciliation to be prepared after the compilation/production and copying is performed. Any costs over the amount prepaid by the Member may be charged

to the Member's account as an assessment. Any overpayment by the Member shall be promptly refunded.

Article 10. Fiscal Year

10.01 The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article 11. Dues

Dues, Fees, Charges and Assessments

11.01 The Board of Directors may determine from time to time any fees, charges, or assessments due pursuant to the restrictions, covenants and conditions of Pine Forest Property Members Association, Inc. recorded in the Deed Records of Bastrop County, Texas.

Collections Policy

11.02 The Board of Directors shall adopt collection policies in accordance with Texas law.

Article 12. Waiver of Notice

12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 13. Amendments to Bylaws

13.01 The Association Bylaws may be altered, amended, in whole or in part, or repealed and new Bylaws may be adopted by a vote of the Members at any annual or special meeting of the Members if at least 72 hours written notice is given of an intention to alter, amend or repeal the Association Bylaws or to adopt new Bylaws at any annual or special meeting of the Members. The Board of Directors is expressly prohibited from amending or repealing any Bylaws except to bring the Bylaws into accordance with Texas law.

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of the Pine Forest Property Members Association, Inc., a Texas nonprofit corporation (the "**Association**"), and that the foregoing is a true and correct copy of the Amended Bylaws of Pine Forest Property Member Association, Inc., a Texas nonprofit corporation, which incorporates certain revisions that have been approved and adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the _____ day of _____, 2018.

Print Name: _____

Title: Secretary

STATE OF TEXAS §

§

COUNTY OF _____ §

This instrument was acknowledged before me on this ____ day of _____, 2018, by _____, Secretary of the Pine Forest Property Members Association, Inc., a Texas nonprofit corporation, on behalf of said non-profit corporation.

[seal]

Notary Public Signature