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**AMENDED AND RESTATED BYLAWS
OF
ONION CREEK HOMEOWNERS ASSOCIATION, INC.**

Revised

These Amended and Restated Bylaws hereby supersede the terms and provisions set forth in the Bylaws of Onion Creek Homeowners Association, Inc. ("Original Bylaws"), as previously amended by the Board of Directors effective January 1, 1990.

**ARTICLE I
NAME, LOCATION AND APPLICABILITY**

Section 1.1. Name and Location. The name of the corporation is Onion Creek Homeowners Association, Inc. The principal office of the Association shall be located in the County of Travis, State of Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors. The Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Texas on July 20, 1973. The Association was organized for the purpose of administering the affairs of the Association.

Section 1.2. Applicability of Bylaws. The provisions of these Bylaws are applicable to the affairs of the Association, the Association Property and the use thereof.

**ARTICLE II
OBJECT, SEAL AND FISCAL YEAR**

Section 2.1. Object. The object of the corporation is set forth in its Articles of Incorporation filed under the Texas Non-Profit Corporation Act. This corporation is not organized for business purposes nor pecuniary profit, and no part of the net earning shall inure to the benefit of any member or officer thereof, but shall inure exclusively to the benefit of the corporation for the accomplishment of its purposes.

Section 2.2. Seal. The corporate seal shall be circular and have inscribed on the outer circle "Onion Creek Homeowners Association, Austin, Texas" with a five-pointed star in the center.

Section 2.3. Fiscal Year. The fiscal year of the corporation shall begin and end as the Board of Directors may from time to time determine.

ARTICLE III DEFINITIONS

Unless the context otherwise specifies or requires, the following words and phrases when used in these Bylaws shall have the meanings hereinafter specified:

Section 3.1. Articles. "Articles" shall mean the Articles of Incorporation of Onion Creek Homeowners Association, Inc. which are filed in the office of the Secretary of State of the State of Texas, as the same may be amended from time to time.

Section 3.2. Assessment. "Assessment" shall mean a regular assessment, special assessment, or other amount a property owner is required to pay a property owners' association under the dedicatory instrument or by law.

Section 3.3. Association. "Association" shall mean and refer to Onion Creek Homeowners Association, Inc., a Texas non-profit corporation.

Section 3.4. Association Property. "Association Property" shall mean all real or personal property now or hereafter owned by the Association, including without limitation, all easement estates, licenses, leasehold estates and other interests of any kind, in and to real or personal property which are now or hereafter owned or held by the Association.

Section 3.5. Board. "Board" shall mean the governing body of a property owners' association.

Section 3.6. Bylaws. "Bylaws" shall mean the Bylaws of the Association which may be approved and adopted as provided herein, and as may be amended from time to time.

Section 3.7. Declaration. "Declaration" shall mean the "Declaration of Restrictions" recorded in Volume 4678, Page 2216-2227, and the "Declaration of Covenants" recorded in Volume 4678, Page 2228-2241, Official Public Records of Travis County, Texas, and as amended.

Section 3.8. Lot. "Lot" shall mean any designated parcel of land located in a residential subdivision, including any improvements on the designated parcel.

Section 3.9. Manager. "Manager" shall mean the person, firm, or corporation, if any, employed by the Association and delegated certain duties, powers, or functions of the Association. This definition of Manager does not include the office staff employed by the Association.

Section 3.10. Member. "Member" shall mean any person or entity who holds record title to property in a residential subdivision and includes the personal representative of a person who holds record title to property in a residential subdivision.

Section 3.11. Property. "Property" shall mean and refer to that tract or parcel of land situated in Travis County, Texas which is more fully described in the Declaration.

Section 3.12. Board Member. "Board Member" shall mean a member of the Board of Directors elected by the Members.

ARTICLE IV MEMBERSHIP, MEETINGS OF MEMBERS, VOTING

Section 4.1. Annual Meetings. The regular annual meeting of the Members shall be held on a Saturday in January at 9:00 a.m. The Saturday of the annual meeting shall be determined by the Board.

Section 4.2. Special Meetings. Special meetings of the Members may be called at any time by the President, or the Board of Directors, or upon written request to the Board of at least 25 Members.

Section 4.3. 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, or by other lawful delivery, at least 10 and no more than 60 days before such meeting to each Member, 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 4.4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, 10% of the total votes of the membership shall constitute a quorum for any action, except as otherwise provided in this section. If, however, a quorum is not present or represented at a meeting of Members, the Board shall call another meeting of Members and written notice of the meeting shall be given to each Member in accordance with Section 4.3. In the event a meeting is called pursuant to the previous sentence, the presence at such meeting of Members entitled to cast, or of proxies entitled to cast, 5% of the total votes of the membership shall constitute a quorum for any action taken at such meeting, except as otherwise provided in these Bylaws.

Section 4.5. Proxies. A Member may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution nor after the grantor has ceased to become a member of the Association. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 5.1. Duties. The business and affairs of the corporation shall be managed by its Board of Directors, who may exercise all such powers of the corporation and do all such lawful acts and things as are permitted by statute, the Articles of Incorporation, or these Bylaws.

Section 5.2. Qualifications. All members are eligible to serve on the Board of Directors, unless such member has been convicted of a felony or crime of moral turpitude.

Section 5.3. Number. The Board of Directors shall consist of twelve members, six of whom shall be elected at an annual meeting of the members held under provision of Article IV, Section 4.1 of these Bylaws, and each Board member elected shall hold office until his successor is elected and qualified.

Section 5.4. Term and Vacancies. The term of office of a Board member shall be 2 years. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Board members. A Board member elected to fill a vacancy shall be elected until the next annual meeting of the general membership. At each subsequent annual meeting the Members shall elect the number of Board members whose terms expire at that meeting to serve for a term of 2 years.

Section 5.5. Removal. Any Board member may be removed from the Board, with or without cause, by the persons entitled to elect, designate or appoint the Board member, i.e., by a majority vote of a quorum of the Members or if appointed to fulfill an unexpired term, by a majority of the remaining Board members. Any Board member may resign at any time by giving a manually signed written notice, delivered in person, by mail, e-mail or facsimile transmission, 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. In the event of death, resignation, or removal of a Board member, his/her successor shall be selected by a majority of the remaining Board members and shall serve until the next annual meeting of the general membership.

Section 5.6. Compensation. No Board member shall receive compensation for any service rendered to the Association; however, any Board member may be reimbursed for actual expenses incurred in the performance of his/her duties, subject to Board approval of such reimbursement.

Section 5.7. Action Taken Without a Meeting. The Board members 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 of all the Board members of such proposed action. Written approval may be accomplished by hand-delivery, e-mail or facsimile. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE VI NOMINATION AND ELECTION OF BOARD MEMBERS; VOTING

Section 6.1. Nomination-Board Members. The Board of Directors shall appoint a nominating committee composed of 6 members of the Association. It shall be the duty of the nominating committee to identify and solicit candidates from among the association membership to serve as Board members and to have those candidates placed before the annual membership meeting. The nominating committee shall provide the Board with the names of all identified candidates who are willing to serve and that list of names shall consist of at least six nominees to the Board of Directors, none of whom shall have been members of the nominating committee, to be voted on at the annual meeting. Nominations may be made from the floor at the annual meeting by any member. Each nominee shall be required to consent to nomination, which consent either shall be made in person at the meeting for which such election shall be held or by written instrument filed with the nominating Committee or the presiding officer of the meeting at or prior to the time of such meeting.

Section 6.2. Voting. Each Member shall only be entitled to cast the number of votes such Member is entitled to exercise in accordance with the terms and provisions of the Declaration. In

the event one of several owners of a Lot is present at a meeting of Members, the owner present at such meeting shall be entitled to cast the votes allocated to such Lot. If more than one of the owners is present, the votes allocated to such Lot may be cast only in accordance with the agreement of a majority in interest of the owners of such Lot. An agreement of a majority in interest of such owners shall be deemed to exist if any one of the owners casts the votes allocated to such Lot without prompt protest being made by the remaining owners of such Lot to the person presiding over the meeting.

Section 6.3. Right to Vote. At any meeting of Members, every Member shall be entitled to vote in person or by a person, who need not be an owner, designated by such owner to act as a proxy on such owner's behalf.

Section 6.4. Voting Regulations. The Board may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, these Bylaws and the Texas Non-Profit Corporation Act, as it deems advisable for any meeting of the Members in regard to proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of election, registration of owners for voting purposes, the establishment of representative voting procedures and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

Section 6.5. Majority Vote. Board members elected at a meeting of Members called for such purpose shall, except as otherwise provided by law, be elected by a majority of votes of the owners present at a meeting at which a quorum is present, voting in person or by proxy. The term "majority of votes of the owners" shall mean those owners having greater than 50% of the total votes cast in person or by proxy and voting at any meeting of Members.

Section 6.6. Tabulators of Election. The Board, in advance of any meeting of Members to which a vote of Members is to occur, will appoint two or more persons, who need not be owners, to act as tabulators of the election held at such meeting or any adjournment thereof. If tabulators of the election are not so appointed prior to the meeting, the person presiding at such meeting may appoint two or more tabulators of the election. The tabulators of election shall receive ballots and count and tabulate all votes and determine the results thereof. Tabulators shall not be candidates in the election or persons related to the candidates within the third degree of consanguinity. Tabulators may not disclose to any person how a member voted.

ARTICLE VII MEETINGS OF DIRECTORS

Section 7.1. Regular Meetings. The Board of Directors shall hold an annual meeting immediately following the annual membership meeting and shall elect officers from among their number. Regular meetings of the Board shall be held monthly or such other frequency as determined by the Board, at such place and hour as may be fixed from time to time by resolution of the Board. Should the meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 7.2. Special Meetings. Special meetings of the Board shall be held after not less than 2 days' notice when called by the President of the Association, or if no regular meeting has been held for more than 60 days and the President refuses or is unable to call a meeting, or if an emergency exists which could cause irreparable harm to the Association, Association Property or

Property, by any two Directors. Notice of such meeting may be met by facsimile transmission, e-mail or written hand-delivered notice.

Section 7.3. Quorum. A majority of the number of Board members shall constitute a quorum for the transaction of business. Board members present at a meeting by proxy shall not, however, be counted for purposes of establishing a quorum. Every act or decision done or made by a majority of the Board members present in person or by proxy at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 7.4. Form of Meetings. A meeting of the Board may be held by any method of communication, including electronic and telephonic, so long as all Board members consent to holding the meeting in such manner and so long as all Board members may communicate with or hear each other, provided that a notice of the meeting has been given in accordance with the Bylaws. The Board also may take any action by unanimous written consent of all board members, without a meeting.

Section 7.5. Attendance at Board Meetings. Any Member may attend regular and special Board meetings, 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 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. Following an executive session, any decision made in the executive session shall 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 shall include a general explanation of expenditures approved in executive session.

Section 7.6. Notice of Board Meetings. Members shall be given notice of the date, hour, place, and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be through any manner authorized by law, including posting on the association's website at least 72 hours in advance of the meeting.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD

Section 8.1. Powers. The Board shall have the following powers:

(a) adopt and publish the Association Rules, including regulations governing the use of the Association Property and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties and fines for the infraction thereof;

(b) suspend the right to use of the Association Property or receipt of services during any period in which such Member shall be in default in the payment of any Assessment levied by the Association, or after notice and hearing, for any period during which an infraction of the Association Rules exists;

(c) exercise for the Association all powers, duties and authority vested in or related to this Association and not reserved to the membership by other provisions of the Association Restrictions;

(d) declare the office of a Board member to be vacant in the event such individual shall be absent from four consecutive regularly scheduled meetings of the Board. After the third absence, the President shall contact the absent director in writing notifying him/her of the provisions of this section. At the conclusion of a meeting at which any Board member shall be absent for a fourth time, the President, on the motion of any director or upon his own motion, shall call a vote to declare that a vacancy exists on the Board. The first order of business at the next regular or special meeting of the Board shall be to fill the vacancy.

(e) employ such employees as they deem necessary, and to prescribe their duties;

(f) 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 and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment);

(g) procure and maintain adequate liability and hazard insurance on Association Property and directors and officers liability insurance providing coverage for all Board members, officers, committee members and designated employees, if any, as well as any other insurance deemed appropriate and commonly available;

(h) exercise such other and further powers as provided in the Declaration, the Texas Non-Profit Corporation Act and the Texas Business Organizations Code.

Section 8.2. Duties. It shall be the duty of each Board member, in the discharge of his or her duties as a Board member, committee member or officer, to act in good faith, with ordinary care, and in a manner the Board member reasonably believes to be in the best interest of the Association. Board members individually have no authority to act on behalf of the Association unless such authority has been specifically delegated in writing by the Board to such individual.

Section 8.3. Manager. The Board may engage a Manager for the Association at a compensation established by the Board to perform such duties and services as the Board shall authorize. Any contract entered into with a Manager shall provide that: (i) the Manager shall carry its own liability insurance in such amounts as the Board shall deem adequate and which shall include the Association as an additional insured; (ii) that the Manager shall provide fidelity bonding for itself and its employees in an amount required by the Board; and (iii) provide that such contract may be terminated by the Association without penalty upon not less than 60 days written notice, if without cause, after the initial term of the agreement, and if with cause, upon not more than 30 days notice either during or after the initial term of the agreement. No such management agreement shall be for a term of more than three years.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 9.1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time create by resolution.

Section 9.2. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving a

manually signed written notice, delivered in person, by mail, e-mail or facsimile transmission, 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 9.3. Vacancies. A vacancy in any office may be filled through 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 9.4. Duties. Each officer, in the performance of his or her duties on behalf of the Association, shall act in good faith, with reasonable care, and in a manner such officer reasonably believes to be in the best interest of the Association.

The duties of specific officers are as follows:

(a) President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; and except as otherwise designated in accordance with these Bylaws, shall have the authority to sign written instruments on behalf of the Association.

(b) Vice President. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be delegated to him/her by the President or the Board. The Vice President may also act in the place and stead of the President in the event of his or her absence, inability or refusal to act.

(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 perform such other duties as required by the Board. The Secretary may elicit the assistance of any association office employee in facilitating the efficient performance of his or her recording and notice duties.

(d) Treasurer. The Treasurer shall have custody of all funds, books of account, and other financial documents and records and shall disburse such funds as directed by resolution of the Board; and except as otherwise designated in accordance with these Bylaws, shall sign all checks and promissory notes of the Association; keep proper books of account in appropriate form such that they could be audited by a public accountant whenever ordered by the Board or the membership; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the Members.

Section 9.5. Compensation of Officers. No officer shall receive any compensation from the Association for acting in his capacity as an officer; however, any officer may be reimbursed for his actual reasonable expenses incurred in the performance of his duties as an officer providing prior approval has been granted by resolution of the Board. An officer who serves the Association in any other capacity, however, may receive compensation there for if otherwise entitled to compensation, providing prior approval has been granted by resolution of the Board.

ARTICLE X COMMITTEES

Section 10.1. Committees. In addition to the Nominating Committee established under these Bylaws, the standing committees of the Association shall be the Architectural Control Committee whose members shall be appointed as provided in the Declaration, the Landscape/Parks Committee, the Development/Infrastructure Committee, the Neighborhood Watch Committee, the Security Committee, the Newsletter/Website Committee and such other committees as the Board shall deem desirable. The Board shall appoint all members of each committee, which members may consist of Members, Board members, officers of the Association, or any combination thereof.

Section 10.2 Duties. The duties of the foregoing committees are generally as follows, or as otherwise set forth in these Bylaws, and as may be specified in more detail by resolutions adopted from time to time by the Board:

- (a) The Architectural Control Committee shall perform the duties set forth in the Declaration.
- (b) The Landscape Committee shall provide oversight and advice with respect to landscape design and maintenance, including bidding procedures and selection and performance review of suppliers and vendors.
- (c) The Security Committee shall advise the Board with respect to issues of concern involving traffic safety and issues involving security of homeowners and others in the community.
- (d) The Neighborhood Watch Committee shall provide oversight and advice with respect to crime and safety issues relating to the neighborhood.
- (e) The Development/Infrastructure Committee shall advise the Board with respect to issues relating to infrastructural projects within the neighborhood and surrounding area.
- (f) The Newsletter/Website Committee shall maintain and publish written and website-based communications relating to news items, notices, and Association business affecting the Onion Creek community.

ARTICLE XI 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 or his/her representative. The Association Records shall be available for inspection by any Member at the principal office of the Association, after such Member submits a written request, and where copies may be purchased at reasonable cost. The Board shall adopt a document retention policy, and a policy for Member review of the books, records and papers of the Association, which policies shall not be contrary to law. The records of the association available for inspection by members shall not include attorney files that are privileged as attorney-client communication. All books and records of the Association shall be kept in accordance with generally accepted accounting principles, consistently applied, and shall be

audited at least once a year by an independent certified public accountant.

ARTICLE XII AMENDMENTS AND CONFLICTS

Section 12.1. Amendments. These Bylaws may be modified or amended by the Board of Directors after the amendment, alteration, or modification has been posted on the bulletin board of the Association for 20 days. Alternatively, the Members may modify, alter, or amend the Bylaws at any regular or special meeting by a majority vote of the members present at such meeting.

Section 12.2. Conflicts. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the case of any conflict between the Texas Non-Profit Corporation Act (the "Act") and these Bylaws, the Act shall control.

ARTICLE XIII INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND COMMITTEE MEMBERS

The Association shall indemnify every Board member, officer and committee member of the Association against, and reimburse and advance to every Board member, officer and committee member for, all liabilities, costs and expenses incurred in connection with such directorship, office or membership and any actions taken or omitted in such capacity to the greatest extent permitted under the Texas Non-Profit Corporation Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.