

OF

VICKSBURG VILLAGE HOMEOWNERS ASSOCIATION OF KERRVILLE, TEXAS, INC.
(A Texas Nonprofit Corporation)

Superseding and replacing all prior Bylaws in their entirety

ARTICLE 1

INTRODUCTION

1.1 PURPOSE OF BYLAWS. These Amended Bylaws ("Bylaws") provide for the governance of VICKSBURG VILLAGE HOMEOWNERS ASSOCIATION OF KERRVILLE, TEXAS ("Association"), a Property Owners' Association whose Members consist of the owners of Lots in Vicksburg Village located in Kerr County, Texas ("Subdivision"), within the areal limits defined in the amended Declaration covered by a dedicatory instrument entitled Fifth Amended Declaration of Covenants, Conditions and Restrictions, recorded in Official Public Records of Real Property Records of Kerr County, Texas ("Declaration"), which may be amended further from time to time.

1.2. MEMBERSHIP AND PARTIES TO THESE BYLAWS. Membership in the Association is limited to persons or entities as defined in Article III, Section 1 of the Declaration and binds those Members to these Bylaws as provided below. All present and future Members are subject to the TNPCA, Articles of Incorporation, Declaration, and Bylaws. Membership in the Association will signify that the Lot owner appoints the Board of Directors of the Association to manage or regulate the Subdivision in accordance with the provisions set forth in the TNPCA, Articles of Incorporation, Declaration and these Bylaws and that these Bylaws are accepted, ratified, and enforced by fines or suspension of rights for violation. Further, Membership in the Association will signify that the Lot Owner has designated the Association as his representative to initiate, defend, or intervene in litigation or an administrative proceeding affecting the enforcement of the amended Declaration for the protection, preservation, and operation of the Subdivision.

1.3. DEFINITIONS. Words and phrases defined in the Declaration shall have the same meanings when used in these Bylaws, unless defined otherwise in the Declaration or in these Bylaws. The following words and phrases shall have specified meanings when used in these Bylaws:

1.3.1 "Officer" means an Officer of the Association. President, Vice-President, Secretary, and Treasurer mean, respectively, the president, vice-president, secretary, and treasurer of the Association.

1.3.2 "Director" means a Director of the Association and is synonymous with Member of the Board.

1.3.3 "Governing documents" means the TNPCA, the Articles of Incorporation, the Declaration, and these Bylaws and can be construed to be synonymous with dedicatory instruments. The order of hierarchy is the TNPCA, the Articles of Incorporation, the Declaration, the Bylaws, Roberts Rules of Order, and the Rules of the Association in descending order as

listed here as they may be amended from time to time.

1.3.4 "Majority" means one unit or number more than half of the total ballots cast or show of hands in person or by proxy at any meeting that meets the requirements in the Declaration or Bylaws; or the judgment of the chair requesting the yeas and nays.

1.3.5 "Member" means a Member of the Association defined as any person or entity by virtue of being an Owner, spouse of an owner or joint owner of a Residential Unit unless the context indicates that a Member means a Member of the Board of Directors or a Member of a committee of the Association.

1.3.6 "Resident" means the occupant of a Lot, whether or not such occupant is a Lot owner.

1.3.7 "Rule" means a principle of authority governing the conduct, actions, or procedures of the VVHA with authority derived from the Covenants, Conditions, and Restrictions and referring to specific sections of application in the Bylaws as directed by the Board and/or the Members of the VVHA under these Bylaws.

1.4. NONPROFIT PURPOSE. The Association is not organized for profit.

1.5. COMPENSATION. A Director, Officer, Member, or resident shall not be entitled to receive any distributed to, or inure to the benefit of a Director, Officer, Member, or resident [TNPCA Art. 1396-2.24.A], pecuniary profit for the operation of the Association, and no dividend or assets of the Association shall be provided, however:

1.5.1 That reasonable compensation may be paid to a Director, Officer, Member, or resident for special or unusual services rendered to the Association. Such services must be noted specifically and approved by resolution of the Board with a majority vote of the Board for approval;

1.5.2 That the offices of the secretary and treasurer may be paid reasonable compensation for the performance of the duties of the offices, as provided herein; and

1.5.3 That a Director, Officer, Member, or resident may, from time to time, be reimbursed for his actual and reasonable expenses incurred on behalf of the Association in connection with the administration of the affairs of the Association, provided such expenses have been approved by the Board.

1.6. GENERAL POWERS AND DUTIES. The Association, acting through the medium of the Board of Directors, shall have the powers and authority to perform the duties necessary for the administration of the affairs of the Association and for the operation and maintenance of the Subdivision as may be required or permitted by State law and the governing documents. The Association may do any and all things that are lawful and that are necessary, proper, or desirable in operating for the best interests of its Members, subject only to the limitations upon the exercise of such powers as are expressly set forth in the governing documents.

ARTICLE 2

BOARD OF DIRECTORS

2.1 NUMBER AND TERM OF OFFICE. The Board shall consist of seven (7) Members of the VVHA. All

Directors will be elected for a term of two (2) years. The number of Directors elected at each annual meeting (or at any special meeting of the Members called for the purpose of electing Directors) shall alternate between four (4) and three (3) depending upon those terms that expire in that year. If a member is elected to replace a Director who may not complete the term for which he/she was elected, then the Director so elected will serve for the duration of the term so vacated. The elected Directors shall take office upon the adjournment of the meeting or balloting at which they are elected or appointed and, absent death, ineligibility, resignation, or removal, will hold office until successors are elected or appointed. The number of Directors may be changed by amendment of these Bylaws, but shall not be less than three. [TNPCA 1396-2.15 A + B]

2.2 QUALIFICATION. No person shall be eligible for election or appointment to the Board unless such person is a Member. [TNPCA 1396-2.14.A.]

2.2.1. CO-OWNERS. Co-owners of a Lot may not serve on the Board at the same time. Co-owners of more than one Lot may serve on the Board at the same time, provided the number of co-owners serving at one time does not exceed the number of Lots they co-own.

2.2.2 ABSENCES, DELINQUENCY, OR VIOLATION OF GOVERNING DOCUMENTS. No Member may be elected or appointed as a Director if any assessment against the Member is delinquent at the time of election or appointment or if that Member violates any of the provisions of the governing documents. No Member may continue to serve as a Director if that Member has four (4) consecutive unexcused absences from Board meetings. A majority of the remaining Board Members shall rule as to whether an absence is excused. No Member may continue to serve as a Director if any assessment against the Member is more than 15 days delinquent or if the Member violates the provisions of the governing documents. A Director who is alleged to be delinquent in assessment or to have violated the provisions of the governing documents shall be suspended as a Director, but shall have the right to a hearing before the Board, within thirty (30) days of that Director's suspension to contest the suspension. The remaining Directors may give the suspended Member a reasonable time, by a specified date, to cure the violation and be reinstated as a Director.

2.3. ELECTION. The Members shall elect Directors by secret written ballot. The election of Directors shall be conducted at the annual meeting of the Association or at any special meeting called for that purpose. At any special meeting to elect a Director, the presence of Members in person or by proxy representing Lots in the Subdivision and entitled to cast 25 percent (25%) of the votes shall constitute a quorum. In the event, a quorum ceases to exist during the meeting, the meeting shall be adjourned. Members shall have one vote per Lot owned, in person or by proxy, for each Director vacancy. A majority vote of those marked ballots actually cast is required to elect a Director. Any subsequent rounds of voting shall be taken immediately after the first round is completed if required. [TNPCA 1396-2.13.B]

2.4. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors voting though less than a quorum of the Board of Directors. The requirement for less than a quorum shall be at least three (3) remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Director elected by this method shall not hold the office of president. Any Directorship to be filled by reason of an increase in the total number of Directors specified in these Bylaws shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose. [TNPCA 1396-2.16.A +B.]

2.5. REMOVAL OF DIRECTORS. At any special meeting of the Association called for the purpose of this section (2.5 of the Bylaws), any one or more of the Directors may be removed with or without cause by Members representing a majority of the marked ballots cast in person or by proxy at such meeting. At said meeting the presence of Members in person or by proxy representing Lots in the Subdivision and entitled to cast 25 percent (25%) of the votes shall constitute a quorum. In the event of removal, a successor shall then and there be elected by the Association Members to fill the vacancy thus created. To elect a replacement Director(s)

at said special meeting called for the purpose of this Section 2.5, the procedure to elect shall be in accordance with 2.3 of these Bylaws. In the event, a quorum ceases to exist during the meeting, the meeting shall be adjourned. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. [TNPCA 1396-2.15.D]

2.6 MEETINGS OF THE BOARD.

2.6.1. ORGANIZATIONAL MEETING OF THE BOARD. Within three (3) days after the annual meeting, the Directors shall convene an organizational meeting for the purpose of electing Officers. The time and place of such meeting shall be fixed at the adjournment of the Annual Meeting by the continuing and newly elected Directors.

2.6.2. REGULAR MEETING OF THE BOARD. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by the Board, but at least one such meeting shall be held each calendar quarter. Notice of regular meetings of the Board shall be given to each Director, personally or by telephone or written communication, at least three days prior to the date of such meeting.

2.6.3. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board may be called by the president or, if he/she is absent or refuses to act, the Vice-President according to **Article 3.5.2**, or by any two Directors. At least three days notice shall be given to each Director, personally or by telephone or written communication, which notice shall state the place, time, and purpose of such meeting.

2.6.4. CONDUCT OF MEETINGS. The president shall preside over all meetings of the Board and the secretary shall keep, or cause to be kept, a record of all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings. When not in conflict with law or the governing documents, the then current edition of Robert's Rules of Order shall govern the conduct of the meetings of the Board.

2.6.5. QUORUM. At all meetings of the Board, except for a meeting to fill a vacancy - (see 2.4 above), a majority of Directors shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. If less than a quorum occurs during any meeting of the Board, the remaining Directors present shall adjourn the meeting. The meeting may be reconvened when a quorum is reestablished. At any such reconvened meeting at which a quorum is present, any business that might have been transacted at the meeting as Originally called may be transacted without further notice.

2.6.6. OPEN MEETINGS. Regular and special meetings of the Board shall be open to Members of the Association; provided that Members who are not Directors may not participate in any deliberations or discussions unless the Board expressly so authorizes at the meeting. The Board shall give notice and may publish in a newsletter or similar publication the dates of regular Board meetings. Notice of special meetings of the Board shall be posted on the bulletin board of the VVHA Clubhouse and publicly at the cluster mailboxes in the Subdivision. The Board may adjourn any meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar or sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

2.6.7. TELEPHONE MEETINGS. Members of the Board or any committee of the Association may participate in and hold meetings of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or communicate with each other. Participation in such meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the

transaction of any business on the ground that the meeting is not lawfully called or convened. [TNPCA 1396-9.11]

2.6.8. ACTION WITHOUT A MEETING. Any action required or taken by the Board at a meeting may be taken without a meeting, if all of the Directors individually or collectively consent in writing to such action. The written consent shall be filed with the minutes of the Board. Action by written consent shall have the same force and effect as a unanimous vote.

2.6.9. EMAIL MEETINGS. Members of the Board of Directors may participate in and hold meetings of the Board by means of email. Such a meeting may only be: 1.) An emergency meeting and 2.) for the purpose of a "Yes or No" vote on a single issue, which issue may not include dismissal from, resignation from, or appointment to the Board. Participation in such meeting shall constitute presence in person at the meeting. The meeting is initiated by the president, or the president's appointee, by sending an email to the Board stating or restating the issue at hand and asking for a vote. Members of the board respond with a "reply to all" "Yes" or "No." If less than a quorum responds, the meeting shall be considered adjourned without conduct of business, even after the fact. In any case (whether adjourned without conduction business or not), the proceedings must be acknowledged, recorded, and included, with copies of all emails within the scope of the meeting, and the proceedings read into the minutes at the next regular meeting of the Board.

2.7. LIABILITIES AND STANDARD OF CARE. In performing their duties, the Directors are required to exercise certain standards of care and are subject to certain liabilities, including but not limited to the following provisions of State law: Articles 1396-2.20, D., -2.25, -2.26, -2.28, -2.29, and -2.30 of the TNPCA.

2.8. POWERS AND DUTIES OF THE BOARD. The Board may do all such acts and things except those that, by law or the governing documents are reserved to the Members and may not be delegated to the Board. Without prejudice to the general and specific powers and duties set forth in laws or the governing documents, or such powers and duties as may hereafter be imposed on the Board by resolution of the Association, the powers and duties of the Board shall include, but shall not be limited to, the following:

2.8.1. VIOLATION OF RULES. The Board, by resolution, may from time to time adopt and publish rules governing use of the Common Area and the personal conduct of the Members, residents and their guests thereon, and may suspend the right to the use of the Common Area, after notice and hearing, for a period not to exceed 60 days, for any single infraction of the published rules. Such suspension of the use of any recreational facility may be increased up to six (6) months for repeated infractions of published rules. The Board also may establish other penalties for infractions thereof.

2.8.2. ASSESSMENTS. The Board shall set the amount of the monthly general assessment against each Lot as provided in the Declaration. If the amount of the general assessment is changed, each Owner of every Lot shall receive written notice of the due date of payment of said general assessment change at least forty-five (45) days in advance of said due date.

2.8.3. DELINQUENT ACCOUNTS. The Board may establish, levy, and collect reasonable late charges for Members' delinquent accounts that are not paid within thirty (30) days after the due date as established in Article V, Section 8 of the Declaration. The Board may suspend the voting rights and right to use the Common Area of any Member whose account is delinquent.

2.8.4. FIDELITY BONDS. The Board may require that all Officers, agents, and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The

premiums on such bonds shall be a common expense of the Association.

2.8.5. EX OFFICIO DIRECTOR. The Board may, from time to time, designate one or more Members as ex-officio Members of the Board with the same intent as Art. [TNPCA 1396-2.23B (2)]. Such ex officio Directors serve in a non-voting advisory capacity. The presence of a duly designated ex-officio Member at a meeting may not be counted to establish a quorum. The term of office is at the sole discretion of the Board.

2.8.6. EMPLOYEES AND CONTRACTS FOR SERVICES. The Board may enter into contracts for services or hire hourly wage or salaried employees for VVHA lawn maintenance requirements, janitorial duties, secretarial, or other duties as described and deemed required by the Board on behalf of the Association, and, when appropriate and feasible, shall solicit competitive bids based on a standard statement of work prepared or approved by the Board. All such hourly wage or salaried employees shall have specific job descriptions prior to employment. The Secretary of the VVHA shall keep records verifying the work time of hourly wage or salaried employees. The VVHA Board may employ a salaried Association administrator or manager with specifically described duties, but in that instance of employment of an Association administrator or manager, employment can be completed only after approval by ballot of Members present or by proxy at a meeting called for that purpose. Approval requires the affirmative votes cast by Owners in person or by proxy equal to or exceeding two-thirds (2/3) of the total of the improved Lots in the Subdivision. The administrator or manager must be an employee, but said employee may not be a Member of the Association. A management company is prohibited from filling the position of administrator or manager.

2.8.7. APPOINTMENT OF COMMITTEES. The Board, by resolution, may from time to time designate standing or ad hoc committees to advise or assist the Board with its responsibilities. The resolution shall establish the purposes and powers of each committee created with the primary purpose of the committee stated clearly in the Board resolution, provide for the appointment of its Members, as well as Chairpersons, and shall set a time frame for reports, termination, and other administrative matters deemed appropriate by the Board. The Board, at its sole discretion, may appoint a Board liaison for any committee of the VVHA. Members of committees shall be appointed from among the Members of the VVHA. Committees may employ consultants for specific tasks or research if prior approval is requested and granted by majority resolution of the Board. The President of the VVHA shall appoint the Chairpersons for each Committee with majority consent of the Board. The Chairperson and members of all committees shall expire at the Annual meeting. New Chairpersons and members of all committees shall be appointed or reappointed within thirty (30) days of the election of the President at the organizational meeting of the Board (2.6.1 of these Bylaws).

2.8.8. FINES. The Board may levy fines for each day or occurrence that a violation of the Declaration, the Bylaws, or Rules of the Bylaws persists. A fine up to but not to exceed two hundred dollars per day (\$200) may be levied by the Board in accordance with Chapter 202.004 of the Texas Statutes. The process for enforcing fines shall be conducted by the Rules in this section and Art. IV, Sec. 8 of the Declaration. The following rules of the Texas Residential Property Owners Protection Act (209.006) must apply to the levy:

2.8.9 NOTICE REQUIRED BEFORE ENFORCEMENT ACTION. Before a property owners' association may suspend an owner's right to use common areas, file a suit against an owner other than a suit to collect a regular or special assessment or foreclose under an association's lien, charge an owner for property damage, or levy a fine for a violation of the Declaration, the Bylaws, or Rules, the association or its agent must give written notice to the owner by certified mail, return receipt requested. The notice must:

Describe the violation or property damage that is the basis for the suspension action, charge, or

fine and state any amount due the association from the owner; and inform the owner that the owner

is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months. The notice also must inform the Owner of the right to request a hearing under Section 209.007 of the Texas Residential Property Act, Alternative Dispute Resolution.

2.9. CAPITAL ADDITIONS AND INVESTMENT. Routine operations of Vicksburg Village and routine maintenance and repair of VVHA property including Clubhouse and Common Areas are not considered a capital improvement subject to a special assessment. The baseline dollar amount of a Special Assessment is five thousand (\$5000) dollars. (CC&R's: Article IV, Section 3 - C). The Board can change the baseline dollar amount of a special assessment provided that such change is approved by unanimous consent of a quorum of the Board present at such a meeting called solely for the purpose of changing the baseline amount. VVHA financial assets shall be invested only in insured accounts or insured certificates of deposit, to safeguard against loss of capital value.

ARTICLE 3

OFFICERS

3.1. DESIGNATION. The principal Officers of the Association shall be the president, the vice-president, the secretary, and the treasurer. The Board may appoint such other Officers and assistant Officers as it deems necessary. The president and vice-president shall be Directors. The same person may hold any two Officer positions except the president and secretary, who can only hold their respective Officer positions. If an Officer is absent or unable to act, the Board may appoint a Director to perform the duties of that Officer and to act in place of that Officer, on an interim basis. [TNPCA 1396 -2.20 A & B.]

3.2. ELECTION OF OFFICERS. The Officers shall be elected no less than annually by the Directors at the organizational meeting of the Board and shall hold office at the pleasure of the Board. Except for resignation or removal, Officers shall hold office until the Board has designated their respective successors or until their term of office has expired. [TNPCA 1396-2.20.A.]

3.3. REMOVAL AND RESIGNATION OF OFFICERS - RESIGNATION OF DIRECTORS. A majority of Directors may remove any Officer, with or without cause, at any regular meeting of the Board or at any special meeting of the Board called for that purpose. A successor may be elected at any regular or special meeting of the Board called for that purpose. An Officer may resign at any time by giving written notice to the Board. Unless the notice of resignation states otherwise, it is effective when received by the Board and does not require acceptance by the Board. A Director may resign at any time by giving written notice to the Board. The resignation or removal of an Officer who is also a Director does not constitute resignation or removal from the Board. [TNPCA 1396-2.21]

3.4. STANDARD OF CARE. In performing their duties, the Officers are required to exercise the standards of care provided by Article 1396-2.20.D. of the TNPCA.

3.5. DESCRIPTION OF PRINCIPAL OFFICES.

3.5.1. PRESIDENT. As the chief executive Officer of the Association, the president shall be a Director and,

- ! Preside at all meetings of the Association and of the Board except when Articles 3.5.2 and 4.12 herein should control.
- ! Have all the general powers and duties that are usually vested in the office of president of a corporation organized under the laws of the State of Texas.
- ! Have general supervision, direction, and control of the business of the Association, subject

to the control of the Board.

- ! See that all orders and resolutions of the Board are carried into effect.
- ! Have the authority to call special meetings of the Association.
- ! The president shall not vote except to break a tie.

3.5.2. VICE-PRESIDENT. The vice-president shall be a Director and in the absence of the president or in the event of the president's inability or refusal to act, shall perform the duties of the president.

3.5.3. SECRETARY. The secretary shall perform or be responsible for the performance of such duties as:

- ! Keep the minutes of all meetings of the Board and of the Association.
- ! Have charge of such books, papers, and records as the Board may direct.
- ! Maintain a current record of the names and addresses of the Members for the mailing of notices.
- ! Prepare and give all notices in accordance with the TNPCA and the governing documents.
- ! Act as the custodian of records of the Association.
- ! Review all mail on behalf of the Association.
- ! Perform all duties incident to the office of secretary.

3.5.4. TREASURER. The treasurer shall perform or be responsible for the performance of such duties as:

- ! Be responsible for all Association funds.
- ! Keep full and accurate financial records and books of account showing all receipts and disbursements.
- ! Prepare all required financial data and tax returns.
- ! Deposit all moneys or other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board.
- ! Prepare the annual and supplemental budgets of the Association.
- ! Review the accounts of the managing agent on a monthly basis in the event such managing agent is responsible for collecting and disbursing Association funds.
- ! Perform all the duties incident to the office of treasurer.

3.6. AUTHORIZED AGENTS. Except when the governing documents require execution of certain instruments by certain individuals, the Board may authorize any person to execute instruments on behalf of the Association, by written resolution. In the absence of Board designation, the authorized agent shall be the only person authorized to execute instruments on behalf of the Association.

ARTICLE 4

MEETINGS OF THE ASSOCIATION

4.1. ANNUAL MEETING. Annual meetings of the Association shall be held at 7:00 p.m. on the fourth (4th) Monday of January each year at the Clubhouse. At the annual meeting, the presence of Members in person or by proxy representing Lots in the Subdivision and entitled to cast 40 percent (40%) of the votes shall constitute a quorum. In the event, a quorum ceases to exist during the meeting, the meeting shall be adjourned. At the Annual Meeting the Members shall elect Directors in accordance with these Bylaws. The Members may also transact such other business of the Association as may properly come before them. [TNPCA 1396-2.10.A. (2)]

4.2. SPECIAL MEETINGS. It shall be the duty of the president to call a special meeting of the Association if directed to do so by a majority of the Board or by a petition signed by Members representing at least ten (10) percent of the Lots in the Association. Such meeting shall be held within 30 days after the Board resolution or receipt of petition. The notice of any special meeting shall state the time, place, and purpose(s) of such meeting. If the purpose of the petition is to amend these Bylaws, the exact wording of the intended amendment shall accompany the petition. No business, except the purpose stated in the notice of the meeting, shall be transacted at a special meeting.

4.3. PLACE OF MEETINGS. Meetings of the Association shall be held at the Clubhouse or at a suitable place convenient to the Members, as determined by the Board. [TNPCA 1396-2.10.A (1)]

4.4 NOTICE OF MEETINGS. At the direction of the Board, written notice of meetings of the Association shall be given to Members entitled to vote at least 10 days but no more than 30 days prior to such meeting. Notices shall identify the type of meeting as annual or special, and shall state the particular purpose(s) of a special meeting. Notices may also set forth any other items of information deemed appropriate by the Board. [TNPCA 1396-2.11]

4.5. INELIGIBILITY. If a Member's financial account with the Association is in arrears on the record dates defined below, the Board may determine that such Member shall:

- ! Forfeit the right to vote at meetings of the Association.
- ! Not be elected to serve as a Director.

However, before any of the above listed in 4.5 of this section of these Bylaws are invoked, the Board must, in a special or regular meeting, specifically define the reason for taking said actions based on the current Declaration and Bylaws. The Board may specify the manner, place, and time for payment for purposes of rescission of the action and restoring eligibility.

4.6. RECORD DATES, QUORUM, VOTING.

4.6.1. DETERMINING NOTICE AND VOTING ELIGIBILITY. The Board shall fix a date as the record date for determining the Members entitled to notice of a meeting and to vote at that meeting of the Association. The record date may not be more than 60 days before the date of a meeting of the Association at which Members will vote. [TNPCA 1396-2.11 A & D]

4.6.2. DETERMINING RIGHTS ELIGIBILITY. The Board shall have the authority to fix a date as the record date for determining the Members entitled to exercise any rights or suspension of rights, such as rights to common areas, in addition to the right stated in **4.6.1.**

4.6.3. ADJOURNMENTS. A determination of Members entitled to notice of or to vote at a meeting of the Association is effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote. The Board must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than 90 days after the record date for determining Members entitled to notice of the original meeting. [TNPCA 1396-2.11A - E.]

4.6.4 VOTING MEMBERS LIST. The Board shall require the Secretary to provide monthly updates to the list of the Association's voting Members in order to set a date of record for the Members entitled to vote at Members meetings in accordance with TNPCA Art. 1396-2.11B

4.6.5 QUORUM AT SPECIAL MEETING. At a Special Meeting of the Association called and convened under Section 4.2 of these Bylaws, the presence in person or by proxy of Members entitled to cast at least ten (10) percent of the votes that may be cast for election of the Board shall constitute a quorum. Members present at a meeting at which said quorum is present may continue to transact business until adjournment. If a quorum ceases to exist at this Special meeting, the meeting must be adjourned. [TNPCA 1396-2.12]

4.6.6. LACK OF QUORUM OF COMMITTEE MEETING. If a quorum shall not be present or represented at any committee meeting, the Members entitled to vote thereat shall have power then to adjourn the committee meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

4.6.7. VOTES. Members of the Association shall have one vote for each Lot owned in the Subdivision.

A majority vote, except when a higher percentage is required by other governing documents, these Bylaws, or by law, shall be binding upon all Members for all purposes. There shall be no cumulative voting. The Board shall establish a written rule for the mechanism used for a secret ballot. The Board shall have the authority to designate those instances in which a secret ballot shall be used.

4.6.8. CO-OWNED LOTS. If more than one Member owns a Lot and only one Member is present at a meeting of the Association, that person may cast the vote allocated to that Lot. If more than one of the multiple owners is present, the vote allocated to that Lot may be cast only in accordance with the owners' unanimous agreement. Multiple owners are in unanimous agreement if one of the multiple owners casts the vote allocated to the Lot and none of the other Owners makes prompt protest to the person presiding over the meeting.

4.6.9. CORPORATION - OWNER LOTS. If a Lot is owned by a corporation, the vote appurtenant to that Lot may be cast by an Officer of the corporation in the absence of express notice of the designation of a specific person by the Board of Directors or bylaws of the owning corporation. Any general partner of an owning partnership may cast the vote of a partnership in the absence of express notice of the designation of a specific person by the owning partnership. The person presiding over a meeting or vote may require reasonable evidence that a person voting on behalf of a corporation or partnership is qualified to vote.

4.6.10. PROXIES. Votes may be cast in person or by written proxy. To be valid, each proxy shall:

- ! Be signed and dated by a Member or his attorney-in-fact.
 - ! Identify the Lot to which the vote is appurtenant.
 - ! Name the person in favor of whom the proxy is granted, such person having agreed in writing to exercise the proxy.
 - ! Identify the purpose or meeting for which the proxy is given.
 - ! Not purport to be revocable without notice.
 - ! Be delivered to the secretary or to the person presiding over the Association meeting for which the proxy is designated.
 - ! Unless the proxy specifies a shorter time, it shall terminate eleven months after its date. To revoke a proxy, the granting Member must give actual written notice of revocation to the person presiding over the Association meeting for which the proxy is designated. Unless revoked, any proxy designated for a meeting that is adjourned, recessed, or scheduled shall be valid when such meeting reconvenes.
- [TNPCA 1396-2.13. B]

4.7. CONDUCT OF MEETINGS. The president, vice-president, or any person designated by the Board shall preside over meetings of the Association. The secretary shall keep, or cause to be kept, the minutes which shall record all resolutions adopted and all transactions occurring at the meeting, as well as a record of any votes taken at the meeting. Votes and results shall be recorded by specific number affirmative, specific number negative and the resolution then declared pass or fail in the minutes. The person presiding over the meeting may appoint a parliamentarian. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with the governing documents. Tellers appointed by the person presiding over the meeting shall tally votes. Any Member present at the meeting may observe the tally.

4.8. ORDER OF BUSINESS. Unless the notice of meeting states otherwise, the order of business at meetings of the Association shall be as follows:

- ! Determine votes present by roll call or check-in procedure
- ! Announcement of quorum
- ! Proof of notice of meeting
- ! Reading and approval of minutes of preceding meeting
- ! Reports
- ! Election of Directors (when required)

- ! Unfinished or old business
- ! New business

4.9. ADJOURNMENT OF MEETING. At any meeting of the Association, a majority of the Members present at that meeting, either in person or by proxy, may adjourn the meeting to another time.

4.10. ACTION WITHOUT MEETING. Subject to Board approval, any action that may be taken by a vote of the Members at a meeting of the Association may also be taken without a meeting by written consent. The Board may permit Members to vote by ballots. To constitute approval of such action, a majority of all Owners in the Association must cast ballots approving the action. This paragraph may not be used to avoid the requirement of an annual meeting and shall not apply to the election of Directors.

ARTICLE 5

STANDING COMMITTEES

5.1. NOMINATING COMMITTEE. A Nominating Committee shall make nominations for the election of the Board of Directors. The Nominating Committee shall consist of three (3) Members. The Members of the committee shall be: the most recent full term past president of the Association who is willing to serve in such capacity; two Members elected at any regular meeting of the Board of Directors, but prior to November 1 of the current year. The elected Members of the committee shall serve until the Board meeting where they present their nominees. The past president shall be the chairperson of the Nominating Committee.

The Nominating Committee so elected shall make as many nominations to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The nominees selected by the Nominating Committee shall be made known to the Membership no less than 30 days prior to the annual meeting in accordance with Article 10.2 of these Bylaws. Nominations may also be made from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and solicit votes.

5.2. OTHER COMMITTEES. The Board, in accordance with the Declaration, may appoint other committees, as it deems fit, for any lawful purpose to aid it in the management of the Properties.

ARTICLE 6

RULES

6.1. RULES. The Board shall have the right to establish and amend, from time to time, reasonable rules for:

- ! The administration of the Association;
- ! The maintenance, management, operation, use, conservation, and beautification of the Subdivision; and,
- ! The health, comfort, and general welfare of the residents;

Provided, however, that such rules may not be in conflict with TNPCA or the governing documents. The Board shall, at all times, maintain the then current and complete rules in a written form. A copy of these rules shall be distributed to any Member upon verbal or written request to the Secretary of the Association. Rules need not be recorded in the county's real property records. There shall be an annual review of all the rules of the VVHA by the Board. Said annual review shall occur within 90 days of the annual meeting. The Board shall, after review, continue or terminate any single rule or group of rules of the VVHA. Continuation or termination of rules must be approved by majority vote of the Board and recorded in the minutes. If any changes occur in the rules at this annual review, the Members must be notified as defined in Article 10.2 of these Bylaws. Any rule, as defined in these Bylaws, may be amended, or rescinded at any Special meeting of the Association if said meeting meets the requirements of Article 4.2 of these Bylaws.

6.2. ADOPTION AND AMENDMENT. Any rule may be adopted, amended, or terminated by the Board, or

Special Meeting of the Membership provided that the rule and the requisite Board or Membership approval are properly recorded as a resolution in the minutes of the meeting of the Board or Special Meeting with proper notification to the Membership described herein in these Bylaws.

6.3. NOTICE AND COMMENT. The Board shall give written notice to an owner of each Lot of any amendment, termination, or adoption of a rule, or shall publish same in a newsletter or similar publication which is circulated to the Members, at least 10 days before the rule's effective date. The Board may, but shall not be required to, give similar notice to residents who are not Members. Any Member so notified shall have the right to comment on the proposed rules. The Member must comment to the Board in writing within ten (10) days of notification or is entitled to address the Board orally at the next scheduled meeting of the Board.

6.4. DISTRIBUTION. Upon request from any Member or resident, the Board shall provide a current and complete copy of rules.

ARTICLE 7

ENFORCEMENT

The violation of any provision of the governing documents shall give the Board the right, in addition to any other rights set forth in the Governing Documents, to enjoin, abate, or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any breach, so long that said enforcement actions comply with Chapter 209 of Texas Property Code.

ARTICLE 8

OBLIGATIONS OF THE OWNERS

8.1. PROOF OF OWNERSHIP. Any person, on becoming a Member of the Association, shall furnish to the Board evidence of ownership in the Lot, which copy shall remain in the files of the Association. Said evidence must be sent by U.S. mail or personally delivered to the VVHA secretary within thirty (30) days of closing or the Member shall not be entitled to vote at any annual or special meeting of the Association unless this requirement is first met. Upon written request of the Board, an Owner shall supply any and all information required by the Declaration or these Bylaws.

8.2. OWNERS' ADDRESSES. The owner or the several co-owners of a Lot shall register and maintain one mailing address to be used by the Association for mailing of statements, notices, and all other communications. The owner shall keep the Association informed of the Member's current mailing address. If an owner fails to maintain a current mailing address with the Association, the address of that owner's Lot shall be deemed to be his mailing address.

8.3. ASSESSMENTS. All owners shall be obligated to pay assessments imposed by the Association to meet the common expenses as defined in the Declaration. A Member shall be entitled to vote at any meeting of the Association if current in the assessments. No owner may waive or otherwise escape liability for assessments by non-use of the Common Areas or abandonment of his or her Lot.

8.4. COMPLIANCE WITH DOCUMENTS. Each owner shall comply with the provisions and terms of the governing documents, and any amendments thereto. Further, each owner shall always endeavor to observe and promote the cooperative purposes for which the Association was established.

ARTICLE 9

ASSOCIATION RECORDS

9.1. RECORDS. The Association shall keep the following records:

9.1.1 Minutes or a similar record of the proceedings of the meetings of the Members.

9.1.2 Minutes or a similar record of the proceedings of the meetings of the Board and its committees.

9.1.3 Names and mailing addresses of the Members, the currency and accuracy of the information being the responsibility of the Members.

9.1.4 Financial records and books of account for the Association, kept in a manner consistent with generally accepted accounting principles, employment records as required by law, all correspondence with government agencies, and summary minutes of any meetings government agencies or individuals representing such agencies.

9.1.5 Copies of income tax returns prepared for the Internal Revenue Service for at least seven (7) years.

9.1.6 Copies of the governing documents and all amendments to any of these, plat records, surveys, and ownership deed for common areas.

9.2. INSPECTION OF BOOKS AND RECORDS. Books and records of the Association shall be made available for inspection and copying pursuant to Article 1396-2.23.B. of the TNPCA, except those specifically exempted. All records must be kept in the VVHA Clubhouse office. Approved minutes of Board meetings shall be available and posted on the Clubhouse bulletin board or placed in the loose-leaf binder of the minutes that is kept at the bulletin Board site within ten (10) days of the meeting at which said minutes were approved.

ARTICLE 10

NOTICES

10.1. CO-OWNERS. If a Lot is owned by more than one person, notice to one co-owner shall be deemed notice to all co-owners.

10.2. DELIVERY OF NOTICES. Any written notice required or permitted by these Bylaws may be given personally, by mail, or by facsimile transmission. If mailed, the notice is deemed delivered when deposited in the U.S. mail addressed to the Member at the address shown on the Association's records. If transmitted by facsimile, the notice is deemed delivered on successful transmission of the facsimile. [TNPCA 1396-2.11.A.]

10.3. WAIVER OF NOTICE. Whenever any notice is required to be given to an owner, Member, or Director, a written waiver of the notice, signed by the person entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice. Attendance by a Member or Director at any meeting of the Association or Board, respectively, shall constitute a waiver of notice by such Member or Director of the time, place, and purpose of such meeting. If all Members or Directors are present at any meeting of the Association or Board, respectively, no notice shall be required and any business may be transacted at such meeting. [TNPCA 1396-9.09]

ARTICLE 11

AMENDMENTS TO BYLAWS

11.1. PROPOSALS. These Bylaws may be amended by the Members according to the terms of this Article. The Association shall provide each Member with the exact wording of any proposed amendment. The exact wording of any proposed amendment shall be included in the notice of any annual or special meeting of the

Association if such proposed amendment is to be considered at said meeting.

11.2. CONSENTS. An amendment shall be adopted by the vote, in person or by proxy, or written consents of Members representing at least a majority of the votes cast or present at a meeting for which a quorum is present.

11.3. EFFECTIVE. To be effective, any amendment or group of amendments must be in writing and be signed by at least two Officers acknowledging the requisite approval of Members, and be delivered to each Member at least 10 days before the effective date of the amendment or group of amendments.

ARTICLE 12 **GENERAL PROVISIONS**

12.1. CONFLICTING PROVISIONS. If any provision of these Bylaws may not be in accordance with any law of the State of Texas, such conflicting provisions of the Bylaws are void unless that law allows the Bylaws to override or provide something different than the law, but all other provisions of these Bylaws shall remain in full force and effect. In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

12.2. SEVERABILITY. Invalidation of any provision of these Bylaws, by judgment or court order, shall in no wise affect any other provision that shall remain in full force and effect. The effect of a general statement shall not be limited by the enumerations of specific matters similar to the general.

12.3. FISCAL YEAR. The fiscal year of the Association shall be the calendar year.

12.4. WAIVER. No restriction, condition, obligation, or covenant in the Declaration or these Bylaws shall be deemed to have been abrogated or waived by reason of failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

CHRONOLOGY OF BYLAWS

1. Original Bylaws signed July 30, 1987
2. Amended Bylaws (complete) November 1997 recorded Kerr County, Vol. 928, P. 472
3. Amendment of Article 2.1, December 7, 1998, recorded Kerr County, Vol. 984, P. 697
4. Amendment of Article 2.1 ratified on November 15, 1999
5. Amendment of Articles 1.5 and 2.2.2 ratified on August 7, 2000
6. Amended Bylaws (complete) October 23, 2000 recorded Kerr County, Vol. 1091, PP. 0299-0312 dated October 25, 2000.
7. Amendments of Sections 2.4, 2.8.6, 2.9, 4.1, 11.3 approved Jan. 7, 2002, and recorded Kerr County, Vol. 1165, PP. 0024-0026.
8. Amended Bylaws, approved September 9, 2005.
9. Amended Bylaws, approved January 27, 2014
10. Amended Bylaws, approved January 25, 2021

I HEREBY CERTIFY that the foregoing Amended Bylaws of Vicksburg Village Homeowners Association of Kerrville, Texas have been passed and approved by a vote of a majority of Members in person or by proxy entitled to vote on the day presented to the Members for a vote, in accordance with Article 11.1 and 11.2 of the Bylaws, at a duly called meeting on September 30, 2006.

VICKSBURG VILLAGE HOMEOWNERS ASSOCIATION OF KERRVILLE, TEXAS, INC.

Wanda Cook
Wanda Cook, President of the Vicksburg Village Homeowners Association

SIGNED on the 19th day of March, 2021.

Return to: President, Vicksburg village Homeowners Association
300 Vicksburg Ave.
Kerrville, TX 78028

office@vicksburgvillage.net

State of Texas
County of Kerr

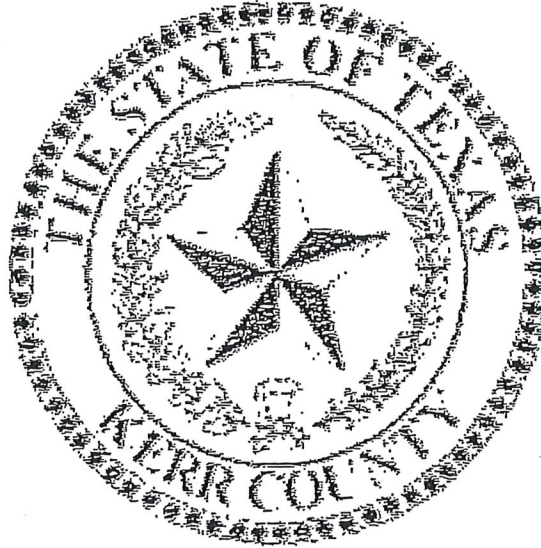
This instrument was acknowledged before me on this the 19th day of March, 2021

[Signature]
Notary Public, State of Texas



FILE AND RETURN TO:

WANDA Cook
430 FLORIAN
Kerrville, TX 78028



Complete this form and return to:

Kerr County Clerk
Attn: Land Records
700 Main Street, RM 122
Kerrville, TX 78028

INCLUDE THIS FORM WITH YOUR RECORDS AND PAYMENT.

Call us with questions: 830-792-2255.



FILED AND RECORDED
At 10:26 o'clock A M

STATE OF TEXAS
COUNTY OF KERR

March 19, 2021

I hereby certify that this instrument was filed in the
numbered sequence on the date and time
stamped above by me and was duly recorded in
the Official Public Records of Kerr County Texas.

Jackie Dowdy, County Clerk

Deputy